

BYLAWS OF

SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC.

A corporation Not for Profit
Under the Laws of the State of Florida

A. IDENTITY. These are the Bylaws of SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC., called Association in these Bylaws, a corporation not for profit under the laws of the State of Florida. The Articles of Incorporation of the Association were filed in the office of the Secretary of State on the 22nd day of December, 1989. The Association has been organized for the purpose of protecting and promoting the property, health, safety, and welfare of the owners of lots in the following described Subdivisions:

GASPARILLA PINES SUBDIVISION, as per Plat thereof recorded in Plat Book 12, Page 3, Public Records of Charlotte County, Florida;

SANDALHAVEN ESTATES, as per Plat thereof recorded in Plat Book 15, Page 65, Public Records of Charlotte County, Florida;

SANDALHAVEN ESTATES, UNIT 2, as per Plat thereof recorded in Plat Book 16, Page 47, Public Records of Charlotte County, Florida.

To provide, maintain, and repair landscaping in the general and common areas, access paths, and streets; to provide, maintain, and repair common areas, structures, and improvements in the Subdivision.

To provide services for the common good of the owners of lots in the Subdivision, including the storm water management system and the common grounds.

1. The office of the Association shall be at 33⁵⁰~~38~~ Goldfinch Lane, Englewood, Florida 34224.

2. The fiscal year of the Association shall be the calendar year.

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, an impression of which is as follows:

Corp. Seal

B. MEMBERS

1. Roster of Members - The Association shall maintain a roster of the names and mailing addresses of lot owners, which shall constitute a roster of members. The roster shall be maintained from evidence of ownership furnished to the Association from time to time to substantiate the holding of a membership and from changes of mailing addresses furnished from time to time. Each member shall furnish to the Association a copy of the evidence of his title substantiating his membership.

2. Annual Meeting - The annual members' meeting shall

be held on the fourth Thursday in March of each year, at 7:00 p.m. local time, at such place in Englewood, Florida, as the President or a majority of the board of directors shall determine; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day which is not a holiday. The purpose of the meeting shall be to elect directors and to transact any other business authorized to be transacted by the members; provided that if the date for the first annual meeting of members is less than six months after the first election of directors by the membership of the Association, this annual meeting shall not be held, and the directors first elected by the membership of the Association shall serve until the date for the next following annual meeting.

3. Special Members' meetings shall be held at such places as provided for annual meetings whenever called by the President or by a majority of the Board of Directors, and must be called by those officers upon receipt of a written request from a majority of the members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

4. Notice of a Meeting of the members stating the time and place and the objects for which the meeting is called shall be given by the officer calling the meeting. A copy of the notice shall be mailed to each member entitled to attend the meeting except members who waive the notice in writing. The mailing shall be to the address of the member as it appears on the roster of members. The posting and mailing of the notice shall be effected not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Notice of a meeting may be waived before or after the meeting.

5. Quorum. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Articles of Incorporation or these Bylaws.

6. Voting.

- (a) In any meeting of members the owners of lots shall be entitled to cast one vote per lot.
- (b) If a lot is owned by one person his right to vote shall be established by the roster of members. If a lot is owned by more than one person, or is under lease, the person entitled to cast the vote for the lot shall be designated by a certificate signed by all of the record owners of the lot according to the roster of lot owners and filed with the Secretary of the Association. If a lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by a certificate signed by the president or vice president and attested by the secretary or assistant secretary of the corporation and filed with the Secretary of the Association. Those certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the lot concerned. A certificate designating the person entitled to cast the vote for a lot may be revoked by any owner of a share in the lot. If a certificate designating the person entitled to cast the vote for a lot is not on file, the vote of the owners shall not be considered in determining whether a quorum is

present nor for any other purpose; provided that where a lot is owned by husband and wife, either lot owner shall be entitled to vote for the lot and shall be considered in determining whether a quorum is present, absent an apparent conflict.

7. Proxies - Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than 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 unit owner executing it. A proxy must be filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. One person may hold no more than five proxies.

8. Adjourned meetings - If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present, provided notice of the adjourned meeting is given in the manner required for notice of a meeting.

9. The minutes of all meetings of unit owners and the Board of Administration shall be kept in a book available for inspection by lot owners, or their authorized representatives, and board members at any reasonable time. The association shall retain these minutes for a period of not less than 7 years.

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

- (a) Call to order by President
- (b) Election of chairman of the meeting
- (c) Calling of the roll and certifying of proxies
- (d) Proof of notice of meeting or waiver of notice
- (e) Reading and disposal of any unapproved minutes
- (f) Reports of officers
- (g) Reports of committees
- (h) Election of inspectors of election
- (i) Determination of number of directors
- (j) Election of directors
- (k) Unfinished business
- (l) New Business
- (m) Adjournment

C. DIRECTORS

1. Membership - The affairs of the Association shall be managed by a board of five directors.

2. Election of directors - shall be conducted in the following manner:

- (a) Election of directors shall be held at the annual members' meeting.
- (b) A nominating committee of five members shall be appointed by the board of directors not less than sixty (60) days prior to the annual members' meeting and a Chairman of the committee designated. The nominating committee shall present in writing to the President the names of one or more candidates for each of the five directorships not later than thirty (30)

days prior to the annual meeting. Nominations for directorships may also be made from the floor. All nominations must be accompanied by a written statement from the nominee that he/she is willing to serve in this capacity.

