

**BYLAWS
OF
TRAILER ESTATES FIRE CONTROL DISTRICT, MANATEE COUNTY**

**ARTICLE I
CORPORATION NAME**

These are the Bylaws of TRAILER ESTATES FIRE CONTROL DISTRICT, MANATEE COUNTY (the "District"), an independent special fire control district and political subdivision under the laws of the State of Florida.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of this District shall be located at 6831 American Way, Bradenton, Florida 34207. The District may relocate the principal office and have other offices as determined by the Board of Commissioners.

**ARTICLE III
PURPOSES OF THE CORPORATION**

Section 1. Purposes. The purposes of this District are those stated in Chapter 2005-350, laws of Florida districts special act and chapters 191 and 189 Florida Statutes, the special and general laws relating to the Trailer Estates Fire Control District.

Section 2. Exempt Purpose. The District is a special purpose taxing district organized under the above referenced special and general laws as a political subdivision of the State of Florida. The District maintains tax exempt status as provided for under Florida laws and the federal Internal Revenue Code. Notwithstanding any other provision of these Bylaws, the District is a tax-deductible entity under Section 170(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code") under Section 170(a)(1) of the Code and shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under the Code (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV
BOARD OF COMMISSIONERS**

Section 1. Management. The business and affairs of said District shall be conducted and administered by a board of five commissioners ("the "Commissioners"). The Commissioners shall meet each year in January to elect the then serving chair, a vice chair, a secretary, and treasurer for the given year. The positions of secretary and treasurer may be held by one commissioner. The meeting at which the commissioners elect the officers shall be called the "First Annual Meeting." The Commissioners shall not receive any compensation for their services, but the secretary

and treasurer may receive a salary not to exceed \$300 per year from the funds of the district for the officers' services as secretary and/or treasurer. Before each commissioner enters upon his or her duties, they shall execute to the Governor, for the benefit of the district, a good and sufficient surety bond in the sum of \$5,000 with a qualified corporate surety conditioned to faithfully perform the duties of commissioner and to account for all funds which may come into his or her hands as a commissioner. All premiums for such surety on all bonds shall be paid from the funds of the District. Upon assuming office, each commissioner agrees to take and subscribe to the oath of office prescribed by s. 5(b), Art. II of the State Constitution and section 876.05, Florida Statutes.

Section 2. Selection, Appointment, or Election of Commissioners. All district elections shall be conducted and supervised by the Supervisor of Elections of Manatee County, under the rules governing general elections in Manatee County, except as otherwise provided herein. All elections shall be held at the Trailer Estates Recreation Hall located within the District. Any registered voter residing in the District may vote in a District election. Application for absentee ballots may be requested from the Supervisor of Elections of Manatee County within 1 year prior to each election, and shall be counted once returned to the Supervisor of Elections' office by 7:00 p.m. on the day of each election pursuant to the Florida Election Code. All election ballots shall be prepared by the Supervisor of Elections Manatee County. The commissioners shall be elected in nonpartisan elections. A person desiring to have his or her name placed on the ballot for election as a commissioner of the district shall be a freeholder and qualified elector residing within the district, as certified by the county property appraiser and the supervisor of elections of said county to be a freeholder and qualified elector according to the respective official records of such officers, and shall pay a filing fee of \$25 (or such other amount as required by the Supervisor of Elections of Manatee County) or, in the alternative, the person may qualify by obtaining the signatures of at least 25 (or such other amount as required by the Supervisor of Elections of Manatee County) registered electors of the district on petition forms provided by the supervisor of elections, which petitions shall be submitted and checked in the same manner as petitions filed by nonpartisan judicial candidates pursuant to section 105.035, Florida Statutes. Notice of said election setting forth the names of the persons proposed as commissioners of the district shall be in writing and posted at the principal office of the district not less than 15 days before the date of each election. Notwithstanding the provisions of section 101.20, Florida Statutes, the publication of a sample ballot is not required. The Supervisor of Elections of Manatee County shall appoint inspectors and clerks for the election whose duties shall be the same as similar officers in general elections, except as herein states. Said election may be by ballot or by other electronic or electromechanical voting system, and if by ballot the same shall be written or printed in black ink on plain paper and shall be substantially in the following form:

Board of Commissioners of the Trailer Estate Fire Control
District (stating their names)

and if by other electronic or electromechanically voting system the requirements for the ballot herein described shall be adapted to the use of such voting system. Election of commissioners shall be held every two years on even years on the second Tuesday of November or, in the alternative, on another Tuesday in November, together with any other special, primary, or general election to be conducted by the supervisor of elections. Except as otherwise set forth

for the years of 2014-2016, each commissioner shall serve for a 4-year term and may serve for more than one (1) term. For a one time election during the November 2014 election, seats 2 and 4 shall be filled for a two (2) year period to allow for the staggered term elections that follow in accordance with the Legislation and these Bylaws. Additionally, on the November 2014 election and subsequently for every four (4) years thereafter, Seats, 1, 3 and 5 shall be filled. For the November 2016 election and every four (4) years thereafter, Seats 2 and 4 shall be filled. Commissioners may succeed themselves in office. The term of newly elected commissioners shall commence on the first Tuesday of January following the election. Commissioners shall serve until their successors assume office, except as otherwise provided herein. By way of example and not limitation, the commissioners whose seats are filled in accordance with the commissioners' election for the November 2014 year for Seats 1, 3 and 5 shall serve until their successors assume office following the November 2018 commissioners' election. The commissioners whose seats are filled pursuant to the commissioners' election for the November 2016 for Seats 2 and 4 shall serve until their successors assume office pursuant to the following November 2020 commissioners' election. Each commissioner must be a qualified elector at the time he or she qualifies and continually throughout his or her term.

Section 3. Vacancies. All vacancies occurring in the board of commissioners shall be filled by the remaining commissioners by appointing a successor commissioner or commissioners from among the registered voters residing in the district who are freeholders within the District. An appointed commissioner shall serve until the next commissioners' election for such Seat, at which time an election shall be held to fill the vacancy. Any commissioner failing to discharge the duties of his or her position may be removed for cause by the board of commissioners, after due notice and an opportunity to be heard upon charges of malfeasance or misfeasance.

Section 4. Trailer Estate Fire Department. The Commissioners shall investigate those certain applicants to be members of the Trailer Estate Fire Department and render their membership approval or disapproval. Additionally, the Commissioners must be in approval of the election of the Fire Chief and or Deputy Fire Chiefs before such persons can assume their respective office. If the elected Fire Chief and deputy Fire Chief(s) are not approved by the Commissioners, then the Trailer Estate Fire Department shall hold another election or elections for each respective position that approval was not granted. Such elections shall continue until those elected are approved by the Commissioners. Should the Commissioners not grant such approval, then the current officers of the Trailer Estate Fire Department shall continue in their positions.

Section 5. Additional Powers and Duties of Commissioners. The Commissioners shall have the right power, and authority to conduct all business as set forth within the District's special act and Chapter 189 & 191 of the Florida Statutes.

ARTICLE V MEETINGS OF THE BOARD OF COMMISSIONERS

Section 1. Meetings. The Board of Commissioners shall hold the First Annual Meeting during the month of January at such time and place as the Commissioners determine. Special meetings of the Board of Commissioners may be called at the request of the Chair, Vice Chair, or by any

three (3) members of the Board of Commissioners.

Section 2. Quorum, Voting. At any meeting of the Board of Commissioners a majority of the then elected Commissioners will constitute a quorum.

Section 3. Voting of Commissioners. Each member of the Board of Commissioners is entitled to one (1) vote only at any meeting, on any issue or matter of business before such meeting. No member of the Board of Commissioners shall be entitled to vote at any meeting unless he or she is physically present at such meeting, attends the meeting by telephonic or video-conference connection, or by some other means of communication of which all Commissioners participating may simultaneously hear each other during the meeting, or if the Commissioners sign a written consent as set forth in Article XVIII below.

ARTICLE VI OFFICERS

Section 1. Number. The officers of the District shall be the Chair, Vice Chair, Secretary and Treasurer.

Section 2. Term of Office. Officers shall serve for one (1) year terms and can be elected to serve multiple terms.

Section 3. Installation, Commencement of Duties. The officers newly elected at the First Annual Meeting of the Board of Commissioners shall take office upon election.

Section 4. Removal, Vacancy of Officers. Any officer may be removed pursuant to general law or the District's special act. Should the office of the Chair become vacant by reason of death, removal, or resignation during the term of office, the Vice Chair shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Commissioners as provided for under applicable law.

ARTICLE VII TRAILER ESTATES FIRE CONTROL DISTRICT - AUXILIARY

Section 1. Trailer Estates Fire Control District - Auxiliary. For as long as the commissioners determine that it is necessary and desirable to utilize the benefits of the Trailer Estate Fire Control District - Auxiliary (the "Auxiliary"), then a Trailer Estate Fire Control District - Auxiliary Committee (the "Auxiliary Committee") shall be established to aid, assist, and promote in any manner which is in the best interest of the District, as set forth by the Commissioners. The Auxiliary Committee shall handle the day to day operations of the Auxiliary; including, but not limited to, accepting, cleaning, maintaining and the selling of donations and all obligations related with such activities, in addition to such other duties that shall be prescribed by the Commission.

