

**SEPA CLUB, INC.
BY-LAWS
A FLORIDA NOT FOR PROFIT CORPORATION**

Article I – Name and offices

Section 1: The name of this organization shall be SEPA CLUB, INC., hereinafter known as SEPA.

Section 2: The principal office of the Corporation shall be in Osceola County, in the State of Florida. The Corporation shall designate a Registered Office in accordance with Florida law. The Corporation may have offices at such other locations within and without the State of Florida as the Board of Directors may, from time to time, determine. The Corporation shall observe federal law that applies to a not-for-profit organization as defined in Section 501(c) (7) of the Internal Revenue Code.

Article II – Objectives

The purpose of this organization shall be exclusively charitable and educational, including:

1. To deal with issues which affect Suburban Estates landowners while preserving the integrity of Suburban Estates and support a network of landowners to obtain the above and supplement the efforts of said organization.

Article III – Membership

Section 1: Qualifications

A member must own property in the sections designated by Osceola County, Florida as Suburban Estates, located in Township 27 South, ~~range~~Range 31 East and 32 East, or be a friend or family member of said property owner.

Section 2: Membership Classes

There shall be different classes of members, one of which (the landowner) shall be of voting members and the remainder of which shall be on non-voting members. Only voting members shall have all the privileges of members of SEPA.

- A. Voting Member: Property Owner who pays annual dues.
- B. Associate Member: Non-voting Member. To qualify as an Associate Member, you shall be a friend or family member of a property owner. The property owner must sponsor your request for Associate Membership in writing, including their parcel number, and must be approved by the Executive Committee.

C. Key Member: Any person legally possessing a registered key to the main gate owned by SEPA Club, Inc granting them access to their property. This membership has no voting rights but may attend meetings to voice their concerns.

Section 3: Annual Meetings

The annual meeting of members shall be held in January of each year. The purpose of the annual meeting of members is to elect officers and directors and to transact such other matters as may properly come before the members. The annual meeting of SEPA members shall be held at the time and place designated by the Board of Directors. The annual meeting of members for any year shall be held no later than thirteen (13) months after the last annual meeting of members. However, failure to hold an annual meeting timely, shall in no way affect the terms of officers or directors of the Corporation to the validity of actions of SEPA.

Section 4: All Meetings

All meetings, except for the annual meeting, may be called by the President or by a majority vote of the Board of Directors.

Section 5: Place of Meetings

The Board shall designate the location/place of meetings for the members.

Section 6: Notice of Meetings

Written or printed notice stating the place, day and hour of the meeting and, in the case of any/all meetings, the purpose or purposes for which the meeting is called, shall be delivered personally or by electronic means, including email, online, and text messages, not less than twenty (20) days before the date of the meeting.

Section 7: Member Quorum and Voting

Unless otherwise required in the Articles of Incorporation, a ten (10) percent attendance of the voting membership shall constitute a quorum with no spending limits, or a five (5) percent member attendance of the voting members shall constitute a quorum so long as it covers regular action and up to with a limit of \$5,000 of voting power for the entire meeting vote for money.

Section 8: Votes

Each voting member shall be entitled to one (1) vote on each matter submitted to a vote at a SEPA meeting. Only members in good standing are eligible to vote.

Section 9: Termination

A member is automatically dropped to associate member when he/she sells their property.

Section 10: Absentee Voting

SEPA Club Inc. does not accept proxy or absentee voting. All voting is required to be in person.

Article IV – Board of Directors

Section 1: General Powers

Subject to the limitation of the Articles of Incorporation, these bylaws and the Florida Not-for-Profit Corporation Act concerning corporate action that must be authorized or approved by the members of SEPA, all corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of SEPA shall be controlled by the Board of Directors. The Board of Directors consists of the officers (President, Vice President, Treasurer, Secretary), the previous president and treasurer from the previous 2-year term as an ex-officio directors (as applicable), and all non-officer directors. All elected members of the Board of the Directors, including the previous president and treasurer, as an ex-officio directors, have voting rights.

