

Lake Cherokee Neighborhood Association

Bylaws (2026 Revision)

Article I. Name

The organization shall be known as the **Lake Cherokee Neighborhood Association, Inc. a non-profit Florida Corporation**, (herein called LCNA or the Association). The Lake Cherokee Neighborhood Association is a voluntary civic association. It is not a legally binding or mandatory homeowners or condominium type association.

Article II. Purpose

The Association's purpose is to foster a welcoming, safe, and vibrant neighborhood while honoring and preserving its unique historic character and significance. LCNA is committed to responsible stewardship of all community resources—historic and modern—through collaboration, respect, and shared commitment. This vision is achieved through active participation by residents in partnership with city leaders and staff.

Article III. Boundaries

LCNA represents properties located within the boundaries of the City of Orlando's designated **Lake Cherokee Historic District**, defined as:

- North: East–West Expressway
- East: Summerlin Avenue
- West: Orange Avenue
- South: Cherokee Drive, Euclid Avenue, Delaney Avenue, and Gore Street

Refer to *Attachment A – Lake Cherokee Historic District Map*.

Article IV. Membership

1. Eligibility

Membership is open to anyone who resides within the Lake Cherokee Historic District.

2. Voting Members

Each occupied residential unit within the Lake Cherokee Historic District is

allocated one (1) vote. For purposes of these Bylaws, a "residential unit" includes:

- A primary dwelling at a given address;
- An accessory dwelling unit (ADU) located on the same parcel as a primary dwelling; and
- Each individual unit within a multifamily dwelling (MDU).

Each residential unit generates one independent vote regardless of whether it shares a street address or parcel with another unit. A single individual or tenant may occupy only one residential unit and is therefore entitled to cast only one vote, irrespective of any ownership or occupancy interest in additional units.

3. **To cast a vote**, an eligible resident must complete a Membership Application and agree to the current bylaws as amended.

Article V. Association Funding.

1. General Solicitations

From time to time, the LCNA will invite our members to contribute toward the programs, maintenance, and community experiences that make our neighborhood exceptional. By being part of the Association, you agree to receive these occasional fundraising invitations—and we encourage you to participate in whatever way feels right for you. Every contribution, large or small, helps keep our community strong, vibrant, and thriving. All contributions, donations, and fundraising participation shall be voluntary. Failure to contribute financially shall not restrict membership rights or participation in Association activities.

2. Grants and other sources of funding

These bylaws authorize the Association to apply for Grants and other sources of funding to achieve the purposes outlined in Article II. No dues, assessments, fees, liens, or financial obligations shall be imposed upon any property owner or resident by virtue of membership or residency within the Association boundaries.

3. Restricted Funds

Money collected for a specific project shall be used exclusively for that designated purpose. Unspent funds will be maintained separately for a period of two years, and then revert to the General Fund.

Article VI. Budget and Expenditures

Section 1. Annual Budget

The Board of Directors shall prepare and present a proposed annual budget for the calendar year to the General Membership for approval. The budget will include allocations for committees and Association priorities. The budget will be provided to the members Seven (7) days prior to the meeting for review.

Section 2. Annual Financial Report

The Treasurer shall provide an annual financial report for the prior calendar year in conjunction with the proposed budget Seven (7) days prior to the meeting for review by the General Membership showing:

- Prior Years Approved budget
- Actual expenditures
- Current bank balances

This ensures financial transparency and accountability.

Section 3. Expenditure Guidelines

- Committees may spend funds in accordance with the approved budget.
- Expenditures exceeding approved allocations require prior approval from the Board of Directors.
- The Treasurer shall maintain records of all donations and expenses, with receipts required for all transactions.
- Payments must align with committee objectives and must not involve undisclosed conflicts of interest.

Section 4. Depository

The depository of the Association will be banks or similar institutions as designated from time to time by the board of directors and from which the Treasurer shall disburse funds by check in accordance with procedures approved by the board of directors. The authorized signatures on the designated accounts shall be the Secretary and the Treasurer of the Association. Checks for payment of approved ongoing monthly expenses for less than fifty (50) dollars require only the signature of the Treasurer. All other checks shall require the additional signature of the Secretary.

