

ADOPTED

BYLAWS OF SETTLERS CREEK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

Official Name and Location

The name of the corporation is SETTLERS CREEK HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at the residence of the current Association President, as filed under FEI number 593067210 at www.sunbiz.org, but the primary mailing address shall be Settlers Creek Homeowners' Association, PO Box 180355, Tallahassee, FL 32318, which is located at the US Post Office, 3607 North Monroe Street, Tallahassee, FL 32303.

The Association exists in accordance with Florida Statutes, Chapters 617 and 720.

ARTICLE II

Definitions

1. **"Annual Meeting"** shall mean and refer to the meeting held during the first quarter, but not later than February 28 of each calendar year.
2. **"Architectural Review Board"** shall be comprised of the current Board of Directors.
3. **"Articles of Incorporation"** shall mean and refer to SETTLERS CREEK HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 16, 1991, Document Number N42988.
4. **"Assessment"** or **"dues"** shall mean and refer to a sum or sums of money payable to the association, to the developer or other owner of common areas, or to recreational facilities and other properties serving the parcels by the owners of one or more parcels as authorized in the governing documents, which if not paid by the owner of a parcel, can result in a lien against the parcel.
5. **"Association"** shall mean and refer to SETTLERS CREEK HOMEOWNERS' ASSOCIATION, INC., its successor and assigns.
6. **"Board of Directors"** shall mean and refer to Association Members who have been duly elected to manage the affairs of the Association.
7. **"Common Area"** shall mean all real property owned by the Association for the common use of the owners as recorded by Leon County Property Appraiser as Parcel ID 211660 0001.
8. **"Declaration"** shall mean and refer to the Declaration of Covenants, Conditions and Restrictions as recorded in the office of the Clerk of Circuit Court, Leon County, Florida, August 29, 1989, Book 1392 Page 1054 and as filed with the Secretary of the State, Tallahassee, Florida, April 16, 1991.

9. **“Fiscal Year”** shall mean January 1 through December 31.
10. **“Lot”** shall mean and refer to any plot of land shown upon any recorded or unrecorded subdivision map of the Properties.
11. **“Member”** shall mean and refer to those persons classified as “Owner.”
12. **“Owner”** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
13. **“Properties”** shall mean and refer to certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III Association Membership

As provided in the Declaration and Articles of Incorporation, every person that is a record owner of a lot in Settler’s Creek subdivision, their heirs, assigns and successors in interest shall be a member of the Association. Membership is appurtenant to and may not be separated from ownership of any member lot. By execution of the Declaration and Articles of Incorporation, the record owners consent to membership.

ARTICLE IV Association Purpose

As declared in the Declaration and Articles of Incorporation, the Association has been organized to provide for the preservation of the values, amenities, attractiveness and desirability of real property known as Settlers Creek lying in Section 16, Township 1 North, Range 1 West, Leon County, Florida.

ARTICLE V Assessments or Dues

Each member lot is obligated to pay to the Association annual and special assessments or dues, which historically have been \$25.00 a year since the inception of the Association. Invoices will be mailed no earlier than thirty (30) days following the Annual Meeting each year, with the due date clearly marked. Assessments or dues for the upcoming calendar year shall be announced at the Annual Meeting.

Assessments or dues are primarily used to maintain the front entrance, for website hosting, post office box rental, and supplies needed for mailings and printed meeting materials. A financial statement shall be posted on the Association’s website, which is currently www.settlerscreek.net.

Assessments may also be imposed against any property that is not in compliance with the Declaration of Covenants, Conditions and Restrictions as recorded in the office of the Clerk of Circuit Court, Leon County, Florida, August 29, 1989, Book 1392 Page 1054 and as filed with the Secretary of the State, Tallahassee, Florida, April 16, 1991.

Any assessments or dues that are not paid when due shall be delinquent. If the assessment or dues are not paid within sixty (60) days after the due date, the assessment shall bear interest from the date of delinquency at the annual rate of eighteen percent (18%) , plus an administrative late fee not to exceed the greater of \$25.00 or 5 percent of the amount of each installment that is paid past the due date. The Association may take action to place a continuing lien against the Owner(s) personally obligated to pay the same, and in addition to interest and administrative late fees, other costs and attorney's fees, if any, shall be added to the amount of such assessment or dues. No Owner(s) may waive or otherwise escape liability for the assessment provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE VI

Board of Directors: Election, Term, Removal and Resignation, Compensation and Indemnification

