

CHARTER
(ARTICLES OF INCORPORATION)
AND
BYLAWS
GOLDEN BEACH ASSOCIATES, INC.
VENICE, FLORIDA
ADOPTED MAY 19, 1958

AS AMENDED TO, AND INCLUDING, JANUARY 2009

Pagination error and spelling errors corrected November 2022

Please keep this copy for your records.

**CHARTER
(Articles of Incorporation)
OF GOLDEN BEACH ASSOCIATES, INC.**

Know All Men by These Presents:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming and creating a non-profit corporation, under and by virtue of the Laws of the State of Florida and for the purpose of forming and creating the same and we hereby certify:

ARTICLE I

That the name of the corporation shall be Golden Beach Associates and its main office and principal place of business shall be in Venice, Florida, County of Sarasota, State of Florida.

ARTICLE II

The general nature and object of this corporation shall be:

Section 1: To establish, maintain and manage a social club for mutual community improvement and for the promotion of civic and social interest among its members.

Section 2: To promote present and future plans for development of lands contained in Golden Beach Subdivision, and to promote the welfare, social, intellectual and recreational interests of owners of the property in said subdivision.

Section 3: To foster, promote and perpetuate ways and means for providing for the installation, care and maintenance of property, streets, lights, roadways and easements within said subdivision, including the grounds, parks, recreational facilities and all property having a general community function and coming within control and management of the corporation and including all such lands specifically dedicated or to be dedicated to fulfill that function.

Section 4: To make provisions for the care of vacant, unimproved and unkempt lots in said subdivision and to remove and destroy grass, weed, rodents and any unsightly or obnoxious thing therefrom; and to perform any function or duty and perform any labor reasonably necessary or desirable to maintain the said property and lands contiguous and adjacent thereto, neat and in good order.

Section 5: Generally to promote, foster and perpetuate beneficial social, civic and intellectual activities and for good fellowship among its members and people in the community and to carry on educational programs and programs incorporating the best use of its facilities for charitable purposes.

ARTICLE III

The qualification of members and manner of their admission shall be such as may be from time to time prescribed by the bylaws of the corporation.

ARTICLE IV

The term for which the corporation is to exist shall be perpetual or until otherwise dissolved.

ARTICLE V

The names and post office addresses of the subscribers to the charter are:

- DAVID HOPLEY, Rt. 1, Box 307-2A, Venice, Florida
- JAMES A. PALMER, Rt. 1, Box 307 C1/2, Venice, Florida
- FRED CORBETT, P.O. Box 65, Venice, Florida
- LESTER WENDT, P.O. Box 435, Venice, Florida
- W.C. CADWALLADER, P.O. Box 802, Venice, Florida

ARTICLE VI

The affairs of the corporation shall be managed by a President, one or more Vice-Presidents, Secretary and Treasurer, and by a Board of Directors consisting of not less than five (5) nor more than nine (9) persons, accordingly as the bylaws may provide.

The officers above named shall be elected annually at such time and in such manner as the bylaws may prescribe and shall hold office until their successors are elected and qualified.

ARTICLE VII

The names of the officers and board of directors who are to manage all of the affairs of the corporation until their successors shall be chosen and qualified are as follows, to wit:

DAVID HOPLEY.....	President	E.E. MOSIMAN.....	Director
JAMES A. PALMER.....	Vice president	GEORGE HORSCHER...	Director
FRED CORBETT.....	Secretary	EDWARD H. HENNE.....	Director
LESTER WEND.....	Treasurer	W.C. CADWALLADER...	Director
		RICHARD SADEY.....	Director

ARTICLE VIII

The bylaws of the corporation shall be altered or rescinded by a majority vote of the membership present at any general or special meeting duly called for that purpose.

ARTICLE IX

The highest amount of indebtedness to which the corporation may at any time subject itself shall be Twenty-five Thousand Dollars (\$25,000.00) but in any case, not greater than two-thirds of the value of the property of the corporation.

ARTICLE X

The amount in value of real estate which the corporation may hold, subject always to approval of the Judge of the Circuit Court, Twelfth Judicial Circuit, State of Florida, shall be Fifty Thousand Dollars (\$50,000.00).

Witness our hands and seals at Venice, Florida, this 2nd day of May, A.D., 1958.

David Hopley	(L.S.)	Lester Wendt	(L.S.)
James A. Palmer	(L.S.)	W. C. Cadwallader	(L.S.)
Fred Corbett	(L.S.)		

