

Bylaws of Lake Conway Woods Association, Inc.

As Approved on April 18, 2018

Reference herein to "Restrictions" shall mean the Amended and Restated Notice of Restrictions on Real Estate for Lake Conway Woods Association, Inc., Document # 20180080843, recorded 2/8/2018. Terms defined in those Restrictions are used in the same sense herein.

ARTICLE I - NAME

This Corporation shall be known as LAKE CONWAY WOODS ASSOCIATION, INC., a nonprofit Florida corporation, hereinafter referred to as the "Association".

ARTICLE II - PURPOSE

The purpose of the Association is to acquire, maintain and operate social facilities for the membership and to otherwise do and perform any further and additional acts and things by an association so formed to do and perform, but not for pecuniary profit.

ARTICLE III - MEETINGS

1. **Annual Meeting:** The Annual meeting is open to the membership of the Association and will normally be held at 7:00 p.m. on the second Wednesday of November. Business will include Annual Reports by the President and Treasurer, presentation and acceptance by vote of the Annual Budget, and election of Officers for the new Board. Following the Annual Meeting, the newly elected Officers will hold a closed meeting for the selection of duty positions.
2. **Board Meetings:** Regular Board meetings are open to the membership of the Association and will normally be held at 7:00 p.m. on the third Wednesday of each month unless otherwise notified.
3. **Special Meetings:** Special meetings of the members may be held at the call of the Board or when at least ten (10) percent of the members request a special meeting.
4. **Notice:** Notice of the Annual Meeting, Special Meetings, or any meeting at which special assessments will be considered shall be mailed, delivered, or electronically transmitted to the members not less than fourteen (14) days prior to the meeting. The notice of all Board meetings shall be given by newsletter and/or by posting a sign of the meeting near the entrance of Lake Conway Woods Boulevard.
5. **Order of Business:** Order of business at the annual meeting:
 - (a) Roll Call
 - (b) Reading of minutes of the previous annual and the last regular meeting
 - (c) Report of Officers
 - (d) Transaction of business
 - (e) Election of Offices
 - (f) Adjournment

6. **Voting:** The elected Officers will vote on all issues before the Board at each meeting. At the Annual Meeting, however, each residential property, where the owner is in good standing entitles that owner to one (1) vote, in person or by proxy, for the election of nine (9) Officers for the Board of Directors, plus one vote for the Proposed Budget, and one vote for each of the items put forth by the previous Board at the Annual Meeting. The one vote per residential property pertains to the property itself and not to the number of people living in the house or sharing in its ownership.
7. **Quorum:**
- (a) The presence of a majority of all Officers shall be necessary at any Board meeting to constitute a quorum to transact business. The act of a majority of Officers present at a Board meeting at which a quorum has been attained shall be the act of the Board.
 - (b) At the Annual Meeting or other meeting in which a vote of the members is required, the percentage of the members that constitutes a quorum shall be ten (10) percent of the membership in good standing. Decisions that require a vote of the members must be made by the concurrence of at least a majority of the members in good standing who are present, in person or by proxy, at a meeting at which a quorum has been attained.
 - (c) The definition of a “member in good standing” is provided in Article IX - Membership

ARTICLE IV - BOARD OF DIRECTORS

1. **Number and Term of Officers:** The business, property, and affairs of the Association shall be managed by a Board composed of nine (9) Officers. Each Officer shall hold office for the term of one (1) year or until his successor is elected.
2. **Selection of Board of Directors**
- (a) A Nominating Committee annually appointed by the President will select a minimum of nine (9) candidates, prior to the third Wednesday of September, to be considered for election to the new board. The committee will consist of at least three (3) persons. The persons selected must be members in good standing and be at least 18 years of age.
 - (b) At the Annual Meeting, the members of the Association who are in good standing shall elect nine (9) persons to serve on the new Board. The candidates eligible to be voted for will include those selected by the Nominating Committee, plus those nominated from the floor during the Annual Meeting. One owner representing each residential property will be able to cast one vote for up to nine (9) board members, plus one vote for the Proposed Budget and for each of the items put forth by the previous Board at the Annual Meeting. The nine (9) nominees receiving the most votes from those voting in person or by proxy will serve on the new Board. Nothing herein shall be construed to prevent re-election of an officer.
 - (c) Immediately following the Annual Meeting, the newly elected Board will hold a closed meeting to select the duty position of the nine (9) Officers, beginning with the President. The selected President will then preside over that meeting for selection of the other Officers.
3. **Qualifications:** Candidates for the new Board must be homeowners of the Association and must be in good standing.

