

BYLAWS OF THE THREE MEADOWS PHASE III HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The name of the association is Three Meadows Phase III Homeowners Association, Inc. (the "Association.") The meetings of Members and Board of Directors may be held within the state of Florida, County of Brevard, as may be designed by the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association begins on the date of incorporation and each and every subsequent year shall begin on the 1st of January and end on the 31st of December.

1.3 Interpretation. In the case of any conflict, the (1) provisions of ~~state law~~ Florida State Statutes, (2) the Association's Declaration, (3) Articles of Incorporation, and ~~(3)~~ (4) these Bylaws shall prevail in that order.

1.4 Members. The members of the association (the "Members") as used in these bylaws shall mean and refer to those persons entitled to membership as provided for in the Declaration of Covenants and Restrictions, and defined or referred to therein as "Owners".

ARTICLE II

MEETING OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held in October of each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for electing a board of directors, updating the Members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of the annual meetings, along with related documents such as ballots and proxy forms shall be ~~mailed~~ provided by USPS mail to all Members of the Association at least ~~fourteen (14)~~ fifteen (15) days before the meeting. The annual meeting of the Members shall not be conducted virtually and must be in-person in order to allow for Members in attendance the opportunity to vote.

2.2 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or written request of the majority of Members of the Association, at any time. The agenda of the meeting shall be provided with the notice and at least three (3) days written or posted notice shall be given. Only those subjects appearing on the special agenda may be discussed at the meeting.

2.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and (3) serve on committees as may be established.

2.4 Quorum. ~~One (1) Member of the Association shall constitute a quorum.~~ No quorum shall be required for the Annual Member Meeting, and may be conducted with any number of members present.

2.5 Proxies. The members have the right to vote in person, by mail-in ballot, or by proxy. To be valid, a proxy must state the date, time, and place of the meeting for which it was given, and must be signed and dated by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

One person shall not be allowed to hold or cast more than two (2) proxy votes. If the person holding the proxy is a candidate for the Board of Directors, then that person shall not be allowed to hold or cast any proxy votes for the election of the board of directors. The Association shall maintain a copy of the statement granting the proxy for a period of one (1) year.

Is there any documented case history justifying this limitation?

Should probably be at least 4, and only if the mail-in option is available.

The concern with this process is that no candidate could have a proxy, and no person could bring more than 2. If a significant number of people would like to ensure someone they trust votes on their behalf, they would be unable to do so. This limits their ability to vote freely.

Some of that concern is negated if we also allow mail-in ballots, but the concern is still there, and I don't see a very open-minded justification for such limitations.

Need to see examples of Florida Associations who have enacted such restrictions.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition. The Association's Board of Directors shall be composed of the elected directors. The total number of directors to constitute the entire board shall be equal to, and not less than, five (5) directors. As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.

3.2 Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, the Declaration and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws and municipal codes, and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors have the power to:

- a) manage, control and restrict the use of the Common Areas of the community and the conduct of the Association Members and their guests by enforcing community rules and regulations;
- b) suspend a member's voting rights and the right to use the Common Areas if a member is in default of any assessment payment due and owing to the Association;
- c) exercise all powers and duties not reserved to the Membership and as authorized by these Bylaws, Articles of Incorporation or the Declaration;
- d) create a vacancy of the office of a Member of the Board of Directors in the event of a Board Member's two (2) (3) consecutive unexcused absences to the regular meetings of the Board of Directors; and
- e) employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.

There is no definition of who excuses an absence or the guidelines for doing so as is.

3.3 Duties. It shall be the Board of Directors' responsibility to:

- A. maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote;
- B. supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties;
- C. As for fully provided in the Declaration, to:

1. impose the contractual maintenance and other assessments against each Lot/Unit;
2. send written notice of each assessment to all Members of the Association;
3. issue, or to cause an appropriate officer to issue, upon demand by a Member disclosure packet pursuant to state law;
4. maintain adequate liability and hazard insurance on all property owned by the Association;
5. indemnify a past or present director, officer or committee Member of the Association to the extent such indemnity is required or permitted by state law, the Articles, the Declaration or these Bylaws;
6. cause the Common Areas to be maintained.

3.4 Compensation. No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

3.5 Removal of Directors. Any or all of the directors may be removed by a majority vote of the Members in accordance with Florida State Statutes 720.303.

3.6 Resignation. A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE IV

Maybe note that it can supplement an in-person meeting?

MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting. A regular meeting of the board shall be held at least once every three months. Virtual meetings shall not be allowed, except for when a state of emergency has been declared or when in-person meetings are impossible.

4.2 Right to Speak. Members have the right to attend all meetings of the board. The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items. The association may adopt written reasonable rules expanding the right of members to speak and governing the frequency, duration, and other manner of member statements, which rules must be consistent with this paragraph and may include a sign-up sheet for members wishing to speak. Meetings between the board or a committee and the association's attorney to discuss proposed or pending litigation or meetings of the board held for the purpose of discussing personnel matters are not required to be open to the members other than directors.

4.3 Special Meetings. Special meetings may be called by the president and shall be called upon the written request of two (2) members of the Board of Directors. The agenda of the meeting shall be provided with the notice and at least three (3) days written or posted notice shall be given. Only those subjects appearing on the special agenda may be discussed at the meeting.

