

BY-LAWS OF THE  
HUNTINGTON ESTATES HOMEOWNERS ASSOCIATION, INC.

Table of Contents

ARTICLE I – DEFINITIONS
ARTICLE II - LOCATION
ARTICLE III - MEMBERSHIP
ARTICLE IV - VOTING RIGHTS
ARTICLE V - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY
ARTICLE VI - ASSOCIATION PURPOSES AND POWERS
ARTICLE VII - BOARD OF DIRECTORS
ARTICLE VIII - ELECTION OF DIRECTORS NOMINATING; <a href="#">NOMINATING COMMITTEE</a> ; <a href="#">ELECTION COMMITTEE</a>
ARTICLE IX - POWERS AND DUTIES OF THE BOARD OF DIRECTORS
ARTICLE X - DIRECTOR’S MEETINGS
ARTICLE XI - OFFICERS
ARTICLE XII - COMMITTEES
ARTICLE XIII - MEETINGS OF MEMBERS
ARTICLE XIV - PROXIES
ARTICLE XV - BOOKS AND PAPERS
ARTICLE XVI - CORPORATE SEAL
ARTICLE XVII - AMENDMENTS BY LAWS
EXHIBIT A – HUNTINGTON ESTATES

*By-Laws of the  
Huntington Estates Homeowners Association, Inc.*

Table of Contents

ARTICLE I - DEFINITIONS
ARTICLE II - LOCATION
ARTICLE III - MEMBERSHIP
ARTICLE IV - VOTING RIGHTS
ARTICLE V - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY
ARTICLE VI - ASSOCIATION PURPOSES AND POWERS
ARTICLE VII - BOARD OF DIRECTORS
<a href="#">ARTICLE VIII - ELECTION OF DIRECTORS AND NOMINATIONS COMMITTEE</a>
ARTICLE IX - POWERS AND DUTIES OF THE BOARD OF DIRECTORS
ARTICLE X - DIRECTOR’S MEETINGS
ARTICLE XI - OFFICERS
ARTICLE XII - COMMITTEES
ARTICLE XIII - MEETINGS OF MEMBERS
ARTICLE XIV - PROXIES
ARTICLE XV - BOOKS AND PAPERS
ARTICLE XVI - CORPORATE SEAL
ARTICLE XVII - AMENDMENTS BY LAWS
<a href="#">EXHIBIT A - HUNTINGTON ESTATES MAP</a>

BY-LAWS OF THE  
HUNTINGTON ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I – DEFINITIONS

Section 1. “Association shall mean and refer to the HUNTINGTON ESTATES HOMEOWNERS ASSOCIATION, a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 2. “The Property” shall mean and refer to the following described property, to wit: (See EXHIBIT A). See description in Articles of Incorporation of Huntington Estates Homeowners Association, a nonprofit corporation, together with the recorded plat of the subdivision known and designated as Huntington Estates, in Leon County, Florida. Each unit of Huntington Estates represented by a recorded plat shall be deemed to become a part of this description as fully and as completely in herein specifically set forth.

Section 3. “Common Properties”: shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties. “Common Properties shall include but not be limited to parks, playgrounds, commons, streets, footways, including buildings, structures, personal properties incident thereto, and any other properties owned and maintained by the Association for the common benefit and enjoyment of the residents within The Properties”.

ARTICLE II – LOCATION

The principal office of the Association shall be at a place designated by the Board of Directors

*By-Laws of the  
Huntington Estates Homeowners Association, Inc.*

ARTICLE I – DEFINITIONS

Section 1. “Association shall mean and refer to the HUNTINGTON ESTATES HOMEOWNER ASSOCIATION, a nonprofit corporation organized and existing under the laws of the State of Florida.

Section 2. “The Property” shall mean and refer to the following described property, to wit: (See EXHIBIT A). See description in Articles of Incorporation of Huntington Estates Homeowners Association, a nonprofit corporation, together with the recorded plat of the subdivision known and designated as Huntington Estates, in Leon County, Florida. Each unit of Huntington Estates represented by a recorded plat shall be deemed to become a part of this description as fully and as completely in herein specifically set forth.

