

# **AMENDED AND RESTATED BYLAWS**

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OF  
THE ASSOCIATION OF COMPASS LAKE IN THE HILLS  
PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not-for-Profit)

**ARTICLE I - GENERAL**

Section 1. Name and Address. The name of the corporation is Compass Lake in the Hills Property Owners Association, Inc. The principal office of the corporation shall be located at 645 Compass Lake Drive, Alford, Florida 32420.

Section 2. Powers. The Association shall have the rights, powers, duties and functions as set forth in the Articles of Incorporation. The affairs of the Association shall be managed and operated by the Board of Directors.

Section 3. Members. The members of the Association, their qualifications and voting rights and the manner of transferring membership shall be as set forth in the Articles of Incorporation.

**ARTICLE II - DEFINITIONS**

Section 1. Association. "Association" shall mean and refer to Compass Lake in the Hills Property Owners Association, Inc., its successors and assigns.

Section 2. Common Area. "Common Area" shall mean all real property owned, controlled or managed by Compass Lake in the Hills Municipal Services Taxing Unit for the common use and enjoyment of the members.

Section 3. Family. "Family" shall mean a family unit domiciled in a single residence.

Section 4. Lot. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat or subdivided portion thereof against which is levied assessments of the Compass Lake in the Hills Municipal Services Taxing Unit.

Section 5. Member. "Member" shall mean and refer to any person entitled to membership in the Association as provided in the Articles of Incorporation of the Association.

Section 6. Subdivision. "Subdivision" shall mean and refer to Compass Lake in the Hills, Jackson County, Florida.

**ARTICLE III - MEETINGS**

Section 1. Meetings. All annual and special meetings of the Association membership shall be held at such place as may be permitted by law and from time to time fixed by the Board of Directors and designated in the notices of meeting.

Section 2. Annual Meetings. Annual meetings of the members of the Association shall be held during the first 15 days of May of each year at 7:00 p.m. at the McCormick Lake House or at such date, time and place as shall be fixed by the Board of Directors in the notice of the meeting. Notice of the meeting, which shall include an agenda, shall be mailed to each member not more than sixty (60) days prior and no less than fourteen (14) days prior thereto. In addition to such written notice, the Secretary shall conspicuously post notice of the annual meeting at the offices of the Association at least fourteen (14) days prior thereto. Any member in good standing can bring to the floor, if seconded by a member in good standing, any issue for a vote. The issue, if favorably approved by a vote of the members present will be forwarded for action on the agenda at the next regularly scheduled board meeting.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, whether or not specifically required by these Bylaws or the Articles of Incorporation may be called by the President or a majority of the Board of Directors, or on written request of members who are entitled to vote ten percent (10%) of all votes of the Association.

Section 4. Special Meeting Business. No business shall be transacted at any special meeting of the members except as stated in the written notice thereof. Notice shall be given by, or at the direction of the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, not less than fourteen (14) days, but not more than sixty (60) days before the date thereof, stating the date, time and place of the meeting and the purpose or purposes thereof. Notice deposited in the mail, postage prepaid, and addressed to the members last known address according to the Association's records, within the prescribed time or, in lieu of mailing, delivered by hand to the members or left at their residences in their absence, shall suffice.

Section 5. Proof of Notice. The officer of the Association giving notice shall provide an affidavit, to be included in the official records of the Association, affirming that a notice of the Association meeting of the members was mailed or hand delivered to each owner at the last address furnished to the Association as required by these Bylaws.

Section 6. Membership Quorum. There shall be no requirement of a membership quorum for the conduct of business at any duly called meeting of members. Every act performed or decision made by a majority of votes cast by members present in person at a duly called meeting of members, shall constitute the act or decision of the Association.

Section 7. Proxies. Members shall not vote by proxy, nor shall a general power of attorney be used for voting on behalf of a member.

Section 8. Voting Certificates. When a lot has more than one owner or is owned by a corporation, association, partnership or trust, the record owners of the lot shall designate in writing one owner, or in the case of a corporation or other entity an officer of the owner, who shall be authorized to vote and represent the lot. Any record owner of a lot shall be eligible to serve as an officer or director of the Association whether designated as the lot representative on the voting certificate or not.

