

5 MIN. RETURN

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**BYLAWS  
OF  
HICKORY KNOLLS HOMEOWNERS  
ASSOCIATION, INC.**

**A Corporation not for profit under the laws of the State of Florida**

**ARTICLE I**

**IDENTITY**

These are the Bylaws of the Hickory Knolls Homeowners Association, Inc. hereinafter called the "Association". A corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on June 5, 2003.

The Association has been organized for the purpose of performing the functions outlined in the covenants, conditions and restriction as may be recorded, for all phases of Hickory Knolls, a subdivision located in Clay County, Florida ('the subdivision'), including any amendments thereto (the "covenants"), and specifically for the purpose of the continual maintenance and cleaning of the storm and/or surface management systems required by the St. Johns River Water Management District or other governmental agencies pursuant to the permits issued and other applicable rules and regulations.

The members of the Association shall be all lot owners, as more particularly defines in the covenants.

Initially, the office of the Association shall be at 4213 CR 218, Ste 1, Middleburg, FL 32068, but may be changed from time to time, and meetings of Members and Directors may be held at such place within the State of Florida as may be designed by the Board of Directors.

The fiscal year of the Association shall be the calendar year.

The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit", and the year of incorporation. The seal shall be in the following form:

## ARTICLE II

### MEMBERS MEETINGS

A. Annual Meeting. Is required to be held a minimum of once per year for the purpose of electing directors and transacting business and determining when subsequent annual meetings shall be held.

B. Special Meetings. Special meetings of the members shall be held whenever called by the President or Vice President or by majority of the Board of Directors. Notices of Special Meetings must be made available to all members. As a special meeting of the Members, the Association may only conduct that business and address those matters that were stated in the notice of the special meeting to be the purpose thereof.

C. Notices. Notices of all member meetings stating the time and place and the Object for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing by all members. Notices of all meetings will be posted in the bulletin board located at the front entrance of the community.

D. Quorum. A quorum at member's meeting shall be members entitled to cast simple majority of the votes.

E. Voting Rights. The voting rights of the members shall be as one (1) vote per lot:

F. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

G. Adjourned Meeting. May be rescheduled as provided in the covenants.

H. Written Consent and Joinder. In the event that any action is authorized to be taken by the Members at a meeting, it shall be permissible to approve such action by a written consent and joinder by the proportion of Members required to approve such action; provided, however, that notice of the Association's intent to seek written consent and joinder shall be sent to all Members in accordance with the notice provision herein.

## ARTICLE III

### DIRECTORS

- A. Governing Body. The affairs of the Association shall be governed by a Board of Directors. The Directors must be owners and reside in the subdivision.
- B. Number. The Board shall consist of no less than four (4) members and not more than eight (8) members who shall be elected by the membership at large at the annual meeting.
- C. Removal. Any Directors elected by the Class A members may be removed from the Board, with or without cause, by a majority vote of the Board and the Members present at that meeting. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining Directors and shall serve until the next annual meeting of the members.
- D. Compensation. No Director shall receive compensation for any service he may render to the Association. However a Director may be reimbursed for his actual expenses incurred in the performance of his duties.
- E. Election. Election to the Board of Directors shall be by Nomination and Election of the Class A members, or their proxies, at the annual meeting. The person receiving the largest number of votes shall be elected.

## ARTICLE IV

### MEETING OF DIRECTORS

- A. Organizational Meeting. The first meeting of the members of a newly elected Board of Directors shall be held within thirty (30) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.
- B. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors.
- C. Special Meeting. Special meetings of the Directors may be called by the President and must be called by the Secretary. Not less than three (3) days notice of the meeting shall be given personally or by mail, email, telephone, telegraph, which shall state the time, place and purpose of the meeting.

D. Waiver of Notice. Any Director's meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which quorum is present shall constitute the acts of the Board of Directors is required by the Articles of Incorporation or the Covenants or these By-Laws.

E. Quorum. A quorum at a Directors' meeting shall consist of a majority of the Entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors is required by the Articles of Incorporation or the Covenants or these By-Laws.

F. Adjourned Meetings. 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 from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

G. Action Taken Without a Meeting. The Board of Directors may take any action without a meeting which it could take at a meeting by obtaining the written consent and joinder of all Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors.

H. Joinder in Meeting by Approval of Minutes. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

I. Presiding Officer. The presiding officer at a Director's meeting shall be the President. In the absence of the President, the Directors present shall designate one of their number to preside.

## ARTICLE V

### POWER AND DUTIES OF BOARD OF DIRECTORS

Subject to the provision of the Covenants, the Board of Directors shall have the following powers and duties:

A. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions in the Covenants or Articles of Incorporation, and specifically comply with all requirements of the surface and storm water management permits.

B. Declare the office of a member of the Board of Directors, at the discretion 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.

C. Employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe the duties and compensation of any such employee, and to provide for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties.

D. Prepare and adopt an annual budget in which there shall be established the contribution of each Owner to the common expenses, subject to the provisions in the covenants.

E. Make assessments to defray the common expenses, establish the means and methods of collecting such assessment, and establish the period of the installment payments of the annual assessments, send written notice of each assessment to every owner subject thereto, and to file and foreclose liens against any property for which assessments are not paid, all as provided in the Covenants.

F. Provide for the operation, care, upkeep and maintenance of all areas which are the maintenance responsibility of the Association, as set forth in the Covenants.

