

**Bylaws
of
Community Association Network, Inc.**

Article I – Name

The name of the corporation shall be Community Association Network, Inc. In these Bylaws, the corporation shall be referred to as the “Corporation”.

Article II – Directors

1. Qualifications – All Directors must be members of the Corporation. Members who seek to be elected or appointed to the Board must be current in payment of their dues at the time of their Election or Appointment to the Board. No more than one person from the same business or community association shall be eligible to serve on the Board at the same time.

2. Number and Term –

(a) Directors shall be elected at the annual meeting and shall serve until his/her successor shall be elected. The Board of Directors shall consist of 5, 7 or 9 members. The initial Board shall consist of 5 members who shall serve for a term of one year. In the second year, beginning with the election in May 2001, the number of Directors shall be 7. The candidates for the Board in the May, 2001 election who receive the 4 highest total number of votes shall serve for a term of 2 years, and those candidates who receive the next 3 highest total number of votes shall be elected to a term of 1 year. Thereafter, the term of service on the Board shall be 2 years, and the election of Board positions shall be staggered so that in the third year, 3 positions shall be open for election, in the fourth year, 4 positions shall be open for election, and then the number of positions elected each year thereafter shall continue to alternate between 3 and 4.

(b) To change the number of Directors after the second year within the permitted range of 5 – 9, a favorable vote by 2/3 of the members of the Board or 51% of the entire membership shall be required, and the number of positions elected in alternate years shall also change accordingly, alternating between 3 and 2 if there are 5 Board members, between 4 and 3 if there are 7 Board members, and between 5 and 4 if there are 9 Board members.

3. Vacancy and Replacement – If the position of any Director shall become vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the remaining directors, even if the remaining directors constitute less than a quorum.

4. Election of Directors – Any member desiring to be a candidate for the Board shall submit his or her name to the Secretary not less than 30 days before the election. The election shall be held at the Annual Meeting of the Members, which shall be held on the second Monday in May, or as soon thereafter as is reasonably possible. If, 30 days before the Election, there are less candidates than the number of Board positions available, then other candidates may be nominated from the floor at the Election as provided in Article IV, Paragraph 7 herein.
5. Removal – Any member of the Board may be removed from the Board with or without cause by the vote or agreement in writing by a majority of all the members in good standing of the corporation. A Director shall also be removed automatically if he misses 3 consecutive Board meetings.
6. Compensation - Members of the Board shall serve without compensation.
7. Powers – The Board of Directors shall have all the powers to manage the affairs of the Corporation, including all powers conferred on Florida corporations not-for-profit, and all powers reasonably necessary to carry out the responsibilities and obligations of the corporation.
8. Meetings –
 - a. Meetings of the Board shall be open to all members.
 - b. Recording meetings - Any member may tape record or videotape Board meetings, provided that it does not unreasonably interfere with the conduct of the meeting.
 - c. Notice of meetings - Meetings of the Board shall be noticed to the members at least 48 hours in advance of the meeting except in an emergency. Notice may be given by any means decided by the Board, including mail, fax or e-mail. The notice shall specifically include an identification of agenda items.
 - d. Quorum – The presence in person of at least a majority of the Board shall constitute a quorum for the purpose of transacting the business of the Corporation. Decisions of the Board shall be made upon the affirmative vote of a majority of the Board who are present at a duly called meeting.
 - e. Order of Business – The order of business at meetings of the Board shall be:
 - (1) roll call;
 - (2) reading and approval of Minutes of the last meeting;
 - (3) Member's Questions and Comments

- (4) reports of officers and committees
- (5) old business
- (6) new business
- (7) adjournment.

The Board may adopt reasonable rules regarding the frequency and duration of time that members may address the Board.

9. Annual Report to Members – The Board, through one of the Officers, shall make an annual report to the members at the Annual Meeting. The report may be oral or written, as the Board may decide in its sole discretion. The report shall set forth the business and financial condition of the Association, and it may be an informal report and need not be audited, reviewed, compiled or given by an accountant.

ARTICLE III – OFFICERS

1. The officers shall be a President, Vice-president, Secretary and Treasurer and shall be chosen by the Members of the Board from amongst the members of the Board. The Officers shall serve at the pleasure of the Board and may be removed at any time by a vote of a majority of the entire members of the Board.

2. Duties of the Officers –

- (a) President – The President shall be the Chief Executive Officer of the corporation. He shall preside at all meetings of the members and the Board, sign all contracts and other legal documents for the corporation, supervise the work of all other officers of the corporation, appoint the Chairperson of all Committees, and generally, perform all other duties required of the holder of such office in a corporation of this nature.
- (b) Vice-President – The Vice-President shall perform all duties assigned to him by the Board of Directors, and in the absence of the President, the duties of the President.
- (c) Secretary – The Secretary shall keep the minutes of all meetings and shall be responsible for the giving of all notices for such meetings. The Secretary shall also be responsible for keeping a permanent file of the records of the Association, including the minutes of the meetings, all official correspondence, and all committee records.
- (d) Treasurer – The Treasurer, or his designated agent if approved by the Board, shall have custody of the corporation's funds and shall keep full and accurate accounts of all receipts and disbursements. He shall also perform all other financial matters assigned by the Board or are customary for a Treasurer of similar corporations.

