

REVISED BY-LAWS  
SEPTEMBER 18, 1979

BY-LAWS

LELY CIVIC ASSOCIATION, INC.

ARTICLE I - NAME

The name of the corporation shall be LELY CIVIC ASSOCIATION, INC. Its principal office shall be in the County of Collier, State of Florida.

ARTICLE II - PURPOSE

Section 1. In addition to those objects and purposes set forth in the Articles of Incorporation, the general nature of the objects and purposes of the corporation shall be as follows:

- a. To provide a forum whereby the individual members of the several subdivisions known collectively as LELY GOLF ESTATES may unite to promote the comfort, protection, convenience, interests, and vested rights of the property owners of LELY GOLF ESTATES in general, and its members in particular.
- b. To provide a vehicle for expressing desires and opinions to elected and appointed governmental officials.
- c. To cooperate with other property owners associations and civic associations to promote mutually beneficial goals.
- d. To provide a channel for dialogue with LELY GOLF ESTATES, its developers, its heirs, successors and assigns.
- e. To formulate, encourage, and advance ideas and policies which will inure to the benefit, best interests, and common good of all the members and property owners in LELY GOLF ESTATES.
- f. To develop and foster understanding between the members and the general public.

Section 2. Except as otherwise specified in the Articles of Incorporation, the corporation shall be empowered to do and perform all acts and things allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide.

### ARTICLE III - MEMBERSHIP

Section 1. Definition. Every person or entity who is a record owner of a fee simple or of a fractional undivided fee simple interest in any Lot which is subject, by covenants of record, to the jurisdiction and powers of this corporation, and particularly to the assessment and assessment lien powers of this corporation, shall be a member of this corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. As used in these By-Laws, the word "Lot" means and refers only to residential lots which are subject to the jurisdiction and powers of this corporation. Membership shall be appurtenant to and may not be separated from ownership of any lot. All membership rights and duties shall be subject to and controlled by the Declarations of Protective Covenants for each subdivision in LELY GOLF ESTATES as more particularly identified in the Articles of Incorporation (the "Declarations"), which are in the form of a covenant running with the land.

Section 2. Condominium Membership. Notwithstanding anything to the contrary in these By-Laws, any condominium corporation located within the LELY GOLF ESTATES subdivision can become members of the LELY CIVIC ASSOCIATION, INC. They may be represented by two (2) members on the Board of Directors selected from all condominium corporations. Condominium corporations may join the LELY CIVIC ASSOCIATION, INC. by paying \$3.00 annually per condominium unit.

Section 3. Suspension. The membership rights (including voting rights) of any Member may be suspended by action of the Board of Directors if such Member shall have failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, his family, his tenants, or guests of any thereof, shall have violated any rule or regulation of the Board of Directors regarding the use of any property or conduct with respect thereto.

Section 4. Membership Rights. No member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing; provided, that before his membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from Collier County, the County in which the corporation is located.

Section 5. Dues. Each member shall pay such annual dues, if any, on March 1st of each year as the members shall determine at their Annual Meeting; provided that the dues for membership for any one fiscal year shall not exceed one hundred dollars and shall only be assessed once against any Lot regardless of the number of members having an interest in such Lot. (See Article VII, Section 1, for further clarification). The Board may prorate the dues of new members for the remaining portion of the year in which they become members. Any member failing to pay his dues by June 1st of each year shall be liable to have his membership forfeited by the Board. Any unpaid dues shall be accumulated and paid to reestablish membership, unless the Lot changes hands in an arms length transaction.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1. Number and Qualifications. There shall be a Board of Directors consisting of not less than thirteen or more than nineteen members, who must be members of the corporation. At all times there shall be an equal number of directors from each subdivision within LELY GOLF ESTATES plus one representative of the Developer on the Board of Directors.

Section 2. Terms. At each annual election, the Directors elected shall be chosen for a full term of two years to succeed those whose terms expire. Directors of the corporation may serve consecutive terms of office, and the number of terms shall not be limited. In case of any increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

Section 3. General Powers. The Board shall have the power to manage all the affairs of the corporation and to make all contracts necessary for the proper transaction of its business. They shall have entire jurisdiction over all matters pertaining to the care, conduct, control, supervision and management of the corporation and its properties and finances, and all appropriations for the expenditure of corporation funds shall be made by them. They shall have the power to employ and discharge all employees of the corporation.

In addition to the powers conferred upon and delegated to the Board by the Articles of Incorporation and these By-Laws, the power to hire, engage, employ, and compensate experts and professionals of any and all fields of endeavor in order to further the objects and purposes of the corporation shall rest in the full, absolute, and uncontrolled discretion of the Board, to which such power is hereby specifically delegated.

