

## **DRAFT REVISIONS**

### BY-LAWS OF MAGNOLIA POINT COMMUNITY ASSOCIATION, INC.

a non-profit corporation

#### ARTICLE I NAME AND LOCATION

The name of the corporation is Magnolia Point Community Association, Inc. The principal office of the corporation shall be located at the offices of the corporation's registered agent, who shall be designated by the Board of Directors from time to time. Meetings of members and the Board of 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 Magnolia Point Community Association, Inc. its successors and assigns.

Section 2. "Common area" shall mean all real property owned by the Association for the common use and enjoyment of its members.

Section 3. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements applicable to the Magnolia Point development project, as recorded in the public records of Clay County, Florida.

Section 4. "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 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a vested present fee simple title to any parcel of land or dwelling unit which is a part of Magnolia Point.

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Section 6. "Subdivision" shall mean and refer to that certain tract or tracts of real property described in the Declaration, and such additions thereto as may be, brought within the jurisdiction of the Association pursuant to the provisions of the Declaration.

### ARTICLE III MEETINGS OF MEMBERS

Section 1. The annual meeting of the Members shall be held on the second Tuesday of March of each calendar year, or on such other date as may be determined by the Association's Board of Directors (the "Board").\*

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 members who are entitled to vote one-fourth (25%) of all votes of the Class A membership.

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 meetings, 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, or supplied by such member to 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 30% of the votes of the membership then entitled to vote shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these By-Laws. 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. Proxies shall be revocable, and the proxy of any Owner shall automatically terminate on conveyance by him of his property interest in Magnolia Point.

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### ARTICLE IV BOARD OF DIRECTORS – TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board consisting of not less than three (3), nor more than five (5), directors, who must be members of the Association. The number of directors who shall serve during any given year shall be determined by the Board at a duly called meeting held prior to the date that the written ballots are mailed to the members pursuant to Article V hereof.#

Section 2. Term of Office. At the meeting of the Members occurring on March 12, 2019, for the purpose of electing a new Board of Directors, a majority of the Directors receiving the highest number of votes shall be elected for terms of two (2) years each, and the remaining directors shall be elected for terms of one (1) year each. Thereafter, all Directors shall be elected for terms of two (2) years each. All directors shall serve until their successors are duly qualified and elected.#

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a quorum (as defined in Article III, Section 4) vote of the members of the Association then entitled to vote. 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 or her duties.

### ARTICLE V BOARD OF DIRECTORS – ELECTION ##

~~Section 1. Not less than ninety (90) days prior to the annual Member's Meeting, the Board of Directors shall appoint an Election Committee and Chairman.#~~

Section 21. Candidates for vacant Board seats shall be a member of the Association in good standing and submit a Candidate Information Worksheet to the Community Association Manager (CAM) no later than forty-five (45) days prior to the date fixed for the Member's

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Meeting. The CAM will verify each candidate's eligibility and forward worksheets to the ~~Election Committee Secretary~~ within five (5) working days of receipt.##

~~Section 3. Not less than thirty (30) days prior to the date of the annual Member's Meeting, the Election Committee shall notify the Secretary of the names of verified candidates for election to the Board of Directors.#~~

~~Section 4. The Election Committee shall interview as many candidates as may submit themselves for election to the Board. Additionally, the Election Committee will schedule at least one but not more than three forums at which, the Members may engage the candidates regarding their positions on issues important to the Association.#~~

Section 52. All elections to the Board of Directors shall be made on written ballots to be voted at the annual meeting, or in the discretion of the Board of Directors, by mail, provided such ballots are mailed to the Members not less than fifteen (15) days prior to the date fixed for the annual meeting. Written ballots shall be in such form as the Board of Directors shall prescribe from time to time, including ballots that are susceptible to being counted by electronic means. The ballots shall describe the number of vacancies to be filled by the Members and set forth the names of the candidates for such vacancies. Each Member may, in respect to each vacancy on the ballot, cast one vote. Cumulative voting is not permitted. In order for an election of the Board of Directors to be valid and binding, the election must occur at a meeting of the Members at which a quorum is present; or if the election is conducted by mail, the Association must receive as of the date established by the Board for receipt of ballots, a number of ballots representing not less than a quorum of the Members.#

Section 63. The members of the Board of Directors elected in accordance with the procedures set forth in this Article V shall be deemed elected or appointed as of the date of the annual meeting of the Members at which the election is conducted or if conducted by mail, as of the date that the results of the election are announced.

