



BY-LAWS

**COMPILATION OF BY-LAWS OF
ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC.**



**ARTICLE 1
GENERAL**

1.1 The Name

The name of the Corporation shall be ST. GEORGE PLANTATION OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association."

1.2 Principal Office

The principal office of the Association shall be at 1712 Magnolia Drive, St. George Island, Franklin County, Florida, or at such other place as may be subsequently designated by the Board of Directors.

1.3 Identity

In addition to the within By-Laws being the By-laws of the Association, these By-laws are established pursuant to Chapter 720, Florida Statutes, for the purpose of administering, operating and managing that certain property known as St. George Plantation.

**ARTICLE 2
DEFINITIONS**

The following definitions shall apply to these By-Laws. Any words not defined herein shall have the respective meanings assigned to them by the St. George Plantation Protective Covenants (Declaration) or by Chapter 720, Florida Statutes.

2.1 Association

shall mean and refer to St. George Plantation Owners' Association, Inc., its successors and assigns.

2.2 Common Area

shall mean all real property owned by, leased by, managed by, or under the control of the Association for the common use and enjoyment of the owners.

2.3 Common Expenses

shall mean all costs, expenses and other obligations properly incurred by the Association in the performance of its duties.

2.4 Declaration

shall mean and refer to the St. George Island Protective Covenants as recorded in Official Records Book 134, Pages 466-483, of the Public Records of Franklin County, Florida, as amended from time to time.

2.5 Lot

shall mean and refer to any plot of land shown on the recorded subdivision plat or parcel with the exception of the common areas and any roadways or properties not owned by the Association.

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- 2.6 **Member**
shall mean and refer to any person entitled to membership in the Association as provided in the Declaration. The term "Member" shall also refer to "Special Member" as hereinafter defined unless otherwise provided, unless the context requires a different interpretation or unless the 2004 Resort Village Agreement dated May 18, 2004, (hereinafter referenced as the RVA) requires a different interpretation.
- 2.7 **Owner**
shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, but shall exclude those holding title merely as security for the performance of an obligation.
- 2.8 **Subdivision**
shall mean and refer to that certain tract of real property described in the Declaration, and such additions thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.
- 2.9 **Special Member**
shall mean and refer to any person or entity entitled to special membership in the Association as provided in the Declaration.
- 2.10 **Resort Village Parcel or Parcel**
shall mean a residential lot, with or without improvements, or a condominium unit which is located within Resort Village.
- 2.11 **Voting Interests**
shall mean the authorized voters for the Lots.
- 2.12 **Voting Member**
shall mean the person designated, as hereinafter provided, by a corporation, trust or other entity to cast the vote for a Lot.

**ARTICLE 3
MEMBERSHIP AND VOTING PROVISIONS**

- 3.1 **Membership**
Except as otherwise provided herein, membership in the Association shall be as set out in the Articles of Incorporation. If Lot ownership is vested in more than one person, all of the persons owning a Lot shall be entitled to attend meetings. If Lot ownership is vested in a corporation, trust or any other entity, the entity must designate, as hereinafter provided, an officer, employee, agent or other representative as the Voting Member.
- 3.2 **Voting**
On all matters upon which the membership shall be entitled to vote, each Member shall be entitled to one (1) vote for each Lot owned by such Member provided, however, that when two residential lots have been combined into one residential lot as allowed by the Declaration, the owner of such combined lot shall only be entitled to one vote. Except as otherwise provided herein, each Special Member shall be entitled to vote the same percentage of one vote that the annual assessment of each Special Member bears to the annual assessment of each Member.

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Such vote shall be exercisable for each Resort Village Parcel owned. Said percentage has been fixed at thirty-three point & 8th percent (33.08%) and is subject to change as set out in the RVA. Said votes shall be exercised or cast in the manner provided by the Declaration and these By-laws. Any person or entity owning more than one (1) Lot shall be entitled to the cumulative total of votes allocated to Lots owned. The vote of a Lot shall not be divisible. Unless otherwise set forth herein or in the Declaration or Articles of Incorporation, matters shall be voted on by the membership of the Association and shall be determined by a vote of a majority of the voting interests present and voting, in person or by proxy, at any meeting at which a quorum is established, or by written agreement when at least a quorum of the membership participates. Votes may be cast in person or by proxy. All proxies shall be in writing, signed by the person entitled to vote, shall be filed with the Secretary of the Association prior to, or at, the meeting at which they are to be used, or prior to or at any lawful adjournment thereof, and shall be effective only for the specific meeting for which originally given and any lawful adjournment thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Member or Special Member executing it. When any Lot is owned by more than one person, any one of them may cast the vote for the Lot. When any Resort Village Parcel is owned by more than one person, any one of them may cast the percentage vote for such Parcel as set out above.

