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ST. AUGUSTINE SHORES SERVICE CORPORATION

790 Christina Drive
St. Augustine, FL 32086

BY – LAWS

ARTICLE I. GENERAL

Section 1. **Principal Office**

The principal office of the corporation shall be at St. Augustine Shores Service Corporation (hereinafter referred to as the “Corporation”), 790 Christina Drive, St. Augustine, Florida 32086 or at such other place as may be subsequently designated by the Board of Directors of the Corporation.

Section 2. **Resident Agent**

For the purpose of service of process the Corporation shall designate a resident agent or agents which designation may be changed from time to time and whose office shall be deemed an office of the Corporation for the purpose of service of process.

Section 3. **Definitions**

The terms “Members and Shores Property” are those defined in the Articles of Incorporation. .

ARTICLE II. DIRECTORS, POWERS, AND MEETINGS

Section 1. **Directors**

A. **Number and term**

The Corporation shall be governed by a Board of Directors, hereinafter referred to as the “Board”, consisting of seven members. Directors will be elected to one (1) two year term, alternating between three or four Directors as their respective terms of office expire.

B. **Qualifications**

Directors must be members of the Corporation. Where any lot or lots owned by more than one person or entity, only one owners of the lot or lots may serve as Directors of the Corporation at any one time. Qualified Director Candidates wanting to be included on the Annual Meeting Ballot must submit their name to the Chairman of the Search Committee no later than seventy-five (75) days prior to the call of the Annual Meeting. Any member of the Corporation otherwise qualified to serve on the Board of Directors may also nominate himself or herself as a Candidate for the Board at a Membership Meeting in conformity with Florida Statutes 720.

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C. **Compensation**

Directors and officers shall not receive compensation for their services as such, but may receive reimbursement for personal "out-of-pocket" expenses incurred in the actual performance of their duties.

D. **Resignation, Vacancy and Replacement**

Directors may resign at any time by submitting a letter of resignation to the Board. Except as otherwise set forth herein and in the Charter, if the office of any director becomes vacant the remaining Directors shall chose a successor for the unexpired term in respect to which such vacancy occurred.

E. **Removal**

Except as otherwise set forth herein, any member of the Board of Directors of the Corporation may be removed from the office with or without cause by the vote or agreement in writing by a majority of all votes of the membership or as otherwise provided under Florida Statutes 617.

F. **Documents**

Directors of the Service Corporation should familiarize themselves with the Articles of Incorporation, By-Laws, Deed Restrictions and Policy Manual. Current copies of these documents and/or publications will be provided for each Director when they assume office.

Section 2. **Powers**

The property and business of the Corporation shall be managed by the Board which may exercise all corporate powers not specifically prohibited by statue, the Articles of Incorporation, these By-Laws, or the Restrictions. The powers of the Board shall specifically include, but shall not be limited to the following:

- A. **Fees:** To establish and collect fees as set forth in the restrictions and establish the time within which payment of same are due subject to the requirements set forth in the Restrictions.
- B. **Use of Fees:** To use and expend the fees collected for those proposed set forth in the Restrictions.

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- C. **Procurement of Assests:** To purchase the necessary furniture, vehicles, equipment, material and tools necessary or incidental to the business and purposes of the Corporation.
- D. **Egress:** To enter into and upon the lots and building sites when necessary and with as little inconvenience to the owner as possible in connection with the maintenance of lawns and the enforcement of Restrictions.
- E. **Collection of Delinquent Accounts:** To collect delinquent fees by suit or other legal means.
- F. **Employment:** To employ such personnel as may be necessary or incidental in order to carry out the purposes and functions of the Corporation.
- G. **Contracts:** To enter into such contracts, and bind the Corporation thereby as the Board may deem reasonable in order to carry out the powers, terms and functions of the Board including contracts with any of the property owners. Apart from the limitations on expenses described in Article VII, Section 3, any contract or purchase exceeding thirty-three percent of the calendar year income must be authorized by vote of the Shores Property owners.
- H. **Fines:** To levy fines for violations of deed restrictions in accordance with Florida Statute #617.305.

Section 3. Meetings

- A. **BOARD ORGANIZATION:** The first meeting of the newly elected Board shall be held immediately upon adjournment of the annual General Membership meeting or as soon thereafter as quorum is present.
- B. **Regular:** Regular meetings for the conduct of Board business shall be scheduled at least once a month. Additional meetings also may be scheduled at such times as the Board may select. All meetings of the Board must be posted at least 48 hours in advance and shall be open to the members of the Corporation.
- C. **Quorum:** A majority of the Board shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. When the quorum has been met, the act of a majority of directors present at any meeting shall be the act of the Board. If a quorum shall not be present at the meeting, an official meeting shall not be held. In the event a quorum is established by telephone, said representation shall be broadcast over the sound system and shall remain available until adjournment.

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D. **Order of Business:** The agenda at all regular meetings of the Board shall ordinarily include the following, (not necessarily in this order):

- (1.) Roll call
- (2.) Communication from members of the Corporation
- (3.) Reading of the minutes of the last meeting
- (4.) Consideration of communications
- (5.) Resignations and elections
- (6.) Reports of Directors and General Manager
- (7.) Reports of Committees
- (8.) Unfinished business
- (9.) Original resolutions and new business

Section 4. **Annual Statement**

The Board shall account to the members not less than once each year commencing with the year 1972 for the total fees collected from the members and the method of disbursement of said funds.

