



# **BYLAWS**

Homeowners Association of  
Arcadia Village Country Club,  
Inc.



**A Florida Corporation Not**  
**For Profit**

Last Amended: 12/2021

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Arcadia Village Country Club, Inc.  
A Florida Corporation Not for Profit

**1. Identity and Purpose.**

These are the Bylaws of the Homeowners Association of Arcadia Village Country Club, Inc., a Florida corporation not for profit, hereinafter sometimes called "Association". The Articles of Incorporation of the Association are filed in the office of the Secretary of State.

The Association's purpose is to preserve the legal rights of the Members of the Association. These rights include, but are not limited to, negotiation with park management on the subject of rentals, leases, maintenance of facilities, and other matters relating to Arcadia Village Country Club (the "Village"). Among the legal rights of the Association, according to Florida Statutes Section 723.071, is the "right of first refusal" and the right to negotiate the purchase of Village property.

These Bylaws shall provide for all the duties, authorities and responsibilities set for in Chapter 723, Florida Statutes, and if they do not, they shall be deemed to contain said provisions.

**2. Association Office.**

The office of the Association shall be located at Arcadia Village Country Club, Arcadia, Florida. **The full address is: HOA 2692 NE Hwy 70 lot 18 Arcadia, Florida 34266**

**3. Fiscal Year.**

The fiscal year of the Association shall be the calendar year.

**4. Seal**

The seal of the corporation shall bear the name of the Corporation, the word "Florida," the words "Corporation Not for Profit," and the year of Incorporation.

**5. Dues**

**New Home Owners** must pay a one-time \$5.00 fee per dwelling at the time of joining the Association plus the annual dues of \$5.00.

**A. Members in good standing.** Each member is required to pay annual dues in the amount of \$5.00 All annual dues are to be paid by first Tuesday in December. No Member shall be entitled to vote on any matter until all such dues have been paid in full.

**B. Prior HOA Members.** Prior members will be reinstated by paying current annual dues.

## 6. Members

**A.** Membership in this corporation shall be open to and limited to all persons who are bona fide homeowners in the Village, who consent to become Members of the Association (the "Members"), and who meet the requirements to belong to the Association. To be a Member, eligible homeowners are required to pay dues to the Association and must abide by these Bylaws and the Articles of Incorporation. Only Members who meet the requirements above are entitled to vote.

## 7. Members Meetings.

**A. Annual Meetings.** Also known as **Members' Meeting.** The Annual Members' meeting shall be held in the Arcadia Village Country Club Cantina Clubhouse (the "Clubhouse ") at 7:00 P.M. on the second Tuesday in December of each year for the purpose of electing the directors and conducting such business as may come before the meeting.

**B. Directors Meetings.** Directors meetings will be held at least 2 times a year. These meetings will be held at 7:00 PM on the first Tuesday of the month. Directors may attend meeting in person or electronically.

**C. Special Meetings.** Special Members' meetings shall be held whenever called by the President, Vice Presidents or by majority of the Board of Directors, and must be called by such officers upon receipt of a written request from not less than ten percent (10%) of the voting Members of the Association.

**D. Minutes.** The minutes of Members' meetings shall be kept available for inspection by the Members or their authorized representatives at any reasonable time. The association shall retain these minutes for a period of not less than seven (7) years

**A.** Notwithstanding any other provision of law, the minutes of board or committee meetings that are closed to members are privileged and confidential and are not available for inspection or photocopying.

723.078(e) 1.

- E. Notice.** The President, Vice President or Secretary shall give notice to all Members stating the time, place and purpose for which the meeting is called. The notice shall be in writing and sent to each Member at his address as it appears on the books of the Association, and shall be mailed, hand delivered or electronically transmitted, not less than fourteen (14) days prior to the date of the meeting. Notice of all Members' meetings shall also be posted on the HOA Board located in Cantina Clubhouse at least fourteen (14) days prior to the meeting.
- F. Quorum.** Unless otherwise provided in the bylaws, 30 percent of the total membership is required to constitute a quorum. Decisions shall be made by a majority of Members in good standing represented at a meeting at which a Quorum is present.
- G. Voting.** Association Members in good standing shall be entitled to one (1) vote per dwelling unit owned.
- H. Proxies.** Votes by members in good standing may be cast in person or by proxy. A member may not vote by general proxy but may vote by limited proxies substantially conforming to a limited proxy form adopted by the division. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to amend the articles of incorporation or bylaws pursuant to this section, and any other matters for which this chapter requires or permits a vote of members, except that no proxy, limited or general, may be used in the election of board members. Notwithstanding the provisions of this section, members in good standing may vote in person at member meetings. A proxy is effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.
- I. Adjourned Meetings.** If any Members' meeting cannot be organized because a quorum has not been attained, the Members who are present either in person or by proxy, may adjourn the meeting until a later date when a quorum is present.
- J. Order of Business.** The order of business at the Annual Members' Meeting and as far as practicable at other Members' meetings, shall be:
- A.** Determining that a quorum is present
  - B.** Proof of notice of meeting or waiver of notice
  - C.** Reading and disposal of any unapproved minutes;
  - D.** Reports of officers;

