

# **EXHIBIT “B” – BY-LAWS**

**Avion Palms Homeowners Association (APHA), Inc.**

**Revised per APHA Annual Corporate Meeting**

## Revision History

<b>Article / Section</b>	<b>Page</b>	<b>Description of Revision</b>	<b>Submitted by</b>
<b>All</b>	<b>All</b>	<b>Updated to include 25 January 2014 Corporate Meeting.</b>	<b>APHA</b>
Article VI, Section 1 (b)	5	Sentence added limiting a director's consecutive terms to two (2) two-year terms.	James Taylor, Lot 154 and Gene Gilbert, Lot 194
Article VI, Section 1 (e)	5	Sentence added specifying directors cannot be of the same household as another board member.	Board of Directors
Article V, Section 3 (f)	4	Wording updated to replace "audiotape" with "recording device."	Neil Dittlinger, Lot 13
Article VI, Section 2 (g)	5	Increase Board of Directors spending from \$500 to \$1000.	Board of Directors
Article VIII, Section 1 (d)	9	Responsibilities of By-Laws Committee added.	Jackie Burton, Lot 81
<b>All</b>	<b>All</b>	<b>Updated to include 31 January 2015 Corporate Meeting.</b>	<b>APHA</b>
Article IV, Section 2 (d) and /Section 3 (a)	3	Deleted sentence requiring former owner to submit copy of deed to secretary for the new owner. Created Section 3 for New Membership, requiring new owner to submit copy of deed to secretary and sign disclosure statement.	Rhea Hackler, Lot 68
Article V, Section 3(c)	4	Added sentence requiring owners to get their own proxy voters and to ensure named proxy voters are not already taken.	Jackie Burton, Lot 81
<b>All</b>	<b>All</b>	<b>Updated to include 30 January 2016 Corporate Meeting</b>	<b>APHA</b>
Article V, Section 1	3	Added sentence to specify the deadline for the submission of agenda items.	Board of Directors
Article VI, Section 1(b)	5	Added an exception specifying no term limits for Secretary Treasurer.	Judy Ploesser, Lot 186
Article VIII, Section 1 (c) 1	9	Added sentence to clarify the handling of annual walk-through inspections.	Board of Directors
Article XI, Section 3	11	Modified the sentence to specify the appropriate time of submission for proposed amendments to By-Laws.	Board of Directors
<b>All</b>	<b>All</b>	<b>Updated to include 28 January 2017 Corporate Meeting</b>	<b>APHA</b>
Article VI, Section 2, (g) & (h)	5	Modified paragraph specifying capital expenses at \$1500 & added paragraph authorizing the President to make capital expenses up to \$1500 when there are not enough Board Members present for a quorum.	Linda Gilbert, Lot 194
Article VIII, Section 1 (c) & (d)	9	Added a paragraph to establish a Fining Committee. Moved description of fines defined in Rules and Regulations to the Fining Committee.	Board of Directors
<b>All</b>	<b>All</b>	<b>Updated to include 30 January 2019 Corporate Meeting</b>	<b>APHA</b>
II. Definitions	1	Added "Capital improvement."	BOD
VI. Section 2(o)	6	Clarified delivery of Annual Budget prior to Corp. Meeting	BOD

