# CUDJOE GARDENS PROPERTY OWNERS ASSOCIATION, INC.

Bylaws

(as amended January 18, 1999) enter date

# 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 Cudjoe Gardens, herein referred to as the “Gardens”; to perpetuate its architectural standards. To serve as a forum whereby any Gardens property owner may be heard on subjects 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, Latest 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 consecutive 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 30~~~~th~~ ~~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 the annual meeting. Delinquent members shall not be entitled to members' privileges. Payment of full annual dues shall be required to restore membership privileges.

SECTION VIII: Paid 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:
7. Attendance at annual meetings;
8. ~~Participation in Association polls and surveys;~~
9. Attending Association social functions;
10. Receiving the Association Newsletter;
11. ~~Receiving rebates and credits as determined by the Board.~~

# ARTICLE VI: MEETINGS

SECTION I: The annual meeting of the Association shall be held by March 31 at a time and place designated by the Board.

SECTION II: Notice of the annual meeting shall be provided 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 provided to Association members of record, 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 of record, 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 provided 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~~ may attend. Extra meetings may be called as needed by the President. Five Officers and/or Directors shall constitute a quorum.

SECTION VII: Attendance at Board meetings may be in person or via electronic means to ensure inclusivity.

SECTION VIII: 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.

Section IX: Executive Session of the Board, shall consist of only Board Members, for which minutes will be provided.

Section X: For any issue requiring immediate attention between Board meetings, the Board may conduct business via electronic means. Minutes will be provided.

# 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 in good standing of the Association for twelve months, in addition, they must reside in Cudjoe Gardens for at least six months of the fiscal year.

SECTION II: The Officers of the Association shall be the 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~~ provided to Association members of record, 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 for 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.

SECTION V: The Treasurer shall be custodian of all Association funds 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. Routine operating expenses do not require prior approval. The Treasurer is automatically the Chairman of the Finance Committee.

# ARTICLE IX: COMMITTEES AND DUTIES

SECTION I: Standing Committees of the Association shall be:

1. Government and Legislation;
2. Building;
3. Program and Entertainment; and Membership
4. ~~Membership~~
5. Finance
6. Newsletter
7. Audit Committee.

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, as described in Article VIII, Section I. All committee Chairman must be a Board Member. Each Committee Chairman shall ensure the committee meets at least annually and shall provide a written annual report of the committee’s activity for said year.

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 review plans for new construction and modification of existing structures consistent with the deed restrictions and make recommendations for final action to the Board of Directors.

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 ~~IX~~ VIII: The Finance Committee shall devise ways and means ~~to raise~~ of appropriate allocations of funds for the Association as needed. The finance committee shall propose the spending limit for the upcoming year to the Board at the first Board meeting of the year.

SECTION IX: An Audit Committee shall be named at the discretion of the President or a majority of the Board members. The duties of the committee shall be to audit all receipts, bills and accounts of the association and render reports as instructed.

SECTION X: The Newsletter Committee shall make every effort to prepare and send a monthly newsletter to all Cudjoe Gardens property owners of record who have provided email addresses.

ARCTICLE X: PROCEDURES FOR HANDLING DEED RESTRICTIONS:

SECTION I: In accordance with Section 14 of the Cudjoe Gardens Deed Restrictions, the Association and owners of lots in Cudjoe Garden shall each have the right to proceed at, or in equity to compel compliance with the deed restrictions.

SECTION II: Property owners who solicit the Association’s assistance in compelling correction of any perceived deed restriction violation shall present their requests in writing to the CGPOA Board of Directors.

SECTION III: After receiving a complaint or request for assistance signed by the owner of property in Cudjoe Gardens at least two (2) members of the board visit the stie and evaluate the merits of the complaint.

SECTION IV: The board will notify the offender and ask the owner to make the necessary corrections.

SECTION V: The offender shall then have fifteen (15) days to respond to the Board. This response may be either a written request to meet with the Board or a written agreement to correct the violation in a timely manner.

SECTION VI: If the corrections are not made and the violation is a violation of the county code, the Committee shall inform the violator and inform the Monroe County Code Enforcement of the violation. The violation will be submitted by the President of the CGPOA. The person complaining will be notified that their name will be placed in the notes of the complaint. They will be given the option not to pursue the matter.

SECTION V: If the Board agrees that there is a violation of the deed restriction alone, it shall send a letter by Certified mail to the owner of the property describing the alleged violation.

SECTION VI: If the offender chooses to meet with the Board, he/she will have the opportunity to present. The Board in turn may drop the matter, negotiate an agreement with the offender, or seek legal remedies.

SECTION VII: Should the offender fail to respond in either way or fail to honor the agreement to correct the violation in a timely manner, the Board will meet and discuss the appropriate action to take.

SECTION VIII: At the discretion of the Board, legal action may be taken.

SECTION IX: The board will only take legal action for a non-member when the violation is considered one that will affect the community as a whole and egregious enough to warrant the expenses on behalf of a non-member.