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by laws  
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[Note that all comments in plain bold type enclosed in brackets are not part of the By-Laws or proposed revisions. All deletions are noted by strike-outs and all additions are noted by bold, italic underlined type.]

BY-LAWS OF THE WINGFIELD RESERVE HOMEOWNERS' ASSOCIATION, INC.  
1992 EDITION

ARTICLE I- OFFICES

The principal office of the corporation shall be located at P.O. BOX 3368, LONGWOOD, FLORIDA, 32279 , or at such other place as shall be designated from time to time by the Board of Directors. At any time that the location and address of the principal office of the corporation are changed, the Board of Directors shall cause a notice thereof to be mailed to the members at their respective addresses as they appear on the books of the corporation.

ARTICLE 2- MEMBERS MEETINGS

Section 1. ANNUAL MEETINGS

The annual meeting of the members of the corporation shall be held at the office of the corporation or at such other place reasonably convenient to the members on ~~the first Tuesday~~ any day in February of each year at such time as shall be designated by the Board of Directors, for the purpose of electing directors and the transaction of such other authorized business as may come before the meeting, provided, however that ~~if said date is a legal holiday, the meeting shall be held on the next succeeding business day~~ said date shall not be a legal holiday.

Section 2. SPECIAL MEETINGS

Special meetings of the members of the corporation shall be held whenever called by the President or vice-president or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request to do so from the members holding one half of the eligible votes given members of the corporation.

Section 3. NOTICE OF MEETINGS.

Notice of all meetings of the members stating the time and place and purpose for which the meeting is called shall be in writing and shall be served upon or mailed to each member not less than ten days nor more than thirty days before the date of such meeting. Said notice shall be sufficient if mailed to each member as his or her name is shown on the books of the corporation. Notice of any meeting may be waived before or after the meeting. Proof of service or mailing of such notice shall be given by the affidavit of the person giving the notice.

Section 4. QUORUM.

At any meeting of the members, a quorum shall consist of members holding one-half of the eligible votes given members of the corporation except as may be otherwise provided in or required by the Declaration of Covenants and Restrictions or the Articles of Incorporation. Any act approved by a majority of the eligible votes cast at a meeting at which a quorum is present shall constitute the act of the members and shall be binding upon the members unless otherwise provided in or required by the Declaration of Covenants and Restrictions or the Articles of Incorporation.

Section 5. VOTING.

At any meeting, the total number of eligible votes and voting rights shall be in accordance with the provisions of the Articles of Incorporation and the Declaration of Covenants and Restrictions for Wingfield Reserve.

#### Section 6. PROXIES.

Votes may be cast in person or by proxy. All proxies shall be in writing and shall be filed with the Secretary of the corporation prior to the adjournment of the meeting before the commencement of voting at the meeting and the Secretary shall record in the Minutes of the meeting the names of all members for whom proxies have been filed with the name of the person to whom each proxy is given. ~~Notwithstanding the above, no person may hold and vote more than twenty five (25) proxies.~~ For the purpose of voting, proxies shall be limited proxies only. It is suggested that the following procedure be followed: Each proxy shall be filled out completely, naming the person carrying the proxy, the specific vote the member wishes to cast on each business item, the member's signature, and the date and time the proxy was completed. A member may revoke a "voting" proxy by completing a new proxy with a later date and time. Both general and limited proxies may be used for the purpose of establishing a quorum. General proxies shall include the member's address and signature. Any proxy not filled out completely shall be disqualified.

#### Section 7. ADJOURNED MEETINGS.

If a quorum is not present at any meeting, the members who are present either in person or by proxy may adjourn the meeting from time to time to a time certain set forth in the Minutes until such time as a quorum is present. Such Minutes and the date to which the meeting has been adjourned shall be made available by the Secretary at reasonable times to any member requesting same.

### ARTICLE III. DIRECTORS

#### Section 1. NUMBER OF DIRECTORS; TENURE ; VACANCIES.

The affairs of the corporation shall be managed by a board of five (5) directors who shall be elected annually at the annual meeting of the members to staggered two (2) year terms. In order to accomplish this effect, at the first election held after the adoption of this section the members shall elect board members as follows:

- a. Three (3) directors for a one (1) year term.
- b. Two (2) directors for a two (2) year term.

