

BYLAWS  
OF  
EAGLEBROOK HOMEOWNERS' ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is EAGLEBROOK HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association shall be the residence of the President of the Association or such other conveniently located place designated by him and made known to the membership. The mailing address of the association shall be Post Office Box 272495, Tampa, Florida 33688. Meetings of members and directors may be held at such places within Hillsborough County, Florida, as may be designated by the President or Board of Directors if the President does not make such designation.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to the Eaglebrook Homeowner's Association, a Florida not-for-profit corporation, its successors and assigns.

Section 2. "Declarant" shall mean and refer to General Homes - Florida, Inc., Its successors and assigns if such

successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section\_3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded or to be recorded in Hillsborough County, Florida, and any additions and supplements thereto.

Section\_4. "Lot" or "Lots" shall mean and refer to any plot of land shown on any recorded map of the properties.

Section\_5. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations and Articles of Incorporation.

Section\_6. "Owner" shall mean and refer to the owner of record, whether one or more persons or entities, of the fee simple title, to any Lot which is a part of the Properties subject to a maintenance charge assessment by the Association, including contract sellers but excluding those having such interest merely as security for performance of an obligation.

Section\_7. "Properties" shall mean and refer to that certain real property or properties described in the Declaration of Covenants, Conditions and Restrictions and any additional properties that may hereafter be brought within the jurisdiction of the Association.

## ARTICLE III

### Meeting of Members

Section\_1. Annual Meetings. Annual meetings of the members shall be held in February of each year at a time and place designated by the Board of Directors or the President. Notice of annual meetings shall be required.

Section\_2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of 10% of the Members who are entitled to vote.

Section\_3. Notice of Meetings Written notice of each meeting of the members shall be given by or at the direction of the Secretary or by the authority to call a meeting by mailing a copy of such notice to each voting Member, postage prepaid, to the address last appearing on the records of the Association as Member's officially designated mailing address. Notices shall specify the place, date, hour and purpose of the meeting.

Section\_4. Quorum. 10% of the eligible votes of the Membership, present in person or by proxy at any meeting shall constitute a quorum except where otherwise provided for in the Articles of Incorporation, the Declaration of elsewhere in these Bylaws. Lacking a quorum, the Members present or represented at a meeting shall give the power to adjourn a meeting from time to time without notice other than

announcement at the meeting until a quorum shall be present or represented.

#### ARTICLE IV

##### Voting

Section 1. Eligible Voters Each owner of a lot in Eaglebrook Subdivision shall be a member of the Association. A person or corporation owning one or more lots in Eaglebrook Subdivision shall be entitled to one vote for each lot owned. When more than one person holds an ownership interest in a lot, all such persons shall be members but the vote for each lot shall not be increased and joint owners must decide among themselves how a vote shall be cast.

Section 2. Proxies. At all meetings of Member, each Member may vote in person or by proxy. All proxies must be executed in writing and filed with the Secretary before being voted. Each proxy shall be revocable by written notice to the Secretary and shall be automatically revoked upon conveyance of any lot. Proxies shall not be used in meetings of the Board of Directors.

ARTICLE V

Officers of the Association

Section 1. Enumeration of Offices. The officers of the Association shall be a President, a President-elect, a Secretary and a Treasurer each of whom must be a member of the Association.

Section 2. Term of Office. Officers term of office shall be one year. However, officers may be reelected to office or to another office if properly nominated and elected.

Section 3. President-elect. At the Annual Meeting of the Association, the President-elect shall succeed to the office of President without election or nomination and shall serve in that position for one year.

Section 4. Immediate Past President. Upon being succeeded in the office of President by the President-elect, the retiring President shall become known as the Immediate Past President and shall serve one additional year as a director without election or nomination.

## ARTICLE VI

### Board of Directors

Section 1. Constitution of the Board of Directors. The Board of Directors shall consist of the Association President, President-elect, Immediate Past President, Secretary and Treasurer plus two Directors who must be Members of the Association.

Section 2. Current Directors. Persons serving on the Board of Directors at the time these revised by-laws are adopted may continue to serve until their terms of office would have expired in 1988 and 1989.

Section 3. Term of office. Directors term of office shall be for a period of two years. However, the terms of office shall be non-concurrent and only one Director shall be elected each year except to fill the unexpired term of a resigned or removed Director. No new Directors shall be elected until the number of Directors serving under Section 2., above, shall be less than two; at this time one or two directors shall be nominated and stand for election. Should it be necessary to nominate two directors at the same election, one shall be nominated for a one-year term and the other for a two year term to provide non-concurrency of terms.

