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Recorded in Public Records St. Johns County, FL  
Clerk#: 97003242 O.R. 1220 PG 96 10:36AM 01/29/1997  
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BYLAWS OF  
VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is VILLAGES OF VILANO HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 3655 N. Coastal Highway, St. Augustine, Florida, 32095, but meetings of members and directors may be held at such places within the State of Florida, County of St. Johns, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

The definition of all terms contained herein shall be the same as the definitions set forth in Article I of the Declaration of Covenants and Restrictions for Villages of Vilano, (the "Declaration") as recorded in the public records of St. Johns County, Florida, and as may be amended from time to time.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held the last week in January each calendar year. The exact time, date, and location of the meeting shall be designated by the Board of Directors and promulgated in accordance with Section 3. of this Article.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors, or upon written request of the members who are entitled to vote *one-fourth (1/4)* of all the votes of the Class A membership. At a special meeting of the Members, the Association may only conduct that business and address those matters that were stated in the notice of the special meeting to be the purpose thereof.

Section 3. 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 fifteen (15) 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. The notice

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shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30 %) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Presiding Officer shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

Section 5. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary prior to such meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his unit.

#### ARTICLE IV

##### BOARD OF DIRECTORS: ELECTION; TERM OF OFFICE

Section 1. Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors, consisting of five, (5), members. All directors must be members of the Association.

Section 2. Term of Office. Directors shall be elected at the annual meeting of members or by mail ballot with results announced at the annual meeting of members, as the Board of Directors may, from time to time, determine to be most convenient, and each director shall serve for a period of one year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the voting interests at a duly called meeting for such purpose. In the event of death, resignation or removal of a director, a successor shall be selected by the remaining members of the Board and shall serve for the predecessor's unexpired term.

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

Section 5. Candidacy. Any member who meets the requirements of Section 1 of this Article may offer himself or herself for election to the Board of Directors, and the names of all such persons who either offer themselves or consent to others so offering them shall be placed on the ballot for the next succeeding annual election to the Board of Directors. The Board of Directors shall determine detailed procedures for the conduct of the election, and, in particular, may

establish a deadline, no earlier than one month prior to the prospective election or ballot mailing date, for the entry of candidates into the election.

Section 6. 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 such vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE V

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at such time and place as may be fixed from time to time by resolution of the Board. The Board shall cause to be posted, at a place designated for the purpose and readily accessible to the Association members, notice of each Board meeting not less than forty-eight (48) hours prior thereto, however the failure to post such notice shall not preclude the conduct of a valid meeting.

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 Directors, after not less than two (2) days notice to each Director and to the members of the Association. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director, or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid. All such notices shall be sent to the Director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be postmarked at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph company shall be given at least forty-eight (48) hours before the time set for the meeting. Notice to the Association shall be posted at a place designated for the purpose.

Section 3. Quorum. A majority of the full Board 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 was present shall be regarded as the act of the Board of Directors. Directors shall be deemed present at a meeting of the Board if a conference telephone or similar communication equipment by which all persons participating in the meeting can simultaneously hear and speak to each other is used.

Section 4. Action Taken Without a Meeting. The Board of Directors may take any action without a meeting which it could take at a meeting by obtaining the written consent and joinder of all Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors, and shall be formally reported at the next meeting of the Board.

Section 5. Open Meetings. All meetings of the Board shall be open to all members, but members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

Section 6. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote on matters which are protected under attorney-client privilege. The nature of any and all business to be considered in executive session shall first be announced in open session.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt, publish, and amend the Rules and Regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their family, tenants, and guests thereon, and to establish fines and penalties for the infraction thereof and of the provisions of the governing documents (legal documents) and rules and regulations;

(b) adopt rules and regulations implementing the Associations rights, reserved in Article 2.1(b) of the Declaration, regarding suspension of use of recreational facilities;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not exclusively reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the position of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ managers, independent contractors, or such other employees as they may deem necessary, and to prescribe their duties;

(f) designate, hire, and dismiss the personnel necessary for the operation of the Association and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

(g) collect the assessments, maintaining the proceeds thereof, and use the proceeds to administer the affairs of the Association;

(h) open deposit or investment accounts on behalf of the Association and designate the signatories required;

