

BY-LAWS  
OF  
WINGFIELD NORTH HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be located at 1655 Markham Woods Road, Longwood, Florida 32750, or at such other place as shall be designated from time to time by the Board of Directors. At any time that the location and address of the principal office of the corporation is changed, the Board of Directors shall cause a notice thereof to be mailed to the members at their respective addresses as they appear on the books of the corporation.

ARTICLE II - MEMBERS MEETINGS

Section 1. Annual Meetings. The annual meeting of the members of the corporation shall be held at the office of the corporation or at such other place reasonably convenient to the members as shall be designated by the Board of Directors on the first Tuesday in February of each year at such time as shall be designated by the Board of Directors, for the purpose of electing directors and the transaction of such other authorized business as may come before the meeting, provided, however that if said date is a legal holiday, the meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the members of the corporation shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors and must be called by such officers upon receipt of written request to do so from members holding one-half of the eligible votes given members of the corporation.

Section 3. Notice of Meetings Notice of all meetings of the members stating the time and place and purposes for which the meeting is called shall be in writing and shall be served upon or mailed to each member ~~not less than ten days nor more than thirty days~~ before the date of such meeting. Said notice shall be sufficient if mailed to each member as his or her name is shown on the books of the corporation at his or her address as shown on the books of the corporation. Notice of any meeting may be waived before or after the meeting. Proof of service or mailing of such notice shall be given by the affidavit of the person giving the notice.

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day  
notice

Section 4. Quorum At any meeting of the members, a quorum shall consist of members holding one-half of the eligible votes given members of the corporation except as may be otherwise provided in or required by the Declaration of Covenants and Restrictions or the Articles of Incorporation. Any act approved by a majority of the eligible votes cast at a meeting at which a quorum is present shall constitute the act of the members and shall be binding upon the members unless otherwise provided in or required by the Declaration of Covenants and Restrictions or the Articles of Incorporation.

Section 5. Voting At any meeting, the total number of eligible votes and voting rights shall be in accordance with the provisions of the Articles of Incorporation.

Section 6. Proxies Votes may be cast in person or by proxy. All proxies shall be in writing and shall be filed with the secretary of the corporation prior to the adjournment of the

meeting and the Secretary shall record in the Minutes of the meeting the names of all members for whom proxies have been filed with the name of the person to whom each proxy is given.

Section 7. Adjourned Meetings If a quorum is not present at any meeting, the members who are present either in person or by proxy may adjourn the meeting from time to time to a time certain set forth in the minutes of the meeting until such time as a quorum is present. Such Minutes and the date to which the meeting has been adjourned shall be made available by the Secretary at reasonable times to any member requesting same.

### ARTICLE III - DIRECTORS

Section 1. Number of Directors; Tenure; Vacancies The affairs of the corporation shall be managed by a Board of three directors who shall be elected annually at the annual meeting of the members and shall hold office until his or her successor has been elected and has qualified or until he or she is removed as herein provided. Any vacancy on the Board of Directors may be temporarily filled by the remaining directors to serve until a replacement is duly elected at a special meeting of the members called for that purpose as provided by these By-Laws.

Section 2. Nomination and Manner of Election a nominating committee composed of three members shall be appointed by the Board of Directors not less than thirty days prior to the annual meeting or a special meeting called for the purpose of filling a vacancy on the Board of Directors. The committee shall nominate one person for each position to be filled on the Board of Directors and shall obtain such person's consent to serve if elected.

Additional nominations may be made from the floor at the meeting providing the consent of the nominee to serve if elected is obtained prior to or at the time of such nomination. Election of directors shall be by written ballot unless dispensed with by unanimous consent of all members holding all of the eligible votes present at the meeting.

Section 3. Removal of Director. Any director may be removed at a duly called and constituted special meeting of the members of the corporation called for that purpose and a replacement shall be elected at the same meeting or at a subsequent meeting called for such purpose in accordance with the provisions of these By-Laws.

Section 4. Regular Meetings. Within ten (10) days after the annual meeting of the members, the Board of Directors shall meet at such time and place as shall be fixed by the directors for the purpose of organizing, electing officers and transacting such other business as may properly come before them. Other regular meetings of the Board of Directors shall be held at such times and places and with such notices shall be determined from time to time by the Board of Directors provided, however, that notice of such regular meetings shall be given by mail, personal delivery, or telephone not less than five (5) days prior to the date of such meeting. Notice of such meeting may be waived by any director before, at, or after said meeting.

Section 5. Special Meetings Special meetings of the Board of Directors may be called by the President or by any member of the Board of Directors at any reasonable time. Notice of such

special meeting shall be served upon, telephoned or mailed to each director at his last known address as shown by the corporation records at least three (3) days prior to the date of said meeting. Said notice shall state the time and place of said meeting and shall state the purpose thereof. Notice of such meeting may be waived by any director before, at or after said meeting.

