

BY-LAWS OF TIMBER LAKE HOMEOWNERS ASSOCIATION, INC., OF TALLAHASSEE

ARTICLE 1 - - Name & Address

Name and Location. The Timber Lake Homeowners Association Inc., of Tallahassee, a Florida Not-For-Profit Corporation, shall hereinafter be referred to as the Association. The address of the corporation shall be the address established by the current Treasurer for his/her term of office. Meetings of the Board of Directors and of members may be held at such places within the State of Florida, Leon County, as may be designated by the Board of Directors.

ARTICLE II -- Definitions

- Section 1.** **Association** shall refer to the Timber Lake Homeowners Association, Inc., of Tallahassee, its successors and assigns.
- Section 2.** **Articles** shall refer to the Articles of Incorporation filed for the corporation with the Florida Secretary of State's office.
- Section 3.** **By-laws** shall mean such by-laws established or amended by the Association from time to time.
- Section 4.** **Common Area** shall mean all real property owned by the Association for the common use and enjoyment of the owners subject to the property rights contained in the Association's Declaration of Restrictive Covenants and Florida Statutes.
- Section 4.** **Declaration** shall refer to the Declaration of Covenants and Restrictions applicable to the properties recorded in the Office of the Clerk of Circuit Court, Leon County, Florida.
- Section 5.** **Directors** shall mean and refer to the duly elected Board of Directors as established herein.
- Section 6.** **Emergency** shall refer to any situation where urgent action is needed to protect and/or preserve the life, health, or property of the association, its members, or guests.
- Section 7.** **Florida Statutes** primarily refers to provisions of the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617.
- Section 8.** **Member** shall refer to those persons entitled to Class A membership as provided in the Declaration and the Articles. A Member does not have authority to act for the Association by virtue of being a Member.
- Section 9.** **Owner** shall refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 10.** **Properties** shall mean that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III - - Association Purposes and Powers

The Association has been organized for the purposes detailed in the Articles and shall have all powers given to it by the State of Florida as detailed in the Florida Statutes, in the Declarations and these By-laws.

ARTICLE IV - - Property Rights and Rights of Enjoyment of the Common Area

- Section 1.** Each member shall be entitled to the use and enjoyment of the Common Area and facilities. These rights and privileges and the Association's authority to suspend them are detailed in the Association's governing documents which include the Declaration, Articles, By-laws, and Florida Statutes.
- Section 2.** Any owner may delegate their rights to the use and enjoyment of the common properties and facilities to the family members who reside upon or visit the properties or to any tenant residing thereon.
- Section 3.** Owners shall be responsible for informing family members or tenants of the provisions of the Declarations and of the By-laws.
- Section 4.** The Association, each member and a member's tenants, guests and invitees must comply with applicable laws and rules and regulations set forth in or authorized and issued under the authority of the Association's governing documents. Legal actions to redress alleged failure or refusal to comply with these provisions may be brought by the Association, the members or others listed in accordance with Florida Statutes.

ARTICLE V- - Meetings

- Section 1. Directors' Meetings.** A meeting of the Directors occurs whenever a quorum of the board gathers to conduct Association business. Meetings shall be open to all members except for meetings between the board and its attorney with respect to proposed or pending litigation where the contents would be governed by the attorney-client privilege. Monthly meetings shall be held by a quorum of the Directors to address the operations of the Association. A majority of the duly elected Directors must be present in order to have a quorum. The meetings will be held in accordance with Robert's Rules of Order. The schedule of dates, times and locations for the monthly meetings shall be published in the Association's official newsletter and posted on the bulletin board located in the Commons Area at least 48 hours in advance of a meeting, except in an emergency.
- Section 2. Directors' Emergency Meetings.** Special meetings of the Directors may be called at any time without advanced notice when an emergency exists and action by the board is warranted. Any action taken at these meetings will be valid and binding. A copy of the minutes of these meetings will be presented at the next scheduled Directors' meeting.
- Section 3. Association Annual Meetings.** The annual meeting of the Members shall be held during the May meeting of the Directors. At this time the Directors will present the Association's annual report to the membership and elections, if applicable, will be held. Members shall have and maintain all voting rights given under the provisions of the Declaration and Florida Statutes.
- Section 4. Association Special Meetings.** Special meetings of the Members may be called by the Directors at the written request of at least 10 percent of the total voting interests of the Association. The request must be submitted to and validated by the Secretary or the Directors' duly authorized substitute. Such request must state the purpose of the meeting and time must be given for validation and scheduling. A special meeting may also be called when the Directors determine that a specific issue needs the consideration of the full Association. A copy of the minutes of these meetings will be presented for approval at the next Directors' meeting. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.
- Section 5.** Unless otherwise provided in the Association's By-laws, the Articles or Declaration, the percentage of total voting interests in person or by proxy to constitute a quorum at a meeting of members shall be thirty percent (30%). Unless otherwise provided, decisions which require a vote of the members must be made by the concurrence of at least a majority of the voting interests present in person or by proxy represented at a meeting at which a quorum has been attained.

