

BYLAWS

PREAMBLE

The Cape Haze Property Owners Association, Inc. is a non-profit corporation consisting of property owners in the subdivisions of Cape Haze and Cape Haze east, and in the area between Coral Creek and Amberjack Cove of lots 1 through 23, Z, AA and AB on Coral Creek Drive and Coral Creek Circle, and lot A on Arlington Drive. These properties are hereafter referred to collectively as “Cape Haze” or the “Corporation.”

ARTICLE I – MEMBERSHIP

There shall be three classes of membership in this Corporation: namely, Regular Members, Associate Members, and Temporary Members.

- A. Regular Members:** Regular members shall be persons who own homes within Cape Haze. Such members shall pay annual dues as determined by the membership at its annual meeting. Regular members shall be the only class of members who have the right to nominate, vote, and hold office. No resident homeowner may be denied membership except for non-payment of annual dues. Regular membership shall automatically cease in the event the member shall permanently move from Cape Haze or if the member should default in payment of annual dues as defined in Article III.
- B. Associate Members:** Associate members shall be persons owning unimproved real estate in Cape Haze, but who do not reside thereon. Associate membership shall also be available to former residents of Cape Haze, provided that they were members of Cape Haze Property Owners Association while residing in Cape Haze and that their associate membership is approved by the Board of Directors. Associate members will be kept informed of all Cape Haze Property Owners Association, Inc. activities, but will not have the right to nominate, vote, hold office, and will not have beach or clubhouse privileges. Such members shall pay annual dues as determined by the Board of Directors. Associate membership shall automatically cease in the event the member should default in payment of annual dues as defined in Article III.
- C. Temporary Members:** The Board of Directors may, at its discretion, grant temporary membership to persons who are renting or leasing residences within Cape Haze for a period of one year or more. Excepting the right to nominate, vote, and hold office, temporary members shall have all privileges of regular members and pay equal annual dues. Each temporary membership application shall be considered on an individual basis, and the Board’s action on each application shall not be considered as a precedent. Temporary membership shall automatically cease in the event the member shall cease to live in Cape Haze or if the member should default in payment of annual dues as defined in Article III.

ARTICLE II – MEETINGS OF MEMBERS

Section 1, Annual Meeting: The annual meeting of this corporation shall be held in Florida, in January, each year, at a convenient location to be determined by the Board of Directors, beginning January 1, 1974.

Section 2, Special Meeting: Special meetings may be held at the call of the President, or by written request of five (5) members of the Board of Directors, or by written request of thirty percent (30%) of the regular membership.

Section 3, Notice: Notice may be given in writing of each meeting, whether annual or special. Notice may also be given when the annual directories are provided to the membership. Notice, however provided, shall be given at least thirty (30) days in advance of such meeting, and shall also include an explanation of any proposed amendment to the Articles of Incorporation or Bylaws, and any other matter for which such explanation is required by the corporate documents or the Florida Not for Profit Corporations Act of 2005, as amended from time to time.

Section 4, Quorum: The membership present in person or by proxy, at any meeting held pursuant to notice as required by law or these Bylaws, shall constitute a quorum for the transaction of business of the corporation.

- (a) **Section 5, Voting:** Each regular member shall have one vote for each property for which dues have been paid, as described in the Preamble, either in person or by proxy, in deciding those matters brought to the membership for a vote. Regardless of how many members may participate in the ownership of such property, there shall be only one vote from each property. The affirmative vote of the quorum shall be sufficient to carry any proposal, except removal of a director as specified in Article IV.

Section 6, Nominations from the floor: Any regular member of the Association may offer nominations from the floor, provided such member has notified the Secretary of the Association in writing of his intent to do so, not less than five (5) days prior to the annual meeting. Such notifications must state that the nominee has agreed to serve if elected.

Section 7, Votes by Proxy: Any regular member shall have the right to appoint a Proxy to vote in a specific regular or special meeting. Such member(s) electing to vote by Proxy may either appoint any member of the Board of Directors, or a specific regular member of the association.

The form of appointment shall state that the appointing member is waiving his/her right to vote in a specified meeting and that s/he is appointing either any member of the board or a specific regular member as that member's Proxy voter. The appointment will empower the appointed party to cast the Proxy vote in his/her sole discretion in the best interests of the Association, unless the regular member provides specific voting instructions to the appointed party. Such appointments must be received by the Secretary

of the Association prior to the commencement of the meeting for which the member is appointing a Proxy.

