

**BYLAWS**  
**OF VILLAGE GREEN HOMEOWNERS ASSOCIATION, INC. (of Sarasota)**

**ARTICLE I OFFICE**

The principle office of the corporation in the State of Florida shall be located in the County of Sarasota.

**ARTICLE II MEMBERS**

**Section 1. Classes of Members.** The corporation shall have one class of members.

**Section 2. Admission.** Showing proof of ownership, those persons or entities who presently own, or hereafter acquire, title to any lot(s) in Unit A or Unit B, less Lots 1, 2, 3, 4, or 5 of Block 5 and less Lots 1, 2, 3, or 4 of Block 6, of the Village Green Club Estates Subdivision shall become members to the Association. All persons who become members of the Association shall be subject to the rules and regulations set forth in these Bylaws as they now are or are hereafter amended.

**Section 3. Voting Rights.** On every matter coming before the assembled membership for a vote, each member shall be entitled to vote and his vote shall be weighted as follows: the vote of each member who is the sole owner of one of the lots specified in Section 2 above shall be counted as one full vote; the vote of each member who is other than a sole owner of such lot shall be counted as a fractional vote equal to the fractional vote(s) of the other owner(s) of that particular lot so that their aggregate fractional votes shall equal one full vote; should any member own more than one of the above specified lots he shall be entitled to cast one full vote for each such solely owned lot. Any member who is other than the sole owner of an above specified lot may with the consent of the other owners of his lot cast the fractional vote(s) to which those owners would be otherwise be entitled.

**Section 4. Termination of Membership.** Whenever a member ceases to be an owner of any of the lots specified in Section 2 hereof as qualifying a person for Association Membership, his membership shall then and there automatically terminate.

**ARTICLE III DUES**

**Section 1. Assessment of Members – How Made.** The Board of Directors may determine the assessment(s) to be paid by Association members; However, assessment may be levied only once each year, except in cases of emergency as hereinafter provided and

(a) May not be for an amount in excess of that approved by a majority vote of Association members, at a scheduled meeting open to all members at which a quorum is present and voting; and

(b) May not include the cost of any activity or undertaking not approved at that meeting, unless such activity or undertaking is specifically required by these Bylaws; and

(c) Must apply to all members and be apportioned among them on the same basis as the vote entitlement of each.

If an emergency situation, so declared by a Resolution of the Board of Directors, should occur subsequent to the Annual Meeting, urgently requiring funds that were not authorized by the membership at the meeting which approved the annual assessment, the annual assessment may be modified and additional amount levied by a Special Meeting of the corporation membership called for that purpose and at which a quorum is present, if three-fifths (3/5) or more approve.

**Section 2. Payment of Assessments.** The annual assessment, and any duly approved modification thereof, is payable within thirty (30) days after notification.. Payments shall be made in full; no proration or refund will be made and the amount of any payment applicable to a period subsequent to a member's transfer of lot ownership shall inure to the benefit of the new owner.

**Section 3. Default.** When any member shall be in default of the payment of assessments, levied pursuant to this Bylaw, he shall be subject to the liability for collection of same provided in the laws of the State of Florida, together with interest and all costs of collection including a reasonable attorney's fee.

#### **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** An annual meeting of members shall be held in the month of February of each year. The purpose of the Annual Meeting is to elect the Officers and Directors of the corporation; to review the corporation's financial condition and the past year's activities of its Officers and Directors; to determine the activities to be undertaken in the coming year; to consider and approve a projected budget for the year ahead and determine the amount of money to be allotted to each item thereof; to approve the maximum amount of annual assessment allocable to each lot; and to discuss and decide such other matters as may properly come before the meeting.

The date, place and time of the Annual Meeting shall be designated by the corporation President, or his alternate duly appointed for that purpose, and shall be on other than a Sunday or legal holiday, and shall be set with maximum consideration being given to the convenience of the greatest number of membership, so as to assure the largest possible attendance.