Section 5. Fidelity Bonds

Fidelity bonds may be required by the board of directors from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the directors. The premiums for such bonds shall be paid by the Association.

Section 6. Fiscal Year

The fiscal year of the Association shall commence on January 1 and end on December 31 of each calendar year. All budgets, financial reports, and tax filings shall be prepared on this fiscal year basis.

Section 7. Member Records Inspection Rights

Members in good standing shall have the right, upon written request to the Secretary, to inspect and copy the following Association records during regular business hours or at a mutually agreed time: (a) the current bylaws and all amendments; (b) minutes of all General and Special Meetings for the preceding three (3) years; (c) the most recent annual financial report; and (d) the names and contact information of current Directors and officers. This right is conferred in accordance with F.S. §617.1601 and shall not be used for purposes adverse to the interests of the Association. The Board may adopt reasonable procedures governing the time, place, and manner of inspection.

Article VII. Meetings

Section 1. General Meetings

General Meetings shall be held quarterly, typically on the fourth Monday of the designated month, unless otherwise determined by the Board. Notice shall be provided at least ten (10) days in advance. General Meetings are open to all members.

Section 2. Special Meetings

Special Meetings of the Board may be called as needed. Notice will be provided to Board members at least three (3) days in advance. Special Meetings are open to all members.

Section 3. Committee Meetings

Committees may meet as needed. Meetings are open to all members and guests invited by the Committee Chairperson.

Section 4. Organizational Meeting

The organizational meeting of a newly elected Board of Directors shall be held within fifteen (15) days of their election at such time and place as determined by the outgoing Board and announced at the annual meeting. The first order of business shall be the

election of officers. The Director who has served the longest continuous term on the Board shall preside over the organizational meeting, including the election of officers. If no incumbent Director is available or willing to preside, the members present shall elect a temporary chair by majority vote.

Section 5. Electronic Participation & Minutes

Participation by electronic means is permitted and shall constitute presence for purposes of attendance, quorum and voting. The Secretary or other designee shall record meeting minutes, distribute them electronically within seven (7) days, and read actions from General and Special Meetings into the record at the next General Meeting. Committee Meeting minutes should be reported at the next General Meeting.

Article VIII. Elections and Board Composition

Section 1. Number of Directors, Eligibility and Term Limits

1. The Board shall consist of **seven (7) Directors**.
2. Terms shall be **two (2) years**.
3. Directors may serve up to **two (2) consecutive terms**. After reaching the limit, a Director must wait twelve (12) months before being eligible again.
4. Approximately one-half of the Board seats shall be elected each year. Initial implementation of staggered terms shall be determined by the Board at its Annual meeting.
5. Directors should be able to act independently on behalf of the Association and its residents. A person whose public role includes direct decision-making authority over matters affecting the neighborhood is not eligible to serve as a Director while holding that role. This includes elected officials and appointed members of governmental bodies with binding jurisdiction over such matters, but does not extend to purely advisory roles without binding authority. A Director who assumes such a position during their term is encouraged to notify the Board; where a direct conflict is confirmed, the seat shall be vacated and filled consistent with these Bylaws.
6. Directors shall be elected solely by the Membership, except the Board may fill vacancies occurring between elections. Any voting member is eligible. Partial terms do not count toward term limits. Mid-term appointments are to be sustained at the next General Meeting. If not approved by the Membership, a new appointment is to be presented at the next General Meeting, until the position is filled. Directors not yet sustained may not participate in Board votes.

7. A Director who fails to attend three (3) consecutive duly noticed General Meetings, or who attends fewer than fifty percent (50%) of General Meetings within any rolling twelve-month period (provided there's no less than four meetings), shall be deemed to have resigned automatically, and the position shall be declared vacant. The Board shall record the vacancy in the meeting minutes and may fill the position pursuant to these Bylaws.

