

OFFICIAL RECORDS FILE#: 1895106
OR BK 2634 PG 280 PAGES: 1- 11 DOC TYPE: AFF
REC FEES: \$95.00
D.C. MBRENES. FILED: 5 3 2018 9:33:02 AM
ROBERT W. GERMAINE
CLERK OF COURTS. HIGHLANDS CO.

Prepared By & Return To:
Roberto P. Celaya
Sheehan & Celaya, PA
300 Dal Hall Blvd.
Lake Placid, FL 33852
File No. 09-207

MB
95.00



AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I Joan D. Terrell, President, Covered Bridge Association, Inc., having been duly sworn do affirm and certify that the attached is a true and correct copy of the Amended Bylaws for Covered Bridge Association, Inc. The Amended Bylaws have been amended by a majority vote of the directors present at a duly constituted meeting of the Board of Directors held November 21, 2017.

FURTHER AFFIANT SAITH NAUGHT.

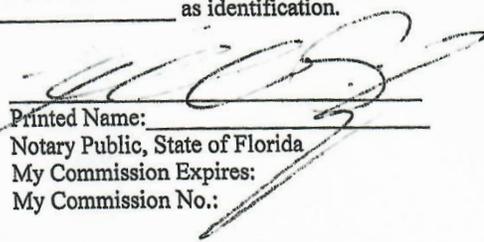

JOAN D. TERRELL

SWORN TO AND SUBSCRIBED before me this 19 day of Apr. 1, 2018,
by _____, who is/are {} personally known to me, or who
has/have { } produced his/her _____ as identification.

(Affix Seal)



ROBERTO PABLO CELAYA
MY COMMISSION # FF 899430
EXPIRES: October 6, 2020
Bonded Thru Budget Notary Services


Printed Name: _____
Notary Public, State of Florida
My Commission Expires: _____
My Commission No.: _____

BY-LAWS
OF
COVERED BRIDGE ASSOCIATION, INC.

ARTICLE I
NAME

This corporation shall be known as COVERED BRIDGE ASSOCIATION, INC.

ARTICLE II
MEMBERSHIP

The qualification of the members, the manner of their admission to membership, termination of such membership and voting by members shall be as follows:

Section 1. Permanent Members. Permanent members shall consist of all persons who become owners of dwelling units located in Covered Bridge. Each dwelling unit shall be entitled to a single membership regardless of the manner in which title may be held or the number of owners thereof. Each membership shall be entitled to one vote.

Section 2. Membership in this corporation shall cease when the person holding same no longer own the interest hereinabove described. Where title to property is held by more than one individual or by a corporation, trust, or other entity, only the title holder shall be a member of the Association and shall act only through a single agent designated in writing by the title holder to the Association.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership of this corporation shall be held during the month of January each year at a location designated

by the Board of Directors. Notification shall be provided as allowed by Florida Law.

Section 2. Special Meetings. Special meetings may be held and will be called by the president, or by written request of a majority of the members of the association or by written request of not less than 50% of the members of the Board of Directors.

Section 3. Notice. Notice shall be provided as allowed by Florida Law.

Section 4. Order of Business. Order of business at annual meeting:

- A. Roll Call
- B. Reading of Minutes of Previous Meeting
- C. Report of President
- D. Report of Treasurer
- E. Report of Committees
- F. Election of Directors
- G. Transaction of other business mentioned in Notice
- H. Adjournment

Section 5. Quorum. Thirty percent (30%) of the members having voting rights shall constitute a quorum for the transaction of business, but if at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place. The act of the majority of the members present at a meeting when a quorum is present shall be the act of the members.

