



AMENDMENTS TO
THE BYLAWS
OF
UNITED CIVIC
ORGANIZATION, INC.

*A Not-for-Profit Mutual Benefit Organization under Chapter 617 F. S.
as Amended ~ 2020*

BYLAWS

United Civic Organization

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as Amended [Date TBA]

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BYLAWS

AMENDMENTS TO THE BYLAWS OF UNITED CIVIC ORGANIZATION, INC.

ARTICLE I NAME AND LOCATION

- A. The name of the organization shall be UNITED CIVIC ORGANIZATION, INC. It may be referred to as UCO.
- B. The principal office of UCO shall be located at 2102 West Drive, West Palm Beach, FL 33417, but meetings of Members, including Delegate Assembly (Board of Directors), may be held at such places within forty-five (45) miles of this address, as may be designated by the Delegate Assembly from time to time.

ARTICLE II DEFINITIONS

- A. "Act" shall mean Chapter 617, Florida Statutes, as amended or renumbered from time to time.
- B. "Alternate Delegate" shall mean the individual or individuals appointed or elected by each Condominium Association to represent the Association at the Delegate Assembly when the Delegate is unavailable to attend the meeting.
- C. "Articles" or "Articles of Incorporation" shall mean the Articles of Incorporation of the United Civic Organization, Inc., and any amendments or modifications thereof hereafter made from time to time.
- D. "Board of Directors" shall have the meaning as found in Chapter 617, Florida Statutes. The term "Board of Directors" is interchangeable with "Delegate Assembly" or "Assembly."
- E. "Century Village of West Palm Beach" or "Century Village" shall mean the residential community located at West Palm Beach, in Palm Beach County, Florida, consisting of three hundred forty-nine (349) delegates representing the three hundred nine (309) Condominium Associations and other non-condominium recreational facilities located within the bounds of the community consisting of the property subject to the Articles of Incorporation.

- F. "Condominium Associations" shall mean the three-hundred-nine (309) Condominium Associations located within Century Village.
- G. "Delegate" shall mean the individual(s) elected or appointed by each of the Condominium Associations within Century Village to represent their interests in the Delegate Assembly.
- H. "Delegate Assembly" (also "Assembly of Delegates" or "Assembly") shall have the same meaning as the term "Board of Directors" as found in Chapter 617, Florida Statutes.
- I. "Director" shall mean a Delegate or Alternate Delegate elected or appointed to the Delegate Assembly, as that term is defined in Article IV hereof.
- J. "Executive Board" shall have the meaning described in Article VII of these Bylaws.
- K. "Governing Documents" shall mean and refer to these Bylaws, the Articles of Incorporation of UCO and UCO rules and regulations duly adopted by the Delegate Assembly. In the event of conflict or inconsistency among governing documents, to the extent permitted by law, the Articles of Incorporation, the Bylaws and rules, in that order, shall control. The lack of a provision in one governing document with respect to a matter for which provision is made in another governing document shall not be deemed a conflict or inconsistency between such governing documents.
- L. "Licensed Community Association Manager" shall mean the Licensed Community Association Manager (LCAM) licensed pursuant to the requirements of Chapter 468, Florida Statutes.
- M. "Management" shall mean the West Palm Beach Recreation Facility (WPRF, Inc.), the organization that manages the recreation and health facilities, including but not limited to the clubhouse and swimming pools in Century Village, with the exception of private pools.
- N. "Members" (also "Membership") of UCO shall mean the natural person or artificial entity record title holders of condominium housing units in Century Village, West Palm Beach and who have otherwise qualified in accordance with the requirements set forth in the Bylaws and rules and regulations of UCO. An artificial entity shall include a corporation, partnership, LLC, trust or estate. The terms "Member(s)" and "Unit Owner(s)" shall be interchangeable. All Delegates, Alternate Delegates, Officers, Executive Board members and committee members must be Members of UCO.
- O. "Officers" shall mean the President, President Emeritus (as applicable), four Vice Presidents, the Treasurer, Corresponding Secretary and Recording Secretary and any additional Officers who may be appointed from time to time to assist with the operations of UCO. The term "Officers," as used in these Bylaws, shall not apply to members of the Executive Board.

- P. "Property" shall mean the real property titled to and owned by UCO.
- Q. "Recreation Area" shall mean the portions of the real property described within Century Village that are used for recreational purposes, including but not limited to the clubhouse and swimming pools, with the exception of private pools.
- R. "Unit Owners" shall mean the natural person or artificial entity record title holders of a condominium parcel located in Century Village, West Palm Beach and who have otherwise qualified in accordance with the requirements set forth in the Bylaws and rules and regulations of UCO. An artificial entity shall include a corporation, partnership, LLC, trust or estate. The terms "Unit Owner(s)" and "Member(s)" shall be interchangeable. All Delegates, Alternate Delegates, Officers, Executive Board members and committee members shall be Members of UCO.
- S. "Voting Interest" shall mean the vote assigned to each Delegate on behalf of the Condominium Association he or she represents. The Members of UCO do not have an individual voting interest.

ARTICLE III PURPOSES

The purposes of UCO shall be:

- A. To form a permanent organization of Delegates elected by the owners of residential condominium units of Century Village in West Palm Beach, Florida.
- B. To protect, promote, and carry out the common rights, collective interests and objectives of those unit owners.
- C. To open and maintain an office for the receipt of information and complaints relating to problems and issues of common concern and to undertake investigation, assistance and action, and to give advice as may be deemed appropriate in each instance.
- D. To establish and maintain relations with and avail itself of the services of individuals and organizations in such fields as law, accounting, engineering, investigation, public health, and other areas of expertise relevant to the purposes of the corporation.
- E. To keep the unit owners of Century Village informed on matters of common interest by any and all appropriate means, which includes a community newspaper called "*UCO Reporter*."
- F. UCO shall not interfere with the internal affairs of any Condominium Association, but may accept requests to work with Condominium Associations on matters of common concern, and may act as mediator in such disputes or problems within or between condominium

associations as may be requested by one or more Condominium Associations and agreed upon by all interested parties.

- G. To negotiate on behalf of its members in matters of common interest.
- H. To have and exercise all powers necessary or convenient to effect any and all of the purposes for which it was organized. UCO may join with other organizations or groups in furtherance of the foregoing purposes.

