

BY-LAWS
OF
PALM BEACH CIVIC ASSOCIATION, INC.
(Incorporated under the Laws of the State of Florida)
AS AMENDED AND RESTATED ON APRIL 30, 2020

ARTICLE I
NAME AND OFFICE

SECTION 1. *Name.* The name of the corporation is Palm Beach Civic Association, Inc. (the “Civic Association”).

SECTION 2. *Principal Office.* The principal office of the Civic Association shall be at such place in the Town of Palm Beach, State of Florida, as the Board of Directors (the “Board”) or the Executive Committee (the “Executive Committee”) of the Board may from time to time determine. The books and records of the Civic Association shall be kept at its principal office.

ARTICLE II
PURPOSES

The purposes of the Civic Association are set forth in its Amended and Restated Articles of Incorporation (the “Restated Charter”), filed with the Florida Secretary of State on April 23, 2001.

ARTICLE III
MEMBERSHIP AND DUES

SECTION 1. *Membership.* There shall be such class or classes of membership as the members of the Civic Association or the Board may from time to time establish by amendment to these By-laws. Each such amendment shall fix:

- (a) the designation of such class;
- (b) whether such class shall have voting rights, and, if so, the terms of such voting rights, which may be general or limited;
- (c) any quorum requirements for meetings and activities of such class; and
- (d) any other powers, privileges, preferences and other rights, and any qualifications, limitations and restrictions thereof.

SECTION 2. *General Members.* Pursuant to Section 1, Article III of these By-laws, there is hereby created a single class of membership with the designation, the powers, privileges, preferences and other rights, and the qualifications, limitations and restrictions, that follow:

- (a) *Designation.* The designation of this class of membership is “general members.” Such class may be subdivided by action of the Board or the Executive Committee into categories of general members based on the rate of dues they pay, and whether such members are individuals, corporations or other entities, but such categorization shall not otherwise affect the powers, privileges, preferences and other rights of such general members.
- (b) *Qualification.* No individual, corporation or other entity shall be considered a general member of the Civic Association unless such person shall have paid such annual dues as the Executive Committee shall from time to time fix for the category of this class of membership applicable to such person. The Executive Committee may add such additional qualifications applicable to this class of membership as the Executive Committee shall from time to time by resolution determine.
- (c) *Dues: Failure to Pay Dues.* Annual Dues for each category of this class of membership shall be fixed by resolution adopted by the Executive Committee. Palm Beach Civic Association General Membership/Annual Dues, is based on a twelve month membership cycle, effective from the date (month,year) of joining; with a 3 month renewal system in place; beginning on the 11th month of the membership a renewal letter is mailed to the current member for their next 12 month cycle of membership. After the 13 month and if the membership is not renewed, it is then considered “Lapsed” with future attempts being made to “Renew or Re-Capture” the membership; until payment is received for “Renewal” of membership, the member forfeits its rights and privileges as a general member.
- (d) *Voting.* Each paid-up general member shall be entitled to one vote (i) on any proposal to amend the Restated Charter, (ii) at any meeting of the general members called for the election of directors of the Civic Association, and (iii) on any other matter which may properly come before a meeting of the general members.
- (e) *Quorum.* The presence of not less than the lower of (i) fifty paid-up general members or (ii) a majority of the general members entitled to vote, present in person, or by proxy if so authorized by the Board or the Executive Committee, shall constitute a quorum for the transaction of business at any meeting of the general members.
- (f) *Proxies.* Each general member entitled to vote at any meeting of the general members may vote in person or by proxy at such meeting. Not less than ten nor more than thirty days prior to any meeting of the general members, The Executive Committee shall cause proxies to be delivered by any reasonable method, including electronically, to each general member entitled to vote at such meeting. Proxies may authorize not in excess of three persons to act for such member by proxy signed by such member or such member’s attorney-in-fact. Any such proxy shall be delivered to the secretary of such meeting prior to the time designated for holding such meeting, but in any event not later than three business days prior to the date of such meeting. No such proxy shall be voted or acted upon after 11 months following the date of its execution, unless the proxy provides for a shorter or longer period.
- (g) *Voting Procedures.* At each meeting of the general members, all corporate actions to be taken by vote of the general members (other than the election of directors which shall require the vote set forth in Article V, Section 2 of these By-laws) shall be authorized by the affirmative vote of a majority of the general members present in person, or by proxy, at such meeting. Unless required by

law or determined by the chairman of the meeting to be advisable, the vote on any matter, including the election of directors, need not be by written ballot.

