

**EAST BAY HOMEOWNERS, INC.**  
**P. O. BOX 690153**  
**ORLANDO, FL 32819-0153**



**BY-LAWS OF EAST BAY HOMEOWNERS, INC.**  
**(A FLORIDA CORPORATION NOT FOR PROFIT)**

**ARTICLE 1. NAME**

The name of the Corporation is East Bay Homeowners, Inc. which shall hereinafter in these By-Laws be referred to as the Association and refers to East Bay Homeowners, Inc.

**Article 2. Time and Place of Meetings**

1. Subject to the provisions of the Section 720.306, Florida Statutes, and Annual Meeting of the members of the Association shall be held in February in each year, for the transaction of any and all proper business as may come before the meeting. Special meetings of the members may be called by the Board of Directors. A meeting of the members for the purpose of elections shall be in each successive odd year.
2. Unless otherwise determined by the Board of Directors, all meetings of the members and the Board of Directors shall be held at the Orange County Southwest Public Library at 7255 Della Dr., Orlando, Fl. 32819, Dr. Phillips, which shall be the principal place at which the activities of the Association shall be conducted.
3. All communications directed to the Association shall be addressed to P.O. Box 690153, Orlando, FL. 32869-0153.

**Article 3. Admission to Membership**

Any recorded titleholder to a lot in the East Bay area must be a member in good standing in the Association, as defined in Article 4, of these By-Laws.

**Article 4. Dues**

The annual dues for members in the Association shall be in compliance with Paragraph 22 of the Covenants and Restrictions. A member is in good standing if the member's dues and

assessments are current for each lot owned by the member and have been paid by the first day in January of the current year in which business is being conducted by the Association.

### **Article 5. Assessments**

In the event the Board of Directors determines that an assessment of the members shall be made for the use in conformance with the corporate purpose as specified in the Covenants and Restrictions, the Board of Directors shall give written notice to each member of the Association. Such notice shall contain the specific purpose for which the assessment is being proposed and the exact amount of the proposed assessment. Within ten (10) days of the mailing of such notice, the Board of Directors shall call a special meeting of the full membership of the Association to vote on the proposed assessment. **A simple majority** vote by members in good standing present, direct and proxy, shall constitute approval of the proposed assessment.

### **Article 6. Notice**

1. Written or printed notice stating the place, date, and hour of any special meeting other than the Annual Meeting of the Association or of the Board of Directors, shall be delivered by mail to each member, not less than five (5) days no more than twenty (20) days before the date of such meeting, by or at the direction of the Board of Directors of the Association. In case of a special meeting or when required by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the association, with postage there on prepaid.
2. Any action to be taken at a meeting of the members, other than approval of a proposed assessment, shall be approved by a **simple** majority of the members in good standing present, direct and proxy.

### **Article 7. Proxies**

A voting member who is unable to attend any meeting of the corporate membership may submit **their** proxy vote to any Board Member unopened. Such proxy must be the **original proxy**, specifying the member's name and lot number to whom the proxy is given; the date of the proxy **form**; the date, time, and place of the meeting for which the proxy is given; and signed by the member authorizing the proxy in the presence of at least one witness.

## Article 8. Committees

1. The Board of Directors may appoint a standing committee composed of three members to be called **the Architectural** Committee. The purpose of this committee is to receive all suggestions and complaints concerning the various buildings, improvements, and grounds in the East Bay area and to make recommendations to the Board of Directors in Conformance with the purpose of this Association particularly insofar as insuring maintenance of property value in both the economic and aesthetic sense.
2. Prior to the Annual Meeting, the Board of Directors shall appoint a three-member Nominating Committee composed of voting members whose function shall be to submit candidates for the five elective Board of Directors positions as provided in Article 9.
3. The Board of Directors may appoint such other committees as in its discretion may be required for the management of the Association.