**ARTICLE IV
DELEGATE ASSEMBLY**

A. The affairs of UCO shall be managed by an Assembly of Delegates, which shall constitute the "Board of Directors" as that term is used in Florida Statutory Corporation Law. The Delegate Assembly shall consist of 349 Delegates representing the 309 Condominium Associations in Century Village. A total of two hundred eighty-four (284) Condominium Associations with twenty-six (26) units or fewer shall receive one (1) Delegate each. Associations with greater numbers of Unit Owners ("Members") shall be represented by the number of Delegates as follows:

Dover (1 Association)	9
Golfs Edge (1 Association)	7
Greenbrier (3 Associations)	6
Oxford 200 (1 Association)	2
Oxford 400 (1 Association)	2
Plymouth (3 Associations)	6
Southampton (3 Associations).....	9
Wellington (12 Associations)	24

1. Each Condominium Association shall appoint or elect its Delegate(s) at or before the date of the Condominium Association's annual meeting. Each Condominium Association President may designate, in writing, an Alternate from within his or her Condominium Association to replace himself or herself and any additional Delegate(s) from that Association. UCO shall recognize the President of such Condominium Association as its lawful Delegate until notified, in writing by the Association, of a change in presidency or that a different Delegate(s) and/or Alternate Delegate(s) has been chosen by the Association.
2. The Board of Administration of each Condominium Association shall submit to UCO, in writing, a list of its officers (President, Vice President, Secretary and Treasurer), Delegate(s) and Alternate Delegate(s) immediately following the election at the Association's annual meeting. This list must be submitted to the Corresponding Secretary by the close of business on the Wednesday prior to a Delegate Assembly and must bear the Association's Corporate Seal in order for a new Delegate or Alternate to be seated.

3. No Delegate or Alternate Delegate shall be eligible to serve as an Officer of UCO, nor shall a Delegate or Alternate Delegate represent the Members of more than one Condominium Association at the same time. A Delegate or seated Alternate Delegate may be removed or suspended from further participation at any given meeting by a vote of two thirds (2/3) of the Delegates present when the vote is taken.
- B. **GOOD FAITH.** Delegates and Alternate Delegates shall discharge their duties in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner they reasonably believe to be in the interests of their Association, UCO residents and Century Village. The Delegates and Alternate Delegates of UCO have a fiduciary responsibility to the Members and residents of Century Village who are served by UCO.
- C. **ABSENT DELEGATE.** An Alternate Delegate shall have the right to vote on any matter before the Delegates only if the Alternate Delegate is acting in place of an absent Delegate. A Delegate is considered absent if he or she has not signed in for the meeting.
- D. **POSTPONEMENT OF VOTE.** A motion to postpone a vote on any matter before the Delegates, if seconded and voted by a majority of Delegates, shall result in postponement to the next Delegate Assembly. A postponement must be taken up by the Delegate Assembly as Unfinished Business at its next regular meeting. No further postponements of a vote on the same matter shall be permitted.
- E. **ABSTENTION.** An abstention shall be recorded in the minutes as shall votes in favor or against.
- F. **CRIMINAL OFFENSES.** A Delegate or Alternate Delegate, Officer, or member of the Executive Board convicted of a felony theft or embezzlement offense involving UCO funds or property, or a Member's funds or property, shall automatically, and without any action required by UCO, be deemed removed from office, creating a vacancy in the office to be filled as provided in Article VII, Section I, and Article VIII, Section H, herein. The person who shall hold the office represented by the removed Delegate, Officer, or Executive Board member shall serve until the end of the period of the suspension or the end of the person's term of office, whichever occurs first. The Delegate, Alternate Delegate, Officer or Executive Board member under such circumstances shall also be deemed removed from any committee appointments as well. While such individual has such criminal charge pending, he or she may not be appointed or elected to a position as a Delegate, Alternate Delegate, Officer or member of the Executive Board of UCO.

ARTICLE V
MEETINGS OF THE DELEGATE ASSEMBLY

- A. **ANNUAL MEETING.** The annual meeting of the Delegate Assembly shall be held during the month of March of each year on such day and at such time and place as may be directed by the Officers Committee from time to time. UCO elections shall be held on the same day in March as the annual meeting.
- B. **NOMINATIONS FROM THE FLOOR.** At the February meeting of the Delegate Assembly each year, nominations from the floor for March elections shall be made according to the procedures outlined in Article IX, Committees, Section G, Search Nominations Committee.
- C. **REGULAR MEETINGS.** The Delegate Assembly shall hold regular meetings on the first Friday of each month, with changes of dates made at the discretion of the President. Copies of the agenda must be made available to the members of the Delegate Assembly prior to each meeting in a timely manner by all means available.
- D. **SPECIAL AND EMERGENCY MEETINGS.** Special meetings of the Delegate Assembly may be called at any time by the President or, in his or her absence, by one of the Vice Presidents; by a majority vote of the Delegate Assembly; or upon written request of seventy (70) Delegates. No business shall be transacted at any special meeting except as stated in the notice thereof. If the President declares that an emergency has arisen, a meeting may be called at his or her order and notice may be given by any and all means available.
- E. **NOTICE OF MEETINGS.** Notice of the date, time, and location of all meetings of the Delegate Assembly, and the purpose of special meetings, shall be given to each Delegate prior to each meeting in a timely manner by all means available. At the direction of the Corresponding Secretary of UCO or other person authorized to call the meeting, notice shall include publication in the *UCO Reporter*, via bulk email or broadcast on UCO community TV channels. Such notice shall specify the place, day and hour of the meeting, and shall include an agenda, and in the case of a special meeting, the purpose of the meeting. All Delegate Assembly meetings shall be open for attendance to all Members of UCO. If broadcast notice is provided, the notice and agenda must be broadcast on UCO community channels in a manner so as to allow the average reader enough time to read the entire content.
- F. **QUORUM AND VOTING.** The presence in person of one hundred seventeen (117) Delegates at any annual, regular or special meeting of the Delegate Assembly shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws.
1. Unless otherwise provided herein or in other governing documents, every act or decision by a majority of the Delegates present when a vote is taken at a duly held meeting at which there is a quorum shall be regarded as the act of the Delegate Assembly.

