

BY-LAWS OF OLD MILL COVE HOMEOWNERS ASSOCIATION, INC.

Article 1 Homeowners

Section 1 Old Mill Cove Homeowners Association, Inc. is a not for profit corporation and shall consist of the respective residents of the subdivision lots in Old Mill Cove, a residential subdivision. Florida Statute 720.301 (9)

Section 2 The membership of each Homeowner shall terminate when he ceases to be an owner of a Lot and upon the sale, transfer or other disposition of his Homeowner interest in a Lot, membership in the Association shall automatically be transferred to the new Owner succeeding to such residence interest. The Association will maintain a record of all active members as evidenced by the payment of assessments in full annually or otherwise approved by the elected volunteer board members.

Section 3 Each Homeowner who is an active member shall be entitled to one vote at Association meetings, which shall be exercised by the Homeowner. A majority of votes by active members shall decide all questions at Association meetings, unless specified otherwise in these bylaws.

Section 4 These bylaws, and the Covenants and Restrictions referred to herein, shall apply to all lot owners in Old Mill Cove.

Article II. Meeting of Membership

Section 1 The meetings of the membership shall be held in accordance with the provisions of these bylaws.

Section 2 The annual meeting of the membership of the Association shall be held in the month of September. At this meeting, volunteers for chairmanship of standing committees will be accepted.

Section 3 Special meetings of the membership shall be held when directed by the President or the Board of Directors or when requested in writing by at least 5 members. A meeting requested by the membership shall be called for a date not less than 7 or more than 30 days after the request is made. The call for the meeting shall be issued by the secretary.

Section 4 Notice of all meetings, regular or special, shall be given by the Board to each member not less than 5 or more than 30 days prior to the meeting. Such notices shall be posted at the main entrance.

Section 5 A quorum for the transaction of business shall consist of 12 eligible votes (ONE vote per active member.) A majority of members, who are present at any meeting where a quorum is present, shall decide any question before the meeting, unless specifically provided otherwise in the bylaws of the Association.

Article III. Officers

Section 1 The following officers of the Association shall be elected at the annual meeting:

- (a) A President who shall preside over the meetings of the Board and of the members, and shall be the chief executive officer of the Association. In the recess of the Board of Directors, the President shall have general control and management of the business and affairs of this Association.
- (b) A Vice President, who shall, in the absence or disability of the President, performs the duties and exercises the powers of the President.
- (c) A Secretary, Who shall keep the minutes of all meetings of the Board and of the membership and who shall perform all the duties generally incident to the Office.
- (d) A Treasurer, who shall cause to be kept the financial records and books of account of the Association.

Section 2 Each officer shall hold office for the term of one year or until a successor has been elected (which ever comes first), and will make every effort to ensure their successor is qualified prior to handing over their responsibilities.

Section 3 Vacancy in any office shall be filled by the Board. Any officer may be removed at any time, with or without cause, by the affirmative vote of at least two-thirds of all lot owners.

Section 4 There shall be a nominating committee established at least one month prior to the election meeting. The President shall appoint the chair. The chair will select members of the nominating committee from the membership. The nominating committee shall nominate at least one person for each office and report its nominees at the election meeting.

Section 5 The fiscal year of this Association shall be October 1 through September 30.

Section 6 The financial records of the Association shall be made available for review annually at the request of the Board or if called for by a quorum of the membership. Such review will be conducted by a committee appointed by the President.

Section 7 Officers are voluntary and shall receive no compensation for their services, unless expressly provided for in a resolution duly adopted by the members.

Article IV. Committees

Section 1 The elected officers shall create such committees as necessary to run the Association and shall appoint the Chairs of such committees.

Section 2 Each committee chair shall then appoint members of his committee from interested Association members.

Article V. Board of Directors (Board)

Section 1 The Board of Directors of the Association shall consist of the four elected officers and three at-large members appointed by the President. The officers shall be elected at the annual membership meeting, and shall hold office for a term of one year or until a successor has been elected (which ever comes first), and will make every effort to ensure their successor is qualified prior to handing over their responsibilities.

