

WINTER WOODS HOMEOWNERS ASSOCIATION, INCORPORATED

BY-LAWS

ARTICLE 1 - MEMBERSHIP

- A. Membership shall be limited to adult residents of Winter Woods subdivision, Seminole County, Florida, who have paid the membership fee as defined in Article 6.
- B. Payment of membership fee from any household in the Winter Woods subdivision shall entitle all members of that household to participate in any general meeting or planned events for members or their families.
- C. For voting purposes, each household shall be considered as having one vote regardless of the number of adult family members in attendance at a general membership meeting.

ARTICLE 2 - MEETINGS

- A. Annual General Membership Meeting - This meeting of the general membership of this corporation shall be held during the month of October of each year at such time and place as may be specified by notice. This meeting shall be held for the purpose of election of directors, presentation of the annual report, and such other business as may properly arise. The general membership has the right to present other matters not handled during the regular business.
- B. Special Meetings - Special meetings of the general membership shall be held when called by the President or the Board of Directors, or when requested in writing by not less than one quarter of the membership. A meeting requested by the general membership shall be held not less than ten nor more than thirty days after the request is made.
- C. Notice - Written notice of all meetings of the general membership shall be given by the President or the Secretary to the general membership. Such notice shall state the date, time, place, and specific purpose of said meeting and shall be delivered to the general membership not less than four nor more than fourteen days prior to the date of the meeting.
- D. Quorum - Any number of members who are present at any properly called meeting of the general membership shall constitute a quorum for transaction of business despite the fact that a majority of the membership is not present. Proxy votes shall not be accepted.

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ARTICLE 3 - DIRECTORS

- A. Election - Directors of the Corporation will be elected at the general membership meeting of the corporation and will serve a twelve-month period from January through December of the year following their election. The President shall be charged with insuring the propriety and fairness of such elections. The Board of Directors can consist of no less than ten (10) members and no more than twenty (20) members.
- B. Incumbents - Nothing in these by-laws shall be construed to prevent the re-election of incumbent Directors nor shall such re-election be discouraged.
- C. Qualification - Each member of the Board of Directors shall be at least eighteen (18) years of age, a member in good standing (as defined in paragraph 1 of this article) of this corporation and shall attend at least 60% of the meetings of the Board of Directors.
- D. Duties - The Board of Directors shall manage the business, property and affairs of the Corporation
- E. Vacancies - If the Board of Directors drops below ten (10) members, per Article 3, Paragraph A, the remaining Directors shall solicit and elect additional member(s) to the board of directors. If the Board of Directors drops below twenty (20) members, per Article 3, Paragraph A, the remaining Directors may solicit and elect additional member(s) to the board of directors. Each person(s) so elected to fill a vacancy shall remain a Director until the next general membership meeting or special meeting called for that purpose.
- F. Meetings - At the first meeting following the general membership meeting of this corporation, the Board of Directors shall elect officers and shall hold other such meetings as are necessary to efficiently carry on the business and affairs of the corporation.
- G. Quorum - The presence of at least one-half of the Directors of the Corporation shall be necessary at any meeting to constitute a quorum for conducting business. Such quorum must include at least one Officer of the Corporation. The act of a majority of the Directors present at the meeting when a quorum is present shall be the act of the Board of Directors and bind the Corporation.
- H. Power to Elect Officers - At the first Board meeting following the general membership meeting, the Board of Directors shall elect from their midst a President, Vice President, Secretary and Treasurer. It shall thereafter have the power to elect such subordinate officers, as the Board deems necessary and proper.
- I. Removal of Directors and Officers - Any Officer or Director is subject to removal if that Director or Officer fails to attend three (3) consecutive meetings or sixty percent (60%) of the Board's monthly meetings in a given year. The Secretary shall advise the Board of Directors of cause for removal action for lack of attendance or other good cause. The Secretary will notify the Board of Directors at least one (1) month prior to any removal vote. Prior to vote for removal, written notification must be given to the subject board member citing the cause for pending removal action. If, in the Board's judgment, it is in the best interests of the corporation for said removal, removal shall be by two-thirds (2/3) vote of the Board of Directors present. The Director or Officer removed by the Board may appeal to the Board of Directors and may be reinstated by a two third (2/3) vote. Time for the appeal is the succeeding Board of Directors meeting following the vote for removal.