2. If a quorum is not present at any regular, special or emergency meetings of the Delegate Assembly, all motions passed by the Executive Board shall be enforceable as though passed by the Delegate Assembly, except for actions and proposals required by the Act, other applicable laws, the Articles of Incorporation or these bylaws, to be approved by the Assembly.
- G. **DELEGATE VOTING.** Delegates shall vote on behalf of the Condominium Associations that they represent. Only those persons whose names have been officially listed as Delegates or Alternates prior to the date of a Delegate Meeting or election shall be permitted to vote. Such votes must be cast in person. Proxy voting and absentee ballot shall not be permitted. When a Delegate is absent, the Alternate Delegate may vote in the Delegate's place. When both the Delegate and Alternate Delegate are present, the Delegate shall vote on all matters.
- H. **MAJORITY VOTE.** When a quorum is present at any meeting, the vote of a majority of the Delegates present when a vote is taken, including Alternate Delegates as appropriate, shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Articles of Incorporation, these Bylaws, or applicable law a different vote is required, in which case the express provision shall control.
- I. **MEETING PROCEDURE AND ORDER OF BUSINESS.** The order of business at all meetings shall be as prescribed in the agenda prepared by the Officers of UCO and submitted to the Delegates. Items not included on the agenda may not be discussed or voted upon at the meeting unless brought up under New Business with a motion made and seconded. The agenda shall include a period of "Good of the Order" for all those in attendance to informally ask questions or present information of general interest to Members and residents.
- J. **CONDUCT OF MEETINGS.** All Delegate meetings shall be conducted in accordance with the procedures set forth in the Articles of Incorporation and Bylaws, and within the guidelines of Robert's Rules of Order Newly Revised (RONR) adopted herein to the extent that the Articles of Incorporation or Bylaws do not specifically address the issue(s) or procedure(s) raised. The President may, for the sake of expedience, modify the procedures used for the conduct of a meeting unless overruled by a majority of the Delegates.
- K. **RIGHT TO SPEAK.** All Members shall have the right to speak at all meetings of the Delegate Assembly with reference to all items included on the agenda prior to a vote on such items by the Assembly. The Assembly is authorized to adopt reasonable rules, as amended from time to time, governing the frequency, duration and other manner of Member statements. Each Member shall be entitled to a reasonable period of time, as determined by Delegate Assembly rules, but never less than three (3) minutes, uninterrupted, in which to state his or her views on the matter being discussed.
- L. **MINUTES.** All meetings of the Delegate Assembly shall be audio/video-recorded by the Recording Secretary or other authorized Officer. Written minutes shall be prepared and submitted in a timely manner for publication in the next issue of the *UCO Reporter*. Once the

written minutes are approved by the Delegate Assembly at a duly called meeting, approved minutes and recordings of the meeting shall be preserved by the Secretary as an official record for a period of seven (7) years, at which time they shall be destroyed.

- M. ACCESS TO ANNUAL BUDGET. Any meeting at which a proposed annual budget shall be considered by the Delegates requires that said budget be made available for inspection by all Delegates and other Members at least ten (10) days prior to such a meeting. A copy of the proposed annual budget shall be made accessible to Delegates and other Members by all available means, which may include providing copies in the UCO office, electronic access, broadcast on UCO community TV channels and publication in the *UCO Reporter*.

ARTICLE VI POWERS AND DUTIES OF THE DELEGATE ASSEMBLY

- A. POWERS. The Delegate Assembly shall have the following powers:

1. Approve all personnel and third parties in the management office, maintenance, repair, and operation of the Property and provide access to available salary information upon request at the UCO office;
2. Delegate the authority in a written management agreement to enter into contracts for repairs to, or maintenance of, the Property;
3. Approve the development, redevelopment, utilization, alteration, acquisition or leasing of existing or additional adjacent properties;
4. Approve the costs to carry out the powers described in this Section, either by approving a separate line item for the acquisition in the capital expense budget for the year, or by a separate approval of the acquisition when the acquisition has not been budgeted or when its cost is substantially in excess of the amount budgeted;
5. Approve the borrowing of funds as may be necessary to implement the powers described in this Section, and approve the pledging of such UCO-owned assets, if necessary, as collateral for securing such borrowing;
6. Approve all budgets of UCO, with the authority to amend the budget by exercising a line item veto on items of two thousand five hundred dollars (\$2,500) or greater, including reserves. A motion for such a line item veto may be made at the Delegate Assembly at which the budget is being presented for approval. See also Article IX, Section H 3, Finance Committee;

7. Authorize and approve the hiring of experts and other professionals as deemed necessary for the management and operation of the Property and improvements located thereon;
8. Approve and adopt rules and regulations governing the use of the Property and improvements located thereon;
9. Approve the establishment of any committees deemed necessary to advise the Delegate Assembly or to implement the work of the Assembly;
10. Exercise for UCO all powers, duties and authority vested in or delegated to UCO by these Bylaws, the Articles of Incorporation, various agreements entered into by UCO, and not otherwise reserved to the Membership by other provisions of these governing documents;
11. Exercise all other powers necessary and convenient to implement the powers enumerated in this Article.

B. DUTIES. The Delegate Assembly shall perform the following duties:

1. Cause to be kept a complete record of all its acts and corporate affairs;
2. Supervise all Officers, agents and employees of UCO, and ensure that their duties are properly performed;
3. Fix the amount of the annual budget in advance of each fiscal year, as more fully provided in the Governing Documents;
4. Approve UCO insurance agreements, including appropriate insurance for all Officers or employees with fiscal responsibilities;
5. Ensure that UCO is a Licensed Community Association Management Firm (LCAMF) that shall have a Licensed Community Association Manager (LCAM) in its employ at all times;
6. Ensure UCO's compliance with all applicable laws.

ARTICLE VII
EXECUTIVE BOARD

- A. **DEFINITION.** The Executive Board shall constitute the "Executive Committee" as defined by Chapter 617, Florida Statutes, the Act, as that term is used in Florida Statutory Corporation Law. It shall consist of the President as Chairperson, all the Officers of UCO and an additional twenty (20) elected members. The ten (10) candidates with the highest vote totals shall be elected by the Delegates. The President may select for appointment additional members of the Executive Board, not to exceed four (4) in number, such that in each term served, four (4) appointments shall be available to the President, with each appointment subject to the approval of the Delegate Assembly. The President may not appoint the same individual more than twice regardless of the number of terms a President may serve.
- B. **TERM.** Executive Board members shall be elected to two-year staggered terms, with ten (10) members being elected on an annual basis. There is no limitation on the number of terms that elected members may serve. Members selected for appointment by the President shall serve terms up to one (1) year each, with such terms expiring at the Annual Installation, except in instances when the unexpired terms of the seats being filled exceed one (1) year.
- C. **POWERS.** The Executive Board shall have and may exercise the powers of the Delegate Assembly when less than a quorum is present at regular, special or emergency meetings of the Assembly. This provision shall apply to the consideration of all matters referred to it by the Officers Committee except for actions and proposals required by the Act, other applicable laws, the Articles of Incorporation or these Bylaws, to be approved by the Delegate Assembly. See Article V, Meetings of the Delegate Assembly, Section F, Quorum and Voting.
- D. **ELIGIBILITY.** A candidate or appointee, in order to be eligible to serve as a member of the Executive Board, must be a Member of UCO, declare his or her readiness to serve on at least two (2) committees, and be domiciled and in residence in Century Village for a period of not less than nine (9) months of each year during the term(s) which he or she serves. Any member of the Executive Board absent from five (5) or more meetings during his or her term, without prior notification to the President or Recording Secretary, shall be subject to removal. At a duly called meeting of the Executive Board at which a quorum is present, the affirmative vote of the majority of the members present when the vote is taken shall be necessary to revoke Executive Board membership because of excessive absence without notification. All Executive Board members shall serve without compensation of any kind.
- E. **QUORUM AND VOTING.** A majority of the non-Officer membership of the Executive Board shall constitute a quorum for the transaction of business at any regular, special, or emergency meeting of the Executive Board. The affirmative vote of a majority of the Executive Board members present when a vote is taken shall be considered the decision of the Executive Board unless a different vote is required by the Act, applicable law or the Articles of Incorporation or these Bylaws.