Section 3. “Common Properties”: shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties. “Common Properties shall include but not be limited to parks, playgrounds, commons, streets, footways, including buildings, structures, personal properties incident thereto, and any other properties owned and maintained by the Association for the common benefit and enjoyment of the residents within The Properties”.

ARTICLE II – LOCATION

The principal office of the Association shall be at a place designated by the Board of Directors.

### ARTICLE III – MEMBERSHIP

Section 1. Every person or entity who is or becomes a record owner of a fee or undivided fee, interest in any Lot which is subject by covenants of record to assessment by the Association, shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. The requirement of membership shall not apply to any mortgagee or third person acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument, or those holding by, through or under such mortgagee or third person.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association. The obligation of such assessments is imposed against each owner of, and becomes a lien upon, the property against which assessments are made as provided by the appropriate Article of the respective Declarations of Covenants and Restrictions to which The Properties are subject, said Covenants and Restrictions being duly recorded in the Public Records of Leon County, Florida, and which provide as follows:

“Each owner of any Lot by acceptance of a deed therefore, whether or not it shall be so expressed in any such deed or other conveyance, be deemed to covenant and agree to pay to the Association: (1) annual assessments or charges; (2) special assessments for capital improvements, such assessments, to be fixed, established, and collected from time to time as hereinafter provided. The annual and special assessments on together with such interest thereon and costs of collection thereof as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest thereon and cost of collection thereof as hereinafter provided, shall also be the personal obligation of the person who was the Owner of such property at the time when the assessment fell due.”

### ARTICLE III – MEMBERSHIP

Section 1. Every person or entity who is or becomes a record owner of a fee or undivided fee, interest in any Lot which is subject by covenants of record to assessment by the Association, shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. The requirement of membership shall not apply to any mortgagee or third person acquiring title by foreclosure or otherwise, pursuant to the mortgage instrument, or those holding by, through or under such mortgagee or third person.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association. The obligation of such assessments is imposed against each owner of, and becomes a lien upon, the property against which assessments are made as provided by the appropriate Article of the respective Declarations of Covenants and Restrictions to which The Properties are subject, said Covenants and Restrictions being duly recorded in the Public Records of Leon County, Florida, and which provide as follows:

“Each owner of any Lot by acceptance of a deed therefore, whether or not it shall be so expressed in any such deed or other conveyance, be deemed to covenant and agree to pay to the Association: (1) annual assessments or charges; (2) special assessments for capital improvements, such assessments, to be fixed, established, and collected from time to time as hereinafter provided. The annual and special assessments on together with such interest thereon and costs of collection thereof as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest thereon and cost of collection thereof as hereinafter provided, shall also be the personal obligation of the person who was the Owner of such property at the time when the assessment fell due.”

#### ARTICLE IV - VOTING RIGHTS

The Association shall have one class of voting membership. Members of the Association shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interest in any lot, all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. Voting rights will be limited to paid up membership.

#### ARTICLE V - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by deed of dedication and in the Article entitled "Property Rights in the Common Properties" of the respective Declarations of Covenants and Restrictions applicable to The Properties.

Section 2. Any member's rights of enjoyment in the common properties and facilities extend to the members of his family who reside upon The Properties or to any of his tenants who reside thereon under a leasehold interest. Such member shall notify the Secretary in writing of the name of any such tenant. Any guest or non-member must be accompanied by a member at all times. Others may be extended the rights of enjoyment in the common properties and facilities as determined by the Board of Directors from time to time. The rights and privileges of any person are subject to suspension to the same extent as those of the member.

#### ARTICLE IV - VOTING RIGHTS

The Association shall have one class of voting membership. Members of the Association shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interest in any lot - as in Trusts or business-owners - all such persons shall be members, and the vote for such lot shall be exercised as they among themselves determine or Florida law requires, but in no event shall more than one vote be cast with respect to any one lot. Voting rights will be limited to paid up membership.

#### ARTICLE V - PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by deed of dedication and in the Article entitled "Property Rights in the Common Properties" of the respective Declarations of Covenants and Restrictions applicable to The Properties.

