

Tuscawilla Homeowners' Association, Inc.

A not-for-profit Florida Corporation

BYLAWS

REVISED: JUNE, 2018

The following is a copy of our current THOA Bylaws. Please remove this from the newsletter and keep in your records.

ARTICLE I - OBJECTIVES AND ACTIVITIES

Section 1. Name

The name of this corporation shall be TUSCAWILLA HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association."

Section 2. Objectives

The objectives of the Association, stated in Article III of the Articles of Incorporation, as amended, are to encourage, create, and maintain community spirit and interest and to promote civic affairs and improvements for the residents and property owners within the area referred to as "Tuscawilla", and any additions thereto as may be brought within the jurisdiction of this Association and to promote the preservation, maintenance, and aesthetic appearance of any streets, roads, parks, or other common or public areas now or hereafter within Tuscawilla, and to provide a means for enforcing any recorded restrictions applicable to Tuscawilla.

Section 3. Activities

In order to further its objectives, the Association shall:

- a. Hold general meetings and other group discussions on issues of community interest and importance.
- b. Ensure that the Tuscawilla Today Newsletter and an annual directory for the Membership are published.
- c. Maintain liaison with other homeowners' associations.
- d. Maintain liaison with the Seminole County school board, educational institutions and local government bodies for the protection of the membership's interest.
- e. Maintain liaison with other local civic organizations for the promotion of mutual benefits.
- f. Sponsor social and other appropriate activities to promote community spirit.
- g. Carry out other such projects as the membership or the Board of Directors may from time to time approve.

ARTICLE II - MEMBERSHIP

As stated in Article IV of the Articles of Incorporation, each family residing within Tuscawilla shall be eligible for one membership in this Association. Family residence is the key test for membership. Thus, neither a lot owner nor an absentee landlord is eligible for membership. On the other hand, tenants who expect to reside in Tuscawilla for a year or more are eligible for membership. A primary requirement to be considered a member in good standing is the payment of such membership fees as shall be prescribed by the Association. For the purpose of these Bylaws, the term "family" shall be defined as all of the people living in the same house or household.

ARTICLE III - VOTING

Section 1. Voting Rights

Each paid up membership for the current year shall be determined to be in good standing and shall be entitled to one vote at any meeting at which a vote is to be taken. Memberships may be voted in person, or by a written signed proxy. Any time there is a questionable vote, a roll call vote shall be taken.

Section 2. Voting Actions

In matters pertaining to amending the Articles of Incorporation, adoption or amending of these Bylaws, a two-thirds (2/3rds) vote of the membership present in person or by proxy at a legally and constituted meeting (Article IV, Section 4) shall be required for approval of the matter.

ARTICLE IV – MEETINGS

Section 1. Meetings of Membership

a. There will be a minimum of four (4) regularly scheduled meetings annually as determined by the Board. Notification of each meeting will be provided to the membership in the Tuscawilla Today Newsletter. The Board may suspend meetings; however, notice of suspension of meeting(s) must be given to the membership by the first week of the month preceding the month of the meeting being suspended.

b. Special meetings may be called by the Board or on petition by the membership. Petition by the membership must be submitted in writing to the President not later than twenty-five (25) calendar days preceding the proposed special meeting. The petition must state the purpose of the special meeting and must be signed by at least fifteen (15) percent of the Association membership. Written notice of special meetings giving date, time, place, and purpose must be given the membership not less than ten (10) calendar days prior to the date of the special meeting. The Tuscawilla Today Newsletter and the Tuscawilla Homeowners Association website Tuscawilla.org may be used for this notification.

c. All membership meetings shall be published fully and in such a manner as to assure timely notice to all interested parties. Membership meetings will be held in the Tuscawilla vicinity in a location prepared and readily accessible to all members.

Section 2. Meetings of the Board of Directors

a. The Board shall hold regular monthly meetings as called for by the President. Board meetings may be suspended by the President provided notification of suspension is given to all Board members no less than two (2) days prior to the scheduled date of the meeting.

b. Special meetings may be called by the President or on petition of a majority of the Board members. Notice of such special meeting setting forth the date, time, place, and purpose must be given each Board member in advance of said special meeting.

c. All Board meetings must be held within the Tuscawilla vicinity in a location readily accessible to the Board members.

Section 3. Meetings of Committees

Committee and sub-committee meetings may be held on an as needed basis at a time and place agreeable to the committee or sub-committee members.

