

BYLAWS
for
COUNTRYSIDE at the VALLEY
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is COUNTRYSIDE AT THE VALLEY HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at the current property management address, 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 COUNTRYSIDE AT THE VALLEY HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, its successors and assigns.

SECTION 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, or any portion thereof, which is a part of the Properties Renters/lessees are not considered owners.

SECTION 3. "Properties" shall mean and refer to that certain real property as described in the Articles of Incorporation of this Association, and such additions thereto as may hereafter be brought within the jurisdiction of the Association by annexation.

SECTION 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

SECTION 5. "Unit" shall mean and refer to any lot or lot and portion of adjacent lot (as allowed in Article III, Section 2 of the Declaration) improved with a completed residential unit.

SECTION 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Official Records of Duval County, Florida.

SECTION 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III
MEETING OF MEMBERS

SECTION 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and ~~each~~ subsequent annual meetings will be as set by the Board of Directors as declared.

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 home ownership.

SECTION 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing/emailing a copy of such notice, postage prepaid, at least 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 sixty percent (60%) of all the votes of the membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be members or proxies entitled to cast one-third (1/3) of all votes ~~of each class~~ of the membership. No such subsequent meeting shall be held more than sixty (60) days following the preceding month.

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; SELECTION;
TERM OF OFFICE

SECTION 1. Number. A board of five (5) directors in good standing shall manage the affairs of this Association.

SECTION 2. Term of Office. All directors shall serve for a term of one year, or until successors are elected or appointed and installed.

SECTION 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of Association members. 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/she may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of these duties by supplying itemized receipts of said expenses.

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/electronic 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. Nomination for election to the Board of Directors shall/may 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 in good standing 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. Association members in good standing may submit a letter in writing, 45 days prior to the annual meeting stating their intent to run for an open board position.

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 person 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 every other month 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 as soon afterward as deemed appropriate by the Board.

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 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 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 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 at any special meeting when such statement is requested in writing by one-fourth (1/4) 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; and

(3) record and 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 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 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 by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as if may deem appropriate;

(g) cause the Common Area to be maintained;

(h) cause the exterior of the dwelling to be maintained.

ARTICLE VIII **OFFICERS AND THEIR DUTIES**

SECTION 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who 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 the officer shall sooner resign, or is 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. The Board may remove any officer from office without cause. Any officer may resign at any time given written notice to the Board, the president or the secretary. Resignation shall take effect on the date of receipt of such notice or at any later time 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~~ replaced.

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 documents or any pertinent 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/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(c) **Secretary.** The secretary shall record votes and keep minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it seal on all documents 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, or duly assigned representative of the Association's management firm, 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 co-sign all checks and promissory notes of the Association; keep proper books of account; cause periodic audit as required of the Associations' books to be made by a public accountant at the completion of each ~~fiscal year~~ periodic interval as set by the Board; 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 provide a copy to each valid member in attendance.

**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.

**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 or management company, 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 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. In the event that the assessment is not paid on or before the 10th day of the month, a late penalty in the amount of \$25.00 late fee shall be due and payable. Any assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of fifteen percent (15%) per annum. 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 waiver or otherwise escape 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 name of the Association and the year of its incorporation.

**ARTICLE XIII
AMENDMENTS**

SECTION 1. These Bylaws 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.

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 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.

Signed, sealed and Delivered
In the presence of:

Stephanie Pouncey
Witness

Print: STEPHANIE POONCEY

Countryside at the Valley Homeowners
Association, Inc.

Barbara J. Roberts
Signature

By Its President: BARBARA J. ROBERTS
(Print)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2012, by Barbara J. Roberts, the President of Countryside of the Valley Homeowners Association, Inc. a Florida not-for-profit corporation, on behalf of the corporation.

Mary S. Riccio
Notary Public/
My Commission Expires:



MARY S. RICCIO
MY COMMISSION # EE 028476
EXPIRES: September 22, 2014
Bonded Thru Budget Notary Services

Signed, Sealed and Delivered
In the presence of:

Rozelle Perry
Witness

Print: Rozelle Perry

Countryside at the Valley Homeowners
Association, Inc.

Shirleen Porter
Signature

By Its Secretary: Shirleen Porter
(Print)

(NOTARY VERIFICATION CONTINUES ON THE FOLLOWING PAGE)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of February, 2012, by Shirleen Porter, the Secretary of Countryside of the Valley Homeowners Association, Inc. a Florida not-for-profit corporation, on behalf of the corporation.

Mary S. Riccio

Notary Public

My Commission Expires:



MARY S. RICCIO
MY COMMISSION # EE 028476
EXPIRES: September 22, 2014
Bonded Thru Budget Notary Services