Section 2. Any member's rights of enjoyment in the common properties and facilities extend to the members of their family who reside upon The Properties or to any of their tenants who reside thereon under a leasehold interest. Such member shall notify the Secretary in writing of the name of any such tenant. Any guest or non-member must be accompanied by a member at all times. Others may be extended the rights of enjoyment in the common properties and facilities as determined by the Board of Directors from time to time. The rights and privileges of any person are subject to suspension to the same extent as those of the member.

## ARTICLE VI - ASSOCIATION PURPOSES AND POWERS

The Association has been organized for the following purposes:

Section 1. To promote the health, safety and general welfare of the residents of Huntington Estates, and to own, acquire, build, operate and maintain recreational areas such as parks and playgrounds, including improvements thereon, and street lights, and otherwise as provided in the Articles of Incorporation of Huntington Estates Homeowners Association.

Section 2. The powers and rights of the Association shall be as specified in the appropriate Articles of the Articles of Incorporation of Huntington Estates Homeowners Association, and such provisions are incorporated herein as fully and as completely as if specifically set forth.

Section 3. The Association shall have the power to indemnify/insure 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, by reason of the fact that he/she is or was a director, officer, employee, or agent of the Association, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding,

Section 2. Any member's rights of enjoyment in the common properties and facilities extend to the members of their family who reside upon The Properties or to any of their tenants who reside thereon under a leasehold interest. Such member shall notify the Secretary in writing of the name of any such tenant. Any guest or non-member must be accompanied by a member at all times. Others may be extended the rights of enjoyment in the common properties and facilities as determined by the Board of Directors from time to time. The rights and privileges of any person are subject to suspension to the same extent as those of the member.

## ARTICLE VI - ASSOCIATION PURPOSES AND POWERS

The Association has been organized for the following purposes:

Section 1. To promote the health, safety and general welfare of the residents of Huntington Estates, and to own, acquire, build, operate and maintain recreational areas such as parks and playgrounds, including improvements thereon, and street lights, and otherwise as provided in the Articles of Incorporation of Huntington Estates Homeowners Association.

Section 2. The powers and rights of the Association shall be as specified in the appropriate Articles of the Articles of Incorporation of Huntington Estates Homeowners Association, and such provisions are incorporated herein as fully and as completely as if specifically set forth.

Section 3. The Association shall have the power to indemnify/insure 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, by reason of the fact that he/she is or was a director, officer, employee, or agent of the Association, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding,

including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action of proceeding, had no reasonable cause to believe his/her conduct was unlawful.

#### **ARTICLE VII - BOARD OF DIRECTORS**

Section 1. The provisions of the Articles of Incorporation of Huntington Estates Homeowners Association shall become a by-law as fully and as completely as if specifically set forth.

Section 2. Vacancies in the Board of Directors shall be filled by the remaining directors. The name of any such appointed director designated to complete an unfulfilled term of more than fifteen (15) months shall be placed on the ballot for confirmation by the membership at the next annual election, a majority being required to approve the director's service during the final year of the term.

#### **ARTICLE VIII - ELECTION OF DIRECTORS NOMINATING; NOMINATING COMMITTEE; ELECTION COMMITTEE**

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of not more than **nine (9) nor less than five (5)** directors, all of whom must be members of the Association, and by a President, Vice-President, a Secretary and a Treasurer. Directors Shall be elected by the membership and serve a term of two (2) years or until their successors are duly elected. Ballots shall be mailed to all members prior to the annual meeting which shall be held in November, a date to be set by the Board of Directors. The incoming Board of Directors shall elect the officers to serve during its term office.

including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action of proceeding, had no reasonable cause to believe his/her conduct was unlawful.

#### **ARTICLE VII - BOARD OF DIRECTORS**

Section 1. The provisions of the Articles of Incorporation of Huntington Estates Homeowners Association shall become a By-law as fully and as completely as if specifically set forth.

Section 2. Vacancies in the Board of Directors shall be filled by the remaining directors. The name of any such appointed director designated to complete an unfulfilled term of more than fifteen (15) months shall be placed on the ballot for confirmation by the membership at the next annual election, a majority being required to approve the director's service during the final year of the term.

