

BYLAWS  
OF  
THE TIMBERS HOMEOWNERS' ASSOCIATION, INC.  
a corporation not for profit under  
the laws of the State of Florida

1. These are the Bylaws of THE TIMBERS HOMEOWNERS' ASSOCIATION, INC., called Association in these Bylaws, a corporation not for profit under the laws of the State of Florida.

2. The office of the Association shall be at \_\_\_\_\_  
\_\_\_\_\_ Florida

3. The fiscal year of the Association shall be the calendar year.

4. The seal of the corporation shall bear the name of the corporation, and the word "Florida", the words "corporation not for profit" and the year of incorporation "1978", an impression of which is as follows:



5. The annual members meeting shall be held at the office of the corporation at 1:00 P.M., on the first Tuesday

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in September of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

6. Special members meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast 1/3 of the votes of the entire membership.

7. Notice of all members meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice-President or Secretary unless waived in writing. Such notice shall be posted at a conspicuous place on the property at least fourteen (14) days prior to the meeting and shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed or delivered not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Notice of meeting may be waived before or after meetings.

8. A quorum of members meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Covenants, Conditions

and Restrictions, the Articles of Incorporation or these Bylaws. In determining whether a quorum is present, proxies may be counted as persons present.

9. Voting rights shall be as set forth in the Articles of Incorporation and Declaration of Covenants, Conditions and Restrictions.

10. If a lot or home is owned by one person, his right to vote shall be established by the record title to his lot or home. If a lot or home is owned by more than one person, the person entitled to cast the vote for the lot or home shall be designated by a certificate signed by all of the owners of record of the lot or home and filed with the Secretary of the Association. If a lot or home is owned by a corporation, the person entitled to cast the vote for the owner shall be designated by a certificate signed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or a change in the ownership. A certificate designating a person entitled to cast the vote may be revoked by any owner of the lot or home. If such a certificate is not on file, the vote of such owner shall not be considered in determining the requirement for a quorum nor for any other purpose.

11. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy. The proxy must be in writing, signed by its maker in the presence of two witnesses who shall also sign the proxy. The proxy must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting. No person shall be designated to hold more than five (5) proxies.

12. If any meeting of members cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

13. The order of business at annual meetings and as far as practical at other members meetings, shall be:

- a. Election of chairman of the meeting. ✓
- b. Call of the roll and certifying of proxies. ✓
- c. Proof of notice of meeting or waiver of notice. ✓
- d. Reading and disposal of any unapproved minutes. ✓
- e. Report of officers.
- f. Report of committees.
- g. Election of inspectors of an election.
- h. Election of directors.
- i. Unfinished business.
- j. New business. ✓
- k. Adjournment. ✓

14. The affairs of the Association shall be managed by a board of not less than three (3) nor more than eleven (11) directors, the exact number to be determined at the time of election.

15. Election of directors shall be conducted in the following manner:

a. Election of Directors shall be held at the annual members meeting.

b. A nominating committee of five (5) members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual members meeting. The committee shall nominate one person for each director then serving. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

c. The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

d. Except as to vacancies provided by removal of directors by members, vacancies in the Board of Directors occurring between annual meetings of the members shall be filled by the remaining directors.

e. Any director may be removed by concurrence of a majority of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy on the Board of Directors so created shall be filled by the members of the Association at the same meeting.

f. Provided, however, that until the Developer elects to terminate its control of the Association, the first directors shall serve, and in the event of vacancies the remaining directors shall fill the vacancies, and if there are no remaining directors, the vacancies shall be filled by the Developer.

16. The terms of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

17. The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

18. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of

Regular meetings shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

19. Special meetings of the directors may be called by the President at any time. Special meetings must be called by the Secretary upon the receipt of the written request of a third (1/3) of the directors. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph. The notice shall state the time, place and purpose of the meeting.

20. Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

21. A quorum at a directors' meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation and these Bylaws.

22. Adjourned meetings. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting

any business that might have been transacted at the meeting as originally called may be transacted without further notice.

24. Quorum in meeting by approval of minutes. The signature of a director in the action of a meeting by signing or concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining quorum.

25. The presiding officer of directors' meetings shall be the chairman of the board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

26. The order of business at a directors' meeting shall be:

- a. Calling of roll. (
- b. Proof of due notice of meeting. ✓
- c. Reading and disposal of any unapproved minutes. ✓
- d. Reports of officers and committees. ✓
- e. Election of officers. ✓
- f. Unfinished business. ✓
- g. New business. ✓
- h. Adjournment. (

27. Directors' fees, if any, shall be determined by the members.

27. Powers and duties of the Board of Directors. All ~~of the powers and duties of the Association existing under~~ the Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors and employees, subject only to approval by owners when such is specifically required.

28. Officers. The executive officers of the Association shall be a President, who shall be a director, a Vice-President, who shall be a director, and a Secretary-Treasurer, all of whom shall be elected annually by the Board of Directors and who may be preemptorily removed by vote of the directors at any meeting. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the board shall find to be required to manage the affairs of the Association.

29. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

30. The Vice-President in the absence or disability of the President shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

31. The Secretary-Treasurer shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and shall affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President.

32. As Secretary-Treasurer he shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices.

33. The compensation of all officers and employees of the Association shall be fixed by the Directors. The provision that Directors' fees shall be determined by members shall not preclude the Board of Directors from employing a director as an employee of the Association nor preclude the contracting with a director for the management of the properties.

