

BYLAWS
OF
DEER LAKE RUN
HOMEOWNERS ASSOCIATION, INC.

**BY-LAWS
OF
DEER LAKE RUN HOMEOWNERS ASSOCIATION, INC.**

I DEFINITIONS

All terms used herein which are defined in the Declaration Of Covenants and Restrictions for DEER LAKE RUN shall be used herein with the same meanings as defined in said Declaration.

II. LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be located at 1100 Deer Gulley Court, Apopka, Florida 32712 and its principal business address shall be P. O. Box 337, Apopka, Florida 32704-0337, or at such other place as may be established by resolution of the Board of Directors of the Association.

III. VOTING RIGHTS AND ASSESSMENTS

1. 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.

2. 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 of Covenants, Conditions and Restrictions for DEER RUN and shall result in the suspension of voting privileges during any period of such non-payment.

IV. MEMBERS MEETINGS

1. **Annual Meeting.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association and each subsequent regular annual meeting of members shall be held on the same day of the same month of each year unless changed by the Board. The annual meeting of the members shall be hold at such place and at such time as may be specified in the notice of the meeting, for the purpose of electing Directors and of transacting any other business authorized to be transacted by the members.

2. **Special Meetings.** Special Meetings of the entire membership of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, or by one-fourth (1/4) of all votes of the membership.

3. **Notice of Meetings**

(a) **Generally.** Written notice of all meetings of members shall be given by or at the

direction of the Secretary or, in the absence of the Secretary, another officer of the Association, to each member, unless waived in writing. Each notice shall be mailed to the members and shall state the time, place, day and hour of and purpose for which the meeting is called, which notices shall be given not less than **Thirty (30)*** days nor more than **Sixty (60)** days in advance of such meeting. *change

(b) Waiver. Any member may, in writing signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before, at or after the holding of the meeting, shall constitute notice to such member.

(c) Adjourned Meetings. If any meeting of members cannot be held because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum, is present.

4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. 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 at the meeting, until a quorum as aforesaid shall be present or be represented.

5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and may be returned to the secretary prior to any meeting or, in the alternative, may be voted at the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance of the Lot by the member. A proxy may be unlimited authorizing the holder to vote as such holder deems fit or limited authorizing specific votes on specific matters.

6. Presiding Officer and Minutes. At meetings of members, the President shall preside. Minutes shall be kept in a businesslike manner available for inspection by Directors, members and their authorized representatives during normal business hours at the principal office of the Association. The Association shall maintain permanent records of all minutes of Members' meetings.

V. BOARD OF DIRECTORS

1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of no less than three (3) and no more than seven (7) members. Each member of the Board shall also be a member in good standing of the Association and no more than one owner per Lot may serve on the Board at any one time.

2. Term of office. "The Directors shall serve a two year term elected at an annual meeting of the members of the Association. In the initial year of acceptance of this revision, the directors will be elected as follows: Three (3) directors for a two year term; and the remainder [up to four (4) directors] for a one year term. Thereafter in each odd election year, three (3)

directors will be elected for a two (2) year term, and in each even election year up to four (4) directors will be elected for a two (2) year term." *(Revised 02-07-1996)*

3. Removal. Directors may be removed from office by the vote of at least seventy-five (75%) percent of the members of the Association.

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 documented expenses incurred in the performance of his duties.

5. Vacancies. 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 shall serve until he or his successor shall have been elected and/or appointed and qualified.

6. Action Without a Meeting. The Board shall have the right to take any action in the absence of a meeting which it might take at a meeting of the Board provided, that there is written approval of all the directors, a record of all such actions so taken, signed by each Director, shall be filed and retained in the minute book of the Association. Any action so approved shall have the same effect as though taken at a meeting of directors.

VI. ELECTION OF DIRECTORS: NOMINATING/ELECTION COMMITTEE

1. Nominations for the election of Board members shall be made by the Nominating/Elections Committee appointed by the Board.

2. The Nominating/Elections Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. *(revision) A written list of all such nominees shall be provided by the Nominating/Elections Committee to all members of the Association no less than sixty (60) days prior to the scheduled date of the Annual Meeting (end).* In addition to nominations made by the Nominating/Election Committee, petitions for nominees shall be accepted if signed by fifteen (15) members and received by the Nominating/Election Committee at least forty-five (45) days prior to the scheduled date of the Annual Meeting. Nominations from the floor will not be accepted.

