

BY-LAWS OF
VOLUSIA WOODS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation is Volusia Woods Homeowners' Association, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 7 Hopkins Street, St. Augustine, Florida 32084, but meetings of members and directors may be held at such places within the St. Johns County, Florida, as may be designated by the Board of Directors ("Board").

ARTICLE TWO
DEFINITIONS

Capitalized terms not defined in these By-Laws shall have the meanings set forth in the Declaration.

ARTICLE THREE
MEETING OF MEMBERS

Section One. **Annual Meetings.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held each year at a day, place and time designated by the Board.

Section Two. **Special Meetings.** Special meetings of the members may be called at any time by the president or by the Board, or upon written request of the members who are entitled to vote one-half (1/2) of all of the votes of the Class A membership.

Section Three. **Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fourteen (14) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section Four. **Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast thirty percent (30%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section Five. **Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be dated, state the date, time and place of the meeting for which it was given, be signed by the authorized person executing the proxy and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE FOUR

BOARD OF DIRECTORS: SELECTION: TERM OF NOTICE

Section One. **Number.** The affairs of this Association shall be managed by a Board of Directors, consisting of no fewer three (3) nor more than five (5) members. After Class B membership ceases, each member of the Board shall be a member of the Association.

Section Two. **Term of Office.** The affairs of the Association shall be overseen by a Board of Directors, each of whom shall have one equal vote. All powers and duties granted to the Association by law, as modified and explained in the Declaration of Covenants, Restrictions and Easements, the Articles of Incorporation, the By-Laws, and the Rules and Regulations shall be exercised by the Board, subject to the approval or consent of the Owners only when such is expressly required. Each Director shall be elected for a term of two (2) years, which shall end upon final adjournment of the annual meeting in conjunction with which the Director's successor is to be elected. Provided, however, it is the intention of these By-Laws that a Board of Directors comprised of Directors elected to staggered terms be maintained. After transition, as defined in Section 720.307, Florida Statutes, and as amended from time to time, the Directors shall be elected at the annual meeting of the Members. The initial election of Directors following transition shall be valid notwithstanding whether there was a quorum at the meeting. At the first annual meeting of the Members at which the Members are entitled to elect all of the members of the Board of Directors, two (2) directorships shall be designated as two-year term directors, and the other directorship shall be a one-year term director. To maintain a staggered Directorate, the Board may hold seats in future elections open for one or two year terms, when necessary or appropriate. In any election where candidates are elected for different terms, those candidates receiving the higher number of votes shall be elected to the seat with the lengthier term. In the event that there is no election, such as in a case where there are fewer pre-qualified candidates than open seats, the Directors who are seated shall agree amongst themselves which shall serve the two-year terms and which shall serve the one-year terms. This decision shall be recorded in the minutes of a duly noticed Board of Directors' meeting. In the event the Directors cannot agree on which among them shall serve the lengthier and shorter terms, the Directors shall draw lots to decide that issue.

From time to time, by an amendment adopted by not less than two-thirds (2/3) of the entire Board of Directors, the number of Directors may be increased to a higher odd number of Directors. There shall be an odd number of Directors at all times. Directors appointed by the Board between annual meetings shall be appointed to fill remaining term of the Directors they replace. New Directorships created by the Board shall, in the first instance, be filled by appointment until the next annual meeting of the Owners.

Section Three. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association in the manner specified in Section 720.303(10), Florida Statutes (2023), as amended from time to time. In the event of death, resignation or removal of a director, his or her successor shall be selected at the same meeting by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section Four. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE FIVE

NOMINATION AND ELECTION OF DIRECTORS

Section One. Election. The Election of Directors shall be conducted by secret ballot or absentee ballot pursuant to Section 720.306(8)(b), Florida Statutes, as it now exists or as it may be amended from time to time. Each Owner may, in their own discretion, elect to vote in the election of Directors by non-secret proxy.

Not less than forty-five (45) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery, including regularly published newsletters, and including electronic transmission for those who have so consented, to each Owner entitled to vote, a first notice of the election. Any eligible person who nominates themselves to be a candidate for the Board of Directors may do so no later than thirty (30) days prior to the annual meeting of the Members and may also submit a personal information sheet by such deadline on one side of an 8 ½" x 11" sheet of paper. Nominations from the floor of the annual meeting of the Owners shall not be accepted.

Not less than fourteen (14) days prior to the annual meeting of the Owners the Association shall send a second notice of the election to all Owners, along with an election ballot for the election of Directors, any timely submitted candidates' personal information sheets, a proxy, and any other documents in the Board's discretion. The election ballot shall indicate the number of vacancies to be filled and set forth the names of all candidates for the Board of Directors who nominated themselves in a timely manner, listed in alphabetical order by surname. An Owner may not vote for more candidates than there are vacancies, and if an Owner checks off the names of more candidates than the number of Directors to be elected, the election ballot shall not be counted for the election.

Completed ballots or proxies (a photographic, facsimile, electronic or equivalent reproduction of a signed proxy is a sufficient proxy) must be mailed or delivered to the manager or secretary of the Association (as directed by the Association) by the time of the annual Owners' meeting. The Association shall also have available at the meeting additional blank ballots for distribution to eligible Owners who have not cast their votes. Any completed ballot received after the closing of the balloting shall be deemed invalid and will not be considered.