4.4 Quorum of Directors. A majority of the members of the entire board shall constitute a quorum as required by Declarations and Covenants to transact business at any meeting called to do so.

4.5 Action of the Board. The act of the Board of Directors shall be valid, if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote regardless of the number of lots/units, which he may own. Any action shall require the majority of the entire board as identified in paragraph 3.1 of these bylaws. All matters put forth for board vote will require approval of at least 3 board members.

4.6 Notice of Meetings. Regular meetings of the board may be held with seven (7) days written or posted notice at such time and place, within Brevard County, as it may from time to time determine.

4.7 Action Without a Meeting. An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws, the Articles or the Declaration may be taken without a meeting, only if the action is approved unanimously by all current Board members in writing or email. The written consents shall be filed with the minutes of the next regular meeting and Association's records and shall be confirmed at the next regular meeting of the Board of Directors.

Should be within Rockledge city limits.

ARTICLE V

OFFICERS AND THEIR DUTIES

Since there are 5 members, there should be 5 listed here

5.1 Officers. The officers of the Association shall be the president, a vice-president, a secretary, and a treasurer, and a member-at-large.

5.2 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of one (1) year or until their successors are elected. No officers shall serve more than two (2) consecutive terms in the same office.

5.3 Vacancy in Office. A vacancy in any office shall be filled by the Board of Directors no later than next regularly scheduled board meeting, and may be conducted in accordance with paragraph 4.7 of these bylaws. The open position shall be made public through email notification, within 3 days of such vacancy, and volunteers will be accepted in same manner. If the board is unable to appoint this position in accordance with paragraph 4.7, and also unable to obtain the 3-person majority at board meeting as required, the selection will be made by simple majority of the members in attendance at said meeting.

Need to state a timeline and process to avoid undue delays or unclear method of replacement.

5.4 Removal and Resignation. Any officer elected or appointed by the board may be removed by the board with or without cause through unanimous consent of not less than 4

Needs to be clear regarding this process.

members. In any event of the death, resignation or removal of an officer, the board in its discretion may shall elect or appoint a successor to fill the unexpired term in accordance with paragraph 5.3 herein.

5.5 Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws.

A. **President.** The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Members and of the board to ensure that all orders and resolutions of the board are carried into effect. The president shall also provide the primary point of contact for members, vendors, and all affairs of the Association.

B. **Vice-Presidents.** During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the board shall prescribe.

Overly vague

C. **Secretary.** In the event that the Association is not represented by a management company, the Secretary shall:

1. attend all meetings of the Association;
2. record all votes and minutes of all proceedings in a book to be kept for that purpose;
3. give or cause to be given notice of all meetings of Members and of special meetings of the board;
4. be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;
5. maintain all the Association documents and records in a proper and safe manner as required by state law; and
6. perform such other duties as may be prescribed by the board.

C and D should also to state duties as things exist with CAM in place

D. **Treasurer.** In the event that the Association is not represented by a management company, the Treasurer shall:

1. have the custody of the Association funds and securities;
2. maintain complete and accurate accounts of receipts and disbursements in the Association books;
3. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board;
4. disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
5. Prepare, or cause to be prepared, the annual benefit report;
6. render to the President and board at the regular meetings of the board, or whenever they require it, an account of all his or her transactions as Treasurer and of the financial condition of the Association;
7. render a full financial report at the annual meeting of the Members if so requested;
8. be furnished by all Association officers and agents at his or her request, with such reports and statements as he may require as to all financial transactions of the Association; and

9. perform such other duties as are given to **him** **them** by these Bylaws or as from time to time are assigned to **him** **them** by the board or the President.

E. **Member-at-large.** The Member-at-large shall be responsible to attend all meetings, and take records in the absence of the Secretary, as well as assist in general affairs of the board in the capacity as needed.

5.6 ~~Elections~~ **Officer Positions.** The officer positions shall be **elected** determined by the Board of Directors at the annual meeting in an organizational meeting to be held immediately following the election of board members.

ARTICLE VI

COMMITTEES

The Board of Directors may designate an executive committee and/or other committees, by resolution adopted by a majority of the entire board. Each such committee shall serve at the pleasure of the board.

ARTICLE VII

BOOKS AND RECORDS

The Association's books, records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing officers, directors, employees or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within seven (7) days after the election.

ARTICLE VIII

AMENDMENTS

Seems to conflict with the process as stated in the Declarations.

8.1 **Amendment.** These Bylaws may be amended, at a regular meeting of the Association, by a vote of 2/3 of the voting interests of the Association, **provided that the amendment has been submitted in writing at the previous regular meeting.** Within 30 days after recording an amendment to the bylaws, the association shall provide copies of the amendment to the members.

8.2 **Conflict.** In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control. If any conflict exists between the Articles and these Bylaws, the Articles shall control. The ~~law~~ **Florida State Statutes** shall always prevail over any Association document.

8.3 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

IN WITNESS WHEREOF, we, being all of the Directors of the Association have hereunto set our hands this [Day] day of [Month], [Year].

By:

Name:

Title:

CERTIFICATION

I the undersigned, do hereby certify:

THAT I am the duly elected and acting [Title] of [Legal Name of Association], an [State] corporation, and,

THAT the foregoing Bylaws constitute the official Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the [Day] of [Month], [Year].

IN WITNESS WHEREOF, I have hereunto subscribed my name this [Day] of [Month], [Year].