

CUDJOE GARDENS PROPERTY OWNERS ASSOCIATION, INC.

Bylaws

(as amended January 18, 1999)

ARTICLE I: NAME

The name of this organization shall be: CUDJOE GARDENS PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II: PURPOSE

The purpose of this organization shall be to inspire in all Cudjoe Gardens Property owners a sincere desire to maintain and preserve the natural beauty of the Gardens and to perpetuate its high architectural standards;

To serve as a forum whereby any Gardens property owner may be heard on any subject of mutual concern relating to the use and maintenance of any and all Gardens property;

To implement Gardens deed restrictions;

To represent the majority wishes of Gardens residents in contact with government and other public entities.

ARTICLE III: PARLIAMENTARY AUTHORITY

The parliamentary authority of the Association shall be *Robert's Rules of Order, Revised Edition*.

ARTICLE IV: AMENDMENTS

The Charter of the Association and the Bylaws may be altered or amended by a Bylaws Committee. If approved by the Board of Directors, the changes shall be voted on during the annual meeting or special meeting.

ARTICLE V: FISCAL YEAR, MEMBERSHIP AND DUES

SECTION I: The fiscal year shall commence January 1.

SECTION II: Membership shall be limited to owners of real estate in the Gardens. Associate memberships shall be available to persons with long-term (over six months) leases or rental agreements.

SECTION III: Each household shall constitute a single membership, regardless of how many Gardens' parcels are owned, and be entitled to one vote.

SECTION IV: Membership or associate membership shall commence with payment of annual dues. Non-members applying for initial membership or associate membership after June 30th shall be assessed one-half of the current year annual dues.

SECTION V: Dues are payable January 1st and cover the calendar year in which paid.

SECTION VI: Any changes in annual dues for the following year shall be determined by Association members at the annual meeting upon recommendation from the Board of Directors, hereafter referred to as the "Board", and based on a fiscal status report from the Treasurer.

SECTION VII: Annual dues shall be delinquent if not paid by March 1st. Delinquent members shall not be entitled to members' privileges. Payment of full annual dues shall be required to restore membership privileges.

SECTION VIII: Membership confers, but is not limited to, the following privileges:

1. Attendance and participation in the annual and Board meetings.
2. Voting at annual meetings and Association referendums, polls, and surveys.
3. Petitioning the Board for changes to the Bylaws and Deed Restrictions.
4. Attending Association social functions.
5. Receiving the Association newsletter.
6. Receiving rebates/credits as determined by the Board.

SECTION IX: Associate members shall have the following privileges:

1. Attendance at annual and Board meetings;
2. Participation in Association polls and surveys;
3. Attending Association social functions;
4. Receiving the Association *Newsletter*;
5. Receiving rebates and credits as determined by the Board.
- 6.

ARTICLE VI: MEETINGS

SECTION I: The annual meeting of the Association shall be held each January at a time and place designated by the Board.

SECTION II: Notice of the annual meeting shall be mailed to Gardens property owners thirty (30) days prior to the date of said meeting.

SECTION III: Special meetings of the membership may be called by the Board. No other business but that specified in the notice may be transacted without the unanimous consent of all present at said meeting. Notice of such special meetings shall be mailed to Association members at least seven (7) days prior to said meeting.

SECTION IV: The presence of twenty (20) Association members at the annual meeting or special meeting shall constitute a quorum to conduct and vote on Association business. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting for a period of time not more than two (2) weeks from the date originally scheduled. The Corresponding Secretary shall send notices to all members who were not present at the meeting originally called.

SECTION V: Association members shall be afforded a proxy vote at all membership meetings. A newsletter reviewing the voting agenda and containing said proxy form shall be mailed to Association members thirty (30) days prior to the annual meeting. Proxies must be received prior to the membership meeting.

SECTION VI: Board meetings shall be held monthly to discuss and conduct business on behalf of the Gardens. Association members are encouraged to attend. Extra meetings may be called as needed by the President. Five Officers and/or Directors shall constitute a quorum.

SECTION VII: Any Officer or Director who misses three (3) consecutive meetings may be asked to voluntarily resign from the Board by a majority vote of the Board. Any Officer or Director who misses four (4) consecutive meetings may be removed from the Board by a unanimous vote of the Board.

ARTICLE VII: OFFICERS AND DIRECTORS

SECTION I: The annually elected Board shall consist of eleven Directors -- five (5) Officers and six (6) additional Directors, who shall assume their positions immediately following the annual election. Any officer or director must be a member of the Association and a resident in Cudjoe Gardens for a period of not less than one year.