ARTICLE IV
MEETINGS OF MEMBERS

SECTION 1. *Annual Meeting.* The annual meeting of the general members of the Civic Association for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held once each year on such date and at such time and place as may from time to time be fixed by (i) the Chairman of the Board, (ii) the **Chief Executive Officer**, (CEO) ~~the President~~ of the Civic Association, or (iii) the Executive Committee.

SECTION 2. *Special Meetings.* Special meetings of the general members of the Civic Association may be called for any purpose or purposes by (i) the Chairman of the Board, (ii) the **CEO** ~~President~~ of the Civic Association, or (iii) the Executive Committee. Only such business as is specified in the notice of any special meeting of the general members of the Civic Association shall come before such meeting.

SECTION 3. *Notice of Meetings.* Except as otherwise provided by law, written notice of each meeting of the general members, whether annual or special, shall be given by (i) personal delivery (ii) mail, or (iii) electronically in either case not less than 10 nor more than 30 days before the date of the meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to the general member at such member's address as it appears on the records of the Civic Association. If sent electronically, such notice shall be deemed given when sent. Each notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of meeting shall not be required to be given to any general member who shall attend such meeting in person or by proxy without protesting, prior to or at the commencement of the meeting, the lack of proper notice to such member, or who shall waive notice thereof as provided in Article XII of these By-laws. Notice of adjournment of a meeting of the general members need not be given if the time and place to which it is adjourned are announced at such meeting, unless the adjournment is for more than 30 days.

SECTION 4. *Adjournment.* The chairman of the meeting or a majority of the general members, present in person or by proxy at any meeting of the general members, may

adjourn such meeting from time to time whether or not a quorum is present. At any such adjourned meeting at which a quorum is present, any business transacted prior to adjournment shall be deemed valid.

SECTION 5. *Order of Business.* At each meeting of the general members, the Chairman of the Board, or, in his or her absence, a Vice-Chairman of the Board, or, in the absence of a Vice Chairman of the Board, such person as shall be selected by the Executive Committee, shall act as chairman of the meeting, and the Secretary, or, in the absence of the Secretary, an officer of the Civic Association designated by the chairman of the meeting, shall act as secretary of the meeting. The order of business at each meeting shall be as determined by the chairman of the meeting. The chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts and things as are necessary or desirable for the proper conduct of the meeting, including, without limitation, the establishment of procedures for the maintenance of order and safety, limitations on the time allotted to questions or comments on the affairs of the Civic Association, restrictions on entry to such meeting after the time prescribed for the commencement thereof, and the opening and closing of the voting polls.

At any annual meeting of the general members of the Civic Association, only such business shall be conducted thereat as shall have been brought before such annual meeting by or at the direction of the chairman of the meeting.

ARTICLE V

BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE OF THE BOARD

SECTION 1. *General Powers.* The affairs of the Civic Association shall be managed by or under the direction and authority of the Executive Committee of the Board, which may exercise all corporate powers conferred by Section 617.0801 Florida Statutes (2019) and do all such lawful acts and things as are not by law directed or required to be exercised or done by the general members of the Civic Association.

