August 16, 2024

Old Englewood Village Association, Inc.

POLICIES AND PROCEDURES MANUAL

KATHI OBENDORFER - PRESIDENT

Policies and Procedures

of the Old Englewood Village Association, Inc.

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of the Old Englewood Village Association, Inc.

PREFACE

BY-LAW REFERENCES

Many sections of this document are begun by *italics*. Italic subject content directly under the subject title which refers to Articles and Sections represents references to the By-Laws registered with the State of Florida. Regular fonts expand upon the subject of discussion as part of this Policy and Procedures document you are reading.

VERSION HISTORY

This document has a version history index at the end of it that is to be updated in order to track changes for the reader

INDEX

An alphabetical Index of key subjects is at the end of this document.

Policies and Procedures

of the Old Englewood Village Association, Inc.

MISSION STATEMENT

Article II: Section 1: The purpose of OEVA is to facilitate the civil betterment of the greater Old Englewood Village neighborhood (as defined in Article I Section 3 above) through community revitalization and beautification including (but not limited to) efforts to enhance economic, business, civic, social, cultural, and recreational services that will benefit businesses and residents of the neighborhood (and surrounding communities and neighborhoods); and for such other civic, charitable, scientific, literary, or educational purposes as OEVA may from time to time deem appropriate, consistent with the corporation's tax exempt status (see Article VII at pages 6-7 infra concerning tax status).

The purpose of the Association is to facilitate the Englewood Village Neighborhood of Sarasota County Florida in community revitalization and beautification through efforts which include economic, business, civic, social, cultural, and recreational services that will benefit the residents, the surrounding communities, and neighborhoods; and for such other charitable, scientific, literary, or educational purpose as the Board of Directors may deem appropriate.

MEMBERSHIP

GENERAL

Article III: Section 1: All individuals, persons, corporations, partnerships, or other entities with an interest in the purposes of this corporation are eligible for membership in OEVA, subject to the restrictions and requirements set forth in Section 5 of this Article III. Membership shall be obtained by an eligible applicant who submits an application for membership on a form (approved by the Board of Directors) and who subscribes to the mission and goals of OEVA as stated in the application and these by-laws, together with the payment of any such initiation fee, minimum donation or annual dues as shall be determined, from time to time, by the Board of Directors. A failure to pay the required amount when the same shall be due shall result in the termination of membership in the organization.

Article III: Section 5: The Board of Directors may create different levels or categories of membership and the conditions and rights for Members in each category, including voting and non-voting memberships, associate memberships, and memberships restricting eligibility to serve as a Director, Officer, and on a committee, or in some other capacity for OEVA. A Member may be expelled for such cause (if any) pursuant to rules and procedures adopted by the Board of Directors providing for expulsion of a Member, or re-designation of a Member's status with OEVA. An Officer or Director expelled pursuant to this section, or whose status as a Member has been re-designated as a Non-Voting Member, shall thereby be removed from office and that vacancy filled as provided in Article IV Section 6 (page 3).

APPLICATION FOR MEMBERSHIP

Is available at our website, www.oldenglewood.com.

CATEGORIES OF MEMBERSHIP

ASSOCIATE MEMBER:

a. Has no annual membership dues requirements.

b. Has the right to serve on committees.

c. Is welcome to attend any OEVA public meeting.

d. Has no right to advertise on the association website and social media.

e. Has no nominating and voting rights at any meeting.

f. Is not eligible to be a Director / Officer of the Board.

GENERAL MEMBER:

a. Has annual membership dues requirements at the designated amount.

b. Has the right to serve on committees.

c. Should attend a majority of the OEVA public meetings.

d. Has the right to advertise on the association website and social media as designated.

e. Has full nominating and voting rights for election of Directors annually.

f. Is eligible to be a Director / Officer of the Board after one year of membership.

g. Any member who is expelled for cause may no longer maintain the status of a voting member.

DIRECTOR:

a. No Director shall be required to pay dues for so long as he or she serves on the Board of Directors.

b. Has the right to serve on committees.

c. Should attend the Board meetings, per the attendance rules established.

d. Has the right to advertise on the association website and social media as designated.

e. Has full nominating and voting rights, including the annual election of officers, at all meetings.

f. Any Director who is expelled and/or who is asked to resign by majority vote of the Board of Directors, shall not henceforth be permitted to serve on the Board.

ANNUAL DUES

Article III: Section 1: All individuals, persons, corporations, partnerships, or other entities with an interest in the purposes of this corporation are eligible for membership in OEVA, subject to the restrictions and requirements set forth in Section 5 of this Article III. Membership shall be obtained by an eligible applicant who submits an application for membership on a form (approved by the Board of Directors) and who subscribes to the mission and goals of OEVA as stated in the application and these by-laws, together with the payment of any such initiation fee, minimum donation or annual dues as shall be determined, from time to time, by the Board of Directors. A failure to pay the required amount when the same shall be due shall result in the termination of membership in the organization.

The amount required for annual dues shall be $100 unless changed by a majority vote of the Directors at an annual meeting. Any delinquent Member will be subject to his or her membership being suspended or terminated by a majority vote of the Board of Directors. Annual Dues dates, notifications, and payments are automated through the web site. No action shall be taken to suspend or terminate a paying Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed.

MEETINGS

Article III: Section 2: An Annual Meeting of OEVA Members shall be held in January of each year (unless circumstances require it to be held in a different month in any given year) on a date and time as scheduled by the Board of Directors. The meeting is to be held at a place in Southwest Florida as described in the notice of the meeting. Notice of the Annual Meeting

newsletter or website, which shall be published at least 7 days prior to the meeting. At the meeting OEVA Members shall elect Directors to fill any available vacancies on the Board to serve a full three-year term, and/or to fill unexpired terms of Directors that have become vacant by reason of resignation, death, or other cause. Such Directors shall be duly charged with carrying out the business of OEVA on behalf of the corporation and the Members.