## ARTICLE VI BOARD OF DIRECTORS — MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined from time to time by a majority of the Board of

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Directors. Notice of regular meetings shall be given to each Director, personally, by mail, email, or telephone , at least seven (7) days prior to the day reserved for such 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 three (3) Directors, after not less than seven (7) days notice in the manner described in Section 1 of this Article, to each Director.#

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Director's 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 common areas and facilities including the personal conduct of the members and their guests thereon and to establish penalties for infractions of such rules and regulations;
- (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 By-Laws;
- (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;
- (d) Employ independent contractors and such employees as they may deem necessary, and prescribe their duties; and
- (e) Take such other actions as may be deemed by them to be in the best interests of the Association, having all powers granted as lawful pursuant to applicable Florida law.

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Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a record of all its acts and corporate affairs which shall be open to inspection by Members at all times;
- (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 monthly assessments against property in Magnolia Point;
  - (2) Give notice of each assessment to every Owner subject thereto; and
  - (3) Take reasonable action to collect unpaid and delinquent assessments and other charges which may be due from the Members from time to time. \*
- (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;
- (e) Procure and maintain adequate liability and hazard insurance on all property owned or operated by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the common area and roadways to be maintained; and
- (h) Cause access to Magnolia Point to be controlled as provided in the Declaration.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

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Section 1. Enumeration of Offices. The officers of the Association shall be as provided in the Articles of Incorporation, together with 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 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 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 by the Board at any time with or without cause. 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 the 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. Duties. The duties of the officers are as follows:

- (a) 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 instruments.
- (b) Vice President. Any Vice President may 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 or her by the board.#

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- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall perform oversight of the Community Association Manager in the performance of administrative duties to include: 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 perform oversight of the Community Association Manager in the performance of financial management duties to include: receipt and deposit in appropriate bank accounts all funds of the Association, and disbursement of such funds as directed by resolution of the Board of Directors; keep proper books of account and 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 meetings of members.#

### ARTICLE IX COMMITTEES

The board shall appoint a committee, as provided in the Declaration to exercise the functions delegated to it by the Board in connection with:

- (a) review and approval of architectural plans for improvements within Magnolia Point; and
- (b) Rules Enforcement.

In addition, the Board of Directors may appoint such other committees as it may deem appropriate in the performance of its duties.

### ARTICLE X ASSESSMENTS

**Section 1.** As more fully provided in the Declaration, each member is obligated to pay to the Association assessments which are secured by a lien on the property against which such assessments are made. Any assessments not paid when due are considered delinquent. ##-



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~~and shall bear interest as provided in the Declaration.~~

Section 2. As more fully provided in Florida Statute 720.3085(3)(a)(b),

(a) Assessments and installments on assessments that are not paid when due shall bear interest from the due date until paid at the rate of 18% as provided in the Declaration. ##

(b) The Association shall charge an administrative late fee not to exceed the greater of \$25 or 5 percent of the amount of each installment that is paid past the due date. ##

(c) Any payment received by the Association and accepted shall be applied first to any interest accrued, then to any administrative late fee, then to any costs and reasonable attorney fees incurred in collection, and then to the delinquent assessment. ##

### ARTICLE XI BOOKS AND RECORDS; INSPECTION

The books, records, and papers of the Association shall be subject to inspection by any member during ordinary business hours.

### ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference, Magnolia Point Community Association, Inc.

### ARTICLE XIII 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 31 of that year.

### ARTICLE XIV AMENDMENTS

These By-Laws may be amended as provided in the Articles of Incorporation.

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### ARTICLE XV CONFLICTS

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

### ARTICLE XVI EMERGENCY POWERS

Section 1. Powers. Notwithstanding any provision of these By-Laws to the contrary, in the event that pursuant to applicable law, a state of emergency shall be declared for the area in which the Subdivision is located, the Board of Directors shall be authorized, but not required to, exercise the following powers:#

- (a) Conduct Board meetings and membership meetings with notice given as is practicable. Such notice may be given in any practicable manner, including publication, radio, United States mail, the Internet, public service announcements, and conspicuous posting within the Subdivision or any other means the Board deems reasonable under the circumstances. Notice of Board decisions may be communicated as provided in this paragraph.
- (b) Cancel and reschedule any Association meeting.
- (c) Name as assistant officer's, persons who are not directors, which assistant officers shall have the same authority as the executive officers to whom they are assistants during the state of emergency to accommodate the incapacity or unavailability of any officer of the Association.
- (d) Relocate the Association's principal office or designate alternative principal offices.
- (e) Enter into agreements with applicable governmental agencies to assist such agencies with debris removal.

