

**BYLAWS  
OF  
ASHVILLE AREA PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is ASHVILLE AREA PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 13 E 10<sup>th</sup> Way, Greenville, Florida, 32331 but meetings of members and directors may be held at such places 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 the Ashville Area Property Owners' Association, Inc., its successors and assigns.

**SECTION 2.** "Owner" shall mean and refer to the record owner(s), whether one or more persons or entities, of a fee simple title to any lot which is a part of the properties, including contract buyers, but excluding those who have such interest merely as security for the performance of an obligation.

**SECTION 3.** "Properties" shall mean and refer to that certain real property described in the Declaration of Restrictions and Protective Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**SECTION 4.** "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the owners, including easements for the benefit of the Association or its members.

**SECTION 5.** "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map or plat of the properties.

**SECTION 6.** "Developer" shall mean and refer to Aucilla Shores, a partnership existing under the laws of the State of Florida, and its heirs, successors and assigns.

**SECTION 7.** "Declaration" shall mean and refer to the Declaration of Restrictions and Protective Covenants applicable to the properties recorded in the public records of Jefferson County, Florida.

**SECTION 8.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration or the Articles of Incorporation of the Association.

**ARTICLE III  
MEETINGS OF MEMBERS**

**SECTION 1. ANNUAL MEETINGS.** The annual meeting of the members, for the transaction of any and all proper business, shall be held on the second (2<sup>nd</sup>) Saturday of the month of March of each year. The specific location of the annual meeting shall be established by the Board of Directors. In the instance of inclement weather, a state recognized holiday or a natural disaster, the Board of Directors shall determine an alternate date and time for the annual meeting. The election of directors must be held at, or in conjunction with, the annual meeting.

**SECTION 2. GENERAL MEETINGS.** A general meeting of the members, for the transaction of any and all proper business, shall be held on the second (2<sup>nd</sup>) Saturday of the month of October of each year. The specific location of the annual meeting shall be established by the Board of Directors. In the instance of

inclement weather, a state recognized holiday or a natural disaster, the Board of Directors shall determine an alternate date and time for the general meeting. The election of directors is not permitted at this meeting.

**SECTION 3. 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 a majority of all the votes of the membership.

**SECTION 4. NOTICE OF MEETINGS.** Written notice of such meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) 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 meeting, and in the case of a special meeting, the purpose of the meeting.

**SECTION 5. 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 the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, Declaration of Restrictions and Protective Covenants, or these Bylaws. 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 represented.

**SECTION 6. PROXIES.** At all meetings of members, each member may vote in person or by proxy.

(a) To be valid, a proxy must; state the name of the designated proxy holder; state the date, time, and place of the meeting for which it was given; and be signed and dated by the authorized person who executed the proxy. All proxies shall be in writing and filed with the Secretary.

(b) A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. Every proxy shall be revocable and shall automatically cease upon conveyance by the member. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

(c) At no time shall the Board of Directors solicit proxies or use Association resources to solicit proxies in the name of the Board, candidates, individual board members or association members.

#### **ARTICLE IV**

#### **BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

**SECTION 1. NUMBER.** The affairs of this Association shall be managed by a Board of seven (7) directors, who need not be members of the Association. The Board of Directors must include at least one (1) member who is also a member of the Executive Committee of the Airstrip Committee, as defined in Article XIV, Section 1 of these Bylaws. The requirements of the preceding sentence may only be altered, amended or rescinded by an affirmative vote of ninety percent (90%) of the members of the Association.

**SECTION 2. TERM OF OFFICE.** At the first annual meeting, the members shall elect two (2) directors for a term of one year and one (1) director for a term of two years; and at each annual meeting thereafter, the members shall elect directors for whose terms have expired for a term of two years.

**SECTION 3. REMOVAL.** Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. 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 the 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.** Nominations 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 two 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. Such nominations may be made from among members or non-members.

**SECTION 2. ELECTION.** Elections 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. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held quarterly 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 legal holiday, then that meeting shall be held at the same time on the same day which is not a legal holiday.

**SECTION 2. SPECIAL MEETINGS.** 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. 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 power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas or other properties owned or maintained by the Association, 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 or the Airstrip Committee by other provisions of these Bylaws, 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, an independent contractor, or such other employees as they deem necessary, and prescribe their duties.

**SECTION 2. FINANCIAL POWERS- PURCHASE TRANSACTIONS.** The Board of Directors shall be required to use a purchase order system and seek competitive bids in the execution of purchase transactions as follows:

(a) Transactions less than \$100 shall not require a purchase order; however, detailed receipts must be maintained, sufficient for an audit to be conducted.

(b) Transactions between \$100.01 and \$250 shall require the use of a purchase order, signed by the two (2) directors with fiscal authority.

(c) Transactions over \$250 shall require no less than two (2) bids/quotes and the use of a purchase order, signed by the two (2) directors with fiscal signing authority.

**SECTION 3. FINANCIAL POWERS- CAPITAL INVESTMENTS & ASSETS.** The Board of Directors shall be required to vote on all decisions regarding capital investments and the purchase and sale of all capital assets as follows:

(a) Transactions less than or equal to \$3,000 shall require the consent of a simple majority (4 out of 7) vote of the directors.

(b) Transactions between \$3,000.01 and \$6,000 shall require the consent of a supermajority (5 out of 7) vote of the directors.

(c) Transactions greater than \$6,000 shall require a simple majority vote of a quorum of the members present in person or by proxy at any membership meeting. Proposals of such transactions shall be included in the notice of the membership meeting where the vote is to take place.

(d) Two (2) verifiable appraisals by certified individuals shall be required for all transactions involving capital investments and assets.

**SECTION 4. 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 at any special meeting when such statement is requested in writing by a majority of the 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;

(3) foreclose the lien against any property for which any assessments are not paid within thirty (30) days after due date or to bring an action of law against the owner personally obligation to pay the same; and

(4) to levy special assessments for capital improvements as more fully provided in the Declaration;

(d) issue, or to cause an appropriate officer 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 or Directors 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 on property owned or maintained by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, for an amount to be determined by the Board of Directors;

(g) cause the Common Areas to be maintained

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

**SECTION 1. ENUMERATION OF OFFICERS.** The officers of this Association shall be a President, who shall at all times be a member 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 the 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 shall otherwise be 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 by 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, and 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) **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 may be required by the Board.

(c) 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 accounts using standard accounting software; shall prepare a detailed statement of income and expenditures for the preceding year using standard financial reports, reviewed by a Certified Public Accountant (CPA); and shall prepare a balanced budget projection report for the up-coming year using a standard budget format. A copy of the financial report and budget projection shall be provided to every member and presented at the annual meeting.

## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint a Nominating Committee as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose, in addition to the Airstrip Committee as set forth in Article XIV of these Bylaws.

## **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 Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XI**

### **ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special and airstrip-related 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 the date due, the assessment shall bear interest from the date of delinquency at the maximum rate then permitted under Florida law, and the Association may bring an action at 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 escape liability for the assessments provided for herein by non-use of the property owned or maintained by the Association or abandonment of his lot.

## **ARTICLE XII**

### **AMENDMENTS**

**SECTION 1.** These Bylaws may be amended, altered or rescinded at any regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**SECTION 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws the Declaration shall control.

## **ARTICLE XIII**

### **MISCELLANEOUS**

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

**ARTICLE XIV**  
**AIRSTRIP COMMITTEE**

**SECTION 1. MEMBERSHIP AND VOTING.** The owners of Lots 6-32, inclusive, Block "C", ASHVILLE HIGHLANDS, PHASE 2, and of all lots in Block "A", JEFFERSON LANDING, and the lessees of private or individual hangar spaces or tie-down areas from the Association, shall be designated as and shall act as the "Airstrip Committee" of the Association, which Committee shall act by and through an "Executive Committee" on behalf of the Association with respect to the specific matters set forth in this Article, and with respect to assessments as may be set forth in Article IV of the Declaration, to the extent said assessments exceed those levied on owners of lots who are not members of the Airstrip Committee. The "Executive Committee" shall be elected by a majority vote of the "Airstrip Committee" and shall consist of three (3) members, who are all members of the "Airstrip Committee" as defined above, and who shall serve as such until their successors are chosen as set forth above. In the event an owner of a lot who is a member of the Airstrip Committee by virtue of his ownership of such lot is also a lessee of a private or individual hangar space or tie-down area from the Association, said owner/lessee shall be entitled to cast separate votes by virtue of each such status, with each owner/lessee being entitled to cast one (1) vote for each such lot owned and one (1) additional vote for each such space or area leased.