4. **Duties of the Board:** The Officers shall transact all business of the Association. They shall determine the policies, fiscal matters, and shall assume responsibility for the guidance of the affairs of the Association. Assessments shall be levied in accordance with the Restrictions. Expenses shall be made in accordance with the approved budget. Any special assessments of a capital nature must be approved at a meeting of the members at which a quorum has been attained.
5. **Quorum:** See Article III, Paragraph 7, Quorum.
6. **Time of Meeting:** Meetings will begin at 7:00 p.m. unless posted or notified otherwise.
7. **Vacancies:** Vacancies in the Board of Officers shall be filled by election by the remaining Officers. Each person so elected to fill a vacancy shall remain an Officer for the unexpired term of their predecessor in office.
8. **Removal of Officers:** Any Officer may be removed from office by a majority vote of the Board. Failure to attend three (3) consecutive meetings without a valid excuse shall constitute cause for the removal of an Officer. Any Officer may be recalled and removed from the Board in accordance with Chapter 720.303, Florida Statutes with or without cause by a majority of the members in good standing. A meeting is not required.
9. **Annual Reports:** The President and Treasurer shall present their respective reports of the operation of the Association for the preceding year at the Annual Meeting.

ARTICLE V OFFICERS

Duties of the Officers of the Board are outlined below.

1. President

- (a) Preside at all meetings of the Board of Directors.
- (b) Make all committee appointments; be a member Ex-Officio of all committees, except the Nominating Committee.
- (c) Perform all other duties usually pertaining to the Office of the President.
- (d) Sign all legal documents as presented to the Association and voted on by the Board.

2. Vice President

- (a) Preside at all meetings in the absence of the President.
- (b) Chair special committees as appointed by the President.
- (c) Ensure that Homeowner Manual and Directory is kept current and distributed as needed.
- (d) Perform all other duties usually pertaining to the Office of Vice President.

3. Secretary

- (a) Record the minutes of all meetings. Provide the Board with a draft copy of the minutes within seven (7) days of each meeting. Provide a copy of the minutes for posting on the Association website.
- (b) Provide a copy of agenda items to be carried over to next meeting.
- (c) Give notices of all meetings required by the Statutes, Restrictions, or Bylaws.
- (d) Take attendance record at meetings.
- (e) Maintain committee reports.

- (f) Be custodian of all minutes, records, and correspondence of the Corporation.
- (g) Maintain a historical summary of the Association.
- (h) Maintain the official list of owners, residents and their contact information.

4. Treasurer

- (a) Keep a record of the accounts of the Association and report thereon at each regular meeting of the Board.
- (b) Make financial reports at annual, regular, monthly and special meetings.
- (c) Deposit all moneys of the Corporation in the name of LAKE CONWAY WOODS ASSOCIATION, INC. in a bank or banks selected and designated by the Board, subject to withdrawal for authorized purposes. The President, Vice President, and Treasurer shall be the only members with access to the account.
- (d) During the third quarter of each year, chair a committee to propose a budget and dues for the forthcoming year. The proposed budget will be presented and voted upon by one member, per residence, in attendance and in good standing at the annual meeting.
- (e) Be bonded, at the expense of the Association, in such amount as the Board may require.
- (f) Prepare and file reports and returns required by all Governmental Agencies.
- (g) The accounts and records must undergo a Financial Review by an accounting firm with the change of Treasurer or at any time the Board makes a request for a review.

5. Public Relations

- (a) Plan and coordinate Association social activities (e.g. , National Night Out, Easter Egg Hunt, Spring Fling, Christmas cookies and Santa event, the Annual Run for Charity)
- (b) Manage the publication of the newsletter, circulars, bulletins and other materials as may be required.
- (c) Publicize regular, annual, and special meetings.
- (d) Coordinate the use of the meeting facility.

6. Enforcement

- (a) Coordinate with the Sheriff's Neighborhood Watch Program.
- (b) Establish and implement a program for enforcing Restrictions and Rules and Regulations.
- (c) Oversee the operation and maintenance of the entrance and exit video cameras.

7. Building and Grounds

- (a) Obtain bids and recommend to the Board a lawn service to contract to maintain the lawn and median areas of the Association. Monitor the performance of the contract and approve all payments for the contractor.
- (b) Ensure that the orderliness, cleanliness, and attractiveness of the areas are maintained.
- (c) Ensure that the sprinkler system is maintained in an operational condition.
- (d) Conduct periodic inspection of the grounds for problem areas (e.g., dead trees, trees that require trimming, hazards to residents and/or children)
- (e) Administer the routine maintenance of the perimeter fence.