Section 4. Election of Officers. The Board shall elect all officers and may fill any vacancy among the directors for the unexpired term by a vote of those present at any regular or special meeting of the Board. The Board may remove any officer from office by a two-thirds vote of members of the Board at any regular or special meeting of the Board at which a quorum is present.

Section 5. Meetings. The Board shall have an organizational meeting after the annual meeting of the members and shall meet once each month on a date which the Board members shall select. The Board shall meet at such other times when called by the President or upon call of any three members of the Board. Notice of meetings of the Board shall be mailed to each Board member by the Secretary at least five days before the date of the meeting or shall be given in person, or by telephone, by the President or the Secretary at least three days before the date of the meeting. A majority of the members of the Board currently serving shall constitute a quorum at any meeting. The order of regular meetings of the Board shall be:

1. Minutes of previous meeting
2. Reports of Officers
3. Reports of Committees
4. Unfinished Business
5. New Business

#### ARTICLE V - OFFICERS

Section 1. Offices. The officers of the corporation shall be President, a Vice President, a Secretary and a Treasurer. They shall be elected annually by the Board of Directors at the organizational meeting of the Board and shall be members of the Board. The offices of Secretary and Treasurer may be, but need not be, filled by one individual. An Assistant Secretary and an Assistant Treasurer may also be elected by the Board and may be, but need not be, members of the Board.

Section 2. President. The President shall be the chief executive officer of the corporation and Chairperson of the Board. The President shall appoint all committees, subject to approval of the Board, and shall be ex officio member of each committee except the Nominating Committee and the Audit Committee. As ex officio member the President shall be permitted, but not required, to attend any committee meeting.

Section 3. Vice President. The Vice President shall perform the President's duties in his/her absence. In the event of the resignation of the President, the Vice President shall act until the Board fills the office of President. In the absence of both the President and the Vice President, the Board shall select a chairperson to perform the duties of the President.

Section 4. Secretary. The Secretary shall issue all required notices of Directors' meetings and meetings of the members and shall attend and keep the minutes of the same. He/she shall have charge of all corporate books, records, and papers, shall be custodian of the corporate seal; shall keep all written contracts of the corporation; and shall perform all other duties as are incident to his/her office or as assigned to him/her by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of all money and securities of the corporation, and shall give bond in such sum with such security as the directors may require conditioned upon the faithful performance of the duties of his/her office. The amount of said bond shall be paid by the corporation. He/she shall keep regular books of account and shall submit them, together with all his/her vouchers, receipts, records and other papers to the directors for their examination and approval as often as they may require; and he/she shall perform all such other duties as are incident to his/her office. At the annual meeting of the members, the Treasurer shall make a report of all receipts and disbursements for the preceding and current fiscal years, and of all outstanding obligations of the corporation. In the event of the absence or disability of the Treasurer, his/her duties shall be performed by such person as the Board of Directors shall select.

Section 6. Bonding. All officers and employees of the corporation who have the custody or control of any funds of the corporation shall be bonded in such amount and by such surety as determined by the Board.

#### ARTICLE VI - COMMITTEES

Section 1. Appointment. The President shall appoint all committees subject to the approval of the Board. Except as elsewhere provided herein, chairpersons of all committees shall be members of the Board.

Section 2. Standing Committees. There shall be the following standing committees.

- (a) Public Works Committee
- (b) Public Safety and Health Committee
- (c) Community Relations Committee
- (d) Community Appearance Committee
- (e) Publicity and Newsletter Committee
- (f) Executive Committee

Section 3. Functions. (a) The Public Works Committee shall consist of three or more members and shall inquire into and formulate solutions for problems involving streets, sewers, water, lights, drainage, lot maintenance, telephone and cable television service.

(b) The Public Safety and Health Committee shall consist of three or more members and shall be generally responsible for coordinating services in regard to police protection, fire protection and prevention, traffic control, sanitation, garbage, trash removal, and noise suppression.

(c) The Community Relations Committee shall consist of three or more members and shall serve as liason with city, county, school, zoning, and other local governmental bodies and officials.

(d) The Community Appearance Committee shall consist of three or more members and shall be responsible for the monitoring and enforcement of the Covenants in regards to the appearance of the community.

(e) The Publicity and Newsletter Committee shall consist of three or more members and shall be generally responsible for the dissemination of information regarding activities and functions of the corporation.

(f) Executive Committee. There shall be an Executive Committee consisting of not more than 6 members at least 4 of whom shall be members of the Board of Directors and two of whom not necessarily a member, shall be technical specialist such as, architect, engineers, lawyer or accountants, etc. The functions of this committee shall consist of reviewing applications for house plans, variances, and other related construction requests as provided in the Declaration of Protective Covenants for each of the subdivisions in LELY GOLF ESTATES and report thereon to the Board. Such Committee shall also monitor all construction activities and recommend such corrective steps as are authorized in the Declaration of Protective Covenants.

