

**AMENDED (DRAFT 10/1/09)**

**AMENDED AND RESTATED BYLAWS  
OF  
AZALEA POINTE OWNERS ASSOCIATION, INC.**

**I. DEFINITIONS & EFFECTIVE DATE**

The AZALEA POINTE OWNERS ASSOCIATION, INC., hereinafter referred to as the Association, shall operate in accordance with these Bylaws which shall take effect when adopted by the Board of Directors of the Association and shall supersede in their entirety the earlier version of the Bylaws previously recorded in the public records of Nassau County, Florida, Book 919, pages 1163 – 1170.

All defined terms contained herein which are defined in the Declaration of Covenants and Restrictions for Azalea Pointe (“Declaration”) 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 the Association shall be at a place determined by the Board of Directors. A mailing address for the Association shall be established from time to time by the Board.

**III. MEMBERSHIP, VOTING RIGHTS AND ASSESSMENTS**

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

B. In all cases where members vote, they shall be entitled to cast one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, the single whole vote for that Lot shall be exercised as the Owners thereof shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot, nor shall partial or fractional votes be accepted.

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

#### **IV. BOARD OF DIRECTORS**

A. The Board of Directors shall consist of at least three (3) and no more than (5) Members, elected to the Board in accordance with Article VII of the Articles of Incorporation and Article V of these Bylaws.

B. 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.

C. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director shall be filled by the Board. Any Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office and thereafter until his successor shall have been duly elected.

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

A. Any Member of the Association in good standing shall be eligible for election to the Board. Normal term of office for Board members shall be two years. The Board at its discretion may nominate one or more candidates to special one year terms in order to maintain/restore orderly rotation and term overlap.

B. Nominations for the election of Board members shall be made by the current Board or upon petition in accordance with Section B of this Article V. The Board shall make as many nominations as it shall in its discretion determine. The name/s and terms of persons nominated to the Board shall be included in the notice of the annual meeting.

C. Petitions for nominees shall also be accepted if signed by Members representing at least one-third (1/3) of the total votes held by the Members and if received by the Secretary of the Association prior to the date fixed for the annual meeting. Any Member may nominate themselves as a candidate at the annual meeting

D. 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 describe the vacancies to be filled and set forth the names of those nominated for each such vacancy.

E. In order to be valid and binding, an election of members of the Board must occur at a meeting of the Members at which a quorum is present in person or by proxy, 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 half the total number of Lots.

F. The members of the Board elected in accordance with the procedures set forth in this Article V shall be deemed to have been elected as of the date of the annual meeting of the Members, and shall serve for a normal term of 2 years or a special term of one year as defined in V. (A) above and thereafter until a successor is duly elected.

G. Board members may serve successive terms if duly nominated and elected.

## **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 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.
4. to enter into cost-sharing and other legal agreements with property owners adjacent to the Property which, in the judgment of the Board, are necessary or desirable to discharge its responsibilities under the Articles of Incorporation and these Bylaws.
5. to appoint committees and to adopt and publish rules and regulations governing the use of the Property Common Areas or any portion thereof, and the personal conduct of the Members and their guests thereon, including reasonable admission or usage charges.
6. to establish, levy, 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.
7. to levy and collect, on behalf of the Association, any and all assessments, fees, payments and cost reimbursements from other organizations, property owners and individuals under the terms of cost-sharing, cooperative or other legal agreements to which the Association is party.
8. 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.

9. 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. to execute and manage all legal agreements to which the Association is a party.
4. with reference to assessments of the Association:
  - (a) to fix the amount of annual assessments against each lot owner(s) 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 lot owner(s) and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member.
  - (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 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 may be communicated by electronic mail and 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, so long as 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.

E. The minutes of each Board meeting shall be reviewed by a majority of the Board, and certified by the Secretary of the Association as accurate within 30 days of the meeting. The certified minutes shall be distributed by electronic means to each Lot owner who has provided a valid electronic mail address for this purpose. Hard copies of the minutes may be obtained by any Member from the Association Secretary upon request. The minutes shall be approved at the next Board meeting.