Removal for Cause or by Members: A Director may be removed for cause — including, without limitation, violation of the Code of Ethics, breach of fiduciary duty, conduct detrimental to the Association, or failure to comply with these Bylaws — by a two-thirds ($\frac{2}{3}$) vote of the remaining Directors at a duly noticed Board meeting at which the affected Director has been given written notice and a reasonable opportunity to be heard. A Director may also be removed without cause by a two-thirds ($\frac{2}{3}$) vote of members present and voting at a General Meeting duly noticed for that purpose. A Director may resign at any time by delivering written notice to the Secretary, effective upon receipt unless a later date is specified.

8. **Directors' Fees.** Directors shall never under any circumstances be entitled to directors' fees.

Section 2. Election Process

1. Elections shall be held annually prior to adjournment of the first quarterly General Membership meeting.
2. Nominations may be self-made or submitted by any Member. Nominees must accept or decline before voting occurs. Terms begin at adjournment of the election meeting.
3. Directors shall be elected by ballot — paper or verified electronic — cast by members present in person or participating electronically pursuant to Article VII, Section 5. Each ballot shall list the names of all eligible nominees for election to the Board. Each voting member shall be entitled to cast one (1) vote for up to the number of open seats in the current election cycle, as announced prior to voting. Members may vote for fewer nominees than the number of open seats but may not cast more than one vote per nominee. Ballots shall be collected and counted by a designated election committee or other impartial persons appointed by the Board. Vote tabulation shall be conducted in a fair and transparent manner.
4. The nominees receiving the highest number of votes, up to the number of open seats in the current election cycle, shall be deemed elected and approved to serve on the Board. In the event of a tie affecting the determination of the

seventh position, the tie shall be resolved by a runoff vote or other method determined by the Board and consistent with these Bylaws.

5. The election results shall be announced at the meeting and recorded in the official minutes of the Association.

Section 3. Indemnification and Insurance of Directors and Officers.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such Director or officer in connection with any proceeding to which such person may be a party or in which such person may become involved by reason of such person's being or having been a director or officer of the Association, whether or not such person remains a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudicated guilty of willful misconduct, gross negligence, or a knowing violation of law, consistent with F.S. §617.0831. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. The board of directors may, and shall if reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association.

Article IX. Board Organization

1. All Directors shall follow the Association's Code of Ethics. At its Organizational meeting, the Board shall organize by electing officers.
2. Required officer positions are:
 - President
 - **Treasurer**
 - **Secretary**

3. President Responsibilities

- Preside over meetings as a voting member
- Represent the Association officially
- Perform duties customary to the office
- Carry out additional duties as assigned

4. Treasurer Responsibilities

- Assist in preparing the annual budget
- Provide timely financial reports
- Serve as a signatory on the bank account
- Maintain the Association's 501(c)(3) status and 501(h) lobbying expenditure election
- Perform additional duties as assigned

5. Secretary Responsibilities

- Record minutes and official actions
- Provide approved minutes to the membership
- Coordinate communications
- Serve as a signatory on the bank account
- Perform additional duties as assigned

Article X. Committees

The Board may establish committees to support Association goals. Committees shall self-govern and select a chair. There is no minimum or fixed number of committees. Each committee must report activities at Association meetings to maintain transparency.

Article XI. Rules of Process

1. **Robert's Rules of Order** shall govern all meetings.
2. A quorum of **one-half plus one ($\frac{1}{2} + 1$)** of the Board is required for General Meetings and Special Meetings to conduct official business. Meetings may proceed without quorum, but no action may be taken. Committee meetings are exempt. Only the presence of Directors counts toward quorum; member attendance does not affect quorum calculations.

Article XII. Code of Ethics

1. **Respect for All**
Treat neighbors, visitors, city partners, and volunteers with courtesy and consideration.

2. Preservation & Stewardship

Support efforts that honor the neighborhood's historic character and maintain shared resources responsibly.

3. Constructive Communication

Engage in respectful, solution-focused dialogue.

4. Collaboration & Participation

Contribute positively to Association activities and work cooperatively with residents and city partners.

5. Safety & Responsibility

Promote community safety, well-being, and compliance with guidelines.

6. Accountability

Accept responsibility for actions and uphold the Code of Ethics.