- E. Reports of Committees;
- F. Election of Directors;
- G. Unfinished Business;
- H. New Business relating to the Association
- I. Adjournment

## 8. Directors

**A. Board of Directors.** A board of five (5) directors shall manage the affairs of the Association without compensations. The number of members on the Board of Directors maybe changed any time by amending the Bylaws as provided herein. The terms *Board*, *Board of Directors*, and *Board, Board of Directors* are synonymous. The Board and operation of the Association shall be governed by these Bylaw. The board is responsible for six (6) committees and two (2) subcommittees. These committees are Audit; Bylaws, Election; Liaison; Membership and Rent. The Election committee will appoint the two (2) sub-committees the registration and nominating committees. The Liaison committee will be made up of the current HOA board of directors.

**B.** All new directors will comply with 723 requirements for training.

**C. Election.** Annually the board will select a chairperson to chair the Election Committee. The chairperson will create two sub-committees, Registration and Nomination committee. The procedures for this committee will be provided by the board.

1. Election of Directors shall be held at the Annual Members' Meeting.
2. Only those persons who own homes in the Village and who are Members of the Association in good standing shall be qualified to be Directors.
3. The bylaws shall not restrict any member desiring to be a candidate for board membership from being nominated from the floor. All nominations from the floor must be made at a duly noticed meeting held at least 30 days before the annual meeting. All persons nominated for the Board of Directors shall be present for election, or have a letter written to the Secretary of the Association stating they will serve if elected.
4. The election shall be by secret, written ballot and by a plurality of the votes cast, each person voting being entitled to cast his or her votes for each of as many nominees as there are vacancies to be filled.
5. -Directors shall be elected for three (3) year terms.

6. Except as to vacancies provided by removal of Directors by Members, vacancies on the Board occurring between Annual Members' Meetings may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum; by the sole remaining director; if the vacancy is not so filled or if no director remains, by the members; or, on the application of any person, by the circuit court of the county in which the registered office of the corporation is located. The term of a director appointed to fill a vacancy expires at the next annual meeting.
7. Any Director may be removed, with or without cause, by a majority of the entire Membership at a special meeting of the Members called for the purpose. At the same meeting, the Members shall fill the vacancy on the Board. A special meeting of the Association to recall a Director may be called by ten (10%) percent of the Members by giving notice of the meeting in the manner required for notice of an Association meeting, and the notice shall state the purpose of the meeting. When filling such a vacancy, the residency formula set forth in 8. (3) shall be maintained.

**D.** An election is not required unless there are more candidates nominated than vacancies that exist on the board. 723.078b

**E. Organization Meeting.** The organizational meeting of Board shall occur within ten (10) days following the Annual Meeting. The organizational meeting shall be presided over by the highest-ranking officer present. The Association officers shall be elected at the organizational meeting. No other business is to be conducted at that meeting. This is the only meeting that can be held behind closed doors.

**F. Regular Meetings.** Regular meetings of the Board may be held at such place and time as determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director personally or by mail, telephone or facsimile transmission at least two (2) days prior to the day named for such meetings. All meetings of the Board shall be open to all Members, and adequate notice of all meetings, regular and special, shall be posted on the HOA Bulletin Board in the Cantina Clubhouses at least forty-eight hours in advance, except in an emergency. The minutes of all meetings of the Board shall be kept available for inspection by members, or their authorized representatives, at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

**G. Special Meetings.** Special Meetings of the Directors may be called by the president at any time, and all directors must be notified by the Secretary at the written request

of one third (1/3) of the Directors. Except in an emergency, not less than two (2) days' notice of the meeting shall be given personally or by mail, telephone, or facsimile transmission, which notice shall state the place, time and purpose of the meeting.

- H. Quorum.** A quorum at Directors' meetings shall consist of a majority of the entire Board. A board or committee member's participation in a meeting via telephone, real-time videoconferencing, or similar real-time telephonic, electronic, or video communication counts toward a quorum, and such member may vote as if physically present. A speaker shall be used so that the conversation of those board or committee members attending by telephone may be heard by the board or committee members attending in person as well as by members present at a meeting. Members of the board of directors may use e-mail as a means of communication but may not cast a vote on an association matter via e-mail.
- I. Adjourned Meetings.** If at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting to a later date until a quorum is present.
- J. Presiding Officer.** The presiding officer at Directors' meetings shall be the President. In the absence of the President, the next available officer in order of succession shall preside.
- K. Order of Business.** The order of business at a Directors' meeting shall be according to Roberts' *Rules of Order*.
- L. Powers.** All of the powers and duties of the Association existing under the Laws of the State of Florida, including but not limited to Florida Statutes Chapter 723, the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board.

