

**BY-LAWS OF  
EAST WIND LAKE VILLAGE CONDOMINIUM ASSOCIATION, INC.**

**A Non-Profit Florida Corporation**

**ARTICLE ONE: Organization**

1. The name of this organization shall be EAST WIND LAKE VILLAGE CONDOMINIUM ASSOCIATION, INC.
2. The organization may by a vote of the unit owners change its name.

**ARTICLE TWO: Purposes**

The following are the purposes for which this organization has been established:

1. To serve the recreational and maintenance needs of the owners of the condominium units constructed upon the real property described on Exhibit "A", of the Declaration of Condominium to which this Exhibit "D" is attached.
2. To maintain and improve the real property upon which the recreational facilities are to be constructed and further, to maintain the facilities and improvements, including personal property, thereon.
3. For such other purpose as the Board of Directors may from time to time deem necessary for the efficient operation of the recreational facilities and common and limited common elements contemplated hereby.

**ARTICLE THREE: Meetings of Membership**

1. Place: All meetings of the Association membership shall be held at the office of the Association or such other place as may be designated in the notice.
2. Annual Meetings:
  - (a) The unit owners comprising the membership of the Association shall meet at least once in each calendar year after the formation of the Association and such meeting shall be designated "The Annual Meeting". The annual meeting of the membership of the Association shall be held on the (insert day and month) of each year at 2:00 o'clock in the afternoon of that day. If the day so designated shall fall on a Sunday, or a legal holiday, then the meeting shall be held on the first business day thereafter. At least fourteen (14) days prior to the annual meeting, written notice shall be mailed by regular mail to each member of the Association at the address appearing on the books of the Association and a copy thereof posted in a conspicuous place on the condominium premises.
  - (b) At the annual meetings, the membership of the Association shall elect directors and transact such other business as may properly come before the meeting. The directors so elected at the annual meeting shall constitute the Board of Directors until the next annual meeting of the members of the Association and the election and qualification of their successors.
3. Membership List: At least thirty (30) days before every election of directors, a complete list of members entitled to vote at said election, arranged numerically by condominium units, with residents of each, shall be prepared by the Secretary of the Association. Such list shall be produced and kept for said thirty (30) days and during the election at the office of the Association, and shall be open to examination by any member during such period.
4. Special Meetings:
  - (a) Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President and shall be called by the President or Secretary at the request, in writing, of TEN PERCENT (10%) of the unit owners. Such request shall state the purpose or purposes of the proposed meeting.
  - (b) Written notice of a Special Meeting of members, stating the time, place and object thereof, shall be mailed by regular mail to each member entitled to vote thereat, at such address as appears on the books of the Association, at least five (5) days before such meeting.
  - (c) Business transacted at all special meetings shall be confined to the purposes stated in the notice thereof.
5. Quorum: Fifty-one percent (51%) of the total number of members of the Association, present in person or represented by written proxy, shall be requisite to and shall constitute a quorum at all meetings of the members for the trans-action of business, except as otherwise provided by statute, or by these By-Laws. If, however, such quorum shall not be present, or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by written proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.
6. Vote Required to Transact Business: When a quorum is present at any meeting, a majority of the votes cast, in

person or represented by written proxy, shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the statutes of the Declaration of Condominium or by these By-Laws a different vote is required, in which case such express provision shall govern and control the voting on such issue.

7. Right to Vote: All unit owners shall be entitled to one (1) vote. At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. In the event any member of the Association is unable, for whatever reason, to be present in person at any meeting of the Association, such member may designate in writing, and with such terms and conditions as such member shall see fit, another member of the Association to vote for and act on behalf of the absent member at any meeting so designated. The person so appointed to act on behalf of the absent member shall be known as a "proxy" and shall exercise only the powers conferred upon him or her by the absent member. At the commencement of any meeting for which a person has been appointed a proxy, said proxy shall deliver to the presiding officer, his or her written authorization to act as a proxy for an absent member. Any proxy shall be valid for the meeting so noted or any adjourned meeting. In no event shall any one (1) member of the Association be designated a proxy for more than five (5) absent Members. The appearance at any meeting of any member of the Association who has previously designated a proxy shall automatically revoke and terminate the proxy previously given by such member.