## Table of Contents

ARTICLE I – NAME & LOCATION .....	1
ARTICLE II - DEFINITIONS .....	1
ARTICLE III - MEMBERSHIP .....	2
Section 1 – Automatic Membership.....	2
Section 2 – Benefits & Privileges of Non-Owners .....	2
Section 3 – Use of Common Areas .....	2
Section 4 – Suspension of Voting Rights.....	2
ARTICLE IV – EVIDENCE OF MEMBERSHIP AND TRANSFER .....	3
Section 1 – Adequate Records Maintained .....	3
Section 2 – Termination of Membership .....	3
Section 3 – New Membership .....	3
ARTICLE V – MEETINGS OF MEMBERS .....	3
Section 1 – Annual Corporate Meeting.....	3
Section 2 – Special Meetings .....	4
Section 3 – Conduct of Meetings: .....	4
ARTICLE VI – THE BOARD OF DIRECTORS .....	5
Section 1 – The Board Shall Consist of Seven Members .....	5
Section 2 – Board Responsibilities .....	5
Section 3 – Conflicts of Interest.....	6
Section 4 – Election of Directors .....	7
Section 5 – Board Meetings .....	7
Section 6 – Electronic or Telephonic Communication .....	7
Section 7 – Vacancy.....	8
ARTICLE VII – THE OFFICERS.....	8
Section 1 – Officers of the Association.....	8
Section 2 – Duties of the Officers .....	8
Section 3 – Removal from Office .....	9
ARTICLE VIII – COMMITTEES.....	9
Section 1 – Standing Committees .....	9
ARTICLE IX – BOOKS AND PAPERS.....	10
Section 1 – Subject to Inspection by Members .....	10
ARTICLE X – CORPORATE SEAL .....	11
Section 1 – Seal Must Comply with Florida Law .....	11

ARTICLE XI – AMENDMENTS .....11  
    Section 1 – Amendments by Majority Vote.....11  
    Section 2 – Conflicts with By-Laws .....11  
    Section 3 – Proposed Amendments.....11  
ARTICLE XII – DECLARATION INCORPORATED BY REFERENCE .....11  
    Section 1 – Declaration Incorporated into By-Laws.....11

**BY-LAWS**  
**AVION PALMS HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE I – NAME & LOCATION**

**Section 1.** The name of the Corporation is **AVION PALMS HOMEOWNER'S ASSOCIATION, INC.**, hereinafter referred to as the "Association." The Association adopted the By-Laws, on January 30, 2010. The Corporation shall be located at Avion Palms Community, 4650 West Palm Drive, Bowling Green, Florida, 33834-7063, and all Meetings of Members and Directors will be conducted at Corporate Headquarters in Bowling Green, Florida (as amended January 30, 2010, January 29, 2011, January 28, 2012, January 26, 2013, January 25, 2014, January 31, 2015, January 30, 2016, January 28, 2017, and January 30, 2019).

**ARTICLE II - DEFINITIONS**

**Section 1.** The following terms and phrases as used in these By-Laws shall be defined as follows, unless the context clearly indicates otherwise:

- 1.1. **"Association"** means Avion Palms Homeowner's Association, Inc., a Florida Corporation, its successors and assigns.
- 1.2. **"Board"** means the Board of Directors of Avion Palms Homeowner's Association, Inc., elected pursuant to provisions of the Declaration and these By-Laws.
- 1.3. **"By-Laws"** means the By-Laws of the Association.
- 1.4. **"Capital improvement"** means: Any addition or alteration to the property that adds value, restores or prolongs the useful life of the Association property and is a permanent part of the Association property.
- 1.5. **"Common Area"** means any and all real property designated as such or as "Buffer Area" on a Plat and all real property acquired by the Association, with any improvement which may be at any time constructed or placed thereon, including, but not limited to, roads, utility facilities, recreational and community facilities, lakes and parks.
- 1.6. **"Community"** means all of the real property comprising Avion Palms Homeowner's Association, located in Hardee County, Florida, as shown on the Plat(s) as provided in the Declaration, including any real property added thereto as provided herein.
- 1.6. **"Declarant"** means Avion Palms Homeowners Association, Inc., a Florida Corporation, its successors and assigns.
- 1.7. **"Declaration"** means a Declaration of Restrictions, Covenants, Etc. originally dated as of December 11, 1989, made by the Declarant and recorded in the Office of the Recorder of Deeds in and for Hardee County, Florida, setting forth certain restrictive covenants, easements, etc., with respect to the Community, as defined below, as the same may be amended and supplemented from.
- 1.8. **"Email"** means communication by the World Wide Web, using the Internet.
- 1.9. **"Household"** means one or more persons, each related to the other by blood, marriage or legal adoption, or a group of not more than three (3) adult persons, not so related, who, in each instance, regularly and customarily reside together in the same house or home as a principal residence.