Section 3. The Board of Directors (BoD) may fill a vacancy by appointing the member that received the most votes, but did not get elected in the last election. In the event that there is no such member that received votes, the BoD may, but it is not obligated to, call a special election to fill the vacancy or appoint a volunteer by a majority vote of the BoD.

#### **ARTICLE VIII - ELECTION OF DIRECTORS AND NOMINATIONS COMMITTEE**

Section 1. The affairs of the Association shall be managed by a Board of Directors consisting of not more than **nine (9) nor less than five (5)** directors, all of whom must be members of the Association, and by a President, Vice-President, a Secretary and a Treasurer. Directors Shall be elected by the membership and serve a term of two (2) years or until their successors are duly elected. Ballots shall be mailed to all members prior to the annual meeting which shall be held in November, a date to be set by the Board of Directors. The incoming Board of Directors shall elect the officers to serve during its term office.

Section 2. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The names receiving the largest number of votes shall be elected.

Section 3. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

Section 4. The Board of Directors shall appoint a standing committee entitled the Nominations Committee to consist of ~~seven (7)~~ Association members in good standing. ~~The Nominations Committee shall be constituted~~ as follows: (a) a chairman to be chosen from the Board of Directors; (b) ~~three (3)~~ members, if possible, who have previously served on the Board of Directors; ~~and (c) at least three (3) members who have never served on the Board of Directors.~~

Section 5. The Nominations Committee shall encourage broad participation throughout the Association in securing candidates for director positions. This effort shall include the opportunity for individual Association members to volunteer for nomination to the Board of Directors. The Chairman of the Nominations Committee shall submit to the Secretary the names of all candidates to be considered for nomination prior to consideration by the Nominations Committee. Only those candidates certified by the Secretary as "Association members in good standing shall be eligible to be nominees for membership on the Board of Directors. The Nominations Committee shall finalize the slate of nominees so that the number of nominees shall be no fewer than ~~150~~ percent and no more than 200 percent of the directorships to be filled. The Nominations Committee shall report the slate of nominees to the Board of Directors at an October Board meeting.

Section 2. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The names receiving the largest number of votes shall be elected.

Section 3. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the Standing Committees of the Association.

Section 4. The Board of Directors shall appoint a standing committee entitled the Nominations Committee to consist of ~~seven (7)~~ Association members in good standing, ~~The Nominations Committee shall be constituted~~ as follows: (a) a chairman to be chosen from the Board of Directors; (b) ~~and one or two (2) other~~ members, ~~if possible, who have previously served on the Board of Directors; and (c) at least three (3) members who have never served on the Board of Directors.~~

Section 5. The Nominations Committee shall encourage broad participation throughout the Association in securing candidates for director positions. This effort shall include the opportunity for individual Association members to volunteer for nomination to the Board of Directors. The Chairman of the Nominations Committee shall submit to the Secretary the names of all candidates to be considered for nomination prior to consideration by the Nominations Committee. ~~Section 5. Only those candidates certified by the Secretary as "Association members in good standing shall be eligible to be nominees for membership on the Board of Directors. The Nominations Committee shall finalize the slate of nominees so that the number of nominees shall be no fewer than 125~~ ~~100~~ percent and no more than 200 percent of the directorships to be filled. The Nominations Committee shall report the slate of nominees to the Board of Directors at an October Board meeting.



Section 6. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies and (c) contain a space for a write-in vote by the members for each vacancy; and (d) note that the ballot shall be void if the member's assessment is delinquent. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the Board of Directors meeting scheduled to certify the results of the election).

#### ARTICLE IX - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the membership whenever it deems necessary and it shall call a meeting at any time upon written request of **one-fourth (1/4)** of the voting membership.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer of Director of the Association in any capacity whatsoever.

(c) To establish up to the maximum amount allowed under the Covenants and Restrictions, levy and assess, and collect the assessments or charges.

Section 6. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies and (c) contain a space for a write-in vote by the members for each vacancy; and (d) note that the ballot shall be void if the member's assessment is delinquent. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the Board of Directors meeting scheduled to certify the results of the election).