Article III: Section 3: At any meeting of OEVA, an OEVA Member shall be entitled to one vote (if eligible to vote). Where multiple owners of a membership are eligible to vote, they shall have only one composite vote. The existence and extent of the voting rights of a Member shall be as determined by rules established by the Board of Directors or its designee. A quorum at the Annual Meeting (or any other meeting) of OEVA Members shall consist of a majority of the OEVA membership present and voting (including those voting by proxy) but in no event shall be less than five (5) Members.

Article III: Section 4: A special meeting of OEVA may be called at any time by the President, Vice President, a majority of the Directors, or by 10 percent of the voting Members. Notice of such meeting shall indicate the subject matter to be considered and otherwise shall be made in the same manner as provided in this Article III, Section 2.

Article IV: Section 3: Regular meetings of the Board of Directors shall be held monthly on such dates as may be fixed from time to time by the OEVA Board. Notice of all annual, regular or special meetings of the Board shall be made as provided in Article III, Section 2 (pages 1-2). Meetings of the Board shall be held at such place or places in Southwest Florida as may be described in the notice of the meeting as determined by the Board.

Article IV: Section 7: At the Annual Meeting of OEVA (see Article III, Section 2), the President, Vice President or a designated Officer or Director shall submit a report to the Members as to the business transacted during the preceding year, a budget for the upcoming year, a report of the general financial condition of OEVA, and other pertinent information.

TYPES

GENERAL MEETINGS

Board members shall meet monthly, at a time and place designated by the Board.

ANNUAL MEMBERSHIP MEETINGS

Shall take place in the month of January, the specific date, time, and location of which will be designated by the Board.

ANNUAL BOARD OF DIRECTORS MEETING

Shall be held each calendar year and at a location designated by the Board of Directors. This Annual Meeting of the Board shall normally occur on the same day and immediately following the Annual Meeting of the Membership. At the Annual Meeting of the Board, the Directors shall elect Officers with motions, seconds, debate and by majority vote. Annual Membership and Annual Board of Director meetings can be combined.

SPECIAL MEETING

May be called by the President, or a simple majority of the Board of Directors. A petition signed by twenty-five percent (25%) ormore of the General or Associate members, or any combination thereof, may also call a special meeting. The

request shall state the date, time, place and purpose or purposes of the proposed meeting and allow for a reasonable notice period.

NOTICE OF EACH REGULAR OR ANNUAL MEETING

Shall be given to each voting Member, by electronic mail, social media, website posting, telephone, facsimile, or by written notice not less than (7) days prior to the meeting. Notice of any Special Meeting of the Board of Directors shall be given at least (24) hours in advance of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

MEETINGS HELD OTHER THAN IN PERSON

Members of the Board or any committee may participate in a meeting of the Board or committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

PARLIAMENTARY PROCEDURE

Article IV: Section 14: The Board of Directors may hold meetings by telephone or video teleconferencing and may take action by unanimous written consent in lieu of a meeting, vote by proxy, or by such other methods pursuant to rules adopted by the Board. So far as is practicable, meetings may be governed in substantial conformity to Roberts Rules of Order.

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order. In matters of routine business, the Presiding Officer may use instead of Motions, Seconds, and Voting, the term "If there are no objections, the... (minutes, reports, etc.) will be accepted as presented."

QUORUM

Article IV: Section 4: Attendance of a majority of the Board at any meeting (including those voting by proxy) shall be necessary to constitute a quorum and the act of a majority of Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors (and an act of OEVA).

Except as otherwise provided by law or in these Bylaws, at all Board meetings a simple majority shall constitute a quorum for the transaction of business. The vote of a majority of the Members present and Members represented by proxy at the Annual Meeting and at all Regular Meetings at which a quorum is present shall be the act of the Members. The vote of a majority of the Directors present and Directors represented by proxy at a Board meeting at which a quorum is present shall be the act of the Board. A majority of the Directors' present, whether or not a quorum is present, may adjourn any meeting to another place, date, and time.

The presence, in person, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without

notice. The act of a majority of the members of the Board of Directors presents at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

MEMBERSHIP VOTING AT MEETINGS

Article III: Section 3: At any meeting of OEVA, an OEVA Member shall be entitled to one vote (if eligible to vote). Where multiple owners of a membership are eligible to vote, they shall have only one composite vote. The existence and extent of the voting rights of a Member shall be as determined by rules established by the Board of Directors or its designee. A quorum at the Annual Meeting (or any other meeting) of OEVA Members shall consist of a majority of the OEVA membership present and voting (including those voting by proxy) but in no event shall be less than five (5) Members.

All issues to be voted on shall be decided by a simple majority of those with voting privileges present at the meeting in which the vote takes place. A voting Member may cast their vote by submitting a written proxy to another voting Member who will attend the meeting, vote by proxy, or vote in person.

DIRECTORS

Article IV: Section 1: The administration and management of OEVA shall be vested in the Board of Directors and its Officers. All Officers and Directors shall have a fiduciary relationship to its members. OEVA shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves. OEVA, through its Officers and Directors, shall maintain its status as a not for profit corporation under the laws of the State of Florida and the Internal Revenue Service (IRS) Code. The Officers and Directors, in performance of their duties, shall cause to be maintained a record of all receipts and expenditures, and an account reflecting the name, address and current membership status of each Member.

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association.

NUMBER

Article IV: Section 2: The business of OEVA shall be conducted and directed by the Board of Directors (Board), who shall be Members in good standing elected by OEVA Members at the Annual Meeting (or appointed as provided in these By-Laws). The number of Directors shall be fixed from time to time by the Board of Directors and shall consist of an odd number of Directors of no less than three (3) and no more than fifteen (15).

At this time the number of director seats to be occupied is nine (9).

TENURE

Article IV: Section 8: Members of the Board of Directors shall be elected for a term of three (3) years and may serve a maximum of two consecutive terms, before becoming eligible to serve on the Board after a minimum of a one (1) year absence. The terms of Directors shall be staggered such that, so much as is possible, the terms of Directors constituting

approximately one-third of the Board shall expire at each Annual Meeting. The terms and expiration of terms, number of Directors, eligibility, and election of new or replacement Directors shall be as provided by rules and procedures adopted by the Board.