3.3 **Quorum**

Unless otherwise provided in these By-laws, the Declaration or the Articles of Incorporation, the presence in person or by proxy of thirty percent (30%) of the Voting Interests of the Association shall constitute a quorum. If a quorum is not present at any meeting, the Members and Special Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Once a quorum is established for a meeting the subsequent departure of any Voting Member(s) shall not operate to defeat the presence of a quorum.

3.4 **Designation of Voting Member**

Lot ownership shall be established by the record title to the Lot. If a Lot is owned by a corporation, trust or other entity, it shall designate the representative, officer, employee or agent entitled to cast the Lot's vote by filing with the Secretary of the Association a certificate furnished by the Association for such purpose which has been signed by its authorized representative. If, for a Lot owned by a corporation, trust or other entity, such certificate is not on file with the Secretary of the Association, the vote of the Lot shall not be counted in determining the presence of a quorum, or for any purpose requiring the approval of the person entitled to cast the vote for the Lot. Such certificate shall be valid until revoked or superseded by a subsequent certificate, or until a change in the ownership of the Lot occurs.

3.5 **Membership Address**

Each person upon becoming a Member or Special Member of the Association shall furnish a copy of his or her title transfer document to the Association and shall furnish his or her correct mailing address to the Association office. The Association shall not be responsible for the failure of a Member or Special Member to receive any written communication from or on behalf of the Association if such communication is sent to the Member or Special Member at the address most recently furnished in writing to the Association office by regular U. S. Mail, postage prepaid or by electronic transmission.

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**ARTICLE 4
MEMBERSHIP MEETINGS**

4.1 Place

All meetings of Members and Special Members shall be held at the principal office of the Association or at such other place within the State of Florida and at such time as shall be designated by the Board and stated in the notice of meeting.

4.2 Notices

It shall be the duty of the Secretary to send by regular mail, hand delivery or electronic transmission a notice of each annual or special meeting to each Member and Special Member and to post a copy of said notice in a conspicuous place on the property not less than fourteen (14) continuous days, nor more than sixty (60) days prior to such meeting. Notice of any meeting shall list the time, place and purpose thereof and shall incorporate an identification of agenda items. All notices shall be mailed to the address last furnished to the Association by the Member or Special Member as it appears on the books of the Association, hand delivered or electronically transmitted to each Member or Special Member. Proof of posting, delivery or mailing of the notice shall be given by the affidavit of the person serving the notice affirming that the notice was mailed or hand delivered in accordance with Florida law. Notice of specific meetings may be waived in writing before or after the meeting. Electronic transmission shall be defined as set forth in the applicable Florida Statute, as same may be amended from time to time.

4.3 Annual Meeting

The annual meeting for the purpose of electing directors and transacting any other authorized business shall be held at such date and time as shall be selected by the Board of Directors. At the annual meeting, the Members and Special Members shall elect a Board by plurality vote, as set forth in Section 5.2 below, and shall transact such other business as may be properly brought before the meeting.

4.4 Special Meeting

Special meetings of the Members and Special Members for any purpose, unless otherwise provided by Statute, may be called by the President, and shall be called by the President or Secretary at the request, in writing, of a majority of the Board of Directors or at the request, in writing, of Members representing one-fourth (1/4) of the total membership in good standing of the Association. Such requests shall state the purpose of the proposed meeting. The Board shall schedule special meetings called by request of such membership within ninety (90) days of receipt of a request or requests signed by the required number of the membership. The notice of a special meeting must include a description of the purpose or purposes for which the meeting is called. Business transacted at all special meetings shall be limited to the subjects stated in the notice of the meeting.

