



GRANT MALOY, SEMINOLE COUNTY
CLERK OF CIRCUIT COURT & COMPTROLLER
BK 8958 Pgs 1781-1787 (7Pgs)
CLERK'S # 2017075014
RECORDED 07/25/2017 01:59:22 PM
RECORDING FEES \$61.00
RECORDED BY hdevore

BYLAWS

OF

WILDMERE HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

The name of the corporation is Wildmere Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 1070 Foggy Brook Pl., Longwood Florida 32750, but meetings of members and directors may be held at such places within the State of Florida, County of Seminole, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

Section 1. "Articles" shall mean and refer to the Articles of Incorporation filed with the Office of the Secretary of State of the State of Florida for Wildmere Homeowners Association, Inc. as the same may be amended from time to time.

Section 2. "Association" shall mean and refer to Wildmere Homeowners Association, Inc., its successors and assigns.

Section 3. "Common Area" or "Common Property" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Declarant" shall mean and refer to **Wildmere Homeowner's Association, Inc.**, a Florida corporation, its successors and assigns.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Wildmere applicable to the Property as recorded in the Official Records Book 2282, Pages 1360 through 1374, of the Public Records of Seminole County, Florida.

Section 6. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat of the Property which is subject to the Declaration with the exception of the Common Area and those areas dedicated to public use.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 8. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. "Property" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association pursuant to the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings shall be held during the months of **March through June** every year, either on a Saturday or Sunday. The location of the meeting shall be in a place easily accessible to each of the Members.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote three-quarters (3/4) of all the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by **electronic** mailing or hand delivering to the Members home, a copy of such notice, at least thirty (30) days but not more than sixty (60) days before such meeting to each Member entitled to vote thereat, if mailed, addressed to the Member's address last appearing on the books of the Association, or supplied in writing by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of 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 the Lot of the Member. **If you do not respond to the proxy, or appoint a proxy, or attend the meeting, your failure to respond automatically gives the Wildmere Homeowner's Board your proxy vote.**

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of at least three (3), but not more than nine (9) directors, who need be Members of the Association.

Section 2. Term of Office. Directors shall be elected for a term of two (2) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a two thirds (2/3) vote of each of the Members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she 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 5. 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 all of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee of the Members, which will be made from the floor at the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members.

Section 2. Election. Election to the Board of Directors shall be **by written ballot, or if the members choose, by raise of hands at annual meeting.** At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, **or at the board's discretion,** without notice, at such place and hour as may be fixed from time to time by resolution of the board. Should such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meeting of the Board of Directors shall be held when called by the President of the Association, or by a majority of the directors, after not less than three (3) days written 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 a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

a. Adopt and publish rules and regulations governing the use of the Common area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

b. Suspend a Member's voting rights and the right to use the Common Area recreational facilities, if any, during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

c. 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 these Bylaws, the Articles of Incorporation or the Declaration;

d. 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 regular meetings of the Board of Directors;

e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

f. Exercise such other powers ordinary, reasonable and necessary to the functioning of the association.

Section 2. Duties. It shall be the duty of the Board of Directors to:

a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting which such statement is requested in writing by one – fourth (1/4) of the Class A Members who are entitled to vote;

b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(3) Foreclose the lien against any property for which assessment are not paid within thirty (30) days after due date or to bring an action at law or in equity against the Owner personally obligated to pay the same;

(4) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for at the issuance of such a certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(5) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

(6) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(7) Cause the Common Area to be maintained;

and

(8) Mortgage the property of the Association and pledge the revenues of the Association as security for loans made to the Association, upon the approval of the Members of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of the Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers that the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of 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 of Directors and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, 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 and, unless otherwise 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 by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. 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 orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

b. Vice-President – The vice-president shall act in the place and stead of the president in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board of Directors.

c. Secretary – The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all papers requiring the seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as required by the Board of Directors.

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 review or audit of the Association books by a public accountant at the completion of each fiscal year; and 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 the each to the Members.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest rate allowable by law, as determined by the Board, and the Association may bring an action at law or in equity against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his/her lot.

**ARTICLE XII
AMENDMENTS**

Section 1. These Bylaws may be amended at a regular or special meeting of the Members by a vote of sixty percent (60%) of a quorum of Members present in person or by proxy or by unanimous approval by the Board of Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**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 of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we being all of the directors of Wildmere Homeowners' Association, Inc., have hereunto set our hands this 11th of APRIL, 2017.

Irene Overbeek
Witness

IRENE OVERBEEK
Name Printed or Typed

William Overbeek
Witness

[Signature]
Name Printed or Typed

[Signature]
Director, Jerry Chilik

[Signature]
Director, Tony Boni

[Signature]
Director, Dennis Vocelka

[Signature]
Director, John Goergen

[Signature]
Director, Denise McCarty