SEAT ELECTION CYCLES

Seat #	*Election Year (January)*	*Comments*	*History*
1,2,3	2024	3-year term, terms out, end of 2026	Previous terms were 2-years, from 2024 on, terms will be 3-years.
4,5,6	2025	Terms out, end of 2024	Seat # 4 elected 2024. Seats 5 & 6 filled by appointment
7,8,9	2023	Terms out, end of 2025	Seat # 7 filled by election. Seats # 8 & 9 established on 2/9/2022 by Board action. Filled by appointment.

TERMS OF OFFICE

Seat #	*Name*	*Action*	*Result*
1	Joyce Colmar	Elected Jan.2024	Resigned July 2024
	Allan Nobles	Appointed July 2024	3-year term, expires end of 2026
2	Les Bernstein	Re-elected Jan 2021	Termed out end of 2023
	Jacky Skubik	Appointed Jan 2024	3-year term, expires end of 2026
3	Judy Canero	Appointed Jan. 2024	Resigned Au. 2024
	Regina Kowalski	Appointed Aug. 2024	3-year term, expires end of 2026
4	Kathi Obendorfer	Elected in Jan 2022	Term out ends of 2024
5	Jim Schepers	Appointed Jan 2022	Term out ends of 2024
6	Merrill Hollinger	Appointed Aug. 2024	Term out Dec. 2024
7	John Majka	Appointed Jan 2022. Reelected in Jan 2023	3-year term, expires end of 2025
8	Deb Osburn Vacant	Appointed Feb 2023.	Resigned Aug. 2024
9	Lisa Carpenter	Appointed July 2024	Terms out ends of 2025

QUALIFICATIONS:

Directors shall remain current with their dues and attend as many meetings as possible. Missing three (3), consecutive Board meetings will require a board conversation on the issue. “In Good Standing”, includes one calendar year or more of paid dues as a General Member, prior to any eligibility to stand for a Directorship. Directors by majority vote may change the election eligibility requirements as needed. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. No vote on new members of the Board of Directors, Committee, or Advisory Council, shall be held unless a quorum of the Board of Directors is present.

REQUIREMENTS:

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer. The Board also may elect or appoint a Chairman of the Board of Directors, one or more additional Vice Presidents (any of whom may be designated as Executive Vice Presidents or otherwise), and any other Officers it deems necessary or desirable for the conduct of the business of the Association, each of whom shall have such powers and duties as the Board determines.

At the conclusion of their initial term, members of the Board of Directors may serve one additional three-year term. All Directors, Committee or Advisory Council officers may only serve for two (2) consecutive terms. Their terms shall be staggered so that at the time of each Annual Meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Any term of office, served, serving, or expiring, of less than three (3) years established prior to the July 29th, 2020, adoption of the By-Laws, shall not be considered as one of the two (2), three (3), year terms of office allowed.

No two (2) members of the Board of Directors related by blood or marriage or domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. No two (2) members of the same Business or Organization may serve on the Board of Directors at the same time.

Directors should: Attend all meetings. Participate on at least one committee or task force. Participate in the review of the OEVA’s mission, strategic plan, and annual performance, and help develop next year’s plans. Read the materials sent to the Board and come prepared to Board and committee meetings. Help solicit other members to the organization. Work to help create a vibrant community. Pledge to actively work only towards those decisions and solutions and are in Old Englewood Village’s best interests.

CONFIDENTIALITY

Article VI: Section 2, OEVA shall disclose financial and other records, information and data to the extent required by state and federal law, and shall develop and maintain Privacy Policies and Transparency Policies consistent with law and best practices applicable to its industry.

Directors shall not discuss or disclose information about the Association or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such

information is in furtherance of the Associations' purposes or can reasonably be expected to benefit the Association. Directors shall use discretion and good business judgment in discussing the affairs of the Association with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Association, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors. Any Director who violates this provision may be asked by a majority of the members of the Board of Directors to resign instanter and shall not henceforth serve on the board.

COMPENSATION

Article IV, Section 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

Article IV, Section 15: Directors shall not be entitled to compensation, nor personally liable for monetary damages to any person for any statement, vote or decision unless (a) the Director breached or failed to perform his duties as a Director and (b) the breach or failure to perform is (1) a criminal offense (unless the Director had reasonable cause to believe the conduct was lawful), (2) a transaction from which the Director received improper personal benefit, or (3) reckless or the act was committed in bad faith or with a malicious purpose.

No part of the net earnings of the corporation shall inure to the benefit of any member, Director, Officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of Its purposes), and no member, Director, Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

INFORMAL ACTION BY DIRECTORS

Article VII: Section 4: No part of OEVA's net earnings shall inure to any member or director. OEVA is a tax-exempt organization provided by the Federal Tax Law or as may be hereafter amended. Any provision of these By-Laws which would cause OEVA not to continue to qualify for such tax-exempt status shall be null and void and shall yield to the overriding intention herein expressed. In all respects, the Officers and Directors of OEVA shall take care to avoid transactions and conduct that may jeopardize its tax-exempt status, or cause OEVA to incur liability for excise or other taxes for engaging in non-exempt transactions.

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

ELECTION PROCESS

ELECTION OF DIRECTORS:

Article IV: SECTION 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

Directors can be nominated and voted on at the Annual Meeting in January, see "Meetings Times and Locations", or by electronic means as described below.

CANDIDATE QUALIFICATIONS:

Only General Members, in good standing, with their annual dues paid and having been a General Member for the previous calendar year, can be nominated for an open Director seat.

Here are some things to consider before submitting a nomination or voting: A Director should:

a. Chair at least one board committee or task force.
b. Participate in the review of the OEVA's mission, strategic plan, and annual performance.
c. Help develop next year's plans.
d. Read the materials sent to the board and come prepared to board and committee meetings.
e. Help solicit other members to the organization.
f. Work to help create a vibrant community.
g. Actively develop plans and solutions that are in Old Englewood Village's best interests.