Thereafter, all directors shall be elected for two (2) year terms. All board members shall hold office until his or her successor has been elected and has qualified or until he or she is removed as herein provided. Any vacancy on the Board of Directors may be temporarily filled by the remaining directors to serve until a replacement is duly elected at a special meeting of the members called for that purpose as provided by these By-Laws. All such replacement board members shall serve only until the next election; however, all replacement elections shall retain the staggered terms as provided above.

#### Section 2. NOMINATION AND MANNER OF ELECTION.

~~A nominating committee composed of three members shall be appointed by the Board of Directors not less than thirty days prior to the annual meeting or a special meeting called for the purpose of filling a vacancy on the Board of Directors. The committee shall nominate one person for each position to be filled on the Board of Directors and shall obtain such person's consent to serve if elected. Additional nominations may be made from the floor at the meeting providing the consent of the nominee to serve if elected is obtained prior to or~~

at the time of such nomination. Election of directors shall be by written ballot unless dispensed with by unanimous consent of all members holding all of the eligible votes present at the meeting. This procedure shall be followed unless superseded by Florida law.

#### A. ELECTION COMMITTEE

The Board of Directors shall appoint an Election Committee that will carry out all provisions of this section. The Election Committee shall consist of three (3) members of Winfield Reserve Homeowners Association ("WRHA") that are not Board members or officers. The Election Committee shall serve from 150 days prior to an election of new Board members until the results of the election are confirmed and announced at a meeting of the members of WRHA.

#### B. INVITATIONS TO PARTICIPATE

The Election Committee shall send an invitation to the owner(s) of each lot in Winfield Reserve as indicated on the title for each lot no later than 120 days prior to the election. The invitation will advise each member of the pending election and of the nominating process. The invitation will also include a blank candidate profile that requests a candidate's name, residence address, and address of the lot the candidate owns in Winfield Reserve if different from their residence address.

#### C. NOMINATIONS

Any member of WRHA that wishes to run for a vacancy of the Board shall return to the Election Committee a completed candidate profile and, optionally, a personal statement of qualifications. The statement may contain anything the candidate wishes to express about themselves that they can fit on one side of an 8 1/2" by 11" sheet of paper. The candidate profile and statement shall be returned to the Election Committee no later than ninety (90) days prior to the election. The Election Committee shall confirm that each candidate is in fact a member of WRHA. Any candidate that is not a member of WRHA shall not be eligible for nomination. Only candidates that return the required information within the time frame specified above will be included on election ballots. If the Election Committee receives fewer candidates than Board positions open, the Board may recruit additional candidates up to the time the ballots are mailed to the membership as described in the next section.

#### D. BALLOT PROCEDURES

No later than sixty (60) days prior to the election, the Election Committee will send to each member in WRHA one (1) ballot package. Members who own more than one lot shall receive one ballot package for each lot owned. The ballot package will contain the following:

1. A notice describing the nature, purpose and requirements of the election and ballot procedures.
2. One copy of each candidate's qualifications as provided by the candidate with the exception that the committee may edit items not pertinent to the election.
3. One ballot describing the vacancies to be filled, setting forth the names of all candidates in alphabetical order and containing a space by the name of each candidate where a vote may be indicated. Ballots shall also include space where write-in candidates may be included.

4. One ballot envelope marked "ballot" on the outside with no other markings.

5. A return envelope addressed to the Election Committee which is large enough to contain several ballot envelopes, and which includes specific locations for the name, address of the member.

The notice described above will advise each WRHA member of the following ballot procedures:

6. If a member owns more than one lot, he/she must return one ballot for each lot owned. If more votes are cast on a ballot than there are vacancies then that ballot shall be disqualified.

7. Each ballot must be enclosed separately in a ballot envelope and the ballot envelope must be sealed.

8. If more than one ballot is included in a single ballot envelope, all ballots in that ballot envelope shall be disqualified.

9. Ballot envelope(s) shall be enclosed in a return envelope and mailed or delivered to the Election Committee. More than one ballot envelope may be included in a single return envelope. The member shall print the member's name and address and sign the envelope. If the return envelope does not clearly show the member's name, address and signature, all the enclosed ballots shall be disqualified.

10. Return envelopes may be mailed or delivered so they are received by the Election Committee or Board prior to the commencement of the ballot count.

11. Members may bring their ballots to the meeting and/or complete ballots provided at the meeting and present them to the secretary when so instructed.

