

BYLAWS

LELY COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC. With Amendments through 06/24/14

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BYLAWS

LELY COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC.

As Amended: 02/18/14

ARTICLE I - NAME

The name of the corporation shall be **LELY COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, INC.** Its principal office shall be in the County of Collier, State of Florida.

ARTICLE II - PURPOSE

Section 1. In addition to those objects and purposes set forth in the Articles of Incorporation, the general nature of the objects and purposes of the corporation shall be as follows:

a. To provide a forum whereby the individual members of the several subdivisions known collectively as LELY COUNTRY CLUB may unite to promote the comfort, protection, convenience, interests, and vested rights of the property owners of LELY COUNTRY CLUB in general, and its members in particular.

b. To provide a vehicle for expressing desires and opinions to elected and appointed governmental officials.

c. To cooperate with other property owners associations and civic associations to promote mutually beneficial goals.

d. To provide a channel for dialogue within LELY COUNTRY CLUB, its developers, its heirs, successors and assigns.

e. To formulate, encourage, and advance ideas and policies which will inure to the benefit, best interests, and common good of all the members and property owners in LELY COUNTRY CLUB.

f. To develop and foster understanding between the members and the general public.

Section 2. Except as otherwise specified in the Articles of Incorporation, the corporation shall be empowered to do and perform all acts and things allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide.

ARTICLE III - MEMBERSHIP

Section 1. Definition.

Every person or entity who is a record owner of a fee simple or of a fractional undivided fee simple interest in any Lot or other residential unit (which includes a condominium unit) which is subject, by covenants of record, to the jurisdiction and powers of this corporation, and particularly to the assessment and assessment lien powers of this corporation, shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. As used in these Bylaws, the word "Lot" means and refers only to residential lots which are subject to the jurisdiction and powers of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot. All membership rights and duties shall be subject to and controlled by the Declaration of Protective Covenants for each subdivision in LELY COUNTRY CLUB as more particularly identified in the Articles of Incorporation (the "Declarations"), which are in the form of a covenant running with the land.

Section 2. Membership and Voting Rights.

Members shall be entitled to one vote for each Lot or other residential unit (which includes a condominium unit) owned. When more than one person holds an interest in any Lot or residential unit, all such persons shall be members, but the single vote for such Lot or other residential unit shall be exercised as they among themselves determine, and in no event shall more than one vote be cast with respect to any Lot or other residential unit.

Section 3. Suspension.

The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him within 90 days or any property owned by him, or if the Member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Board of Directors regarding the use of any property or conduct with respect thereto.

Section 4. Acceptance of Covenants.

Prior to the issuance of a Letter of Estoppel, a potential purchaser of property within the Association shall be required to complete a "New Homeowner Acknowledgment Form" stating acceptance of the By-Laws and Covenants and to pay an Acknowledgment Fee of \$100.00 (one hundred dollars).

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number and Qualifications.

There shall be a Board of Directors consisting of a minimum of twelve (12) and maximum of fourteen (14) directors.

Section 2. Classification and Term.

- a. Elected Directors. Directors elected at the annual meeting of the membership shall serve a term of two (2) years. Said terms shall be staggered to choose approximately one-half of the elected Directors each year. Directors may serve consecutive terms of office and the number of terms shall not be limited.
- b. Appointed Directors. Directors may be appointed to the Board to fill a vacancy or to increase the Board to the maximum of fourteen (14) allowed. Appointed Directors shall serve the unexpired term of the created vacancy or the term set by the Board resulting from an increase in the number of Directors.

Section 3. Vacancies of Officers and Directors.

- a. Vacancies of officers shall be filled from the current Directors for the unexpired term by a majority vote of the Directors in office at the time of the vacancy at any regular or special meeting of the Board called for the purpose of electing a new officer(s).
- b. Vacancies of Directors shall be filled from the available candidates (see article VI, Section 4) by a majority vote of those Directors present at a regular meeting of the Board, or a special meeting called for the purpose of electing a new Director(s). The President shall cast proxy votes for Directors who are not in attendance.
- c. The Board, for due cause and by a vote of $\frac{3}{4}$ of the Directors, may remove any officer from office or any Director from the Board. Any Director who fails to attend four consecutive Board meetings may be removed from the Board by a majority vote of all members of the Board at any regular meeting or special meeting of the Board.

Section 4. Assessments and Dues.

- a. The power of fixing the occasions, limits, amounts and the time and method of payment of regular or special assessment(s) and dues shall rest solely within the authority of the Board of Directors.
- b. The assessment(s) and/or dues shall be fixed by the Board of Directors each year for the next succeeding fiscal year.
- c. Any increase in dues shall not exceed ten percent (10%) or twenty-five dollars (\$25) maximum, whichever is greater, in any one fiscal year.
- d. Any assessment shall not exceed twenty percent (20%) of the annual dues in any one fiscal year.
- e. The amount(s) of assessment(s) and dues so fixed shall become, on and after notice, an indebtedness to the Corporation, collectible by due course of law.