SECTION 2. *Number, Election and Term.* The number of members of the Board (referred to herein individually as a "director" and collectively as "directors") shall not be less than ten nor more than 145 ~~140~~, excluding any Honorary Directors and Liaison

Directors. Subject to the variable range prescribed in the first sentence of this Section 2 and in accordance with the provisions of Section 617.0803(2), Florida Statutes (2019), the Executive Committee shall, from time to time by resolution, fix the total number of directors, and such total number of directors so fixed shall constitute the whole Board. Any vacancies created by an increase in the number of directors within the variable range prescribed in the first sentence of this Section 2, or by resignation, death or incapacity of a Board member may be filled by the Executive Committee; provided however that such action shall be ratified by the general members of the Civic Association or by the Board, at any meeting thereof at which a quorum is present. Anything in these By-laws to the contrary notwithstanding, Honorary Directors and Liaison Directors shall not be considered to be directors, whether for quorum, voting or other purposes.

Except as otherwise provided in Section 14, Article V of these By-laws, directors shall be elected by the vote of the general members at the annual meeting of the general members of the Civic Association. In any election of directors, the persons receiving a plurality of the votes cast, up to the number of directors to be elected in such election, shall be deemed elected. Directors elected at the annual meeting of the general members of the Civic Association shall hold office for one-year terms and until their successors shall have been elected and shall qualify, or until such person's death or resignation, or until such person's removal in the manner provided in these By-laws.

SECTION 3. *Chairmen Emeriti.* Each former Chairman of the Board or Co-Chairman of the Board shall be designated in all listings of the officers of the Civic Association as a "Chairman Emeritus" and shall be included in the slate of nominees for election to the Board. If elected to the Board, Chairmen Emeriti shall be counted for purposes of determining whether a quorum is present at any meeting of the Board, and each Chairman Emeritus so elected to the Board shall be entitled to one vote on all matters to be voted on by the Board. All Chairmen Emeriti shall serve for life in such capacities but the Board or the general members of the Civic Association may remove any Chairman Emeritus from office with or without cause.

SECTION 4. *Quorum and Manner of Acting.* As provided in the Restated Charter, no fewer than one-third of the prescribed number of directors shall constitute a quorum for all purposes. Except as otherwise provided in these By-laws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the

act of the Board. Except for Honorary Directors and Liaison Directors, each director shall be entitled to one vote on all matters to be voted on by the Board. A majority of the directors present at any meeting may adjourn the meeting to another time and place, whether or not a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. *Place of Meeting.* The Board may hold its meetings at such place or places within or without the County of Palm Beach, as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. *Regular Meetings.* Regular meetings of the Board shall be held on such dates and at such times and places as the Board or the Executive Committee shall from time to time by resolution determine.

SECTION 7. *Special Meetings.* Special meetings of the Board shall be held whenever called by (i) the Chairman of the Board, (ii) the ~~CEO~~ **President** of the Civic Association, or (iii) the Executive Committee.

SECTION 8. *Notice of Meetings.* Notice of each special meeting of the Board may be given orally or in writing. Such notice shall be mailed to each director addressed to such director at such director's residence or usual place of business, at least five days before the day on which the meeting is to be held or shall be sent to such director at such place by facsimile transmission, electronic mail or other electronic transmission, or by telephone, or be delivered personally, not later than five days before the day on which the meeting is to be held, but notice need not be given to any director who shall, either before or after the meeting, submit a signed waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to such director. Every such notice shall state the date, time and place but need not state the purpose of the meeting.

SECTION 9. *Rules and Regulations.* The Board may adopt such rules and regulations not inconsistent with the provisions of law or these By-laws for the conduct of its meetings and the management of the affairs of the Civic Association.

SECTION 10. *Participation in Meeting by Means of Communications Equipment.* Any one or more members of the Board or any committee thereof may participate in any meeting of the Board or any such committee through the use of conference telephone equipment or any other means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting, and such participation in a meeting shall constitute presence in person at such meeting.

SECTION 11. *Action Without Meeting.* Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all the members of the Board or of any such committee consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board or of such committee.

SECTION 12. *Resignations.* Any member of the Board or any committee thereof may resign at any time by giving notice to (i) the Chairman of the Board, (ii) the ~~CEO~~ ~~President~~, or (iii) the Secretary of the Civic Association. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 13. *Removal.* The Board shall have the power to remove any director, either with or without cause, at any meeting of the Board.