**Section 2. Special Meetings.** Special Meetings of the members of the Association may be called by the President on his own initiative or shall be called by the President or Secretary upon the request of two or more members of the Board of Directors or upon the petition of members representing not less than one tenth (1/10) of the total number of full votes of corporation members. The sponsor(s) of the Special Meeting call shall designate the purpose, date, time and place of such meeting, with proper consideration being given to the cost thereof and the convenience of those entitled to attend, and shall furnish notice to all concerned as prescribed in Section 3 next following.

**Section 3. Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to each member by or at the direction of the President or Secretary not less than twenty (20) days, nor more than forty (40) days before the date of such meeting. In case of a Special Meeting, or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. The notice of a meeting, if mailed, shall be deemed to be delivered when deposited in the United States Mail with the correct postage thereon, addressed to the member at the last address furnished by the member to the corporation Secretary. Any member who does not inform the

Secretary of his mailing address shall be deemed to have waived written and primed notice of meeting.

**Section 4. Quorum.** At the Annual Meeting and at any Special Meeting at which any proposed amendment of these Bylaws is to be voted on, or where assessments are to be considered and voted on. Members in attendance whose votes represent twenty-five percent (25%) or more of the votes that could be cast as such a meeting shall constitute a quorum; however, if at that meeting there is no quorum, a majority of the members present may adjourn the meeting and the Secretary shall issue a new meeting call as soon thereafter as reasonably possible, the notice of which shall be as prescribed in Section 3 above, but in addition shall call attention to the lack of a quorum at the previous meeting; the fact that the meeting covered by the notice is necessitated by that lack of quorum, and is being called pursuant to this Section of the Bylaws; then at the meeting thus called members in attendance whose votes represent twenty percent (20%) or more of the votes that could cast at such a meeting shall constitute a quorum.

**Section 5. Proxies.** A member may exercise his right to vote; at any meeting of members, by proxy executed in writing by him. No proxy shall be valid for more than sixty (60) days from date of execution unless otherwise provided in the proxy.

## **ARTICLE V.** **BOARD OF DIRECTORS.**

**Section 1. General Powers.** The affairs of this corporation shall be managed by its Board of Directors acting in accordance with the will of the membership as expressed in Resolutions adopted by a quorum of the membership at the Annual and Special Meetings held as provided in these Bylaws.

**Section 2. Number, Tenure and Qualifications of Directors.** The number of Directors shall be five (5). Except as provided in Section 8 or this Article, Directors shall be elected by the membership at the Annual Meeting. Directors must be members of this corporation.

**Section 3. Regular Meetings.** A regular Annual Meeting of the Board of Directors shall be held within a reasonable time after the Annual Meeting of the Corporation membership, at a date, time, and place to be designated by the Board immediately after the adjournment of such membership meeting. At that first meeting of the Board, the Board shall designate the date, time, and place of the next regular meeting of the Board, and at the regular meeting so designated and at each succeeding regular meeting the Board shall follow the same procedure for designating the date, time and place of the next regular Board meeting. Other than this Bylaw, no printed or written notice of the Annual Board Meeting shall be required and such notices shall be required with respect to succeeding regular meetings of the Board providing the time between such meetings does not exceed sixty (60) days, and further providing the President, or his designee, using the procedures described in Section 5 of this Article V, shall notify any Director not in attendance at the last previous regular meeting, or the date, time, and place of the next regular meeting. Other than the Annual Board Meeting, any Board Meeting not scheduled at a regular Board Meeting and to be held within sixty (60) days thereof shall be deemed a special Board Meeting and shall follow the notification procedures prescribed for special meetings. Meetings which are adjourned for lack of a quorum may be rescheduled but shall then be deemed special meetings and all procedures pertaining to special meetings shall apply to that meeting.

**Section 4. Special Meetings.** Special Meetings of the Board of Directors may be called by the President on his own initiative, or shall be called by him or by the Secretary at the request of any two Directors. The sponsor(s) of such Special Meeting may fix the time and place of such meeting provided all persons entitled to attend are given timely notice thereof as prescribed in Section 5 next below.

**Section 5. Notice.** Notice of any Special Meeting of the Board of Directors shall be given at least seven (7) days prior thereto in writing delivered either personally or by mail to each Director at his address as shown in the corporation's records. The business to be transacted at the meeting shall be specified in the notice. The notice of the meeting if mailed shall be deemed to be delivered when deposited in the United States Mail with the correct amount of postage thereon, and addressed as stated above.

