

BYLAWS
OF
ASHTON COVEY HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is **Ashton Covey Homeowners' Association, Inc.** The principal office of the Association shall be located at 641 Pine Creek Drive, Winter Haven, Florida 33884, but meetings of members or directors may be held at such places within Florida designated by the board of directors.

ARTICLE II
DEFINITIONS

Unless otherwise indicated to the contrary, all capitalized terms used herein without definition shall have the meaning given such term in the Declaration of Covenants, Conditions and Restrictions of Ashton Covey ("Declaration") or the Articles of Incorporation of Ashton Covey Homeowners' Association, Inc. ("Articles"). For ease of reference, Ashton Covey Homeowners' Association, Inc., shall hereinafter be referred to as the "Association".

ARTICLE III
MEMBERS

1. Qualifications. The qualification of Members, the manner of their admission to membership, changes in membership and the termination of such membership shall be as set forth in the Declaration and the Articles.
2. Member Roster. The Secretary of the Association shall maintain a roster in the office of the Association showing the names and addresses of the Members. Each Member shall at all times advise the Secretary of any change of address of the Member or any change of ownership of the Member's Lot. The Association shall not be responsible for reflecting any changes until notified of such change in writing.

ARTICLE IV
MEETING OF MEMBERS

1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held annually. The Board shall determine the date, time and place to hold the annual meeting.
2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of one-fourth (1/4) of the Class A Members who are entitled to vote.

3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
4. Attendance at Meetings. Any person entitled to cast the vote of a Member, and in the event a Lot is owned by more than one (1) person, all co-Owners of such Lot, may attend any meeting of the Members. Any person not expressly authorized to attend a meeting of the Members as set forth above may be excluded from any meeting of the Members by the presiding officer of such meeting.
5. Organization. At each meeting of the Members, the President, or in the President's absence, the Vice President, or their designee, shall act as Chairman of the Meeting. The Secretary or, in the Secretary's absence, any person appointed by the Chairman of the Meeting shall act as Secretary of the meeting.
6. Minutes. The Association shall maintain minutes of each meeting of the Members and the Board in written form or in another form which can be converted into written form within a reasonable time. The minutes shall be kept in a book available for inspection by Members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. A vote or abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.
7. Quorum. At meetings of Members, the presence of Members, in person or by proxy, entitled to cast one-tenth (1/10) of the votes of each class of Membership shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time, date, and place that the meeting will be reconvened, provided that a quorum is obtained.
8. Proxies. At all meetings of Members, each Member may vote in person or by proxy duly appointed in writing which bears a date not more than three (3) months prior to such meeting. All proxies shall be in writing, shall comply with the requirements of Chapter 720, Florida Statutes, as amended from time to time and shall be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of their Lot.
9. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the meetings of Members when not in conflict with the Governing Documents.

ARTICLE V
BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

1. **Number.** The affairs of this Association shall be managed by a board of a minimum of three (3) and a maximum of five (5) directors. The number of directors shall always consist of an odd number.
2. **Term of Office.** At the annual meetings of the Members, the Members, when entitled, shall elect directors for a term of one (1) year or until the next annual meeting of the Members whichever is later. The term of each director's services shall extend until the next annual Members meeting and until their successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.
3. **Removal.** Any director may be removed from the Board, with or without cause, by the vote or agreement in writing of a majority of the Members of the Association. In the event of death, resignation or removal of a director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.
4. **Compensation.** Directors shall serve without compensation or fees; provided, however, nothing herein shall be deemed to prevent reimbursement of out-of-pocket expenses approved by the Board and incurred on behalf of the Association.
5. **Nomination.** Nomination for election to the Board shall be made from the floor at the annual meeting.
6. **Election.** Election to the Board shall be by written ballot (unless dispensed with by majority consent of the Lots represented at the meeting). At the election Members may cast, in respect to each position to be filled on the Board, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.
7. **Members' Right to Elect Director.** Members other than Developer are entitled to elect at least one (1) member of the Board if fifty percent (50%) of the Lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Members other than the Developer. Directors elected by the Members pursuant to this Section shall be Class A Members of the Association.
8. **Developer's Right to Elect Director.** Developer shall, without regard to the number of votes allocated to Developer, be entitled to appoint one (1) member of the Board as long as Developer holds, for the sale in the ordinary course of business, at least five percent (5%) of the Lots in all phases of the community that will ultimately be operated by the Association. Nothing contained in the foregoing, however, is intended nor shall be deemed to create any obligation upon the Developer to exercise such right to elect such one (1) director. Any directors appointed or elected by the Developer need not be Members of the Association and need not be residents of the State of Florida.

