

**BY-LAWS  
OF  
PLANTATION RESIDENTS ORGANIZATION, INC.  
Revised: April 7, 2009**

**ARTICLE I. GENERAL PROVISIONS**

- 1.1. Name. The name of this Corporation shall be Plantation Residents Organization, Inc. (Hereafter referred to as "the Corporation").
- 1.2. Principal Office. The principal office of the Corporation will be that of the Secretary who will be elected each year by the Board of Directors (hereafter "Board" and/or "Directors") at the annual organizational meeting.
- 1.3. Application. The operation of the Plantation Residents Organization, Inc. will be governed by these By-Laws.
- 1.4. Definitions. Any terms which are not defined herein will be governed by those definitions established by applicable Florida State Statute and/or those regulations as may be established by Lake County. If any definition in these By-Laws conflicts with a definition in the Florida Statute and/or Lake County regulation, where permissible by law, the definition promulgated by these By-Laws will prevail.

**ARTICLE II. PURPOSE OF THE CORPORATION.**

The purpose of the Corporation is to represent all homeowners for the best welfare of all, to interact and counsel with the HOA manager and the Home Owners Association Board of Directors in a mutually beneficial way, to disseminate information and to provide a forum for resident opinion.

**ARTICLE III. MEMBERSHIP AND VOTING RIGHTS.**

- 3.1. Membership. Membership in the Corporation is limited to owners holding legal title to a residential home located within the boundaries of the Plantation at Leesburg (Hereafter referred to as "Plantation").
- 3.2. Voting
- (a) Voting Eligibility. The owner(s) of each residential home (Herein after referred to as a home) is entitled to one (1) vote. If an owner owns more than one home, he will be entitled to one (1) vote for each home.
- (b) Voting. Votes may be cast in person, by absentee ballot, or by proxy. Upon request, absentee ballots or proxy forms will be available from the Corporation Secretary or designated representative. All proxies will be in writing and must be signed by the owner. Proxy votes must be on file with the Secretary of the Corporation prior to the meeting scheduled to decide the election of Board Members or a specific issue. Proxy votes are revocable at any time prior to a scheduled vote. Election of Board Members and decisions on issues brought to a vote at membership meetings will be decided by a simple majority vote of those voting.

**ARTICLE IV. MEMBERSHIP AND MEETINGS.**

4.1. Place. The Annual Meeting of the Plantation Residents Organization will be held in the activity center known as the Manor. All other meetings of the membership will be held in at a time and place within the Plantation to be designated by the Directors and stated in the notice of the meeting.

4.2. Notices.

(a) Annual meeting. The Secretary will notify homeowners of the annual meeting as follows:

(1) Develop and place an insert in the Plantation Times at least one month prior to the meeting.

(2) Post a notice on the bulletin boards at the Plantation postal facilities advising the members of the meeting at least two weeks prior to the meeting.

(3) Request the administrative office to place a notice on the Plantation television channel, the bulletin boards, and the web site one month prior to the meeting.

(b) Board of Directors Meetings and Special Meetings.

Board of Directors meetings will be open to all homeowners. Notice of such meetings will be posted in a conspicuous place on the bulletin boards, provided for that purpose, at least forty-eight (48) hours in advance. The Board of Directors is however, authorized to hold special planning meetings that are not open to the membership provided that no votes affecting the operation of the Plantation Residents Organization are taken.

4.3. Annual Membership Meeting. Plantation homeowners will meet at least once each calendar year in a forum designated ~~%~~the Annual Meeting.+ This meeting will be scheduled on the first Tuesday in April, or at an appropriate time designated in writing by the Board of Directors and publicized by the Corporate Secretary (reference paragraph 4.2(a)). At the annual meeting, the members will elect the Directors by a plurality vote and may transact such other business as may be properly brought before the meeting.

4.4. Special Membership Meetings. Special meetings of the homeowners for any purpose, unless otherwise proscribed by statute, may be called by the President or will be called by the President or Secretary at the request, in writing, of a majority of the Directors, or at the request, in writing, of voting members representing at least ten percent (10%) of the total number of homeowner memberships outstanding (one vote per titled lot). Such request must state the purpose, time and place of the proposed meeting. Homeowner notification will be the responsibility of the Corporate Secretary (reference paragraph 4.2(a)). Business transacted at all special meetings must be confined to the subject stated in the notice of the meeting.

4.5. Order of Business. The order of business at annual meetings, and as far as practical at other meetings, will be:

- (a) Call to order by President or designee.
- (b) Certifying the roll and certifying of proxies.
- (c) Proof of notice of the meeting or waiver of notice.
- (d) Approval of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Appointment of Inspectors of Election.
- (h) Election of Directors.
- (i) Unfinished business
- (j) New business.
- (k) Adjournment.

4.6. Minutes of Meetings. Minutes of all meetings of the homeowners and of the Board of Directors will be kept in a business-like manner. Minutes will be available for review by appointment with the Corporation Secretary for inspection by members, or their representatives, and Board members. The Corporation must retain these minutes for a period of not less than seven (7) years.

## **ARTICLE V. DIRECTORS**

5.1 Membership. The affairs of the Corporation will be managed by a Board of nine (9) Directors. All Directors must be titled homeowners of a property in the Plantation. No Director may continue to serve on the Board after he transfers legal title of said property in the Plantation to another owner.

5.2. Election of Directors. Election of Directors will be conducted in the following manner:

(a) Election of Directors will be held at the annual meeting of the homeowners.

(b) An Elections Committee will be formed not less than sixty (60) days prior to the Annual Meeting of the homeowners. The chairperson will be selected and appointed by the Board President. The Elections Committee will be responsible for the details of the election process.

(c) The committee will assist candidates. Three (3) directors will be elected for a term of three (3) years. The Nominating Committee will make and publish nominations at least thirty (30) days prior to the election, together with the procedures to be followed for the election of Directors. Nominations may also be made from the floor provided the candidate so nominated has given permission to place his or her name in nomination and meets all other qualifications for election.

(d) The election will be by ballot (unless dispensed with by unanimous consent) and by plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled.

(e) At any time after a majority of the Board is elected at a duly convened regular or special meeting of the Board of Directors, a Director will be removed with or without cause by the affirmative vote of not less than two-thirds (2/3) of the Board Members present at such meeting. Reference paragraph 5.2(g), a successor may then and there be appointed by the remaining Board Members to fill the unexpired term of the vacated position.

(f) A special meeting of homeowners for the purpose of recalling a member of the Board of Directors may be called by petition in writing, of at least ten percent (10%) of titled homeowners. Notification stating the purpose, time and place of such meeting will be the responsibility of the Corporate Secretary (reference paragraph 4.2(a)). A Director will be removed by the affirmative vote of not less than two-thirds homeowners present at such meeting. Reference paragraph 5.2(g), a successor may then and there be appointed by the remaining Board Members to fill the unexpired term of the vacated position.

(g) If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification or removal from office, a majority of the remaining Directors, even though less than a quorum, must choose a successor who will hold office for the balance of the unexpired term of the Director he replaces.

(h) Any Director may resign at any time by sending written notice of such resignation to the office of the Corporation. Any Director will become disqualified to hold office upon the transfer of his membership for any reason.

5.3. Terms of Directors. The terms of the Board of Directors will be for a period of three (3)

years. Director will remain in office until their successors are elected. No Director will serve more than two successive three year terms.

5.4 Organizational Meeting. The organizational meeting of the Board of Directors will be held immediately after their selection at the annual meeting and no further notice of the organizational meeting may be necessary.

5.5 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as may be determined by a majority of the Directors. Meetings of the Board of Directors will be open to all members and notice of meetings of the Board of Directors will be posted conspicuously on the bulletin boards provided for that purpose at least forty-eight (48) hours in advance of such meeting.

5.6. Special Meetings. Special meetings of the Directors may be called by the President or in his absence by the Vice President. A meeting must be called by the President or Secretary at the written request of at least one-third (1/3) of the members of the Board or by written petition of at least 10% of titled homeowners. Notice of the meeting will be posted and must state the time, place and purpose of the meeting. This notice must be transmitted not less than forty-eight (48) hours prior to the meeting, except in an emergency.

5.7. Quorum. A quorum at a directors meeting will consist of a simple majority of the Board of Directors. 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 until a quorum is present.

5.8. Chairman of the Board. The presiding officer of the Board will be President of the Corporation who will also be the Chairman of the Board, and in the absence of this Chairman of the Board, the Vice President will preside.

5.9. Order of Business. The order of business at the Directors' meetings will be:

- (a) Approval of minutes of the last meeting.
- (b) Consideration of communications
- (c) Reports of officers.
- (d) Reports of committees.
- (e) Unfinished business.
- (f) New business.
- (g) Adjournment.

5.10 Minutes of Meetings. The minutes of all meetings of the Board of Directors will be kept in a business-like manner. Minutes will be available for review by appointment with the Corporation Secretary for inspection by members, or their representatives, and Board members. The Corporation must retain these minutes for a period of not less than seven (7) years.