Section 2. Trailer Estate Fire Control District - Auxiliary Members. The Trailer Estate Fire Control District - Auxiliary members consist of paid members for the given year who are at least 45 years of age and reside in Trailer Estates, in addition to previous auxiliary members who no longer reside in Trailer Estates. Additionally, members of the Trailer Estates Fire Control District – Fire Rescue, regardless of age, are eligible to join the Auxiliary membership. Auxiliary members shall comply with applicable Florida laws governing Sunshine and Public Records.

Section 3. Nominations. During the First Annual Meeting, the Commissioners shall determine the desired number of individuals to serve on the Auxiliary Committee in order to administer the Auxiliary activities. Thereafter, the then attending membership of the Auxiliary shall make nominations for members to serve on the Auxiliary Committee. Upon a majority vote of the then attending Auxiliary members, the elected individual(s) shall be appointed to serve on the Auxiliary Committee; provided, however, if there are no attending members of the Auxiliary, then the elected commissioners shall make nominations for members to serve on the Auxiliary Committee and shall elect said individuals to serve on the Auxiliary Committee. Upon selection of the Auxiliary Committee, the Commissioners shall appoint one individual to serve in the capacity of the Chair person of the Auxiliary Committee. Any non-director who becomes a member of any committee authorized to exercise any authority on the behalf of the Auxiliary, shall have the same fiduciary responsibilities with respect to the Auxiliary, as if they were a director or officer. The Auxiliary Committee shall limit its activities to the accomplishment of the tasks related to the operation and administration of the Auxiliary and shall have no additional power to act with regard to the District.

Section 4. Quorum and Voting. A majority of the members of the Auxiliary Committee shall constitute a quorum for the transaction of business at any meeting of such committee, and the act of a majority of the committee members present at a meeting at which quorum is present shall be the act of the committee. Proxies may not be used by a committee member for any purpose.

Section 5. Meetings and Notices. Meetings of Auxiliary Committee may be called by the Chair of the Board of Commissioners or the Chair of the committee. Meetings shall be noticed and held in accordance with Florida’s Sunshine Law. The Auxiliary Committee or assigned members thereof shall meet as often as is necessary to perform its duties. Minutes of the Auxiliary committee meetings shall be timely provided to the District’s Records Custodian.

Section 6. Resignations and Removals. A member of any committee may resign at any time by giving notice to the Chair of the committee or the Chair of the Commissioners. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Commissioners may remove at any time, with or without cause, any member of the Auxiliary Committee who was originally appointed thereto by the Commissioners as provided in these By-Laws.

Section 7. Term and Vacancies. All individuals appointed to the Auxiliary Committees shall serve in such committee for a one (1) year term or until a successor is appointed and takes office. Committee members may serve successive terms, if so appointed. A vacancy on any committee shall be filled for the unexpired portion of the term of the former occupant of the committee by an appointment from the Commissioners, if deemed necessary.

ARTICLE VIII
INDEMNIFICATION OF COMMISSIONERS AND
OFFICERS

Section 1. General. To the fullest extent permitted by law, the District shall indemnify any person 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 (other than an action by, or in the right of the District), by reason of the fact that such person is or was a Commissioner, officer or committee member of the District or is or was serving at the request of the District as a Commissioner or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the District and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the District or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Actions By or In the Right of District. In any action, suit or proceeding, threatened, pending or completed, by or in the right of the District, indemnification shall be made as provided in Section 1 of this Article VIII, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the District, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to be indemnified for such expenses which such court shall deem proper.

Section 3. How Affected. Indemnification pursuant to Section 1 or Section 2 of this Article VIII, unless pursuant to a determination by a court, shall be made by the District only as authorized in the specific case upon a determination that the indemnification is proper in the circumstances because the indemnified person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof. Such determination shall be made by the Board of Commissioners by a majority vote of a quorum consisting of Commissioners who were not parties to the action, suit or proceeding referred to in Section 1 or Section 2 of this Article VIII, or in the defense of any claim, issue or matter therein, the District shall be obligated upon proper application to indemnify such person in respect of expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Prepayment of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceedings may be paid by the District in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section 3 of this Article VIII that such indemnified person meets

the applicable standard of conduct referred to therein and after receipt of an undertaking satisfactory in form and substance to the District that such person will promptly repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the District as authorized in this Article VIII.

