

BY-LAWS
OF
ARCADIAN SHORES SINGLE-FAMILY
RESIDENTIAL HOME OWNERS ASSOCIATION, INC.

ARTICLE I
Membership

Section 1. All owners of homes and lots in Arcadian Shores are eligible to become members of the Association. Membership shall be effected by signing an agreement to abide by the By-Laws, Rules and Regulations of the Association.

Section 2. A member is considered to be in good standing if his annual assessment is paid within thirty (30) days after the date it is due.

Section 3. Each member in good standing shall be entitled to vote; however, there shall be only one vote per home or lot. Owners of more than one home or lot shall have only one vote.

ARTICLE II
Meeting of Members

Section 1. Annual Meeting: The annual meeting of the members shall be held during January of each year, on a date to be determined by the Board of Directors, at the hour of 8:00 P.M.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of any member.

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 ten (10) days, 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 notice. Such notice shall specify the place, day 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 a majority of the members entitled to cast, or of the proxies entitled to cast the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time without notice other than announcement of the meeting until a quorum as aforesaid shall be present or represented.

ARTICLE III
Board of Directors: Selection: Term of Office

Section 1. Number: The affairs of the Association shall be managed by a Board of seven (7) directors, who must 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 year and four (4) directors for a term of two years. *Thereafter, directors shall be elected for a term of two years.* At each subsequent annual met the members shall elect directors to fill vacancies. A **director** *has served a full term may not succeed himself.*

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.

Section 5. Action Taken Without a Meeting: The directors shall have the right to **take an** action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE IV
Nomination and Election of Directors

Section 1. Nomination: Nomination for election to the Board of Directors shall be made by a nominating committee consisting of three (3) persons appointed by the President. Additional nominations may be made from the floor at the annual meeting. Only members of the Association in good standing may be nominated for director.

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 Articles. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V
Meeting of Directors

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held in the second week of each month on a mutually agreeable day, at such place and hour as may be fixed from time to time by resolution of the Board.

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 three (3) days notice to each director.

Section 3. Quorum: A majority of the number 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 is present shall be regarded as the act of the Board.

ARTICLE VI Powers and Duties of the Board of Directors

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

- (a) act as sole agent of the Association in making contracts or incurring financial obligations;
- (b) adopt and publish rules and regulations governing the use of the facilities of the Association, and the personal conduct of the members and their guests thereon;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles or the Charter;
- (d) declare the office of a member of the Board of Directors to be vacant in the event of death or if a member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) employ an independent contractor or such other employees or agents as they 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 members at the annual meeting of the Association, or at any special meeting when such statement is requested in writing by one-fourth (^) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (c) upon approval of the budget presented at the annual meeting they shall fix the amount of the assessment for each member for the current year;
- (d) send written notice of each assessment to every property owner at least thirty (30) days in advance of the date it is due;
- (e) 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;
- (f) procure and maintain liability and fire and other hazard insurance on property owned by the Association;

- (g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (h) cause all of the facilities to be maintained with expenditures to be limited to the amount available in the budget as approved by the members.

ARTICLE VII
Officers and Their Duties

Section 1. Enumeration of Officers: The officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a 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 and each shall hold office for one (1) year unless he shall sooner resign, be removed, or otherwise become disqualified to **ser**

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 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 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:

President

- (a) The President shall preside at all meeting 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 sign all promissory notes. The Treasurer and either the President or the Vice-President shall sign all checks.

Vice President

- (b) The Vice-President shall act in the place and stead 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.

Secretary

- (c) 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; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant *or an Auditing Committee* at the completion of each fiscal year and shall prepare an annual budget with the approval of the Board of Directors and a statement of income and expenditures. Copies of both will be sent to each member with the notice of the annual meeting and will be presented to the membership for approval at the annual meeting.

ARTICLE VIII- Committees

The Board of Directors shall appoint such committees as are deemed appropriate in carrying out its duties.

ARTICLE IX Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Charter, Articles and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association and copies may be obtained at reasonable cost.

ARTICLE X Assessments

Each member is obligated to pay to the Association such assessments as are determined by the Board of Directors to be necessary to meet the amounts in the annual budget. Any assessments, either annual or special. Which are not paid within thirty (30) days after the date they are due shall be delinquent and the member shall not be in good standing. *Assessments for new residents will be pro-rated during their first year on a monthly basis beginning the month after their building permit is issued.*

ARTICLE XI
Declaration Binding on Member

All of the members of the Association are bound by and shall observe all of the provisions of the Declaration of Restrictions of Arcadian Shores as they may be revised from time to time.

ARTICLE XII
Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Declaration of Restrict and these By-Laws, the Declaration shall prevail.

ARTICLE XIII
Miscellaneous

The fiscal year of the Association shall begin on the first of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of issuance of the Charter of the Association and end on December 31, 1982.

Note: Text in italics were changes approved at the Annual meeting January 18, 1983.