- F. **REGULAR MEETINGS.** The Executive Board shall hold regular meetings each month at such date, time, and location as may be established from time to time by the Executive Board. At all such meetings, the President, as part of the agenda, shall report the pertinent actions and events which have occurred since the preceding meeting. At all regular, special or emergency meetings of the Executive Board, each member's vote or abstention on every action must be recorded in the minutes.
- G. **SPECIAL AND EMERGENCY MEETINGS.** Special meetings of the Executive Board may be called at any time by the President or, in his or her absence, one of the Vice Presidents, or upon the written request of twelve (12) members of the Executive Board, for such purpose as may be specified in the request for such a meeting. If the President declares that an emergency has arisen, a meeting of the Executive Board may be called at his or her order, and notice shall be given by any and all means available.
- H. **NOTICE OF MEETINGS.** Notice of the date, time, and location of all meetings of the Executive Board and the purpose of special meetings shall be given to each member of the Executive Board prior to each meeting in a timely manner by all means available. Notice may be given by publication in the *UCO Reporter*, via bulk email or broadcast on any UCO community TV channel.
- I. **VACANCIES.** Any vacancy on the Executive Board which occurs at any time during an unexpired term shall be filled immediately, subject to approval of the Delegate Assembly. Candidates(s) who received the next highest number(s) of votes after the winners in the prior election shall fill the vacancy or vacancies for the remainder of the unexpired term. Should the list of candidates from that election be depleted, the UCO President may fill the opening(s), within fourteen (14) calendar days, from the four (4) appointments he or she is allowed to make during his or her term of office, subject to approval by the Delegate Assembly. The President may not appoint the same individual more than twice, regardless of the number of terms a President may serve. Should the number of Executive Board members fall below twenty (20), a special election shall be held to fill the vacancies to assure a 20-member Board.
- J. **REMOVAL FROM EXECUTIVE BOARD.** See Article VIII, Officers, Section J, Removal of Officers and Executive Board Members.

ARTICLE VIII OFFICERS

- A. **ENUMERATION OF OFFICERS.** The Officers of UCO shall be a President, four (4) Vice Presidents, a Treasurer, a Corresponding Secretary, a Recording Secretary and the President Emeritus. The Delegates shall elect the President, Recording Secretary, Corresponding Secretary and Treasurer by a plurality of the votes cast for each office. The two candidates for Vice President with the highest number of votes cast for the office shall be elected. Officers shall serve two-year terms upon installation in office, which shall occur no later than two weeks

following the election.

- B. **TERM.** Officers shall be elected to two-year terms and shall hold office until their successors have been elected and installed, or until an Officer's earlier resignation, disqualification, removal from office or death. No Officer shall hold more than one office at a time, and no Officer shall be term limited. The four (4) Vice Presidents shall serve staggered two-year terms.
- C. **ELIGIBILITY.** All Officers must be Members of UCO, and must be domiciled and reside in Century Village, West Palm Beach, Florida, for a period of not less than nine (9) months of each year served. An Officer is prohibited from being a Delegate while occupying his or her office. Should a sitting Delegate become an Officer, he or she must immediately resign from the Delegate Assembly. UCO employees may not serve as Officers without first resigning from their UCO employment. All Officers shall serve without compensation of any kind.
- D. **EX-OFFICIO MEMBERSHIP IN COMMITTEES.** An Officer shall be a member ex officio in all committees except for the Election Committee. A member ex-officio shall have the right but not the obligation to participate in the proceedings of committees, shall not be counted in determining the number required for quorum or whether a quorum is present at a meeting, and shall have the same voting rights as appointed committee members.
- E. **Duties of Officers.**
1. **PRESIDENT.** As the Chief Executive Officer of UCO, the President shall preside over all meetings of the Delegate Assembly, the Executive Board and the Officers Committee. He or she shall see that all orders and resolutions of the Delegate Assembly and the Executive Board are carried into effect, and shall act in accordance with the policy statements voted on and approved by the Delegate Assembly. He or she shall have general superintendence of all other Officers of UCO and shall see that their duties are properly performed; shall submit a report of the operations of UCO for the preceding year to the January meeting of the Delegate Assembly, or may publish the report in the *UCO Reporter*; shall report to the Executive Board all matters within his or her knowledge that the interests of UCO may require to be brought to their notice; shall see that all books, reports, and certificates, as required by law, are properly kept or filed; and shall be one of the Officers who, together with the Treasurer, shall sign the checks or drafts of UCO.
 2. **VICE PRESIDENTS.** The Vice Presidents shall have such powers and shall perform such duties as may be recommended by the President, including from time to time the designation of one of them to have all the powers and perform all the duties of the President during his or her absence. Each Vice President may have an advisory role with a number of UCO committees, the distribution of which is to be decided by the President. UCO Committees may also request that a Vice President serve as a committee advisor, see Article IX, Committees, Section B, Resource to Committee.