3. All elections to the Board of Directors shall be made on written ballots which shall (a) describe the number of positions to be filled by members, and (b) set forth the names of those nominated for such positions by the Nominating/Elections Committee or by petition. Proxies furnished with regard to election of the Board of Directors may also be designated by the Nominations/Elections Committee to serve as ballots. Upon receipt of such ballots such members may, in respect to each position, cast as many votes for the persons nominated as they are entitled to exercise under the provisions of the Articles of Incorporation and these By-Laws.

4. Completed ballots/proxies shall be voted as follows: Each such ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. *(revision)*

However, where more than one issue is being submitted to a vote of the members of the Association, separate "Ballot" envelopes shall be used for each such issue and maybe marked so as to indicate the issue being voted upon. (End of revision). Each such "Ballot envelope shall contain only one ballot and the Members shall be advised that the inclusion of more than one ballot in any one "Ballot" shall disqualify the return. Such "Ballot" envelope shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member or his proxy and any other information as the Board of Directors may determine will serve to establish his right to cast the vote presented in the ballot contained therein.

5. (a) Completed ballots/proxies may be returned to the Secretary at the address of the Association, or at such other address as designated thereon. Upon receipt, the Secretary shall immediately place same in a safe or other locked place until the date of the annual meeting of the Association. On that day, and at the annual meeting, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to the Nominating/Elections Committee which shall consist of five (5) members appointed by the Board of Directors. The Nominating/Elections Committee shall then adopt a procedure which shall: (1) establish the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member or his proxy identified on the outside envelope containing them; and (2) that the signature of the member or his proxy on the outside envelope is genuine. Such procedure shall be taken in such manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Nominating/Elections Committee.

(b) The external envelopes shall thereupon be placed in a locked or other safe-place and the Nominating/Elections Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one "Ballot", all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the external envelopes shall be destroyed.

(c) Ballots/proxies may be voted by the members prior to the annual meeting in accordance with the provisions set forth in this Article or, in the alternative, may be voted at the Annual Meeting.

6. 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.

VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. General. All of the powers and duties of the Association shall be exercised by the Board, including those existing under the laws of Florida, the Articles, these Bylaws and the Declaration, except to the extent such powers are specifically reserved to the membership. Such powers and duties shall be exercised in accordance with the Articles, these Bylaws and the

Declaration.

2. Powers. The Board shall be deemed to have the following powers:
 - (a) Contract for the management and maintenance of the Common Property and Community and, if deemed appropriate, authorize a management agent to assist the Association in carrying out its powers and duties, including but not limited to the performance of such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement as provided herein, with funds as shall be made available by the Association for such purposes. Any such contract shall be terminable for cause upon the giving of thirty (30) days prior written notice, and shall be for a term of from one (1) to three (3) years. Any such contracts shall be renewable by vote of the Board of Directors. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, including, but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association;
 - (b) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
 - (c) Authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and discharge of its responsibilities and obligations.
 - (d) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Declaration, Articles or these Bylaws.

3. Duties. The Board shall be deemed to have the following duties:
 - (a) Make, levy and collect assessments, late charges and, without limitation, assessments for reserves and for betterment to Common Property, against members and their Lots to defray the costs of the operation and maintenance of the Community and use the proceeds of assessments in the exercise of the powers and duties of the Association. In such regard the Board shall fix the amount of the annual Assessment against each Lot at least thirty (30) days in advance of each annual assessment period, send written notice of each assessment to every Member subject thereto at least thirty (30) days in advance of each annual assessment period and issue or cause to be issued, upon request, a certificate setting forth whether or not any assessments have been paid;

