

BY-LAWS
OF
SAUSALITO SHORES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I. DEFINITIONS

Section 1. "Association" shall mean and refer to the SAUSALITO SHORES HOMEOWNERS' ASSOCIATION, INC., a corporation not for profit organized and existing under Chapter 617, Florida Statutes, as amended.

Section 2. "The Properties" shall mean and refer to all Existing Properties as defined in the Articles of Incorporation and additions thereto.

Section 3. "Common Property" shall mean and refer to those areas of land shown on any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of the owners of The Properties.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon The Properties but, notwithstanding any applicable theory of the mortgage, shall not mean or refer to the mortgagee.

Section 5. "Member" shall mean and refer to those persons who are owners or renters as defined herein and who apply for membership in the Association in the manner set forth in Article III hereof.

Section 6. "Fiscal Year" of the Association shall begin on the first day of January and end on the 31st day of December of each calendar year.

ARTICLE II. LOCATION

Section 1. The principal office of the Association shall be located at P.O. Box 1685, Sausalito Shores, Casselberry, Florida 32707, or such other place designated by the Board of Directors.

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ARTICLE III. MEMBERSHIP

Section 1. Every person or entity who is a record owner or renter of a fee or undivided fee interest in any Lot, who resides in Sausalito Section II, III, or any other Section of Sausalito hereafter platted, may submit an application for membership to the Board of Directors. Assessments, as set forth in Article III, Section 2, shall accompany the membership application. If the application is approved by the Board of Directors, said person or entity shall become a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a Member.

Section 2. Annual assessments shall be set by the Board of Directors, subject to the approval of the members present at the annual or special meeting of the Association.

Section 3. Assessments shall be due and payable in January and will be past due on the first day of April in each and every year. Newly arrived residents will pay, during their first year of residence at Sausalito Shores, the following dues: January-February-March arrivals will pay the full amount of dues approved by the members at the previous annual meeting; April-May-June arrivals will pay $\frac{3}{4}$ of the dues; July-August-September arrivals will pay $\frac{1}{2}$ of the dues; and October-November-December arrivals will pay $\frac{1}{4}$ of the dues.

Section 4. The membership rights of any person whose interest in The Properties is subject to assessments under Article III, Section 2, may be suspended by action of the Board of Directors during the period when the assessments remain unpaid; but upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of any person thereon, as provided in Article IX, Section 1, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE IV. VOTING RIGHTS

Section 1. The Association shall have one class of voting membership:

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Members shall be entitled to one vote for each Living Unit in which they hold the interest required for membership by Article III. When more than one person holds such interest or interests in any Living Unit, all such persons shall be Members, and the vote for such Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Living Unit.

Section 2. Renters may vote on all matters except those which relate to the property rights of the owner; if the owner is present, however, he may cast the vote or allow his renter to vote in his stead; in no event shall more than one vote be cast with respect to any such Living Unit.

ARTICLE V. PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Property and facilities as provided by Article IV.

Section 2. Any Member may delegate his rights and enjoyment in the Common Property to the members of his family who reside upon The Properties or to any of his tenants. Such Member shall notify the Secretary in writing of the name of any such person and of the relationship of the Member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 4, to the same extent as those of a Member.

ARTICLE VI. ASSOCIATION PURPOSES AND POWERS

Section 1. The purpose for which the Association is organized is to promote the recreation, health, safety, and welfare of the residents within The Properties, enforce deed restrictions as set forth on the restrictions to Sausalito Sections two, three or any other Section of Sausalito hereafter platted, and such additions thereto as may hereafter be brought within the jurisdiction of this Association by annexation.

Section 2. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members and the Association shall make no distributions of income to its Members, directors or officers. However, any Director may be reimbursed for actual expenses incurred in the performance of his duties.

Section 3. Additions to The Properties when properly made under the applicable law, shall extend the jurisdiction, functions, duties and membership of this Association to such

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properties. Approval shall have the assent of a two-thirds (2/3) of the votes of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed or delivered to all Members at least thirty (30) days in advance setting forth the purpose of the meeting.

Section 4. To the extent permitted by law, the Association may participate and join with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of a two-thirds (2/3) of the votes of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed or delivered to all Members at least thirty (30) days in advance setting forth the purpose of the meeting.

Section 5. Dedication of Properties or Transfer of Function to Public Agency or Utility requires consent of two-thirds (2/3) of all Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed or delivered to all Members at least thirty (30) days in advance setting forth the purpose of the meeting. In the event of dedication of property, said property shall be for recreational use exclusively and first priority shall be given to Members of this Association, or to their successors or assigns. The Association shall have the power to transfer, dedicate, or mortgage the Common Property only as authorized by law.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of eleven (11) Directors who shall serve for two year terms. To effect staggered terms, the 1983 election will require the election of two (2) for one year and six (6) for two years. The 1984 election will call for the election of five (5) for two years; the 1985 election for six (6) for two years, etc.,etc. Directors shall hold office until the election of their successors as specified therein. No Director may serve more than two (2) successive terms as a Director.