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ARTICLE 4 - OFFICERS

- A. President - The President shall be the chief executive officer of the Corporation, subject to the directions of and the limitations imposed by the Board of Directors and shall perform all the duties and have all the power usually pertaining to the President of a Corporation. The President shall coordinate the activities of all other officers of the corporation. The President shall preside at all meetings of the membership of this corporation. The President, unless some other person is also expressly authorized by resolution by the Board of Directors, shall execute all documents, instruments and papers in the name of the Corporation. The President, shall, at each annual general meeting, present a report of the affairs of the Corporation and shall, from time to time, report to the Board of Directors all matters with HIS/HER knowledge which the interests of the Corporation may require to be brought to the notice of the Directors. The President shall call and preside over the annual meeting of the Board of Directors at which HIS/HER successor is to be elected.
- B. Vice President - The Vice-President shall preside at all meetings in the absence of the President. The Vice-President shall also perform all the duties usually pertaining to the office of Vice-President and all other duties prescribed by the Board of Directors.
- C. Treasurer - The Treasurer shall preside at all meetings in the absence of the President and Vice President. The Treasurer shall maintain all funds of the Corporation; keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors and give special reports when requested; deposit all moneys of the Corporation in the bank or banks to be selected and designated by the Board of Directors, subject to withdrawal for authorized purposes; give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond; prepare and file reports and returns required by all government agencies; prepare and maintain current membership lists; and perform other such duties as may be delegated to the Treasurer by the Board of Directors or the President.
- D. Secretary - The Secretary shall preside at all meetings in the absence of the President, Vice President and Treasurer. The Secretary shall also record the minutes of all the meetings of the Board of Directors and the general membership; transcribe the minutes within a reasonable time following each meeting; review the minutes with the President for possible omissions; send a duplicate copy of the minutes to the President; have custody of the seal of the Corporation give notice of all meetings required by by-laws or resolutions of this Corporation; take attendance records at meetings; maintain committee reports; carry on all necessary correspondence of the Corporation and perform other such duties as may be delegated to the Secretary by the Board of Directors or the President. In the event that the Secretary is called upon to chair any meeting, he/she may appoint a temporary Secretary to record minutes for that meeting.

ARTICLE 5 - CORPORATE FUNDS

- A. All corporate funds or money under its charge shall be deposited to the credit of the Corporation by its corporate name.

ARTICLE 6 - MEMBERSHIP FEE

- A. The annual membership fee for each residence shall be twenty-five dollars (\$25.00).

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ARTICLE 7 - AMENDMENT OF BY-LAWS

- A. These by-laws may be amended or repealed by a majority of the voting members present at the general membership meeting or at a special meeting called for that purpose, provided proper notice was given all members (as prescribed in Article 2, paragraph C).

ARTICLE 8 - MISCELLANEOUS

- A. Matters of procedure not specifically covered by these by-laws shall be governed by Robert's Rules of Order.
- B. The Board of Directors shall be the final arbiter as to any questions of interpretation of the by-laws.
- C. These by-laws shall be reviewed by a Committee appointed by the President of the Board of Directors at least once every three (3) years.
- D. A copy of these by-laws shall be furnished to each member of the Board of Directors and be given upon request to any general member.
- E. The Treasurer's books maintaining corporate finances shall be reviewed within one month prior to the Board of Directors annual meeting by a Committee appointed by the President.
- F. The principal office and place of business of this corporation (Article II of Articles of Incorporation) shall be the address specified as the Registered Agent in the Florida Corporation registration until further notice.

BY-LAWS – As Revised October 11, 2018