Section 2: Number, Qualification, Election and Tenure

The number of directors shall be determined by the Board of Directors but shall never be less than three. The directors must be members of SEPA but need not be residents of Florida. The directors shall be elected every two (2) years by the members on a staggered term at the annual meeting. The President and Secretary and odd numbered director positions shall be elected on odd years and the Vice President and Treasurer and remaining (even numbered) director positions will be voted on even years. The directors shall serve until their successors have been elected by the members and qualified. The immediate past president that finishes their president term, including board-appointed presidents if their director term expires at the same time, shall be an ex-officio member of the Board of Directors for two (2) years after the expiration of his/her term.

A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Corporation on the day that he or she could last nominate himself or herself or be nominated for the board may not seek election to the board, and his or her name shall not be listed on the ballot. A person serving as a board member who becomes more than 90 days delinquent in the payment of any fee, fine, or other monetary obligation to the Corporation shall be deemed to have abandoned his or her seat on the board, creating a vacancy on the board to be filled according to law. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, may not seek election to the board and is not eligible for board membership unless such felon's civil rights have been restored for at least 5 years as of the date on which such person seeks election to the board. The validity of any action by the board is not affected if it is later determined that a person

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was ineligible to seek election to the board or that a member of the board is ineligible for board membership.

Section 3: Regular Meeting

Regular meetings of the Board of Directors shall be held at least twice a year at such time and place as shall be determined by the Board of Directors. This ~~will~~may also include virtual meetings ~~and may be~~ attended by using standard platforms available for such virtual meetings.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors (if there is such a position), the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may pick a reasonable time and place for them, ~~also including virtual meetings by using standard platforms available. This may also include virtual meetings attended by using standard platforms available for such virtual meetings.~~

Section 5: Quorum and Voting

A 2/3 majority of directors in office shall constitute a quorum for the transaction of business. ~~Board members may attend either in person, electronically, or a mixture thereof.~~ The board of directors may override any decision of an officer with a 2/3 vote.

Section 6: Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the members of the Board of Directors at their earliest convenience.

Section 7: Removal

The Board of Directors may remove any director who misses three ~~consecutive general or~~ board meetings ~~without a reasonable excuse within the last 12 months. The director may be removed only if a majority of the directors then in office vote for the removal.~~ [FS 617.0808 (1)(b)3]

~~An elected board member can be removed at any time for any reason by a majority of all votes of the members.~~ [FS 617.0808 (1)(a)2]

~~A director elected or appointed by the board may be removed without cause by a vote of two-thirds of the directors then in office.~~ [FS 617.0808 (1)(i)]

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Section 8: Amendments

~~These by laws may be altered, amended, or repealed by the membership, provided however, that notice of the proposed action shall have been given to members and all Directors at least 14 days in advance.~~

Article V – Executive and Other Committees

Section 1: Committees

Committees, except for the Nominating Committee, Executive Committee, and the Key Committee, may be created/dissolved by two-thirds majority vote of the board of directors; these committees are crucial for the function of the club. The Executive Committee is synonymous with the board of directors. The Vice President and Treasurer are to be included on the Key Committee. Unless otherwise specified, all members on any committee have voting rights on that committee.

Section 2: Nominating Committee

The President shall appoint a SEPA member as the chairperson of the nominating committee. The Nominating Committee should include at least three (3) directors, which are not currently up for election. The nominating committee shall vet and announce nomination of candidates for election of officers and directors at the annual meeting of SEPA. Refer to Policy and Procedures for further information.

Section 3: Committee Chairperson

The board shall appoint all committee chairpersons, with a two-thirds majority vote. The Key Committee chairperson must be qualified, as defined in Article X – Keys, Section 4: Key Committee Members. The President may with or without just cause, remove any such appointments at will and make new appointments. Refer to Policy and Procedures for further information.

Section 4: Ex Officio Member

The President shall be an ex officio member of all committees.

Section 5: Meetings

Regular meetings of the committees may be held without notice at such time and at such place as shall from time to time be determined by the committees and special meetings of the committees may be called by the chairperson or two (2) members.

Section 6: Vacancies

Vacancies on the committees shall be filled by two-thirds majority vote of the board of directors at any regular or special meetings of the Board of Directors at the earliest convenience.

Section 7: Quorum

At all meetings of the committees, one third (1/3) of the committee's members, but no less than two (2), shall constitute a quorum for the transaction of business.

Article VI – Officers

Section 1: Officers

The officers of SEPA shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the members. A failure to elect any officer shall not affect the existence of SEPA. All officers must be current or past directors.