ARTICLE IV

DIRECTORS

Section 1. Number of Directors. The business affairs of this corporation shall be managed by a Board of Directors, who must be members of the Association, composed of an odd number of Directors but not less than three (3) persons. The members at each

annual meeting may designate the number of persons to constitute the Board of Directors to be elected for the following year, and if they fail to do so, the number of the Board members previously designated shall remain unchanged. Such directors shall be elected at each annual meeting of members. It is intended that terms be staggered. Odd year elections shall elect “X” number of Directors. Even year elections shall elect “X + 1” Directors. Note: X equals (total # directors – 1) / 2.) Each director shall hold office for the term for which he is elected and qualified.

Section 2. Election and Term of Directors. The Board of Directors shall serve for a period of two (2) years or until their respective successors are chosen and qualify. Requirements to run for the board of directors include: Must be a full time resident for a minimum of one year and be in good standing with the community. i.e. no pending litigation involving Covered Bridge Association. Nothing herein shall be construed to prevent the election of a director to succeed himself.

Section 3. Vacancies. If the office of one or more directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining directors shall choose a successor or successors, who shall hold office for the unexpired term and until a successor has been duly elected.

Section 4. Duties of the Board. The Board of Directors shall establish all basic policies and standards for the transaction of the business and purpose of the corporation. It shall determine the policies, fiscal matters, employment and other personnel policies, provide such By-Laws and rules and regulations as it may deem necessary from time to time, and in general assume responsibility for the guidance of the affairs of the corporation.

All checks or demand for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

The salaries of all employees and agents of the corporation shall be fixed by the Board of Directors.

The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

Section 5. Quorum. The presence of a majority of all Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum shall be present.

Section 6. Time and Place of Meetings. Annual meetings of the Board of Directors shall be held immediately following the annual meeting of the members each year, or at such times thereafter as the Board of Directors may fix, or at other times upon the call of the President or by a majority of the Directors. Notice of each special meeting shall be provided as allowed by Florida Law.

Section 7. Power to Elect Officers. The Board of Directors at their annual meeting, shall elect a president, vice president, a secretary, a treasurer and may elect other vice presidents, assistant secretaries and assistant treasurers at the discretion of the Board of Directors. The Board of Directors shall have the power to appoint such other

officers and employees as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 8. Removal of Directors, Officers and/or Employees. Any Director, officer and/or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interest of the Corporation will be served thereby, by a majority vote of the entire Board of Directors. A majority vote of a quorum of Directors is not sufficient to remove a Director.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director. But no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Power to Appoint Committees. The Board of Directors shall have The power to appoint the following committees.

(a) An Executive Committee composed of only persons then serving as Directors, which Committee shall have and execute the authority of the Board of Directors in the management of the Corporation between meetings of the Board. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

(b) A Maintenance Committee, who shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of properties in Covered Bridge, and shall perform or see to the performance of such other functions as the Board, in its discretion determines.

(c) An Architectural Control Committee, consisting of no less than three

members which shall have the duties and functions described generally in the Declaration of Restrictions and Maintenance Covenants for Covered Bridge. Any party aggrieved by a decision of the Architectural Control Committee shall have the right to make written request to the Board of Directors within thirty (30) days of each decision that the Board review same. The determination of the Board upon reviewing such decision of the Committee shall be final and binding upon all parties.

(d) An Elections Committee consisting of no less than three members appointed by the Board of Directors to conduct the annual election of Board members, verify voting and count ballots. The Chairman of this committee shall report their finding to the Board President, prior to the Annual Membership meeting.

Section 11. Committees appointed by the Board of Directors, other than the Executive Committee, shall have the power to appoint subcommittees from among their membership, and may delegate to any such subcommittees any powers, duties and functions which said principal committee has the right to do and perform.

It shall be the duty of each Committee, except the Executive Committee, to receive complaints from members on any matters involving Association's functions, duties and activities within such Committees' field of responsibility. Such Committee shall dispose of such complaints in an appropriate manner and report their actions on a monthly basis to the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers shall consist of the president, one vice president, a secretary, and treasurer and (one or more vice presidents, assistant secretaries and assistant treasurers may be appointed at the discretions of the Board.)