STATE OF FLORIDA, COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared David Hopley, one of the subscribers to the foregoing proposed Charter, known to me and who, being by me first duly sworn on his oath deposes and says that the foregoing proposed charter by him subscribed is intended in good faith to carry out the purposes and objects set forth therein and he acknowledged before me that he subscribed the said Charter for the purpose therein set forth.

David Hopley (L.C.) Subscribed and sworn to before me, this 2nd day of May, A.D., 1958.
Julius M. Ballard, Notary Public

STATE OF FLORIDA, COUNTY OF SARASOTA

I, John D. Justice, Judge of the Twelfth Judicial Circuit of the State of Florida in and for Sarasota County, do hereby certify that the foregoing Charter was presented to me on the 19th day of May, A.D., 1958, and after having examined the same and being fully advised do find that the said proposed Charter is in proper form and for an object authorized by Chapter 617, Florida Statutes (1959) and I do hereby approve said Charter of Golden Beach Associates, and endorse my approval of the same hereon.

This the 19th day of May, A.D., 1958

John D. Justice

Judge of said Circuit Court

This Charter was recorded in Sarasota County records on May 19, 1958.

This Charter was submitted as the Articles of Incorporation to the Secretary of State of Florida, and filed on November 21, 1969, in accordance with the provisions of Florida Statutes, Ch. 617.012.

**BYLAWS OF GOLDEN BEACH
ASSOCIATES, INC.**

ARTICLE I

The name of the corporation shall be GOLDEN BEACH ASSOCIATES, INC. The principal shall be located in Venice, County of Sarasota, State of Florida.

ARTICLE II

Section 1: Membership in the corporation shall be limited to owners, who are at least 18 years of age, of lands, either improved or unimproved, within the limits of Golden Beach Subdivision. Membership in this corporation by "owners of lands" shall be interpreted by this association as meaning immediate family members, formal or informal partnerships, and others, all of whom permanently reside within the household of the property owner(s) of record. Compliance with City ordinances regarding use and maintenance of said property is an additional qualification of membership. The Board of Directors, on a case-by-case basis, reserves the right to grant membership privileges to tenants of members, except voting, holding office and social privileges. Such tenants may attend social events by paying applicable guest fees.

Section 2: There shall be only one class of membership, which shall be known as active members, to be admitted, suspended, or expelled as herein provided. The membership is non-transferable.

Section 3: The fiscal year shall coincide with the calendar year.

Section 4: The annual dues shall be such an amount, if any, as the membership may fix from time to time, by a majority vote of those voting by secret ballot at the time of the annual election of Officers and Directors. Only one annual dues shall be charged members of a single property. Upon transfer of ownership, the new property owner is required to pay the annual dues for the year in order to become a member. Payment of dues by a landlord shall entitle the tenant to privileges outlined in Article II, Section 1. Landlords shall pay annual dues for each property desiring membership and approved by the Board. Owners are responsible for tenants, and violations would result in termination of membership. Guest passes are to be used by houseguests only.

Section 5: Qualified persons shall be admitted upon application for membership and a favorable vote of the majority of the directors present and voting at any meeting of the Board of Directors, and upon payment of the dues as are then required, and such membership shall continue until the member has resigned or the membership is terminated by nonpayment of dues or by a vote of a majority of the Board of Directors. Any qualified applicant who is denied membership or any person whose membership is terminated shall have the right to appeal the decision of the Board of Directors to the membership at large at the next meeting of the members, and shall have a right to be heard in connection with said suspension or termination for reasons other than non-payment of dues.

Section 6: Any member who withdraws from membership in this corporation or whose membership is terminated by the Board of Directors, said suspension or termination being sustained by the membership at large, in case of an appeal to it from the action of the board of directors, shall forfeit all his, hers, or its rights, title and interests in the assets of the corporation.

Section 7: Although property owners in the Golden Beach Subdivision shall be entitled to use the corporation's beach front property for ingress and egress to and from the Gulf of Mexico beaches without being members of the corporation, only corporation members may use amenities such as parking, shower bath, shelter, bicycle racks, benches, grill and/or other facilities located on the corporation's property. Under no circumstances will any facility be used on a continuing basis, for example: overnight camping or parking of automobiles.

ARTICLE III

Section 1: The annual meeting of the members of this corporation shall be held in the month of December or within thirty (30) days thereof, of each year at such time and place as may be designated by the Board of Directors. A special meeting of the members of this corporation may be called at any time by the President, or in his or her absence, by the 1st Vice President, or by a majority of the Directors, provided due notice, as herein provided, shall be given to the members. It shall be the duty of the President, Vice President or Directors to call such a meeting whenever so requested in writing by at least twenty-five percent (25%) of the members.