12. Members shall be permitted to revoke any previously submitted ballot and cast a new ballot prior to the commencement of the ballot count.

13. Any ballot received after the commencement of the ballot count shall not be a qualified ballot.

#### E. COUNTING BALLOTS

Upon receipt of return envelopes, the Election Committee shall adhere to the following procedure:

1. Upon receipt of return envelopes, the name, address and signature of the member shall be verified. Return envelopes shall remain unopened until the ballot count commences.

2. The committee shall open each return envelope and confirm that the member has included no more than the number of ballot envelopes to which he/she is entitled. Any ballot envelope that contains an improper amount of ballots shall result in the disqualification of all ballots contained therein.

3. Each ballot envelope will be opened one at a time and the votes for each candidate recorded on a tabulation sheet. Ballot envelopes shall be opened in a manner such that the vote of any member shall not be known to anyone, even the

Election Committee. Should a ballot envelope contain more than one ballot, all ballots in that envelope shall be disqualified.

4. Once all qualified ballots have been counted, the results of the election shall be reported to the Board who shall then report to the members present at the meeting.

5. If any member present at the meeting challenges the results of the ballot count or of any re-count, the ballots shall be re-counted by the Election Committee with the challenging member present as an observer. Once the re-count is complete the Committee will again report to the Board who shall then report to the members present.

6. Once there are no challenges to the ballot count, the results shall be official and, along with the number of votes cast for each candidate, shall be entered into the minutes of the meeting.

7. After the meeting adjourns the Election Committee shall turn over all ballots to the Board for retention no less than one year after the election.

8. RULES The Board has the power to adopt rules consistent herewith to implement the terms of this election procedure. The Board shall provide written notice of any adopted rules to all members no later than 60 days prior to the election.

### SECTION 3. REMOVAL OF DIRECTOR

Any director may be removed at a duly called and constituted special meeting of the members of the corporation called for that purpose and a replacement shall be elected at the same meeting or a subsequent meeting called for such purpose in accordance with the provisions of these By-Laws.

### Section 4. REGULAR MEETINGS.

Within ten (10) days after the annual meeting of the members, the Board of Directors shall meet at such time and place as shall be fixed by the directors for the purpose of organizing, electing officers and transacting such other business as may properly come before them. ~~Other regular meetings of the Board of Directors shall be held at such times and places and with such notice as shall be determined from notice of such regular meetings shall be given by mail, personal delivery, or telephone not less than five (5) days prior to the date of such meeting. Notice of such meeting may be waived by any director before, at, or after said meeting.~~ All meetings of the Board of Directors shall be open to the members of the association. Notice shall be given to the members no less than forty-eight (48) hours prior to the commencement of said meeting. Notice may be made via public announcement board or via mail.

### Section 5. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the President or by any member of the Board of Directors at any reasonable time. Notice of such special meeting shall be served upon, telephoned or mailed to each director at his last known address as shown by the corporation records at least three (3) days prior to the date of said meeting. Said notice shall state the time and place of said meeting and shall state the purpose thereof. Notice of such meeting may be waived by any director before, at or after said meeting.

### Section 6. QUORUM.

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting and the acts approved by a majority of those present at a meeting

at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration or Covenants and Restrictions, the Articles of Incorporation or these By-Laws.

#### Section 7. ADJOURNED MEETINGS.

If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time to a time certain set forth in the Minutes of the meeting until such time as a quorum is present, and any business that might have been transacted at the meeting as originally called may be transacted at such subsequent meeting without further notice.

#### Section 8. COMPENSATION OF DIRECTORS.

~~Compensation or fees to the Directors, if any, shall be determined by the members of the corporation. Association members who serve as directors and/or officers shall receive no compensation. The Board of Directors shall determine compensation for any other person, firm or corporation subject to limitations in the Articles of Incorporation.~~

### ARTICLE IV. OFFICERS.

#### Section 1. ELECTION.

The directors of the corporation shall elect a President, a Vice-President, a Secretary and a Treasurer annually at the organizational meeting of the Board of Directors following the annual meeting of the corporation, ~~and shall prescribe the compensation and the duties of each subject to the provisions of these By-Laws, the Articles of Incorporation and the Declaration of Covenants and Restrictions.~~ To the extent possible, the Board shall always elect the Vice-President and Treasurer from the class of Board members who have two (2) full years remaining on their term with the and shall elect them for two (2) year terms with the Vice-President automatically becoming the President at the start of the second year. This is not a directive, but is a guide for the optimum operation of the Association. More than one office may be held by the same person except that the office of President and Secretary shall not be held by the same person. The Board of Directors may elect such other officers and designate their powers and duties and may employ such agents, managers, and other persons as the Board shall find necessary for the management of the affairs of the corporation.