(i) enforce by legal means the provisions of the Declaration, these Bylaws, and the Rules and Regulations adopted by it, and bring or defend any proceedings which may be instituted on behalf of or against the members concerning the Association or to which the Association may be a party;

(j) pay the cost of all services rendered to the Association or its members which are not directly chargeable to the members;

(k) contract with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with condominiums or other associations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity;

(l) borrow money for the purpose of repair or restoration of the Common Area and facilities, and mortgage Association property to secure repayment of such indebtedness, provided, however, the total indebtedness of the Association may not exceed Twenty Five Thousand Dollars (\$25,000) at any one time without approval by a majority vote of the voting interests at a duly called meeting of the Association;

(m) purchase such equipment and items of personal property as is necessary or desirable for the full utilization and enjoyment of the common amenities.

Section 2. Duties. The Board of Directors shall have the duty 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 or at any special meeting when such statement is requested by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents, and employees of the Association,

(c) prepare and adopt an annual budget in which shall be established the contribution of each member to the common expenses and costs to individual members;

(d) make assessments to defray the common expenses, establish the means and methods of collecting such assessments, and establish the period of the installment payments of the annual assessment;

(e) provide for the operation, care upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;

(f) obtain and carry insurance against casualties and liabilities, as provided in the Declaration, and pay the premium\_cost thereof;

(g) keep books with accounts of the receipts and expenditures affecting the Association and its administration, and specify the maintenance and repair expenses and any other expenses incurred;

(h) maintain all funds standing to the credit of the Association in one or more of the following forms:

(1) as demand deposits in a fully federally insured account at a financial institution having a place of business within the State of Florida;

(2) as federally insured certificates of deposit of no greater than five (5) years maturity, issued by a financial institution having a place of business in the State of Florida;

(3) as United States Treasury Department bills or notes with maturities not exceeding five (5) years.

(i) issue, or 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 these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence to persons other than the unit owner of such payment;

(j) cause all officers and employees having fiscal responsibilities to be bonded; and

(k) cause the Common Area to be maintained.

Section 3. Budget and Assessments. At least thirty (30) days in advance of each new fiscal year, the Board of Directors shall adopt an annual budget which the Board of Directors estimates to be sufficient to maintain and operate the Association Property and to fulfill the obligations of the Association. Upon such adoption of an annual budget, the Board of Directors shall also set the Annual Assessment and shall send notice thereof to all members. The Annual Assessment for each parcel shall be determined in accordance with Article IV, Section 4.2(a), as amended, of the Declaration.

Subject to Article VI of the Declaration, the Board of Directors may, at any time it deems it necessary during any fiscal year, adopt and levy an increase to such Annual Assessment for the purpose of meeting its expenses and operating costs on a current basis.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. 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 of Directors, 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 members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless an officer 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 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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 6. 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 person replaced.

Section 7. 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 4 of this Article.

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

President

The president shall preside at all meetings of the Board of Directors; 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 promissory notes.

Vice-president

The vice-president shall act in the place and stead of the president in the event of that officer's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

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 on all papers requiring said seal; serve notice of meetings of the Board and of the members; and keep appropriate current records showing the members of the Association together with their addresses.

Treasurer

The Treasurer shall receive and deposit in appropriate accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks in excess of five hundred dollars (\$500) and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver of each to the members.

ARTICLE VIII

COMMITTEES

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

ARTICLE IX

BOOKS AND RECORDS

The official books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. 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 reasonable cost.

ARTICLE X

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association the annual and special assessments, specific common area assessments and specific assessments against any particular lot or unit as defined in the Declaration which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. The Board may impose a late fee for any assessment not paid within fifteen (15) days after the due date. If an assessment is not paid within thirty (30) days after the due date, the assessment shall be deemed delinquent and 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, and the Association may bring an action at law against the member personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot or unit.

ARTICLE XI

CORPORATE SEAL

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

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws 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 members present in person or by proxy, at such meeting.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

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.

On January 14, 1997, at a duly called and convened annual meeting of the Villages of Vilano Homeowners' Association, the foregoing Bylaws were adopted by a unanimous vote of the members present and voting.

*Joy Bruno*  
Joy Bruno  
Secretary

1-24-97

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