4.5 Action by Members Without a Meeting

Notwithstanding anything herein to the contrary, any action required or permitted to be taken at any special meeting of Members and Special Members may be taken by written agreement without a meeting, signed by the Members or Special Members (or persons authorized to cast the vote of same as elsewhere herein set forth), so long as at least a quorum of the membership participates and so long as the number of votes required to authorize or approve such action is obtained. Voting by written agreement shall be done in accordance with the provisions of the applicable Statute, as same may be amended from time to time.

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4.6 **Adjourned Meeting**

If any meeting of Members and Special Members cannot be organized because a quorum is not present, either in person or by proxy, the meeting may be adjourned from time to time until a quorum is present. If any agenda item at a meeting of the Members and Special Members cannot be approved because approval of more than a quorum is required but such required percentage is not present or is not achieved, the meeting may be adjourned from time to time until the requisite vote is achieved.

4.7 **Order of Business**

The order of business at annual Members' and Special Members' meetings and as far as practical at other Members' and Special Members' meetings shall be:

- A. Call to order by President;
- B. Proof of notice of the meeting or waiver of notice;
- C. Determination of Members present and certifying of proxies;
- D. Appointment of inspectors of election and vote count for election;
- E. Reading and disposal of any unapproved minutes;
- F. Reports of officers;
- G. Reports of committees;
- H. Unfinished business;
- I. Report of Inspectors of Election Including Election of Directors;
- J. New business;
- K. Adjournment.

**ARTICLE 5
DIRECTORS**

5.1 **Membership**

The affairs of the Association shall be managed by a Board of seven (7) directors. All Directors must be Members or Special Members of the Association or the spouses of same, and must be members in good standing as defined in the Declaration.

5.2 **Election of Directors**

Election of directors shall be conducted in the following manner:

- A. Election of directors shall be held at the annual Members' meeting.
- B. The Board of Directors shall be elected by written ballot. No Member, Special Member or Voting Member shall permit any other person to vote his or her ballot. Any ballots improperly cast shall be deemed invalid. Subject to the provisions of Section 5.1 limiting eligibility and representation on the Board, elections shall be decided by a plurality of those ballots cast. Tie votes shall be broken by agreement among the candidates who are tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party. Cumulative voting is prohibited.
- C. Written notice of the scheduled election shall be sent to each Member and Special Member at his or her last known address as it appears on the books of the Association by such method as may be selected by the Board of Directors. The first notice of the date of the election shall be mailed, hand delivered or electronically transmitted to each Member and Special Member not less than sixty (60) days before the scheduled election.

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- D. Any Member or Special Member or other eligible person desiring to be a candidate for the Board shall give written notice to the Association which must be received by the Association not less than forty (40), nor more than sixty (60) days before the scheduled election. Written notice shall be effective when received by the Association. So long as the Statute applicable to homeowners associations requires, nominations will also be permitted from the floor at the place of the election. No other nominations will be permitted.
- E. Not less than twenty-one (21) days before the scheduled election, the Association shall mail, deliver or electronically transmit to the eligible voters at the addresses listed in the official records of the Association a second notice of the election, together with a ballot. The ballot shall be mailed to the Association at the address stated in the notice of election. Upon receipt by the Association, no ballot may be rescinded or changed. The submission of a ballot in the form required shall count as attendance at the annual meeting for purposes of establishing a quorum.
- F. The written ballot shall indicate in alphabetical order by surname, each and every Member or Special Member or other eligible person who desires to be a candidate for the Board and who gave written notice to the Association not less than forty (40) days before a scheduled election, unless such person has, prior to the mailing of the ballot, withdrawn his or her candidacy in writing. No ballot shall indicate which candidates are incumbents on the Board. Write-in candidates shall be permitted only for those candidates nominated from the floor, so long as the applicable Statute requires that such nominations be permitted. Envelopes containing ballots received by the Association shall be retained and collected by the Association and shall not be opened until the time of the election, after nominations are closed, and after a motion is approved by a floor vote at the annual meeting to close the polls.
- G. The Association shall have available additional blank ballots and envelopes at the meeting for distribution to the eligible voters who have not cast their votes. At the meeting, as the first order of business in the election procedure, nominations shall be taken from the floor so long as the applicable Statute requires that such nominations be permitted, then a motion to close nominations shall be adopted, ballots not yet cast shall be collected, and motion to close the polls shall be adopted. A committee shall then be appointed by the President to verify and count the ballots. Upon appointment, the committee shall proceed to verify and count the ballots. Upon completion, the committee shall report the results to the meeting.
- H. A Member or Special Member not present in person must return his or her ballot so that it is received by the Association no later than 5:00 p.m. on the last business day prior to an election.
- I. The Board may adopt such other rules, procedures and practices not in conflict with these By-laws as it deems necessary to conduct an election of one or more directors.
- J. Notwithstanding anything contained herein to the contrary, an election is not necessary unless there are more eligible candidates than vacancies.