ARTICLE IV – MEMBERS

1. Membership shall be open to natural persons only. To be eligible to join, a prospective person must be recommended to the Corporation by at least one other current member and must be in good standing in his profession. Annual dues shall be in such amount as may be set from time to time by the Board of Directors. The Board may request that each member complete an information form providing such business information as the Board may reasonably require. Memberships may be terminated by the Board for failure to pay Dues at any time after notice to the member has been given.
2. Attendance at meetings - Any member who engages in business as an Officer, Director, shareholder, employee or agent of a corporation, partnership, limited liability company or other form of business entity, when unable to attend personally, may send another person from his business to the meeting in his or her place, but the member may not send a substitute to more than 2 meetings per calendar year.
3. Voting rights – Each member in good standing shall be entitled to one vote on all matters that come before the members for a vote. Proxies may be used for all votes except in the election of directors.
4. Meeting of Members - There shall be an annual meeting of the members of the Corporation which shall take place on the first Monday in May of each year, or as soon as reasonably possible thereafter. The purpose of the meeting shall be to conduct the Annual Election of the members of the Board, report and discuss the business and affairs of the Association, and conduct such other business as may properly be brought before the meeting. Any member may tape record or videotape any meeting of the members.
5. Notice of the meetings - Meetings of the Members shall be noticed at least 10 in advance of the meeting except in an emergency. Notice may be given by any means decided by the Board, including mail, fax or e-mail. The notice shall specifically include an identification of agenda items.
6. Quorum – At a meeting of the members, the presence in person or by proxy of a majority of the members of the Corporation shall be necessary to constitute a quorum.
7. Election of Directors –
 - a) The members shall elect the Directors by voting for the same number of Board positions available. If the number of candidates whose names have been received by the Secretary 30 days or more in advance of the election is equal to

or less than the number of Directors being elected, all such candidates shall become directors automatically. Said date shall be deemed the “qualifying deadline”, unless said date is a Saturday, Sunday or legal holiday, in which case the qualifying deadline shall be the next day that is not a Saturday, Sunday or legal holiday. In addition, if the number of candidates whose names have been received on the qualifying deadline is less than the number of positions to be elected, then nominations from the floor at the time of the election shall be sought for candidates to complete the Board. If the number of candidates nominated from the floor to complete the Board is equal to the number of open positions that must be filled, then no vote shall be necessary and those nominated persons shall automatically be elected as a member of the Board. If the number of candidates nominated from the floor to complete the Board is greater than the number of open positions that must be filled, then the members shall vote at that meeting, by a show of hands, to elect the Director(s) to complete the Board.

b) Except in voting to complete a Board as provided in Paragraph 7(a) above, Directors shall be elected by secret ballot. In no event shall proxies be used in electing the board, either in general elections or elections to fill vacancies, and votes shall not be divisible. Not less than 40 days before the election, the association shall send to each member a notice of the date of election. Any member desiring to be a candidate for the Board must qualify or be nominated by written or electronic notice to the Association received by the Secretary not less than 30 days before the election. Not less than 20 days before the election, the Corporation shall send a second Notice to all members containing an Agenda for the Annual Meeting together with a written ballot listing the names of all candidates. Accompanying the ballot shall be an outer envelope addressed to the member and a smaller inner envelope in which the ballot shall be placed. Ballots shall be returned in an envelope provided by the Corporation. The exterior of the outer envelope shall indicate the name of the voter and have a signature line for the voter. The member may return the ballot by mail if it is returned to the Secretary before the meeting. The completed ballot shall be sealed and placed in the inner envelope that shall be placed in the outer envelope, which shall also be sealed and signed. Once received by the Corporation, no ballot may be rescinded or changed. Any ballot received after the counting of the ballots begins shall not be counted for any purpose. Alternatively, members may cast and/or return their ballot at the election meeting. This voting procedure is modeled after the procedure provided in Rule 61B-23.0021 of the Florida Administrative Code, which may be used as a guide to implement the voting procedure of the Association. In the event of any conflict between these Bylaws and Rule 61B.23.0021, the provisions of these Bylaws shall control.

c) Voting requirement – Decisions of the members shall be made by a majority of the voting interests represented at a meeting at which a quorum is present, provided that at the annual meeting and election of Directors, no quorum

requirement is necessary if 20% of the voting interests of the Corporation cast ballots.

ARTICLE V – AMENDMENT

1. These Bylaws may be amended by the members at a meeting duly called for that purpose. To adopt a proposed amendment, 2/3 of the total voting interests of the Corporation must vote in favor of the amendment. Ballots may be cast either in person or by mail in the same manner that ballots are cast for the Annual Election.

ARTICLE VI – MISCELLANEOUS MATTERS

1. Construction – Wherever the masculine form is used herein, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.
2. Illegality – If any provision herein is deemed to be illegal or unenforceable at law or in equity, the remaining provisions shall nevertheless remain in full force and effect.

The foregoing was adopted as the Bylaws of the Association on the _____ day of _____, 2000.

Community Association Network, Inc.
By:

President