

BYLAWS

OF  
*Homeowners Association of Sky Lake South*  
~~PROPERTY OWNERS ASSOCIATION OF SKY LAKE SOUTH~~  
~~UNITS SIX AND SEVEN, PHASE II, INC.~~  
*Units Six + Seven, Inc.*

ARTICLE I

Definitions

*See Merger  
pgs 4-5*

All terms used herein which are defined in the Declaration of Covenants and Restrictions for Sky Lake South Units Six and Seven, Phase II, as recorded in O.R. Book 3882, Page 1762, Public Records of Orange County, Florida (the "Declaration") shall be used herein with the same meanings as defined in said Declaration.

ARTICLE II

Location of Principal Office

The principal office of the Association shall be located at 912 North Highland Avenue, Orlando, Florida 32801, or at such other place as may be established by resolution by the Board of Directors of the Association.

ARTICLE III

Members, Voting Rights, and Assessments

1. Members. Every person or entity who is a record fee simple owner of a Lot shall be a member of the Association, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a member. Membership shall be appurtenant to, and may not be

separated from ownership of any Lot which is subject to assessment by the Association.

2. Voting Rights and Assessments. Assessments and installments thereon not paid when due shall bear interest from the date when due until paid at the rate set forth in the Declaration and shall result in the suspension of voting privileges during any period of such non payment.

#### ARTICLE IV

##### Meeting of Members

1. Location. All meetings of the Association shall be held at the principal business office of the Association in the state of its incorporation, except such meetings as the Board of Directors to the extent permissible by law expressly determines shall be held elsewhere, in which case such meetings may be held, upon notice thereof as hereinafter provided, at such other place or places within or without the state of its incorporation, as said Board of Directors shall have determined, and as shall be stated in such notice; and, unless specifically prohibited by law, any meeting may be held at any place and time, and for any purpose, if consented to in writing by all of the members entitled to vote there at.

2. Annual Meetings. The first annual meeting of the Association shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month at the same time each year thereafter. At the annual meeting the members shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

3. Special Meetings. Special meetings of the Association may be held for any purpose or purposes. They may be called by the Chairperson of the Board, President, Secretary, or by the Board of Directors, or by not less than one-fourth (1/4) of all members entitled to vote at any such meeting.

4. Notice of Meetings. Written or printed notice of each meeting of the Association, whether annual or special, stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes thereof, shall be delivered or given to each member entitled to vote thereat, not less than fifteen (15) days nor more than sixty (60) days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given. In addition to such written notice, published notice shall be given in the manner then required by law.

Any notice of an Association meeting sent by mail shall be deemed to be delivered when deposited in the United States



mail with postage thereon prepaid addressed to the member at his address as it appears on the records of the Association.

5. Waiver of Notice. Whenever any notice is required to be given under the provisions of these Bylaws or the Articles of Incorporation or of any law, a waiver thereof in writing signed by the person entitled to such notice whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

6. Conducting the Meetings. Every meeting of the Association for whatever object, shall be convened by the Chairperson of the Board or President, or by the officer or person who called the meeting by notice as above provided, but it shall be presided over by the Chairperson of the Board, or in the absence of the Chairperson, the President; provided, however, that the members at any meeting, by a majority vote, and notwithstanding anything to the contrary elsewhere in these Bylaws, may select any persons of their choosing to act as Chairperson and Secretary of such meeting or any session thereof.

7. Quorum. Except as otherwise may be provided by law or by the Articles of Incorporation, ten percent (10%) of the members entitled to vote, present in person or by proxy, shall be requisite for and shall constitute a quorum, at all meetings of the Association for the transaction of business. Every decision of a majority of such quorum shall be valid as an Association act,

except in those specific instances in which a larger vote is required by law or by the Articles of Incorporation. If, however, such quorum should not be present at any meeting, the members present and entitled to vote shall have power successively to adjourn the meeting, without notice other than announcement at such adjournment. At such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally notified.

8. Proxies. At any meeting of the Association, every member having the right to vote shall be entitled to vote in person, or by proxy executed in writing and delivered to the secretary by such member or by his duly authorized attorney-in-fact. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

9. Members List. A complete list of the members entitled to vote at each meeting of the Association arranged in alphabetical order, with the address of each, shall be prepared by the secretary, and shall for a period of ten (10) days prior to the meeting be kept on file in the registered office of the Association in the state of its incorporation or the principal business office of the Association and shall at any time during the usual hours for business be subject to inspection by any member. A similar or duplicate list shall also be produced and kept open for the inspection by any member during the whole time of the meeting.



Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting.

#### ARTICLE V

##### Election of Directors: Nominating and Election Committees

1. Number. The affairs of this Association shall be managed by a board of at least three (3) directors, who need not be members of the Association.

2. Nomination. Nominations for the election of Board members may be made by Nominating Committee appointed by the Board. Within thirty (30) days of the annual meeting of the Association, the Nominating Committee shall notify the Secretary of the names of the candidates nominated for election to the Board of Directors. The Secretary shall, within seven (7) days of receiving such notification from the Nominating Committee, prepare and mail ballots to the members.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. In addition to nominations made by the Nominating Committee, nominations made from the floor at annual meetings or duly called Special Meetings shall be accepted.

3. Ballots. All elections to the Board of Directors shall be made on written ballots which shall (a) describe the

vacancies to be filled by Members, and (b) set forth the names of those nominated for each vacancy by the Nominating Committee or by nomination from the floor. Upon receipt of such ballots, such members and representatives may, in respect to each vacancy, cast as many votes for the persons nominated as they are entitled to exercise under the provisions of the Articles of Incorporation and these Bylaws.