Section 5. Non-Exclusivity. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Commissioners or otherwise, both as to action in any official capacity and as to action in any other capacity while holding office with the District. The Board of Commissioners, may, at anytime, approve indemnification of any other person that the District has the power by law to indemnify, including, without limitation, employees and agents of the District. The indemnification provided for in this Article VIII shall continue as to any person who has ceased to be a Commissioner, officer, employee or agent and shall inure to the benefit of such person's heirs and personal representatives.

Section 6. Liability Insurance. Upon a majority vote of a quorum of the Board of Commissioners, the District may purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee or agent of the District, or is or was serving at the request of the District as a Commissioner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability in any such capacity, or arising out of his or her status as such, whether or not the District shall have indemnified the person against such liability under the provisions of this Article VIII.

ARTICLE IX CONDUCTING MEETINGS

All meetings of the District shall be governed by the latest edition of "Robert's Rules of Order."

ARTICLE X FISCAL YEAR

The fiscal year of the District shall commence on the 1st day of October, and terminate on the 30th day of September.

ARTICLE XI DISTRIBUTION OF ASSETS

Upon the dissolution of the District, the Board of Commissioners shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the District exclusively for the purposes of the District to the Trailer Estates Park and Recreation District, being a political subdivision of the state of Florida.

ARTICLE XII
CONTRACTS, CHECKS, DEPOSITS, GIFTS

Section 1. Contracts. The Board of Commissioners may authorize any officer or agent of the District to enter into any contract or to execute and deliver any instrument or document on behalf of the District, which authority may be general or specific.

Section 2. Deposits. All funds received by the District shall be deposited to the credit of the District in such federally insured financial institutions or invested in such ways as may be approved and authorized by the Board of Commissioners.

Section 3. Checks. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the District shall be signed by such officers or agents as set forth by the Board of Commissioners.

Section 4. Gifts. The Board of Commissioners may accept on behalf of the District any contribution, gift, bequest or devise for the general purposes or for any special purpose of the District.

ARTICLE XIII
SURETY BONDS

The premiums for any and all bonds required shall be paid by the District.

ARTICLE XIV
RECORDS

The District shall maintain permanent, correct and complete written books and records of account and shall keep minutes of all the meetings of the Board of Commissioners, and if deemed necessary any committees shall keep minutes of committee meetings, at the principal office of the District and at such other offices in such form and manner as required by law. All such records may be inspected by any Commissioner, or the agent or attorney of any Commissioner at any reasonable time.

ARTICLE XV
EXECUTION

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE XVI
CONSTRUCTION

Whenever a conflict arises between the language of these Bylaws and the District's Special Act or general law the District's Special Act shall govern.

ARTICLE XVII
CONDUCT OF BUSINESS WITHOUT MEETINGS

All action of the Commissioners and committees shall be taken in accordance with the laws of the State of Florida, including Florida's Sunshine law.

ARTICLE XVIII
AMENDMENT TO THE BYLAWS

The Bylaws of this District may be amended, repealed, or altered, in whole or in part, by a two-thirds majority vote of the Board of Commissioners present at any duly called and noticed meeting of the Board of Commissioners at which a quorum is present.

ARTICLE XIX
GENERAL PROVISIONS

Section 1. Contracts. The Board of Commissioners may authorize any officer or officers, agent or agents of the District, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances.

Section 2. Invalid Provisions. If any of the provisions of these Bylaws is held to be illegal, invalid, or unenforceable under present or future laws, such provision shall be fully severable; these Bylaws shall be construed and enforced as if such illegal, or unenforceable provision had never been comprised a part hereof; and the remaining provisions hereof shall be in full force and effect and shall not be affected by the illegal, invalid, or unenforceable provision or by its severance therefrom. Furthermore, in lieu of such illegal, invalid, or unenforceable provision there shall be formulated and adopted by the Board as part of these Bylaws a provision as similar in terms to such illegal, invalid, or unenforceable provision as may be possible and be legal, valid and enforceable.

Section 3. Headings. The headings used in these Bylaws are for reference purposes only and do not affect in any way the meaning or interpretation of these Bylaws.

[Signature Page to Follow]

IN WITNESS WHEREOF, the Commissioners have approved and adopted these

Bylaws effective 12th day of April, _____ 2019.

**TRAILER ESTATES FIRE CONTROL
DISTRICT, MANATEE COUNTY, an
Independent Special Fire Control District and
Political Subdivision**

By: Nancy McMall
Nancy McMall, Chairman

By: Carol Asa
Carol Asa, Auxiliary Liaison

By: Mary Chandler
Mary Chandler, Treasurer

By: Lori Dalton
Lori Dalton, Secretary

By: Sharon Price
Sharon Price, Fire Rescue Liaison