## **VIII. OFFICERS**

A. The Officers of the Association shall be a President, a Secretary and a Treasurer, and such other officers as maybe determined from time to time by the Board in accordance with the Articles of Incorporation of the Association. New offices may be created and filled at any meeting of the Board.

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. All officers shall be members of the Board.

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 a term of one (1) year, and thereafter until a successor is elected.

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. Any Officer so designated by the Board shall perform all the duties of the President in his absence.

G. The Secretary shall record the votes and keep the minutes of all meetings of the Members and of the Board of Directors. The Secretary shall keep (or cause to be kept) all records of the Association and shall maintain all the names of the Members of the Association together with their addresses, email addresses, phone numbers, and cell phone numbers, as registered by such members. This list will be updated annually.

H. The Treasurer, or his appointed agent, 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.

1. The Treasurer, or his appointed agent, shall keep proper books of account and shall 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 professional manager provided however, such manager shall at all times be subject to the supervision and control of the Board of Directors:

#### **IX. COMMITTEES**

A. The Architectural Review Board shall be a standing committee of the Association. The Architectural Review Board shall have the duties, authority and functions as described in the DECLARATION OF COVENANTS AND RESTRICTIONS.

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. 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.**

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 seven (7) years.

#### **XI. MEETINGS OF MEMBERS.**

A. An annual meeting of the Members shall be held prior to November 30th of each year, at such time as the Board may designate or at such other date and time as may be selected by the Board.

B. Special meetings of the Members for any purpose may be called at any time by the President, the Secretary or Treasurer, or by any two or more members of the

Board or upon the written request of Members holding a majority of all the votes allocated to the entire Membership.

C. Notice of all meetings of the Members shall be given to the Members by the Secretary. Notice may be given to the Members either personally or by electronic mail to an email address provided by each Member for this purpose, or by sending a copy of the notice through the mail, postage fully prepaid, to his address appearing on the books of the Association. Each Member shall be responsible for registering his address and telephone number with the Secretary and notice of the meeting shall be mailed to him at such address. Notice of the annual meeting of the Members shall be delivered at least fourteen (14) days in advance. Notice of any other meeting, regular or special, shall be mailed at least fourteen {14} days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided however that if the business of any meeting shall involve any action as governed by the Articles of Incorporation or the Declaration in which other notice provisions are provided for notice shall be given or sent as therein provided.

D. The presence, in person or by proxy, of the Members holding not less than three tenths (3/10) of the total votes in the Association as established by the Articles of Incorporation shall constitute a quorum of the Membership for any action governed by the Declaration, the Articles of Incorporation or these Bylaws.

E. The minutes of the annual meeting of the Members shall be reviewed by a majority of the Board, and certified by the Secretary of the Association as accurate, within 30 days of the annual meeting. The certified minutes of the annual meeting shall be distributed by electronic means to each Lot owner who has provided a valid electronic mail address for this purpose. Hard copies of the minutes may be obtained by any member from the Association Secretary upon request. The minutes shall be approved by a majority vote of the members at the next annual meeting.

## **XII. PROXIES.**

A. At all meetings of the Members each Member may vote in person or by limited proxy: Proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or these Bylaws or for any other matter that requires or permits a vote of the Members.

B. All proxies shall be in writing and filed with the Secretary. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it is originally given, and automatically expires 90 days after the date of that meeting. A proxy is revocable at any time at the pleasure of the person who executes it, and shall automatically cease upon the sale by the Member of his interest in the Property.

**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 shall 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., a Florida corporation not-for-profit, on \_\_\_\_\_, 2009

By: \_\_\_\_\_ Andrew Messina, President

Witnessed by: \_\_\_\_\_ Kimberly Andersen, Secretary