QUALIFIED & VERIFIED NOMINEES PUBLISHED:

On or about November 15 a list of General Members names who are eligible and have been contacted and consent to be nominated will be circulated to the General Members. If a name does not appear on this list, it is an indicator that that person has declined to be nominated. If a person who has declined to be nominated is nominated their name will not be included in the nomination list.

CANDIDATE NOMINATIONS:

General Members will be able to nominate one person from the provided list for each open seat. After counting and totaling the nominations, the top numerically ranked three nominees will officially be nominated for the open seats. No nominee should appear on the ballot more than once. Nominations are to be returned by e-mail to OEVA following the e-mail address provided. Nominations will not be accepted after Nov. 30th., 5:00 pm.

NOMINEES RUN FOR OFFICE

Each nominee will be asked to submit in writing their qualifications to be a director so those written qualifications can be included on the ballot or notification. The only email address which will accept nominations is vote@oldenglewood.com.

On or about, Dec.10, the selected list of nominees will be circulated back to the General Members, via e-mail, or other means, and the General Members will be asked to select one name per open Director seat, from the nominees list.

You may e-mail or mail your notice or ballot via US Mail to:

Old Englewood Village Association
170 W Dearborn Street SUITE B, Englewood, Fl 34223

On the date of the Annual Meeting, which will be announced, the Board, in a virtual, physical or combination thereof, meeting will open and count the ballots. Notice of the virtual meeting will be circulated in advance.

ON BOARDING

PROCESSING

Upon election the new Director shall sign their Annual Affirmations with the Governance chair, which shall be recorded. Once the Annual Affirmations are signed, the Membership, Governance, and IT committee chairs will work together to educate and indoctrinate the new directors / officers.

OFF BOARDING

RESIGNATION OF DIRECTORS

Article IV: Section 6: Vacancies on the Board of Directors through resignation, removal from office, death or disability may be filled by majority vote of the remaining members of the Board at any regular or special meeting of the Board, or by the Members as provided in Article III Section 2.

Any Director may resign at any time by giving written notice of his or her resignation to the Secretary or the Board of Directors. A resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, immediately upon its receipt, and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Pursuant to Article III, Section 5, of the By-Laws, the following amendments were adopted by the Board .
Any member who is expelled for cause may no longer maintain the status of a voting member. Any Director who is expelled and/or who is asked to resign by a majority vote of the Board of Directors, shall not henceforth be permitted to serve on the Board.

FORFEITURE OF A DIRECTOR'S SEAT

Article III: Section 5: An Officer or Director expelled pursuant to this sections, or whose status as a Member has been re-designated as a Non-Voting Members, shall thereby be removed from office and that vacancy filled as provided in Article IV: Section 6.

Article IV: Section 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

Article IV: Section 6: Vacancies on the Board of Directors through resignation, removal from office, death or disability may be filled by majority vote of the remaining members of the Board at any regular or special meeting of the Board, or by the Members as provided in Article III Section 2 (page 1-2).

REMOVAL OF DIRECTOR

Article IV: Section 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

Any member of the Board of Directors or members of the Advisory Council shall be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Association would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. Email and/or cell phone text messaging shall serve as written notice herein.

PROCESSING

The Membership, Governance, and IT committee chairs will work together on the separation process of directors / officers.

OFFICERS

Article V: Section 1: OEVA shall have a President, a Vice President, a Secretary, and a Treasurer. Officers of OEVA shall serve at the pleasure of the Board and shall serve without compensation. They shall be chosen by the Board of Directors and shall hold their offices from time to time and shall be elected or re-elected at any meeting of the Board of Directors. OEVA may have more than one (1) Vice President, Assistant Secretaries, or Assistant Treasurers and such other officers and agents as deemed necessary. Any person may hold two (2) or more offices, except that the President shall not also be the Vice President, Secretary or Assistant Secretary of OEVA at the same time. No person shall be eligible to serve as President after he or she has served as President for three consecutive years (but may be reappointed after no less than a one-year absence).

Article 5: Section 2: The President, or in the President's absence, the Vice President of OEVA, shall preside at all Annual Meetings of OEVA, and at meetings of the Board of Directors, unless the Board selects a Chairperson to fulfill those duties instead. The President shall have general supervision over the affairs of OEVA and over other Officers, and in the President's absence or disability; these duties shall be performed by the Vice President, Secretary or Treasurer in that respective order. Nothing in this section shall prevent the Board from engaging the services of an Executive Director or other qualified person, to fulfill some of all of the executive functions of the President, or any other officer.

Article 5: Section 3: The Secretary shall attend and keep the minutes of all meetings. The Secretary shall have charge of OEVA records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Secretary, the duties may be performed by the Executive Assistant, Assistant Secretary or another officer or director.

Article 5: Section 4: The Treasurer shall have custody of the funds of OEVA and shall keep regular books and accounts. The Treasurer shall have custody of vouchers, receipts, records and other papers normally incident to such office or assign them

to be kept with the bookkeeper or accountant. In the absence or disability of the Treasurer, the duties may be performed by an Assistant Treasurer or another officer or director.

Article 5: Section 5: Each of the officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities, and responsibilities as are designated to officers of a corporation not for profit under the laws of the State of Florida.

The officers of the Board of Directors shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

President

Article V: Section 1: ~ No person shall be eligible to serve as President after he or she has served as President for three consecutive years (but may be reappointed after no less than a one-year absence).

The President shall preside at all meetings of the membership. The President shall have the following duties:

a. Preside at all meetings of the Executive Committee.
b. Have general and active management of the business of the Board.
c. See that all orders and resolutions of the Board are brought to the Board.
d. Attend and direct all other officers of this Association and monitor their performance.
e. Submit an annual report to the membership on all matters that affect the Association.
f. Supervise and monitor all standing committees.
g. Delegate any duties as necessary and approved by the Board.

