

Highland Phase II, Woodwind Hills & Woodwind Hills Addition
Homeowners Association

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WOODWIND HILLS And WOODWIND HILLS ADDITION

HOMEOWNERS ASSOCIATION

BY-LAWS

ARTICLE I

NAME AND LOCATION

The name of the corporation is **HIGHLANDS PHASE II; WOODWIND HILLS & WOODWIND HILLS ADDITION ASSOCIATION, INC.** (hereinafter referred to as the "Association"). The address of the Association shall be 2161 East CR 540A, Suite 140, Lakeland, Florida 33813, but meeting of members and directors may be held at such places within the State of Florida, Polk County, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to **HIGHLANDS PHASE II, WOODWIND HILLS & WOODWIND HILLS ADDITION HOMEOWNERS' ASSOCIATION, INC.**, its successors and assigns.

Section 2. "Property" shall mean and refer to that certain real property described in the Declaration of Covenants and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean and refer to all property owned by the Association for the common use and enjoyment of the Owners, as further defined in the Declaration.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of any Common Area, street, roadway, driveway, parking area, or other area dedicated to Polk County or to public use.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot or Dwelling Unit which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to the Home Owners Association, its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions for **HIGHLANDS PHASE II; WOODWIND HILLS & WOODWIND HILLS ADDITION ASSOCIATION, INC.**, as recorded in Public Records of Polk County, Florida.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Article" shall mean any reference to the Articles of Incorporation for **HIGHLANDS PHASE II; WOODWIND HILLS & WOODWIND HILLS ADDITION ASSOCIATION, INC.**

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. During the month of October, the Board of Directors will hold the annual Association Meeting and shall fix the amount of the Association's maintenance improvement and operation assessment for the ensuing fiscal year, commencing on November 1 and elect a new Board of Directors for the following year.

Section 1a. Notice of Annual Meeting. Special Board Meetings and Committee Meetings may be transacted by electronic transmission (E-Mail), however, any voting by members must be verified in writing, and prior to the beginning of such meetings, the President must call each member on said Committee or Board and verify that they are available for conversation via email, or by phone as may be arranged.

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 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 person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting, to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast a vote in

person, or if rendered by proxy, one fifth (1/5) of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By laws.

Section 5. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. Proxies to be valid must be dated, must state the date, time and place of the meeting for which it was given and must be signed by the authorized person who executed the Proxy.

ARTICLE IV

BOARD OF DIRECTORS' ELECTION; TERM OF OFFICE

Section 1. The affairs of this Association shall be managed by a Board of four (4) Directors, who are members of the Association.

Section 2. Term of Office. At the annual meeting, the members shall elect four (4) Directors for a term of one (1) year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining members of the Board and shall serve for the un-expired term of the predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations of Directors should be presented to the Secretary by a member, in writing, along with a signed consent from the nominee, that if elected, they will serve. Nominations will be accepted from the floor if the nominee is present.

Section 2. Election. Election to the Board of Directors shall be by secret, written ballot.

At such election, the members may cast their vote or proxy, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days' notice to each Director, and must be made available to all members (Exception Florida Statute Chapter 720.303).

Section 2. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present shall be regarded as the act of the Board.

Section 3. Officer Meeting. Officer meetings do not require notification to members.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

Section 1. Powers. The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to this association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declarations;
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (d) Employ a manager, an independent contract or, or such other employee as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all 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 when such statement is requested in writing by one-fourth members.

(b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) As more fully provided in the Declaration to:

(1) Fix the amount of the annual assessment against each Lot at the annual meeting of the association.

(2) Send written notice of each assessment to every Owner prior to the first day of November of each year.

(3) Place liens against any property for which assessments are not paid within thirty (3) days after due date, which is November 30th of each year, or bring an action at law against the owner personally obligated to pay the same.

(d) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) Cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may, from time to time by resolution create. The Secretary and Treasurer may be served from the general membership.

Section 2. Election of officers. The election of officers shall take place at the first meeting of the Board of Directors, following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) y ears, unless he or she shall sooner resign, or shall be removed, or otherwise disqualify to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority and perform such duties as the Board may from time to time

determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt or such notice or at any later time specified therein, and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to take effect.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. Any two (2) or more offices may be held by the same person.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolution of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, advise membership of the amount of assessment and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep property books of account; cause an annual audit of the Association books to be made by the Board at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and have a copy available upon request.

Section 9 Transition. Each retired Director or Officer shall agree to meet with his or her replacement within two (2) to four (4) weeks after the Annual Meeting, to coordinate and brief the newly elected Directors or Officers, in order to maintain a smooth transition.

ARTICLE IX COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association, annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum rate of interest permitted by law per annum. No Owner may waive or otherwise escape liability from the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot. Assessments are due prior to November 30th of each year and are considered in arrears as of December 1, of each year.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Membership, by a vote of a majority of a quorum of all members voting in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Joseph Saulenstein
PRESIDENT

9/6/05
DATE

Jim Amel
VICE PRESIDENT

9-6-05
DATE

Dean H. Galt
TREASURER

9/6/05
DATE

Larry Willey
SECRETARY

9/6/05
DATE