14. Fiscal management. Provisions for fiscal management of the Association set forth in the Declaration of Covenants, Conditions and Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

a. Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

(1) Current expense, which shall include all receipts and expenditures within the year for which the budget is made including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, to additional improvements or to operations. The balance in this fund at the end of each year may, at the option of the Board of Directors, be applied to reduce the assessments for current expense for the succeeding year, or, may be carried forward for the succeeding year in an interest bearing savings account to be used as directed by the Board of Directors.

(2) Reserve for deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually.

(3) Reserve for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.

(4) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

(5) Operations, which shall include the gross revenues from the use of the common elements. Only the additional direct expense required by the revenue-producing operation will be charged to this account, and any surplus from such operation shall be used to reduce the assessments for current expenses in the year following the year in which the surplus is realized. Losses from operations shall be met by special assessments against the owners, which assessments may be made in advance in order to provide a working fund.

b. Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

(1) Current expenses, the amount of which shall not exceed 115% of the budget for this account for the prior year.

(2) Reserve for deferred maintenance, the amount for which shall not exceed 115% of the budget for this account for the prior year.

(3) Reserve for replacement, the amount for which shall not exceed 10% of the budget for this account for the prior year.

(4) Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements of the property operated by the Association or property of the Association, the amount for which shall not exceed \$10,000.00, provided, however, that in the expenditure of this fund no sum in excess of \$1,000.00 shall be expended for a single item or purpose without approval of the members of the Association.

(5) Operations, the amount of which may be to provide a working fund to meet losses.

(6) Provided, however, that the amount for each budgeted item may be increased over the foregoing limitations when approved by the owners entitled to cast not less than 75% of the votes of the entire membership of the Association.

(7) Copies of the budget and proposed assessments shall be transmitted to each member on or before December 1 preceding the year for which the budget is made. If the budget is amended subsequently a copy of the amended budget shall be furnished to each member.

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Budget to:  
all on  
by Dec 1

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(8) Each owner shall be given written notice of the time and place of any meeting at which the Board of Directors are to consider adoption of the budget and such meeting shall be open to owners.

c. Assessments. Assessments against the owners for their shares of the items of the budget shall be made for the calendar year annually in advance on or before December 20 preceding the year for which the assessments are made and such assessments shall be due in equal monthly installments on the first day of each month of the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been paid in the amount of the last prior assessment and monthly installments on such assessments shall be due on each installment payment day until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors if the accounts of the amended budget do not exceed the limitations for that year. Any account that does exceed such limitations shall be subject to the approval of the membership of the Association as previously required in these Bylaws. The unpaid assessment for the remaining portion of the calendar year for which the amended assessment is made shall be due on the date of the assessment if made

upon or after July 1; and if made prior to July 1, one-half of the increase shall be due on the date of the assessment and the balance of the assessment upon the next July 1. The first assessment shall be determined by the Board of Directors of the Association.

*1/2 of annual*

35. Acceleration of assessment installments upon default. If an owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessments upon notice to the owner, and then the unpaid balance of the assessment shall come due upon the date stated in the notice, but not less than ten (10) days after the delivery of the notice to the owner, or not less than twenty (20) days after the delivery or mailing of such notice to him by registered or certified mail, whichever shall occur first.

36. Assessments for emergencies. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the owners concerned. After such notice and upon approval in writing by persons entitled to cast more than one-half of the votes of the owners concerned, the assessment shall become effective, and it shall be due after thirty (30) days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

37. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the moneys of the Association shall be deposited. Withdrawals of money shall be only by checks signed by such persons as authorized by the Directors.

38. An audit of the accounts of the Association shall be made annually by a certified public accountant, and a copy of the audit report shall be furnished to each member not later than April 1 of the year following the year for which the audit is made.

39. Fidelity bonds shall be required by the Board of Directors from all persons handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors, but shall be not less than one-half of the amount of the total annual assessments against members for common expenses. The premiums of such bonds shall be paid by the Association.

40. Parliamentary Rules. Roberts' Rules for Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation or these Bylaws.

41. Amendments. These Bylaws may be amended in the following manner:

a. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

b. A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

(1) not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

(2) by not less than 80% of the votes of the entire membership of the Association; or

(3) until the first election of directors, by all of the directors.

42. Proviso. Provided, however, that no amendment shall discriminate against any owner nor against any class or group of owners unless the owner so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants, Conditions and Restrictions.

43. Execution and recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Bylaws, which certificate shall be executed by the officers of the Association with the formalities of a deed.

*Fines*

44. Fines. In addition to all remedies provided in the Declaration of Covenants, Conditions and Restrictions affecting any property overseen by the Association, the Articles or these Bylaws, the Board of Directors of the Association may fine, assess and charge any offending member a sum not to exceed One Hundred Fifty and no/100 (\$150.00) Dollars for each infraction of the provisions of said Declaration, Articles, Bylaws or rules and regulations of the Association. Any such fines shall constitute a lien against the lot or home owned or occupied by the violator unless paid within ten (10) days.

The foregoing were adopted as the Bylaws of THE TIMBERS HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on the 20<sup>th</sup> day of May, 1978.

*Klein Wiggiter*  
Secretary

Approved:

*J. A. De Haan*  
President