PRESIDENT TERM HISTORY

Voted in Date	*Name*	*Scheduled end of term*	*Term Ended*	*Reason*
2003	John Radkins	*Unknown*	*2004*	*Unknown*
2005	Gene McCall	*Unknown*	*2005*	*Unknown*
2006	Taylor Meals	*Unknown*	*2006*	*Unknown*
2007	Janet Landis	*Unknown*	*2008*	*Unknown*
2009	Elaine Miller	*Unknown*	*2011*	*Unknown*
2012	Jennifer Perry	*Unknown*	*2013*	*Unknown*
2014	Janet Landis	*Unknown*	*2014*	*Unknown*
2015	Jonathon E Phelps	*Unknown*	*2015*	*Unknown*
2016	Taylor Meals	12/31/2019	1/21/2020	Not Re-elected
1/21/2020	Brian Matthews		Between 7/29-9/21/2020	Resigned
1/18/2021	Eric Peterson		4/6/2021	Resigned
4/14/2021	Robert Reil	4/13/2024	08/05/2022	Resigned
08/16/2022	Kathi Obendorfer	2024		

Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall also have the following duties:

a. Have the duty of chairing committees and other duties as determined by the Board.

Secretary

The Secretary shall attend the meetings of the Board, the Executive Committee, Committees and Membership meeting if not so delegated. The Secretary shall have the following duties:

a. Record all votes and minutes of all proceedings.
b. Organize and arrange all the meetings of the Assoc.
c. Send membership notices and arrange all meetings.
d. Perform all official correspondence and maintain the Assoc. records.
e. Delegate any duties as necessary and approved by the Board.

Treasurer

The Treasurer shall have the following duties:

a. Submit for approval a monthly and annual financial report and manage the budgets.
b. Assist in direct audits of the funds of the Association using generally accepted accounting principles.
c. Perform such other duties as may be prescribed by the Board or the President.
d. Manage all checkbooks, bank accounts, debit, and credit cards.
e. Delegate any duties as necessary and approved by the Board.

CONFLICT OF INTEREST

Article IV, Section 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5 (page 2).

Article IV, Section 12: The Board may engage such agents or parties as it may deem necessary to assist it in the administration and management of OEVA and shall develop and maintain a Conflict of Interest and Human Resources policies consistent with law and best practices applicable to its industry. From time to time, and at the discretion of the Board, one or more Advisors may be consulted in matters where it is deemed advisable due to the area of expertise required to assist the Board of Directors in carrying out its duties. This advisory relationship shall permit the Advisor(s) to attend Board meetings and to secure information in behalf of the Board from outside sources. This member(s) shall not have voting privileges, but may, at their discretion, maintain general membership.

Article IV, Section 15: Directors shall not be entitled to compensation, nor personally liable for monetary damages to any person for any statement, vote or decision unless (a) the Director breached or failed to perform his duties as a Director and (b) the breach or failure to perform is (1) a criminal offense (unless the Director had reasonable cause to believe the conduct was lawful) (2) a transaction from which the Director received improper personal benefit, or (3) reckless or the act was committed in bad faith or with malicious purpose.

August 16,2024

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

DEFINITIONS

a. Interested Person, any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest, A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

    1) An ownership or investment interest in any entity with which the Association has a transaction or arrangement.

    2) A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement.

    3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

PROCEDURES

DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors

whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RESIGNATION OF OFFICER

Any Officer may resign as an officer at any time and retain their director status by giving written notice of his or her resignation to the Secretary or the Board of Directors. A resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, immediately upon its receipt, and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

REMOVAL OF AN OFFICER

Article III: SECTION 5: The Board of Directors shall elect the Officers of OEVA who shall serve without compensation. An Officer or Director may be removed from office for such cause (if any) pursuant to rules and procedures adopted by the Board providing for their removal, and/or expulsion of them as provided in Article III Section 5.

The Board with the concurrence of three- quarters (3/4) of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing ten (10) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Missing of three (3) consecutive meetings will automatically trigger a triggering review of the Director.

VACANCIES

Article 4: Section 6: Vacancies on the Board of Directors through resignation, removal from office, death or disability may be filled by majority vote of the remaining members of the Board at any regular or special meetings of the Board, or by the Members as provided in Article III Section 2.

Article 4: SECTION 2: An Annual Meeting of OEVA Members shall be held in January of each year (unless circumstances require it to be held in a different month in any given year) on a date and time as scheduled by the Board of Directors. The meeting is to be held at a place in Southwest Florida as described in the notice of the meeting. Notice of the Annual Meeting newsletter or website, which shall be published at least 7 days prior to the meeting. At the meeting OEVA Members shall elect Directors to fill any available vacancies on the Board to serve a full three-year term, and/or to fill unexpired terms of Directors that have become vacant by reason of resignation, death, or other cause. Such Directors shall be duly charged with carrying out the business of OEVA on behalf of the corporation and the Members.

Article 4: SECTION 8: Members of the Board of Directors shall be elected for a term of three (3) years and may serve a maximum of two consecutive terms, before becoming eligible to serve on the Board after a minimum of a one (1) year absence. The terms of Directors shall be staggered such that, so much as is possible, the terms of Directors constituting approximately one-third of the Board shall expire at each Annual Meeting. The terms and expiration of terms, number of Directors, eligibility, and election of new or replacement Directors shall be as provided by rules and procedures adopted by the Board.

When vacancies occur between annual meetings, candidates should be interview and elected per Article 4, section 6. The persons so elected shall fill the unexpired term of the seat filled.

Midterm or vacancy appointments need not be filled at the annual meetings. Midterm or vacancy appointed parties will not be required to meet the one-year membership, dues paid, member in good standing requirement that an elected Director requires. Midterm or vacancy appointees can be chosen from the community at large for their talents and skills at the sole discretion of the majority of the Board.

COMMITTEES, COUNCILS AND GROUPS

OVERVIEW

Article IV, Section 9: ~The initial standing committees shall be:

(A) EXECUTIVE COMMITTEE.