3. **TREASURER.** The Treasurer shall keep a full and correct account of all cash receipts and disbursements and deposit all funds in banks or financial institutions in the name of and to the credit of the organization. All such deposits must be secured by the United States government or in a bank as Certificates of Deposit. The Treasurer shall disburse the funds as needs may arise, accepting proper invoices or vouchers for such disbursements, and shall keep a full and accurate account of all financial transactions. Checks paid directly or as electronic payments issued on behalf of UCO must be signed by the President and the Treasurer. In the absence of the President or Treasurer, a Vice president may substitute for either. In the absence of both, two different Vice Presidents may substitute. Checks paid directly or as electronic payments shall not be issued which do not carry two (2) authorized signatures. The Treasurer shall serve as Chairman of the Finance Committee, and each year shall prepare, with the assistance of that committee, an annual budget for consideration by the Officers Committee at its September meeting, and by the Executive Board prior to a vote by the Delegate Assembly at its October meeting. He or she shall arrange for an annual audit of the books and records of the organization by a public accountant certified by the State of Florida, which shall be completed in a timely manner and the results presented to the Officers, Executive Board and the Delegate Assembly.
 4. **CORRESPONDING SECRETARY.** The Corresponding Secretary shall give, or cause to be given, notice of all special meetings of the Delegate Assembly and the Executive Board, and shall keep a record of the names and addresses of the Officers, Delegates, Alternates and committee members. Alternate or additional duties shall be determined by the President.
 5. **RECORDING SECRETARY.** The Recording Secretary shall take and keep full minutes of all meetings of the Delegate Assembly, the Executive Board and the Officers Committee. He or she shall attend the meetings of those bodies and record all their acts, votes and statements of policy. The minutes of all proceedings shall be read at the next meeting of the Delegate Assembly, the Executive Board and the Officers Committee, or in the alternative, may be duplicated for reading prior to the meeting by those in attendance.
 6. **PRESIDENT EMERITUS.** The President Emeritus shall perform such duties as may be requested by the current President. The position of President Emeritus shall be held without election by each retiring President during the first term of his or her immediate successor. The President Emeritus shall not be counted in determining the number required for a quorum or whether a quorum is present at a committee meeting but shall have the same voting rights as appointed committee members.
- F. **TEMPORARY ABSENCE AT MEETINGS.** In the event that it is necessary for the President to vacate the chair during a meeting, or to be absent from any meeting of the Delegate Assembly, Executive Board or Officers Committee, the President shall select an Officer to preside over the meeting in his or her place.

- G. **UP-TO-DATE TECHNOLOGY.** The Officers shall continue to review and recommend the latest technologies available for voting, communications, data security and other relevant advances as may arise. Such technologies must incorporate adequate security measures to guard against fraud and unauthorized use. Once considered by the Executive Board, recommendations shall be submitted to the Delegate Assembly for final approval.
- H. **VACANCIES.** Any vacancy of an elected Officer occurring before the expiration of a term shall be filled by the affirmative vote of the majority of the remaining Officers Committee members, subject to approval by the Delegate Assembly at the next meeting at which a quorum is present. In the event that the remaining Officers fail to agree on a selection, or the Delegate Assembly fails to approve the selection, a special election for the vacant office shall be called by the Delegate Assembly. The Officer filling such a vacancy shall serve for the unexpired term of the Officer being replaced. In the event of a vacancy in the office of a Vice President, with fewer than four (4) months remaining until the completion of the term, the remaining Officers may determine that the vacancy shall remain unfilled until the regular election is held.
- I. **LEAVE OF ABSENCE.** Should an Officer voluntarily request a leave of absence from his or her duties or should an Officer be unable to perform his or her duties for a period of three months or more, for reasons deemed appropriate by the Officers Committee, including medical necessity or family emergency, then the Officers Committee shall propose to the Delegate Assembly for approval a replacement to serve for the unexpired term of the absent Officer or until such time as the absent Officer returns, resigns or is determined to be unable to return. Unless his or her term has expired, a returning Officer from a medical leave of absence shall be required to show a doctor's certification of readiness to resume the duties of the office and submit same to the Officers.
- J. **REMOVAL FROM OFFICE.** Any Officer or Executive Board member may be removed for cause, based on submission to the Treasurer, or to the President if the Treasurer is charged, of written charges in a petition signed by no fewer than one hundred (100) Delegates, after which an inquiry into the charges shall be made according to the following procedures:
1. In the event that the President is charged, the members of the Officers Committee, excluding the President, shall appoint a Board of Inquiry. The Board of Inquiry shall be composed of no fewer than five (5) and no greater than seven (7) Members of UCO, and this Board shall conduct a hearing expeditiously. The Board of Inquiry shall choose a chairperson from among its members.
 2. In the event that an Officer other than the President is charged, or an Executive Board member is charged, the President shall appoint a Board of Inquiry composed of no fewer than five (5) and no greater than seven (7) Members of UCO, which shall conduct a hearing expeditiously. The Board of Inquiry shall choose its chairperson from among its members.

3. The person charged and the complainant(s) shall not be members of the Board of Inquiry but shall be invited to appear before it. The Board shall determine the protocols for the Inquiry, except that the hearing portion of the Inquiry shall be open and only principals shall speak. Minutes shall be taken for the record.
4. Following the completion of the hearing, the Board of Inquiry shall report its recommendation to a special meeting of the Delegate Assembly, after which the Delegates shall vote. The person charged and the complainant(s) shall be invited to appear before this Assembly but shall not be considered for quorum purposes and shall have no vote pertaining to these charges. Delegates may speak at this meeting.
5. Notwithstanding any recommendation from the Board of Inquiry, the affirmative vote of two-thirds (2/3) of the Delegates present when the vote is called at a duly called meeting of the Delegate Assembly, provided a quorum is present, shall be required to remove an Officer or member of the Executive Board. Should removal be voted, any vacancies created thereby shall be filled in the manner provided in these Bylaws for the filling of vacancies of Officers or Executive Board.

ARTICLE IX COMMITTEES

- A. **STANDING AND AD HOC COMMITTEES.** The President, with the advice and consent of the Officers Committee, shall create all standing and ad hoc committees and appoint the chairpersons thereof unless a different requirement is specified in these Bylaws. The chairperson of each committee, with the advice and consent of the Officers Committee, shall populate the committee. Any Member of UCO may be selected to serve as a member of any committee. Committees shall keep detailed and accurate records of their proceedings, including the vote or abstention of any member on any matter which comes before the committee. The President, with the advice and consent of the Officers Committee, shall determine the mission and term of service of any such committee, unless otherwise provided in these Bylaws. If the term of service of a committee is not otherwise designated, it shall be until the next March meeting of the Delegate Assembly. Committees thus formed may seek advice from whomever they desire but may not incur any expense or obligate UCO for any expenditure without prior authorization.
1. The President, with the advice and consent of the Officers Committee, may appoint UCO Members and/or the Licensed Community Association Manager (LCAM) as members of all committees, with the exception of the Officers Committee. The LCAM shall not be a voting member of any committee.
 2. The Delegate Assembly may by a majority vote create additional committees, specify the duties of each such committee and the requirements of election or appointment thereto;

and may alter or dissolve such additional committees. Persons on such committees shall not by virtue of their committee membership be members of the Executive Board, nor shall they be considered Officers of UCO. They shall have identical voting privileges as those on all standing UCO committees.