ARTICLE III – DUES AND ASSESSMENTS

Section 1, Dues: The members in attendance, either in person or by proxy, pursuant to notice shall determine the annual dues at the annual meeting and shall be retroactive to the first day of January of the same year. Dues shall be due and payable 30 days after the date of the annual meeting

Section 2, Payment of Dues: Annual dues become due and payable at the time of entry to membership, but shall be prorated on a monthly basis to include the month of the member's first month of membership. The Board of Directors may arrange installment payment of dues. Non-payment of approved fees will constitute default with resulting loss of membership.

Section 3, Assessments: Special assessments may be made only if approved by the membership, as defined by Article 2, Sections 3 and 4 of the Bylaws. Non-payment of approved special assessment fees will constitute default with resulting loss of membership.

ARTICLE IV – BOARD OF DIRECTORS

Section 1, Responsibility: The governing body of the Corporation shall be the Board of Directors elected in accordance with the Bylaws. The business, properties, and affairs of this Corporation shall be managed by the Board of Directors who shall be regular members of this corporation.

Section 2, Number and Term: The Board of Directors shall consist of seven (7) members whose term of office shall be for periods of three (3) years, and shall be overlapping so the terms of at least two (2) members shall terminate annually. Each Director shall hold office for the term for which s/he is elected or until his/her successor is elected and qualified. No Director shall hold office for more than two (2) consecutive terms. A previous Director becomes eligible to hold office again for additional terms three (3) years after s/he has completed two (2) terms.

Section 3, Regular and Annual Meetings: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership each year. There shall be regular meetings of the Board of Directors at such date and time and place as shall be determined by the Board of Directors.

Section 4, Special Meetings: There may be special meetings of the Board of Directors held at the call of the President, or by any five (5) Directors. Notice of such special meeting shall be given to each Director not less than five (5) days before the meeting, unless each Director shall waive such notice before, at, or after the meeting.

Section 5, Election of Officers: The Board of Directors at their annual meeting shall elect a President, a Vice President, a Treasurer, and a Secretary, and may elect an Assistant Treasurer and an Assistant Secretary.

Section 6, Quorum: The quorum shall consist of five (5) or more Directors. Proxies are not authorized at meetings of the Directors. The act of a majority of the Directors present at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 7, Vacancy: In the event of a vacancy in the Board of Directors, the remaining members of the Board of Directors shall elect a replacement not later than the second meeting after such vacancy occurs, who shall serve out the balance of the term of the Director who vacated such membership.

Section 8, Removal of Officers and Directors: Officers may be removed by a two-thirds (2/3) vote of the Board of Directors. Directors may be removed by a two-thirds (2/3) vote of the membership at any special meeting called for that purpose, as defined by Article 2, Sections 3 and 4 of the Bylaws.

Section 9, Removal of Employees: Employees may be removed by the Board of Directors.

Section 10, Delegation of Powers: For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Officer or Director to any other Officer or Director, but no Officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 11, Investments: Except as prohibited by these Bylaws and Charter of this Corporation, all investments of funds of the Corporation shall be the responsibility of the Board of Directors.

Section 12, Real Property: The action of the Board of Directors in any acquisition or disposal of real property shall be subject to ratification by the regular members at a meeting duly called for this purpose.

Section 13, Annual Reports: The President and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year at the annual meeting of the membership of the Corporation.

Section 14, Expenditures: The Board of Directors is authorized to approve the expenditure of funds for a single purpose up to but not exceeding \$5,000.00. Any expenditure in excess of this amount will require approval by majority vote of the regular members at a meeting as defined by Article 2, Sections 3 and 4 of the Bylaws

ARTICLE V – OFFICERS

Section 1, Officers: The Board of Directors at its annual meeting shall elect the officers of the Association. The officers shall be as follows:

A. President, who shall be a Director and Chairman of the Board of Directors. No person shall be elected to the Office of President who has served less than one (1) year on the Board of Directors The President shall:

- (1.) Preside at all meetings of the Association, and the Board of Directors, and be Chairman of the Executive Committee.
- (2.) Be an *ex officio* member of all Committees except the Nominating Committee.
- (3.) Make all Committee appointments other than the Executive Committee and the Nominating Committee.
- (4.) Perform all of the duties usually pertaining to the office of President.
- (5.) Using the authority contained in ARTICLE IV. Board of Directors Section 10. Delegation of Powers, arrange that there is at all times a member of the Board available who is authorized to function as the President.