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- K. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, a majority of the remaining directors, though less than a quorum, shall promptly choose a successor who shall hold office for the balance of the unexpired term of office. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board. If the remaining Board members cannot elect a successor to fill a vacancy because of a deadlock, the Members shall elect a successor and the election shall be conducted in the manner set forth in this Section 5.2.

5.3 **Organizational Meeting**

The organizational meeting of a newly elected Board for the purpose of electing officers and appointing members of the Architectural Review Committee and the Audit Committee may be held immediately after the annual meeting. No further notice of this meeting is required.

5.4 **Term**

Vacancies on the Board caused by the expiration of a director's term shall be filled by electing new Board members. The term of each director's service shall be for three (3) years and subsequently until his or her successor is duly elected and qualified, or until he or she is removed in the manner elsewhere provided. The directors shall serve staggered terms. Any director who is elected for two consecutive terms of office shall not be eligible to be elected or appointed for an immediately succeeding term or portion thereof. For the purpose of determining this qualification, a person serving portions of two consecutive terms shall be disqualified for election or appointment for the immediately succeeding term or portion thereof.

5.5 **Recall**

Any member of the Board may be recalled and removed from office in the manner prescribed in Section 720.303(10), Florida Statutes, as the same may be amended from time to time. Any director who fails to maintain his or her status as a member in good standing as defined in the Declaration shall be ineligible to continue to serve as such director and his or her successor shall be chosen as hereinafter provided.

5.6 **Regular Meetings**

Regular meetings of the Board may be held at such time and place within the State of Florida as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or electronic transmission, and shall be transmitted at least forty-eight (48) hours prior to the meeting except in the event of an emergency. Regular meetings of the Board and/or a Committee (which Committee is delegated the authority to make a final decision regarding the expenditure of Association funds or to approve or disapprove architectural decisions with respect to specific parcel or residential property owned by a Member or Special Member of the Association) shall be open to all Members and Special Members, and notice of such meetings shall be posted conspicuously at the property forty-eight (48) continuous hours preceding the meeting for the attention of the Members and Special Members of the Association except in the event of an emergency. However, written notice of any meeting at which non-emergency special assessments or at which amendments to the Rules regarding the use of the Lots will be proposed, discussed or approved, shall be mailed, hand delivered or electronically transmitted to the Members and Special Members and posted conspicuously within the Community not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice requirement shall be made by affidavit executed by the person providing the notice and filed among the official records of the Association. Notice of any meeting where assessments against Members or Special Members are to be considered for any reason shall

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contain a statement that assessments will be considered and describe the nature of any such assessments. Electronic transmission shall be defined as set forth in the applicable Florida Statute, as same may be amended from time to time. The right of a Member or Special Member to attend regular Board meetings includes the right to speak at such meetings with reference to all designated agenda items. The Board may adopt reasonable rules governing the frequency, duration and manner of Member or Special Member statements. Notwithstanding the foregoing, Board meetings and committee meetings need not be open to Members or Special Members when the meetings are between the Board or a committee and the Association's attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege and Board meetings and committee meetings when the meetings are between the Board or a committee and the Association's attorney for the purpose of discussing personnel matters.