ARTICLE VI - - Board of Directors; Selection; Term of Office

- Section 1. Number.** The affairs of this Association shall be managed by a board of five (5) Directors, who shall be Members of the Association. Each of the elected directors' positions shall be defined by one of the specific offices defined herein. The board of directors shall be comprised only of these elected officials. The terms "board of directors" and "elected officials" may be used interchangeably.
- Section 2. Term of Office.** Each Director shall be elected for a term of one year. There shall be no limit to the number of times a Director may be re-elected.
- Section 3. Removal.** Any member of the board of directors may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership. Any call for removal must be scheduled at a special meeting. In the event of death, resignation, or removal of a director, the successor shall be selected by the remaining directors to serve the unexpired term.
- Section 4. Compensation.** Directors shall only be reimbursed for actual out-of-pocket expenses incurred in the performance of officially sanctioned duties.

ARTICLE VII - - Officers

- Section 1. President.** The President shall preside at all meetings of the Directors; shall see that official orders and resolutions are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. Checks for any item under \$600 may be signed by any other board member. The President shall retain an auditor for the annual financial review of the Association's books and records. The President shall be responsible for having an annual budget prepared which meets the requirements of the Florida Statutes.
- Section 2. First Vice-President.** The First Vice-President shall act as President in the event of the President's absence and shall discharge such other duties as may be required by the Directors.
- Section 3. Second Vice-President.** The Second Vice-President shall serve as the chair of the Architectural Control Committee, shall act as President in the absence of both the President and the First Vice-President, and shall exercise such other duties as may be required by the Directors.
- Section 4. Secretary.** The Secretary shall record the votes, keep the minutes of all meetings and proceedings of the Directors; keep the Association's corporate seal and affix it on all papers when required; serve notice of meetings; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Directors. The secretary shall also ensure that all significant actions by the Directors are included in the newsletter, and shall maintain, secure, and protect any and all other Association records.
- Section 5. Treasurer.** The Treasurer shall receive and deposit all finances of the Association and shall disburse such funds as directed by resolution of the Directors; shall, along with the president or designee, sign all checks and promissory notes of the Association; keep proper books of accounts; provide the Association books for the annual audit ; shall prepare a financial statement to be presented to the membership at its regular annual meeting. All duties will be executed in accordance with the generally accepted accounting principles and Florida Statutes.

ARTICLE VIII - - Committees

The Directors shall appoint such committees as provided for in the Articles or the Declaration or as it may deem appropriate in carrying out its purpose. All committee members must be current Members of the Association.

ARTICLE IX - - Books and Records

The official records of the Association shall be open to inspection and available for photocopying by Members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access. This requirement will be complied with by having a copy of the official records available for inspection or copying in the community. Copies of all books and records shall be maintained within the state for a period of not less than seven (7) years. A copy of the Declaration, the By-laws and the rules of the Architectural Control Committee shall be made available at no cost to each new Owner. Copies of documents may be purchased for the actual costs of the copying.

ARTICLE X - - Powers

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

- A) Adopt and publish rules and regulations governing the use of the Common Area;
- B) Suspend, in accordance with Florida Statutes, the right of any Member to use recreational facilities during any period for violation of rules set forth in the Association's governing documents;
- C) Exercise all powers, duties and authorities vested in or delegated to this Association and not reserved to the membership by the Articles, the Declaration, or these By-laws
- D) Declare a Director's office to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors without just cause as determined by a majority vote of the other Directors;
- E) Employ independent contractors, or such other employees as they deem necessary, prescribe their duties and make payment for services or goods rendered.