#### ARTICLE IX - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the membership whenever it deems necessary and it shall call a meeting at any time upon written request **of one-fourth (1/4)** of the voting membership per Article XIII, Section 2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer of Director of the Association in any capacity whatsoever.

(c) To establish up to the maximum amount allowed under the Covenants and Restrictions, levy and assess, and collect the assessments or charges.



(d) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the annual meeting or to members in the covenants.

(f) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant and shall so notify the appropriate member in writing.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested, in writing, by one-fourth (1/4) of the voting membership.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(d) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the annual meeting or to members in the covenants.

(f) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant and shall so notify the appropriate member in writing.

Section 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested, in writing, by one-fourth (1/4) of the voting membership.

(b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c) As more fully provided in the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to The Properties:

(1) To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(2) To prepare a roster of the properties and assessments, applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and; at the same time;

(3) To send written notice each assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

#### ARTICLE X - DIRECTOR'S MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held on the second Tuesday of each quarter provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held seven (7) days later and no notice thereof need be given.

(c) As more fully provided in the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to The Properties:

(1) To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;

(2) To prepare a roster of the properties and assessments, applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and; at the same time;

(3) To send written notice each assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

#### ARTICLE X - DIRECTOR'S MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held on the second Tuesday of each quarter provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held seven (7) days later and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) directors after not less than three (3) days' notice to each director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meetings, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

#### ARTICLE XI - OFFICERS

Section 1. The officers shall be a president, a vice-president, a secretary, and a treasurer. The officers shall be members of the Board of Directors. These officers shall serve for a term of one (1) year commencing January 1.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other Written instruments.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) directors after not less than three (3) days' notice to each director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meetings, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

#### ARTICLE XI - OFFICERS

Section 1. The officers shall be a president, a vice-president, a secretary, and a treasurer. The officers shall be members of the Board of Directors. These officers shall serve for a term of one (1) year commencing January 1.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other Written instruments.

Section 5. The vice-president shall perform all the duties of the president in his/her absence.

Section 6. The secretary shall be ex-officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He/she shall sign all certificates of membership. He/she shall keep the records of the Association. He/she shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 7. The treasurer shall receive and deposit in a designated bank account all monies of the Association and shall disperse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the president or the vice-president.

Section (8). The treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He/she shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

Section 5. The vice-president shall perform all the duties of the president in his/her absence.

Section 6. The secretary ~~shall be ex-officio the secretary of the Board of Directors,~~ shall record the Board of Directors and Association votes and keep the minutes of all proceedings in a website or book to be kept for the purpose. He/she shall sign certificates of membership. He/she shall keep the records of the Association. He/she shall record in a database or book kept for that purpose the names of all members of the Association and their renters, together with their home addresses, phones and email addresses of primary and emergency contacts, as registered by such members.

Section 7. The treasurer shall receive and deposit in a designated bank account all monies of the Association and shall disperse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association; Checks and notes over \$500 provided that such checks and notes shall also be signed by the president or the vice-president. The treasurer shall ensure that annual tax forms, Sunbiz Corporate filings, Post Office Box account renewals are completed and paid in a timely manner.

Section 8. The treasurer shall keep proper books of account, publish a report of cash receipts, reserves and expenditures of the preceding fiscal year compared with the budget, and prepare the next annual budget. The Treasurer shall cause an annual audit report of the Association books by a third party approved by the Board of Directors. These reports and budgets shall be presented to the membership not later than the April quarterly meeting, posted in the association webpage, and emailed or mailed to the members. A Certified Public Accountant audit report may be requested by members, per F.S. 720.303 (7) (c), or by the Board of Directors.

## ARTICLE XII – COMMITTEES

Section 1. The Standing Committees of the Association shall be:

The Nominations Committee

The Recreation Committee

The Maintenance Committee

The Architectural Control Committee

[The Public Relations Committee](#)

The Audit committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for Board contact. The committees shall be appointed by the Board of Directors [following each annual meeting](#) to serve terms of one (1) year commencing on the following January 1. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nominations Committee shall have the duties and functions described in Article VIII above.