4. Election. The completed ballots shall be returned to the Secretary at the address of the Association, or at such other address as designated upon each ballot. Upon receipt of each ballot, the Secretary shall immediately place it in the safe or other locked place until the date of the annual meeting of the Association. On that day, and at the annual meeting, the ballots shall be turned over to an election committee which shall consist of three (3) members appointed by the Board of Directors or to be counted by the Secretary if the Board has not appointed an election committee.

5. Effective Date. The members of the Board of Directors elected or appointed in accordance with the procedures set forth in this Article shall be deemed elected or appointed as of the date of the annual meeting of the Board of Directors.

6. Vacancy. Any vacancy occurring on the Board of Directors because of death, resignation or other termination of services of any Director, shall be filled by the Board of

Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until successor shall have been elected and/or appointed and qualified.

7. Removal of Directors. The members shall have the power by a majority vote at a special meeting expressly called for that purpose, to remove any director or all directors from office with or without cause.

#### ARTICLE VI

##### Powers and Duties of the Board of Directors

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

A. To call meetings of the members.

B. To appoint, at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

C. To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.



D. To adopt and publish rules and regulations governing the use of the Common Area or any parcel thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

E. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

F. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to members in the Declaration or the Articles of Incorporation of the Association.

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

A. To cause to be kept a complete record of all its acts and corporate affairs.

B. To supervise all officers, agents and employees of this Association and to see that their duties are properly performed.

C. With reference to assessments of the Association:

(1) To fix the amount of the Assessment against each member for each assessment period at least thirty (30) days in advance of such date or period.

(2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be opened to inspection by any member; and

(3) To send written notice of each assessment to every member subject thereto.

D. To issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

## ARTICLE VII

### Directors and Meetings

1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

2. Notice. Notice of such meetings are hereby dispensed with. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or Vice

President of the Association or by any two (2) Directors after not less than three (3) days notice to each Director stating the time, place and purposes of any such meeting.

4. Quorum. At all meetings of the Board, a majority of the whole authorized number of Directors shall, unless a greater number for any particular matter is required by the Articles of Incorporation or these Bylaws, constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or by these Bylaws, shall be the act of the Board of Directors.

Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

5. Board Action. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filled with the corporate records and made part of the minutes of the meeting.



## ARTICLE VIII

### Officers

1. Enumeration of Officers. The officers shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined by the Board, in accordance with the Articles of Incorporation, to be from time to time appropriate. The President shall be a member of the Board of Directors, but the other officers need not be.

2. Election. The officers of the Association shall be elected by the Board of Directors, which shall be held immediately following the annual meeting of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and qualified.

3. Vacancy. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board of Directors for the unexpired portion of the term.

4. Removal. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5. 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 of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

B. Vice President. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one (1) Vice President, shall perform all the duties of the President in his absence. The Vice President shall perform such other acts and duties as may be assigned by the Board of Directors.

C. Secretary. The Secretary shall be ex officio the Secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. The Secretary shall sign all certificates of membership, shall keep the records of the Association, and shall record in the book kept for that purpose all the names of the members of the Association together with their addresses registered by such member.

D. Treasurer. 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, provided, however, that a resolution of the

Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

The Treasurer, or a duly appointed agent, shall keep proper books of account and cause an annual audit of the Association books be made by a certified public accountant at the completion of each fiscal year. The Treasurer or the appointed agent shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request by a member.

6. Salaries. The salaries, if any, of the officers and assistant officers of the Association shall be set by the Board of Directors.

## ARTICLE IX

### Committees

1. Standing Committees. The standing Committees of the Association shall be:

The Nominating Committee

The Maintenance Committee

The Architectural Control Committee (the "ACC")



Each committee, other than the ACC, shall consist of a chairperson and two (2) or more members and shall include a member of the Board of Directors. The committees (except the ACC) shall be appointed by the Board of Directors within thirty (30) days after each annual meeting of the Board of Directors, to serve until succeeding committee members have been appointed. The Board of Directors may appoint such other committees as it deems advisable.

2. Nominating Committee. The Nominating Committee shall have the duties and functions described in these Bylaws.

3. Maintenance Committee. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of property in Sky Lake South Units Six and Seven, Phase II, and shall perform or seek the performance of such other functions as the Board, in its discretion, determines.

4. Architectural Control Committee. The ACC shall be appointed, shall serve, and shall have the duties and functions as described in the Declaration. A party aggrieved by a decision of the ACC shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, that the Board review such decision. The determination of the Board upon reviewing such decision of the ACC shall in all events be dispositive.

5. Subcommittee. The Maintenance Committee and other committees appointed and so empowered by the Board of Directors (but not the Nominating Committee or the ACC) shall have the power to appoint subcommittees from among their membership and it may delegate to any subcommittees any powers, duties and functions.

6. Duties. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its scope of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, Director or officer of the Association which is further concerned with the matter presented.

#### ARTICLE X

##### Books and Papers

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

#### ARTICLE XI

##### Seal

The Association shall have a seal in circular form having its circumference the words: ~~Property Owners Association of Sky~~  
homeowners Association of Sky Lake  
South Units 6 & 7 Inc

~~Lake South Units Six and Seven, Phase II, Inc.~~, a corporation not  
for profit, 1990.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed by the  
vote of a majority of a quorum of members present at a duly  
constituted meeting.

IN WITNESS WHEREOF, the Board of Directors have hereto  
set their hands and seals this \_\_\_\_\_ day \_\_\_\_\_,  
1990.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director



CERTIFICATION

I, \_\_\_\_\_, the duly elected and qualified Secretary of the PROPERTY OWNERS ASSOCIATION OF SKY LAKE SOUTH UNITS SIX AND SEVEN, PHASE II, INC., a Florida not-for-profit corporation, do hereby certify that the Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors, hereof, held on the \_\_\_\_ day of \_\_\_\_\_, 1990.

\_\_\_\_\_  
Secretary

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