- (b) Prepare a roster of the members and assessments applicable thereto which shall be kept by the Treasurer or a designated agent and shall be open to inspection by any Member;
- (c) File and foreclose a lien against any Lot for which Assessments are not paid as required, or bring an action at law against the member personally liable;
- (d) Maintain, repair, replace, operate and manage the Common Property wherever the same is deemed to be prudent for the benefit of members; provided however, in the event of destruction or damage to the improvements to the Common Property, including landscaping, which are not covered by warranty or insurance, the Board may elect in its sole discretion not to reconstruct or replant such improvements as it may deem necessary and convenient;
- (e) Repair and reconstruct improvements in the Common Property, if any, after casualty;
- (f) Pay all taxes and Assessments which are liens against any part of the Common Property other than Lots and appurtenances thereto, and assess the same against the members and their respective Lots subject to such liens;
- (g) Procure and maintain adequate liability and hazard insurance on the Common Property for the protection of members and the Association against casualty and liability, including Directors' liability insurance in the minimum amount of \$1,000,000 each loss/\$1,000,000 each year;
- (h) Pay all costs of power, water, sewer and other utility services rendered to the Association and not billed to the Owners of the separate Lots;
- (i) Supervise all officers, agents and employees of the Association;
- (j) Cause to be kept a complete record of all the Association's acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting;
- (k) Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

VIII. MEETINGS OF DIRECTORS

1. Organizational Board Meeting. The organizational meeting of a newly elected or designated Board shall be held within fifteen (15) days of its election or designation, at such time and place as shall be fixed at the meeting at which the Board was elected, and no further notice of the organizational meeting shall be necessary, provided that a quorum of Directors shall be present.

2. Regular Board Meeting. Regular meetings of the Board may be held at such times and places as shall be determined from time to time by a majority of the Directors. Provided that the meetings are held on the regularly established day and time, no further notice is required. Notice of any meeting of the Board of Directors where Assessments against members are to be considered for any reason shall be posted conspicuously within the Community at least forty eight (48) hours in advance for the attention of the members.

3. Special Meetings. Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of a majority of the Directors. Except in any emergency, not less than three (3) days notice of a special meeting shall be given to each Director, personally or by mail, telephone or telegram, which notice shall state the time, place and purpose of the meeting. Notice of any special meeting of the Board of Directors where Assessments against members are to be considered for any reason shall be posted conspicuously within the Community at least forty eight (48) hours in advance for the attention-of the members.

4. Quorum and Approval. The presence at meetings of the Board of members entitled to cast a majority of the votes of the entire Board shall constitute a quorum. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided in the Articles, these Bylaws or the Declaration. If any meeting of the Board cannot be held because a quorum is not present, or because the greater percentage of the Directors required to constitute a quorum for particular purposes is not present, wherever, the latter percentage of attendance may be required as set forth in the Articles, these Bylaws or the Declaration, the Directors who are present may adjourn the meeting from time to time until a quorum, is present. At any subsequent adjourned meeting, any business which might have been transacted at the meeting, as originally called may be transacted at the subsequent adjourned meeting without further notice.

5. Board Minutes. Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by members and Directors during normal business hours at the principal office of the Association. The Association shall maintain permanent records of all minutes of Board meetings or committees of the Board acting on behalf of the Board.

6. Consents/Waiver of Notice. Any Director may waive notice of a meeting before, at or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. 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 a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made part of the minutes of the meeting.

7. Presiding Officer. The presiding officer of meetings of the Board shall be the President of the Association. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, the Directors present shall designate one of their number to preside.

IX. OFFICERS AND THEIR DUTIES.

1. Enumeration of Offices. 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 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 of Officers. The officers of the Association shall be elected by the Board of Directors, at a meeting which shall be held within fifteen (15) days of the annual meeting of the Association. New officers may be created and filled at any meeting of the Board of Directors.

3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

4. Vacancies. 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.

5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board 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. 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.

6. Multiple Offices. No person shall simultaneously hold more than one of any of the offices created pursuant to these Bylaws.

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

all of the powers and duties which are usually vested in the office of the President of a corporation not for profit and such additional powers as the Board may designate.

(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(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

(c) Secretary - The Secretary shall record the votes and keep the minutes of all proceedings of the Board and the Members, hold all proxies in a safe or other locked place, attend to the affairs of the Association, record the votes, keep the corporate seal, serve notice of meetings, keep all corporate minutes, and shall have such additional powers as the Board may designate.

(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, or his appointed agent, shall keep proper books of account and cause an annual audit, review or compilation report as directed by the Board of Directors, of the Association books to be made by a certified public accountant at the completion of each fiscal year. He or his 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.

(e) No officer shall receive compensation for any service he may render to the Association. However, any officer may be reimbursed for his actual documented expenses incurred in the performance of his duties.