Section 3. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

Section 4. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

## ARTICLE XII – COMMITTEES

Section 1. The Standing Committees of the Association shall be:

The Nominations Committee

The Recreation [and Public Relations Committee](#)

The Maintenance Committee

The Architectural Control Committee

~~The Public Relations Committee~~

The [Financial](#) Audit committee

Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for Board contact. [For inclusion in committee meeting activities, volunteers for committees shall sign-up during the annual meeting or voting process. Temporary volunteers to committees may be requested as needed.](#) The committees shall be appointed by the Board of Directors ~~following each annual meeting~~ to serve terms of one (1) year commencing on the following January 1. The Board of Directors may appoint such other committees as it deems desirable.

Section 2. The Nominations Committee shall have the duties and functions described in Article VIII above.

Section 3. The Recreation [and Public Relations](#) Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association. [\[Combined from original Section 6\] It shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association. And](#) shall perform such other functions as the Board, in its discretion, determines.

Section 5. The Architectural Control Committee shall have the duties and functions described in the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to the Properties. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 6. The Public Relations Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

Section 7. The Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular meeting as provided in Article XI, Section 8. The treasurer shall be ex-officio member of the Committee.

Section 8. With the exception of the Nominations Committee and the Architectural Control Committee (but then only as to those functions that are governed by the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to The Properties) each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 9. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities, within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

Section 4. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

Section 5. The Architectural Control Committee shall have the duties and functions described in the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to the Properties. It shall watch for any proposals, programs, or activities which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

Section 6. ~~The Public Relations Committee~~ [Combined in Section 3]

Section 7. The Financial Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular meeting as provided in Article XI, Section 8. The treasurer shall be ex-officio member of the Committee.

Section 8. With the exception of the Nominations Committee and the Architectural Control Committee (but then only as to those functions that are governed by the appropriate Articles of the respective Declarations of Covenants and Restrictions applicable to The Properties) each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 9. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties, and activities, within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

### ARTICLE XIII - MEETINGS OF MEMBERS

Section 1. The annual meeting of the members shall be held during November of each year on a day and at an hour designated by the Board of Directors in the notice of such meeting, which is sent to the members.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote **one-fourth (1/4)** of all of the votes of the entire membership.

Section 3. Written notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to **his** address appearing on the books of the Association. Each member shall register his address with the Secretary, and notices of the meetings shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, **one-tenth (1/10) of the votes shall constitute a quorum for any action governed by these Bylaws.** Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.

### ARTICLE XIII - MEETINGS OF MEMBERS

Section 1. The annual meeting of the members shall be held during November of each year on a day and at an hour designated by the Board of Directors in the notice of such meeting, which is sent to the members.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote **one-fifth (1/5)** of all of the votes of the entire membership.

Section 3. Written notice of any meetings **and mail-in voting** shall be given to the members by the Secretary. Notice may be given to the member **in a manner authorized by law. These may include either personal, member-consented email notification, or** mail - postage thereon fully prepaid to **the** address appearing on the books of the Association. Each member shall register his **email and/or physical** address with the Secretary. **and** Notices of the meetings shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. ~~The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the~~ **Votes from one-tenth (1/10) of the members** shall constitute a quorum for any action governed by these Bylaws. **Present members and proxies entitled to cast a vote, and mailed or emailed votes, must sum to meet the quorum.** Any action governed by the Articles of Incorporation or by the Covenants applicable to The Properties shall require a quorum as therein provided.



#### ARTICLE XIV - PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. A proxy need not be in any pre-printed form, but must be clearly and legibly identified, and signed, by member issuing proxy, giving street address and/or Lot, Block and Unit designation of property entitling membership.

Section 3. Proxies shall be assigned to another member or marked as to voting preference on a particular issue. If assigned to another member, that member's name must be clearly stated on the proxy with inclusive dates of validity. Member holding rights to proxy must be present at any meeting where proxy is exercised. If proxy is not assigned, the proxy must be clearly marked as to what issue proxy is to be used for, with approximate date issue is to come up for vote, and voting preference clearly indicated.

