

# BYLAWS OF THE INDIAN WELLS OSCEOLA COUNTY HOMEOWNERS' ASSOCIATION, INC.

## ARTICLE I

### NAME AND LOCATION

The name of the corporation is the Indian Wells Osceola County Homeowners' Association, Incorporated, herein referred to as the Association. The principal office address of the Association shall be 3101 Polynesian Isle Boulevard, Kissimmee, FL 34746. Meetings for Association business may be held at such places within Orange or Osceola County, Florida, as may be designated by the Board of Directors. The Board of Directors may move the principal office of the Association to another address as it deems necessary.

## ARTICLE II

### PURPOSE

The purpose of the Association is to assure compliance with the Covenants and Deed Restrictions; to promote sound growth, progressive civic improvement, beautification, healthy residential and recreational development of the area in, surrounding and contiguous to the Indian Wells Sub-division, and to act in furtherance of any other purpose or purposes set forth in the Articles of Incorporation.

## ARTICLE III

### DEFINITIONS

Section 1. The "Association" shall mean and refer to Indian Wells Osceola County Homeowners' Association, Incorporated, its successors and assigns.

Section 2. Property shall mean and refer to any platted lot or common property located in the Indian Wells Sub-division, according to the plats of the various Sections thereof, which have been recorded in Plat Books of the Public Records of Osceola County, Florida.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any lot.

Section 4. "Common Property" or "Common Area" shall mean and refer to of those areas of land shown on any plat of the Indian Wells Sub-division and intended to be devoted to the common use and enjoyment of the Owners, or any areas within or outside any plat of the Indian Wells Sub-division which have been or will be conveyed by the Developer of Indian Wells Sub-division to the Association.

Section 5. "Member" shall mean and refer to Owner Members and Associate Members in good standing (as per ARTICLE IV) and are further defined as:

(a) "Owner Member" shall be the property owner member of the Association. A person, persons or entity owning more than one lot may qualify for multiple memberships (membership interests), by joining for as many of these properties as desired.

(b) "Associate Member" shall mean a non-owner member who is a long term resident of the Indian Wells Sub-division, with a lease of one or more years. Associate Member privileges are the same as Owner Members, except for any limitations set forth in succeeding articles.

Section 6. The "fiscal Year" of the Association shall begin on January 1 and end on December 31, of each calendar year.

## **ARTICLE IV**

### **Admission TO Membership**

Applications for membership shall be submitted to the Membership Committee for verification on a form approved by the Board of Directors. Dues set forth in ARTICLE V, shall accompany the application. A "member in good standing" is one who has paid the dues and assessments in a timely fashion. The renewal deadline is established as the last day of February of the current year. Membership is automatically terminated when an Owner Member is no longer a property owner or when an Associate Member is no longer a resident in Indian Wells Sub-division or when a member does not pay dues by the deadline date.

## **ARTICLE V**

### **DUES**

The membership dues shall be thirtyfive Dollars (\$35.00). A person joining after June 30th and who has not been a member during the preceding two calendar years, shall be assessed dues in the amount of Seventeen Dollars and Fifty Cents (\$17.50) for that calendar year. The amount of dues can be changed by a majority vote at a meeting of the members, following a one month notice to all members.

## **ARTICLE VI**

### **USE OF COMMON PROPERTY**

The common grounds and facilities of the Indian Wells Sub-division are for the use and enjoyment of the owners, residents and their guests, with or without membership in the Association. However, the Board has the responsibility and authority to set rules and regulations and provide for their enforcement. Rules and regulations are adopted for the good of the entire community and its residents and they are posted in appropriate locations. All persons using these grounds or facilities are required to observe these rules.

## **ARTICLE VII**

### **MEETINGS OF THE MEMBERS**

Section 1. An Annual Meeting shall be held each year, the date to be determined by the Board of Directors and at which time the annual election of officers is held. The date shall be announced ninety (90) or more days in advance of the meeting.

Section 2. Other meetings of the members shall be set by the Board or upon the written request of ten (10) percent of the members.

Section 3. Notice of all Membership Meetings shall be printed in the news letter or by other appropriate means no later than seven (7) days prior to the meeting. Appropriate means may mean mail, neighborhood postings, phone messages including: answering devices, voice mail, fax or other electronic devices.