SECTION 14. *Vacancies.* Anything in these By-laws to the contrary notwithstanding, any vacancies on the Board resulting from death, resignation, removal or other cause shall may be filled by the affirmative vote of a majority of the Executive Committee subject to ratification by the general members of the Civic Association at the next annual meeting thereof or at a special meeting called for that purpose in accordance with Section 2, Article IV of these By-laws. Any member of the Board, or any committee thereof, elected in accordance with the preceding sentence of this Section 14 shall hold office for the unexpired term of any predecessor and until the next annual meeting of the general members of the Civic Association, or until such member's successor shall have been elected and qualified, or until such member's death or resignation, or until such member's removal in the manner provided in these By-laws.

SECTION 15. *Compensation.* Each member of the Board shall serve as such without compensation.

SECTION 16. *Advisory Directors.* There may be a category of advisory directors designated as "Liaison Directors" (or by another title) to which one or more representatives from local organizations organized and operated for charitable, benevolent, eleemosynary, educational, historical, civic, fraternal, literary, cultural or other similar purpose or purposes may be appointed by the Board or the Executive Committee by virtue of such person's affiliation with one or more of such organizations. Anything in this Article V to the contrary notwithstanding, any and all Liaison Directors shall serve for one-year terms at the pleasure of the Board, and the Board or the Executive Committee may remove any Liaison Director from office at any time with or without cause. Liaison Directors shall not be counted for purposes of determining whether a quorum is present at any meeting of the Board, and such advisory directors shall not have any voting rights at any meeting of the Board.

In addition, there may be a category of advisory directors designated as "Honorary Directors" (or by another title) to which former directors may be appointed, by virtue of their longevity of service and extraordinary contributions to the Civic Association, by the Board or the Executive Committee. Anything in this Article V to the contrary notwithstanding, any and all Honorary Directors may serve for life in such capacity but nevertheless at the pleasure of the Board, and the Board or the Executive Committee may remove any Honorary Director from office at any time with or without cause. Honorary Directors shall not be counted for purposes of determining whether a quorum is present at any meeting of the Board, and such advisory directors shall not have any voting rights at any meeting of the Board.

Honorary Directors and Liaison Directors shall have advisory functions only without any legal authority to participate in the management of the affairs of the Civic Association or to exercise any corporate powers of the Civic Association.

ARTICLE VI EXECUTIVE AND OTHER COMMITTEES

SECTION 1. *Committees of the Board.* The Civic Association shall have at least three standing committees of the Board, as follows:

(a) *Executive Committee.* The Executive Committee shall have and may exercise, between meetings of the Board, all the powers and authority of the Board in the management of the affairs of the Civic Association, except that the Executive Committee shall not have such power or authority in reference to:

- (i) approving or recommending to the general members of the Civic Association actions or proposals required by law to be approved by such general members;
- (ii) adopting, amending or repealing any By-law; or
- (iii) amending or repealing any resolution of the Board which by its terms may be amended or repealed only by the Board.

The Board shall designate annually ~~19~~ 47 of its members to constitute members of the Executive Committee but, by vote of the Board or the Executive Committee, the number of members of the Executive Committee may be increased up to the maximum number of authorized directors from time to time fixed by the Board pursuant to Article V, Section 2 of these By-laws, or decreased to not less than three, by resolution adopted by the Board or the Executive Committee pursuant to this Section 1(a). The Board shall designate annually not less than five of its members to serve on the Executive Committee for a term of three years. There shall be not more than ~~19~~ 47 members of the Executive Committee, each serving staggered three-year terms, with approximately one third of the Executive Committee up for election by the Board each year. As provided in the Restated Charter, no fewer than one-third of the maximum authorized number of members of the Executive Committee from time to time prescribed by the Board or the Executive Committee pursuant to this Section 1(a) shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, and the affirmative vote of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

