



Cedar Pointe Village Eight Association, Inc
2929 SE Ocean Boulevard • Stuart FL 34996 • 772-287-3253 • Fax 772-781-1533
www.cpvillage8.com • cpv8@comcast.net

Cedar Pointe Village 8

Bylaws

April 1972

(through May 2003)

MERGED
BYLAWS
OF
CEDAR POINTE VILLAGE 8 ASSOCIATION, INC.
(through May 2003)

1. **IDENTITY.**

These are the Bylaws of CEDAR POINTE VILLAGE NO. 8 ASSOCIATION, INC., called Association in these Bylaws, 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 April 17, 1972.

1.1 The office of the Association will be at 2000 East Ocean Boulevard, Stuart, Florida.

1.2 The fiscal year of the Association will be the calendar year or such other twelve (12) month period as the Board may designate from time to time.

1.3 The seal of the corporation will bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:

2. **MEMBERS' MEETINGS.**

2.1 The annual members' meeting will be held at 1:30 P.M., Eastern Standard Time, during the month of February of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2.2 Special members' meeting will be held whenever called by the President or by a majority of the Board of Directors; and must be called by such officers upon receipt of a written request from members entitled to cast one-third of the vote of the entire membership.

2.3 Notice of all members' meetings stating the time and place and the objects for which the meeting is called will be given by the President or Secretary unless waived in writing. Such notice will be in writing to each member at his address as it appears on the books of the Association and will be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing will be given by the affidavit of the person giving the notice. Notice of a meeting may be waived before or after the meetings.

2.4 A quorum at members' meetings will consist of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present will constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Condominium, the Articles of Incorporation or these Bylaws.

2.5 Voting.

(a) The owner of each apartment will be entitled to one vote; and if one owner owns more than one apartment he will be entitled to one vote for each apartment owned.

(b) If an apartment is owned by one person, his right to vote will be established by the record title to his apartment. If an apartment is owned by more than one person, or is under lease, the person entitled to cast the vote for the apartment will be designated by a certificate signed by all of the record owners of the apartment and filed with the Secretary of the Association. If an apartment is owned by a permitted entity, as provided in the Declaration, the person entitled to cast the vote for the apartment will be designated by a certificate signed by an authorized representative of the permitted entity or the trustee of the trust, as the case may be, and filed with the Secretary of the Association. Such certificates will be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the apartment concerned. A certificate designating the person entitled to cast the vote of an apartment may be revoked by any owner of an apartment. If such a certificate is not on file, the vote of such owners will not be considered in determining the requirement for a quorum nor for any other purpose. No voting certificate shall be required for units owned by husband and wife.

2.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and will be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before or at the appointed time of the meeting or any adjournment of the meeting.

2.7 Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. If a quorum is present but the supermajority required to approve any resolution on the agenda is not present or attained, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until the supermajority required to approve an agenda item is attained.

2.8 The order of business at annual members' meetings and as far as practical at other members' meetings will be:

- (a) Election of chairman of the meeting
- (b) Calling of the roll and certifying of proxies
- (c) Proof of notice of meeting or waiver of notice
- (d) Reading and disposal of any unapproved minutes
- (e) Reports of officers
- (f) Reports of committees
- (g) Election of Directors
- (h) Unfinished business
- (i) New business
- (j) Adjournment

3. **DIRECTORS.**

3.1 Membership. The affairs of the Association will be managed by a board of seven (7) directors. Directors must be members of the Association or the spouse of a member of the Association.

3.2 Election of directors will be conducted in the following manner:

- (a) Election of directors will be held at the annual members' meetings.
- (b) Elections of directors shall be conducted in the manner prescribed in the Condominium Act and Florida Administrative Code, as both may be amended from time to time.
- (c) Vacancies on the Board of Directors other than those resulting from a recall shall be filled by the remaining directors, even though they may constitute less than a quorum, and those appointed shall serve the balance of the unexpired term for the seat to which they are appointed.
- (d) Any member or members of the Board of Directors may be recalled and the vacancies thereby created filled in the manner provided in the Condominium Act and the Florida Administrative Code, as both may be amended from time to time.

3.3 All directors shall be elected to a term of two (2) years, with the directors serving staggered terms. In order to implement staggered terms, at the first contested election after the effective date of this amendment, the four (4) candidates receiving the highest number of votes shall be elected to a two (2) year term and the other three (3) candidates elected to the Board shall serve a one (1) year term. Thereafter, all persons elected to the Board shall serve a two (2) year term. If there is not a contested election at the first annual meeting after the effective date of this amendment, those persons seated on the Board will decide among themselves which four (4) will serve a two (2) year term and which three (3) will serve a one (1) year term and, if they cannot decide among themselves, the implementation of staggered terms shall be delayed until the first contested election after the effective date of this amendment.

3.4 The organizational meeting of each newly-elected Board of Directors will be held within ten (10) 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 such organizational meeting will be necessary.

3.5 Regular meetings of the Board of Directors may be held at such time and place as will be determined, from time to time, by a majority of the directors. Notice of regular meetings will be given to each director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting. All meetings of the Board of Directors shall be noticed and conducted in accordance with the requirements of the Condominium Act and Florida Administrative Code, as both may be amended from time to time.

3.6 Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of one-third of the directors. Not less than three days' notice of the meeting will be given personally or by mail, telephone or telegraph, which notice will state the time, place and purpose of the meeting. All meetings of the Board of Directors shall be noticed and conducted in accordance with the requirements of the Condominium Act and Florida Administrative Code, as both may be amended from time to time.

3.7 A quorum at directors' meeting will 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 will constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declarations of Condominium for such condominiums, said Articles of Incorporation or these Bylaws.

3.8 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.

3.10 Committees. Committees may be appointed by the President, as set forth in Section 5.2 hereof, and by the Board of Directors. Any committee formed for the purpose of assisting the Board in promulgating a budget and any committee delegated the authority to take final action on behalf of the Association shall notice and conduct its meetings in accordance with the same procedural requirements applicable to Board meetings. All other committees shall be exempt from those requirements.

3.11 The presiding officer of directors' meetings will be the chairman of the Board of Directors if such an officer has been elected; and if none, the President will preside. In the absence of the presiding officer, the directors present will designate one of their number to preside.

3.12 The order of business at directors' meetings will be:

- (a) Calling of roll
- (b) Proof of due notice of meeting
- (c) Reading and disposal of any unapproved minutes
- (d) Reports of officers and committees

- (e) Election of officers
- (f) Unfinished business
- (g) New business
- (h) Adjournment

3.13 Directors' fees will not be paid.

4. **POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

All of the powers and duties of the Association will be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by apartment owners when such is specifically herein or elsewhere required.

5. **OFFICERS.**

5.1 The executive officers of the Association will be a President, one or more Vice Presidents, a Treasurer and a Secretary, all of whom will be elected annually by the Board of Directors, all of whom shall be members of the Board of Directors, and who may be peremptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary. The Board of Directors from time to time will elect such other officers and designate their powers and duties as the Board of Directors shall find to be required to manage the affairs of the Association.

5.2 The President will be the chief executive officer of the Association. He will have all of 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, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

5.3 The Secretary will keep the minutes of all proceedings of the directors and the members. He will attend to the giving and serving of all notices to the members and directors and other notices required by law. He will have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He will be responsible for the records of the Association, except those of the Treasurer, and will perform all other duties incident to the office of Secretary of the Association and as may be required by the directors or the President.

5.4 The Treasurer will have custody of all property of the Association, including funds, securities and evidence of indebtedness. He will keep the books of the Association in accordance with good accounting practices; and he will perform all other duties incident to the office of Treasurer.

5.5 No compensation will be paid to officers of the Association.

6. **FISCAL MANAGEMENT.**

The provisions for fiscal management of the Association set forth in the Declarations of Condominium and Articles of Incorporation will be supplemented by the following provisions:

6.1 Accounts. The receipts and expenditures of the Association will be credited and charged to such accounts as shall be appropriate. All expenditures will be common expenses.

6.2 Budget. The Board of Directors will adopt a combined budget for each calendar year that will include the estimated funds required to defray current expenditures and to provide and maintain funds for any other accounts and reserves, according to good accounting practices.

Copies of the budget and proposed assessments will be transmitted to each member on or before December 1 preceding the year for which the budget is made. If the budget is amended subsequently, a copy of the amended budget will be furnished to each member.

6.3 Provides, however, that until the Developer elects to terminate its control of the Association, or until December 3, 1980, whichever first occurs, the Board of Directors may omit from the budget all allowances for contingencies and reserves.

6.4 Assessments. Assessments against the apartment owners for their shares of the items of the budget will be made for the calendar year annually in advance on or before December 20 preceding the year for which the assessments are made. Such assessments will be due in equal monthly installments on the first day of each month of the year for which the assessments are made. If an annual assessment is not made as required, an assessment will be presumed to have been made in the amount of the last prior assessment and monthly installments on such assessment will be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors; and the unpaid assessments for the remaining portion of the calendar year for which the amended assessment is made will be due in equal monthly installments on the first day of each month remaining in the year for which such amended assessment is made

6.5 Acceleration of assessment installments upon default. If an apartment owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the apartment owner, and then the unpaid balance of the assessment will come due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the apartment owner, or not less than twenty (20) days after the mailing of such notice to him by registered or certified mail, whichever shall first occur.

6.6 Assessments for emergencies. Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses will be made only after notice of the need for such is given to the members. After such notice and upon approval by more than one-half of the members, the assessment will become effective, and it will be due after 30 days' notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

6.7 The depository of the Association will be such bank or banks as shall be designated from time to time by the directors and in which the moneys of the Association will be deposited. Withdrawal of moneys from such accounts will be only by checks signed by such persons as are authorized by the directors.

6.8 Consolidated Financial Operations. The Association operates nineteen (19) separate condominiums, all of which shall operate as a single condominium for purposes of financial matters, including budgets, assessments, accounting and record keeping.

7. PARLIAMENTARY RULES.

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

8. **AMENDMENTS.**

These Bylaws may be amended in the following manner:

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

8.2 A resolution adopting a proposed amendment may be proposed by either the Board of Directors of the Association or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than sixty percent (60%) of the entire membership of the Association.

8.3 Proviso. Provided, however, that no amendment will discriminate against any member, unless the member so affected shall consent; and no amendment will affect or impair the validity or priority of any mortgage covering any apartment, or affect or impair the rights of a lessor under any leases made by the Association.