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- (f) Implement a disaster plan before or immediately following the event for which a state of emergency is declared which may include, but is not limited to, shutting down or off elevators; electricity; water, sewer, or security systems; or air conditioners.
  
- (g) Based upon the advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine that any portion of the Subdivision is unavailable for entry or occupancy by Members or their family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.
  
- (h) Require the evacuation of the Subdivision in the event of a mandatory evacuation order in the locale in which the Subdivision is located. Should any Member or other occupant within the Subdivision fail or refuse to evacuate where the Board has required evacuation, the Association shall be immune from liability or injury to persons or property arising from such failure or refusal.
  
- (i) Based upon advice of emergency management officials or upon the advice of licensed professionals retained by the Board, determine whether the Subdivision, or any portion thereof, can be safely inhabited or occupied. However, any such determination shall not be conclusive as to any determination of habitability under the provisions of the Declaration.
  
- (j) Mitigate further damage, including taking action to contract for the removal of debris and to prevent or mitigate the spread of fungus, including, but not limited to, mold or mildew, by removing and disposing of wet drywall, insulation, carpet, cabinetry, or other fixtures on or within the Subdivision, even if the affected Member is obligated by the Declaration or law to insure, repair or replace such items.
  
- (k) Contract, on behalf of any of the Members, for items or services for which the Members are otherwise individually responsible, but which are necessary to prevent further damage to any portion of the Subdivision. In such event, the Member or Members on whose behalf the Board has contracted are responsible for reimbursing the Association for the actual costs of the items or services, and the Association may use its lien authority provided by the Declaration and applicable law to enforce collection of such charges. Without limitation, such items or services may include the drying of dwelling units or commercial properties, the boarding of broken windows or

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doors, and the replacement of damaged air conditioners or air handlers to provide climate control in such units or other portions of the Subdivision.

(l) Regardless of any provision to the contrary and even if such authority does not specifically appear in the Declaration, Articles, or By-Laws of the Association, levy special assessments without a vote of the Members.

(m) Without the Members' approval, borrow money and pledge Association assets as collateral to fund emergency repairs and carry out the duties of the Association when operating funds are insufficient. This paragraph does not limit the general authority of the Association to borrow money, subject to such restrictions as are contained in the Declaration, Articles, or By-Laws of the Association.

Section 2. Limitations. The special powers authorized under this Article XVI shall be limited to that time period reasonably necessary to (i) protect the health, safety, and welfare of the Association, the Members and the Members' family members, tenants, guests, agents, or invitees, and (ii) mitigate further damage and make emergency repairs.#

\* The identified amendments to the Bylaws of MAGNOLIA POINT COMMUNITY ASSOCIATION, mc., a Florida non-profit corporation (the "Association") were approved by not less than a two-thirds (2/3) vote of the Directors present at a duly called meeting of the Association's Board of Directors held on December 10, 2012. They became effective on December 11, 2012. (Compiled, incorporated and corrected in present document on January 31, 2019.)

\*\* The identified amendment to the Bylaws of MAGNOLIA POINT COMMUNITY ASSOCIATION, mc., a Florida non-profit corporation (the "Association") were approved by not less than a two-thirds (2/3) vote of the Directors present at a duly called meeting of the Association's Board of Directors held on February 18, 2019. They became effective on February 19, 2019. (Compiled, incorporated and corrected in present document on April 3, 2019.)

# The identified amendments to the By-Laws of MAGNOLIA POINT COMMUNITY ASSOCIATION, Inc., a Florida non-profit corporation (the "Association") were approved by not less than a three-fifths (3/5) vote of the Directors present at a duly called meeting of the

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Association's Board of Directors held on June 10, 2019. They became effective on June 11, 2019. (Compiled, incorporated and corrected in present document on June 11, 2019.)

## The identified amendments to the By-Laws of MAGNOLIA POINT COMMUNITY ASSOCIATION, Inc., a Florida non-profit corporation (the "Association") were approved by not less than a three-fifths (3/5) vote of the Directors present at a duly called meeting of the Association's Board of Directors held on December XX, 2022. They became effective on December XX, 2022. (Compiled, incorporated and corrected in present document on December XX, 2022.)