Section 2: Election and Term of Office

The Officers and Directors of SEPA shall be elected every two (2) years by the members at the annual meeting. The Officers and Directors shall be installed at the time and date determined by the membership.

Section 3: Removal of Officer

Any officer may be removed from office at any time, with or without just cause, on the affirmative vote of a majority of the disinterested members of the Board of Directors, whenever in their judgement, the best interests of SEPA will be thereby served. Removal shall be without prejudice to any contract rights of the person so removed, but election of an officer shall not of itself create contract rights.

Section 4: Vacancies

Vacancies in Officers, however occasioned, shall be filled by the Board of Directors from the directorship as an Interim Officer(s) until the next annual meeting of the members for the unexpired term of such Officer(s). If an Interim Officer's director term extends past the expiration of the vacated officer seat, then the Interim Officer will only hold the officer position until the expiration of the officer term, then they will continue their original director position.

Section 5: Duties

The Chairperson of the Board of Directors, or the President or Vice President if there is no Chairperson, shall preside at all meetings of the Board of Directors, and of the members. The President shall be the Chief Executive Officer of SEPA Club, Inc. Subject to the foregoing, the Officers of SEPA shall have such powers and duties as usually pertain to the respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these By-laws, or as may be assigned to them from time to time by the Board of Directors.

For rules and regulations, and specific duties of offices/directors, refer to Policy and Procedures.

Article VII – Books, Records and Reports

Section 1: Minutes, Books, Records

SEPA Club, Inc shall keep correct and complete minutes of the proceedings of its membership meetings and Board of Directors meetings. Committee chairs shall keep correct, complete books and records of financial accounts and shall keep a membership book containing the name and address of each member, including non-voting members.

Section 2: Report to Members

SEPA shall give an annual report to the members at the annual meeting. Such report shall include a balance sheet as of the close of the fiscal year of SEPA and a revenue disbursement statement for the year ending on such closing date.

Article VIII – Finances

Section 1: Funds

All monies paid to SEPA shall be placed in a general operating fund and as many special accounts as necessary. Funds unused from the current fiscal year shall be carried forward to the next fiscal year.

Section 2: Disbursements

Disbursements are authorized by two-thirds majority vote of the Board of Directors. Disbursements shall be by check and approved electronic debits, unless petty cash is used for small purchases.

- A. The President is authorized to spend up to \$500.00 every two (2) months and not to exceed \$500.00 without obtaining the members votes.

Section 3: Fiscal Year

The fiscal year of SEPA shall be the period selected by the Board of Directors as the taxable year of SEPA for federal income tax purposes.

Article IX – Dues

Section 1: Establishment of Dues

Membership dues and administrative fees, if any, for all voting members and non-voting members shall be established by the Board of Directors.

Section 2: Payment of Dues

Membership dues and administrative fees, if any, shall be paid to SEPA Club, Inc.

Article X – Keys

Section 1: Issuing of Keys

All keys will remain the property of SEPA Club, Inc. Keys may be issued to current property owners if the following criteria is met.

Upon payment of an administration fee, if applicable, keys are issued to property owners only with a maximum of four (4) keys per 1.25-acre +/- lot: one (1) key per owner per deed per parcel number. If a lot has been split into increments of .31-acre parcels, and keys have been issued prior to October 2012, then those existing key holders will be grandfathered in and will be eligible for a new key. Any sales or keys issued after October 2012, then one (1) key per .31-acre parcel number can be issued, no matter how many owners. If a parcel consists of 2.5 acres or larger, then keys can be issued to additional owners based on the four (4) keys per 1.25 acre +/- rule.

Section 2: Requirements

The following documentation needs to be submitted before keys are issued:

- A. SEPA Club, Inc, Key Request form (one form per person, per key request)
- B. Copy of Recorded Deed showing Book and Page
- C. Copy of current photo ID of person requesting a key
- D. Copy of current Annual Report filed with Florida Division of Corporations for any Corporation, LLC, or Partnership OR a copy of recorded Certification of Trust for any Trusts.
- E. A letter of authorization from a Corporate Manager adding an employee as an authorized user. Refer to Policy and Procedures as to what agencies will be issued keys and to whom.
- F. Payment as described on Key Request form

Section 3: Fees

The Key Committee with the approval of the Board of Directors will determine what the fees will be. Monies shall be kept separate from the general operating fund in a separate account allowing assigned debit cards used for necessary purchases.