- B. **RESOURCE TO COMMITTEE.** If requested by a Committee Chairperson, the President, with the advice and consent of the Officers Committee, shall appoint a UCO Officer to such committee to serve as a resource.
- C. **RESPONSIBILITIES OF COMMITTEES.**
1. Formulate a general policy regarding the activities within the area of responsibility of the committee. This general policy shall be submitted to the Officers Committee for its approval and, once approved, shall then be implemented by the committee;
 2. Analyze and determine finances related to the area of responsibility of the committee and submit a budget in April to the Finance committee for the committee's activities for the coming year;
 3. Evaluate such additional information and subject matter as directed by the Delegate Assembly.
 4. From time to time as appropriate, make recommendations to the Officers Committee, which shall consider those recommendations, submit them to the Executive Board for further consideration, and then submit them to the Delegate Assembly.
- D. **CONDUCT OF COMMITTEE.** All committee meetings shall be conducted in accordance with the guidelines of Robert's Rules of Order Newly Revised (RONR). In the event that a disruptive committee member(s) or guest(s) refuses to cease negative behavior, the chairperson is responsible to return the meeting to order. The chairperson may call for a motion to ban the disruptor(s) from the remainder of the meeting. If the motion passes and the disruptor(s) refuse to leave the meeting, the chairperson may call the Sheriff's Office on the grounds that, upon the vote of the committee, the disruptor(s) are officially trespassing and should be removed.
- E. **DISCHARGE.** The President, with the advice and consent of the Officers Committee, may discharge a committee chairperson for cause. The committee chairperson, with the advice and consent of the Officers Committee, and for reasons agreed upon by a majority of the committee's members, may discharge a member for cause. The president discharging a chairperson, or committee chairperson discharging a member, shall notify the person of the discharge and the cause.
- F. **Standing Committees.** These committees are defined as core, permanent committees which operate year-round and continue year to year. A proposal originated by a standing committee, then considered by the Officers Committee, the Executive Board and Delegate

Assembly, may be returned by the Delegate Assembly to that committee for further research or information when only one or two items prevent acceptance. The revised proposal may then be resubmitted to the Delegate Assembly for vote. The list of standing committees follows in Sections G-X.

G. SEARCH NOMINATIONS COMMITTEE.

1. In the month of October, the committee chairperson shall be named, the committee shall be populated, and meetings shall be held until the UCO election in March is completed, unless additional meetings should be called by the chairperson. The function of the Search Nominations Committee shall be to compile a slate of all eligible nominees for the various offices and the ten (10) Executive Board positions and to submit same at the February meeting of the Delegate Assembly. The phrase "all eligible nominees" shall mean all persons who declare their intent to be a candidate and who meet the following requirements:
 - a. Officers — Membership in UCO, domiciled and in residence in Century Village, West Palm Beach, Florida for a period of not less than nine (9) months of each year during the term in which they serve.
 - b. Executive Board — Membership in UCO, domiciled and in residence in Century Village, West Palm Beach, Florida for a period of not less than nine (9) months of each year during the term in which they serve, and readiness to serve on at least two (2) UCO committees.
2. This committee shall also be responsible to develop and implement a plan to seek out and encourage UCO Members who are ready, willing and able to come forward as qualified candidates in the annual UCO elections. Only UCO Members may run for election.
3. Candidates for open positions in the March UCO elections shall submit their biographies, as their statement of intent to run, by the date stipulated by the committee. Biographies shall be submitted to the Search Nominations Committee member(s) designated to receive and vet biographies. During the Delegate Assembly in February, the Search Nominations Committee shall conduct nominations from the floor:
 - a. Only Delegates may nominate candidates and second nominations. A Delegate may nominate or second multiple candidates for multiple offices according to the guidelines set by the Search Nominations Committee. The nomination shall be seconded by one (1) Delegate. Any nominee who has already been nominated for another office or Executive Board membership shall openly decline one nomination and elect to accept the other.

- b. All candidates for election, including candidates nominated from the floor, shall submit their biographies to the committee according to the same deadline, so that all biographies may be published in the March issue of the *UCO Reporter*.

H. FINANCE COMMITTEE.

1. The Finance Committee shall consist of the Treasurer as chairperson and at least four (4) UCO Members designated by the Treasurer, with the advice and consent of the Officers Committee, and with such powers and duties as may be stipulated by a vote of the Officers Committee and the Executive Board. Among such duties shall be to study the monetary needs of UCO and to present to the Officers Committee and the Executive Board at their September meetings, a proposed budget for the next calendar year.
2. This proposed budget may be amended by the Officers Committee and the Executive Board and shall be submitted to the Delegate Assembly at its October meeting for consideration and approval. In the event that the Delegate Assembly does not approve the budget at the October meeting, the budget currently in place shall prevail until such time as a new budget is approved. After the budget has been approved for the coming calendar year, the Finance Committee shall make a continuing study of the actual and projected income and expenses, shall forecast the excesses or deficits expected to exist by the end of the calendar year, and shall make recommendations for bringing the finances of UCO into line.
3. The Delegates shall have the authority to amend the budget by exercising a line item veto of two thousand five hundred dollars (\$2,500) or greater, including reserves. A motion for such a line item veto may be made at the Delegate Assembly at which the budget is being presented for approval. See also Article VI, Powers and Duties of Delegate Assembly.
4. The committee shall submit its recommendations as to the dollar amount of dues per condominium unit per year to the Delegate Assembly for its final consideration.
5. The fiscal year shall be the calendar year unless changed by vote of the Delegate Assembly upon recommendation of the Finance Committee.
6. Expenditures not previously budgeted, in excess of two thousand five hundred dollars (\$2,500), must be approved in advance by the Officers Committee, the Executive Board and the Delegate Assembly. Requests for expenditures under two thousand five hundred dollars (\$2,500), not previously budgeted, shall be presented to the President for his or her approval.

I. OFFICERS COMMITTEE.

1. This committee shall consist exclusively of all the Officers of UCO. It shall meet at least once each month at the UCO office at a date and time set by the President. This meeting shall be held prior to the next Executive Board meeting and at least one week prior to the Delegate Assembly meeting. The President may call an emergency meeting at any time.
2. It shall be the duty of the committee to consider all matters referred to it by any of the following: the Delegate Assembly; the Executive Board; a UCO Committee; the Board of Directors of a Condominium Association; or a UCO Member who has submitted the matter in writing to the committee.
3. The committee shall report all pertinent matters discussed by it to the Executive Board, with or without recommendation. No matter shall be submitted to the Executive Board without prior consideration by the Officers Committee.

J. ELECTION COMMITTEE.

1. The Election Committee shall be responsible to carry out the elections of UCO Officers and Executive Board members. Paper ballot or electronic voting may be used as the committee deems appropriate, with the advice and consent of the Officers Committee. An independent third party shall count paper ballots.
2. No Officer or member of the Executive Board or candidate for any such seat, or spouse or significant other, may be appointed to the Election Committee.
3. Any member of the Election Committee shall resign immediately should he or she accept a nomination to an Officer's position or to the Executive Board, and the President shall immediately appoint a replacement, with the advice and consent of the Officers Committee.
4. In the event of a tie vote for an Officer's position, the President shall call for an electronic re-vote as appropriate, or for a special election to be held within five (5) working days to resolve the tie, unless one of the candidates should voluntarily withdraw. In a tie for first place for Vice President, both candidates shall be considered to have been elected. In a tie for second place for Vice President, the President shall call for an electronic re-vote or special election as above.
5. In the event of a tie vote for two or more candidates for the same seat on the Executive Board, the President shall call for an electronic re-vote or special election as above, or name all candidates involved in the tie to the Board. In the event of a tie vote for the tenth (10th) seat on the Executive Board, the President shall call for an electronic re-vote or special election as above, or name the tied candidates to the Board from the four (4) appointments he or she is permitted to make. See Article VII, Executive Board, Definition,

regarding appointments by the President.