If more than one person or a corporation own a condominium unit, they shall file a certificate with the Secretary of the Association naming the person authorized to cast votes for said condominium unit. If same is not on file, the vote of such owner shall not be considered, nor shall the presence of said owners at a meeting be considered in determining whether the quorum has been met. Corporations shall have the right to membership in the Association.

8. Waiver and Consent: Whenever the vote of members at a meeting is required or permitted by any provision of the statutes or these By-Laws to be taken in connection with any action of the Association, the meeting and vote of members may be dispensed with if all members, who would have been entitled to vote upon the action of such meeting if such meeting were held, shall consent in writing to such action being taken.

9. Order of Business: The proposed order of business at all meetings of the Association will be:

- (a) Election of Chairman
- (b) Roll Call
- (c) Proof of Notice of Meeting or Waiver of Notice
- (d) Reading of Minutes of Prior Meeting
- (e) Officers' Reports
- (f) Committee Reports
- (g) Unfinished Business
- (h) New Business
- (i) Adjournment.

#### **ARTICLE FOUR: Voting**

1. At all meetings, all votes shall be viva voce, except that for the election of officers and directors, ballots shall be provided and there shall not appear any place on such ballot any mark or markings that might tend to indicate the person who cast such ballot.

2. At any regular or special meeting if a majority so requires, any questions may be voted upon in the manner and style for election of officers and directors.

3. When voting by ballot is in order, the Chairman of such meeting shall, immediately prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the Minute Book to the minutes of that meeting.

4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

#### **ARTICLE FIVE: Board of Directors**

1. The business of this Association shall be managed by a Board of Directors consisting of three (3) members together with the officers of this Association. At least one (1) of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

2. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this Association in the same manner and style as the officers of this Association and they shall serve for a term of one (1) year.

3. The Board of Directors shall have the control and management of the affairs and businesses of this Association and shall have the right to establish reserves or assessments for betterment of the condominium property. Said Board of Directors shall only act in the name of the Association when it shall be regularly convened by its chairman and after due notice to all directors of such meeting.

4. All meetings of the Board of Directors of the Association shall be open to the members of the Association and notices of such meetings, stating the place and time thereof, shall be posted conspicuously at least forty-eight (48) hours

prior to any such meeting to call the members attention thereto; provided, however, in the event of an emergency said notice shall not be required.

5. Two (2) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly at such time and place as the Board of Directors shall designate.

6. Each director shall have one (1) vote and such voting may not be by proxy.

7. The Board of Directors may make such rules and regulations covering its meeting as it may in its discretion determine necessary.

8. Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

9. The President of the Association by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

10. A director may be removed either with or without cause at any time by a vote of the majority of the Association's membership at any regular or special meeting of the membership of the Association, except as provided in Article Nine of these By-Laws.

#### **ARTICLE SIX: Officers**

1. The officers of the Association shall be as follows:

President, Vice President, Secretary and Treasurer.

2. The President shall preside at all membership meetings. He shall, by virtue of his office, be Chairman of the Board of Directors. He shall present at each annual meeting of the Association an annual report of the work of the Association. He shall appoint all committees, temporary or permanent. He shall see to it that all books, reports and certificates as required by law are properly kept or filed. He shall be one of the officers who may sign checks or drafts of the Association. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

3. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the Association with all the rights, privileges and powers of said office.

4. The Secretary shall:

- (a) keep the minutes and records of the Association in appropriate books,
- (b) file any certificate required by any statute, federal or state,
- (c) give and serve all notices to members of this Association,
- (d) be the official custodian of the records and seal, if any, of this Association,
- (e) be one of the officers required to sign the checks and drafts of the Association,
- (f) present to the membership at any meetings any communication addressed to him as Secretary of the Association,
- (g) submit to the Board of Directors any communications which shall be addressed to him as Secretary of the Association,
- (h) attend to all correspondence of the Association and exercise all duties incident to the office of Secretary.

5. The Treasurer shall:

- (a) have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding an amount authorized by the Board of Directors and the balance of the funds of the Association shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida,
- (b) be one of the officers who shall sign checks or drafts of the Association; no special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it,
- (c) shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors at such meeting.

6. Officers shall, by virtue of their office, be members of the Board of Directors.

7. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than as a director or officer.