**Section 6. Quorum, Minutes of Meetings, and Restrictions.** A majority of the Board of Directors, but not less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at a meeting, at the time and place duly selected, the meeting shall then and there be deemed adjourned. Regular minutes of every regular or special Board meeting shall be kept in which are recorded: a summary of those matters presented to the Board; the action taken by the Board with respect to each; the names of the Directors in attendance, as well as how each voted on matters requiring a vote; and such other matters as the Board deems appropriate. Places designated by persons who are authorized under the provisions of these Bylaws to name a meeting site shall be within, or a reasonable close to Village Green Estates unless otherwise approved by the corporation membership at the annual meeting.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. The term of any Director elected by the Board to fill a vacancy shall expire on the date of the first Annual Meeting of the corporation membership following such election.

**Section 9. Director Compensation.** Directors, as such shall not receive any compensation for their services but may be reimbursed for any expenses approved by the membership at the Annual Meeting which are incurred in the conduct of undertakings approved thereat. Noting herein precludes any Director from serving the corporation in another capacity and receiving compensation therefore provided his intention of so doing was disclosed to, and approved by, the membership at the Annual Meeting.

**Section 10. Duties.** Specifically, but not by way of limitation, the Board of Directors shall:

(a) Monitor and attempt, short of instituting legal proceedings, to secure compliance with the recorded property restrictions of Village Green Club Estates.

(b) Report to the membership any property restriction violations they have been unable to resolve and take such action as the membership may approve at the Annual or a Special Meeting.

(c) Monitor the Golf Course Trust and maintain liaison with the Trustee.

(d) Provide for, and oversee, appropriate maintenance and beautification of the entrance ways to Village Green in conjunction with the Village Green Condominium Associations Section 1 through 10.

(e) Represent the members' interest in the Village Green Lighting District with appropriate agencies.

(f) Advise new members of their right and responsibilities.

(g) Furnish such information as the President may require enabling him to submit the report he is required to make to the membership at the Annual Meeting.

Additionally, the Board shall take such action as is specifically required of the Board by these Bylaws, or which is required or approved by Resolution(s) adopted by the membership at the Annual Meeting.

## ARTICLE VI OFFICERS

**Section 1. Officers.** The officers of the corporation shall be: A President, who shall also be the Chairman of the Board of Directors; a Vice President, a 2<sup>nd</sup> Vice President, a Secretary, and a Treasurer. Any two or more of these offices may be held by the same person except for President and Vice President. All Officers must be members of the Board of Directors.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by the membership of the corporation at the regular Annual Meeting. New offices may be created and filled by the membership at the regular Annual Meeting. Each officer shall hold office until his successor shall have been duly elected and qualified.

**Section 3. Removal.** When, in the opinion of the majority of the Board of Directors, the removal of an officer of the corporation would be in the corporation's best interest, the Board shall call a Special Meeting of the corporation membership at which the Board shall specify its reasons for recommending removal. If, at such Special Meeting, with a quorum attending, the members by majority vote approve the Board's recommendation, the officer shall be removed effective immediately both as an officer and as a Director but his status as a member of the corporation shall not be otherwise affected by such removal.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal or disqualification may be filled by the Board of Directors for the time remaining until the date of the next Annual Meeting of the corporation membership.

**Section 5. President.** The President shall be the principal executive officer of the corporation and shall, within the spirit and letter of these Bylaws, and the Resolutions of the membership, oversee the business affairs of the corporation and implement the will of its membership. He shall preside at all meetings of the membership and at Board of Director meetings. He may sign, along with the Secretary, such contract as may be required to accomplish an activity or to complete a purchase which was previously approved by the membership, and is for an amount not in excess of that which the membership approved for such activity or purchase, and for which sufficient funds are available at the time of signing. The President shall prepare an Agenda for the Annual Meeting which shall include but is not necessarily limited to: a review of unfurnished business from the last Annual Meeting; a report on any matter(s) which occasioned