Section 9. Order of Business. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board of Directors and submitted to the members with the notice of each meeting.

#### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1. Number and Term. The number, terms of office, and provisions regarding removal and filling of vacancies of the Board of Directors shall be as set forth in these Bylaws and the Articles of Incorporation.

Section 2. Compensation. No director shall receive compensation from the Association for serving as a director.

Section 3. Recall. Any member of the Board may be recalled at any time, with or without cause, by the members of the Association in the manner provided by the Articles of Incorporation.

#### **ARTICLE V - BOARD OF DIRECTORS-- ELECTION.**

Section 1. Candidate Qualification. Any member or other eligible person desiring to be a candidate for election to the Board of Directors shall provide written notice to the Association of their intention to run at least sixty (60) days prior to the scheduled election. The Association shall place the names of those persons in good standing with the Association, who are 18 years of age or older and has filed an affidavit of intent to seek election on the ballot for election to the Board of Directors.

Section 2. Election of Directors. Election to the Board of Directors shall be by secret written ballot. At such election, the names of all nominees for all vacancies shall be posted. Members present may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. There will be a single slate for all vacancies. The person(s) receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VI - BOARD OF DIRECTORS MEETINGS**

Section 1. Annual Meeting. The annual meeting of the Board shall be held immediately following the annual meeting of the members and at the same place.

Section 2. Regular Meetings. Regular meetings of the Board may be held at such time and place permitted by law and from time to time as may be determined by the Directors, and special meetings may be called by the President or a majority of the Board. Notice of regular and special meetings of the Board shall be given to each Director by telegram, hand delivery, or by United States mail sent at least three (3) days prior to the meeting. Members may waive notice by written consent. The Board may, by resolution duly adopted, establish regular monthly, quarterly, or semiannual meetings and said regular meeting may then be held without further notice. All meetings of the Board shall be open to the members of the Association, who shall be given conspicuously posted notice forty-eight (48) continuous hours thereof except in an emergency.

Section 3. Quorum. At all meetings of the Board, a majority shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority present at any meeting shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. By waiving notice or otherwise consenting to or taking action in writing, the Board may cause such action to be taken without a formal meeting in cases of emergency; provided, however, that such waiver and consent shall be by not less than two-thirds (2/3) of all members of the Board.

Section 4. Order of Business. The order of business of all meetings of the Board shall be as prescribed in an agenda furnished each member of the Board by the President, Secretary or other officer.

Section 5. Workshops. The Board may conduct workshops as it deems appropriate from time to time, without notice, provided, however, that no votes or other actions shall be taken on any matters.

## **ARTICLE VII - BOARD OF DIRECTORS--POWERS AND DUTIES**

Section 1. Powers and Duties. The Board shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of the Association and for the exercise of its rights, powers, duties and functions. The Board shall have the authority to sell, transfer or lease lots owned by the association without vote of the membership. Further, the Board may do or cause to be done all other lawful acts and things that are not by law, these Bylaws or the Articles of Incorporation or otherwise, directed or required to be done or exercised by the members of the Association.

Section 2. Declaration of Vacancy. The Board shall have the authority to declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three (3) consecutive regular meetings of the Board of Directors. Any vacancy occurring on the Board of Directors shall be filled by election by the remaining Directors and any Director so elected shall serve for the unexpired term of his or her predecessor.

Section 3. Employees and Contractors. The Board shall have the authority to employ a manager, independent contractors, and such other employees as they deem necessary, and to prescribe their duties.

Section 4. Budget. The Board shall have the authority to propose a budget to the Board of County Commissioners of Jackson County, Florida, as Trustees of the Compass Lake in the Hills Municipal Services Taxing Unit for the management and maintenance of the common area setting forth an itemized statement of proposed receipts and disbursements for the forthcoming fiscal year, based upon previous years' experience and taking into account the general conditions of the property and facilities of the Compass Lake in the Hills Municipal Services Taxing Unit and the objectives for the ensuing year as established by the Association.