SECTION II: The Officers of the Association shall be President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. Each term of office shall be for one year following the annual meeting. Should a vacancy occur in the office of President, the Vice-President shall succeed to that office. Any other vacancies occurring will be appointed by the President with the approval of the Board. Their term of office shall be until the next annual election or until their successor is elected and installed in office.

SECTION III: The Board shall be empowered to purchase liability insurance for the protection of the Association and its Board and Committee members in pursuit of duties as set forth in the Association Bylaws.

SECTION IV: Officers and Directors shall be nominated sixty (60) days prior to the annual meeting by a three-member committee of Board members selected by the President. The list of nominees shall be included in the newsletter and proxy mailed to Association members prior to the annual meeting. At the election, additional willing nominees shall be called for from the floor and said names added to the ballot to be voted on. A written ballot shall be used if there is more than one nominee for a Board position, with tellers appointed by the President from members present who are not Board nominees, and a plurality vote shall constitute election. If there is no contest, a show of hands shall be sufficient to constitute election.

ARTICLE VIII: DUTIES OF OFFICERS

SECTION I: The President shall preside at all meetings of the Association and of the Board. He/she shall appoint, subject to the approval of the Board, the Chairman of all Committees. He/she may sign checks or drafts of the Association. He/she is an ex-officio member of every Committee.

SECTION II: The Vice-President shall, in the absence of the President, exercise the office of Acting President of the Association.

SECTION III: The Recording Secretary shall keep full and accurate records of the meetings of the Board and the Association.

SECTION IV: The Corresponding Secretary shall have and maintain a list of all the officers, board members, and general membership. He/she shall notify all members of meetings, conduct correspondence as directed, and read important

correspondence or the gist of it at meetings.

SECTION V: The Treasurer shall be custodian of all funds of the Association and shall keep an accurate record of all dues paid, all monies received and all monies expended together with substantiating vouchers. All obligations must be approved in writing by the officer incurring the expense and by the President and submitted to the Treasurer for payment within two months of being incurred. Any proposed expense or group of related expenses which in aggregate exceeds \$100.00 must be presented to the Board for prior approval. Routine operating expenses do not require prior approval. The Treasurer is automatically a member of the Finance Committee but may be appointed its Chairman.

ARTICLE IX: COMMITTEES AND DUTIES

SECTION I: Standing Committees of the Association shall be:

- (1) Government and Legislation;
- (2) Building;
- (3) Program and Entertainment;
- (4) Membership;
- (5) Finance; and
- (6) Newsletter.

SECTION II: Special Committees may be appointed by the President as the need arises.

SECTION III: All Standing and Special Committees shall consist of a Chairman selected from the Board and at least two members who may be co-opted from the general membership. Each Committee Chairman shall file a written report by November 1 for presentation to the Board and newsletter summary.

SECTION IV: All Committees are responsible for their own correspondence. Said correspondence on behalf of the Board or Committees must be reviewed and approved by the President for correctness and propriety of its contents.

SECTION V: The Government and Legislation Committee shall investigate and stay abreast of acts and proposed acts of public entities which would affect the Gardens, keep the Board advised of findings, and make recommendations.

SECTION VI: The Building Committee shall stand as an architectural review committee. It shall review plans for new construction and modification of existing structures and make recommendations for final action to the Board of Directors. The Committee shall receive and investigate complaints regarding activities reported to be detrimental to the architectural standards of the Gardens or violating recorded restrictive covenants of all real property in the Gardens, keep the Board advised of findings, and make recommendations. Association letters shall be written to the owners of any property violating restrictive covenants, documenting the violation and advising said property owner of potential personal and class-action lawsuit by any Gardens property owner.

SECTION VII: The Program and Entertainment Committee shall plan and direct such programs and entertainment functions as requested and/or approved by the Board.

SECTION VIII: The Membership Committee shall sponsor new and innovative techniques to maintain and/or increase membership and associate membership.

SECTION IX: The Finance Committee shall devise ways and means to raise funds for the Association as needed. It shall review all proposed expenditures in excess of \$100 for any proposed purchase or expense item and recommend the approval, disapproval, or modification of the proposed expenditure to the Board.

SECTION X: The Newsletter Committee shall make every effort to prepare and send a quarterly newsletter to all Cudjoe Gardens property owners.