- 1.10. **"Immediate Family"** means Lot Owner of record, and/or spouse, and the progeny, both by blood and legal adoption.
- 1.11. **"Lot"** means any numbered, named or lettered tract of real property designated on a Plat, to be used in accordance with the Declaration for Recreational Unit/Residential purposes.
- 1.12. **"Owner"** means:
- (a) Any person or persons who hold fee simple title with a signed, witnessed and notarized deed to a lot which has been filed with the Hardee County Recorder's Office;
  - (b) The Association before conveying fee simple title to another by warranty deed.
- 1.13 **"Plat"** means a final subdivision map of the Development, as recorded by the Association in the Office for the Recorder of Deeds in and for Hardee County, Florida.
- 1.14 **"Reserved Area"** means any and all the real property designated as such on a Plat(s), ownership of which may be retained by the Association and which may be put to such uses as the Association may determine, including, but not restricted to future subdivisions or associated commercial enterprises of any type or kind whatsoever, as provided in the Declaration.
- 1.15 **"Road"** means any and all of the real property designated as such on a Plat(s) whether referred to as a "street," "lane," "avenue," or otherwise, so long as it is designed and constructed for vehicular traffic.
- 1.16 **"Utility Facilities"** means all real property, fixtures and facilities acquired or constructed by the Association and used or useful in connection with providing water supply service, sanitary sewage disposal service and electric and telephone services to Lots.

## **ARTICLE III - MEMBERSHIP**

### **Section 1 – Automatic Membership**

Any **"Owner"** as defined in Article II is automatically a member of the Association. The voting rights of members on all decisions to be decided by vote, whether orally or by secret ballot, shall be one (1) vote per Lot. The Board shall cause to be maintained a current list of eligible voters.

### **Section 2 – Benefits & Privileges of Non-Owners**

If not classified as a member of the Association, each of the following persons shall be entitled to all other benefits and privileges of membership in the Association:

- (a) The spouse of any other person(s) constituting the Household and/or the Immediate Family of an Owner.
- (b) Bona fide guests of an Owner, and
- (c) Lessees of an Owner's lot.

### **Section 3 – Use of Common Areas**

Members shall have the right to use the common areas subject to provisions of the Declaration and other rules and regulations.

### **Section 4 – Suspension of Voting Rights**

The Board may suspend the voting rights of a member and may suspend the right to use common areas and any other rights of any member for:

- (a) Any period during which any Association assessment or other obligation, as provided in the Declaration, remains unpaid;
- (b) The period of any continuing violation by such member of provisions of the Declaration after the existence thereof shall have been declared by the Board;
- (c) A period to be determined by the Board, for repeated violations of the By-Laws or of the rules and regulations of the Association;
- (d) The lot owner has the right of ingress and egress to his Lot only.

## **ARTICLE IV – EVIDENCE OF MEMBERSHIP AND TRANSFER**

### **Section 1 – Adequate Records Maintained**

Adequate records shall be maintained by the Association to show the names of members, date of membership, current address and telephone number, whom to notify in case of emergency, and other information as determined by the Board.

### **Section 2 – Termination of Membership**

When an Owner disposes of his Lot, through sale or otherwise, membership is automatically terminated and all documents of previous ownership shall be surrendered to the Association, but such person shall remain liable for all Association assessments or other obligations incurred pursuant to provisions of the Declaration prior to termination of such ownership. The Owner shall:

- (a) Notify the Association Secretary verbally or in writing, of the written agreement to sell the lot along with the new owner's name.
- (b) Assign the Stock Certificate issued by Avion Palms Homeowners Association to the new owner as provided for on the reverse side of the Certificate.
- (c) Inform the new Owner of the need to submit the assigned Stock Certificate to the Secretary so that the new Owner may be issued a new Stock Certificate.
- (d) Provide the new Owner with copies of the DECLARATIONS AND BY-LAWS, as well as the keys to the recreation hall, maintenance building and postal box.

### **Section 3 – New Membership**

New members shall provide the secretary with:

- (a) A copy of the signed, witnessed and notarized deed which has been filed with the Hardee County Recorder's Office and reflects the new ownership.
- (b) A signed and dated Disclosure Statement, stating that they have read the Declarations, By-Laws and Rules & Regulations and will abide by them.