Section 4: Key Committee Members

The Key Committee shall consist of at least five (5) members. The Key Chairperson becomes an appointed Director of the Board. As an appointed director, the Key Committee chair sits on the board, but is non-voting. They must meet all the following criteria:

- Must have been an active member of the Key Committee for a minimum of two (2) years
- Must be familiar with key requests processing and banking procedures

In addition to the President, the Vice President and Treasurer will be automatic members of the Key Committee. These count towards the minimum required members of the Key Committee. The Key Chairperson shall not be the President, Vice President, or Treasurer, due to conflict of interest.

More detailed information will be listed in SEPA Club, Inc Policy and Procedures.

Section 5: Lost or Stolen Keys

An original signed and notarized lost/stolen key form must be received from the current key/parcel owner along with appropriate fee to obtain a replacement key. A key that has been reported as lost or stolen will be recorded on an itemized list as a reference for all gate key checks. If a key is found at a gate key check, it will be confiscated at that time. The list will be updated if a key has been recovered. The recovered key will be put back in circulation after a period of three (3) months and will have an "R" assigned to that key number.

- A. Death of a landowner/Key Holder: Upon the death of a landowner/key holder, the key assigned to that person shall be relinquished to SEPA Club, Inc Key Committee within sixty (60) days along with notification of the death. If the decedent has willed their property to another, then the key can be transferred to their heir, if that person does not have a key issued in their name on that parcel at the time.
- B. If the Key Committee learns of a property owner/key holder's death and the key has not been relinquished, then the Key Committee has the right to list the issued key as Stolen with a copy of death certificate or obituary.
- C. Sale of Property by Key Holder: If the Key Committee learns of a property owner selling a parcel that has a key issued but that seller has not given the key to the new owner or has not transferred it to another eligible parcel, then the Key Committee will have the right to request that return of said key from the seller. If seller does not relinquish or transfer the issued key, then the Key Committee may list said key as stolen and confiscate it if found.

Article XI – Dissolution of SEPA

If the SEPA Club Inc., Board of Directors should decide to dissolve SEPA, as defined in these by-laws, the following procedures will be followed:

1. The President shall call a meeting for a Board vote on dissolution
2. Upon voting to dissolve the Corporation, the Board must see that all debts are satisfactorily resolved.
3. Remaining assets will be liquidated, with proceeds distributed according to the decision of the Board.

4. SEPA lot (LLC) (originally gifted land) to be relinquished back to Lauretta Lea Smith or her heirs, thereby dissolving the LLC land account.

Article XII – Parliamentary Procedure

The current edition of Roberts Rules of Order shall apply to the meeting of voting members to the extent that such rules are consistent with these By-laws and with Policy and Procedures along with the rules and policies of the Board of Directors. This will also apply to all LLC accounts.

Bylaws will be reviewed by the Board of Directors on odd years at a minimum.

The agenda for membership meetings will be posted a minimum of one (1) week ahead of time.

These by-laws may be altered, amended, or repealed by the membership, provided however, that notice of the proposed action shall have been given to members and all Directors at least 14 days in advance.
The vote must pass with a 2/3 vote of the meeting attendees.

Article XIII – Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- a. Fully disclose the nature of the interest
- b. Withdraw from discussion, lobbying and voting on the matter
- c. Services being offered by a director must be approved by members

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meeting at which such votes are taken shall record disclosure, abstention and rationale for approval.

CERTIFICATION

The undersigned does hereby certify that he/she is the duly appointed President of SEPA Club Inc and certifies that the foregoing Bylaws have been adopted by a majority vote of the members voting in person at a duly noticed member meeting wherein a quorum was present, which was held on:

_____ day of _____, 20____

SEPA Club, Inc

President's Signature

President's Printed Name

Witness Signature

Witness Printed Name

State of Florida
County of Osceola

The foregoing instrument was acknowledged before me on this _____ day of _____,
20____.

By _____, who has produced identification. He/she
acknowledged executing this instrument freely and voluntarily under the authority vested in him/her by
the company.

NOTARY SEAL

NOTARY SIGNATURE PUBLIC, STATE OF FLORIDA

My commission expires on:
