



Big Tree Lakes Property Owners Assoc., Inc.

P.O. Box 504 Lake Geneva, Florida 32160

August 30, 1991

RE: Big Tree Lakes Property Owners Association
Revised and Amended by-Laws, August 1991

Secretary of State
State Capitol
Tallahassee, Florida 32399

Dear Sir:

Enclosed find two (2) copies of the Revised and Amended By-Laws for Big Tree Lakes Property Owners Association, effective October 1991.

These Revised and Amended By-Laws were read at three (3) consecutive Special Board Meetings during the month of August, 1991 and were adopted unanimously by the 1991-1992 Board of Directors of the Big Tree Lakes Property Owners Association, whose signatures appear below:

Walter Bourgault
WALTER BOURGAULT
President

Frank Frohlich
FRANK FROHLICH
Treasurer

Leonard W. Ennis
LEONARD ENNIS
Director

Gus Vanderzicht
GUS VANDERZICHT
Director

ABSENT
BILL BELK
Director

Chester Moody
CHESTER MOODY
Vice-President

Mary Lane Bradshaw
MARY LANE BRADSHAW
Secretary

John McMullen
JOHN MCMILLEN
Director

Ed Fulmer
ED FULMER
Director

ALBERT H. BRADSHAW - Chairman, By-Laws Committee *Albert H. Bradshaw*
FRANK RIESELMAN - Co-Chairman, By-Laws Committee *Frank J. Rieselmann*

Copy to Building/Zoning Dept., Green Cove Springs, Fl. 32043

BY-LAWS
OF
THE BIG TREE LAKES PROPERTY OWNERS ASSOCIATION, INC.
A Corporation Not For Profit under the laws of the
State of Florida

ARTICLE I IDENTITY: These are the By-Laws of the Big Tree Lakes Property Owner's Association, Inc., herein called the Association, a Corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of the State of Florida. The Association has been organized for the purpose of carrying out several responsibilities from time to time imposed upon it by the Developer thru the Declaration of Restrictions made applicable to Big Tree Lakes according to plat thereof recorded in Plat Book 333, Page 60, of the Public Records of Clay County, Florida.

1. The office of the Association shall be temporarily located at Laredo Street, Lake Geneva, Florida.
2. The Fiscal year of the Association shall be from July 1st to June 30th.
3. The Seal of the Corporation shall bear the name of the Corporation, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation.

ARTICLE II MEMBERSHIP MEETINGS:

1. The Annual Members Meeting shall be held at the office of the Association at its regular meeting on the 2nd Saturday of November for the purpose of:
 - a. Presentation of the annual reports of the Officers and the Committee Chairpersons.
 - b. The election of officers for the coming year.
 - c. Transacting any other business authorized to be transacted by the members.

Note: If that day is a legal holiday, the meeting shall be held at the same hour on the next day which is not a legal holiday.

2. Regular meetings shall be held on the 4th Monday of the month at 7:30 p.m. An open meeting will be held from 7:00 p.m. to 7:30 p.m. for the members of the Association to address the Board of Directors.

3. Special meetings may be called by:
 - a. The President or the Vice-President
 - b. A majority of the Board of Directors
 - c. A signed petition of fifty (50) voting members of the Association.

d. Special Meetings of the Board of Directors may be called by the President or Vice-President and must be called by the Secretary at the written request of one-third of the Directors. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph. Said notice shall state the time, place and purpose of the meeting.

4. Quorum: A quorum will be established with the number of members present and properly completed proxies.

5. Proxies: Votes shall be cast in person or by proxy only in such instances provided for in the Articles of Incorporation or Deed Restrictions, and such proxy shall be valid only for the particular meeting designated in the notice.

6. The order of business at the annual meetings, and as far as practical at all other members' meetings, shall be:

- a. Calling of the roll and certifying the proxies.
- b. Proof of notice of meeting.
- c. Reading and approval of the minutes of the prior meeting.
- d. Treasurer's report.
- e. Reports of standing committees.
- f. Unfinished business.
- g. New business.
- h. Good and Welfare.
- i. Adjournment.

ARTICLE III BOARD OF DIRECTORS:

1. All property and business affairs of the Association shall be managed and supervised by a Board of Directors of nine (9) members, consisting of a President, Vice-President, Secretary and Treasurer, and five (5) Directors, all specifically elected by the Association members.

2. Election of Officers and Directors:

a. Election of Officers and Directors shall be held the 2d Saturday of November at the Annual Meeting of the property owners.

b. A Nominating Committee consisting of five (5) members shall be elected by the members of the Association at the June meeting. The elected members of the Nominating Committee shall select their own Chairperson. The Committee shall nominate one or more persons for each Officer or Director to be elected. There will also be nominations from the floor at the June meeting. Further nominations must be submitted in writing to the Board of Directors, Attention: Nominating Committee Chairperson, no later than September 30th.

c. The election shall be by closed ballot and by a property owner plurality of the votes cast, each person (one vote per property) being entitled to cast one vote for each open position.

d. Members who are certified by the Board of Directors as not residing in Big Tree Lakes on a regular basis shall be eligible to vote by absentee ballot which shall be forwarded to them by the Board of Directors as provided by the designated Election Committee. Proxy voting shall be permitted by names provided on the proxy ballot only.

e. Election Committee: The Board of Directors shall appoint five (5) property owners to act as the Election Committee. They will select their own Chairperson. No Officer or Director nominated who agrees to run for office, shall be eligible to serve on the Election Committee. Should a person be subsequently nominated and agree to run for office, said position on the Elections Committee shall be declared vacant. The Board of Directors will appoint another person to serve on the Elections Committee.

f. Except for vacancies created by the removal of an Officer or Director by the members of the Association, vacancies occurring between annual meetings of the Association shall be filled by appointment of the remaining Directors.

g. Any Officer or Director failing to attend three (3) consecutive meetings, except for illness or valid cause, i.e., death in the family, out-of-state emergency, shall forfeit his/her position as an Officer or Director. The vacancy so created shall be appointed by the remaining Directors.

h. In the event a Director has violated any of the established requirements of his office, he or she may be removed by the Board for cause. In the event the Director or Officer objects to such action, he or she may call for a Special Meeting at his or her expense.

3. The term for each Officer and Director shall be as follows:

Three (3) Directors, a three (3) year period.

Three (3) Directors, a two (2) year period.

Three (3) Directors, a one (1) year period.

These Directors or Officers shall serve the above term until he or she is removed in the manner elsewhere provided.

4. The organization meeting of the newly elected Board of Directors shall be held within seven (7) days of their taking office. At such time and place, as shall be fixed by the Board of Directors, a President, Vice-President, Secretary and Treasurer shall be nominated and voted on.

5. The Board of Directors shall meet monthly, at which time such business as may come before the Board is to be considered and acted upon. Further, the Agenda for the semi-annual Membership Meeting shall be prepared.

6. Quorum: Five (5) members of the Board of Directors shall constitute a quorum of any meeting of the Board of Directors, but

less than a quorum of any meeting may adjourn a meeting time to time until a quorum is present. In the case of a tie, the President may vote to break the tie. The acts approved by a majority of the Directors present at a meeting shall constitute the acts of the Board of Directors.

7. Adjourned Meetings: At any reconvened meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

8. Joinder in Meeting by Approval of Minutes: The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

9. The Presiding Officer of the Director's Meeting shall be the President. In the absence of the President, the Vice-President shall preside. If both the President and Vice-President are absent, the Directors shall designate one of their number to preside.

10. The Order of Business at Director's Meeting shall be:

- a. Calling of the roll.
- b. Proof of due notice of said meeting.
- c. Reading, correction and acceptance of the Minutes of the last meeting.
- d. Treasurers report.
- e. Officer and Committee reports.
- f. Unfinished business.
- g. New business.
- h. Good and Welfare.
- i. Adjournment.

11. Officer's and Director's Fees: No Officer or Director shall receive compensation, directly or indirectly, for any service he or she may render to the Association. However, Officers or Directors shall be reimbursed for their expenses incurred in the performance of their duties. Appropriate travel forms will be completed and submitted to the Board for approval.

ARTICLE IV POWERS AND DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS:

1. All of the powers and duties of the Association existing under the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees subject only to the following restrictions:

a. The President shall have the limited authority to authorize certain expenditures as set forth under the Powers and Duties of the President.

b. The Board of Directors shall have the authority to authorize payments in accordance with the annual budget, which is prepared under the direction of the Board of Directors and submitted and

and approved by the members of the Association at the November meeting.

c. The Board of Directors may authorize the expenditure of not more than five-hundred dollars (\$500.00) for any one item, other than those items approved in the budget, without approval of the Membership.

d. Signature Contracts, etc. : Unless duly authorized by the Board of Directors, no Officer or Director of the Association shall have the power or right to bind the Association by any contract or agreement, or to pledge its credit or assets, or to render it liable for any purpose or in any amount, unless such action is in conformance with the provisions of these By-Laws.