(b) *Nominating Committee.* The Executive Committee shall designate annually not less than 3 nor more than ~~19~~ 47 of its members to constitute members of a Nominating Committee. As provided in the Restated Charter, no fewer than one-third of the maximum authorized number of members of the Nominating Committee from time to time prescribed by the Board or the Executive Committee pursuant to this Section 1(b) shall constitute a quorum for the transaction of business at any meeting of the Nominating Committee, and the affirmative vote of a majority of the members of the Nominating Committee present at any meeting at which a quorum is present shall be the act of the

Nominating Committee. The Nominating Committee shall be responsible for recommending to the general members of the Civic Association, at a regular or special meeting of such general members, a slate of nominees for election to serve as directors of the Civic Association. Nominees for election as directors of the Civic Association shall be selected on the basis of recognized achievements and their ability to bring various skills and experiences to the operations and affairs of the Civic Association.

(c) Audit Committee. The Executive Committee shall designate annually not less than 3 nor more than 7 of its members to constitute the Audit Committee. A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business at any meeting of the Audit Committee, and the affirmative vote of a majority of the members of the Audit Committee present at any meeting at which a quorum is present shall be the act of the Audit Committee. The Audit Committee shall be responsible for assuring the accuracy of the Civic Associations financial statements, maintaining appropriate internal controls over the Associations business and affairs and interacting with the Associations outside auditors and accountants. The members of the Audit Committee shall have appropriate experience in accounting, business or law to enable them to undertake such responsibilities.

SECTION 2. *Other Committees.* The Executive Committee may, by resolution , designate from among the members of the Board one or more other committees, each of which shall, except as otherwise provided by law, have such authority of the Board as may be specified in such resolution designating such committee. The affirmative vote of a majority of the members of any such committee present at any meeting at which a quorum is present shall be the act of such committee. The Executive Committee shall have power at any time to change the membership of, to fill all vacancies in and to discharge any such committee, either with or without cause.

SECTION 3. *Advisory Committees.* The Chairman of the Board or the Executive Committee shall have discretionary authority to designate from among the general members of the Civic Association one or more advisory committees to perform such functions, duties and activities as the Chairman of the Board or the Executive Committee, as the case may be, shall determine; *provided, however,* no such committee shall be empowered or authorized to bind the Civic Association or authorize the doing or performing of any action or thing in the name or on behalf of the Civic Association. The

Chairman of the Board or the Executive Committee shall have power at any time to change the membership of, to fill all vacancies in and to discharge any such advisory committee, either with or without cause.

A majority of the members of any such committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the affirmative vote of a majority of the members of any such committee present at any meeting at which a quorum is present shall be the act of such committee.

SECTION 4. *Procedure; Meetings.* Regular meetings of committees of the Board, of which no notice shall be necessary, may be held at such times and places as shall be fixed by resolution adopted by a majority of the members thereof. Special meetings of the Executive Committee or any other committee of the Board shall be called at the request of any member thereof. Notice of each special meeting of the Executive Committee or any other committee of the Board shall be mailed to each member thereof at such member's residence or usual place of business, at least five days before the day on which the meeting is to be held or shall be sent to such member at such place by facsimile transmission, electronic mail or other electronic transmission, or be given personally or by telephone, not later than five days before the day on which the meeting is to be held, but notice need not be given to any member who shall, either before or after the meeting, submit a waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of such notice to such member. Unless otherwise required by these By-laws, every such notice shall state the time and place but need not state the purpose of such meeting. Any special meeting of the Executive Committee or of any other committee of the Board shall be a legal meeting without any notice thereof having been given, if all the members thereof shall be present thereat and no member shall protest the lack of notice to such member. Notice of any adjourned meeting of any committee of the Board need not be given. The Executive Committee or any other committee of the Board may adopt such rules and regulations not inconsistent with the provisions of law, the Restated Charter or these By-laws for the conduct of its meetings as the Executive Committee or such other committee of the Board may deem proper. The Executive Committee and each other committee of the Board shall keep written minutes of its proceedings.

SECTION 5. *Compensation.* Each member of the Executive Committee, of the Nominating Committee, of the Audit Committee, and of any other committee of the Board shall serve as such without compensation.