9. Certification of Directors. Within ninety (90) days after being elected or appointed to the Board, each Director shall certify in writing to the Secretary of the Association that he or she has read the Declaration, the Articles of Incorporation, these Bylaws and any other written rules and policies of the Association; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will work to faithfully discharge his or her fiduciary responsibility to the Members. Within ninety (90) days after being elected or appointed to the Board, in lieu of such written certification, the newly elected or appointed Director may submit a certificate of having satisfactorily completed the educational curriculum administered by an education provider approved by the Division of Florida Condominiums, Timeshares and Mobile Homes in the Department of Business and Professional Regulation or any successor governmental agency, division, or department of the State of Florida, within one (1) year before or ninety (90) days after the date of election or appointment. The written certification or educational certificate is valid for the uninterrupted tenure of the Director. A Director who does not timely file the written certification or educational certificate shall be suspended from the Board until he or she complies with the requirement. The Board may temporarily fill the vacancy during the period of suspension. The Association shall retain each Director's written certification or educational certificate for inspection by the Members for five (5) years after the Director's appointment or election. However, the Association's failure to have the written certification or educational certificate on file does not affect the validity of any Board action.

ARTICLE VI MEETINGS OF DIRECTORS

1. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Meetings of the directors shall be open to all Members and notices of such meetings shall be posted in a conspicuous place on the Association property at least forty-eight (48) hours in advance of a meeting, except in emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

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

3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

4. Minutes of Meetings. The minutes of all meetings of the Board shall be kept in a book available for inspection by the Members or the directors, at any reasonable time.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Powers. The Board shall have power to:

- A. Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof.
 - B. Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations.
 - C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the Governing Documents.
 - D. Employ a manager, an independent contractor, and such other employees as they deem necessary, and to prescribe their duties.
 - E. Appoint by resolution, committees as from time to time may be deemed necessary which may exercise such powers, duties and functions as may be determined by the Board, which may include any powers which may be exercised by the Board.
2. Duties. It shall be the duty of the Board to:
- A. Cause to be kept minutes of all meetings of the Members and Board.
 - B. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
 - C. Fix the amount of the annual assessment against each Lot.
 - D. Send written notice of each assessment to every Owner in advance of each annual assessment period.
 - E. Foreclose the lien against any property for which assessments are not paid or to bring an action at law against the owner personally obligated to pay the same.
 - F. Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
 - G. Procure and maintain adequate liability and hazard insurance on property owned by the Association.

- H. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- I. Cause the Common Area to be maintained.
- J. Supervise and ensure the making of necessary repairs, additions and improvements to, or alterations to the Property.
- K. Maintain bank accounts on behalf of the Association and designate signatories required therefor.
- L. Enter into and upon any portion of the Property, including any Lot(s), when necessary to maintain, care and preserve any real or personal property in the event the respective Owner fails to do so.
- M. Perform all duties and obligations of the Association as set forth in the Governing Documents and as otherwise provided by statute or law, and all powers incidental thereto or implied therefrom.

ARTICLE VIII OFFICERS AND THEIR DUTIES

1. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be Members of the Board, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.
2. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.
3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.
4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
5. Resignation and Removal. Any Officer may be removed from office, with or without cause, by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time as specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
6. Vacancies. A vacancy in any office shall be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special appointments created pursuant to Section 4 of this Article.

8. Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.
- B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures and deliver a copy of each to each of the Members.

ARTICLE IX INDEMNIFICATION

The directors and officers of the Association shall be indemnified by the Association to the fullest extent now or hereinafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for dues, assessments or fee as provided by law.

ARTICLE X COMMITTEES

The Board may appoint a committee or committees as deemed appropriate in carrying out its purpose.

ARTICLE XI
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times be subject to inspection by any Member. The Declaration, Articles and Bylaws of the Association shall be available for inspection by any Member, where copies may be purchased at a reasonable cost.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words Ashton Covey Homeowners' Association, Inc., the year "2024" and the words "Corporation Not-For-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the Association.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of the Owners. Notwithstanding the foregoing, the Developer specifically reserves the right to amend these Bylaws in order to comply with the requirements of the Southwest Florida Water Management District or any other governmental agency.

ARTICLE XIV
MISCELLANEOUS

1. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.
2. **Partial Invalidity.** If any of the provisions of these Bylaws shall be or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.
3. **Conflicts.** In the event of any conflict, any applicable Florida statute, the Declaration, Articles, Bylaws and the rules and regulations of the Association shall govern, in that order.
4. **Captions.** Captions are utilized only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these Bylaws or the intent of any provision.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Ashton Covey Homeowners' Association, Inc., a Florida corporation not for profit; and

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted by consent of the Board.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6 day of May, 2024.


Secretary Brandi B. Spence