Section 4. The board of Directors may, if they so choose, cause to be printed and distributed to all members proxy forms to be used by the general membership to vote on any particular issue. Such proxy forms as may be distributed by the Board of Directors shall contain the issue in question clearly defined in detail, contain space for signature and address of member, and contain space, indicated and outlined, for member to vote "FOR", "AGAINST", or "at discretion of designated proxy."

#### ARTICLE XIV - PROXIES

Section 1. At all corporate meetings of members, each member may vote in person, by mail or email, or by proxy.

Section 2. A proxy need not be in any pre-printed form, but must be clearly and legibly identified, and signed, by member issuing proxy, giving street address and/or Lot, Block and Unit designation of property entitling membership.

Section 3. Proxies shall be assigned to another member or marked as to voting preference on a particular issue. If assigned to another member, that member's name must be clearly stated on the proxy with inclusive dates of validity. Member holding rights to proxy must be present at any meeting where proxy is exercised. If proxy is not assigned, the proxy must be clearly marked as to what issue proxy is to be used for, with approximate date issue is to come up for vote, and voting preference clearly indicated.

Section 4. The board of Directors may, if they so choose, cause to be printed and distributed to all members proxy forms to be used by the general membership to vote on any particular issue. Such proxy forms as may be distributed by the Board of Directors shall contain the issue in question clearly defined in detail, contain space for signature, ~~and~~ address of member, and ~~contain space, indicated and outlined,~~ for member to vote "YES" for change, "NO" ~~as~~ against the change, or "at the discretion of the designated proxy."

Section 5. All proxies shall be in writing and filed with the Secretary prior to being counted in any voting. The Secretary shall validate all proxies by determining voting eligibility of person issuing proxy. No proxy shall extend beyond a period of one (1) year and shall cease automatically upon sale by issuing member of property entitling membership.

Section 6. No proxy form shall be used for more than one (1) member. Any member holding title to more than one lot must clearly designate each lot for which he is voting.

#### ARTICLE XV - BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

#### ARTICLE XVI - CORPORATE SEAL

The Association shall have a seal.

Section 5. All proxies shall be in writing and filed with the Secretary prior to being counted in any voting. The Secretary shall validate all proxies by determining voting eligibility of person issuing proxy. No proxy shall extend beyond a period of one (1) year and shall cease automatically upon sale by issuing member of property entitling membership.

Section 6. No proxy form shall be used for more than one (1) member. Any member holding title to more than one lot must clearly designate each lot for which he is voting.

#### ARTICLE XV - BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members. In the event that a request requires more than one-hour or copying more than 25 pages, from the Secretary or any other BoD, a fee shall be collected in quarter-hour increments, at the maximum rate allowed per Florida statute. When more than 25 copies are requested, fees will be assessed per Florida statute. Collected fees will be deposited in the HOA account and ledger entry made in service fee income.

#### ARTICLE XVI - CORPORATE SEAL

The Association shall have a seal.

## ARTICLE XVII – AMENDMENTS

Section 1. These Bylaws may be amended, ~~at a regular or special meeting of the members, by a vote of a majority of a quorum of~~ members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law, and provided further that any matter stated herein to be or which is in fact governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and Restrictions applicable to the Properties referred to in Section 1 and these Bylaws, the Covenants and Restrictions shall control.

## ARTICLE XVII – AMENDMENTS

Section 1. These Bylaws may be amended, ~~at a regular or special meeting of the members, by a vote of a majority of a quorum of~~ members present in person or by proxy, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law, and provided further that any matter stated herein to be or which is in fact governed by the Covenants and Restrictions applicable to The Properties may not be amended except as provided in such Covenants and Restrictions. Votes from present members and proxies entitled to cast a vote at a regular or special meeting of the members, and mailed or emailed votes, must sum to meet a one-tenth (1/10) of the members quorum. Amendments to Bylaws will take effect immediately upon a vote of a majority of a quorum. Subsequently the amendments will be recorded in Leon County Court.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and Restrictions applicable to the Properties referred to in Section 1 and these Bylaws, the Covenants and Restrictions shall control.