6. All candidates who take office or Executive Board membership through special election, electronic re-vote or appointment by the President shall be considered to have been elected by the Delegate Assembly and the number for quorum adjusted accordingly.

K. COMMUNICATIONS COMMITTEE.

1. This committee shall be responsible for all official communications for the residents of Century Village, including the *UCO Reporter*, the official publication of the United Civic Organization, Century Village, West Palm Beach; UCO community TV channels; and internet media.
2. The committee shall prepare, publish and arrange for distribution of the *UCO Reporter*, flyers, booklets, etc., which have been authorized by the UCO Delegate Assembly, or in the case of an emergency, by the UCO Executive Board. The committee shall manage the operation of UCO community TV channels and internet media.
3. The *UCO Reporter* shall consist of an Editor, or Co-Editors if applicable, selected by the President and subject to the approval of the Officers Committee, the Executive Board, and the Delegate Assembly. No Officer may serve in any editorial position on the *UCO Reporter*. There shall be no more than four (4) Associate Editors who will be selected by the Editor or Co-Editors. The editorial content of the *UCO Reporter*, UCO community TV channels and internet media shall be determined by the Editor, subject to the approval of the Communications Committee. It shall be the responsibility of the Associate Editors to assist and advise the Editor.

L. OPERATIONS COMMITTEE. In accordance with Schedule 2 of the Millennium Amendment to the Long-Term Lease, the function of the Operations Committee formed by UCO and chaired by the UCO President shall be related to the operation of the recreational facilities of Century Village, West Palm Beach. Said function shall include, but not be limited to, the making of all policy and control of all budgetary matters regarding operational expenses. The Operations Committee shall consist of all the Officers of UCO and any other UCO Members or other consultant(s) appointed by the President, with the advice and consent of the Officers Committee. The committee's duties and responsibilities are detailed in the Millennium Operating Agreement.

M. SECURITY COMMITTEE. This committee shall be responsible for all security at Century Village, including the manned security guard gates and roving patrols. The committee shall also administer all security rules and regulations under current agreements with the West Palm Recreation Facility (WPRF) or its successors.

N. BROADBAND COMMITTEE. This committee shall be responsible to obtain the best price and value for bulk video entertainment, optional internet services and telephony for all

residents in Century Village. The committee shall review proposals from various broadband providers and present its recommendations to the Officers Committee, which shall consider the recommendations and submit them to the Executive Board, which shall consider the recommendations and/or refer them to the Delegate Assembly for approval.

- O. **TRANSPORTATION COMMITTEE.** This committee shall be responsible for the transportation system at Century Village and shall promulgate all rules and regulations concerning the operation of the transportation system. Additionally, the committee shall be responsible for ensuring adherence to all elements contained in any contract as approved by the Delegate Assembly that shall be entered into between UCO and a transportation provider.
- P. **BID AND INFRASTRUCTURE COMMITTEE.**
1. The Bid and Infrastructure Committee shall be responsible to oversee purchases made by UCO and West Palm Beach Recreational Facility (WPRF) on behalf of UCO residents. The committee shall research market costs, specifications and quality for any products and services it recommends for purchase.
 2. When bids are solicited at large, those in excess of two thousand five hundred dollars (\$2,500) budgeted, or any unbudgeted amounts of monies, must go before the Bid Committee, with the exception of the President's privilege of two thousand five hundred dollars (\$2,500). Three bids are required if possible to obtain.
 3. No UCO Member outside the committee shall be permitted to contact a vendor while a contract is in negotiation. Contacts with bidders are the responsibility of the LCAM or WPRF. Projects may not be subdivided by cost or any other factor in order to circumvent examination by the Bid Committee.
 4. Any bid must be communicated to the committee a minimum of four (4) days before the meeting at which the bid is to be presented.
 5. This committee shall also be responsible for the repair and maintenance of all UCO-owned property and infrastructure.
- Q. **INSURANCE COMMITTEE.** This committee shall review proposals from various insurance companies to obtain the best possible price and coverage for all Condominium Associations of Century Village. Any policies negotiated by this committee shall apportion the appropriate deductibles to each Condominium Association under its coverage. The committee shall also review and recommend proposals to obtain the best price and coverage for UCO exposures.
- R. **INVESTIGATIONS COMMITTEE.** This committee shall be responsible to provide applications and to process investigations of prospective purchasers, residents, occupants, companions and tenants for units in participating Condominium Associations in Century Village. All members of the committee shall be required to sign a confidentiality agreement to protect the privacy of information and individuals participating in investigations.

- S. **ADVISORY COMMITTEE.** This committee shall review proposed bylaw amendments according to the procedures defined in Article XII, Amendment. The committee shall periodically review bylaws to assure compliance with Articles of Incorporation, other governing documents, changing legislation and best practices of UCO. Any proposed amendments resulting from these reviews shall be addressed according to the procedures in Article XII, Amendment.
- T. **BEAUTIFICATION COMMITTEE.** In coordination with the Bid and Infrastructure Committee, the Beautification Committee shall be responsible for budgeting, planting and landscaping projects throughout Century Village on Property owned and managed by UCO. Responsibilities shall include changes to signage, lighting and design of entrances to Century Village. The committee, along with the Bid and Infrastructure Committee, shall supervise all such activities with help and advice from the Licensed Community Association Manager (LCAM).
- U. **MAINTENANCE AND SERVICES COMMITTEE.** This committee shall be the liaison to the appropriate authorities representing Management in the Village. It shall bring to Management's attention any and all omissions in the execution of the contract between Management on one side and UCO, the Associations and residents of Century Village on the other.
- V. **COMMUNITY EMERGENCY RESPONSE TEAM (CERT).**
1. CERT shall be responsible for preparations within the entirety of Century Village for hurricanes and any other natural emergencies. CERT shall take necessary steps after such emergencies, working in full collaboration with outside agencies such as FEMA, Fire Rescue, the Sheriff's office and Management's representatives in the Village. The Committee shall maintain a link with these agencies and shall be guided by their instructions.
 2. The committee shall maintain the necessary materials and supplies to ensure its successful operation in case of an emergency. The committee shall be assisted by security personnel to ensure an adequate number of security officers in Century Village when an emergency occurs. The committee shall be empowered to call upon members of the UCO Security Committee, Citizens Observation Patrol (COP) and the Bid and Infrastructure Committee for assistance.
- W. **SPECIAL EVENTS COMMITTEE.** This committee shall be responsible for planning and coordinating events approved by the Delegate Assembly such as:
1. Newcomers Welcome
 2. Volunteers Luncheon
 3. Centenarians Luncheon
 4. Officers Installation Luncheon