5.7 Special Meetings

Special meetings of the directors may be called by the President or, in his or her absence, by the Vice President, and must be called by the President or Secretary at the written request of not less than three (3) of the directors. Notice to the Directors of the meeting shall be given personally or by mail, telephone or electronic transmission, which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting except in the event of an emergency. Special meetings of the Board or a Committee (which Committee is delegated the authority to make a final decision regarding the expenditure of Association funds or to approve or disapprove architectural decisions with respect to specific parcel or residential property owned by a Member or Special Member of the Association) shall be open to all Members and Special Members, and notice of a special meeting shall be posted conspicuously on the property forty-eight (48) continuous hours in advance for the attention of the Members and Special Members of the Association except in the event of an emergency. However, written notice of any meeting at which non-emergency special assessments or at which amendments to the Rules regarding the use of the Lots will be proposed, discussed or approved, shall be mailed, hand delivered or electronically transmitted to the Members and Special Members and posted conspicuously within the Community not less than fourteen (14) days prior to the meeting. Evidence of compliance with this fourteen (14) day notice requirement shall be made by affidavit executed by the person providing the notice and filed among the official records of the Association. Notice of any meeting where assessments against Members or Special Members are to be considered for any reason shall contain a statement that assessments will be considered and describe the nature of any such assessments. Electronic transmission shall be defined as set forth in the applicable Florida Statute, as same may be amended from time to time. The right of a Member or Special Member to attend special Board meetings includes the right to speak at such meetings with reference to all designated agenda items. The Board may adopt reasonable rules governing the frequency, duration and manner of Member and Special Member statements. Notwithstanding the foregoing, Board meetings and committee meetings need not be open to Members or Special Members when the meetings are between the Board or a committee and the Association's attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege and Board meetings and committee meetings when the meetings are between the Board or a committee and the Association's attorney for the purpose of discussing personnel matters.

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5.8 **Waiver of Notice**

Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the giving of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when his or her attendance is for the express and sole purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

5.9 **Quorum and Voting**

A quorum at directors meetings shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of directors is required by the Statute, the Declaration, the Articles or these By-laws. Directors may not vote by proxy or secret ballot at Board meetings, except, if allowed by Statute, for election of officers. A vote or abstention for each director present shall be recorded in the minutes. Any director present at a meeting of the Board who does not vote against a resolution considered at such meeting or does not abstain due to an asserted conflict of interest is deemed to have assented to the action taken by the Board at such meeting. Directors may meet by telephone conference and those attending by telephone conference may be counted toward a quorum and may vote by telephone, provided the telephone conference is conducted on a speaker so that the conversation at the meeting and the statements of those Board Members attending by telephone may be heard by all attending Board Members and all attending Members and Special Members. Pursuant to the provisions of Section 617.0821, Florida Statutes, any action which may be taken by the Board at a meeting may be taken without a meeting provided that every Board Member executes a written consent which describes the action taken, that the action taken be included on the agenda at the next Board meeting and that the action taken be ratified at said Board meeting and included in the minutes thereof. Properly executed consents which are transmitted electronically by facsimile or otherwise, including without limitation as a .pdf file, shall have the same effect as an original document.

5.10 **Adjourned Meetings**

If, at any meeting of the Board, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

5.11 **Presiding Officer**

The presiding officer of the directors' meetings shall be the President. In the absence of the presiding officer, the directors present shall designate one of their numbers to preside.

5.12 **Order of Business**

The order of business at directors' meetings shall, to the extent practical, be:

- A. Calling of roll;
- B. Proof of due notice of meeting;
- C. Reading and disposal of any unapproved minutes;
- D. Reports of officers and committees;
- E. Unfinished business;
- F. New business;
- G. Adjournment

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5.13 **Compensation**

Board members shall not receive compensation for their services as such; provided however, the Board of Directors, in their reasonable business judgment and discretion, may contract with a Director for the provision of goods or services to the Association. In addition, any director may be reimbursed for his or her actual expenses incurred on behalf of the Association.

5.14 **Resignation**

Any Board member may resign at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date. The acceptance of a resignation shall not be required to make it effective. Any director who has not paid his or her assessments or anyone else's assessment for which he or she may be liable within thirty (30) days after the due date shall be deemed to have automatically resigned as a director. In the event of the death, resignation, removal or ineligibility of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

**ARTICLE 6
POWERS AND DUTIES**

6.1 **Powers and Duties**

The Board shall exercise all powers and duties of the Association under Chapters 617 and 720, Florida Statutes, the Declaration, Articles of Incorporation and By-Laws, except where a vote of the members is specifically required. Such powers and duties of the Board shall include, without limitation (except as limited elsewhere herein and to the extent that same is in accordance with Chapter 720, Florida Statutes) the following:

- A. Operation, care, upkeep and maintenance of the Common Area.
- B. Determination and adoption of the annual budget of Common Expenses required for the operation of the Association and the discharge of the Association's obligations under its governing documents and the applicable Statute.
- C. Levying and collecting regular and special Assessments for Common Expenses from Members and Special Members required to pay same.
- D. Employment and dismissal of the personnel necessary for the maintenance and operation of the Common Area and those other portions of the Subdivision which the Association may or may become obligated or authorized to maintain and operate.
- E. Adoption and amendment of the rules and regulations covering the details of the operation of the Association and use of Common Area and Lots.
- F. Maintaining of bank accounts on behalf of the Association and the designation of the signatories required therefore.
- G. Purchasing, leasing or other acquiring of real and personal property in the name of the Association, or its designee.
- H. Purchase of Lots at foreclosure or other judicial sales, in the name of the Association or its designee.

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- I. Selling, leasing, mortgaging, or otherwise dealing with Lots acquired by the Association or its designee.
- J. Organization of Corporations to act as designees of the Association in acquiring title to Lots or leasing Lots by the Association.
- K. Obtaining and reviewing insurance for the property as required by the Declaration.
- L. Making repairs, additions and improvements to, or alterations of the Common Area and repairs to and restoration of the Common Area and those other portions of the Subdivision which the Association is either obligated or authorized to maintain and operate, in accordance with the provisions of the Declaration.
- M. Borrowing money on behalf of the Association for any lawful purpose and, subject to approval by the vote of a majority of the Members and Special Members present at a duly called meeting of the membership when a quorum is present, pledging assets of the Association as security for the repayment of such loans. All documents which obligate the Association for the repayment of money or which evidence the pledge of Association assets for the repayment of money must be executed by two officers of the Association as designated by the Board.
- N. Contracting for the management of the Association and the delegation to such manager such powers and duties of the Board as the Board may deem appropriate in the circumstances, and contracting for the management or operation of portions of the Association property susceptible to separate management or operation thereof, and the granting of concessions for the purpose of providing services to the Members and Special Members. As an exception to the foregoing, there shall be no delegation of powers and duties wherein (1) same are contrary to the Statutes of the State of Florida and are accordingly not susceptible of being delegated; (2) those delegations and duties which may be required by the Declaration and these by-laws to have approval of the Board or of the Members or Special Members; (3) the delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board and is therefore not susceptible of delegation; and (4) same may be contrary to the Declaration or the By-laws.
- O. Appointing Committees to assist the Board in its duties.
- P. Enforcement of the obligations of the Members and Special Members, the allocation of profits and expenses, and the performance of anything and everything else necessary and proper for the sound management of the Association.
- Q. Suspending use of the common areas and facilities and levying fines for violations of the governing documents and the Association's rules as provided by Florida Statutes, as amended from time to time. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity hearing, except that no such fine shall exceed Fifty Thousand Dollars (\$50,000.00) in the aggregate. All fines in the aggregate amount of \$1,000.00 or more shall constitute a lien against the Lot of the owner against whom the fine is levied and the collection of same shall be enforced in the same manner as for annual assessments as set out herein.

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- R. Suspending the voting rights of any Member or Special Member who is delinquent in the payment of regular annual assessments in excess of ninety (90) days.

**ARTICLE 7
EMERGENCY BOARD POWERS**

7.1 Emergency Powers

In the event of any “emergency” as defined below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by Section 617.0207, Florida Statutes (2004), and Section 617.0303, Florida Statutes (2004), as amended from time to time.

- A. The Board may name as assistant officers persons who are not Directors, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.
- B. The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- C. During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.
- D. Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association; and shall have the rebuttable presumption of being reasonable and necessary.
- E. The Board may use reserve funds to meet Association needs.
- F. Any officer, Director, or employee of the Association acting with a reasonable belief that his actions are lawful in accordance with these emergency By-laws shall incur no liability for doing so, except in the case of willful misconduct.
- G. These emergency By-laws shall supersede any inconsistent or contrary provisions of the By-laws during the period of the emergency.