## **ARTICLE V – MEETINGS OF MEMBERS**

### **Section 1 – Annual Corporate Meeting**

The **Annual Corporate Meeting** of the Association shall be held during the month of January or February at Avion Palms Community, Bowling Green, Florida, on a date and hour selected by the Board. Written notice of the Annual Meeting shall be mailed, hand delivered, or emailed if so elected by the member to each member entitled to vote at such Meeting, not less than thirty (30) days before the Meeting. If an owner wishes an agenda item to be considered for the Annual Corporate Meeting, such a

request shall be submitted in writing to the office no later than the second Thursday in January.

## **Section 2 – Special Meetings**

- (a) Special Meetings may be called by the Board at Avion Palms Community when sufficient members are in residence to muster a quorum (see Article V, Section 3). Written notice stating the purpose of the Special Meeting shall be posted on the Avion Palms Community Bulletin Board for those in residence and mailed or emailed to that not in residence. Such notice shall be posted or mailed or emailed not less than fifteen (15) days prior to the meeting.
- (b) A Special Meeting may also be called by written petition submitted to the Board by members of the Association holding at least thirty percent (30%) of the votes entitled to be cast and stating the purpose of the meeting. Such meetings shall be held at Avion Palms Community.

## **Section 3 – Conduct of Meetings:**

- (a) A majority of the total eligible votes shall be present in person or by proxy to conduct business at the Annual Corporate Meeting or at Special Meetings.
- (b) A majority of the eligible votes present shall be required to adopt business matters presented at the Annual Corporate Meeting or at Special Meetings.
- (c) Every member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy executed by such member and filed with the Secretary of the Association no later than two (2) days prior to the meeting.

All proxies must be in writing with the correct name and lot number of the member named to vote the proxy. If a proxy names a member who already has a proxy, a new proxy must be submitted and signed by the member. The new proxy must be filed with the Secretary of the Association no later than two (2) days prior to the meeting. A complete list of both parties must be given to all board members and the teller(s) in charge of the proxy table two (2) days prior to the meeting. A proxy can be withdrawn, in writing, by the member who authorized it within two (2) days prior to the meeting. Extenuating circumstances will be considered.

1. A member may vote one proxy for each lot owned.
  2. A proxy will not be accepted from any member in residence. Extenuating circumstances will be considered.
- (d) At any Corporate Meeting, discussion will not be stopped by calling “question” or “previous question” from the floor, until everyone has had the opportunity to speak, who wishes to do so. Everyone will be allowed three (3) minutes to address the Membership.
  - (e) The motion and second to call the previous question will be passed by a majority show of hands at the discretion of the President.
  - (f) All Meetings shall be recorded in writing and by audio recording device. The audio portion shall be retained until the minutes are officially approved. The written record shall be permanently maintained within the State of Florida for seven (7) years and made available to any member upon request for viewing or photocopying by members within ten (10) business days after receipt of a written request. Failure to respond may result in minimum damages pursuant to the Florida Statutes governing such compliance. The Association may impose fees to cover the cost of the copies. The Minutes shall be examined at an officially designated location and in the presence of at least one (1) Director.
  - (g) All members shall be informed of results of Corporate or Special Meetings by means of



informational letters.

## **ARTICLE VI – THE BOARD OF DIRECTORS**

### **Section 1 – The Board Shall Consist of Seven Members**

- (a) The Board shall consist of seven (7) members who will be elected by the membership of the AVION PALMS HOMEOWNER'S ASSOCIATION, as follows:
  - 1. Elect two Directors and a Secretary/Director each even numbered year.
  - 2. Elect three Directors and a Treasurer/Director each odd numbered year.
- (b) The term of office for Directors shall be two years. Directors can serve no more than two (2) consecutive two-year terms. This restriction shall reset one (1) year after the expiration of the previously served term. An exception is established for the positions of Secretary/Director and Treasurer/Director, who may run for election without term limit restrictions.
- (c) A quorum of four members of the Board shall be required for the conduct of Board business.
- (d) The Board shall elect a President, a 1st Vice President, and a 2nd Vice President at the first Board Meeting following the Annual Corporate Meeting.
- (e) Each candidate must be an owner of record, and shall not be a member of the same household of another Board member.