G. Collect annual dues and or any assessments, depositing the proceeds thereof in a bank depository which it shall approve and using the proceeds to administer the Association.

H. Open bank accounts on behalf of the Association and designate the signatories required.

I. Enforce by legal means the provisions of the Covenants and these By-Laws, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association.

J. Pay the cost of all services rendered to the Association or its member which are not directly chargeable to Owners.

K. Keep books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specify the maintenance and repair expenses and any other expenses incurred, which books and records shall be open for inspection by any member at reasonable times and upon reasonable notice.

L. Contract with any person or entity for the performance of various duties and functions.

M. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.

N. Cause any or all officers or employees having fiscal responsibilities to be covered under the Association's Bond, as the Board may deem appropriate.

O. To present to the members at the annual meeting, or at any special meeting, a statement of all acts and corporate affairs as respects the Association.

P. To oversee the common areas, enforce rules and regulation, and other duties relating to the common areas as may be necessary from time to time.

## **ARTICLE VI**

### **OFFICERS AND THEIR DUTIES**

A. **Enumeration of Officers.** The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. The President, Vice President, Secretary and Treasurer shall be elected from among the members of the Board of Directors.

B. **Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors at each annual meeting of the members.

C. **Terms.** The officers of this Association shall be elected by the Board and each shall hold office for two (2) years unless sooner removed or otherwise disqualified to serve. All officers are eligible to be voted back in by the membership.

D. **Special Appointments.** The Board 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 may, from time to time determine.

E. **Resignation and Removal.** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at anytime by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the 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.

F. **Vacancies.** A vacancy in any office may be filled by appointment by the majority vote of the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the vacancy.

G. **Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any other office except in the case of special offices created pursuant to paragraph D of this Article.

H. Duties. The duties of the officers are as follows:

**President**

The President shall be the chief executive officer of the Association. He shall have all the powers and duties usually vested in the office of President of an Association, including but not limited to the power to appoint committees from among the members from time to time as he/she, in his/her discretion may determine appropriate to assist in the conduct of the affairs of the Association. He/she shall sign all leases, mortgages, deeds and other written instruments, with the exception of checks and promissory notes.

**Vice President**

The Vice President shall act in the place and stead of the President in the event of the President's absence or inability to act. Shall assist the President generally, and shall exercise and discharge such other duties as may be required of him/her by the Board.

**Secretary**

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, and perform such other duties as required by the Board.

**Treasurer**

The Treasurer shall oversee the receipt and deposits of all monies into appropriate bank accounts and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, copies of which will be delivered to each member.

**ARTICLE VII**

**COMMITTEES**

The Association may appoint an Architectural Control Committee as provided in the Covenants and such other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE VIII**

### **ASSESSMENTS**

As more fully provided in the Declaration and Articles of Incorporation, each member is obligated to pay to 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 its due date, a late charge of five percent (5%) of the amount due shall be levied and, if not paid within sixty (60) days after the due date, the assessments shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum. If such property is in debt to the Association of \$900 or greater, the Association may bring an action at law against the Owner personally obligated to pay the same, including foreclosure the lien against the property, and interest, costs and reasonable attorneys' 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 herein by non-use of the common areas or abandonment of his or her Residential Lot. Bank charges for return checks shall be the responsibility of the Owner of said Lot for which the check is returned.

## **ARTICLE IX**

### **AMENDMENTS**

These By-Laws may be amended as provided in the Articles of Incorporation or any amendment thereto.

## **ARTICLE X**

### **FIDELITY BONDS AND INSURANCE**

The Association shall obtain and maintain adequate insurance of fidelity bonding of all persons who control or disburse funds of the Association. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or management agent at any one time. As used in this paragraph section, the term "persons who control or disburse funds of the Association" includes, but are not limited to, mean those individuals authorized to sign checks, and the President, Vice President, Secretary and Treasurer of the Association.

Association shall obtain and maintain adequate General Liability Insurance, Excess Liability Insurance, and Directors and Officers Liability Insurance, in limits of insurance as set at the discretion of the Board.

Association shall bear the cost of bonding and insurance.



In Witness Whereof, the Board of Directors has caused these rules and Regulations, as may be amended by the Board of Directors, to be executed by its duly authorized officers, after approval by the Board of Directors, as of the day and year first written.

Hickory Knolls Estates  
Homeowners Association, Inc.

Signed, Sealed and delivered  
In the presence of:

Carol Kiertekles  
Witness  
Print Name: Carol Kiertekles

AL ATZERT  
Signature  
Print Name: AL ATZERT

President of the Board of Directors

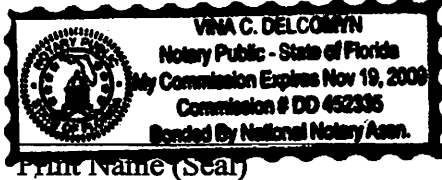
Carol Kiertekles  
Witness  
Print Name: Carol Kiertekles

Robin B. Nichols  
Signature  
Print Name: Robin B. Nichols  
Secretary of the Board of Directors

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 29 day of July, 2008 by AL ATZERT, the President and Robin E. Nichols, the Secretary of the Board of Directors of Hickory Knolls Estates Homeowners Association, Inc. on behalf of the Board of Directors, (N) who are personally known to me or have produced \_\_\_\_\_ as identification.

Vina C. Delcomyn  
Notary Public, State of Florida

  
Print Name (Seal)