

**Bylaws**  
**Shadowood Homeowners Association, Inc.**

**REVITALIZED AMENDED BYLAWS  
OF  
SHADOWOOD HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That these REVITALIZED AMENDED BYLAWS OF SHADOWOOD HOMEOWNERS ASSOCIATION, INC. (hereinafter the "Revitalized Bylaws") are Made and Entered into this 27th day of June, 2014, by SHADOWOOD HOMEOWNERS ASSOCIATION, INC., a Florida non-profit corporation, herein called the "Association", and the owners of properties within the Plat(s) of RIVERHAVEN VILLAGE, as described in Plat Book 9, at Pages 31-53, Public Records of Citrus County, Florida. Said Revitalized Bylaws are a revival of the existing AMENDED BYLAWS OF SHADOWOOD HOMEOWNERS ASSOCIATION, INC., as entered into on December 2, 1987, by the Board of Directors of the Association, as may be amended from time to time, and as retyped below. This revival is sought pursuant to Florida Statutes §720.403-720.407 (2013).

ARTICLE I: OFFICES

The principal office of the Corporation shall be located at P.O. Box 790, Homosassa Springs, Florida 32647. The Corporation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine.

ARTICLE II: PURPOSES

The purposes for which the Corporation is organized are as follows:

1. To administer the operation and management of SHADOWOOD HOMEOWNERS ASSOCIATION, INC., an organization of the Owners of lots situate, lying and being in Citrus County, Florida, described as follows, to-wit:

Lots 1 thru 52 of Block 34 and Lots 1 thru 34 of Block 31, Plat of RIVERHAVEN VILLAGE, Plat Book 9, at pages 31-53 of the Public Records of Citrus County, Florida.

This group of eighty-six (86) lots is hereinafter referred to as the development.

2. To undertake the performance of acts and duties of said Association in accordance with the terms, provisions, conditions and authorizations contained in the Articles of Incorporation of this Corporation, these By-Laws, and the Declaration of Restrictions of Shadowood Homes, which are recorded in the Public Records of Citrus County, Florida.

3. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

4. This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida.

### ARTICLE III: MEMBERSHIP

#### Section 1: QUALIFICATIONS FOR MEMBERSHIP AND VOTING

The qualification of the members, the manner of their admission to membership and termination of such membership, and qualifications for voting by members shall be as follows:

A. The owners of all lots in the development shall be members of the Corporation, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a lot in the development, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership in any lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more lots, or who may own a fee ownership interest in two or more lots, so long as such party shall retain title to a fee ownership interest in any lot.

C. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The funds and assets of the Corporation shall be subject to the limitation that the same be expended, held or used for the benefit of the Membership and the purposes authorized in the preceding Article II.

D. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each lot in the development, which vote may be exercised or cast by the owner or owners of each lot in such manner as may be provided in these Bylaws. Should any member own more than one lot, such member shall be entitled to exercise or cast as many votes as he owns lots, in the manner provided by these Bylaws. Any members who are delinquent in the payment of their annual dues or of any assessments levied by the Corporation shall not be eligible to vote until such payment is made.

#### Section 2: MEMBERSHIP MEETINGS.

The Annual Meeting of the Member shall be held on the first Wednesday of December each year, or within one week thereof as fixed by the Board of Directors. At least fifteen (15) days but not more than thirty (30) days prior to the scheduled date of the meeting, the Secretary of the Corporation shall mail to every member in good standing at his address, as it appears on the Membership roll book of the Corporation, a notice stating the date, time and place of the Annual Meeting. This notice shall include a list of candidates for election to the Board of Directors, submitted by a nominating committee appointed by the Board; such election to be held at the Annual Meeting. Nominations from the floor will be solicited at this meeting, but no member shall be accepted as a nominee if not in attendance thereat.

At any meeting of the Membership, the presence of a number of lot owners representing in person and by proxy not less than fifty percent (50%) of the total eligible votes shall constitute a quorum. A simple majority vote of any quorum present shall be sufficient to pass resolutions and conduct any other business which may come before the meeting. If a quorum is not present, then a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by the Bylaws and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those members who were not present at the meeting originally called.

A Membership roll, showing the list of eligible and ineligible members as of the record date, and certified by the Secretary of the Corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation at least ten (10) days prior to such meeting. Persons appearing on such Membership roll shall be entitled to vote at the meeting in accordance with the provisions of Section 1 D of this Article III.

### Section 3: SPECIAL MEETINGS OF MEMBERS.

Special meetings of the Membership may be called by the Directors. At least fifteen (15) days but not more than thirty (30) days before the scheduled date of such meeting, the Secretary shall mail to all members at their addresses as they appear in the Membership roll book, a notice stating the date, time, place and purpose of the meeting and by whom called.

At the request of not less than fifty percent (50%) of the members of the Board of Directors or not less than fifty percent (50%) of the eligible members of the Corporation, the President shall cause a special meeting to be called, but such request must be made in writing at least thirty (30) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### Section 4: FIXING RECORD DATE

For the purpose of determining the members entitled to vote at any meeting of the Membership (or to express consent to or dissent from any proposal without a meeting), or for the purpose of determining the members entitled to receive any distribution of any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of eligible voters. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting.