#### **ARTICLE SEVEN: Salaries**

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary in the conduct of the business of the Association. However, no member of the Board of Directors or an officer of the Association shall be paid any compensation for carrying out their duties

**ARTICLE EIGHT: Committees**

All committees of this Association shall be appointed by the majority of the Board of Directors for whatever period of time is designated by said Board of Directors.

**ARTICLE NINE: Annual Budget**

1. The annual budget for common expenses for the condominium shall be adopted by the Board of Directors of the Association. A copy of the proposed annual budget of common expenses shall be mailed, by regular mail, to the unit owners at least thirty (30) days prior to the meeting at which the budget will be considered together with a notice of such meeting.

2. In the event the annual budget which requires assessments against unit owners in any fiscal or calendar year exceeds one hundred and fifteen percent (115%) of such assessments for the preceding year, upon written application to the Board of Directors of the Association by at least ten percent (10%) of the unit owners, a special meeting of the unit owners shall be held upon not less than ten (10) days written notice., by regular mail, to each unit owner nor more than thirty (30) days after the delivery of such application to the Board of Directors. At such special meeting, the unit owners may consider and enact a revision of the budget or recall any and all members of the Board of Directors and elect their successors. Any revision of the annual budget or the recall of any and all members of the Board of Directors shall require a vote in the manner described in this paragraph , of not less than seventy-five percent (75%) of all of the unit owners not just those present at the special meeting.

3. In determining whether assessments exceed one hundred and fifteen percent (115%) of assessments for prior years, there shall be excluded from the computation any provision for reasonable reserves made by the Board of Directors with respect to the repair or replacement of the condominium property or with respect to anticipated expenses of the Association which are not expected to be incurred on a regular or annual basis and there shall be excluded from such computation, assessments for betterments to the condominium property.

4. As long as the Developer is in control of the Board of Directors, said Board shall not impose an assessment for a year greater than one hundred and fifteen percent (115%) of the prior fiscal or calendar year's assessment without the approval of a majority of the unit owners.

5. As an alternative to the methods for adjusting the annual budget, the Board of Directors may propose the budget to the unit owners at a meeting of the Association, or by writing, and if such budget or proposed budget be approved by the unit owners at the meeting, or by a majority of all of the unit owners in writing, such budget shall not thereafter be re-examined by the unit owners nor may the Board of Directors be recalled in the manner described in Paragraph 2 of this Article Nine.

**ARTICLE TEN: Assessments**

1. The assessments of the Association shall be paid by each member in accordance with the annual budget. If for any reason the estimate proves to be in excess of the Association's needs, the balance shall be retained by the Association in its account in reduction of the next ensuing year's expenses. However, in the event said estimate is less than the actual economic needs of the Association, the Association shall have a right to assess its members for their prorata share of any additional monies so required and the same shall be paid upon demand. All assessments shall be made against unit owners not less frequently than quarterly in amounts no less than are required to provide funds in advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. However, payments under the quarterly assessments shall be divided into and be payable in monthly installments on the fifteenth (15th) day of each month. Nothing herein shall prevent the Board of Directors of the Association from paying taxes on retained monies or directing such payments; or, in the alternative, the Board of Directors may return retained sums to unit owners in accordance with the per-centage of their ownership prior to the end of the Association's fiscal year.

2. The Board of Directors of the Association shall approve annual budgets in accordance with the provisions of Article Nine of the By-Laws of the Association, which budget shall project anticipated income and estimated expenses in sufficient detail to show separate estimates for tax, if any, and insurance for the common elements, plus operating and maintenance expenses.

3. The percentage of the annual assessment chargeable for each fiscal year against each unit is set forth in Exhibit "C"; however, said assessment shall be allocated to the unit owner on a quarterly basis, but be payable in advance, in equal monthly installments on the 15th day of each month. In, addition, the Association has the power to levy special assessments against each unit in their respective percentages if a deficit should develop in the Association's treasury for the payment of common expenses.

**ARTICLE ELEVEN: Minutes**

Minutes of all meetings of the Association and the Board of Directors shall be kept in a businesslike manner and be made available for inspection by unit owners and Board members at all reasonable times.

**ARTICLE TWELVE: Amendments**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the members, and in accordance with the Florida Condominium Act, Florida Statutes.

Approved:

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President

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Secretary