Section 2. The immediate past President of the Sausalito Shores Homeowners' Association, Inc., shall become an ex-officio member of the Board of Directors, for the year immediately following this term of office as President, but shall not be entitled to vote, unless the immediate past President remains on the Board of Directors by virtue of his election to the Board of Directors, as hereinbefore described.

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Section 3. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Adolph K. Berge	412 Sonesta Court Casselberry, Florida
Walter Yanule	653 San Pablo Avenue Casselberry, Florida
Betty Mangum	678 San Pablo Avenue Casselberry, Florida
Kenneth Palmer	418 Sonesta Court Casselberry, Florida
Bernie Sampson	311 San Tomas Drive Casselberry, Florida
Frieda Mickelson	665 San Pablo Avenue Casselberry, Florida
Adele Svendsen	306 San Tomas Drive Casselberry, Florida

Section 4. Vacancies in the Board of Directors shall be filled by the remaining directors, any such appointed director to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

Section 5. Term of Office: Directors shall hold office from the date of the annual meeting through the date of the next annual meeting, or until the election and qualification of their successors.

**ARTICLE VIII. ELECTION OF DIRECTORS:
NOMINATING COMMITTEE; ELECTION COMMITTEE**

Section 1. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members may cast, in respect of each vacancy, as many votes as they are entitled to exercise. The names receiving the largest number of votes through a plurality vote shall be elected.

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Section 2. Nomination for election to the Board of Directors shall be made by a Nominating Committee which committee shall be appointed by the Board of Directors at least thirty (30) days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and four (4) or more members of the Association. 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.

Section 3. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for write-in votes or nominations from the floor or otherwise.

Section 4. Each Member shall receive as many ballots as he has votes. Notwithstanding that a Member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballot shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the Members shall be advised that because of the verification procedures of Section 7, the inclusion of more than one ballot in any one "Ballot" shall disqualify the return. Such "Ballot" envelope, or envelopes (if a Member is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the Member,, the number of ballots being returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the Secretary at the following address: P.O.Box 1685, Sausalito Shores, Casselberry, Florida 32707.

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Section 5. "Upon receipt of each return, the Secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting in which the elections are to be held. On that day the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of three (3) members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall: (a) establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member identified on the outside envelope containing them; and (b) ensure that the signature of the member on the outside envelope is genuine. Such procedure shall be followed as to ensure that the vote of any member shall not be disclosed to anyone, including members of the Election Committee."

The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelopes and the counting of the votes. If any "Ballot" envelope is found to contain more than one "Ballot", all ballots in such envelope shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the Members present, the ballots and the outside envelopes shall be destroyed.

ARTICLE IX. POWERS AND DUTIES
OF THE BOARD OF DIRECTORS

Section 1. A Board of Directors shall have power:

a. To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of the requisite number of voting membership, as provided in Article XIII, Section 2.

b. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.

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c. To recommend the amount of the annual assessments, subject to the approval of the members present at the annual or special meeting of the Association.

d. To adopt and publish rules and regulations governing the use of the Common Property and facilities and the personal conduct of the Members and their guests thereon.

e. To 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 By-Laws or the Articles of Incorporation.

f. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may, in its discretion, by action taken at the meeting during which said third absence occurs or at any subsequent consecutive meeting where said member of the Board of Directors shall still be absent, declare the office of said absent Director to be vacant.

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

a. To cause to be kept a complete record of all of 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 when such is requested in writing by the requisite number of the voting membership, as provided in Article XIII, Section 2.

b. Suspend the voting rights and right to use of the Association's recreational facilities, if any, of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association, as provided by Article III, Section 4, of these By-Laws.

c. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

d. To recommend the amount of the annual assessments, subject to the approval of the members present at the annual or special meeting of the Association.

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e. To prepare a roster of the Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member.

f. To send written notice of each assessment to every Member subject thereto.

g. To issue, or to cause an appropriate officer to issue upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE X. DIRECTORS' MEETINGS

Section 1. A regular meeting of the Board of Directors shall be held on the 2nd Thursday of each month at 7:30 p.m., without notice, provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

Section 2. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two Directors after not less than three (3) days notice to each Director.

Section 3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to a holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 4. The majority of the Board of Directors shall constitute a quorum thereof.

Section 5. Any action required to be taken at a meeting of the Directors of the Association, or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken signed by all of the

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Directors or of all members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XI. OFFICERS

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The President and Vice President shall be members of the Board of Directors.

Section 2. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board of Directors.