- X. **STRATEGIC PLANNING COMMITTEE.** This committee is responsible for long-term planning for the maintenance and operation of the Property for the benefit of UCO Members.
- Y. **AD HOC COMMITTEES.** Ad hoc committees created by the UCO President are defined as temporary, project-based and responsible to address specific issues in limited time frames. Ad hoc committees shall report and make recommendations to the Officers Committee, which shall consider those recommendations and refer them to the Executive Board for consideration, after which they shall be referred to the Delegate Assembly for approval.

ARTICLE X BOOKS AND RECORDS

- A. In accordance with Chapter 617, Florida Statutes, the books, records and papers of UCO shall, at all times during reasonable business hours, be subject to inspection by any Member or authorized representative of a Member, and such books, records and papers shall be maintained within forty-five (45) miles of the Property. The right to inspect shall include the right to make or obtain copies at the reasonable expense of the requesting party, or at no expense if the requesting party agrees to receive the records electronically. The governing documents of UCO shall be available for inspection by any Member or authorized representative of a Member at the principal office of UCO, where copies may be purchased or reviewed electronically.
- B. A Member may inspect and copy the records only if the Member's demand is made in good faith and the records are directly connected with the Member's purpose. The Member shall be required to provide with reasonable particularity the reason that the records are being requested. Such records shall be made available to the Member or the Member's authorized representative within ten (10) business days of receipt of a written request.

ARTICLE XI CORPORATE SEAL

UCO shall have a seal in circular form having within its circumference the name of UCO, the year and state of incorporation and the words "Corporation not for profit."

ARTICLE XII
AMENDMENT

- A. METHOD OF AMENDMENT. Amendments to the UCO Bylaws shall be proposed by any of the following methods:
1. a resolution of the UCO Officers Committee;
 2. a resolution of the UCO Advisory Committee;
 3. a petition from any UCO Member submitted in writing or as an online petition from an independent third-party website, with signatures from one hundred (100) UCO Members. Only one (1) UCO Member per unit may sign the petition, and no Member may sign for more than one unit, regardless of the number of units the Member may own.
- B. A proposed amendment which originates in the Officers Committee must be approved by the Advisory Committee and vice versa or it may not be sent to the Executive Board and Delegate Assembly for consideration. Delegates may not vote on a proposed amendment submitted as a motion from the Assembly floor if the proposed amendment has not been considered by the Advisory Committee, Officers Committee and the Executive Board.
- C. Any petition from a UCO Member shall be submitted to the Advisory Committee for verification of petition signatures by the UCO Record Keeper or other UCO office person designated by the President.
1. After due deliberation, the Advisory Committee shall make its recommendation for approval or disapproval to the Officers' Committee which, after due deliberation, shall present the proposed amendment with its recommendation for approval or disapproval to the Executive Board. The Executive Board, after due deliberation, shall either approve or disapprove the proposed amendment, after which it shall be published in the next issue of the *UCO Reporter* and shall be read and considered by the Delegate Assembly at the meeting immediately following its publication.
 2. The recommendations of the Advisory Committee, Officers Committee and Executive Board may be shared with each other during the approval process, and the recommendations of all three groups shall be offered as part of the discussion before the Delegate Assembly. Approval of the proposed amendment requires an affirmative vote of not less than two-thirds (2/3) of of the Delegates present when the vote is called. A petition that has been voted down by Delegates may not be resubmitted within twelve (12) months of the original submission.

ARTICLE XIII
UCO SUNSHINE AMENDMENT

All meetings of the Delegate Assembly, Executive Board and UCO committees shall be open to the Members with the exception of meetings with legal counsel present to discuss pending or proposed litigation or meetings to discuss personnel issues, which are permitted to be closed.

ARTICLE XIV
RULE MAKING AUTHORITY

The Delegates, Executive Board and UCO committees may make reasonable rules and regulations for the orderly conduct of their meetings that are not in conflict with these Bylaws, the Articles of Incorporation of UCO and UCO rules and regulations, duly adopted by the Delegate Assembly. Such rules include but are not limited to restricting the frequency with which an individual may speak, requesting that a representative on each side of the issue speak rather than everyone present and rules regarding the participation of members and non-members.

ARTICLE XV
CONFLICTS

- A. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.
- B. The conflict of interest provision applies to UCO Officers, Delegates, UCO committee members and business entities that are owned (in whole or in part) by UCO officers, UCO committee members or UCO Delegates.
- C. This provision applies to UCO employees or to Century Village Members who serve as UCO Officers, UCO committee members or UCO Delegates.
- D. The parties described above must disclose the nature of their conflict and are not permitted to vote on contracts or transactions where there is a conflict.
 - 1. No contract or other transaction between UCO and one or more of its Delegates or between any other business entity in which one or more of the business entity's directors are UCO Officers, Delegates or who are financially interested in that business entity, shall be either void or voidable because of such relationship or interest when such interested UCO Delegate(s) are present at the meeting of a) the Delegate Assembly where it was approved, or b) are present at a UCO committee thereof which authorizes, approves, or ratifies such contract or transaction, or c) because the UCO Delegate votes are counted for approval.

2. Provided, however, such contract or other transaction shall not be void or voidable, if
- a) the fact of such relationship or interest is disclosed or known to the UCO Delegate Assembly or UCO committee which authorizes or approves the contract or transaction by a vote or consent sufficient for the purpose or approval without counting the votes or consents of such interested UCO Delegate;
 - b) the fact of such relationship or interest is disclosed or known to the UCO Delegate Assembly entitled to vote on such contract or transaction, if any, and they authorize or approve it by vote or written consent; or
 - c) the contract or transaction is fair and reasonable as to UCO at the time it is authorized by the Delegate Assembly or a UCO committee.

I hereby certify that the Bylaws shown above constitute a true and correct copy of the Bylaws of the United Civic Organization, Inc., adopted November 19th, 1982, and duly amended from time to time, the last amendments having been adopted at a meeting of the Delegate Assembly of said above mentioned corporation duly held on _____ (Month and Day), 2020.

Dated West Palm Beach, Florida, this _____ (Day) of _____ (Month), 2020

Signature, Secretary _____