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

- A) Keep a complete record of all its acts and corporate affairs and to present a statement thereof at the annual meeting, or any special meeting when such statement is requested in writing;
- B) Supervise agents and employees of this Association;
- C) Cause, as more fully provided in the Declaration, to:
 - 1) Fix the amount of the annual assessment against each lot at least ninety (90) days in advance of the annual assessment and send written notice of assessment to every Owner subject thereto at least thirty (30) days in advance of the assessment period;
 - 2) At the majority vote of the Directors, file a lien against any property for which assessments are not paid within thirty (30) days after the due dates and/or refer the matter to legal counsel;
- D) Issue a receipt for any paid assessment. The Owner's canceled check shall serve as a receipt of payment;
- E) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- F) Bond all directors having fiscal responsibility greater than \$20,000;
- G) Maintain the Common Area;
- H) Obtain at least three (3) independent quotes for any repair or improvement in excess of \$600, unless there is no other source for procurement, or where a service, because of its ongoing cumulative nature (such as road repair), occasionally exceeds such amount. By majority vote of the Members present at a special meeting, obtain approval for all expenditures exceeding \$2,000;
- I) Require roadways to be clear and passable at all times. Any towing of personal vehicles shall

- be done in accordance with the prevailing Florida Statutes;
- J) Maintain the quality of all roadways and streets by repair and upkeep as funding allows. Maintain a long-range plan for scheduling major resurfacing projects. (Major road repair and paving projects shall include all projects exceeding \$2,000 in cost. The long-range plan shall also include estimates for expenditures to be included in the Association's annual budget as necessary);
 - K) Promote and engage in fund-raising activities when deemed appropriate. If any such event is scheduled, all net proceeds from such activities must be deposited with the Association's general funds. Fund-raising activities shall not include individual homeowner's garage sales unless such garage-sale items are donated to the benefit of the Association;
 - L) Allow Owners to conduct multiple-family garage sales in the Commons Area, provided such homeowners obtain prior written approval from the Directors;
 - M) Publish a newsletter to communicate pertinent information to all Owners and tenants;
 - N) Retain legal counsel on behalf of the Association as necessary;
 - O) Prepare and ratify an annual budget, and publish it no later than April 1 of each year;
 - P) Reimburse Directors for receipted, out-of-pocket expenses incurred on behalf of the Association;
 - Q) Pay attorney's fees and other legal expenses required to defend the actions of Directors while exercising the reasonable and legal discharge of their duties on behalf of the Association;
 - R) Have a fiduciary relationship with the Members who are served by the Association.

ARTICLE XI - - Assessments

As more fully provided in the Declaration, each Member is obligated to pay annual and member-approved special assessments which are secured by a lien upon the affected property. Any assessments which are not paid when due shall be delinquent. The Association may bring an action at law against the Owner or may foreclose the lien against the property. No Owner may waive or otherwise escape liability for the assessment by non-use of the Common Area or abandonment of their lot. Any partial payments shall be credited first to interest and penalties then to the assessment.

ARTICLE XII - - Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: **TIMBER LAKE HOMEOWNERS ASSOCIATION, INC., OF TALLAHASSEE.**

ARTICLE XIII - - Amendments

- Section 1.** These By-laws may be amended, at a regular or special meeting of the Members, by a majority vote. Those provisions of the By-laws which are governed by the Articles may not be amended except as provided in the Articles or applicable law; provided further that any matter stated herein to be or that is in fact governed by the Declaration applicable to the properties may not be amended except as provided in the Declaration. The Directors, acting alone, may not amend these By-laws.
- Section 2.** These By-laws and other governing documents shall be governed by Florida law. In the case of any conflict between the Articles 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 XIV- - Miscellaneous

The fiscal year of the Association shall begin on the first day of June and end on the thirty-first day of May.

ARTICLE XV--EXECUTION

IN WITNESS THEREOF, we the Directors of the Association, have hereunto set our hands and seal this eleventh (11) day of April, 1996 to this, the first by-laws of Timber Lake Homeowners Association, Inc., of Tallahassee.

TLHA Directors:

President: Steven F. Harrelson
Steven F. Harrelson

First Vice-President: Virginia Miller
Virginia Miller

Second Vice-President: Gerald F. Bell
Gerald F. Bell

Secretary: Linda N. Buckhalt
Linda N. Buckhalt

Treasurer: Patricia M. Kelly
Patricia M. Kelly

Signed, sealed and delivered in the presence of:

Hazel C. Hayes
Arndla V. Bladd
Russell Locandio
McGhee
Arny R. Mitchell
Lorraine A. Presn