Section 2 Each officer shall be a member (or, if a member is a corporation, partnership, or trust, a director may be an officer, partner or beneficiary of such member.) If an officer shall cease to meet such qualifications during his term, he shall thereupon cease to be an officer and his place on the Board shall be deemed vacant.

Section 3 Any vacancy occurring on the Board may be filled by a majority vote of the remaining members thereof.

Section 4 Board meetings shall be held twice a year. Special meetings of the Board shall be held upon call by the President or a majority of the Board on not less than three days notice in writing to each director.

Section 5 A quorum for the transaction of business shall consist of a majority of the Board.

Section 6 Any officer may be removed from office, with or without cause, by at least a two-thirds vote of all lot owners.

Section 7 Directors shall receive no compensation for their services, unless expressly provided for in resolutions duly adopted by the members.

Section 8 The Board shall have the following duties:

- (a) To carry out the purposes of the Association expressed in the Articles of Incorporation and these by laws;
- (b) To administer the affairs of the Association, and formulate policies;
- (c) To present a proposed budget to the membership annually.

Article VI. Executive Committee

Section 1 The executive committee shall consist of the elected officers.

Section 2 The duties of the executive committee shall be to appoint committees and chairs and to transact emergency business in the interval between Board of Directors meetings.

Section 3 The majority of the executive committee shall constitute a quorum.

Section 4 Meetings of the executive committee shall be held as needed.

Article VII. Assessments

Section 1 The Board shall prepare an estimated annual budget for each fiscal year of the Association.

Section 2 The estimated annual budget for each fiscal year shall be approved by the members at a duly called meeting for that purpose. A copy of the proposed annual budget shall be delivered to residents not less than 7 or more than thirty days prior to the meeting at which the budget is to be considered.

Section 3 Assessments to be paid annually, Assessments will be prorated for new residents. Current year membership goes with the sale of the house.

Section 4 The Board shall maintain accounting records according to approved accounting practices, which records shall be open to inspection by members at reasonable times and upon reasonable notice. These accounting records shall include a record of receipts and expenditures, the treasurer shall present an annual report at the end of each fiscal year.

Section 5 In addition to the annual assessments, the Association may levy, in any fiscal year, a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, extraordinary repair or replacement of a capital improvement upon the Common Area, including fixtures and personal property related thereto, provided that any such assessment shall have the assent of two-thirds of all members who are entitled to vote at a meeting duly called for this purpose.

Section 6 Any assessment not paid within thirty (30) days after the due date shall be charged interest at the rate presently established by Florida Statute 687.01 from the date when due until paid and there shall also be assessed as a late charge 5% of the sum due not to exceed \$25.00. All payments on accounts shall be first applied to late charge, then to costs and attorney's fees then to interest and then to delinquent assessment payment first due.

Section 7 The board shall not approve any expenditure in excess of one thousand dollars (\$1000.00) without the approval of a majority in attendance at a duly noticed meeting.

Article VIII. Amendment

These bylaws may be amended or revised by a majority of the Board of Directors, or at any regular or special meeting of the Association by a 2/3 majority vote of members who are present at any meeting where a quorum is present, provided the notice of the proposed amendments or revisions shall have been given at least 7 days prior to the meeting.

Date of revision: Approved by the membership and board September 28, 2015

SPECIAL NOTE

Florida Statute 720.303 (6) (c) states:

If the budget of the association does not provide for the reserve accounts governed by this subsection and the association is responsible for the repair and maintenance of capital improvements that may result in a special assessment if reserves are not provided, each financial report for the preceding fiscal year required by subsection (7) shall contain the following statement in conspicuous type: THE BUDGET OF THE ASSOCIATION DOES NOT PROVIDE FOR RESERVE ACCOUNTS FOR CAPITAL EXPENDITURES AND DEFERRED MAINTENANCE THAT MAY RESULT IN SPECIAL ASSESSMENTS. OWNERS MAY ELECT TO PROVIDE FOR RESERVE ACCOUNTS PURSUANT TO THE PROVISIONS OF SECTION 720.303 (6), FLORIDA STATUTES, UPON THE APPROVAL OF NOT LESS THAN A MAJORITY OF THE TOTAL VOTING INTERESTS OF THE ASSOCIATION.