On the day of the annual Owners' meeting, at the place and time which was stated in the notice of the meeting, the Board (or its designees) shall open the sealed envelopes and count the votes (including the ballots which were personally cast) in such manner as it (or they) deem advisable. Any Owner shall be entitled to attend and observe that count. Elections shall be determined by a plurality of the votes cast. There shall be no quorum requirement for the election of the Board of Directors; however, at least twenty percent (20%) of the eligible voters must cast a ballot or non-secret proxy in order to have a valid election for the Board of Directors. The results of the election shall be announced at the beginning of the annual Owners' meeting, and the new Directors shall take office at the final adjournment of the meeting. A tie vote shall be broken by agreement between the tied candidates, or, in the absence of agreement, by lot. Any dispute as to the validity of any ballots shall be resolved by the incumbent Board of Directors. No election shall be necessary if the number of candidates is less than or equal to the number of vacancies. If an election is not required because there are either an equal number or fewer qualified candidates than vacancies exist, such qualified candidates shall commence service on the Board of Directors regardless of whether a quorum is attained at the annual meeting.

ARTICLE SIX

MEETINGS OF DIRECTORS

Section One. Regular Meetings. Regular meetings of the Board shall be held not less than quarterly after not less than forty-eight (48) hours notice to each director.

Section Two. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by two directors, after not less than forty-eight (48) hours notice to each director.

Section Three. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section Four. Notices of Board Meetings. Notices of all Board meetings must be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, notice of each Board meeting may be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency.

Section Five. Conduct of Meetings. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct association business. All meetings of the Board must be open to all

members except for meetings between the Board and its attorney with respect to personnel matters or proposed or pending litigation where the contents of the discussion would otherwise be governed by attorney-client privilege. The provisions of this section shall also apply to the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of Association funds and to meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific Lot owned by a Member.

ARTICLE SEVEN

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section One. Powers. The Board of Directors shall have power to:

- a.** adopt and publish rules and regulations governing the use of the Common Area, Lots and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b.** exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- c.** declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;
- d.** employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties; and
- e.** levy reasonable fines against any member , guest or invitee for failure to comply with Chapter 720, the governing documents of the Association, or the rules of the Association as provided under Section 720.305(2), Florida Statutes (2023), as amended from time to time.

Section Two. Duties. It shall be the duty of the Board to:

- a.** cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-half (1/2) of the Class A members who are entitled to vote;
- b.** supervise all officers, agents and employees of the Association, and see that their duties are properly performed;
- c.** as more fully provided in the Declaration, to:

- (i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (ii) send written notice of each assessment to every Owner subject hereto at least fifteen (15) days in advance of each annual assessment period; and
- (iii) foreclose the lien against any property on which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (iv) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (v) procure and maintain adequate liability, hazard and if required, flood insurance on property owned by the Association;
- (vi) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (vii) cause the Common Area and any improvements constructed thereon, to be maintained.

ARTICLE EIGHT

OFFICERS AND THEIR DUTIES

Section One. Enumeration of Offices. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board, and a Secretary/Treasurer, and such other officers as the Board may from time to time by resolution create.

Section Two. Election of Officers. The election of officers shall take place at the first meeting of the Board following each annual meeting of the members.

Section Three. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section Four. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time determine.

Section Five. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the board,

the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section Six. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section Seven. Multiple Offices. The Office of Secretary/ Treasurer may be held by one person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section Four of this Article.

Section Eight. Duties. The duties of the officers are as follows:

a. **President.** The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

b. **Vice-President.** The Vice-President shall act in place of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

c. **Secretary/Treasurer.** The Secretary/Treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit (or the level of financial reporting required by Section 720.303(7), Florida Statutes (2023), as amended from time to time) of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget that sets out the annual operating expenses and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE NINE

COMMITTEES

The Association shall appoint an Architectural Control Committee at such time and in the manner specified in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE TEN
BOOKS AND RECORDS

The books, records and papers of the Association, including those records required to be maintained pursuant to Section 617.303(4), Florida Statutes (2023), shall be subject to inspection by any member as provided by Section 720.303(5), Florida Statutes (2023), as amended from time to time. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE ELEVEN
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association Annual, Special, and Lot Assessments, which are secured by a continuing lien upon the property against which the assessments are made. Any Assessments that are not paid when due shall be delinquent. In addition, the Board may, from time to time, establish and charge a late fee for handling delinquent Assessments. If an Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear interest from the date of delinquency at the maximum lawful rate from time to time permitted under the laws of the State of Florida. The Association may bring an action at law against the Owner personally obligated to pay the Assessment or foreclose the lien against the property, and interest, late fees and costs and reasonable attorney's fees incurred in bringing any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments by non-use of the Common Area or abandonment of his or her Lot.

ARTICLE TWELVE
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Volusia Woods Homeowners' Association, Inc.

ARTICLE THIRTEEN
AMENDMENTS

Section One. These By-Laws may be amended, at any regular meeting of the members, or special meeting called for such purpose, by an affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present in person or by proxy, at such meeting.

Section Two. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE FOURTEEN

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the Volusia Woods Homeowners' Association, Inc., have hereunto set our hands this ____ day of _____, 2023.

CERTIFICATE

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Volusia Woods Homeowners' Association, Inc., a Florida non-profit corporation, and

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors, held on the ____ day of _____, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association, this ____ day of _____, 2023.

(SEAL)

Print Name: _____
Its Secretary