Section 4. A quorum for a membership meeting shall consist of fifteen (15) percent of the members in good standing, or their proxies. A quorum for Special or Annual meetings shall be thirty (30) percent of the members in good standing or their proxies.

Section 5. All membership meetings shall be conducted according to Robert's Rules of Order unless these Bylaws specify otherwise.

## ARTICLE VIII

### VOTING

Each membership interest is entitled to one vote. Proxies may be submitted and these will take precedent over an Associate Member's voting rights. Proxies shall be governed by Florida Statute 617.306(6) or its revisions if any. Where multiple persons or entities own a property, one vote may be cast for all concerned. If a quorum is present, the affirmative vote of the majority of the votes entitled to be cast at the meeting shall be the act of all the members, unless otherwise provided by law. Only members in good standing are entitled to cast votes at any meeting.

## ARTICLE IX

### OFFICERS AND BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors, consisting of three(3) or Four (4) elected officers - President, Vice-President, Secretary/Treasurer or a Secretary and a Treasurer, determined by the nominations made and/or the actual tally of votes cast and as many appointed members as the elected officers deem necessary. The elected officers shall be members in good standing.

Section 2. Term of Office. The term of office for officers and Board members shall be one year.

Section 3. Removal from Office. An officer or Board member may be removed from office by a majority vote of the members of the Association. In the event of death, resignation or removal from office, the successor may be selected by the remaining members of the Board and will serve out the remainder of the vacated office.

Section 4. Compensation. No officer or member of the Board shall receive compensation for any service rendered to the Association. Reasonable out-of-pocket expenses are reimbursable. The Board will establish a schedule of reasonable expenses for phone, mileage, copy service and authorized purchases, with final approval of submitted expenses reserved to the Finance Committee.

Section 5. Action without Meeting. The Board of Directors shall have the right to take any action without a formal meeting which they could take at a meeting, by obtaining the written approval of a majority of the Board members. Any action so approved shall have the same effect as though taken at a formal meeting of the Board.

## ARTICLE X

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such place and time as may be fixed from time to time by a resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by three (3) Directors, with 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 by the Board of Directors. Every act or decision performed or made by a majority of the Directors present at a duly held meeting at which a quorum is present, shall be regarded as an act of the entire Board of Directors.

## ARTICLE XI

### NOMINATION AND ELECTION OF OFFICERS

Section 1. Nomination. Nominations for the annual election of officers shall be made by a Nominating Committee and by individual members of the Association. The Nominating Committee shall report its selection at a members meeting atleast one (1) month prior to the election. Nominations by or for any individual member may be made up until the actual election as required by Florida statute.

Section 2. Election. The election of officers shall be by secret written ballot. At such election, Members or their proxies may cast, in respect to each office, as many votes as they are entitled to exercise one (1) vote for each office for each membership. Cumulative voting shall not be permitted. If no one person receives a majority of the votes cast for an office, a run-off election will be held between the two (2) persons receiving the largest number of votes. Any run-off election should be held immediately following the regular election or at the earliest date possible, with the decision to be made by those members present and voting.

## ARTICLE XII

### POWER AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Adopt and post or publish Rules and Regulations governing the use of the Common Area and Facilities and the conduct of the Owners, residents and guests; and to establish any penalties they deem necessary for infraction of these rules.

(b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the Bylaws, the Articles of Incorporation or by Florida statute.

(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.

(d) And perform such other powers ordinary, reasonable and necessary acts for the functioning of the Association.

Section 2. Duties. The Board of Directors shall:

(a) Cause to be kept a complete record of all the Board's acts and corporate affairs, and further, to present such statement to the members at the Annual Meeting of members.

(b) Procure and maintain adequate liability and hazard insurance on all property owned by the Association.

(c) Appoint standing committees as enumerated in ARTICLE XIV.

(d) Cause an annual audit of the Associations finances at the end of each fiscal year.

## ARTICLE XIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall consist of a President, Vice-President, Secretary and Treasurer.