B. Vice President, who shall be a Director. The Vice President shall perform all duties of the President in the event of the President's absence or incapacity.

C. Treasurer, who shall be a Director.

(1.) **Duties**, The treasurer shall:

- (a.) Be the custodian of all funds and securities of the Corporation and collect interest thereon.
- (b.) Keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors.
- (c.) Make reports at annual meetings and make special reports when requested.
- (d.) Deposit all monies of the Corporation in the name of CAPE HAZE PROPERTIES OWNERS ASSOCIATION, INC. in the fiduciary institution or institutions selected and designated by the Board of Directors subject to withdrawal for authorized purposes.
- (e.) Give bond in such amount as the Board of Directors may require, the Corporation to pay the premiums for such bond.
- (f.) Prepare and file reports and returns required by all governmental agencies.

(2.) **Securities**. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened by any one the officers.

(3.) Audit. The Treasurer's accounts shall be audited annually as directed by the President.

D. Assistant Treasurer, who may be a Director. The Assistant Treasurer shall be authorized and required to perform any and all functions of the Treasurer in the event of absence or incapacity of the Treasurer. The Assistant Treasurer shall give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond.

E. Secretary, who shall be a Director. The Secretary shall:

(1.) Record the minutes of all meetings.

(2.) Provide copies of the minutes to each member of the Board of Directors.

(3.) Give notice of all meetings required by Statutes, Bylaws, or Resolutions.

(4.) Take attendance record at all meetings of the membership, and represent if a quorum is present as defined by Article 2, Sections 3 and 4 of the Bylaws.

(5.) Maintain committee reports.

(6.) Report all proxies at meetings of the members.

(7.) Perform such other duties as may be delegated by the Board of Directors and by the Executive Committee.

F. Assistant Secretary, who may be a Director. The Assistant Secretary shall be authorized and required to perform any and all functions of the Secretary in the event of absence or incapacity of the Secretary.

Section 2, Terms of Office. Each Officer shall be elected to hold office for one (1) year, unless such Officer has been appointed to fill a vacancy pursuant to Article 4, Section 7 or 8 of the Bylaws.

ARTICLE VI – COMMITTEES

All committees shall be elected or appointed annually.

Section 1, Standing Committees. There shall be the following standing committees:

A. Nominating Committee.

- 1.** The Nominating Committee, consisting of not less than three (3) members of the Association, no more than (1) of whom may be an Officer or Director, shall be elected by the Board of Directors.

2. The Nominating Committee shall propose nominees for three (3) Directors to be elected by the membership at the annual meeting.
3. Membership on the Nominating Committee shall not serve to disqualify any individual from nomination for any office.
4. The Nominating Committee will provide the Secretary with the names of nominees for proposal to the membership to provide for the election of three (3) Directors at the annual meeting. Such nominees will be identified forty-five (45) days before the annual meeting. The notice of the annual meeting will contain the names of the nominees for the election of Directors.
5. All nominees must have agreed to serve if elected.

B. Executive Committee. The Board of Directors shall appoint an Executive Committee composed of the President, Vice President, Treasurer, and the Secretary of the Board, and such additional Directors as the Board of Directors shall deem necessary or advisable, who shall have and exercise the authority of the Board of Directors in the management of the organization between meetings of the Board. The Executive Committee shall act only under exceptional circumstances, and shall have any actions taken brought to the Board for ratification as soon as practicable.

C. Committee on Restrictions. The President shall appoint a Committee on Restrictions in such numbers as the President deems necessary to operate under the general guidance of the Executive Committee.

Section 2, Special Committees. The President may appoint special committees as the need arises.

Section 3, No committee shall, for single purposes, expend funds in excess of \$300.00 without prior approval of the Board of Directors.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall be the year ending December 31, the calendar year, and shall be retroactive to January 1, 1974.

ARTICLE VIII – RULES OF ORDER

Robert's RULES OF ORDER, as revised from time to time, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE IX – AMENDMENTS

Section 1, Amendment by Board of Directors. These Bylaws may be amended, revised, added to, repealed, or rescinded and new Bylaws may be adopted by an affirmative vote of not less than five (5) members of the Board of Directors.

Section 2, Amendment by the Membership. Any such change in the Bylaws made by the Board of Directors shall be ratified by an affirmative vote of those attending in person or by proxy the next meeting of the members, and shall become effective upon such ratification. Notice of such meeting will contain the proposed changes and explanations therefore.