### **Section 2 – Board Responsibilities**

- (a) Manage and control the affairs of the Association.
- (b) Designate a banking institution or institutions as depository for the Association's funds; which institution or institutions shall have adequate insurance with Federal Deposit Insurance Corporation
- (c) Designate the individuals authorized to disburse or withdraw there from and to execute authorized obligations on behalf of the Association.
- (d) Require one (1) authorized signature for disbursements from the regular checking account.
- (e) Require two (2) authorized signatures for transfers of Association funds between accounts within the same bank or financial institution.
- (f) All individuals authorized to perform these duties shall be properly and adequately bonded and / or insured.
- (g) Perform other acts, the authority for which has been granted herein by the Declaration or By-Law, including the borrowing of money for Association purposes, and the preparation of the Annual Corporate Budget. The Board shall determine the cost of any proposed capital improvements upon the common area, including fixtures and personal property related thereto. Any portion of that cost that exceeds \$1,500.00 annually or any other costs which requires the borrowing of money and/or the assessment of Lot Owners shall be approved by a majority of the eligible votes present at the Annual Corporate Meeting or at a Special Meeting.
- (h) The President is authorized to make a purchase for capital expenditures up to \$1,500.00 whenever there are not enough Board Members for a quorum. However, the cost and reason for the purchase must be explained at the next regularly scheduled Board Meeting.
- (i) Enforce and cause the Association and its members to conform and to abide by provisions of the

## Declaration and By-Laws.

- (j) Adopt such rules and regulations relating to use of Association property, and sanctions for noncompliance therewith, as it may deem reasonable and necessary for the best interests of the Association and its members.
- (k) Employ sufficient personnel to adequately perform the responsibilities of the Association, if voluntary assistance cannot be obtained from the membership. The Board may determine whether or not volunteer help will meet the requirements of the work.
- (l) Adopt that portion of "**Robert's Rules of Order**" as applicable for the conduct of meetings of the Association.
- (m) The minutes of all meetings of the Board shall be made and permanently maintained within the State of Florida for seven (7) years. These minutes, as provided for in Article V, Section 3, Paragraph (d) of these By-Laws, including all resolutions of the Board, shall be made available to any member or members upon written request for viewing or photocopying within 10 business days after receipt of a written request. Failure to respond may result in financial damages pursuant to the Florida Statute governing inspection of official records. The Association may impose fees to cover the cost of the copies. The minutes shall be examined at an officially designated location and in the presence of at least one (1) Director. If a Director is not in residence, the written record may be examined in the presence of an office staff member.
- (n) Establish committees of the Association and appoint the members thereof. Assign to such committees such responsibilities and duties not inconsistent with the provisions of the Declaration, these By-Laws or with law as it may deem appropriate.
- (o) The Board shall, prior to the Annual Corporate Meeting of the Association in each year, adopt an Operating Budget, as required by, and for the purposes set forth in Section IX of the Declaration,, to be provided in advance of the Annual Membership Meeting, and upon consideration of any sources of income of the Association, establish and levy the annual assessment for the following year, in accordance with the Declaration.
- (p) Receive no compensation for any service they may render to the Association, however, any Director may be reimbursed for his/her actual out-of-pocket expenses in the performance of his/her official duties upon the presentation of Board-approved proper expense receipts to the Treasurer.
- (q) Carry such insurance as is required by Florida Law. In addition to which, the Board shall carry all necessary liability and other insurance, as determined by the Board, to be at least adequate coverage of the needs and requirements of the Corporation.
- (r) Hold open hearings for all members on the second Monday of January and March of each year. Additional hearings may be scheduled by the Board at other times as they may consider necessary. The purpose of such hearings will be to provide an opportunity for Lot Owners to publicly express their opinions on the operation and management of the Community and to provide the Board information that may aid them in arriving at decisions which will be in the best interest of all whom they serve. The notices of hearings will be posted on the Community Bulletin Board not less than seven (7) days before the hearings are scheduled.