Section 6. Quorum. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting and the acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Covenants and Restrictions, the Articles of Incorporation or these By-Laws.

Section 7. Adjourned Meetings If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time to a time certain set forth in the Minutes of the meeting until such time as a quorum is present, and any business that might have been transacted at the meeting as originally called may be transacted at such subsequent meeting without further notice.

Section 8. Compensation of Directors Compensation or fees to the Directors, if any, shall be determined by the members of the corporation.

## ARTICLE IV - OFFICERS

Section 1. Election The directors of the corporation shall elect a President, a Vice-President, a Secretary, and a Treasurer annually at the organizational meeting of the Board of Directors following the annual meeting of the corporation, and shall prescribe the compensation and the duties of each subject to the provisions of these By-Laws, the Articles of Incorporation and the Declaration of Covenants and Restrictions. More than one office may be held by the same person except that the office of President and Secretary shall not be held by the same person. The Board of Directors may elect such other officers and designate their powers and duties and may employ such agents, managers and other persons as the Board shall find necessary for the management of the affairs of the corporation.

Section 2. Removal of Officers. Any officer may be removed at a duly called and constituted special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the entire Board of Directors, and a replacement may be elected at the same meeting or at any subsequent meeting called for such purpose in accordance with the provisions of these By-Laws.

### Section 3. Duties of Officers

A. The President. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the members of the corporation and of the Board of Directors of the corporation. He shall have all of the usual powers and duties vested in the office of President of a

non-profit corporation of this type and as may be delegated to him from time to time by the Board of Directors.

B. The Vice-President. The Vice-President shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall generally assist the President and perform such other duties as are incident to his office and as shall be delegated to him by the Board of Directors.

C. The Secretary. The Secretary shall keep the Minutes of all meetings of the Board of Directors and all meetings of the membership of the corporation. He shall attend to the giving and serving of all notices to the shareholders and directors and other notices required by law or by these By-Laws. He shall affix the seal of the corporation to all instruments requiring a seal. He shall have charge of the records of the corporation, including the Minute Book, membership records and such other books and records as the Board of Directors may direct. He shall perform such other duties as are incident to the office of Secretary or as may be delegated to him by the Board of Directors.

D. The Treasurer. The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other personal property of the corporation and shall deposit or cause to be deposited the same in such depository as the directors or the president shall designate. He shall receive and give receipts and acquittances for moneys paid in on an account of the corporation, and shall pay out or cause to be paid out of the

funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity of the same. He shall enter or cause to be entered regularly in the books of the corporation to be kept by him or under his supervision for that purpose, full and accurate accounts of all moneys received and paid out by him on account of the corporation, and he shall perform all other duties incident to the office of Treasurer and as may be delegated to him by the Board of Directors.

Section 4. Compensation. The compensation of all officers and employees of the corporation shall be fixed by the directors. The provisions in these By-Laws that the fees of directors shall be determined by the members shall not preclude the Board of Directors from employing a director as an employee of the corporation and paying him reasonable compensation in such capacity.

#### ARTICLE V - MEMBERSHIP

Section 1. Membership in the corporation shall be governed and controlled by the provisions of the Articles of Incorporation and the Declaration of Covenants and Restrictions recorded in O. R. Book 1373, page 0003, Public Records of Seminole County, Florida, as same may be amended or added to from time to time.

Section 2. A record of the names and addresses of each member shall be kept in accordance with the provisions of the Articles of Incorporation and Declaration of Covenants and Restrictions and in such form as the Board of Directors may from time to time direct.

ARTICLE VI - FISCAL MANAGEMENT

Section 1. The provisions for the fiscal management of the corporation and the making and collection of assessments shall be as set forth in the Articles of Incorporation and Declaration of Covenants and Restrictions as same may be amended from time to time.

Section 2. Depositories. The funds of the corporation shall be deposited in such banks or trust companies as may be designated from time to time by the Board of Directors.

Section 3. Checks, Notes and Orders for Payment of Money. Checks, notes, drafts, bills of exchange, and orders for the payment of money shall be signed or endorsed for collection or deposit in such manner as shall be determined by the Board of Directors.

AMENDMENTS

These By-Laws may be altered, amended or repealed by the members of the corporation at a regular or special meeting by affirmative vote of two-thirds of the total eligible votes given members of the corporation as provided in the Articles of Incorporation, which votes may be in person or by proxy. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which such proposed amendment is to be considered. Amendments to these By-Laws may be proposed by the Board of Directors, by a majority vote of a quorum of the Board of Directors at a regular or special meeting of the Board of Directors, or amendments may be proposed by a Petition signed by members holding fifteen percent (15%) of the total eligible votes given members of the corporation.