5.11. Compensation. Directors are not entitled to any compensation for their services.

## **ARTICLE VI. POWERS AND DUTIES OF DIRECTORS.**

6.1. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may carry out all acts except such acts which by law or by these By-Laws may not be delegated to the Board of Directors by the membership. The Board of Directors shall have the power and duty to: Determine the expenses required for the operation of the Corporation; establish committees of the Board of Directors and Advisory Committees of members; maintain bank accounts; and exercise all of the powers specifically set forth in the Articles of Incorporation, these By-Laws, and the laws of the State of Florida.

6.2. Committees. The President with the advice and counsel of the Board will have the power

to appoint committees when deemed appropriate and necessary.

## **ARTICLE VII. OFFICERS.**

7.1. Qualification. All officers will be elected by majority vote of the Board of Directors at its organizational meeting following their election to office at the annual meeting of the membership. All officers must be full time residents and members of the Board of Directors.

7.2. President. The President will be the chief executive officer of the Corporation and Chairman of the Board of Directors. The President will preside at all meetings of the membership. The President will have general supervision over the affairs of the Corporation and other officers. The President must sign all written contracts and perform all of the duties incident to his office and such duties as may be delegated to him by the Board of Directors.

7.3. Vice President. The Vice President will perform such duties as may be required of him by the Board of Directors and, in the absence of the President, those duties incidental to the office of President. The Vice President shall assume the position of President in the event the President should resign or be removed from the position or the Board.

7.4. Secretary. The Secretary will issue notices of meetings, will attend and keep minutes of all meetings, and will have charge of all the books and records of the Corporation, except those kept by the Treasurer. In the absence of the Secretary, the President will have authority to appoint an acting Secretary.

7.5. Treasurer. The Treasurer will supervise the custody of the Corporation funds and securities, keeping full and accurate accounts of the Corporation's receipts and disbursements, and depositing of monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board. He will account for all funds to the Corporation and the membership in accordance with Florida law. In the absence of the Treasurer, the President will act as Treasurer.

7.6. Compensation. No officer will be compensated for his services.

7.7. Resignation. Any officer may resign his post at any time by written resignation delivered to the Secretary. Such resignation will take effect immediately, unless a later date is specified therein.

7.8. Term of Officers. The term of office for each Board officer will be for one (1) year.

## **ARTICLE VIII. CORPORATE FUNDS**

8.1. Depositories. The funds of the Corporation will be deposited in such depository financial institutions as may be determined and approved by resolutions of the Board. Funds will be withdrawn only upon drafts and demands for money signed by such officer or officers as may be designated by the board.

8.2. Fiscal Year. The fiscal year of the Corporation will begin on the first day of January each year.

8.3. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of this Corporation will be signed by any two of the President, Vice President, Treasurer, or Secretary. Contracts, leases and other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and counter-signed by the president and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

8.4. Fidelity Bonds. The Treasurer and all officers who are authorized to sign checks, all officers and employees of the organization, and any contractor handling or responsible for organization funds may be bonded in such amount as may be determined by the Board of Directors. The premiums on such bonds will be paid by the organization. The bonds will be in an amount as determined by the Board of Directors.

8.5. Funding. Funds to cover common expenses will be drawn from current resources including those invested in certificates of deposit.

8.6. Audit. An Audit of the financial records of the Corporation will be conducted annually and at such other times as directed by the Board. A copy of any audit report received as a result of an audit or written summaries thereof will be made available to each member of the Corporation on request, not less than thirty (30) days after its receipt by the Board.

8.7. Accounting Records. The Treasurer will be responsible for maintaining all accounting records. These accounting records must be open to inspection by homeowners or their authorized representative and may be reviewed by appointment. The records will include but not be limited to a record pertaining to assets, liabilities, net worth, income and expenditures. Included in these records will be the name and current mailing address of the Board Treasurer.

#### **ARTICLE IX. PARLIAMENTARY RULES.**

Roberts Rules of Order (latest edition) will govern the conduct of the Corporation meetings when not in conflict with the Articles of Incorporation or these By-Laws.

#### **ARTICLE X. AMENDMENTS.**

Except as otherwise provided elsewhere, these By-Laws may be amended in the following manner:

10.1. Notice. Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2. Proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Directors or by not less than one-third (1/3) of title homeowners.

10.3. Adoption. A proposed amendment must be approved by the affirmative vote of a majority of voting members casting votes as provided in Article 3.2(b) of these By-Laws.

#### **ARTICLE XI CONSTRUCTION.**

Whenever the masculine singular form of the pronoun is used in these By-Laws it will be construed to mean the masculine, feminine, or neuter, singular or plural, wherever the context so requires or permits.

Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument will, nevertheless, be and remain in full force and effect.

Passed and adopted on December 1<sup>st</sup>, 1997

By: George Goodman  
President.

Attested: Cecelia Pritchard

Secretary.

Amended: 1998, 2003, 2007, 2009.