### **Section 3 – Conflicts of Interest**

Any member having a conflict of interest shall not be eligible to hold any office in the Association and if nominated shall withdraw the nomination. A conflict of interest shall include but not be limited to:

- (a) Having a vested interest in a corporation, firm, company, person or persons, with whom the Association has a contractual agreement, either oral or written.
- (b) Having a vested interest in any firm, company, person or persons, etc., furnishing or selling services, equipment or supplies to the Association.
- (c) Having a vested interest in the manufacture, sales, service or repair of any recreational vehicle or related parts, equipment and supplies.
- (d) Having a vested interest in any firm, person or persons involved in the manufacture, sales, service and repair of Community equipment.

#### **Section 4 – Election of Directors**

- (a) An election of Directors shall be conducted at the Annual Corporate Meeting. A simple majority of the total eligible votes cast shall be required to elect any candidate. In the event there is only one candidate for any director's position, a motion to elect that candidate by acclamation is permitted as long as there are no objections.
- (b) The candidates resume shall be submitted to the Secretary no later than the 1<sup>st</sup> Friday in December. The Secretary shall inform the membership of those who have submitted their resumes by information letter thirty days prior to the Annual Corporate Meeting. Nominations from the floor may be made by any member in good standing at the Annual Corporate Meeting.
- (c) The Secretary shall provide ballots at the Annual Corporate Meeting for a secret vote. The names of the candidates shall be prominently posted. The President shall call for nominations from the floor. The President shall appoint election judges from the membership who shall collect and tally the vote. The Secretary shall announce the elected Directors. In the event of a tie vote an immediate runoff election, by secret ballot, shall be held and the winner announced by the Secretary.

#### **Section 5 – Board Meetings**

- (a) The Board shall meet from time to time at such intervals as it shall determine necessary. Meetings of the Board may be called by a majority of the Board and shall be held at the Corporate Headquarters in Bowling Green, Florida. All Board Meetings shall be advertised on the Community Bulletin Board forty-eight (48) hours prior to such meetings and shall be open to all members of the Association who may attend as silent non-voting observers. The President is authorized to call Board Meetings to conduct urgent business which, because of time limitations, do not permit advertising.
- (b) A record of all Board Meetings shall be kept in writing and shall be made available for review by the membership upon individual request.

#### **Section 6 – Electronic or Telephonic Communication**

That each director of the Board may attend a meeting by any method of communication, including electronic or telephonic communication, provided that each member of the board can hear in real time and may simultaneously hear each other during the meeting and can participate and respond to every other member of the Board. The meeting shall be chaired by an officer and shall be held at the Corporate Headquarters in Bowling Green, Florida. Each Board member must be notified by the officer who will chair the meeting by phone. Any owners present must be able to hear all communications. Any director participating in a meeting by this means is deemed to be present in person at the meeting, for the purposes of establishing a quorum at that meeting.

## **Section 7 – Vacancy**

If a vacancy occurs on the Board, the remaining Directors shall appoint a replacement to the vacant position for the balance of the term of the vacant office. This appointment shall be made within thirty (30) days.

## **ARTICLE VII – THE OFFICERS**

### **Section 1 – Officers of the Association**

The officers of the Association shall be the President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

### **Section 2 – Duties of the Officers**

The duties of the Officers shall be as follows:

- (a) The President shall be the General Managerial Officer of the Association, except as otherwise determined by the Board, and he shall be vested with the powers and duties generally incident to the Office of President of a Corporation, except as otherwise determined by the Board, or as may be otherwise set forth in these By-Laws. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall co-sign all leases, mortgages, deeds and other written instruments and promissory notes.
- (b) In the absence of the President, or in the event of his inability to act, the First Vice President is empowered to act and shall thereupon be vested with the powers and duties of the President.
- (c) In the absence of the President and the First Vice-President, or in the event of their inability to act, the Second Vice-President is empowered to act and shall thereupon be vested with the powers and duties of the President and the First Vice-President.
- (d) The Secretary of the Association shall keep the minutes in writing, and on recording device, of the business and other matters transacted at all meetings of the membership and the Board. The audio recording shall be retained until those minutes are officially approved. He or she shall mail or email, or cause to be mailed or emailed, all notices required under the By-Laws. He or she shall have custody of the Corporate Seal, and records and maintain a list of the members and their addresses and perform all other duties deemed necessary by the Board and incident to the office of Secretary. Owners must supply an email address and request in writing to receive any communication by email.
- (e) The Treasurer shall have custody of and be accountable for the funds of the Association, collect monies due, pay the obligations of the Association out of its funds, and perform such other duties as are incidental to the office of Treasurer. The Board shall require that the Treasurer be bonded for such amount and under such conditions as the Board may require the cost of any such bond to be paid by the Association. The Treasurer shall furnish each member of the Finance Committee, on a monthly basis, a photocopy of Bank Statement(s) and the Balance Sheet(s) showing all receipts and disbursements or any other pertinent obligations. The Treasurer shall present to the membership, at each Annual Corporate Meeting, an Audited Financial Report. The Treasurer shall not be a member of the Finance Committee. The records of the Treasurer shall be maintained within the State of Florida at Corporate Headquarters and shall be available to any member upon request as outlined in the "Florida Not for Profit Corporation Act, Inspection and Copying of Records."

### Section 3 – Removal from Office

Any elected officer, on proof of malfeasance or misfeasance during his or her term of office may be removed from office by a two thirds vote at the Annual Corporate Meeting or a Special Meeting.

## ARTICLE VIII – COMMITTEES

### Section 1 – Standing Committees

The Standing Committees of the Association, as provided for and in accordance with Section VII of the Declaration, together with their responsibilities, duties and authority are as listed:

- (a) **Community Operations:** This Committee is charged with and responsible for the day-to-day hands-on operations, maintenance, and security of the Community. It may request such sub-committees as are needed, including but not limited to: beautification and landscaping, building maintenance, common area maintenance, equipment maintenance, security, and other sub-committees as needed for proper Community operations.
- (b) **Finance:** This Committee is charged with the responsibility for reviewing, planning and programming the financial affairs of the Community on an on-going basis, and act as advisor to the Board in the development of the Annual Corporate Budget.
- (c) **Rules and Regulation Enforcement:** This Committee is charged with, responsible for and authorized to enforce all the provisions of the Declaration, By-Laws, and Avion Palms Community rules and regulations.
  - 1. Upon finding a violation, the committee chairman and/or a member of the committee will approach the Lot Owner in a friendly and pleasant manner and discuss the alleged violation. Every effort will be made to gain compliance in such a way that there will be no hurt feelings or animosity. This does not apply to violations found during the annual walk-through inspection. If a violation is found the appropriate owner will receive a letter in the corporate mailbox or by mail.
  - 2. After ten (10) days, if the violations still exist, the committee shall issue a citation and initiate action under the provisions of Florida Law. The association may suspend, for a reasonable period of time, the rights of a member's tenants, guests, or invitees, or both to use common areas and facilities.
  - 3. The Committee shall have right of access to the grounds of the privately owned property for the purpose of inspection for compliance. The Committee shall visually inspect all areas of the Community, periodically, to determine if any violations exist that require the committee's action.
- (d) **Fining Committee:** The Association shall have the ability, without waiving other remedies for enforcement provided by these governing documents, to levy fines consistent with Florida Statute Section 720.305, as amended from time to time. The fines shall be \$100.00 per day up to \$5,000.00 in aggregate for each individual, ongoing violation of this Declaration. Multiple violations on a lot shall result in individual fines for each violation. Fines may become a lien against the Lot upon reaching \$1,000.00. The fines may be collected in the same manner as an assessment under Florida Statute 720.3085.

The party against whom the fine may be levied shall have an opportunity to respond, present evidence, and provide written and oral argument on all issues involved and shall have an

opportunity for a hearing to review, challenge and respond to any material considered by the Association in the levy of the fine. For the purposes of conducting such hearing, the Association shall establish a Fining Committee. This committee is charged with the responsibility of reviewing violation(s) made against our governing documents and recommending whether or not a fine should be levied.