the calling of any Special Meeting(s) of the membership and how such matters were disposed of; a report on the activities of the Board of Directors including what was accomplished and the status of what is uncompleted; activities/undertakings/projects proposed for the coming year and the estimated cost of each; a projected budget which includes the estimate or known cost of each item therein; proposed annual assessment against each lot owner with appropriate justification; a report on restriction violations, the effort made to resolve, the result, and if unsuccessful what action is recommended, including the anticipated cost thereof; and a report by the President and any Director(s) on matters they desire to bring to the attention of the meeting. Further the Agenda shall include an allotment of time sufficient for members to voice matters of concern which they feel should be acted upon by the Association.

**Section 6. Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the office of President and when so acting shall have all the powers of, and he subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be properly assigned to him by the Presidents.

**Section 7. Treasurer.** The Treasurer shall have charge, or custody, of and be responsible for, all funds of the corporation; shall receive all monies paid to the corporation and furnish receipts therefore; and shall deposit all such monies in the name of the corporation in such bank(s) or Savings & Loan Association(s) as the Board of Directors may approve; and shall perform such other duties as are incident to the Office of Treasurer. The Treasurer may be required by Resolution adopted by the membership at the Annual Meeting to give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors may recommend. The cost of such bond shall be borne by the corporation and included in the budget upon which the annual assessment is made.

**Section 8. Secretary.** The Secretary shall take, and keep in one or more books provided for that purpose, the minutes of all meetings of the members and of all Board of Directors meetings, and when not attending any such meeting shall arrange with an attendee to take the required minutes; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be the custodian of the corporation records and the corporation seal; shall affix the corporate seal to authorized documents where such action is required or desirable; shall keep and up-to-date record of the post office address of each member which shall be furnished by such members; and in general perform all duties incident to the office of Secretary and as may be property assigned by the President.

**Section 9. 2<sup>nd</sup> Vice President.** In the absence of the President, Vice President or in the event of his/their inability or refusal to act, the 2<sup>nd</sup> Vice President shall perform the duties of the office of President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The 2<sup>nd</sup> Vice President shall perform such other duties as from time to time may be properly assigned to him by the President.

## **ARTICLE VII COMMITTEES**

**Section 1. Nominating Committee.** Each year the Board of Directors shall appoint a Nominating Committee whose duty it shall be to present to the membership, at the Annual Meeting, a slate of nominees recommended for election as Directors, as well as a slate of Directors recommended for election as officers of the corporation, together with the results of interviews by which the Nominating Committee determined the ability and availability of the nominees to serve. The membership of the Nominating Committee shall be drawn from the

membership of the corporation. Committee membership shall cease and the Committee shall automatically be dissolved by adjournment of the Annual Meeting.

**Section 2. Other Committees.** Ad Hoc Committee may be appointed by the Board of Directors when authorized by the membership of the corporation at the Annual Meeting and when needed to implement an undertaking approved thereat. Members on such committees shall be drawn from the membership of the corporation and shall function until the purpose for which the committee was created is completed or until the next Annual Meeting of the corporation membership, whichever is the sooner.

**Section 3. Operation of Committees.** The Nominating Committee and any Ad Hoc Committee shall determine its own Chairman, manner of operation, place and time of meetings, by majority vote of its members. Vacancies on these committees may be filled by the Board of Directors and any person on these committees may be removed by the Board when, in the Board's opinion documented in the Board's minutes, such removal is necessary to protect the corporation's best interest.

#### **ARTICLE VIII RECEIPT AND DISBURSEMENT OF FUNDS**

**Section 1. How Handled.** Payments to the corporation shall be made to the Treasurer, and if any monies intended for the corporation are received by any other officer, Director, or corporation member, such monies shall be promptly transmitted to the Treasurer, and the Treasurer shall deposit all payments, monies, and instruments for the payment of money, as provided in Section 7 of ARTICLE VI of these Bylaws. All payments of money owed by the corporation, and all disbursements made in its name, shall be made by check signed by two (2) officers of the corporation, one of whom shall be the Treasurer, and the other the designee of the Board of Directors.

