# BYLAWS OF

# ENISWOOD HOMEOWNERS' ASSOCIATION, INC.

# A NONPROFIT CORPORATION

## ARTICLE I. NAME AND LOCATION

The name of the corporation is ENISWOOD HOMEOWNERS' ASSOCIATION, INC. The principal office of the corporation shall be located at 1378 Eniswood Parkway, Palm Harbor, Florida 33563, but meetings if members and directors may be held at such places within the state of Florida as may be designated by the Board of Directors.

## ARTICLE II. DEFINITIONS

Section 1. "Association" shall mean and refer to ENISWOOD HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "Common Improvements" shall mean those improvements on the land as constructed by the Developer and/or Association for the enhancement and protection of the Property or to meet the governmental requirements placed on The Property.

Section 3. "Declaration" shall mean and refer to the Declarations of Covenants and Restriction of Eniswood Units I, II A and II B.

Section 4. "Lot" shall mean any plot of land shown on the recorded subdivision plats of Eniswood Units I, II A and II B. Lot shall also include the residence located thereon when a residence has been constructed on the lot.

Section 5. "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. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 7. "Subdivision" shall mean and refer to those certain tracts of real property described as Eniswood Unit I, Unit II A and Unit II B according to plats recorded in Plat Book

79, Pages 69 and 70; Plat Book 81, Pages 97 and 98; and Plat Book 83, Pages 50 and 5, respectively, of the Public Records of Pinellas County, Florida.

## ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of members shall be held within sixty (60) days from the date of incorporation of the Association. Subsequent annual meetings of members shall be held during the same month of each year thereafter.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of at least one hundred (100%) percent of the then members of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of members 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, postage prepaid, at least ten (10) but not more than thirty (30) 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 for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a thirty percent (30%) of the total votes entitled to be cast by the entire membership shall constitute a quorum for the authorization of any action, except as may otherwise be provided in the declaration, Articles of Incorporation, or these Bylaws. If a quorum is not present 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 is present.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting at which they are to be effective. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his lot.

## ARTICLE IV. BOARD OF DIRECTORS - TERM OF OFFICE; FIRST ELECTION; REMOVAL

Section 1. Number. The affairs of the Association shall be managed by a board of nine (9) directors who shall be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three directors for a term of two (2) years, and three (3) directors for a term of three (3) years; at each annual meeting thereafter, the members shall elect directors for a term of three (3) years.

Section 3. 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 event of death, resignation, or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

## ARTICLE V. BOARD OF DIRECTORS - NOMINATION AND ELECTION

Section 1. Nomination. Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the board of directors and two or more members of the Association. The committee shall be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. Election to the board of directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration. Cumulative voting is not permitted.

## ARTICLE VI. BOARD OF DIRECTORS - MEETINGS

Section 1. Regular Meetings. Regular meetings of the board of directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) day's notice to each member.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by the majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

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

Section 1. Powers. The board of directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the common improvements;

(b) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the declaration, Articles of Incorporation, or by other provisions of these Bylaws.

(c) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the board of directors; and

(d) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the board of directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the member at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-half of the membership entitled to vote thereat;

(b) Supervise all officers, agents, and employees of the Association and see to, it that their duties are properly performed;

(c) As more fully provided in the declaration, to:

(1) Fix the amount of the initial assessment for each lot at Twenty-Five ($25.00) Dollars for Class A Lots and Twelve and 50/100 ($12.50) Dollars for Class B Lots and subsequent annual assessments commencing in the calendar year 1986 against each lot at least forty-five (45) days in advance of each annual assessment period; fix the amount of any special assessments against each lot at least forty-five (45) day ia advance of each special assessment period;

(2) Send written notice of each assessment to every owner subject thereto at least fifteen (15) days in advance of each annual or special assessment being due; and

(3) Expel members who have not paid annual assessments.

(d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

(e) Procure and maintain adequate liability and hazard insurance on all property owned or maintained by the Association;

(f) Cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate; and

(g) Cause the common improvements to be maintained.

## ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president and vice president, who shall at all times be members of the board of directors, and a secretary, treasurer and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors following each annual meeting of the members.

Section 3. Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs of

the Association mat 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 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by given 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 6. Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7. Multiple offices. The offices of secretary and treasurer may be held by the same 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 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meeting of the board of directors; shall see that orders and resolutions of the board of directors are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall cosign all checks and promissory notes.

(b) Vice President. The vice president shall act in the place of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

(c) Secretary. The secretary 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 to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the board or by law.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds 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; shall keep proper books of account; shall cause an annual audit of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on

which shall be given at the regular annual meeting of members.

## ARTICLE IX. COMMITTEES.

The board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

## ARTICLE X. ASSESSMENTS

Each member shall be obligated to pay to the Association annual and special assessments as may from time to time be established by the directors. Any assessment not paid when due are considered delinquent. The Association shall expel and drop from the membership rolls any member who fails to pay an assessment when due. No member may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his lot.

## ARTICLE XI. CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: ENISWOOD HOMEOWNERS' ASSOCIATION, INC.

## ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

## ARTICLE XIII. AMENDMENTS

These bylaws may be amended, at a regular or special meeting of members, by vote of two-thirds majority of a quorum of members present in person or by proxy.

## ARTICLE XIV. CONFLICTS

In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control; in the case of any conflict between the Declaration and these bylaws, the Declaration shall control.

(9-97) *****END*****