**SECTION 2. AUTHORITY TO DESIGNATE USE OF FUNDS.** The Executive Committee of the Airstrip Committee shall have the authority to, and may, by a majority vote, designate and specify on behalf of the Association the use of the "airstrip-related" assessments (which shall be defined as the amount by which the assessments levied on owners of lots who are members of the Airstrip Committee exceed the assessments levied on owners of lots who are not members of the Airstrip Committee) which may be assessed pursuant to the Authority of the Association as set forth in Article IV of the Declaration, and the rental income received from leasing of private or individual hangar spaces or tie-down areas, for the limited and restricted purposes of maintaining, grading and mowing the turf airstrip, taxi-ways, tie-down and hangar areas and aircraft-related areas or facilities as may exist or as may be shown on the plats containing same. If requested by the Executive Committee, all "airstrip-related" assessments shall be maintained in a separate bank account, and may be disbursed by the Executive Committee.

**SECTION 3. LEASING OF HANGAR SPACES AND TIE-DOWN AREAS.** The Executive Committee of the Airstrip Committee may, on behalf of the Association, lease out for periods of one (1) year private or individual hangar spaces or tie-down areas to any lot owner in the AUCILLA SHORES SUBDIVISION, SMOKEHOUSE FARMS, PHASES 1 AND 2 SUBDIVISIONS, ASHVILLE HIGHLANDS, PHASES 1 AND 2 SUBDIVISIONS, SNEAD'S HIDEAWAY SUBDIVISION and JEFFERSON LANDING SUBDIVISION, Jefferson County, Florida, on a priority basis established by the order in which the Airstrip Committee receives requests for said leases. The rental for each such individual or private hangar space or tie-down area shall be paid annually, in advance, and shall be in an amount equal to \$100.00 in excess of all "airstrip-related" assessments (as defined hereinabove) imposed upon members of the Airstrip Committee. Said \$100.00 amount shall also be increased annually in the same ratio as the cost of living index hereinafter designated shall have increased during the preceding lease period; however, in no event shall said \$100.00 amount be decreased. The cost of living index to be used shall be the "Consumer's Price Index for Moderate Income Families of the City of New York." published by the Bureau of Labor Statistics of the U.S. Department of Labor, or any successor or substitute index. In the event that said index ceases to use the 1967 average of 100 as the basis of calculation, or if a substantial change is made in the terms of particular items contained in the price index, then the price index shall be adjusted to the figure that would have been arrived at had the change in the manner of computing the price index in effect at the commencement of each respective lease not been effected. In the event that such index (or successor or substitutive index) is not available, a reliable governmental or other non-partisan publication evaluating the information theretofore used in determining the price index shall be used. Upon the expiration of each such one (1) year lease, the then current lessee shall have the first right to re-lease the respective hangar spaces or tie-down areas from the Association for the following one (1) year period at the then current rental rates as computed and determined hereinabove.

**SECTION 4. ADOPTION OF RULES AND REGULATIONS.** The Executive Committee of the Airstrip Committee may adopt or publish rules and regulations governing the use of the airstrip, taxi-ways, tie-down and hangar areas and aircraft-related areas or facilities owned or maintained by the Association and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

**SECTION 5. DECREASE IN ASSESSMENTS.** The Board of Directors of the Association may not decrease the amount of any "airstrip-related" assessments (as defined hereinabove) without the prior written consent of two-thirds (2/3) of the Airstrip Committee.

**SECTION 6. INCREASE IN ASSESSMENTS.** The Board of Directors of the Association shall increase the amount of the "airstrip-related" assessments up to a maximum of ten percent (10%) if such is requested by at least two (2) of the Executive Committee members. In addition, the Board of Directors of the Association shall increase the amount of the "airstrip-related" assessments in excess of ten percent (10%) if such is requested by at least two (2) of the Executive Committee members, provided same is approved by at least two-thirds (2/3) of the members of the Airstrip Committee who attend, in person or by proxy, a meeting of the Airstrip Committee where such matter is considered. The general provisions of these Bylaws relating to notice, quorum and otherwise to calling and conducting a meeting shall apply.

**SECTION 7. AMENDMENT.** Any other provisions herein to the contrary notwithstanding, this Article XIV of the Bylaws (regarding this Airstrip Committee) may only be altered, amended or rescinded by an affirmative vote of ninety percent (90%) of the members of the Airstrip Committee.

**THESE BYLAWS** having been duly ratified are hereby made part of the public record this \_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Witness

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\_\_\_\_\_, President  
AAPOA Board of Directors

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Witness

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Witness

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\_\_\_\_\_, Vice President  
AAPOA Board of Directors

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Witness