The financial books and records shall be audited. An audit committee will be appointed by the Board of Directors. The audit shall be annually before the Homeowners' Annual meeting and will be based on a calendar year. Financial reports to be prepared on calendar basis (cash basis) showing current period – year to date period. Cash receipts listed as received and will equal amount of deposit. Audit is to show any unpaid dues for that current year.

#### **ARTICLE IX EVIDENCE OF MEMBERSHIP**

**Section 1. How and to Whom Issued.** With the approval of the corporation membership at an Annual Meeting, the Board of Directors may provide for the issuance of certificates or other indicia evidencing membership in the corporation. When the issuance thus approved is undertaken, all persons who then are, or who thereafter become, members pursuant to ARTICLE II hereof shall be furnished that evidence of membership upon request.

#### **ARTICLE X MISCELLANEOUS**

**Section 1. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or any special purposes, of the corporation.

**Section 2. Books and Records.** This corporation shall keep correct and complete; books. Records of account, and minutes of Committees, Board of Directors, and membership meetings.

An up-to-date listing of the names of all the members and their addresses, as furnished by them shall be maintained at the corporation's principal office, together with the information as to the vote entitlement of each. The corporation officers who have the responsibility for developing and maintaining these corporate records are specified in other Sections of these Bylaws. All books and records of the corporation may be inspected by any member, for any proper purpose, where they are customarily kept at any reasonable time mutually agreeable to the member and the records custodian.

**Section 3. Limitation on Obligations.** Any provision elsewhere herein notwithstanding, and despite any approvals obtained, no obligation shall be assumed, or undertaking commenced, until the funds to cover the known, or reasonably estimated, cost thereof are on hand. Further no undertaking(s) shall be approved, or authorized, by the corporation, or on its behalf, which cannot be completed within the twelve (12) month period covered by the annual assessment and cost amount which was included therein to pay for it, except, as provided in Section 4 next following, for legal proceedings to compel compliance with Village Green Club Estates property restrictions.

**Section 4. Legal Proceeding to Secure Compliance with Restrictions.** Legal proceedings to enforce compliance with property restrictions may be undertaken by, or on behalf of, the corporation only after.

(a) The Board of Directors, despite its best efforts, has been unsuccessful in securing compliance with the Restriction being violated; and after

(b) A preliminary conference between the President, or his designee, and the Board's attorney during which is ascertained the attorney's estimate of the strength of the corporation's case, the course of action he recommends, the probable cost of legal proceedings and the length of time they'll likely involve; and after

(c) The content of that conference is reported to the membership at the Annual, or a Special meeting, and the membership by a vote of two-thirds (2/3) or more of the quorum approves the taking of legal action and completes the steps prescribed in these Bylaws for amending the member's assessment and collecting the funds needed to pay the estimated cost of the proposed proceedings.

**Section 5. Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

**Section 6. Corporate Seal.** The Board of Directors shall provide a corporate seal, which shall be circular.

**Section 7. Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a written Waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI AMENDMENTS**

**Section 1. Power of Members to Amend Bylaws.** The Bylaws of this corporation may be amended, added to, or repealed and new Bylaws adopted, by a two-third (2/3) majority vote at either an Annual, or a Special Meeting, of the corporation membership where a quorum is in attendance.



IN WITNESS WHEREOF, the undersigned officers of the association have executed this instrument this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

Witnesses to President's signature

**VILLAGE GREEN HOMEOWNERS ASSOCIATION, INC. (OF SARASOTA)**

Signed: \_\_\_\_\_  
Print Name: \_\_\_\_\_

Signed by: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
As President

Signed: \_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2018, by \_\_\_\_\_, as President of the VILLAGE GREEN HOMEOWNERS ASSOCIATION, INC. (OF SARASOTA). He/She is personally known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida

Witnesses to Secretary's signature

Signed: \_\_\_\_\_  
Print Name: \_\_\_\_\_

Signed by: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
As Secretary

Signed: \_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2018, by \_\_\_\_\_, as Secretary of the VILLAGE GREEN HOMEOWNERS ASSOCIATION, INC. (OF SARASOTA). He/She is personally known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public, State of Florida