Section 5. Rules and Regulations. The Board is authorized to adopt or to amend rules

and regulations and statements of policy concerning the operation and affairs of the Association and the use and occupancy of the property owned, controlled or managed by the Association.

Section 6. Fees and Charges. The Board is authorized to establish fees, rents and charges for the use and occupancy of properties owned, controlled or managed by the Association to help defer the maintenance, management and repair of such properties.

Section 7. Fines. The Board is authorized to establish fines for the violation of the provisions of the Articles of Incorporation, Bylaws and Rules and Regulations of the Association.

## **ARTICLE VIII - OFFICERS**

Section 1. Officers. The officers of the Association, their terms of office, the manner of election, and the method of removal and filling vacancies shall be as set forth in the Articles of Incorporation.

Section 2. President. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members and the Board of Directors. The President shall have the general powers and duties usually vested in the office of President, including, but not limited to, the power to appoint committees from among the members or Directors from time to time as deemed appropriate to assist in the conduct of the affairs of the Association. The President shall execute such deeds, contracts, and other instruments, in the name and on behalf of the Association and under its corporate seal, when a seal is required, except when such documents are required or permitted by law to be otherwise executed and except when the signing and execution thereof shall be delegated by the Board of Directors to another officer or agent of the Association.

Section 3. Vice-President. The Vice-President shall be vested with all of the powers required to perform all the duties of the President in the President's absence, and such other duties as may be prescribed by the Board of Directors.

Section 4. Secretary. The Secretary shall keep, or cause to be kept, the minutes of all proceedings of the Directors and the members. The Secretary shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. The Secretary shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. The Secretary shall keep, or cause to be kept, the records of the Association, except those of the Treasurer, and shall perform all of the duties incident to the office Secretary of an Association and as may be required by the Directors or the President.

Section 5. Treasurer. The Treasurer shall have responsibility for all property of the Association, including funds, securities and evidences of indebtedness. The Treasurer shall keep, or cause to be kept, the books of the Association in accordance with good accounting practices; and shall perform all other duties incident to the office of Treasurer.

Section 6. Other Officers. The Board of Directors may create and appoint such other and additional officers as they shall, from time to time, deem necessary and appropriate to assist with the affairs of the Association.

Section 7. Removal of Officers. Any officer may be removed at any time, with or without cause, upon a favorable vote of a majority of the full Board of Directors.

## **ARTICLE IX - COMMITTEES**

The Board of Directors may appoint such committees as it may deem appropriate in the performance of its duties.

**ARTICLE X - BOOKS AND RECORDS INSPECTION**

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours in the manner provided in Section 617.303 (5) of the Florida Statutes. The Articles of Incorporation and Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies shall be made available for sale at a reasonable price. Minutes of all meetings of the Board of Directors and of the members and the financial and accounting records of the Association shall be maintained for at least seven (7) years.

**ARTICLE XI - FISCAL YEAR**

The fiscal year of the Association shall be October 1 through September 30.

**ARTICLE XII - AMENDMENT**

An affirmative vote of not less than two-thirds (2/3) of the members voting at a duly called meeting of the members shall be necessary to adopt amendments to the Bylaws.

**ARTICLE XIII - RULES OF ORDER**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and not otherwise inconsistent with provisions of the Articles of Incorporation and Bylaws of the Association

**ARTICLE XIV - SEVERABILITY**

If any paragraph, sentence, clause or portion thereof or any provision of these Bylaws shall be held invalid, it shall not affect the validity of the remaining parts thereof.

The foregoing were adopted as these Amended and Restated Bylaws of THE ASSOCIATION OF COMPASS LAKE IN THE HILLS, INC., a corporation not-for-profit under the laws of the State of Florida, at a duly noticed meeting of the members on this 9th day of November, 2013

Sheila Budd \_\_\_\_\_  
Secretary

APPROVED:

President, \_\_\_\_\_