Section 4. Quorum for Legally Constituted Meetings

- a. A majority of the membership of the Board shall constitute a quorum for the transaction of business at any meeting.
- b. The committee chairman and one other committee member (if the committee is composed of more than three (3) members) shall constitute a quorum for the transaction of business at any committee meeting.

Section 5. Meeting Procedures

The latest edition of Robert's RULES OF ORDER, REVISED shall be the final authority on all questions of procedure and parliamentary law not covered by the Articles of Incorporation and Bylaws.

ARTICLE V - ASSOCIATION GOVERNMENT

Section 1. Board of Directors

The affairs and property of this Association shall be managed and governed by a Board of Directors, referred to elsewhere in these Bylaws as the Board, composed of nine (9) members of the Association. In addition, the Immediate Past President shall be a member of the Board in an advisory status without voting privileges. Directors shall be elected at the September meeting to take office October 1 and serve for one year.

Any vacancy occurring on the Board before the expiration of a vacating Director's term may be filled by the affirmative vote of the majority of the remaining Directors, even if the number of Directors who remain serving constitutes less than a quorum.

The replacement shall serve the balance of the term remaining for the position to which appointed. All Directors must be members of the Association.

A special meeting of the members to recall a member or members of the Board may be called by written request by 2 percent of the members of the Association giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. Any member of the Board may be recalled and removed from office by the vote or agreement in writing by a majority of the members of the Association. Any Director whose failure to attend three (3) consecutive Board meetings without prior submission of an excuse to the President and validated by the Board shall be subject to removal by majority vote of the Board.

Section 2. Officers

All officers shall be elected by the Board at the first meeting of the Directors to be held after the Board takes office (October 1st). All officers must be members of the Board. Incumbent officers re-elected as Directors shall continue to serve as officers until the first meeting after the general election. They are empowered to conduct all business under existing Bylaws until new officers are elected. Officers to be elected and their duties are as follows:

- a. The President shall (a) preside at all meetings of the Association and the Board; and (b) appoint all standing and special committees; and (c) appoint chairs of all committees who shall be ratified by a majority vote of the Board; and (d) be an ex-officio non-voting member of all standing committees.
- b. The First Vice President shall assume the office of the President when necessary and shall assist the President in the duties of that office.
- c. The Second Vice President shall assume the duties of the First Vice President when necessary and be responsible for the performance of administrative duties as required.

d. The Secretary shall be custodian of all non-financial records of the Association and record minutes of all meetings; shall be able to produce a copy of the Bylaws, Articles of Incorporation, and Standing Rules at all times; shall insure notification of Board members of all meetings; shall handle all correspondence of the Association and shall assist the President with correspondence.

e. The Treasurer shall receive all funds belonging to the Association and shall be responsible to insure an accounting of all dues, receipts, and expenditures; shall report the state of the Treasury at each meeting.

f. The President may appoint a Parliamentarian, subject to removal by the Board, to assist in ruling on points of order, and answering parliamentary inquiries. Parliamentarian may not vote on any matters at a Board meeting unless the Parliamentarian is a duly elected Board member.

In the event of a vacancy in the office of President, the First Vice President shall become President. All other officer vacancies shall be filled by a duly elected member of the Board as determined by a majority vote of the Board.

Officers may be removed from office on the basis of a two-thirds (2/3rds) vote of the Board. Lack of interest as evidenced by failure to attend three (3) consecutive Board meetings without having submitted an excuse to the President and validated by a majority of the Board shall be considered sufficient grounds to initiate removal.

The office of Treasurer shall not be combined with any other office of this Association, and no one person shall hold the office of President and Secretary simultaneously.

Section 3. Committees

The President shall be authorized as in Section 2, Subparagraph (a) to appoint such committees as may be required for the efficient functioning of the Association or as directed by the Board. The appointment authority in this section does not supersede any conflicting provision found elsewhere in these bylaws. Since the purpose of all committees is to advise the President and the Board, they shall report to the Board except for the Financial Review Committee, which shall report directly to the general membership.

