

**BYLAWS  
OF  
AZALEA POINTE OWNERS ASSOCIATION, INC.**

**I. DEFINITIONS.**

All defined terms contained herein which are defined in the Declaration of Covenants and Restrictions for Azalea Pointe ("Declaration") recorded or to be recorded in the public records of Nassau County, Florida, and in the Articles of Incorporation of the Association, shall have the same meanings as such terms are defined in the Declaration and Articles of Incorporation.

**II. LOCATION OF PRINCIPAL OFFICE.**

The office of AZALEA POINTE OWNERS ASSOCIATION, INC. ("Association") shall be at Amelia Island Management, 5440 First Coast Highway Amelia Island, Fl 32034 or at such other place as may be established by resolution of the Board of Directors of the Association from time to time.

**III. VOTING RIGHTS AND ASSESSMENTS.**

A. Every person or entity who is a record fee simple owner of a Lot or any other portion of the Property shall be a member of the Association ("Members") as provided in the Articles of Incorporation of the Association and shall have the voting rights as set forth in the Articles of Incorporation, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any parcel within the Property.

B. Assessments and installments thereon not paid when due shall bear interest from the date when due until paid at the highest lawful rate and shall result in the suspension of voting privileges during any period of such non-payment.

**IV. BOARD OF DIRECTORS.**

A. A majority of the Board of Directors of the Association ("Board") shall constitute a quorum to transact business at any meeting of the Board and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board.

B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director shall be filled by the Board. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his

predecessor in office and thereafter until his successor shall have been elected or appointed and qualified.

## **V. ELECTION OF DIRECTORS.**

A. Nominations for the election of Board members shall be made by the Nominating Committee described in Article IX hereof or upon petition in accordance with Section C of this Article V. The Nominating Committee shall make as many nominations as it shall in its discretion determine.

B. Petitions for nominees shall be accepted if signed by Members representing one-third (1/3) of the total votes held by the Members and if received by the Secretary of the Association not less than thirty (30) days prior to the date fixed for the annual meeting of the Members.-

C. All elections to the Board shall be made on written ballots to be voted at the annual meeting or in the discretion of the Board, by mail, provided such ballots are mailed to the Members not less than fifteen (15) days prior to the date fixed for the annual meeting. The ballots shall (i) describe the vacancies to be filled by the Members, and (ii) set forth the names of those nominated for each such vacancy. Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation.

D. In order for an election of members of the Board to be valid and binding, the election must occur at a meeting of the Members at which a quorum is present; or if the election is conducted by mail, the Association must receive as of the date established by the Board for receipt of ballots, a number of ballots representing not less than a quorum of the Members.

E. The members of the Board elected or appointed in accordance with the procedures set forth in this Article V shall be deemed elected or appointed as of the date of the annual meeting of the Members.

## **VI. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

A. The Board of Directors shall have power:

1. To call meetings of the Members.

2. To appoint and remove at its pleasure all officers, agents and employees of the Association; and to prescribe their duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.

3. To establish, levy and assess and collect the annual and special assessments necessary to operate the Association and carry on its activities and to create such reserves as may be deemed appropriate by the Board.

4. To collect assessments on behalf of any other property owners association entitled to establish, levy and collect assessments from the Members of the Association.

5. To appoint committees, adopt and publish rules and regulations governing the use of the Common Areas or any portion thereof and the personal conduct of the Members and their guests thereon, including reasonable admission charges if deemed appropriate.

6. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

7. To cause the financial records of the Association to be compiled, reviewed or audited by an independent certified public accountant at such periodic intervals as the Board may determine in its sole discretion.

8. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to Members in the Declaration or the Articles of Incorporation of the Association.

**B. It shall be the duty of the Board of Directors:**

1. To cause to be kept a complete record of all of its acts and corporate affairs.

2. To supervise all officers, agents and employees of this Association to insure that their duties are properly performed.

**3. With reference to assessments of the Association:**

(a) To fix the amount of annual assessments against each Member for each annual assessment period at least thirty (30) days in advance of such date or period;

(b) To prepare and maintain a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member; and

(c) To send written notice of each assessment to every Member subject thereto.

**VII. DIRECTORS MEETINGS.**

A. Regular meetings of the Board shall be held on such date and at such time as the Board may from time to time establish.

B. Special meetings of the Board shall be held when called by the President or Vice President of the Association or by any two (2) Directors, after not less than three (3) days notice to each Director.

C. Meetings of the Board of Directors shall be open to all Members and notices of meetings shall be posted in a conspicuous place within the Property at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting of the Board of Directors during which assessments are to be established, shall specifically contain a statement that the assessments shall be considered and a statement of the nature of such assessments.

D. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records of the Association and made a part of the minutes of the meeting.

## **VIII. OFFICERS.**

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined from time to time by the Board in accordance with the Articles of Incorporation of the Association. The President shall be a member of the Board, but the other Officers need not be.

B. The Officers of the Association shall be elected by the Board at the annual meeting of the Board, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected..

C. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board for the unexpired portion of the term.

D. All Officers shall hold office for terms of minimum of one (1) year.

E. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and shall sign all notes, checks, leases, mortgages, deeds and all other written instruments.

F. A Vice President, or a Vice President so designated by the Board if there is

more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board.

G. The Secretary shall act as the secretary of the Board, and shall record the votes and keep the minutes of all meetings of the Members and of the Board of Directors in a book or file to be kept for that purpose. The Secretary shall keep all records of the Association and shall record in the book kept for that purpose all the names of the Members of the Association together with their addresses as registered by such members.

H. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board, provided however, that a resolution of the Board shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

I. The Treasurer, or his appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request by any Member.

J. With the approval of the Board of Directors, any or all of the Officers of the Association may delegate their respective duties and functions to a licensed and qualified property manager, provided however, such property manager shall at all times be subject to the supervision and control of the Board of Directors.

## **IX. COMMITTEES.**

A. The standing committees of the Association shall be the Nominating Committee and the Architectural Review Board. The Nominating Committee and Architectural Review Board shall have the duties, authority and functions as described in the Declaration and as elsewhere described in these Bylaws.

B. The Board shall have the power and authority to appoint such other committees as it deems advisable. Any committee appointed by the Board shall consist of a Chairman and two (2) or more other members and shall include a member of the Board. Committee members shall serve at the pleasure of the Board and shall perform such duties and functions as the Board may direct.

## **X. BOOKS AND RECORDS.**

A. The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any Member. The Association shall retain the minutes of all meetings of the Members and the Board of Directors for not less than

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meeting of the Members or by a written ballot that each Member personally casts.

### **XIII. SEAL.**

The Association shall have a seal in circular form having within its circumference the words: AZALEA POINTE OWNERS ASSOCIATION, INC., not-for-profit, 1999.

### **XIV. AMENDMENTS.**

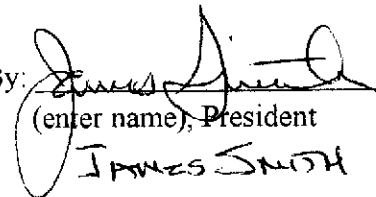
These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly constituted meeting of the Board. Amendments shall be effective on the date of passage by the Board and no amendment need be recorded in the public records of Nassau County, Florida.

### **XV. INCONSISTENCIES.**

In the event of any inconsistency between the provisions of these Bylaws and the Declaration or Articles of Incorporation, the provisions of the Declaration and Articles of Incorporation shall control.

Adopted by the Board of Directors of AZALEA POINTE OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, effective

October 29, 2025

By:   
(enter name), President  
JAMES SMITH