- (c) The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- (d) Except as to vacancies provided by removal of directors by members, vacancies in the board of directors occurring between annual meetings of members shall be filled by the remaining directors.
- (e) Any member of the board of directors may be recalled and removed from office with or without cause by the vote or agreement in writing by a majority of all lot owners entitled to vote. A special meeting of the unit owners to recall a member or members of the board of directors may be called by ten percent (10%) of the lot owners entitled to vote, giving notice of the meeting as required for a meeting of lot owners, and the notice shall state the purpose of the meeting.

3. The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

4. The organizational meeting of a newly-elected board of directors shall be held within ten days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected. At this organizational meeting the directors shall elect a President, Vice President, Secretary, Assistant Secretary, and Treasurer as set forth in Section D of these bylaws.

5. Regular meetings of the board of directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice to officers and directors of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, and shall be transmitted at least three days prior to the meeting.

6. Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one third of the directors. Notice to officers and directors of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting, and shall be transmitted not less than three days prior to the meeting.

7. Notice of Meetings - All meetings open to lot owners. Meetings of the board of directors shall be open to all lot owners.

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 giving of notice.

9. A quorum at directors' meetings shall consist of a majority of the entire board of directors. 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 of directors, except when approval by a greater number of directors is required by the Articles of Incorporation or these Bylaws.

10. Adjourned Meetings - If at any meeting of the Board of Directors 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.

11. 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 of that meeting shall constitute the presence of that director for the purpose of determining a quorum.

12. The presiding officer of directors' meetings shall be the chairman of the board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

13. The order of business at directors' meetings shall 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) Election of officers
- (f) Unfinished business
- (g) New business
- (h) Adjournment

14. Powers and Duties of the Board of Directors - All of the powers and duties of the Association existing under the Articles of Incorporation or these Bylaws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

D. OFFICERS

1. The executive officers of the Association shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the board of directors and who may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person may hold more than one office except that the President may not also be the Secretary or Assistant Secretary. No person shall sign an instrument nor perform an act in the capacity of more than one office. The board of directors from time to time shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

2. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time to assist in the conduct of the affairs of the Association as he in his discretion may determine appropriate.

3. The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President. He also shall assist the President and exercise such other 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 shall attend to the serving of all notices to the members and directors and other notices required by law. He shall have the custody of the seal of the Association and shall affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

5. The Assistant Secretary shall exercise the powers and perform the duties of the secretary in the absence or disability of the secretary.

6. The Treasurer shall have custody of all property of the Association including funds, securities and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the board of directors for examination at reasonable times. He shall submit a treasurer's report to the board of directors at reasonable intervals and shall perform all other duties incident to the office of treasurer.

E. FISCAL MANAGEMENT

Copies of a-proposed budget and proposed assessments shall be mailed to each member not less than thirty (30) days prior to the meeting at which the proposed budget will be considered for adoption, together with a notice of that meeting. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member.

1. Assessments - Assessments against the lot owners for their shares of the items of the budget shall be made by the board of directors for the calendar year annually in advance on or before the first day of December preceding the year for which the assessments are made. The amount required from each lot owner to meet the annual budget shall be divided into four equal assessments, one of which shall be due on the first day of each calendar quarter of the year for which the assessments are made, or thirty days after the mailing to the unit owners concerned of a statement for the assessment coming due, whichever date shall last occur. If assessments are not made annually as required, quarterly assessments shall be presumed to have been made in the amount of the last prior quarterly assessment, and assessments in this amount shall be due on the first day of each calendar quarter until changed by an amended assessment. In the event a quarterly assessment shall be insufficient in the judgment of the board of directors to provide funds for the anticipated current expense for the ensuing quarter and for all of the unpaid operating expenses previously incurred, the board of directors shall amend the budget and shall make amended quarterly assessments for the balance of the year in sufficient amount to meet these expenses for the year.

2. Financial Report - Within 60 days following the end of the fiscal or calendar year, the board of directors shall mail or furnish by personal delivery to each unit owner a complete financial report of actual receipts and expenditures for the previous 12 months.

3. Assessments for charges - Charges by the Association against members for other than common expense shall be payable in advance. Those charges may be collected by assessment in the same manner as common expenses, and when circumstances permit, those charges shall be added to the assessments for common expense. Charges for other than common expenses may be made only after approval of a member, and may include but shall not be

limited to charges for the condominium property when authorized by the Declaration of Condominium, maintenance services furnished at the expense of a member and other services furnished for the benefit of a member.

4. Assessments for emergencies - Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be due only after 30 days' notice is given to the lot owners concerned, and shall be paid in such manner as the board of directors of the association may require in the notice of assessment.

5. The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the moneys of the association shall be deposited. Withdrawal of moneys from those accounts shall be only by checks signed by such persons as are authorized by the directors.

6. Fidelity bonds may be required by the board of directors from officers or directors who control or disburse funds of the association. The amount of those bonds and the sureties shall be determined by the directors. The premiums on the bonds shall be paid by the Association.

F. AMENDMENTS - An amendment to these bylaws may be accomplished by a two-thirds (2/3) vote of the members present at any meeting at which there is a quorum present.

G. PARLIAMENTARY RULES - Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Articles of Incorporation or these Bylaws.

The foregoing were adopted as the Bylaws of SANDALHAVEN PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the board of directors on the ____ day of _____, 1990.

Secretary

Approved:

Ben Sammons
President