In addition to the duties prescribed in these bylaws, the standing committees shall perform such other duties as may from time to time be assigned by the Board.

Section 4. Audit Committee. An Audit Committee consisting of three members, none of whom shall be members of the Board, shall be appointed by the President at least ninety days before each annual meeting of the members and at least fifteen days before any special meeting of the members called for the purpose of reviewing the financial status of the corporation. The Audit Committee shall submit a financial report at each annual meeting of the members and at any special meeting of the members called for that purpose.

Section 5. Nominating Committee. A Nominating Committee consisting of five members, not more than two of whom shall be members of the Board, shall be appointed by the President at least ninety days before each annual meeting of the members. It shall be the duty of the Nominating Committee to select and nominate candidates for the Board. All nominations made by the committee shall be mailed to each member at least two weeks in advance of the annual election by the Secretary of the corporation.

The slate of candidates to be submitted at the annual meetings of the members upon the occasions of director election prescribed in these By-Laws shall contain only the names of those candidates nominated in accordance with the provisions of this Section, and every director of the corporation shall be elected from the slate of candidates so submitted.

Any member of the Association in good standing may be nominated to the Board of Directors, should he or she agree to run, and unless the proposed candidate is a director whose term is expiring should his or her nomination be accompanied by five signatures of other members in good standing from his or her Section.

Section 6. Other Committees. Subject to the approval of the Board, the President may from time to time appoint such additional committees, including a Social Committee, as are necessary to carry out the objects and purposes of the corporation.

#### ARTICLE VII - MEMBERSHIP MEETING

Section 1. Annual Meeting. The annual meeting of the members of the corporation shall be held the third week in February. At each annual meeting, the members shall elect Directors, fix dues, if any, and take such other action as required or permitted by the By-Laws. Annual meetings of the members shall be held in the County of Collier.

Notice of the meeting shall be mailed to each member not less than two weeks prior to the time of the meeting. Such notice shall state the time and place of the meeting and, where the By-Laws so require, the substance of any business to be transacted at the meeting. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to the member as his address appears on the records of the corporation.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, or in his/her absence by the Vice President, or by a majority of the Board of Directors. It shall be obligatory to call such a meeting whenever so requested by twenty-five percent or more of the members. Notice of the time, place and object of all special meetings of the members shall be mailed by the Secretary to each member not less than fifteen nor more than thirty days before the date thereof. Delivery of notice shall be deemed to have been made to each member when the notice has been deposited postpaid in the United States Mail, addressed to the member as his address appears on the records of the corporation. At such special meeting no business except that which relates to the subject mentioned in the notice shall be transacted.

Section 3. Voting. At every annual and special meeting of the members, each member who is currently paid up and in good standing, shall be entitled to cast one vote which vote may be cast by him either in person or by proxy. Where membership is based upon co-ownership or family ownership of a residential site, the member vote shall be cast by one of the co-owners or one of the adult family members. Where membership is held by a legal entity, the member vote shall be cast by the agent or official of that entity so authorized. All proxies shall be in writing and be filed with the Secretary and by him/her recorded in the minutes of the meeting. At any annual or special meeting of the members, either in person or by proxy, a quorum shall be the majority of the paid-up members present. The vote of the quorum shall be deemed to be the act of all the members of the corporation.

#### ARTICLE VIII - CONDUCT OF MEETINGS

Conduct of the meetings of the members and of the Board shall be by Roberts' Rules of Order.

#### ARTICLE IX - FINANCES

The funds of the corporation shall be deposited in such banks, trust companies or savings and loan associations, as the Board shall from time to time designate and may be withdrawn or disbursed only by checks or orders signed in the manner prescribed by resolutions of the Board. The fiscal year of the corporation shall be the calendar year.

#### ARTICLE X - INDEMNIFICATION

Any person who was or is a party, or is threatened to be made party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly

negligent or to constitute willful misconduct, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this By-Law. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this By-Law.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this By-Law.

#### ARTICLE XI - AMENDMENT OF BY-LAWS

From and after the enactment and approval of these By-Laws, amendments shall be proposed by the Board of Directors and adopted by a majority of the membership at any annual or special meeting called for that purpose; provided, that the full text of any proposed amendment, alteration, or rescission shall be included in the notice of such meeting.

#### ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors and adopted by a majority of the membership at any annual or special meeting called for that purpose; provided, that the full text of any proposed amendment shall be included in the notice of such meeting.