1. **Eligibility.** All Members of the Association who are current on their assessments or dues shall be eligible to serve on the Board of Directors, and a member may nominate himself/herself as a candidate for the board at a meeting where the election is to be held.
2. **Number.** A board consisting of not less than three but no more than four members shall manage the affairs of the Association. There shall be a President, Vice President, Secretary and Treasurer. The roles of the Secretary and Treasurer may be combined so that one person can serve as Secretary/Treasurer.
3. **Term of Office.** At the first annual meeting, and each annual meeting thereafter, the members shall elect members to serve on the Board of Directors for a term of one year, from January 1 through December 31. Directors can be reelected indefinitely, as long as they wish to serve and receive a majority vote. Any members replacing and outgoing director after January 1 shall serve the remainder of said term through December 31.
4. **Removal.** Any director may resign at any time by giving written notice to the Board, the President or the Secretary/Treasurer. A director is automatically removed if he/she misses three (3) consecutive board meetings. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. Members will nominate and vote on a replacement at either a special meeting or the next scheduled meeting.
5. **Compensation.** No director shall receive compensation for any services rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties after submitting proper documentation of said expenses.
6. **Indemnification.** The Association shall indemnify all directors for any loss incurred or cost expended by them that arises while said person is serving in the capacity of their duties.

ARTICLE VII

Enumeration of Offices

1. **President.** The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the Association subject to the directions of the Board of Directors, and shall preside at all meetings of the Association and the Board of Directors.
2. **Vice President.** The Vice President shall act in the place and stead of the president in the event of the president's absence or inability or refusal to act.
3. **Secretary.** The Secretary shall have custody of, and maintain all of the corporate records; shall record the minutes of all meetings of the members and Board of Directors; and send out all notices of meetings, and shall perform such other duties as may be prescribed by the Board of Directors or President. Duties of the Secretary may also be combined with the office of the Treasurer.
4. **Treasurer.** The Treasurer shall have custody of all corporate funds and financial records and keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meetings of members and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or President.

ARTICLE VIII

Powers and Duties of the Board

1. **Powers.** The Board of Directors shall have the powers to:
 - a. Enforce compliance with these bylaws, the Articles of Incorporation, and the Declaration, which include the right to enjoin or seek damages for the violation of the bylaws, Articles of Incorporation, or Declaration.
 - b. Suspend the voting rights of a member without notice and hearing during any period in which such member shall be in default in the payment of dues or any assessment levied by the Association. Such rights may also be suspended after notice to the member and hearing, for a period not to exceed 60 days for infraction of published rules and regulations.
 - c. Enter into contracts, leases, or otherwise to manage, repair, service, or modify the common areas or to replace facilities and equipment locate thereon.
 - d. Establish standing and special committees and appoint committee chairs as needed to manage the affairs of the Association.
 - e. Declare the office of a director on the Board of Directors to be vacant if such director is absent from three (3) consecutive monthly meetings of the Board of Directors, or for cause, resignation, or death.
 - f. Ensure all officers having fiscal responsibilities to be bonded, as it may deem appropriate.
 - g. Take any action in the absence of a meeting at which they could take at a meeting by obtaining the verbal approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Any such

actions shall be incorporated into the minutes of the next regular meeting. In general, such action would be taken only on matters that cannot be delayed for decision until the next regular meeting. Printed copies of e-mail correspondence regarding Board action must be kept in the office files to document the action.

- h. Perform other powers and duties as needed and provided by Florida Statutes Chapter 720.303.
2. **Duties.** It shall be the duty of the Board of Directors to:
- a. Keep 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. Ensure that Members shall at all times, during reasonable business hours and with proper notice, have the right to inspect such records.
 - c. Prepare an annual budget that sets out the annual operating expenses. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges paid for by the Association for recreational amenities, whether owned by the Association, the developer, or another person. The annual budget shall be posted on www.settlerscreek.net, and shall be mailed with the annual assessment or dues invoice in January.
 - d. Ensure that all expenditures or purchases are documented by an invoice or receipt.
 - e. Obtain three (3) bids for expenditures anticipated to be more than \$300.00, and to document the reason(s) for issuing the award.
 - f. Ensure that official records are maintained for time periods as directed by Florida Statutes Chapter 720.303(4).
 - g. Represent the Association at City Commission meetings on issues that may affect the neighborhood.
 - h. Maintain contact with Tallahassee Police Department to receive reports of criminal or mischievous activity in the immediate vicinity.
 - i. Maintain the Association's website so that it is informative and kept up-to-date.

ARTICLE IX

Meetings

- 1. **Notice of Meetings.** All meetings, with the exception of board of directors organizational meeting, shall be noticed at least fourteen (14) days in advance by posting the agenda on www.settlerscreek.net, by emailing members who elect to be on the distribution list, and by placement of a sign displaying the day and time at the entrance to Settlers Creek at least five (5) days in advance.