ARTICLE VI - NOMINATIONS AND ELECTIONS

A nominating committee shall be appointed by the President and ratified by the Board. The nominating committee shall present names of suitable prospective Directors to the Association at the August general membership meeting along with any and all accepted nominations from the floor at the August membership meeting. All nominations including those from the floor shall be submitted in writing to the Secretary accompanied by signatures of two (2) voting members. Consent of each nominee must be secured in writing before the name(s) are presented. Directors shall be elected by a ballot of the Association membership, provided by mail to the membership in good standing. Ballots and return instructions shall be mailed to the Association membership one month in advance of the general membership meeting to be held in September. New Directors shall assume duties effective October 1st. In the event no more than nine valid nominations are received, the Board of Directors shall accept the slate of nominees and election by ballot shall be waived as unnecessary.

ARTICLE VII - DUES

a. The annual membership dues of the Association shall be established by the Board.

b. The annual dues shall be payable in January. Membership shall be suspended pending payment of dues or final action of the Association.

c. All dues and other funds received by the Association shall be considered obligated and are not refundable or transferable.

d. A member in good standing is a member who is not delinquent in his dues.

ARTICLE VIII - FINANCIAL ADMINISTRATION

Section 1. Deposit of Funds

- a. All funds received by the Association shall be deposited in the name of the Association in accordance with Florida law. The Treasurer, as designated by the Board, is authorized to write draft funds from the Association's accounts however, the President or 1st Vice President must cosign all such drafts.
- b. Funds in excess of the Association's immediate needs may be transferred by the Treasurer from the checking account to a bank interest bearing account so that they may earn interest for the Association.
- c. The Board shall determine which banking institutions are to be used.

Section 2. Fiscal Year

The Association's fiscal year shall be January 1st through the following December 31st.

Section 3. Budgets

- a. All obligations and expenditures shall be in accordance with an annual budget prepared and approved by the Board of Directors in December.
- b. The Board is authorized to shift funds from one cost category to another without prior approval of the membership. The Board is authorized to exceed any budget by not more than twenty (20) percent without prior approval of the membership. Ratification shall be requested at the next regular meeting.

Section 4. Accounting

The Treasurer shall maintain the accounting records for all Association activities. Membership records will be kept by the membership Chairman. Separate books shall be kept for the major operating budget and for any special projects budgets. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times upon appropriate advance notice to the Board of Directors. Such authorization as a representative of a member must be in writing and signed by the person giving authorization and dated within thirty (30) days of the date of the inspection.

Section 5. Reporting

At each regular meeting of the membership, the Treasurer shall report on the funds for which he is responsible. The report should set forth the receipts by category, the expenditures by category, the net change (increase or decrease) for the period, the balance of the fund at the beginning of the period, and the balance of the fund as of the report date. A separate statement of unpaid obligations by budget category should be added to the report, where appropriate.

Section 6. Financial Reviews

An annual audit of the Association books may be determined by a resolution of the Board. This audit will be conducted by a public accountant at the completion of the fiscal year.

On change of the Treasurer, the President, with the advice and consent of the Board, shall appoint a Financial

Review Committee to review the books of the Association. A report will be presented to the General membership, and a copy will be filed with the Secretary.

Section 7. Financial Asset Disbursement in case of THOA being dissolved

If the THOA is dissolved for any reason, the financial assets shall be divided evenly between the following:

- 1) Winter Springs Police Dog Purchase.
- 2) Improvements to Trotwood Park, Sam Smith Park, Bear Creek Nature Trail.
- 3) Winter Springs Police Disaster Emergency Truck.

ARTICLE IX - AMENDMENTS

Proposals for the amendment of these Bylaws may be made by any of the voting members or by a vote of a majority of the Board. Such proposals shall set forth the proposed amendment, shall be in writing, and delivered to the Secretary for publication to the membership not less than forty (40) days prior to the membership meeting at which such proposal is voted on. The Secretary shall give to each voting member notice setting out the proposed amendment and the time and place of the meeting at which such proposal will be voted on, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting. Placing the notice in the Tuscowilla Today Newsletter and the Tuscowilla Homeowners' Association website Tuscowilla.org shall constitute notification for purposes of record. An amendment shall be adopted if at the noticed meeting, at least two thirds (2/3rds) of the members in attendance vote in favor of the amendment.

The Articles of Incorporation of the Corporation may be amended by act of the Board of Directors, subject to the approval of the membership. No such amendment shall be effective until approved by a majority of the members present at a membership meeting at which time the proposed amendment is discussed.

These amended Bylaws were adopted by the Association at its regular membership meeting on the 12th day of June 2008.