8. Coordinator

- (a) Manage the Block Captain Program, ensuring that all Association homes are supported.
- (b) Ensure that Block Captains understand and effectively perform their duties. Seek replacements for those who are not performing adequately. Duties of Block Captains include the following:
 - 1) Serve as "Official Greeters" for new residents. Provide new residents with information regarding the Association, a copy of the directory with the Bylaws, and information on accessing the Lake Conway Woods Newsletter, the Lake Conway Woods website and the Nextdoor website.
 - 2) Have new residents complete a directory information sheet.
 - 3) Turn in directory information sheets and provide feedback to the Coordinator on problems, suggestions and complaints.
- (c) Provide articles to the newsletter editor welcoming new residents.
- (d) Distribute gate keys to members in good standing and maintain a key distribution log.

9. Architectural

- (a) Review the building plans, specifications, topography, finished ground elevation, and plot plans of all proposed buildings, structures, and alterations thereto to be built, erected or altered on any building plot in this subdivision, in such a manner as to ensure conformity and harmony of exterior design with other homes in accordance with the Restrictions and the Architectural Guidelines.
- (b) Chair an Architectural Review Committee (ARC) to promptly approve or disapprove such plans and specifications.
- (c) Annually convene a committee consisting of 3 members appointed by the board, no more than one of which is a board member, to carry out the duties of Architectural Review as described in the Restrictions and Architectural Guidelines. A quorum of the (ARC) shall be 2 members. No decisions of the ARC shall be binding without a quorum.

ARTICLE VI - FISCAL YEAR

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

ARTICLE VII -RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or the laws of the State of Florida

ARTICLE VIII - AMENDMENTS

The Board of Directors may amend, revise, add to, repeal or rescind these Bylaws and/or adapt new Bylaws at any meeting called for that purpose, provided that notice shall have been given at least 14 days preceding the meeting.

ARTICLE IX - MEMBERSHIP

1. **Members:** The membership of this Association shall consist of all the property owners in Lake Conway Woods. A "member in good standing" as used in this article and throughout these Bylaws means a member who is not in arrears in payment of dues, assessments, fees, and fines, and who is not suspended. Membership shall automatically cease when a member sells his or her residence. New members shall pay a non-refundable initiation fee of \$25.00 and shall be entitled to all the privileges of the Association for that initial period of residency. Dues shall be established annually by the Board of Directors in accordance with the Annual Budget. Dues are required to be paid by January 31 of each year. Homeowners not paid by February 1 of that year are delinquent and not in good standing.
2. **Proxies:** Any member in good standing shall be permitted to vote at the Annual Meeting in person or by a written proxy, which is submitted to the Secretary of the Association before or at the start of the meeting.
3. **Suspension of Members:** Any member being in arrears in the payment of dues, assessments, fines, or other fees owed to the Association shall be suspended and shall be so notified in writing by the Enforcement Officer. Such members, upon payment of arrears, and a \$25.00 administrative late fee, together with interest thereon at the rate of 18% per annum, shall be reinstated.
 - (a) No member under suspension shall be entitled to any of the privileges of membership, including, but not limited to, voting and use of Association facilities.
 - (b) A member may be suspended for unbecoming conduct, and/or for failure to comply with the Restrictions, Articles of Incorporation, Bylaws or Rules and Regulations of the Association. The required process steps for suspension shall be the same as those set forth in Restrictions, Article (G) - Fines.
 - (c) Suspension shall not relieve any member from any obligation to pay dues, assessments, fines, or other fees accruing prior to, during, or after his suspension.
4. **Delinquency of Members:** If any member's annual dues, assessments, fines or fees remain unpaid for a period of 30 days after their due date, the Treasurer shall recommend to the Board proceedings against such member as shall be necessary to best protect the interests of the Association.
5. **Collection:** If it is deemed necessary to the Board, a final notice of money due will be sent by certified mail, with return receipt requested, to the delinquent property owners. In the event a property owner fails to pay, the matter of collection shall be placed in the hands of an attorney or a collection agency. The property owner shall, in addition to the money due, be responsible for collection costs, including but not limited to: all Association late fees, attorney fees, filing fees, mailing fees, and interest at a rate of 18% per annum on all moneys. The total of all moneys due shall become a lien on the delinquent property.
6. **Owners of more than one home:** If a member owns more than one (1) house in the subdivision, the member shall maintain the same number of memberships as houses owned. At the Annual Meeting or other meeting of the members, if in good standing, the member is entitled to one vote per home.
7. **Lots with more than one owner:** If any home in the subdivision shall have more than one (1) owner, the owners thereof, shall be considered as sharing one (1) membership in the same manner as they share title to the home. At the Annual Meeting or other meeting of the members, if in good standing, they shall be entitled to one vote