Section 5. General Powers.

The Board shall have the power to manage all the affairs of the corporation and to make all contracts necessary for the proper transaction of its business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the corporation and its properties and finances, and all appropriations for the expenditure of corporation funds shall be made by them. They shall have the power to employ and discharge all employees of the corporation.

In addition to the powers conferred upon and delegated to the Board by the Articles of Incorporation and these bylaws, the power to hire, engage, employ and compensate experts and professionals of any and all fields of endeavor in order to further the objects and purposes of the corporation shall rest in the full, absolute, and uncontrolled discretion of the Board, to which such power is hereby specifically delegated.

Section 6. Meetings.

- a. The Board shall have an organizational meeting immediately following the Annual Member Meeting to nominate and to elect the Officers of the Association.
- b. The Board shall meet monthly, except during July, August and September, on a date, time and location as determined by the Board at the beginning of each calendar year. A notice of all scheduled meetings shall be provided to each Board member by the Secretary at least three (3) days prior to the meeting date.
- c. The President, or upon call of any three (3) Directors, may schedule additional meetings of the Board as needed.

- d. A majority of Directors, minus those Directors officially excused, shall constitute a quorum, provided that a minimum of five (5) Directors be present at a meeting.

ARTICLE V - OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. They shall be elected annually by the Board of Directors at the organization meeting of the Board and shall be members of the Board. The offices of Secretary and Treasurer may be, but need not be, filled by one individual. An Assistant Secretary and an Assistant Treasurer may also be elected by the Board and may be, but need not be, members of the Board.

Section 2. President.

The President shall be the chief executive officer of the corporation and Chairman of the Board. S/he shall appoint all committees, subject to approval of the Board, and shall be ex officio member of each committee except the Nominating Committee and Audit Committee. As ex officio member s/he shall be permitted, but not required, to attend any committee meeting.

Section 3. Vice President.

The Vice President shall perform the President's duties in his/her absence. In the event of the resignation of the President, the Vice President shall act until the Board fills the office of President. In the absence of both the President and the Vice President, the Board shall select a chairperson to perform the duties of the President.

Section 4. Secretary.

The Secretary shall issue all required notices of directors' meetings and meetings of the members and shall attend and keep the minutes of the same. S/he shall have charge of all corporate books, records, and papers; shall be custodian of the corporate seal; shall keep all written contracts of the corporation; and shall perform all other duties as are incident to his/her office or as assigned to him/her by the Board of Directors.

Section 5. Treasurer.

The Treasurer shall have custody of all money and securities of the corporation, and shall give bond in such sum with such security as the directors may require conditioned upon the faithful performance of the duties of the office. The amount of said

bond shall be paid by the corporation. S/he shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers to the directors for their examination and approval as often as they may require; and shall perform all such other duties as are incident to the office. At the annual meeting of the members, the Treasurer shall make a report of all receipts and disbursements for the preceding and current fiscal years, and of all outstanding obligations of the corporation. In the event of the absence or disability of the Treasurer, these duties shall be performed by such person as the Board of Directors shall select.

Section 6. Bonding.

All officers and employees of the corporation who have the custody or control of any funds of the corporation shall be bonded in such amount and by such surety as determined by the Board.

ARTICLE VI - COMMITTEES

Section 1. Appointment.

The President shall appoint all Standing Committee Chairpersons, subject to the approval of the Board of Directors. Except as elsewhere provided herein, the Chairpersons of all Standing Committees shall be current Directors.

Section 2. Executive Committee.

There shall be an executive committee consisting of five members, at least four of whom shall be members of the Board of Directors and one of whom, not necessarily a member, shall be a technical specialist (e.g., an architect, engineer, lawyer or accountant). The functions of this committee will consist of monitoring community appearance by reviewing applications for construction, landscaping and other approvals as provided in the Declaration of Protective Covenants for each of the subdivisions in Lely Country Club Estates and reporting thereon to the Board; monitoring all construction activity and recommending such corrective steps as are authorized in the Declarations of Protective Covenants; inquiring into and formulating solutions for problems involving streets, sewers, water, lights, drainage, lot maintenance, telephone and cable television service within the subdivision; coordinating services in regard to police protection, fire protection and prevention, traffic control, sanitation, trash removal, and noise suppression; and serving as liaison with city, county, school, zoning and other local governmental bodies and officials with respect to the subdivision.

In addition to the duties prescribed in those bylaws, the Executive Committee shall perform such other duties as may from time to time be assigned by the Board.