### Section 5: ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

## Section 6: PROXIES

Every member entitled to vote at a meeting of the Membership (or to express consent or dissent without a meeting) may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## Section 7: ORDER OF BUSINESS

The order of business at all meetings of the Membership shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of Officers
4. Reports of committees
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournment

## ARTICLE IV: DUES AND ASSESSMENTS

The Board of Directors shall establish the amount and terms of payment of any dues and/or assessments to be paid by members.

Dues are payable on or before the 15<sup>th</sup> day of January each year. Dues not paid within 10 days of the date they are due shall be considered delinquent.

Any member who becomes delinquent in the payment of dues and/or assessments shall have all membership privileges suspended during the period of delinquency. Further, the Board of Directors shall have the right to place a lien against any such delinquent member for the amount due for any unpaid dues and/or assessments.

## ARTICLE V: DIRECTORS

Section 1: The Corporation shall be managed by the Board of Directors which shall consist of not less than five (5) nor more than nine (9) Directors. Each Director shall be at least twenty (20) years of age and shall be a qualified member of the Corporation.

Section 2: At each annual meeting of members, the membership shall elect Directors to hold office for a three year term. In order to assure continuity on the board from year to year, the term of office of the directors will be staggered so that not more than three new directors will be required to be elected each year. Election of Directors shall be by simple majority vote of any

quorum present, in accordance with the stipulations in Sec. 2, Art. III. Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected or until his or her prior resignation or removal.

Section 3: Newly created Directorships resulting from vacancies occurring in the Board for any reason, except the removal of Directors without cause, may be filled by a vote of a majority of the Directors then in office. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the Membership. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

Section 4: Any or all of the Directors may be removed for cause by vote of the Membership or by action of the Board. Directors may be removed without cause only by vote of the Membership.

Section 5: A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6: Unless otherwise provided herein, a majority of the entire Board shall constitute a quorum for the transaction of any specified item of business. A simple majority vote of the Directors present in the quorum shall be sufficient to pass resolutions and conduct any other business which may come before the meeting.

Section 7: The Board may hold its meetings at the office of the Corporation or at such other places as it may from time to time determine.

Section 8: A regular annual meeting of the Board shall be held immediately following the Annual Meeting of the Membership at the place of such annual meeting of members.

Section 9: Regular meetings of the Board may be called by the President upon three days' notice to each Director either personally or by mail. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors.

Section 10: At all meetings of the Board, the President or, in his absence, a chairman chosen by the Board shall preside.

Section 11: The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more Directors. Each committee shall serve at the pleasure of the Board.

Section 12: The Board of Directors shall appoint an Officer to be the custodian of the Post Office Box of the Corporation. Such Officer shall be responsible for picking up and distributing the mail promptly to the appropriate persons within the Corporation.

## ARTICLE VI: DUTIES OF OFFICERS

Section 1: The Board shall elect or appoint a President, a Vice-President, a Secretary and a Treasurer, who shall have such duties, powers and functions as hereinafter provided. All Officers shall be elected or appointed to hold office until the meeting of the Board following the Annual Meeting of the Membership. Each Officer shall hold office for the term for which he or she was elected or appointed and until his or her successor has been elected or appointed, or until his or her prior resignation or removal.

Section 2: Any Officer, elected or appointed by the Board, may be removed by the Board with or without cause by a majority vote of the full Board of Directors. A mere quorum shall not be sufficient for such action. In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3: No Officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Corporation for duties other than as a Director or Officer.

Section 4: Officers shall, by virtue of their office, be members of the Board of Directors.

Section 5: The President shall be the Chief Executive Officer of the Corporation. He/She shall preside at all membership meetings. He/She shall, by virtue of his/her office, be Chairman of the Board of Directors. He/She shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

Section 6: The Vice-President, during the absence or disability of the President, shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe.

Section 7: The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. He/She shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/She shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He/She shall keep a Membership roll containing the names of all persons who are members of the Corporation, showing their places of residence and when they became members.

Section 8: The Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect. He/She shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when

countersigned by the President. The Treasurer shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President. He/She shall at all reasonable times, exhibit the books and accounts of the Corporation to any Director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the President and shall present such audit in writing at the Annual Meeting of the members, at which time the Treasurer shall also present an annual report setting forth in full the financial condition of the Corporation.

#### ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any and all persons who may serve or have served at any time, since December 3, 1986, as directors or officers, and their respective heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors, whether a disinterested quorum exists or not, upon the receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

The directors of the corporation shall determine, from time to time, whether said indemnity provision shall be funded by appropriate insurance.

#### ARTICLE VIII: SEAL

The seal of the Corporation shall be as follows:



ARTICLE IX: AMENDMENTS

Alterations, amendments, or repeal of the Bylaws of the Corporation or adoption of new Bylaws shall be made by majority vote of the eligible voters of the Corporation.

These Amended Bylaws were adopted and approved by the majority vote of the members of the Corporation at the meeting of the Membership held on December 2, 1987.

Date: 12/2/87

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JOHN F. LUHAN, President

ATTEST:

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DORIS N. ABELL, Secretary