Section 2: Notice of the time and place of all annual and special membership meetings shall be made, mailed or delivered to the residence of each member at least ten (10) days before the date thereof. The notice of any special meeting shall designate in general terms the nature of the business to be considered at such meeting.

Section 3: The President, or, in his or her absence, the 1st Vice President, shall preside at all meetings of this corporation.

Section 4: Each member household shall be entitled to one (1) vote and will be permitted to vote by secret ballot at the time of the annual election of Officers and Directors, setting of annual dues and on substantive issues, as determined by the Board of Directors. Ballots will be certified with the corporate seal, mailed to households in November and must be returned to the Secretary by the voting deadline. Membership held by a single person, a partnership or a corporation shall entitle him, her or it to one (1) vote per lot for which dues are paid.

Section 5: A quorum for the transaction of business at any membership meeting of the corporation shall consist of at least twenty-five percent (25%) of its members.

Section 6: Any Director or Officer may be removed for cause by a majority vote of all qualified members or by a supermajority (75%) of the Board of Directors.

ARTICLE IV

Section 1: The business and property of this corporation shall be managed by a Board of nine (9) Directors, who shall be elected by the members at the organization meeting, and who shall serve without remuneration in three (3) classes: three (3) to serve three (3) years, three (3) to serve two (2) years and three (3) to serve one (1) year. Each year, commencing with January 1959, the places of those whose terms expire shall be filled by a vote of the qualified members of the corporation. Election shall be by a plurality vote. Any Director having served a full three (3) year term of office is not eligible for re-election for a period of one (1) year.

Section 2: The duly elected Officers and Directors of the Corporation shall have the right to voice and vote at all Board of Directors' meetings. The Board shall meet, adopt its rules of procedures, conduct its business, and keep minutes of its meetings.

The meeting date of the Board of Directors shall be once each month from January through May and from September through December. The meeting place, time and date is to be designated by the Board at the previous meeting.

Section 3: A quorum for the transaction of business at any regular or special meeting of the Directors shall consist of not less than seven (7) of the persons entitled to vote at such meeting. Proxy votes are prohibited.

Section 4: The Board of Directors shall have the power to fill any vacancy occurring in the Board membership or any vacancy in the Officers of the association, the appointee to serve until the next annual election, at which time the qualified members of the corporation shall elect such Director or Directors as may be necessary to fill the vacancy or vacancies, said Directors to serve the unexpired term of the Director or any other Officer whom they are elected to succeed. Any Director or Officer absent, without due reason determined by the Board, for three (3) consecutive scheduled board meetings, shall forfeit his or her membership on the board and a vacancy will result.

ARTICLE V

Section 1: The Officers of this corporation shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer, who, except for the 2nd Vice President, shall be elected by the members by secret ballot. The officers' terms of office shall be two (2) years, with the Secretary and Treasurer's terms two (2) years or until successors are elected or are appointed to fill out a term of office. The immediate past President shall automatically become the new 2nd Vice President and will perform the duties of the 1st Vice President in the event of his or her absence. The office of the Secretary and Treasurer may be held by two (2) persons or one (1) person. A candidate for election to another office may not retain his or her current position.

Section 2: To qualify for President or 1st Vice President, a candidate must have served on the Board for a minimum of one (1) year. No office has the right of succession, except the 2nd Vice President. Only one member of a household may serve on the Board at any given time, except on committees. Board members must maintain the highest standards of integrity. See "Guiding Principles" addendum.

Section 3: The President shall preside at all Board and membership meetings, and vote only in the event of a tie.

Section 4: In case of the absence or disability of the President, his or her duties shall be performed by the 1st Vice President or 2nd Vice President.

Section 5: The Secretary shall issue notices of all meetings, both Director and membership meetings, shall attend and keep the minutes of the same, shall have charge of the records and papers of the corporation, shall be custodian of the corporate seal, certify membership and shall perform such other duties as are incident to his or her office.

Section 6: The Treasurer shall have custody of all of the monies and securities of the corporation; shall give bond in such an amount as the Directors may at any time require, give account for all the monies, securities and other property of the corporation which are in his or her custody. The Treasurer shall use the one or more financial institutions designated by the Board of Directors. He or she shall have authority to disburse the funds of the corporation on order of the Board of Directors. All checks for disbursement of funds of the corporation shall be countersigned by the President or, in his or her absence, by the 1st or 2nd Vice President.

ARTICLE VI

Section 1: The President of this corporation shall have the authority to appoint any committees standing or special, to serve at any time, and from time to time, in carrying out or discharging any duties or performing any objects authorized by the Charter and Bylaws of this corporation, provided, however, that such appointment or appointments may be revoked at any regular or special meeting of the Board of Directors. The authority given the President in these Bylaws shall not preclude any action being taken by the Board of Directors.