Section 3. Audit Committee.

The President shall appoint a Homeowner of this Association, who is not currently a Director on the Board, to serve as Chairperson of the Audit Committee. The Chairperson, at his or her discretion, may appoint additional Homeowners of this Association to serve on the Committee. It shall be the duty and responsibility of this Committee to conduct an annual audit of the financial records of the Corporation and to submit a financial report at the Annual Meeting of the Members and at any special meeting of the members called for that purpose.

Section 4. Nominating Committee.

The President shall appoint a current Director to serve on the Nominating Committee and a Member in good standing, who is not a current Director, to serve as Chairperson of the Nominating Committee. The Chairperson shall select other Members to serve on the Nominating Committee. Other Directors may serve on the Committee, but may not constitute the majority of Committee members. It shall be the duty and responsibility of this Committee to select and nominate both elected and appointed candidates for the Board, and to present those candidates to the Board. Pursuant to Florida Statutes for eligibility, any Member in good standing may be nominated.

- a. The list of nominations for annual elections shall reach the Secretary of the Association as necessary and appropriate. The list of nominations shall be submitted by the Secretary together with a ballot to the Members for the Annual Meeting.
- b. The names and resumes of persons proposed for election as Directors must be presented to the Board by the Nominating Committee or written notice no less than forty (40) days prior to the meeting at which the vote shall take place.
- c. The names and resumes of persons proposed for appointment must be presented to the Board no less than thirty (30) days prior to the meeting at which the vote shall take place.

Section 5. Hearing Committee

The President shall appoint a current Director to serve as the Hearing Officer. The Hearing Officer shall appoint a Hearing Committee of at least three (3) Members in good standing who are not current Directors or related to a current Director. It shall be the duty and responsibility of this Committee to hear appeals of fines levied by the Board as

related to reported violations of the governing documents [i.e., covenants, policies, and bylaws], and to determine the appropriate action to be taken.

Section 6. Other Committees.

Subject to the approval of the Board, the President may from time to time appoint such additional committees, including a Social Committee, as are necessary to carry out the objects and purposes of the corporation.

ARTICLE VII - MEMBERSHIP MEETING

Section 1. Annual Meeting.

The annual meeting of the members of the corporation shall be held at 7:30 P.M. within the third week of February. Annual meetings of the members shall be held in Collier County.

Notice of the meeting shall be mailed to each member not less than fifteen days nor more than thirty days before the time of the meeting. Such notice shall state the time and place of the meeting and, where the bylaws so require, the substance of any business to be transacted at the meeting. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to the member as his/her address appears on the records of the corporation.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President, or in his/her absence by the Vice President, or by a majority of the Board of Directors. It shall be obligatory to call such a meeting whenever so required by twenty-five percent or more of the members. Notice of the time, place and object of all special meetings of the members shall be mailed by the Secretary to each member not less than fifteen nor more than thirty days before the date thereof. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to the member as his/her address appears on the records of the corporation. At such special meeting no business except that which relates to the subject mentioned in the notice shall be transacted.

Section 3. Voting.

At every annual or special meeting of the members, each member shall be entitled to cast one vote which vote may be cast by him/her either in person or by proxy. Where membership is based upon co-ownership or family ownership of a residential site, the member vote shall be cast by one of the co-owners or one of the adult family members. Where membership is held by a legal entity, the member vote shall be cast by the agent or official of that entity so authorized. All proxies shall be in writing and be filed with the Secretary and by him/her recorded in the minutes of the meeting. At any annual or special meeting of the members where more than one-third of the members are present, either in person or by proxy, a quorum shall be deemed to exist and the vote of the majority of the members so present shall be deemed to be the act of all of the members of the corporation.

Conduct of the meetings of the members and of the Board shall be by Roberts' Rules of Order.

ARTICLE VIII - FINANCES

The funds of the corporation shall all be deposited in such banks, trust companies or savings and loan associations, as the Board shall from time to time designate and may be withdrawn or disbursed only by checks or orders signed in the manner prescribed by resolutions of the Board. The fiscal year of the corporation shall be the calendar year, January 1 through December 31.

ARTICLE IX - INDEMNIFICATION

Any person who has or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent

to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Bylaw. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Bylaw.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Bylaw.

ARTICLE X - AMENDMENT OF BYLAWS

From and after the enactment and approval of these bylaws, amendments shall be proposed by the Board of Directors and adopted by a majority of the membership voting at any annual or special meeting called for that purpose; provided, that the full text of any proposed amendment, alteration, or rescission shall be included in the notice of such meeting.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors and adopted by a majority of the membership at any annual or special meeting called for that purpose; provided that the full text of any proposed amendment shall be included in the notice of such meeting.