For purposes of this Section only, an “emergency” exists only during a period of time that the Subdivision, or the immediate geographic area adjacent to the Subdivision, is subjected to:

- (1) a state of emergency declared by local civil or law enforcement authorities;
- (2) a hurricane warning;
- (3) a partial or complete evacuation order;
- (4) federal or state “disaster area” status;

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- (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism; or,
- (6) an unanticipated set of circumstances, which, if not acted upon with immediacy, is likely to cause imminent and significant financial harm to the Association, the Owners, the Subdivision, or Association Property.

7.2 Additional Board Authority

In addition to Board authority granted by law and the Governing Documents, the Board shall have the power and authority to declare any portion of the Common Area unavailable for occupation by owners, tenants, or guests after a casualty, including during the rebuilding process. Such decision by the Board shall be made only if necessary to protect the health, safety, or welfare of the Association, owners, tenants, or guests.

**ARTICLE 8
OFFICERS AND COMMITTEES**

8.1 Executive Officers

The executive officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board and shall be elected by and serve at the pleasure of the Board. Any two of said offices may be united in one person, except that the President shall not also be the Secretary of the Association.

8.2 Appointive Officers

The Board may appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board and have such authority and perform such duties as from time to time may be prescribed by said Board.

8.3 Election

The Board, at its first meeting after each annual meeting of general members, shall elect all officers.

8.4 Term

The officers of the Association shall hold office for one (1) year or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the whole Board.

8.5 The President

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of members and of the Board, shall exercise the executive powers of the Association and have general supervision over its affairs and other officers, and shall perform all of the duties incident to the office and such other duties as may be delegated to the President from time to time by the Board.

8.6 The Vice President

The Vice President shall perform all of the duties of the President in the absence of the President, and such other duties as may be required by the Board.

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8.7 The Secretary

The Secretary shall cause notices of all Board meetings and all meetings of Members and Special Members to be provided as required by law, shall attend and cause the minutes of such meetings to be kept, and shall have charge of all of the books of the Association as well as its records and papers, except those kept by the Treasurer. All minutes shall be kept in a businesslike manner and shall be available for inspection by Members or Special Members and Board members at all reasonable times.

8.8 The Treasurer

- A. The Treasurer shall have actual or constructive custody of the Association's funds and securities, shall supervise the keeping of full and accurate accounts of the Association's receipts and disbursements, and shall supervise the deposit of all monies and other valuable effects in the name of, and to the credit of, the Association in such depositories as may be designated by the Board.
- B. The Treasurer shall supervise the disbursement of the funds of the Association as may be ordered by the Board, supervise the making of proper vouchers for such disbursements, and shall cause an accounting of all his or her transactions as the Treasurer, and of the financial condition of the Association to be rendered to the Board whenever it may require it.
- C. The Treasurer or such person or entity as may be designated by the Board shall supervise the collection of all Assessments and shall cause a report of the status of such collections to be made promptly to the Board.
- D. The Treasurer shall supervise the maintenance of all accounting records according to good accounting practices and shall cause a written summary of the Association's fiscal activities to be rendered at least annually to Members and Special Members or their authorized representatives.

8.9 Compensation

Officers shall not receive compensation for their services as such.

8.10 Resignation

Any officer may resign at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date. The acceptance of a resignation shall not be required to make it effective.

8.11 Committees

All committees shall be appointed by the board. The members of such committees serve at the pleasure of the Board; have duties and responsibilities as assigned by the Board and report to the Board as may be required by the Board. The Board shall appoint an Architectural Review Committee as provided by the Declaration and an Audit Committee. The commencement date and term of office for each person appointed to said committees shall be as set out in the Board's notice of appointment. In addition, the Board of Directors may appoint such other Committees as it may deem appropriate to assist it in the performance of its duties. All meetings of committees shall be held within the State of Florida. The composition and duties of the Architectural Review Committee shall be as set out in the Declaration. The composition and duties of the Audit Committee shall be as follows:

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- A. The Audit Committee shall be appointed by the President and confirmed by the Board and shall consist of not less than three, nor more than five members. The members of the Audit Committee shall be Members or Special Members of the Association who are not Directors.
- B. The duties of the Audit Committee shall include the selection and recommendation to the Board of Directors of an independent auditor for the Association, meeting with the auditor to confirm the scope of the audit, to review the results of the audit and to recommend to the Board changes needed, if any, to the operation, accounting, internal controls and financing of the Association which may appear to be necessary or desirable.