Section 3. Resignation and Removal: Any officer may be removed from office with reasonable and prudent cause by the Board. Any officer may resign at any time giving written notice to the Board, 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 4. Vacancies: A vacancy in any office may be filled by appointment or election by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 5. Duties: The duties of the officers are as follows:

a. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments. He/she shall be an ex-officio member of all committees except the Nominating Committee.

b. The Vice President shall perform all duties of the President in his absence.

c. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice

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of meetings of the Board and Members; keep appropriate current records showing the Members of the Association, together with their addresses; to maintain in his/her possession a revolving fund of the Association's monies in an amount not to exceed \$25.00 for the purpose of purchasing postage stamps, stationery and other necessary supplies for the use of the Association, and shall perform such other duties as required by the Board.

d. The Treasurer shall receive and deposit in an appropriate bank account all moneys of the Association and shall disburse all funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements up to twenty-five dollars (\$25.00) for any single transaction. The Treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or the Vice President.

e. The Treasurer shall keep proper books of account and cause an annual audit of the Association books to be made at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XII. COMMITTEES

Section 1. The Standing Committees of the Association shall be:

Membership and Hospitality
Ways and Means
Information and Publicity
Special Events
Area Development/Maintenance .
Recreation
Audit
Architectural Review Board

Unless otherwise provided herein, each committee shall consist of a chairperson and two (2) or more members and shall include a member of the Board of Directors. The Board of Directors may appoint such other committees as it deems desirable, or disband any standing or special committee deemed not necessary.

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Section 2. Committee Chairpersons: All Committee Chairpersons shall be appointed by a majority vote of the Board of Directors. Such Chairpersons shall serve at the discretion of the Board of Directors and may be removed from office by a majority vote of the Board of Directors.

Section 3. It shall be the duty of each committee to receive complaints from Members about any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented. The Board of Directors has overall responsibility for action of the committees and can change and/or reverse any action taken by a committee if the Board of Directors considers such action to not be in the best interest of the Association and the Members.

Section 4. The general responsibilities of the Standing Committees shall be:

a. Hospitality and Membership Committee. Shall welcome new residents to Sausalito Shores, seek to increase Association membership and make appropriate contacts involving sickness, bereavement or hospitalization.

b. Information and Publicity Committee. Shall be responsible for keeping the membership informed of Association business and for maintaining liason with the news media, other civic associations, and appropriate public officials. The committee shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association.

c. Special Events Committee. Shall be responsible for all matters relating to social and other events not specifically made the responsibility of another committee.

d. Area Improvement and Maintenance Committee. Shall be responsible for developing and executing appropriate programs to enhance the beauty of the Association's area of interest and shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Property of the Association, and shall perform such other functions as the Board, in its discretion, determines.

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e. Recreation Committee. Shall be responsible for developing and executing appropriate programs relating to the recreational enjoyment of the Members of the Association.

f. Architectural Review Board. Shall be formed to assure compliance with Deed Restrictions and amendments thereto on real estate for Sausalito Section II, III, and any other Section of Sausalito hereafter platted, and shall watch for any proposals, programs, or activities which may adversely affect the residential value of The Properties and shall advise the Board of Directors regarding Association action on such matters.

g. The Audit Committee. Shall supervise the annual audit of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article XI, Section 8. The Treasurer shall be an ex officio member of the committee.

ARTICLE XIII. MEETINGS OF MEMBERS

Section 1. Beginning in 1981, the annual meeting of the membership shall be held on the 3rd Friday of the month of January at the hour of 7:30 P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the following Friday which is not a legal holiday.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, or by any two or more members of the Board of Directors, and a special meeting shall be called upon written request of the Members who have a right to vote one-fifth (1/5) of all the votes of the entire membership. Only such business as is set forth in the notice of special meeting shall be transacted at such meeting.

Section 3. Notice of any meetings shall be given to the Members by the Secretary. Notice may be given to the Member either personally, or by sending a copy of the notice through the mails, postage thereon fully prepaid to his address appearing on the books of the Association. Each Member shall register his address with the Secretary, and notices of meetings shall be mailed or delivered to him at such address. Notice of any meeting, regular or special, shall be mailed or delivered at least twenty (20) days in

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advance of the meeting and shall set forth in general the nature of the business of any meeting that shall involve an election governed by Article VIII or any action governed by the Articles of Incorporation.

Section 4. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation shall require a quorum as therein provided.

ARTICLE XIV. PROXIES

At all Association meetings of members, each member shall vote in person or by use of a mailed in ballot provided by the Association. In no case will proxy voting be used.

ARTICLE XV. BOOKS AND PAPERS

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member.

ARTICLE XVI. CORPORATE SEAL

Section 1. The Association shall have a seal consisting of two concentric circles with the words "Sausalito Shores Homeowners' Association, Inc." between the circles.

ARTICLE XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, with these By-Laws and any special rules of order the Association may adopt.

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ARTICLE XVIII. AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at the annual or special meeting of the Association, provided that the amendment has been submitted in writing to all members at least twenty (20) days prior to said annual or special meeting of the Association, and further provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law.

Section 2. In a case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

IN WITNESS WHEREOF, we being Directors of the Sausalito Shores Homeowners' Association, Inc., have hereunto set our hands this _____ day of _____, 1979.

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