Section 4. Meetings of Directors.

(a) Regular Meetings. Regular meeting of the Board of Directors shall be held annually, with or without notice, at such place and hour and day as may be fixed from time to time by resolution of the Board, or lacking such resolution, by the President.

(b) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or by any two (2) directors after not less than three (3) days notice to each director. Such notice may be waived by unanimous consent of the Board.

(c) Quorum. A majority of the number of directors including officers shall constitute a quorum for the transaction of business.

(d) Presiding Officer The President or in his absence the President-elect or the Immediate Past President shall preside at all Board meetings.

(e) Results. The results, findings and action of the Board of Directors at each of its meetings shall be made known to the membership at least quarterly. Publication of proceedings in an Association newsletter shall constitute compliance with these provisions.

Section 5. Action without a Meeting. Any action which may be required or permitted to be taken by the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by all of the Board of Directors. Such consent shall be placed in the minutes of

the Association Board of Directors. Any action so approved shall have the full force and effect of regular Board action.

Section 6. Powers and Duties of the Association. The Board shall be responsible for exercising the powers and responsible for the duties of the Association set forth in Article IX of these bylaws.

## ARTICLE VII

### Duties of the Directors and Officers

Section 1. Responsibilities of the Board of Directors. the Affairs of the Association shall be managed by the Board of Directors.

Section 2. Directors. Directors have the responsibility of attending meetings of the board of Directors and voting on issues presented. A Director unable to attend a Board meeting should advise the President or presiding officer in advance.

Section 3. President. The President of the Association shall preside at all meetings of the Association and its Board of Directors. He shall be responsible for seeing that orders, resolutions and instructions of the Board are carried out. He shall appoint Members to serve on committees as may be required from time to time by the Board of Directors or as deemed necessary by him to assist the business of the Association. All such appointees shall serve at the pleasure of the President. The President shall appoint an Audit

Committee each February for the purpose of performing and certifying an audit of funds and records for the incoming Treasurer.

Section 4. President-elect. The president-elect shall understudy the President and shall assume the office of President at the expiration of the President's term of office without election. He shall preside at all meetings in the absence of the President. He shall be Chairman of the Nominating Committee and shall select two other Members to serve as Committeepersons. He shall be the Association Parliamentarian and insure that meetings are conducted under the rules laid down in Roberts "Rules of Order".

Section 5. Secretary. The secretary shall record the votes and keep the minutes of all meetings of the Association and Board of Directors; if unable to attend any meeting, the Secretary shall appoint a substitute to perform these functions. The Secretary shall keep and safeguard the seal of the Association and affix it to documents when required. The Secretary shall be responsible for notification of members and Board members of meetings and will keep record of the minutes of such meetings on permanent file. The Secretary shall keep appropriate records and rosters relating to members and perform such other duties as the Board may direct.

Section 6. Treasurer. The Treasurer shall receive and promptly deposit in the appropriate bank accounts all monies received by the Association and shall prepare all

disbursements as directed by the Board of Directors. The Treasurer shall maintain all financial records in accordance with accepted accounting principles.

Section 7. Immediate Past President The President shall sign all legal documents on behalf of the Association. He shall assume the title of Immediate Past President upon completion of his term of office and shall become a member of the Board of Directors, As such, he shall preside at meetings in the absence of the President and President-elect.

#### ARTICLE VIII

##### Nomination, Election and Removal of Directors and Officers

Section 1. Nomination. Nomination of candidates for election as directors or officers of the Association shall be made by the Nominating Committee chaired by the President-elect. The Nominating Committee shall serve from the close of each annual meeting until the next annual meeting. The Committee shall present a slate of nominees for each office to be vacated at the annual meeting. The Committee shall obtain written permission from each nominee as to his willingness to serve. The Committee shall present its slate of nominees to the President at the Annual Meeting; the

President shall announce the nominees for each office and shall solicit nominations from the floor. All such nominees shall agree in writing to serve.

Section 2. Election. Elections shall be by secret written ballot tallied by the Secretary and verified by the President. Only eligible voters as defined in Article IV, Section 1, may cast ballots in an election. The winner for each office shall be the person receiving the most votes. In case of ties, the winner shall be determined by toss of a coin. Unopposed candidates for office shall be declared as winners without balloting. Ballots shall be tallied by a committee appointed by the President, the results reported to the President who shall immediately announce winners and install them in office. At the annual meeting of the Association, he shall also turn over his office and the chair to the President-elect. Ballots may be destroyed after determining there is no protest or recount.