Comprised of the President, Vice President, Secretary and Treasurer, which may exercise the powers of the Board (except for the power to amend these By-Laws), subject to the direction and control of the full Board, in the intervals between regular meetings of the Board.

(B) FINANCE COMMITTEE.

Chaired by the Treasurer, this committee is to have no fewer than 3 members and is responsible for reviewing and developing fiscal procedures, fundraising plans, financial statements, and the annual budget.

(C) GOVERNANCE COMMITTEE.

Chaired by a Director and consisting of general Members as appointed pursuant to the rules of the Board, this committee recruits' applications for any open seat on the Board, verifies the eligibility of the applicant to so serve, provides a slate of candidates to be elected at the Annual Meeting (or fill vacancies) and otherwise fulfills the duties of a nominating committee, or such other duties and tasks of good governance as assigned to it by the Board.

(D) MEMBERSHIP COMMITTEE.

Chaired by a Director and consisting of general Members as appointed pursuant to the rules of the Board, this committee assists the Board in establishing membership types and levels, and otherwise enforcing Article III Sections 1 and 5, soliciting new members and processing membership applications, and otherwise fulfills such other duties and tasks as assigned to it by the Board, towards developing a vibrant constituency of OEVA Members.

Director, Officer and Committee structure is explained as follows in Figure 1

Policies and Procedures

of the Old Englewood Village Association, Inc.

ADDITIONAL COMMITTEES

ARTS

The committee is responsible for designing art-based creations, activities, and events to foster art in the Old Englewood Area. The Arts committee is NOT restricted by a geographical district and fulfills such other duties and tasks as assigned to it by the Board.

-email: arts@oldenglewood.com

DIVERSITY & INCLUSION

To make D&I how we work every day. Our mission is to make D&I our way of doing business. We will advance our culture of belonging—in which open hearts and minds combine to unleash the potential of a brilliant mix of people—in every corner of OEVA.

-email: diversity@oldenglewood.com

EVENTS

The committee is responsible for conceptualizing, creating, implementing, maintaining, recruiting promoters, and choosing locations for said events.

-email: events@oldenglewood.com

GOVERNMENT RELATIONS

The committee maintains relationships with County government officials and departments. The committee will aid other committees to achieve their goals thru permits, lobbying etc.

-email: govtrelations@oldenglewood.com

INFORMATION TECHNOLOGY (IT)

Responsible for the tools and data of the website, digital communication, and management.

-email: it@oldenglewood.com

FUND DEVELOPMENT and MARKETING

The committee will be chaired by a director. The committee is tasked with developing and executing an annual development plan which outlines goals, assignments and processes for each type of fund-raising, including but not limited to developing a charitable base to encourage and promote a continuity of donors. It is also responsible for developing the OEVA brand and promoting community awareness. email: marketing@oldenglewood.com

Policies and Procedures

of the Old Englewood Village Association, Inc.

MEDIA

Responsible for creating and managing social, print, and digital information and its presentation to the public.

-email: media@oldenglewood.com

MERCHANDISING

The committee research and designs products to help the brand and grow OEVA product sales.

-email: merchandising@oldenglewood.com

MERCHANTS

The committee shall be focused on the needs of the merchants and their interests.