Any two of said offices may be held by the same person, except that the office of president and secretary shall not be held by the same person. Each officer shall be elected to hold office for a period of one year.

Section 2. Removal of Officers. The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer elected or appointed may be removed at any time by the affirmative vote of a majority of the entire Board of Directors. A quorum of Directors is not sufficient to remove an officer. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the remainder of the unexpired term, said officer to serve until the next annual meeting of the board of Directors, at which time the annual election is held.

ARTICLE VI

THE PRESIDENT

A nominee for president must have been a member of the board of directors for a minimum of one year.

Section 1. The president shall be the chief executive officer of the corporation; He/she shall preside at all meetings of the members and directors; shall be ex-officio member of all standing committees with the exception of the nominating committee; shall have general and active management of the business of the corporation, and shall see that all orders of the Directors are properly implemented. The president shall have the authority to appoint ad hoc committees as needed.

Section 2. The president shall execute all documents and contracts requiring a seal, under the seal of the corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or

agent of the corporation.

Section 3. The president also assumes general charge of the day-to-day administration of the association and has the authority to authorize specific actions related to the covenants, by-laws and rules.

Section 4. The president serves at the will of the board of directors and can be removed with or without cause at any time by majority vote of the full board.

Section 5. The president shall have the authority to appoint members of the association (as defined in the By-Laws) to assist with the duties of the office such as vote tallies, inspectors of elections, sergeants at arms and a temporary secretary or recorder.

THE VICE PRESIDENT

Section 6 The vice president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

THE SECRETARY

Section 7. The secretary shall attend all sessions of the Board and all meetings of the homeowners and record all notes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he/she shall be.

He/she shall keep in safe custody the seal of the corporation and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by his/her signature or by the signature of the secretary or an assistant secretary.

THE TREASURER

Section 8. The treasurer shall have custody of the corporate funds and securities, and financial records and shall keep full and accurate accounts of receipts and disbursements in the accounting system belonging to the corporation. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

Section 9. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all of his transactions as treasurer and of the financial condition of the corporation.

Section 10. When the corporation has a manager or other employee that actually handles the funds, the treasurer's duties will include overseeing the appropriate employees to ensure that the financial records and reports are properly kept and maintained. The treasurer shall ultimately be responsible for insuring that the financial records are maintained properly in accordance with good accounting practices and appropriate sections of Florida State Law.

Section 11. The Treasurer shall be responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report on the financial status of the corporation. The treasurer and Board president shall prepare an annual budget for all expenditures with mandatory input from all Board members. The budget shall be by department/committee with specific Board Members/Standing committee chairmen being responsible for various budget items as designated by the president and treasurer.

Section 12. A preliminary budget shall be presented to the Board at the

November Board meeting each year. The final budget shall be adopted at the December meeting and posted in a place available to all homeowners.

Section 13. All checks prepared by the treasurer must be signed by two (2) board members.

ARTICLE VII

BOOKS AND PAPERS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

Audits by a state licensed public accountant/auditors shall be conducted as deemed necessary by the Board of Directors.

ARTICLE VIII

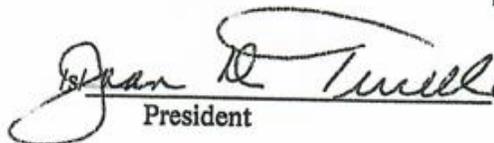
SEAL

The Association shall have a seal in circular form having within its circumference the words: COVERED BRIDGE ASSOCIATION, INC., CORPORATION NOT FOR PROFIT 1975.

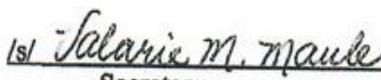
ARTICLE IX

AMENDMENTS

These By-Laws may be altered, amended or repealed by a majority vote of the directors present at a duly constituted meeting of the Board of Directors.



President



Secretary

date 4.19.18