

JAMES LANDING PROPERTY OWNERS' ASSOCIATION
BY-LAWS

ARTICLE I – NAME AND LOCATION

The name of the Association is JAMES LANDING PROPERTY OWNERS' ASSOCIATION INC., hereinafter referred to as JLPOA. The mailing address will be designated by the Board of Directors, with the address of the Registered Agent being that of the current secretary.

ARTICLE II - DEFINITIONS

All terms and conditions used herein are to be further defined and clarified as set forth in, and according to, the JAMES LANDING DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (CC&R'S), as recorded in the Public Records of Brevard County, Florida.

SECTION 1. "Association" shall mean and refer to the JAMES LANDING PROPERTY OWNERS' ASSOCIATION, its successors and assigns.

SECTION 2. "Owner" shall mean and refer to the record owner, whether one or more persons, of a fee simple title to any lot, tract or parcel, which is part of the properties.

SECTION 3. "Properties" shall mean and refer to that certain real property described in Parcels A, B, and C of the James Landing Development and such additions hereto as may be brought under the jurisdiction of the Association.

SECTION 4. "Common Area" shall mean all real and personal property (including all improvements thereto) owned by the Association in fee simple, by the virtue of dedication to the Association, or otherwise, for the common use and enjoyment of the owners.

SECTION 5. "Lot" shall mean and refer to any unit, dwelling, home, parcel, tract or plot of land in Parcels A, B, or C in the overall James Landing Subdivision, on file with the City of Melbourne, with the exception of the Common Area, and/or rights of ways as shown on any recorded subdivision map or stage of the overall properties if dedicated to a public authority or to the Association for maintenance. Each lot is subject to assessment and entitles such owner to voting right as hereinafter defined.

SECTION 6. "Member" shall mean and refer to those persons entitled to membership in the JLPOA. Said Member shall be an Owner and in good standing with reference to payment of Yearly Assessment and any Association fines or charges.

SECTION 7. "JAMES LANDING" shall mean the overall James Landing Subdivision of single-family homes on file with Brevard County.

ARTICLE III – MEETING OF MEMBERS

SECTION 1. Notice of Meetings. All property owners will be advised of the date, time and location of any monthly, special, or annual meetings. Notifications shall be posted in advance on the Bulletin Board located in the common area at the corner of Alicia Lane, and on signs along Longview Road.

SECTION 2. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date turnover is completed to the Association, as provided for in the Articles of Incorporation, and each subsequent regular Annual Meeting of the members shall be held at a date, time and place as determined by the incumbent Board of Directors.

SECTION 3. Special Meetings. Special meetings of the members may be called at any time by the President of the Board of Directors of JLPOA, by the Board of Directors of the JLPOA, or upon written request of the Members who represent one-fourth of the members of the entire JLPOA.

SECTION 4. Notice of Annual Meetings. Written notice of each Annual meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by the mailing of a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the members address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, month, date and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

SECTION 5. Quorum. The presence at the Annual Meeting of Members entitled to cast, or of the proxies entitled to cast, one-third (1/3) of the votes of the membership shall constitute a quorum for any action, except as provided by the By-Laws of the JLPOA. If, however, such a quorum shall not be present or represented at any meeting, the members entitled to vote thereat, shall have the power to adjourn the meeting, until a quorum as aforesaid shall be present or represented. Quorum at the second meeting shall be one-fourth (1/4) of JLPOA members.

SECTION 6. Proxies. At all meetings of the members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance of his lot.

SECTION 7. Voting. Ownership of a James Landing lot shall entitle the owner/owners to a single vote in all JLPOA matters. Ownership of said lot shall be in good standing, free of all debts owed to the JLPOA for assessment, fines, penalties, etc.

ARTICLE IV – BOARD OF DIRECTORS, TERM OF OFFICE

SECTION 1. Number. The affairs of this Association shall be managed by a Board of five (5) Directors, who must be voting members, in good standing, of the Association.

SECTION 2. Terms of Offices. Board positions will be for three year terms, with one or two positions coming up for election each year, as applicable.

SECTION 3. Election of Officers. At the first meeting after the Annual Meeting, the new Board of Directors will cause the election of four (4) Officers to the JLPOA: President Vice-President, Secretary, and the Treasurer of the JLPOA.

SECTION 4. Removal. A) All members of the Board of Directors must be in good standing as to the JLPOA. Non-payment of assessment, fines, fees, penalties, etc., shall be cause for loss of position on the Board. B) In the event of the death, resignation or removal of a Director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor on the JLPOA Board of Directors.

SECTION 5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

SECTION 6. Action taken without a meeting. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of the Directors or by obtaining verbal approval of all Directors by email or telephone. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Such actions will be placed in writing in the records of the Association, as a special meeting.

ARTICLE V – NOMINATION AND ELECTION OF THE DIRECTORS

SECTION 1. Annual Meeting. The Association shall hold a meeting of its members annually for the transaction of any and all proper business at a time, date and place stated in, or fixed in accordance with, the By-Laws. The election of Directors, if one is required to be held, must be held at or in conjunction with the Annual Meeting or as provided in the governing documents.