1. The Fining Committee is made up of 3 members that are not Board members, officers, employees of the Association, spouses, parents, children, brothers or sisters of an officer director or employee or co-residents of Board members.
  2. The party against whom the fine is sought to be levied shall be afforded an opportunity for hearing after reasonable notice of not less than fourteen (14) days. Said notice shall include:
    - a. A statement of the provisions of the Declaration, Articles, By-Laws, rules or regulations the board has determined has been violated.
    - b. A short, plain statement of the matters asserted by the Association.
    - c. The intent of the board to levy a fine for the violations and in what amount.
    - d. The opportunity for a hearing before the Fining Committee upon demand.
  3. The Fining Committee makes the determination of whether or not to proceed with a fine and submits their recommendation to the Board.
  4. If the Fining Committee determines there is no need to fine, then the case is closed. If the recommendation from the committee is to proceed with a fine, then the Association will levy fines of \$100.00 per day up to \$5,000.00 for each continuing violation. The committee is not empowered to lower, increase, or otherwise negotiate the terms of the fine. The committee shall confirm or reject the fine in the same form as the fine is levied by the Board. Any fine shall be noticed to the affected parcel owner and tenant by regular U.S. First Class mail or hand delivery.
- (e) **By-Laws Committee:** This committee is charged with the responsibility of reviewing our documents and submitting their recommendations to the Board of Directors along with any proposed amendments submitted by members.
1. The By-Laws Committee should assist and ensure that all proposed amendments are in proper format and order.
  2. Proposed amendments shall be submitted to the office no later than the second Friday in November. The amendments will be forwarded to the By-Laws Committee. The By-Laws Committee shall assist the Lot Owner to ensure proper format.
  3. The By-Laws Committee will signify their review of the proposed amendment by signing and dating the proposal, after which it will be forwarded to the Board of Directors.
  4. The Board of Directors will then place the proposed amendment on the agenda for the next Corporate Meeting.

## **ARTICLE IX – BOOKS AND PAPERS**

### **Section 1 – Subject to Inspection by Members**

The books, records and papers of the Association shall be subject to the inspection of any member.

- (a) The official records shall be maintained within the state and must be open to inspection and

available for photocopying by members or their authorized agents at reasonable times and places within ten (10) business days after receipt of a written request for access. The member who is denied access to official records is entitled to actual damages or minimum damages for the Association's willful failure to comply with this subsection. The minimum damages are to be governed by the Florida Statute pursuant to this item.

- (b) The Association may adopt reasonable written rules governing the frequency, time, location, notice, and manner of inspections, and may impose fees to cover the costs of providing copies of the official records, including, without limitation, the costs of copying.
- (c) Official records shall be made available for viewing and/or photocopying at the Association office in accordance with Florida Statutes, and in the presence of at least one (1) Director. If a Director is not in residence, the written record may be examined in the presence of an office staff member. Cost of photocopies shall be at the rate currently set by the Board.

## **ARTICLE X – CORPORATE SEAL**

### **Section 1 – Seal Must Comply with Florida Law**

The Association shall have a Corporate Seal, which complies with Florida Law.

## **ARTICLE XI – AMENDMENTS**

### **Section 1 – Amendments by Majority Vote**

These By-Laws may be amended by the affirmative vote of a simple majority of the total number of votes present, including proxies, at the Annual Corporate Meeting or at Special Meetings. Any amendments so adopted will be supplied in writing to all eligible voters within thirty (30) days following such adoption.

### **Section 2 – Conflicts with By-Laws**

In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In the case of any conflicts between the Declaration and these By-Laws, the Declaration shall control.

### **Section 3 – Proposed Amendments**

Content of potential amendments to the Governing Documents may be proposed by a Lot Owner or the Board of Directors. Content of proposed Amendments, as proposed by Lot Owners, shall be submitted to the Board of Directors no later than the second Friday in November before the annual Membership Meeting.

## **ARTICLE XII – DECLARATION INCORPORATED BY REFERENCE**

### **Section 1 – Declaration Incorporated into By-Laws**

The Declaration in its entirety and not only to the extent specifically referred to in these By-Laws is hereby incorporated into and made a part of these By-Laws of the Association.

## **END OF BY-LAWS**