ARTICLE V OFFICERS AND TERM IN OFFICE

1. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be nominated and voted on by the Board of Directors, who have been elected.

a. Term of Office: All of the Officers and Directors shall be elected for a one, two or three year term, but no Officer may be re-elected to the same office after serving two (2) consecutive terms. This insures continuity on the Board.

2. The President shall preside at all of the Board of Directors and Property Owners Meetings. He or she shall have all the powers and duties which are usually vested in the office of President of the Association, including but not limited to the power to appoint committee chairpersons with the consent of the Board of Directors, and replacements, except the Nominating, Election and Audit Committees.

a. The President can authorize essential expenditures not to exceed one-hundred dollars (\$100.00) for payment by the Treasurer from a Petty Cash Fund, or by check, upon presentation of a receipt.

3. The Vice-President shall, in the absence of the President, exercise the powers and perform the duties of the President. He or she shall also generally assist the President and exercise such powers and perform such other duties as shall be prescribed by the Directors.

4. The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He or she shall attend to the serving of all notices to the Members and Directors and other notices as required by law. He or she shall have custody of the Seal of the Association and affix the same to instruments requiring the seal when duly signed. He or she shall keep the books of the Association, except those of the Treasurer, and shall perform all other duties incidental to the office of the Secretary of the Association, and as may be required by the Directors or the President.

5. The Treasurer shall have custody of all the property of the Association, including funds, securities and evidence of indebtedness. He or she shall keep the books of the Association in

accordance with good accounting procedures. He or she shall open bank accounts, receive funds and make disbursements as authorized by the Board of Directors. All checks must be signed by any two (2) of three (3) officers; President, Vice-President and Treasurer. The Treasurer shall also perform all other duties incidental to the office of the Treasurer. The President, Vice-President and Treasurer shall be adequately bonded.

6. The Audit Committee: The Chairperson and two (2) Association members shall constitute the committee. No Officer or member of the Board of Directors can be a member of the Audit Committee. The Chairperson and members of the Audit Committee shall be appointed by the Board of Directors. Any Officer, Board Member, or person charged with the handling and administration of the funds of the Association shall be available to assist the Audit Committee if the same becomes necessary. The Audit Committee Chairperson to make his or her report at the Annual Meeting in November.

7. The compensation of all employees of the Association shall be fixed by the Directors. The Board may contract work to Property Owner Association members, excluding Board of Director members, if the Association members are duly qualified to perform the work. Any employee must have the proper insurance, such as Liability, Workman's Compensation, etc., and must comply with all City, County and State ordinances, building codes and must procure the required permits, and submit a competitive bid.

8. Books and Records: The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member in good standing. The Declaration of Restrictions, Articles of Incorporation and the By-Laws of the Association shall be available for the inspection by any member in good standing at the principal office of the Association, where copies may be purchased at a reasonable cost.

9. Assessments: As more fully provided for in the Declaration of Restrictions, each member is obligated to pay to the Association annual and/or monthly special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment that is not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of the delinquency at the established current rate of interest. The Association may bring an action against the owner personally obligated to pay same or foreclosure the lien against the property. Interest, costs and reasonable attorney's fee of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the facilities or services provided or abandonment of his property.

10. Parliamentary Rules: Robert's Rules of Order (Latest Edition) shall govern the conduct of the Association meeting when not in conflict with the Declarations of Restrictions, Articles of Incorporation or these by-laws.

11. Amendments: These By-Laws may be amended in the following manner:

a. Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

b. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. These By-Laws may be amended at a regular meeting or special meeting of the Board of Directors, by a vote of two-thirds (2/3) of a quorum of members present. No amendment shall be made which is in conflict with the Declaration of Restrictions or the Articles of Incorporation.

c. A copy of each amendment shall be attached to a certificate stating that the amendment was duly adopted as an amendment of the Big Tree Lakes Property Owners Association By-Laws. Said certificate shall be executed by the Officers of the Association with the formalities of a deed.

d. These By-Laws are amended to the old By-Laws and supercedes all previous By-Laws.

The foregoing were adopted as the revised and amended By-Laws of the Big Tree Lakes Property Owners Association, a Corporation Not for Profit under the laws of the State of Florida, at a Special Meeting of the By-Laws Committee held at the office of the Association at three (3) meetings during the month of August, 1991.

The said By-Laws are to be effective as of October 1991.

APPROVED:

Walter Bourgault
WALTER BOURGAULT
President

Mary Lane Bradshaw
MARY LANE BRADSHAW
Secretary