SECTION 2. Content of Notice. Unless law or governing documents require otherwise, notice of an Annual Meeting need not include a description of the purpose or purposes for which the meeting is called. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

SECTION 3. Proxy Voting. The members have the right, unless otherwise provided in this subsection or in the governing documents, to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which it was given, and must be signed by the authorizing person who executed the proxy. A proxy is only effective for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

SECTION 4. Procedure.

a. Forty-five (45) days prior to the Annual Meeting and election, the Board of Directors will cause to be mailed to all owners of record, a notice of election, a blank “Intent to be a Candidate form”, a blank biographical summary form, and instructions for running for the Board. An affidavit of mailing will be executed for the mailing.

b. Owners wishing to nominate themselves for the Board may submit an “Intent to be a Candidate form”, which must be received by the Association at least fifteen (15) days prior to the Annual Meeting and election. Owners may submit one page biographical summary with their “Intent to be a Candidate form”.

c. Nominations can be made from the floor at the Annual Meeting, and such nominations added to the ballot prior to election taking place.

SECTION 5. Election. Election to the Board of Directors shall take place at the Annual Meeting and be by secret written ballot. At such election the members or their proxies may cast, in respect to each Director vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI – MEETING OF THE DIRECTORS

SECTION 1. Regular meetings. Regular meetings of the Board of Directors shall be held monthly or at a frequency determined by the Board of Directors to adequately carry on the

affairs of the Association, at such a date, time and place as may be fixed by the Board. Normally no meetings will be scheduled on Sundays or Holidays.

SECTION 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors, after not less than three (3) days notice to each Director.

SECTION 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at duly held meetings at which a quorum is present, shall be regarded as an act of the Board.

ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. Powers. The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of Common Area and facilities and the conduct of the members and their guests thereon and to establish penalties thereof.
- b. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved for the membership by other provisions of these By-Laws, the Article of Incorporation or the Declaration.
- c. 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 meetings of the Board of Directors.
- d. Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties in writing.
- e. Mortgage and encumber Common Areas as set forth in the Declaration and assign such assessments or portion thereof to the owners.
- f. To contract for the management of the Association and Common Areas and to delegate to such contractor all the powers and duties of the Association if so approved by the Board of Directors.
- g. To employ personnel to perform the services required for proper administration of the association.

ARTICLE VIII – OFFICERS AND THEIR DUTIES

SECTION 1. Enumeration of Offices. The officers of this Association shall be President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board and such other officers as the Board may from time to time by resolution create, all of whom shall be members of the Association.

SECTION 2. Election of Officers. The election of the Officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the members.

SECTION 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, and no more than two (2) years, unless he or she shall sooner resign or shall be removed or otherwise disqualified to serve.

SECTION 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority and perform such duties as the Board may, from time to time, determine.

SECTION 5. Resignation. 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, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve the remainder of the term of the Officer he replaces.

SECTION 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 all orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and promissory notes, shall have secondary signing authority for the checking account in the absence of the Treasurer.

b. VICE PRESIDENT: The Vice President shall act in the place of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c. SECRETARY: The Secretary shall record the notes and keep the minutes of all meetings and proceedings and of the members, serve notice of meetings of the Board and of members, keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the board.

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, shall sign all checks and promissory notes of the Association, keep proper books of account, cause an annual audit of the Association books to be made by an independent person responsible for tax reporting, or a certified public accountant, and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the members.

ARTICLE IX – COMMITTEES

The Association shall appoint an Architectural Committee as provided in the Declaration, and a Nomination Committee as provided by the By-Laws. In addition, the Board of Directors shall appoint the following committees: Inspection and Lien. The Board shall have the power to appoint other committees as needed to fulfill the needs of the Association.

ARTICLE X – BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, with proper notification and during reasonable business hours, be subject to inspection by any member by contacting the Secretary or the Treasurer of JLPOA.

ARTICLE XI – ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien on the property against which the assessment is made. Any assessments not paid when due shall be delinquent. The penalty fee shall be \$5.00 per month. The Association may bring action at law against the owner or owners personally obligated to pay the same or foreclose the lien against the property, and penalties, interest, cost, and reasonable attorney's fees if any such action shall be added.

ARTICLE XII – AMENDMENTS

These By-Laws may be amended, at an annual meeting or at a special meeting of the members, by a vote of a majority of a quorum of the members who exercise their right to vote either in person or by proxy. Non-voting members will not be used in computing the quorum on the vote.

ARTICLE XIII – MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year.

ARTICLE XIV – FISCAL MANAGEMENT

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

A. The Association shall maintain accounting records for each property it maintains in the county where it is located, according to good accounting practices. The records shall be open for inspection by owners or their authorized representatives with proper notification and by appointment only. The records shall include, but not limited to:

- (1) A record of all receipts and expenditures.
- (2) An account for each lot and unit designating the name and current address of the lot and unit owner, the amount of each assessment, the date on which the assessments come due, the amount paid upon the account and the balance due.

B. The Board of Directors shall adopt a budget for each fiscal year which shall contain estimates of the cost of performing the functions of the Association, including but not limited to the common expense budget, which shall include, without limiting the generality of

the foregoing, the estimated amount necessary for maintenance, and operation of common areas, landscaping, streets, and walkways, office expense, utility services, replacements and operating reserve, casualty insurance, liability insurance, administration and salaries. The Board of Directors shall also establish the proposed assessments against each member as more fully provided in the Declaration. Delivery of copy of any budget to each member shall be considered as a condition precedent to the effectiveness of said budget as originally adopted.

C. The depository of the Association shall be at such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall only be by check signed by such person or persons as authorized by the Directors.

D. A report of the accounts of the Association shall be made by the Board of Directors.

E. If deemed necessary, fidelity bonds may be required by the Directors from all Officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Directors, but shall be at least the amount of the total annual assessment against members for the common expenses. The premium on such bonds shall be paid by the Association.