X. COMMITTEES

1. The standing Committees of the Association shall be:
The Nominating/Elections Committee
The Maintenance Committee
The Architectural Control Committee (the "ACC")

Each committee shall consist of a chairman and two (2) or more members. Each committee, other than the ACC, and the Nominating/Elections Committee, shall include a member of the Board of Directors. Each of these committees shall be appointed 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. The Nominating/Elections Committee shall have the duties and functions hereinabove described in these Bylaws. Committee members shall not serve more than 2 consecutive years.

3. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of property in DEER LAKE RUN, and shall perform or seek the performance of such other functions as the Board, in its discretion, determines.

4. The ACC shall be appointed, shall serve, and shall have the duties and functions as described in the Declaration of Covenants, Conditions and Restrictions for DEER LAKE RUN. 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 the ACC decision, that the Board review the ACC decision. The determination of the Board upon reviewing such decision of the ACC shall in all events be final.

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

6. 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.

XI. FISCAL MANAGEMENT

Any and all provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

1. Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer and in accordance with generally accepted accounting procedures. Written summaries shall be supplied at least annually to members. Such records shall include, but not be limited to:

A record of all receipts and expenditures.

(a) A record of all receipts and expenses.

(b) An account for each lot which shall designate the name and address of the member, the amount of each assessment, dates and amounts in which the assessments come due, the amount paid upon the account and the balance due.

2. Inspection of Books. Financial reports and the membership records shall be maintained in the office of the Association and shall be available to Board of Directors, members and their mortgagors for inspection during normal business hours. The Association shall issue an annual financial report to members.

3. Annual Budget. The Board shall adopt, for, and in advance of, each fiscal year, a budget showing the estimated cost of performing all of the functions of the Association for the year. Each budget shall show the total estimated expenses of the Association for that year and shall contain an itemized breakdown of the Association expenses, which shall include without limitation, the costs of operating and maintaining the Common Property, taxes on Association property, if any, wages and salaries of Association management, legal and accounting fees, office supplies, public utility services not metered or charged separately to Lots, premiums for insurance carried by the Association and any reserve accounts and/or funds which may be established from time to time by the Board. Each budget shall also show the proportionate share of the total estimated expenses to be assessed against and collected from the members and due date(s). Nothing herein shall be considered as a limitation upon the levying of an additional assessment in the event that any budget originally adopted shall appear to be insufficient to pay the costs and expenses of operation and management or in the event of emergencies.

4. Notice of Adopted Budgets. Upon adoption of a budget, the Board shall cause written copies thereof to be delivered to all members. Assessments shall be made against members pursuant to procedures established by the Board, and in accordance with terms of the Declaration and Articles. Provided, however, that the lien or lien rights of the Association shall not be impaired by failure to comply with procedures established pursuant to these Bylaws.

5. Assessments. If an annual assessment is not adopted as required, an assessment shall be presumed to have been made in the amount of the last prior assessment, and shall be due upon the payment date previously established by the Board until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended through the end of the fiscal year; provided, nothing herein shall serve to prohibit or prevent the Board of Directors from imposing a lump sum assessment in case of an immediate need or emergencies, provided that such assessments shall not exceed 20% of the then current annual assessment.

6. The Depository. The depository of the Association shall be such bank or banks or savings and loan association or associations as shall be designated from time to time by the Directors and in which the monies shall be deposited. Withdrawal of monies from such accounts shall be only by checks or withdrawals signed by such persons as are authorized by the Directors, provided that any management agreement may include in its provisions authority for the Manager to sign checks on behalf of the Association for payment of the obligations of the Association.

7. Audit. An audit, review, or compilation of the accounts of the Association may be made from time to time as directed by the Board of Directors.

XII. PARLIAMENTARY RULES

Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration, Articles of Incorporation, or these Bylaws.

XIII. AMENDMENTS TO BYLAWS

The Bylaws may be amended by the special approval of a majority of votes cast at a regular or special meeting of members at which a quorum is present in person or by proxy.

XIV. BOOKS AND RECORDS

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

XV. GENERAL

1. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall prevail. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall prevail.

2. Corporate Seal. The Association shall have a seal in circular form having its circumference the words: Property Owners Association of DEER LAKE RUN, a corporation not for profit, 1987.