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**BY-LAWS  
OF  
GLENWOOD SPRINGS HOMEOWNERS ASSOCIATION, INC.**

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**ARTICLE I - NAME AND LOCATION**

The name of the corporation is ***GLENWOOD SPRINGS HOMEOWNERS ASSOCIATION, INC.***, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751 but meetings of members and directors may be held at such place within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II - DEFINITIONS**

***Section 1.*** "Association" shall mean and refer to ***GLENWOOD SPRINGS HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation***, its successors and assigns.

***Section 2.*** "Common Area" shall mean and refer to those areas of land shown on any recorded subdivision plat of the Properties intended to be devoted to the common use and enjoyment of the Owners of all real property, including any improvements thereon, owned by the Association for the common use and enjoyment of the Owners, any Lot or parcel of land subsequently deeded by the Declarant to the Association for the use by the Owners, the Surface Water or Stormwater Management System, and the rights of way of all streets within the Properties.

Section 3. "Declarant" shall mean and refer to GLENWOOD SPRINGS, LLC, a Florida limited liability company.

Section 4. "Declaration" shall mean and refer to the *Declaration of Covenants, Conditions and Restrictions of Glenwood Springs* recorded in the Public Records of Volusia County, Florida, as it may, from time to time, be amended or supplemented.

Section 5. "Lot" shall mean and refer to any parcel of land shown on any recorded subdivision map or plat of the Property upon which shall be located a residential dwelling unit.

Section 6. "Member" shall mean and refer to all Owners who are Members of the Association as provided in the Declaration.

Section 7. "Owner" shall mean and refer to the owner as shown on the records of the Association (whether it be the Declarant, one or more persons, firms or legal entities) of fee simple title to any Lot located within the Property or any Additional Property. Owner shall not mean the holder of any mortgage or lien unless and until such holder has acquired title pursuant to foreclosure or a proceeding or deed in lieu of foreclosure nor shall the term include any lessee or tenant of Owner.

Section 8. "Property" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meetings. The first Annual Meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular Annual Meeting of the Members shall be held on the same day of

the same month of each year thereafter, at the hour of 7:00 o'clock P.M. If the date for the Annual Meeting of the Members is a Saturday, Sunday or legal holiday, the meeting will be held at the same hour on the first day following which is not a Saturday, Sunday or legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), the precise number of directors (which shall at all times be an odd number) to be determined by the Members at the Annual Meeting of the Members held pursuant to Section 1 of ARTICLE III. The directors need not be Members of the Association.

Section 2. Term of Office. At the first Annual Meeting, the Members shall elect one (1) director for a term of one year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years; and, at each Annual Meeting thereafter, the Members shall elect one (1) director for a term of three (3) years. Each director shall hold office until his successor has been duly elected or until his death, resignation or removal, whichever shall earlier occur.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority of the votes present in person or by proxy at a meeting called for the purpose of taking action with respect to the removal of a director. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### **ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. 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 one (1) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the Members, to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. 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 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Annual Meetings. Immediately following the Annual Meeting of the Members, the Board of Directors shall meet for the purpose of electing officers and for the transaction of such other business as may properly come before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly without notice at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a Saturday, Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday, Sunday or legal holiday.

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

Section 4. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power and authority to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the



Members and their guests thereon, and to establish penalties for the infraction thereof;

- (b) 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, the Articles of Incorporation, or the Declaration;
- (c) Declare the office of a member 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; and
- (d) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
  - (1) Fix the amount of the Annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
  - (2) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- (d) Issue, or to cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance for the benefit of the Association, its Members, officers and directors.

- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the Common Area to be maintained.

### **ARTICLE VIII - OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be President and Vice-President, each of whom shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. 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.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without 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 any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.



Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. 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 of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President - The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice President - The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary - 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 of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting, and deliver a copy of each to the Members.

#### ARTICLE IX - COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors may create such other committees as it may deem necessary or appropriate.

#### **ARTICLE X - BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

#### **ARTICLE XI - ASSESSMENTS**

Subject to, and as more fully provided in, the Declaration, 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 assessments are made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate prescribed in the Declaration, and the Association may bring an action of law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise avoid liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

**ARTICLE XII - CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: GLENWOOD SPRINGS HOMEOWNERS ASSOCIATION, INC.

**ARTICLE XIII - AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class C Membership.

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

**ARTICLE XIV - MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Declaration of Covenants, Conditions and Restrictions for Glenwood Springs      Rec 10/26/05  
Pg 3824 – 3878

First Amendment to Declaration of Covenants, Conditions and Restrictions for      Rec 1/12/06  
Glenwood Springs      Pg 173 – 175

First Supplement to the Declaration of Covenants, Conditions and Restrictions      Rec 3/16/07  
for Glenwood Springs (includes Joinder and Consent)      Pg 1164 - 1169