## 9. Officers

- A. Board of Directors.** The Board shall elect a President, First Vice President, Second Vice President, Secretary, Treasurer from the Board of (5) five Directors. The Board may appoint and designate other officers and grant those duties it deems appropriate to them.
- B. Resignation.** Any officer may resign as an officer at any time. Such resignation shall be made in writing, submitted to the Secretary and shall take effect as is specified in the instrument.
- C. Vacancy.** The Board may fill any vacancy resulting from the removal or resignation of an officer as herein provided.

**D. President.** The President shall be the Executive Officer of the Association. He or she shall have all of the powers and duties usually vested in the office of President of an Association, including but not limited to, the power to appoint Committee Chairpersons from among the members.

**E. First and Second Vice Presidents.** In the absence or disability of the President, the First Vice President shall exercise the powers and perform the duties of the President. In the absence or disability of the President and First Vice President, the Second Vice President shall exercise the powers and duties of the President. The First and Second Vice Presidents shall also assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the President or Directors.

**F. Secretary.** The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He or she shall attend to the giving and serving of all notices required by law. He or she shall have custody of the Seal of the Association, and affix it to instruments requiring a seal when duly signed.

**G. Treasure.** The Treasurer shall be insured in an amount to be determined by the Board. The cost of such insurance shall be borne by the Association. The Treasurer shall maintain correct and complete books and records of accounts as recommended by the auditors to facilitate the preparations by the by the treasure of timely reports to the Membership and to the Board. Such reports shall include an accounting for the receipts and expenditures of the Association. The Treasure shall also be responsible for the preparation of financial statements for the calendar year to be presented at the Annual Meeting of Members. Any member, or his or her agent, or attorney may inspect all books and records of the Association. The treasurer shall have charge and custody and be responsible for all funds. He or she shall receive and give receipts for monies due and payable to the Association from any source. Such monies shall be deposited without delay in the name of the Homeowners Association of Arcadia Village Country Club, Inc., in a bank, trust company or other depository selected by the Board; two signatures shall be required to withdraw any funds from such depository. He or she shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned him or her by the Board or by the President. With board approval, the Treasure may appoint Member(s) of the Association to assist with bookkeeping.

**10. Amendments.** These Bylaws of the Association may be amended in the following manner:



**A. Notice.** Notice in writing of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. The proposal to amend existing Bylaw shall contain the text of the proposed amendment.

**B. Proposals.** The board or any Member may make a proposal to change or amend the Bylaws in the manner provided herein. Any proposal must be in writing, and must include both the text of the existing Bylaw and the text of the proposed amendment.

**C. Resolution and Adoption.** The Board or any member may propose a resolution for the adoption of a proposed amendment of the Bylaws. Such motion or resolution shall be posted in the Clubhouses at least thirty (30) days prior to the date of the meeting at which said motion or resolution shall be placed on the agenda for consideration. Except if the resolution is made in writing at the Annual Meeting from the floor. An amendment must be approved by a majority of the Members at a meeting in which a quorum is present.

**D. Conformity with Law.** The board will appoint a Bylaw Committee. The chairperson of the committee will be a member of the board. This committee will follow the procedures of the HOA in compliance of Florida statute 723.078 The Board and membership will approve any modification to the bylaws.

**11. Indemnification.** The Association shall indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding ( whether civil, criminal, administrative or investigative ) by reason of the fact that he or she is or was a Director, officer or agent of the Association, against expenses (including attorney's fees or appellate attorney's fees, judgments, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action, had no reasonable cause to believe this conduct was unlawful; except that no indemnification shall be made in respect of any claim, issue , or matter as to which such person shall have been adjudged to be liable for gross negligence or malfeasance in the performance of his or her duty to the Association.

**12. Wording Herein.** Headings contained herein are for informational purposes only and should not be construed to alter or amend the plain language of these Bylaws. In the event that any section or any portion thereof contained in these Bylaws should be ruled illegal or unenforceable, that portion of the Bylaws shall be deemed to have been deleted, and shall not affect the enforceability of the remainder of this document.

The foregoing, as amended, were adopted by the Bylaws of the Homeowners Association of Arcadia Village Country Club, Inc. A Florida Corporation Not for Profit at a meeting of the

Members on the 18<sup>th</sup> day of January, 2022 by authority of the Articles of Incorporation, Chapter 8.3 'Bylaws'.

President: Alan Lindsay Date 1-18-2022

Secretary: Cheryl Date 1-18-2022

Approved Committee Elizabeth A. Tan

\*The HOA procedures are located in the HOA office, HOA desk top and HOA laptop. These are found in the Siesta Clubhouse.

Amended 12/2021