

**BY-LAWS OF
BAY HILLS HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

Article I. Name

This Corporation shall be known as Bay Hills Homeowners Association, Inc., a Florida Corporation not for profit governed by Florida Statute Chapter 617, Section 617.0601 (7) Florida Not for Profit Corporation Act.

Article II. Purposes

The purposes of the Corporation (herein after called the HOA) shall be to promote the general welfare, to maintain and enhance all aspects of the Bay Hills deed restricted subdivision, and to protect the interests of the HOA as determined by the governing body set forth herein.

Article III. Membership, Voting & Dues

Section 1. Levels of Membership, Rights and Duties

There shall be two levels of membership, both of which enjoy all the benefits provided by the HOA.

Section 2. Primary Membership

Primary membership shall consist of one dues-paying owner per each property in the subdivision. Primary members may serve on the Board of Directors and vote on HOA business.

Section 3. Secondary Membership

Secondary membership shall consist of one dues-paying non-owner resident per each rented property in the subdivision. Secondary members may not serve on the Board of Directors nor vote on HOA business.

Section 4. Dues

The dues for membership in the HOA shall be determined for each fiscal year by the Board of Directors according to projected needs. Dues for the fiscal year are not prorated and must be paid timely each year for members to be in good standing.

Article IV. Meetings of Members

Section 1. Annual Meeting

The annual meeting of the HOA shall be held during the month of October at a place and time designated by the Board of Directors. Purposes of the meeting shall be to provide reports to the membership on programs, projects, and finances; to put before the membership any business requiring approval of the membership; and to elect the Board of Directors for the year that begins in October. All Directors elected at the meeting take office immediately following election.

Section 2. Special Meetings

Special meetings of the membership may be held at the call of the President, by written request of a majority of the Board of Directors, or by a request signed by at least fifteen (15) percent of the HOA Primary members eligible to vote (that is, in good standing).

Section 3. Notice

At least five (5) days' notice of each meeting, whether annual or special, shall be made to each member of the HOA at the address of record. Notice may be made by personal contact, in writing, or by electronic means.

Section 4. Order of Business for Annual Meeting

The annual meeting order of business shall be as follows:

- A. Call to order & Pledge of Allegiance to the flag of the United States of America
- B. Verification of quorum by presence and proxy
- C. Reading of notice of the meeting
- D. Reading of minutes of previous annual meeting
- E. Reports on programs, projects, and finances
- F. Transaction of any other business
- G. Adjournment

Section 5. Quorum

Fifteen (15) percent of the HOA membership eligible to vote, in attendance by presence or proxy, shall constitute a quorum for the transaction of business. Should a quorum be lacking, the majority of those present may adjourn the meeting from time to time and place to place.

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Article V. Board of Directors

Section 1. Number and Term of Directors

The business and affairs of the HOA shall be managed by Board of Directors comprising elected Primary members in good standing. The Board must have no fewer than five (5) and no more than nine (9) directors. One director shall be the immediate Past President, if such person is available and willing.

The customary term for a director is two years. Staggering of terms among the directors is the preferred means of integrating new directors while maintaining continuity. Variance from these customs may be necessary from time to time.

Section 2. Duties of the Board

The Board shall transact all business of the HOA. It shall determine policies, rules, regulations, fiscal matters; in general guide the HOA. However, no project in excess of 25% of income will be undertaken without notification of the HOA members.

Section 3. Quorum

A majority of directors at any meeting shall constitute a quorum. A quorum is necessary to transact business. An act of a majority of the directors present shall be the act of the entire Board.

Section 4. Meetings

The first meeting of the Board of Directors takes place immediately following the adjournment of the annual meeting. At this meeting, officers of the Board are chosen. Other meetings of the Board are called by the President or a majority of the directors. The working calendar of due dates for decisions dictates the frequency of face-to-face meetings of the directors. Other communication may be conducted by electronic means.

Section 5. Vacancies

Vacancies may be filled by election of the remaining directors, or deferred until the annual meeting. A person filling a vacancy holds the position until a successor is elected at the annual meeting or at a special meeting of the HOA members called for that purpose.