## Article 9. Board of Directors

1. The affairs of the Association shall be managed by the Board of Directors composed of a minimum of five members.
2. The elected Directors shall serve for a term of two (2) years in office.
3. Special meetings of the Board of Directors may be held at any time and at any place. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice sent by mail **or email** to each Director at such Director's address as shown by the records of the Association. **ALL BOARD MEMBERS MUST BE** notified of such meeting. The business to be transacted at, or the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of any meeting.
4. Any vacancy occurring in the Board of Directors shall be filled as follows:  
Replacement of a Director elected by voting members shall be made by the remaining Directors elected by voting members.
5. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.
6. All members of the Association, **in good standing**, shall be eligible to serve on the Board of Directors, but must submit himself or herself **as a candidate** on the slate **no later than January 15th of the voting year. Nominations on the ballot shall be the only ones considered.**

7. Any election dispute between a member and the Association must be submitted to mandatory binding arbitration with the Dep. Of Business Division of Community (Division). Such proceedings shall be conducted in the manner provided by Section 718.1255, Florida Statutes, and the procedural rules adopted by the Division.

### **Article 10. Officers**

1. The Board of Directors shall elect a President, A Vice President, A Secretary and treasurer who shall serve as the officers of the Association. **Additional officers may be elected as deemed appropriate by the Board.**

2. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby.

3. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of the office.

4. The President shall be the principal executive officer in this Association and shall, in general, supervise and control all of the business and affairs of the Association. The President shall reside at all meetings of the members and Board of Directors and in general, shall perform the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, By these By-Laws or by the laws of Florida to some other officer or agent of the Association; deeds, mortgages, bonds, contracts, leases, checks or other instruments which the Board of Directors has authorized to be executed, shall require the signature of the President, along with the Signature of either the Secretary, Treasurer or other officer or agent authorized by the Board of Directors.

5. The Vice President shall perform such other duties as from time to time are assigned by the President of the Board of Directors.

6. The Treasurer Shall have charge and custody of and be responsible for all funds and securities of the Association, keep a current record of all members whose dues are current, receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as may be designated by the Board of Directors. The Treasurer shall file an annual financial statement in accordance with Florida Statutes.

7. The Secretary shall attend all meetings of the Board of Directors and shall act as a clerk at such meetings, recording all votes and the minutes of all proceedings in a book to be kept for that purpose, have custody of the original copy of the By-Laws and all amendments thereof, shall keep in safe custody the seal of the association and when authorized by the Board of Directors shall affix the seal of any instrument requiring it, and in general, perform all of the duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

### **Article 11. Compensation**

No Director or officer of the Association shall receive directly or indirectly any salary or compensation from the Association. Directors and Officers Liability Insurance will be provided to all members serving on the Board of Directors as an annual expense to the Association.

### **Article 12. Quorums**

1. A Quorum for the purpose of conducting the annual meetings of the Association members shall be **10** members in good standing present, direct and proxy.
2. A quorum for the purpose of conducting meetings or a special meeting of the Association members shall be **a simple majority of members in good standing present, direct and proxy.**
3. A quorum for the purpose of conducting Board of Directors meetings shall be a simple majority of the Board of Directors.

### **Article 13. Seal**

The Seal of the Association shall be circular in form and shall be the name of the Association and the year of incorporation.

### **Article 14. Checks**

All checks or demands for money and notes of the Association shall be signed by such officer or officers as the Board of Directors from time to time may designate.

**Article 15. Fiscal Year**

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

**Article 16. Amendments**

These By-Laws or any of them, may be altered, amended, or repealed at any Annual Meeting or **Special Meeting** of the voting members of the Association by affirmative vote of a simple majority of the members in good standing present, direct and proxy; provided at least five (5) days written notice is given to voting members of the intention to alter, amend or repeal, or to adopt new By-Laws at such meeting.

The By-Laws of the Association were adopted at the first meeting of the Board of Directors on July 30, 1973. These By-Laws have been updated as indicated below.

- Original signed by John Shelton, Secretary
- Updated March 21, 1978 by H. Smith, Jr. Secretary
- Amended February 9 1994 by Carol A. Bonestroo, Secretary
- Amended March 4, 1997 by Barbara Frys, Secretary
- Amended February 10, 1998 by Barbara Frys, Secretary
- Amended February 14, 2002 by Carol Bonestroo, Secretary
- Amended November 20, 2007 by Carol Bonestroo, Secretary
- Amended February 19, 2019

Gillian King  
 Gillian King, Secretary *GILLIAN King*

**STATE OF FLORIDA  
COUNTY OF ORANGE**

ACKNOWLEDGED BEFORE ME THIS 13 DAY OF June, 2019, BY GILLIAN King,  
WHO IS PERSONALLY NOW TO ME.

*[Signature]*  
 ,) Notary Public

1/23/2019