8.12 Committee Meetings

Notice of all meetings of the Architectural Review Committee shall be given in the same manner as for meetings of the Board, and such meetings shall be open to all Members and Special Members. No such notice shall be required for any other committee appointed by the Board unless such committee has the power to make a final decision regarding the expenditure of Association funds.

**ARTICLE 9
FINANCES AND ASSESSMENTS**

9.1 Depositories

The funds of the Association shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the Board. Funds shall be withdrawn only upon checks and demands for money signed by such director(s), officer(s) or agent(s) as may be designated by the Board.

9.2 Fiscal Year

The fiscal year of the Association shall begin on the first day of January of each year; provided, however, that the Board, whenever it deems it advisable, is expressly authorized to change to a different fiscal year in accordance with the applicable provisions of the Internal Revenue Code.

9.3 Determination of Assessments.

- A. The Board of Directors shall fix and determine the sum or sums necessary and adequate to assess Members and Special Members for their share of the Common Expenses set forth in the budget for the Association. Funds for the payment of Common Expenses shall be assessed as provided in the Declaration. Assessments shall be payable at such times as may be determined by the Board. Assessments shall be made against Members and Special Members in an amount not less than required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. Special Assessments, if necessary, shall be levied by the Board in the same manner, subject to the provisions of the Declaration and Chapter 720, Florida Statutes, and shall be payable in the manner determined by the Board.
- B. When the Board determines the amount of any Assessment, the Treasurer shall cause to be mailed or delivered to each Member and Special Member a statement of Assessment specifying the amount of same and to whom and where same should be payable and sent. Upon request, the Treasurer shall give a receipt for each payment received.

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- 9.4 **Application of Payments and Commingling of Fund**
All funds collected by the Association shall be maintained separately in the Association's name. Reserve funds of the Association shall not be commingled with the operating funds of the Association.
- 9.5 **Financial Statements**
The Board shall cause to be prepared an annual financial report in the manner required by Chapter 720, Florida Statutes, as the same may be amended from time to time.
- 9.6 **Collection Policy**
The Board shall establish and enforce a policy and procedure for the collection of all assessments which are not paid within thirty (30) days after the due date. This policy and procedure shall contain all reasonable collection methods, including the recording and foreclosing of liens on Lots which have delinquent assessments which are more than sixty (60) days past due.
- 9.7 **Maintenance Reserves**
The Association shall include in each annual budget after the effective date hereof an amount which will provide funds for its Maintenance Reserve at a level of not less than 65% of the fully funded amount as shown in the most recent Reserve Study. The funds contained in the Maintenance Reserves account shall be used only for their intended purposes.

**ARTICLE 10
OFFICIAL RECORDS**

- 10.1 **Official Records**
The Association shall maintain official records as defined in Chapter 720, Florida Statutes, as same may be amended from time to time, which shall be subject to inspection as provided in Chapter 720, Florida Statutes, as same may be amended from time to time.

**ARTICLE 11
AMENDMENTS**

Except as otherwise provided elsewhere, these By-laws may be amended in the following manner:

- 11.1 **Notice**
Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- 11.2 **Adoption**
A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the votes of the Members and Special Members of the Association, present and voting, in person or by proxy, at a meeting at which a quorum is established or by written agreement where at least a quorum of the membership participates.

No By-law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-laws shall contain the full text of the By-laws to be amended; new words shall be inserted in the text underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist,

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the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-Laws. See By-Law . . . for present text." Nonmaterial errors or omissions in the By-Law process shall not invalidate any otherwise properly promulgated amendment.

11.3 Execution and Recording

A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Declaration and By-laws, which certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the Public Records of Franklin County, Florida.

**ARTICLE 12
SEAL**

12.1 Seal

The seal of the Association shall have inscribed thereon the name of the Association, the year of its organization, and the words "non-profit." Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

**ARTICLE 13
CONFLICT**

13.1 Conflict

If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these By-laws and the Declaration, the provisions of the Declaration shall prevail. If any irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these By-laws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall prevail.

Last compiled November 11, 2015

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