Section 3. Removal. Any director of the Association or any officer may be removed from the Board with or without cause by a majority vote of the Members entitled to vote.

Section 4. Replacement. In the event of death, resignation or removal of a director or officer, the President shall nominate a successor to serve the unexpired term of such director or officer subject to confirmation by the Board.

Section 5. Compensation. No director, officer, or Member shall receive any consideration for services performed for the Association or on its behalf except that on approval of the Board Members may be reimbursed for reasonable expenses

incurred while performing services for the Association. Members may receive pay under contracts awarded by the board, however.

## ARTICLE IX

### Powers and Duties of the Association

Section 1. Powers. The Association by and through its Board of Directors shall have the following rights and powers:

(a) suspend the voting rights and the right of use of any facilities or services provided by the Association of a Member during any period in which such member shall be default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(b) exercise on behalf of the Association all powers, duties and authorities vested in or delegated to the Association and not reserved to the membership by other provisions of these bylaws, the Articles of Incorporation or the Declaration.

(c) declare the office of an officer or member or the board to be vacant in the event such officer or board member shall be absent from three (3) consecutive meetings or the Board of Directors.

(d) employ a manager, an independent contractor or

other such employees as deemed necessary and prescribe duties and terms of employment for such person and

(e) exercise such other rights and powers granted to it under the Declaration, Articles of Incorporation and these bylaws.

Section 2. Duties. It shall be the duty of the Association by and through its Board of Directors to

(a) cause to be kept a complete record of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members or at any special meeting.

(b) supervise all officers, agents, employees and independent contractors of the Association to insure that duties and functions are properly carried out.

(c) as more fully provided for in the Declaration to fix the amount of the annual assessment against properties subject to the jurisdiction of the Association and to take such actions as it deems appropriate to collect such assessments and enforce liens secured to effect payment. any increase in assessment must be approved by at least five (5) Board members.

(d) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each assessment period.

(e) issue or cause the appropriate officer to issue on demand of 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 each certificate. If a

certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(f) procure and maintain such insurance as is deemed appropriate with special attention toward public liability insurance and directors and officers liability insurance.

(g) procure and maintain bonds of an appropriate amount for persons having access to Association funds.

## ARTICLE X

### Assessments

As more fully provided in the Declaration, each owner is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessments are made. Any assessment which is not paid when due is 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 rate of ten percent (10%) per annum. The Association may bring an action at law against the delinquent owner or foreclose the lien against the property with interest, expenses and attorney's fees reasonable of any action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for assessments provided herein by reason of nonuse of facilities and

services provided by the Association nor by abandonment of his property.

## ARTICLE XI

### Corporate Seal

Section 1. Form The Association corporate seal shall be circular in form having within its circumference the words "Eaglebrook Homeowners' association, Inc." and the word "Florida" within the center.

Section 2. Custody. The Secretary of the Association shall have custody of the seal and shall impress it on all required documents.

Section 3. Use. The seal shall be impressed on all legal documents pertaining to the Association in addition to any required signatures.

## ARTICLE XII

### Amendments

Section 1. Amendments to the Bylaws. These bylaws may be amended at a regular or special meeting of the members of the Association by a majority vote of eligible voters present subject to a quorum being present.

Section 2. Conflict. In case of conflict between these bylaws and the Articles of Incorporation, the Articles of

Incorporation shall control. In case of any conflict between these bylaws and the Declaration, the Declaration shall control.

## ARTICLE XIII

### Fiscal

Section 1. Fiscal Officer. The treasurer shall be the Chief Fiscal Officer of the Association and shall preside at the Budget meeting.

Section 2. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31.

Section 3. Budget. The Board shall establish a budget for the next fiscal year to begin January 1 not later than October 31 of the preceding year.

Section 4. Audits In addition to the audit required by the last sentence of Article VII, Section 3, the Board may request and require such audits as deemed prudent.

Section 5. Authority to Sign Checks. The Board shall designate not less than three nor more than four persons, preferably officers of the Association and usually including the Treasurer, to countersign checks. All checks shall require two signatures to be valid. authority to countersign checks may be withdrawn by the Board at its discretion. This rule shall also apply to any other type of account or deposit authorized by the Board.