Section 2: Each Committee shall consist of at least three (3) members. Each Committee shall meet as often as shall be necessary to perform its function. Each Committee shall report to the Board at its monthly meeting. Any member may serve on a committee, except as noted.

Section 3: There shall be the following Standing Committees:

- A. Community Affairs: Includes communications, public relations, newsletter and civic issues.
- B. Off Season: All available Board members shall exercise the functions normally exercised by the full Board during the summer and in case of emergencies. Minutes must be kept at these meetings. Telephone or email participation may satisfy quorum requirement.
- C. Election: Manages election issues. Committee members must be former or current Board members who are not seeking election.

ARTICLE VII

The Bylaws of the corporation shall be made, altered, and amended by a majority of the members of the corporation having the right to vote and voting by secret ballot; provided, however, that if such bylaws and amendments as are to be voted on, shall be mailed or delivered to the members, at least ten (10) days before the date of such meeting.

GUIDING PRINCIPLES for GBAI BOARD OF DIRECTORS

(Adopted 2/08)

Association officers and directors can be most effective and responsible by:

- Being thoroughly and completely prepared before making decisions.
- Becoming actively involved in deliberations during board meetings, commenting as appropriate, making inquiries and asking questions where prudent, and when such a need is indicated by the circumstances.
- Making decisions deliberately and without undue haste or pressure.
- Listen carefully and patiently to other Board members, and respect their right to their viewpoint.
- Respect and support majority decisions of the Board.
- Insisting that meeting minutes be recorded accurately, especially on actions taken at meetings.
- Requesting that the association's Treasurer or accountant assess and evaluate any matter that has significant financial ramifications.
- Obtaining and carefully reviewing both audited and unaudited periodic financial reports of the Association.
- Attending the association's meetings and reading the association's publications carefully to keep apprised of the organization's policies and activities.
- Reviewing from time to time the association's articles of incorporation, Bylaws and other governing documents.
- Avoiding, completely, any conflicts of interest in dealing with the association and fully disclosing any potential conflicts.

The Board of Directors is the governing body of the association, responsible for the ultimate direction of the management of the affairs of the organization. The Board is responsible for policymaking, while committee members are responsible for executing day-to-day management to implement board-made policy. However, the ultimate responsibility for the actions (and inactions) of the association rests with the Board.

The Board can act legally only by consensus (majority vote of a quorum in most cases) and only at a duly constituted and conducted meeting, or by unanimous written consent. The Board may delegate authority to act on its behalf to others such as committees, but, in such cases, the Board is still responsible for any actions taken by the committees or persons to whom it delegates authority. An individual Board Member has no individual authority simply by virtue of being a member of the Board. However, the Board may delegate additional authority to a board member such as when it appoints Board Members to committees. In a similar fashion, an Officer has only the authority specifically delegated in the Bylaws or by the Board.

Members have no authority, as such authority is held by the Board of Directors. However, members have the right to remove officers and directors. Under the associations' Bylaws, certain matters, such as the amendment of the Bylaws or the election of officers and directors, must be submitted to the membership for a vote. However, most other matters generally are not submitted to the full membership, but rather are handled by the Board, one or more of its committees, or the officers of the association.

Duty of Care

This duty is very broad, requiring Officers and Directors to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. Officers and Directors must act in a manner which they believe to be in the best interests of the association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The "business judgment rule" protects officers and directors from personal liability for actions made in poor judgment as long as there is a reasonable basis to indicate that the action was undertaken with due care and in good faith, such as relying on the advice of experts in the field.

Duty of Loyalty

This is a duty of faithfulness to the association. This means that officers and Directors must give undivided allegiance to the association when making decisions affecting the association. In other words, Officers and Directors cannot put personal interests above the interests of the association. Personal interests may include outside business, professional or financial interests, interests arising from involvement in other organizations, and the interests of family members, among others. Officers and Directors should be careful to disclose even potential conflicts of interest to the Board of Directors, and should recuse themselves from deliberation and voting on matters in which they have personal interests. For pervasive and continuing conflicts - such as a Director of the association concurrently serving on the board of a competing association - resignation from the individual's association leadership post or from the outside conflicting responsibility may be required. Officers and Directors can have business dealings with the association, but such transactions must be subject to considerable scrutiny. In such event, Officers and Directors must fully disclose any personal interests to the Board of Directors, and the terms of any transaction must be fair to the association.

Duty of Obedience

This duty requires Officers and Directors to act in accordance with the organization's articles of incorporation, Bylaws and other governing documents, as well as all applicable laws and regulations.