ARTICLE VII OFFICERS

SECTION 1. *Number; Term of Office.* The officers of the Civic Association shall be elected by the Executive Committee and shall consist of one or more Chairmen of the Board (one of whom shall be designated by the Board or the Executive Committee as the chief executive officer of the Civic Association if there is more than one, and references to the Chairman of the Board in these By-laws shall mean the Chairman of the Board so designated as the chief executive officer), one or more Vice-Chairmen of the Board (who may be designated in order of seniority), a ~~CEO President~~, a Treasurer, a Secretary, and such other officers or agents with such titles and such duties as the Executive Committee may from time to time determine, each to have such authority, functions or duties as in these By-laws provided or as the Executive Committee may from time to time determine, all to the extent consistent with the provisions of these By-laws. One person may hold the offices and perform the duties of any two or more of said officers; *provided, however*, that no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the Restated Charter, or these By-laws to be executed, acknowledged or verified by two or more officers. The officers of the Civic Association shall each hold office for one-year terms and until such person's successor shall have been chosen and shall qualify, or until such person's death or resignation, or until such person's removal in the manner provided in these By-laws.

SECTION 2. *Removal.* The Executive Committee may remove any officer at any time, either with or without cause.

SECTION 3. *Resignation.* Any officer may resign at any time by giving notice to (i) the Chairman of the Board, (ii) the ~~CEO President~~, or (iii) the Secretary of the Civic Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. *Vacancies.* A vacancy in any office because of death, resignation, removal or any other cause may be filled for the unexpired portion of the term thereof by the Executive Committee in the manner prescribed in these By-laws for election to such office.

SECTION 5. *Chairmen of the Board.* Each Chairman of the Board shall be an officer of the Civic Association, shall report directly to the Board and the Executive Committee. The Chairman of the Board designated pursuant to Section 1 of this Article VII to serve as the chief executive officer of the Civic Association shall have general supervision and direction of the affairs of the Civic Association and such Chairman of the Board shall, if present, preside at meetings of the Board or of the Executive Committee and, if present, preside at meetings of the general members of the Civic Association. The Chairman of the Board shall be, or if there shall be more than one, each such Co-chairman shall be, an ex-officio member (with full voting privileges) of the Executive Committee and of each other committee of the Board. Any Chairman of the Board may sign and execute in the name of the Civic Association deeds, mortgages, bonds, contracts or other instruments.

SECTION 6. *Vice-Chairmen of the Board.* Each Vice-Chairman of the Board shall be an officer of the Civic Association, shall, when requested, counsel with and advise the Chairman of the Board and the other officers of the Civic Association, shall perform such other senior level duties as may be agreed with the Chairman of Board or as the Executive Committee may from time to time determine, and shall report directly to the Chairman of the Board. Any Vice-Chairman may sign and execute in the name of the Civic Association deeds, mortgages, bonds, contracts or other instruments.

SECTION 7. *CEO President.* The **CEO President** shall be the chief **executive operating**-officer and the chief **operating administrative** officer of the Civic Association, shall perform such senior level duties in connection with the operations of the Civic Association as the Chairman of the Board or the Executive Committee may from time to time determine, and shall report directly to the Chairman of the Board. The **CEO President** may sign and execute in the name of the Civic Association deeds, mortgages, bonds, contracts or other instruments.

SECTION 8. *Treasurer.* The Treasurer shall be the chief financial officer of the Civic Association and in such capacity shall have overall supervision of the financial operations of the Civic Association. The Treasurer shall, when requested, counsel with and advise the other officers of the Civic Association, and shall perform such other senior level duties as may be agreed with the Chairman of the Board or as the Executive Committee may from time to time determine, and shall report directly to the Chairman of the Board. The Treasurer may sign and execute in the name of the Civic Association deeds, mortgages, bonds, contracts or other instruments.