-email: merchants@oldenglewood.com

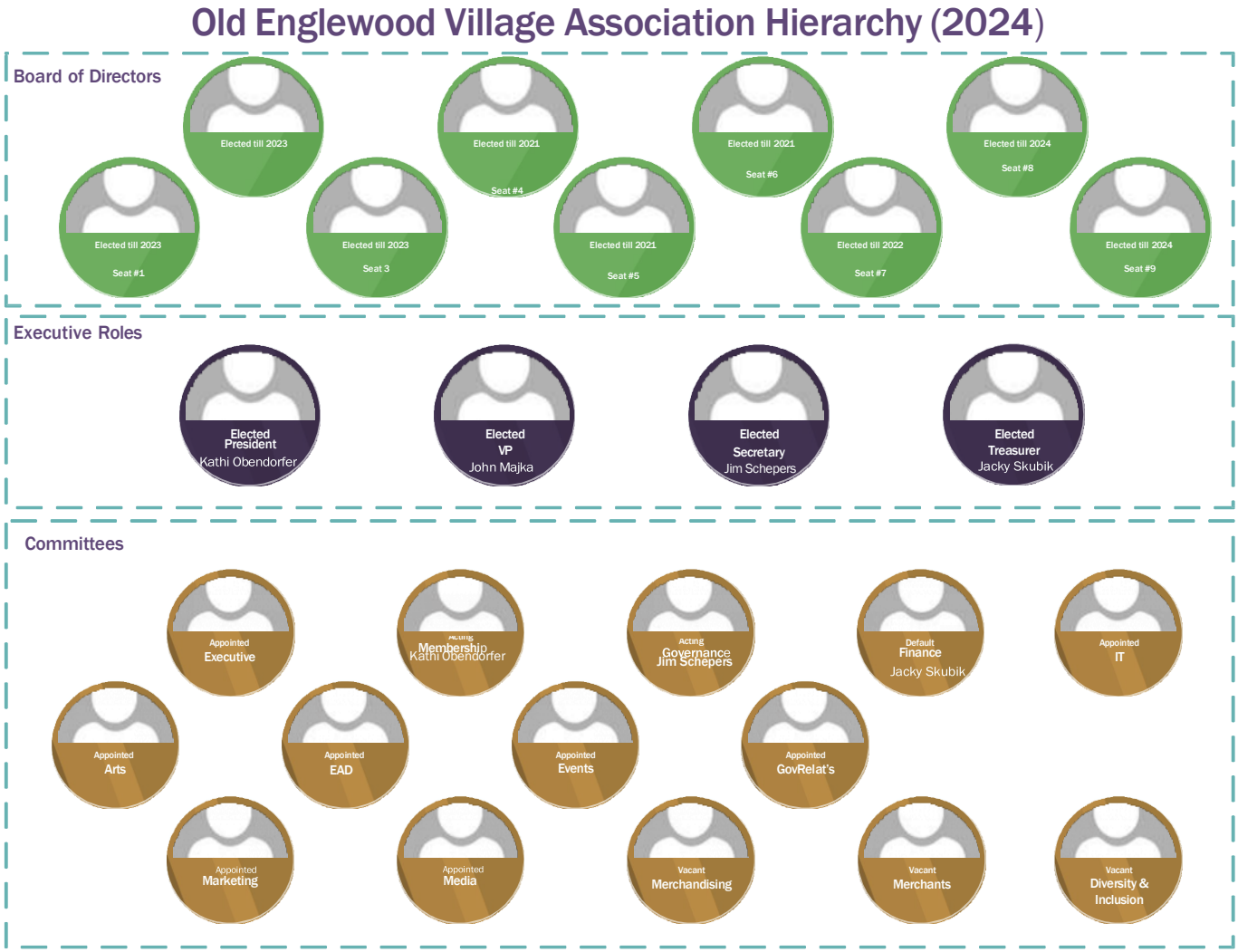
August 16, 2024

Policies and Procedures

of the Old Englewood Village Association, Inc.

ORG CHART:

FIGURE 1



COUNCILS

ADVISORY COUNCIL

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Association by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

-email: advisory@oldenglewood.com

GROUPS

ADMINISTRATIVE

This group of volunteers aids in writing, organizing, and keeping up with group communication as needed for the Board of Directors and any committee that may need such skills and services.

-email: officeadmin@oldenglewood.com

BOARD OF DIRECTORS

Participates in the ideation of the growth and direction of OEVA and votes on it. If you are interested in being a member of the board, you must be a paying member of OEVA for one year.

-email: board@oldenglewood.com

COMMITTEE FORMATION

Article IV, Section 9: The Board by majority vote may establish (or abolish) committees to perform such functions as the board shall determine to be necessary and/or advisable for the management of OEVA, as stated in the commission issued by the Board forming the committee.

The committees shall be denominated as standing or ad hoc, the members of which shall be appointed by the Board on the recommendation of the President.

The Board may create additional committees as needed, such as Fundraising, Public Relations, Events Marketing, etc. The Board, by majority agreement, will appoint all committee chairs, except as specified by the By-Laws.

A chair can be operated by an “ACTING” chair member even though not appointed as the chair if so authorized by the Board.

DOCUMENTATION

GENERAL

Article VI, Section 1: OEVA shall maintain records according to good accounting practices which shall be open to inspection at reasonable times in accordance with law and pursuant to rules established by the Board. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves.

Article VI, Section 2: OEVA shall disclose financial and other records, information and data to the extent required by state and federal law and shall develop and maintain Privacy Policies and Transparency Policies consistent with law and best practices applicable to its industry.

Article IV, Section 10: The Board of Directors shall deposit the funds of OEVA in such financial institutions as it may from time to time direct, and withdrawal of such funds shall be by a person or persons as the Board of Directors may direct.

Article IV, Section 11: Minutes of all meetings of the Board of Directors shall be kept and shall be available for inspection by members of the Board and OEVA at all reasonable times. Minutes of the Board shall be retained for a period of not less than seven (7) years.

Article IV, Section 12: The Board may engage such agents or parties as it may deem necessary to assist it in the administration and management of OEVA and shall develop and maintain a Conflict of Interest and Human Resources policies consistent with law and best practices applicable to its industry.

Article IV, Section 13: The fiscal year of OEVA shall be from January 1 through December 31.

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

MANAGING OEVA

Article IV: Section 1: The administration and management of OEVA shall be vested in the Board of Directors and its Officers. All Officers and Directors shall have a fiduciary relationship to its members. OEVA shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves. OEVA, through its Officers and Directors, shall maintain its status as a not for profit corporation under the laws of the State of Florida and the Internal Revenue Service (IRS) Code. The Officers and Directors, in performance of their duties, shall cause to be maintained a record of all receipts and expenditures, and an account reflecting the name, address and current membership status of each Member.

VERSION HISTORY

The following documents shall have a version history in it upon its following natural revision.

a. By-Laws

b. Policy and Procedures manual

EXPENSES

Article VI, Section 1: OEVA shall maintain records according to good accounting practices which

shall be open to inspection at reasonable times in accordance with law and pursuant to rules established by the Board. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

BY-LAWS (DOCUMENT)

Article IV, Section 9, (A) Executive Committee. Comprised of the President, Vice President, Secretary and Treasurer, which may exercise the powers of the Board (except for the power to amend these By-Laws), subject to the direction and control of the full Board, in the intervals between regular meetings of the Board.

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

BY-LAWS PERIODIC REVIEWS

Article II, Section 1: The purpose of OEVA is to facilitate the civil betterment of the greater Old Englewood Village neighborhood (as defined in Article I Section 3 above) through community revitalization and beautification including (but not limited to) efforts to enhance economic, business, civic, social, cultural, and recreational services that will benefit businesses and residents of the neighborhood (and surrounding communities and neighborhoods); and for such other civic, charitable, scientific, literary, or educational purposes as OEVA may from time to time deem appropriate, consistent with the corporation's tax exempt status (see Article VII at pages 6-7 infra concerning tax status).

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

RECORDS OF PROCEEDINGS

Article IV, Section 1: The administration and management of OEVA shall be vested in the Board of Directors and its Officers. All Officers and Directors shall have a fiduciary relationship to its members. OEVA shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves. OEVA, through its Officers and Directors, shall maintain its status as a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Service (IRS) Code. The Officers and Directors, in performance of their duties, shall cause to be maintained a record of all receipts and expenditures, and an account reflecting the name, address and current membership status of each Member.

Article V, Section 3: The Secretary shall attend and keep the minutes of all meetings. The Secretary shall have charge of OEVA records and papers and shall perform all other duties normally incident to such office. In the absence or disability of the Secretary, the duties may be performed by the Executive Assistant, Assistant Secretary or another officer or director.