#### Section 2. REMOVAL OF OFFICERS.

Any officer may be removed at a duly called and constituted special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the entire Board of Directors, and a replacement may be elected at the same meeting or at any subsequent meeting called for such purpose in accordance with the provisions of these By-Laws.

#### Section 3. DUTIES OF OFFICERS.

A. The President. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the members of the corporation and of the Board of Directors of the corporation. He shall have all of the usual powers and duties vested in the office of President of a non-profit corporation of this type and as may be delegated to him from time to time by the Board of Directors.

B. The Vice-President. The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall generally assist the President and perform such other duties as are incident to his office and as shall be delegated to him by the Board of Directors.

C. The Secretary. The Secretary shall keep the Minutes of all meetings of the Board of Directors and all meetings of the membership of the corporation. He shall attend to the giving and serving of all notices required by law or by these By-Laws. He shall affix the seal of the corporation to all instruments requiring a seal. He shall have charge of the records of the corporation, including the Minute Book, membership records and such other books and records as the Board of Directors may direct. He shall perform such other duties as are incident to the office of Secretary or as may be delegated to him by the Board of Directors.

D. The Treasurer. The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit or cause to be deposited the same in such depository as the directors or the President shall designate. He shall receive and give receipts and acquittances for moneys paid in on account of the corporation, and shall pay out or cause to be paid out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same. He shall enter or cause to be entered regularly in the books of the corporation to be kept by him or under his supervision for the purpose, full and accurate accounts of all moneys received and paid out by him on account of the corporation, and he shall perform all other duties incident to the office of Treasurer and as may be delegated to him by the Board of Directors.

~~Section 4. COMPENSATION.~~

~~The compensation of all officers and employees of the corporation shall be fixed by the directors. Compensation to officers, if any shall be determined by the members of the corporation in the same manner as Directors. The provisions in these By Laws that the fees of directors shall be determined by the members shall not preclude the Board of Directors from employing a director as an employee of the corporation and paying him reasonable compensation in such capacity.~~

~~SECTION 4. COMPENSATION~~

~~Refer to Article III, Section 8.~~

ARTICLE V. MEMBERSHIP

Section 1.

Membership in the corporation shall be governed and controlled by the provisions of the Articles of Incorporation and Declaration of Covenants and Restrictions recorded in O.R. Book 1308, page 454, Public Records of Seminole County, Florida, as same may be amended or added to from time to time.

Section 2.

A record of the names and addresses of each member shall be kept in accordance with the provisions of the Articles of Incorporation and Declaration of Covenants and Restrictions and in such form as the Board of Directors may from time to time direct.

ARTICLE VI. FISCAL MANAGEMENT.

Section 1. The provisions for the fiscal management of the corporation and the making and collection of assessments shall be as set forth in the Articles of Incorporation and Declaration of Covenants and Restrictions as same may be amended from time to time.

Section 2. DEPOSITORIES. The funds of the corporation shall be deposited in such banks or trust companies as may be designated from time to time by the Board of Directors.

Section 3. CHECKS, NOTES AND ORDERS FOR PAYMENT OF MONEY. Checks, notes, drafts, bills of exchanges, and orders for the payment of money shall be signed or endorsed for collection or deposit in such manner as shall be determined by the Board of Directors.

ARTICLE VII. AMENDMENTS.

These By-Laws may be altered, amended or repealed by the members of the corporation at a regular or special meeting by affirmative vote of ~~two-thirds of the total eligible vote~~ greater than fifty percent (50%) of the total eligible votes [committee recommendation] given members of the corporation as provided in the Articles of Incorporation, and the Declaration of Covenants and Restrictions for Wingfield Reserve, which votes may be in person or by proxy. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which such proposed amendment is to be considered. Amendments to these By-Laws may be proposed by the Board of Directors, by a majority vote of a quorum of the Board of Directors at a regular or special meeting of the Board of Directors, or amendments may be proposed by a Petition signed by members holding fifteen percent (15%) of the total eligible votes given members of the corporation.