SECTION 9. *Secretary.* It shall be the duty of the Secretary to keep, or cause to be kept, the minutes of all meetings of the Board or any committee thereof and all meetings of the general members of the Civic Association; to keep, or cause to be kept, a register of the post-office addresses, electronic mail addresses, and telephone and facsimile transmission numbers of each member of the Board, the Executive Committee and each other committee of the Board, which shall have been furnished to the Secretary by each such member; and to authenticate the records of the Civic Association when necessary. In addition, the Secretary shall see that all notices required to be given by the Civic Association are duly given and served; and in general, the Secretary shall perform all the duties customarily incident to the office of the Secretary and such other duties as from time to time may be assigned to such person by the Chairman of the Board or the Executive Committee.

SECTION 10. *Compensation.* Except for the ~~CEO President~~, officers shall serve as such without compensation, but, subject to the approval of the Chairman of the Board or the Executive Committee, such officers may be reimbursed for expenses reasonably and actually incurred by them in the performance of their official duties.

ARTICLE VIII MISCELLANEOUS

SECTION 1. *Deposits.* All funds of the Civic Association not otherwise employed shall be deposited from time to time, as soon as practicable after the receipt thereof, to the credit of the Civic Association or otherwise as the Executive Committee or any officer of the Civic Association to whom power in that respect shall have been delegated by the Executive Committee, shall select.

SECTION 2. *Checks.* All checks, drafts and other orders for the payment of money out of the funds of the Civic Association, and all notes or other evidences of indebtedness of the Civic Association, shall be signed on behalf of the Civic Association in such manner as shall from time to time be determined by resolution of the Executive Committee.

SECTION 3. *Books and Records.* The officers of the Civic Association shall keep accurate and complete financial and accounting books, ledgers and accounts, and all other books and records required by law, and the Secretary shall keep, or cause to be kept, accurate and complete minutes and records of the proceedings of the general members of the Civic Association, and the Board and any committee thereof, whether or not taken at a meeting, in one or more books kept for that purpose.

SECTION 4. *List of Members.* It shall be the duty of the Secretary to keep and maintain, or cause to be kept and maintained, an accurate and complete list of paid-up general members of the Civic Association, arranged in alphabetical order, and showing the address of, and the telecommunications information, if any, pertaining to each such member. Such list shall be produced and kept available at the times and places required by law.

ARTICLE IX INDEMNIFICATION

A. The Civic Association shall to the fullest extent permitted by law indemnify each member of the Executive Committee, each director, and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Executive Committee or a director, officer, employee or agent of the Civic Association.

B. The Civic Association may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Civic Association under paragraph A above.

C. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors and legal representatives.

D. The Civic Association may purchase and maintain insurance on behalf of any person who is or was a member of the Executive Committee or who is or was a director, officer, employee or agent of the Civic Association 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 or not the Civic Association would have power to indemnify such person against such liability under paragraph A above.

E. If any provision in this Article IX shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE X
SEAL

The Executive Committee shall provide a corporate seal, which shall be in the form of a circle and shall bear the full name of the Civic Association and the words and figures:

"Palm Beach Civic Association, Inc.
1944
Corporation
Not for Profit
Florida"

, or such other words or figures as the Executive Committee may approve and adopt. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Civic Association shall end on the 30th day of April in each year.

ARTICLE XII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given by these By-laws or by law, the person entitled thereto may, either before or after the meeting or other matter in respect of which such notice is to be given, waive such notice in writing, which writing shall be filed with or entered upon the records of the meeting or the records kept with respect to such other matter, as the case may be, and in such event such notice need not be given to such person and such waiver shall be deemed equivalent to such notice.

ARTICLE XIII
AMENDMENTS

Any By-law may be adopted, repealed, altered or amended by the general members of the Civic Association or by the Board, at any meeting thereof at which a quorum is present.

ARTICLE XIV
SEPARABILITY

If any provision of these By-laws shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and unenforceability of the remaining provisions of these By-laws (including, without limitation, all portions of any paragraph containing such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the remaining provisions of these By-laws (including, without limitation, all portions of any provision of these By-laws containing such paragraph held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or enforceable) shall be construed so as to give effect to the intent manifested by any paragraph or portion thereof so held to be invalid, illegal or unenforceable.