

Aug 20-95
Lena

BYLAWS OF
KENMARE COMMONS HOMES ASSOCIATION, INC.
A NONPROFIT CORPORATION

ARTICLE I. NAME AND LOCATION

The name of the corporation is Kenmare Commons Homes Association, Inc. The principal office of the corporation shall be located at ~~7118 Beech Ridge Trail~~ 2705 Killarney Way, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

ARTICLE II. DEFINITIONS

Section 1. "Association" shall mean and refer to the corporation, its successors and assigns.

Section 2. "Common area" shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. "Declarant" shall mean and refer to the developer, its successors and assigns.

Section 4. "Declaration" shall mean and refer to Declaration of Covenants, Conditions, and Restrictions applicable to the subdivision and recorded on July 31, 1991, in the Public Records of Leon County, Florida, in Official Records Book 1505 at Page 2808, or amended from time to time as therein provided effective on the date such amendment is recorded in the public records of Leon County, Florida.

Section 5. "Lot" shall mean and refer to those parcels of land within the Properties which have been designated for residential development, are subject to private ownership, and are exclusive of the Common Area.

Section 6. "Member" shall mean and refer to any person entitled to membership in the association as provided in the declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, but excluding those holding title merely as security for the performance of an obligation.

Section 8. "Properties" shall mean and refer to that certain tract of real property described in the declaration, and such addition thereto as may be brought within the jurisdiction of the Association pursuant to the provisions of the declarations.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of members shall be held within one year from the date of incorporation of the association. Subsequent annual meetings of members shall be held on a day, time and place to be determined by the Board of Directors.

Section 2. Special meetings. Special meetings of members may be called at any time by the president or by the Board of Directors, or on written request of members who are entitled to vote one ~~forth~~ fourth (1/4) of all votes of the membership.

Section 3. Notice of meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, ~~by mailing a copy of such notice, postage prepaid,~~ at least ten (10) but no more than fifty (50) 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 to the association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a ~~majority~~ one fourth (1/4) of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the Articles of Incorporation or these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting

from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him or his lot to another person or entity.

ARTICLE IV. BOARD OF DIRECTORS - TERM OF OFFICE: FIRST ELECTION, REMOVAL

Section 1. Number. The affairs of the association shall be managed by a board of not more than nine (9) nor less than three (3) directors who ~~need~~ must be members of the association. Within these limits, the Board of Directors shall determine the number of directors.

Section 2. Term of office. ~~At each annual meeting, the members shall elect the directors for a term of one year. The directors shall be divided into two classes and hold office for a term of 2 years. The directors shall be elected so that the term of the first class expires at the following annual meeting and the term of the second class expires one year later. At each annual election held after the classification and election of directors, directors shall be chosen for the full term. Directors shall hold office until their successors have been elected and have qualified.~~

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 successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. Directors shall not receive compensation for any service rendered to the association unless determined appropriate by the Board of Directors and approved by the membership annually. Directors may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE V. BOARD OF DIRECTORS NOMINATION AND ELECTION

Section 1. Nomination. Notice for nomination to the Board of Directors shall be published no less than ten (10) days prior to the annual meeting. However, nominations may also be made from the floor at any annual meeting of members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provision of the declaration. Persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI. BOARD OF DIRECTORS - MEETINGS

Section 1. Regular meetings. Regular meetings of the Board of Directors shall be held at least once a year, or more frequently as determined by the Board of Directors, ~~monthly without notice~~, at such place an hour as may be fixed from time to time by resolution of the board. In the event the regular date of meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

Section 2. Special meetings. Special meetings of the Board of Directors shall be held when called by the president of the association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

ARTICLE VII. BOARD OF DIRECTORS POWERS AND DUTIES

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

- (a) Adopt and publish rules and regulations governing the use of the Common Areas and facilities including the personal conduct of the members and their guests thereon, and to establish penalties for infractions of such rules and regulations;
- (b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in 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 thirty (30) days for infraction of published rules and regulations;
- (c) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) Employ a manager, independent contractors and such other employees as they may deem necessary, and to prescribe their duties; ~~and~~
- (f) Grant easements, where necessary, across Common Areas for the location of utilities, access ways, drainage, and roadways; and
- (g) The Board of Directors, by resolution adopted by the majority of the full board, may designate one or more committees, each of which, to the extent provided in the resolution, shall have and may exercise all the authority given by the Board of Directors.

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 each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth (1/4) of the members entitled to vote thereat;
- (b) Supervise all officers, agents, and employees of the association and see to it 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;

- 2) Send written notice of each assessment to every owner subject thereto, at least thirty (30) days in advance of the due date of each assessment; and
- 3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring on action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;
- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities be bonded, as it may deem appropriate; and
- (g) Cause the common area to be maintained.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of officers. The officers of the association shall be a president and vice president, who shall at all times be members of the Board of Directors, secretary, treasurer, and such other officers as the board may from time to time by resolution create.

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 members.

Section 3. Term. The officers of the association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special appointments. The board may elect such other officers as the affairs in the association may require, each of whom shall hold office for such period, have 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 by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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

Section 7. Multiple offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

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 resolutions of the board are carried out; shall sign leases, mortgages, deeds, and other instruments, and shall cosign all promissory notes.
- (b) Vice President. The vice president shall act in place 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 of the members; keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and members; keep appropriate current records showing the members of the association together with their addresses; and perform such other duties as may be required by the board or by law.
- (d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds 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, shall keep proper books of account, shall cause an annual financial review of

the association books at the completion of each fiscal year, and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

ARTICLE IX. 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 on the property against which such assessments are made. Any assessments not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of 18 % per annum, and the association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his property. Interest, cost, and reasonable attorney's fees or any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessment by nonuse of the restricted area or abandonment of his lot.

*assessments
due Dec 31, 2003
Del: Jan 5, 2004*

ARTICLE X. BOOKS AND RECORDS: INSPECTION

The books, records, and papers of the association shall be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and bylaws of the association shall be available for inspection by any member at the principal office of the association, where copies shall be made available for sale at a reasonable price.

ARTICLE XI. CORPORATE SEAL

The association shall have a seal in circular form having within its circumference the words: Kenmare Commons Homes Association, Inc.

ARTICLE XII. FISCAL YEAR

The fiscal year of the association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

ARTICLE XIII. AMENDMENTS

These bylaws may be amended at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIV. CONFLICTS

In the case of any conflict between the articles of incorporation and these bylaws, the articles of incorporation shall control; in the case of any conflict between the declaration and these bylaws, the declaration shall control.

ARTICLE XV. EXTERIOR MAINTENANCE

In the event an owner of any lot in the subdivision fails to maintain the premises and improvements situated thereon in a manner satisfactory to the Board of Directors, the association, after approval by two-thirds vote of the Board of Directors, shall have the right, through its agents, employees and contractors, to enter any such lot and to repair, maintain and restore the lot and the exterior of all buildings and other improvements thereon. The cost of such repair, maintenance and restoration shall be added to and become a part of the assessment to which such lot is subject.

ARTICLE XVI. ARCHITECTURAL CONTROL

Section 1. Creation of architectural control committee. ~~The initial architectural control committee of the Kenmare Commons Homes Association shall be those named in the covenants and restrictions recorded in the official Records Book 1505, Page 2088 of the Public Records of Leon~~

County, Florida. The Board of Directors may serve, or appoint a committee to serve, as the architectural control committee.

Section 2. Alterations, additions and improvements of residences. No owner shall make any structural alteration or shall undertake any exterior repainting or remodeling or addition to his residence without the prior written approval of the plans and specifications thereon by the architectural committee as enumerated in the covenants and restrictions.