Article XIII. Conflicts of Interest

Section 1. Definition

The Association addresses conflicts of interest in accordance with Florida Statute §617.0832. A conflict of interest arises when a Director, officer, or committee member ("Covered Person") has a personal, financial, professional, or property-related interest in a matter before the Board or a committee that could reasonably appear to affect their judgment. When in doubt, Covered Persons are encouraged to disclose.

Section 2. Duty to Disclose

A Covered Person who has, or believes they may have, a conflict of interest in any matter before the Board or a committee should disclose that interest prior to discussion or vote.

Section 3. Recusal

Following disclosure, the Covered Person should refrain from participating in discussion and voting on the affected matter, and should step away from the meeting or virtual session during deliberations.

The Covered Person may return after the vote is recorded.

Section 4. Quorum Not Affected

A Covered Person who steps away pursuant to Section 3 continues to count toward quorum for the meeting as a whole.

Section 5. Minutes

The minutes shall note any disclosed conflict of interest and the recusal of the Covered Person.

Section 6. Non-Disclosure

Failure to disclose a known conflict of interest may be considered by the Board consistent with Article VIII and Florida Statute §617.0832. Actions taken in reliance on an undisclosed conflict may be reviewed and addressed by the Board.

Article XIV. Political Activity & Advocacy

1. The Association shall operate exclusively for charitable and community purposes consistent with Section 501(c)(3) of the Internal Revenue Code.
2. The Association may make and maintain a lobbying expenditure election under Section 501(h) of the Internal Revenue Code to avail itself of the safe-harbor expenditure limits for legislative advocacy activities. The Treasurer shall monitor and report on lobbying expenditures to ensure the Association remains within applicable limits. The 501(h) election does not authorize political campaign activity, which remains absolutely prohibited.
3. The Association shall operate in a strictly nonpartisan manner. The Association shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
4. The Association shall not endorse, oppose, contribute to, or publicly support any candidate for elected office. Association funds, resources, communication channels, and events shall not be used to support or oppose political candidates.
5. The Association may engage in nonpartisan advocacy related to neighborhood preservation, public policy, municipal resources, infrastructure, zoning, safety, and other matters affecting the community, provided such advocacy does not constitute political campaign activity.
6. If the Association hosts a candidate forum or public officeholder event, all legally qualified candidates for the relevant office shall be invited on equal terms, and the event shall be conducted in a neutral manner.
7. Directors and Members retain the right to engage in political activity in their individual capacities. Such activity shall not be represented as being on behalf of the Association.

Article XV. Bylaw Amendments

Section 1. Authority to Propose

Amendments may be proposed by any Member or by the Board.

Section 2. Notice and Voting

Proposed amendments must be submitted in writing and shared with members at least **thirty (30) days** before voting. Approval requires a **two-thirds ($\frac{2}{3}$)** vote of members present at a meeting with quorum.

Section 3. Board Responsibilities

Upon receipt of a proposed amendment, the Board shall:

1. Acknowledge receipt.
2. Review for alignment with the Association mission and legal requirements.
3. Place the proposal on the next Board agenda.
4. Distribute the proposal and recommendations at least **thirty (30) days** prior to the vote.
5. Ensure proper voting procedures and record results.
6. Report back to the General Membership within **seven (7) days**.

Section 4. Applicability of Changes

Upon the duly approved adoption of amendments to the bylaws, all members shall be immediately bound by the revised provisions, except where the amendment expressly provides otherwise.

Article XVI. Association Dissolution

Section 1. Notice

A dissolution meeting must be announced with at least **thirty (30) days** written notice to all members of record.

Section 2. Voting Requirement

Dissolution requires a **two-thirds ($\frac{2}{3}$)** vote of members present at a duly called meeting with quorum.

Section 3. Distribution of Assets

Remaining assets shall be used for purposes consistent with the Association's mission and distributed to a nonprofit or community initiative supporting neighborhood improvement or historic preservation. Assets may not benefit individual members.

Article XVII. Invalidity of Provision

Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

Approved by two-thirds ($\frac{2}{3}$) majority vote of the General Membership in accordance with Article XV.

Attested:

Secretary

Date

Attachment A – Lake Cherokee Historic District Map