Article V, Section 4: The Treasurer shall have custody of the funds of OEVA and shall keep regular books and accounts. The Treasurer shall have custody of vouchers, receipts, records, and other papers normally incident to such office or assign them to be kept with the bookkeeper or accountant. In the absence or disability of the Treasurer, the duties may be performed by an Assistant Treasurer or another officer or director.

Article VI, Section 1: OEVA shall maintain records according to good accounting practices which shall be open to inspection at reasonable times in accordance with law and pursuant to rules established by the Board. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves.

Article V1, Section 2: OEVA shall disclose financial and other records, information and data to the extent required by state and federal law and shall develop and maintain Privacy Policies and Transparency Policies consistent with law and best practices applicable to its industry.

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ANNUAL AFFIRMATIONS

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLES OF INCORPORATION

Article 5, Section 5: Each of the officers above described shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities, and responsibilities as are designated to officers of a corporation not for profit under the laws of the State of Florida.

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. As required by the Articles, any amendment shall require the affirmative vote of a majority of directors' present at any regular meeting or special meeting called for the purpose upon at least thirty (30) days written notice.

DISSOLUTION

Article VII, Section 3: Upon the event of dissolution of OEVA, after paying or making adequate provision for the payment of debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of and as required by section 501(c) of the IRS Code (or corresponding section of any future provisions of the Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon the dissolution of the corporation or the winding up of its affairs, after providing for the payment of all obligations, the remaining assets of the corporation shall be distributed exclusively to charitable, scientific, literary, or educational organizations within the Englewood Village community of Sarasota County Florida as designated by the Board of Directors.

TAX EXEMPT STATUS

Article VII, Section 4: No part of OEVA's net earnings shall inure to any member or director. OEVA is a tax-exempt organization provided by the Federal Tax Law or as may be hereafter amended. Any provision of these By-Laws which would cause OEVA not to continue to qualify for such tax-exempt status shall be null and void and shall yield to the overriding intention herein expressed. In all respects, the Officers and Directors of OEVA shall take care to avoid transactions and conduct that may jeopardize its tax-exempt status, or cause OEVA to incur liability for excise or other taxes for engaging in non-exempt transactions.

RISK MANAGEMENT

USE OF OUTSIDE EXPERTS

Article IV, Section 12: The Board may engage such agents or parties as it may deem necessary to assist it in the administration and management of OEVA and shall develop and maintain a Conflict of Interest and Human Resources policies consistent with law and best practices applicable to its industry.

When conducting the periodic reviews as provided for in this Article, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

INDEMNIFICATION

Article IV, Section 15: Directors shall not be entitled to compensation, nor personally liable for monetary damages to any person for any statement, vote or decision unless (a) the Director breached or failed to perform his duties as a Director and (b) the breach or failure to perform is (1) a criminal offense (unless the Director had reasonable cause to believe the conduct was lawful), (2) a transaction from which the Director received improper personal benefit, or (3) reckless or the act was committed in bad faith or with a malicious purpose.

To the full extent authorized under the laws of the State of Florida, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

INSURANCE

Article IV, Section 1: The administration and management of OEVA shall be vested in the Board of Directors and its Officers. All Officers and Directors shall have a fiduciary relationship to its members. OEVA shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. OEVA shall account for funds (and other things of value) received by OEVA and the expenditure thereof for the benefit of the community which it serves. OEVA, through its Officers and Directors, shall maintain its status as a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Service (IRS) Code. The Officers and Directors, in performance of their duties, shall cause to be maintained a record of all receipts and expenditures, and an account reflecting the name, address and current membership status of each Member.

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Revision History

Revision #	Description of Changes	Date	Author
Undocumented	Submitted as a starting point	11/15/2021	Todd Tracy
2021.1.D1	Director scheduling updated	12/4/2021	Rob Reil
2021.1.D2	Adding of Committee descriptions	12/4/2021	Rob Reil
2021.1.D3	Changed Index/TOC to separate TOC in front and Index at end	12/5/2021	Rob Reil
2021.1.D4	Added Version History Table	12/5/2021	Rob Reil
2021.1.D5	Restructured flow to fit under major categories like: Membership, Directors, Meetings, Documentation etc.	12/5/2021	Rob Reil
2021.1.D6	Consolidation of Fonts	12/5/2021	Rob Reil
2021.1.D7	Addition of Diversification and Inclusion Committee and committee emails	12/8/2021	Rob Reil
2021.1.D8	Application of more readable Theme and Cover Page to the document	12/8/2021	Rob Reil
2021.1.D9	Removed verbal notification as a method of resignation from Officer or Director status	12/8/2021	Rob Reil
2021.1.D10	Called out that the board currently has up to 9 seats to occupy	12/8/2021	Rob Reil
2021.1.D11	Called out that Annual Affirmations shall be part of the onboarding process and all directors sign annually	12/8/2021	Rob Reil
2021.1.D12	Revise Org Chart	12/8/2021	Rob Reil
2021.1.D13	Add President Term History Table	12/8/2021	Rob Reil
2021.1.0	Acceptance of all Draft Revisions above.	12/14/2021	Todd Tracy
2024.IV.8	Seat Election Cycles & Terms of Office	8/16/2024	Jim Schepers
2024.IV.9	EAD Committee deleted	8/16/2024	Jim Schepers
2024.IV.9	Marketing changed to Fund Development and Marketing Committee	8/16/2024	Jim Schepers
2024.IV.9	Revised Org Chart	8/16/2024	Jim Schepers

Policies and Procedures

of the Old Englewood Village Association, Inc.

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The Policy and Procedure of OEVA may be amended by a majority vote of the Board of Directors present at any annual or special meetings of OEVA at which a quorum is present upon no less than 30 days written notice providing the sum and substance of the amendments.

These Policy and Procedures of the OLD ENGLEWOOD VILLAGE ASSOCIATION, INC. were amended, restated, and approved by the Board of Directors of OEVA at a meeting, after notice, of the Board of Directors held on

Date: 8/16/2024

Signed: Kathi Obendorfer

Signed by the President

Kathi Obendorfer