Section 2. The duties of the officers are as follows:

- (a) President. The president shall
  - i Preside over all meetings of the Board and Members;
  - ii See that all orders and resolutions of the Board are performed;
  - iii Sign all leases, mortgages, deeds and other written instruments;
  - iv Co-sign all promissory notes and Association checks;
  - v And prepare agendas for all meetings.
- (b) Vice-President. The Vice-President shall:
  - i Act in place and stead of the President in the event of his or her absence, inability or refusal to act, this includes co-signing checks;
  - ii Exercise and discharge such other duties as may be determined by the Board of Directors.
- (c) Secretary. The Secretary shall:
  - i Keep the minutes and record the votes of all meetings of the Board of Directors and the members;
  - ii Serve notice of all meetings of the Board of Directors and meetings of the members;
  - iii Keep appropriate current records showing the names of the Association members;
  - v And perform other duties as determined by the Board of Directors.
- (d) Treasurer. The Treasurer shall:
  - i Receive and deposit, in appropriate bank accounts, all Moines of the Association;
  - ii Disburse all such funds as directed by the Board of Directors upon the approval of the Finance Committee;
  - iii Sign all checks of the Association;
  - iv Keep all books of accounts;
  - v And prepare a statement of income and expenditures for review at the first membership meeting of the year.
- (e) Secretary/Treasurer shall perform the dutier of both the Secretary and the Treasurer as stated for separate offices of a Secretary and a Treasurer.

## ARTICLE XIV

### COMMITTEES

Section 1. The Board of Directors shall appoint the Chairperson for the following standing committees:

- (a) Nominating Committee The duties of this committee have been heretofore enumerated.
- (b) Membership Committee that shall:
  - i Deliver or mail dues notices to all the members;
  - ii Receive their payments and deliver the same to the Treasurer;

- iii Keep a list of all current members;
- iv Verify a member's voting rights, when necessary, at any members meeting;
- v And co-ordinate the distribution of the news letter and any such other duties as the Board of Directors may deem necessary.

(c) A Finance Committee that shall:

- i Verify all bills and invoices to be paid by the Treasurer;
- ii Prepare an Annual Budget for approval by the membership, that sets limits on all expenditures and requiring membership approval for any changes;
- iii And such other duties as the Board of Directors may determine.

(d) Architectural Control and Deed Restriction Committee that shall:

- i Approve or deny requests for Deed Restriction waivers;
- ii Receive notification or alleged Deed Restriction violations, determine their validity and take appropriate action as determined by the Board of Directors
- iii And any other duties deemed appropriate by the Board of Directors.

(e) Indian Wells Recreation Park and Community Building Committee that shall:

- i Monitor all work done in the Recreation area and Common Ground and submit a written report to the Board;
- ii Submit a written report of recommendations for repairs and improvements to the Board.
- iii Plan and direct all social activities of the Association that have been approved by the Board of Directors;
- iv And all other duties that the Board of Directors may deem necessary.

## ARTICLE XV

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member in good standing. The Articles of Incorporation and the Bylaws of the Association shall be made available to all members of the Association in good standing. The Board of Directors may set a reasonable charge for these or other copies of Association papers.

## ARTICLE XVI

### AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the members, by a vote of the majority of the members voting in person and by proxy.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the event of a conflict between these Bylaws and Florida statutes, the Bylaws will automatically conform to these statutes and the wording of such changes, to the extent required by statute, may be approved by a vote of the Board of Directors.

## ARTICLE XVII

### MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of each year.

## **Amendment to the Bylaws:**

### **Article IX**

#### **OFFICERS AND BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

##### **Section 1. shall have this addition to it:**

The affairs of the Association can be managed by three (3) Directors, President, Vice-President and Secretary/Treasurer. The three(3) or four (4) member board and respective offices shall be determined by the actual vote at each Annual Election Meeting.

Any other section of these Bylaws are hereby amended to conform to the results of the annual election.


By the unanimous consent of the members and proxyholders present  
on Wednesday September 28. 2005

A handwritten signature in cursive script, appearing to read "Linnell Oakes".

Linnell Oakes, Secretary

Section 2. Bylaws for the Association were first adopted at the First Organizational Meeting of the Board of Directors on the 1st day of May 1986. They were amended by the members on the 25th day of March 1993, on the 11th day of September 1994 and on the 5<sup>th</sup> day of November 1997.

Section 3. These current bylaws are amended by the members on the 1st day of November, 2006

A handwritten signature in cursive script, appearing to read "Linnell Oakes", is written over a horizontal line.

Linnell Oakes, Secretary/Treasurer