2. **Annual Meetings.** Annual Meetings shall be held during the first quarter, but not later than February 28 of each calendar year. Election or reelection of directors, presentation of budget closeout for the prior year, presentation of proposed budget for current year, and announcement of assessments or dues for the calendar year shall occur at the Annual Meeting.
3. **Board of Directors Organizational Meetings.** Within a reasonable period of time following the election of directors, the newly elected directors shall meet with the outgoing or remaining directors to facilitate the transfer of duties.
4. **Regular Meetings.** The Board of Directors shall meet quarterly the remainder of the year, and all such meetings shall be properly noticed with all members invited.
5. **Special Meetings.** Special meetings shall be held when called by the board of directors or by at least five (5) percent of the total voting interests of the Association. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.
6. **Quorum.** Five (5) percent representation of the total member lots shall constitute a quorum at a meeting of the members. Decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained.
7. **Proxy Voting.** Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. 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. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

Any member wishing to vote by proxy must contact the President not later than seven (7) days prior to the meeting so that the President can prepare the appropriate form for the member requesting the proxy vote.

ARTICLE X Official Records

The Association shall maintain each of the following items, when applicable, which constitute the official records of the Association:

1. Copies of any plans, specifications, permits, and warranties related to improvements constructed on the common areas or other property that the Association is obligated to maintain, repair, or replace.
2. A copy of the bylaws of the Association and of each amendment to the bylaws.
3. A copy of the articles of incorporation of the Association and of each amendment thereto.

4. A copy of the declaration of covenants and a copy of each amendment thereto.
5. The minutes of all meetings of the board of directors and of the members, which minutes must be retained for at least 7 years. Minutes of all meetings must be maintained in written form or in another form that can be converted into written form within a reasonable time. The minutes shall reflect the voting record of matters that require a vote, noting the number voting "In Favor Of" and the number "Against," with notation of any proxy votes or abstention from voting.
6. A current roster of all members and their mailing addresses and parcel identifications. The Association shall also maintain the electronic mailing addresses and the numbers designated by members for receiving notice sent by electronic transmission of those members consenting to receive notice by electronic transmission. The electronic mailing addresses and numbers provided by unit owners to receive notice by electronic transmission shall be removed from association records when consent to receive notice by electronic transmission is revoked. However, the Association is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic transmission of notices.
7. A current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease, or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be considered official records and must be kept for a period of 7 years.
8. The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least 7 years. The financial and accounting records must include:
 - a. Accurate, itemized, and detailed records of all receipts and expenditures.
 - b. A current account and a periodic statement of the account for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the member, the date and amount of each payment on the account, and the balance due.
 - c. All tax returns, financial statements, and financial reports of the Association.
 - d. Any other records that identify, measure, record, or communicate financial information.
9. A copy of the disclosure summary described in Florida Statutes Chapter 720.401(1).
10. All other written records of the Association not specifically included in the foregoing, which are related to the operation of the Association.

ARTICLE XI
Budget and Financial Reporting

1. The Association's fiscal year shall begin on the 1st day of January and end on the 31st day of December, except that the first fiscal year shall begin on the date of incorporation.
2. The Association shall prepare an annual budget that sets out the annual operating expenses for the fiscal year. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The Association shall provide each member with a copy of the annual budget to be included with the annual assessments/dues billing, which shall be mailed no earlier than thirty (30) days following the Annual Meeting and not later than March 31. A copy of the annual budget will also be posted at www.settlerscreek.net.
3. In conjunction with the annual budget requirements, the Association shall prepare and complete a financial report of cash receipts and expenditures for the preceding fiscal year. The financial report must disclose the amount of receipts and expenses by account classifications such as utilities, lawn care, repairs, etc..

**ARTICLE XII
Amendments and Adoption**

1. These bylaws may be amended by the concurrence of at least a majority of the voting interests present, in person or by proxy, at any annual, regular, or special meeting at which a quorum has been attained.
2. The bylaws shall become effective upon approval by the concurrence of at least a majority of the voting interests present, in person or by proxy, at any annual, regular, or special meeting at which a quorum has been attained.

Date Approved: _____

IN WITNESS WHEREOF, I, being the currently elected president of the SETTLERS CREEK HOMEOWNERS' ASSOCIATION, INC., have hereto set my hand this _____ day of _____, 2009.

GINA KEELING-HATCHER

STATE OF FLORIDA
COUNTY OF LEON

SWORN TO AND SUBSCRIBED before me by GINA KEELING-HATCHER, this _____ day of _____, 2009.