Section 6. Removal of Officers and Other Directors

Any officer or other director may be removed by a majority of the remaining directors when those directors deem the best interests of the HOA will be served by such an act.

Section 7. Delegation of Powers

For any reason deemed sufficient by the Board of Directors, the board may delegate any power or duty of any officer or other director to any other officer or director. No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 8. Annual Reports

Reports on the operation of the HOA during the preceding year shall be presented at the annual meeting of the HOA.

Article VI. Fiscal Year

The fiscal year of the HOA shall be from October 1 to September 30.

Article VII. Compensation

No compensation shall be paid to any officer or other director of the HOA.

Article VIII. Rules of Order

Robert's Rules of Order shall be the parliamentary authority for matters of procedure should the need arise.

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Article IX. Officers

Section 1. Manner of Selection, Positions & Term

Four officers of the HOA are chosen by and from the incoming Board of Directors elected at the annual meeting, namely President, Vice-President, Secretary, and Treasurer. Officers so selected are expected to serve one year and may be re-elected according to the needs of the HOA.

Section 2. Duties of the President

The President shall

- A. Preside at all meetings of the Board of Directors and all meetings of the general membership.
- B. Serve as ex-officio member of all committees except the Nominating Committee.
- C. Perform all other duties pertaining to the office.

Section 3. Duties of the Vice-President

The Vice-President shall

- A. Preside at all meetings of the Board of Directors in the absence of the President.
- B. Serve as leader and contact point for the Nominating Committee.
- C. Perform all other duties pertaining to the office.

Section 4. Duties of the Secretary

The Secretary shall

- A. Record the minutes of all meetings including attendance; submit minutes to President for review; enter approved copy in appropriate file.
- B. Maintain files of current year reports and of critical archival documents.
- C. Have custody of the Seal of the Corporation.
- D. Prepare HOA correspondence as required.
- E. Perform other duties as may be delegated by the Board of Directors.

Section 5. Duties of the Treasurer

The Treasurer shall

- A. Have custody of all funds and securities of the HOA and collection of interest thereon.
- B. Deposit all HOA monies in a bank or banks designated by the Board of Directors.
- C. Make and coordinate authorized withdrawals by check or electronic means.
- D. Keep an accounting of HOA income and expenditures and provide status reports to the Board of Directors and to the general membership at the annual meeting.
- E. Lead HOA budget planning.
- F. Assure that the call for the next year's dues is issued in September of the current year.
- G. Prepare and file reports and returns required by governmental agencies.
- H. Maintain the digital membership file.

Article X. Committees

Section 1. Nominating Committee

The Vice-President shall

- A. Assemble a nominating committee in June to recruit eligible nominees during the summer for the next year's Board of Directors.
- B. Confirm eligibility and commitment of nominees and report the names to the Board of Directors in September.
- C. Assure that any other nominees presented from the floor at the annual meeting are also eligible and committed.

Section 2. Other Committees

The President shall designate other committees as needed to carry out the programs and projects of the HOA.

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Article XI. Amendments

By-Laws may be amended either by the Board of Directors or by the HOA membership. The Articles of Incorporation may be amended by the Board of Directors.

Amended documents shall be filed with the Florida Department of State upon approval.

Section 1. By-Laws Amendments by the Board of Directors

The Board of Directors may in future amend, revise, add to, repeal or replace any or all of these By-Laws providing all of the following conditions have been met:

By majority vote; at any meeting of the Board of Directors with a quorum present;
with at least five (5) days' notice of the action to be taken at the meeting.

Section 2. By-Laws Amendments by HOA Membership

HOA Primary members may in future amend these By-Laws providing all of the following conditions have been met:

By a two-thirds (2/3) vote of Primary members in good standing; at an annual meeting or at a special meeting called for the purpose; with at least five (5) days' notice of the action to be taken at the meeting.

Section 3. Articles of Incorporation Amendments by the Board of Directors

The Board of Directors may amend or revise the Articles of Incorporation providing all of the following conditions have been met:

By majority vote; at any meeting of the Board of Directors with a quorum present; with at least five (5) days' notice of the action to be taken at the meeting.

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