ARTICLE III. OFFICERS

Section 1. **Definition**

All Officers must be Directors. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer, all of who shall be elected by the Board of Directors at the meeting described in Article II, Section 3A. of the By-Laws. Any two of said Officers may be united in one person, except that the President shall not also be the Treasurer or Secretary of the Corporation. If the Board so determines there may be more than one Vice President.

Section 2. **Tenure of Officers: Removal**

All officers, the general manager, and agents shall be subject to removal, with cause, at any time by a majority vote of the Board of Directors.

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Section 3. The President

- A. The President shall preside at all meetings of the voting membership and of the Directors, have general and active management of the business of the Corporation, see that all orders and resolutions of the Board are carried into effect and execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation. The seal, when affixed, shall be attested by the signature of the Secretary.
- B. He shall have general oversight of all the other officers of the Corporation and shall see to the best of his ability that their duties are performed properly.
- C. He shall submit a report of the operations of the Corporation for the fiscal year to the directors whenever called for by them and from time to time shall report to the Board all matters within his knowledge which the interest of the Corporation may require to be brought to their notice.
- D. He shall be an ex officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.
- E. The President, after consultation with the Board, shall appoint annually the chair of each committee, or whenever a vacancy occurs.
- F. He shall consult with the Board on all major non-budgeted financial matters, and he shall inform the Board of any legal pursuits or policy issues requiring his decision.

Section 4. The Vice President

The Vice President, in the absence of the President, shall be vested with all the powers and be required to perform all the duties of the President and such other duties as may be prescribed by the President or the Board.

Section 5. The Secretary

- A. The Secretary has oversight responsibility for the activities of the General Manager as they relate to the keeping of the minutes of meetings of the voting membership and of the Board meetings, in one or more books provided for that purpose.

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- B. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- C. The Secretary shall have oversight responsibility for the activities of the General Manager as the custodian of the corporate records, and shall see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized in accordance with the provisions of these By-Laws.
- D. The Secretary shall have oversight responsibility for the activities of the General Manager as they relate to keeping a current register of the mailing addresses of each member.
- E. In general, the Secretary shall perform all duties incidental to the office of Secretary.
- F. Shall insure that a cumulative listing of all motions made and the vote taken on each motion be maintained in a notebook(s) designated for such purpose and available for examination by any member so requesting.

Section 6. The Treasurer

- A. The Treasurer shall have oversight responsibility for the activities of the General Manager as they relate to:
 - (1.) The keeping of full and accurate financial accounts and the deposit of 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.
 - (2.) The maintaining of inventory and control of all the Corporation's tools, equipment, vehicles, machinery, furniture, office equipment, and other non-consumables.
- B. The Treasurer shall oversee the disbursement of funds by the General Manager as ordered by the Board. The Treasurer, using data provided by the General Manager, shall present to the Directors, at each regular Board meeting, or whenever they require it, an account of the Corporation's recent monetary transactions and financial condition.

- C. He shall be required to give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board for the faithful performance of the duties of his office and the restoration to the Corporation in case of his death, resignation or removal from office of all books, papers, vouchers, money or other property of whatever kind in his possession belonging to the Corporation. The Corporation shall pay all premiums for issuance of said bond.

Section 7. **Vacancies**

If the office of the President, Vice President, Secretary or Treasurer becomes vacant, the Directors, by a majority vote shall choose a successor or successors who shall hold office for the un-expired term in respect to which such vacancy occurred.

Section 8. **Resignations**

Any officer may resign his office at any time, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE IV. MEMBERSHIP

Section 1. **Definition**

Members are those defined to be such by the Articles of Incorporation.

Section 2. **Voting**

Voting rights and privileges are as defined by the Articles of Incorporation.

Section 3. **Transfer of Membership and Ownership**

Membership in the Corporation may be transferred only as an incident to the transfer of a Shores Property, as defined in the Articles of Incorporation, and such transfer shall be subject to the procedures set forth in the Declaration of Restrictions.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. **Place**

All meetings of the voting membership shall be held at the main office of the Corporation in St. Augustine Shores, Florida, or such other place as determined by Board and stated in a notice thereof.

Section 2. **Annual Meeting**

- A. **Day and Date:** Regular annual meetings shall be held on the first Friday of May each year.
- B. **Vote:** At the annual meeting, the membership entitled to vote shall elect a Board as provided for in Article II, Section 1, and transact such other business as may properly come before the meeting.
- C. **Notice:** Notice of the annual meeting, proxies, ballots and other materials necessary for the meeting's business shall be forwarded to the membership not less than thirty days nor more than sixty days before the meeting date.
- D. **Member Registration Deadline**

For purposes at the call of the annual meeting, the membership roll shall be closed as of March 1st, of each year. New members who purchased their property after March 1st are required to bring proof of ownership, such as title or deed to vote in person or by proxy.

Section 3. **Special Meetings**

Special meetings for any purpose or purposes, not otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President, a majority of the Board, or by a petition of twenty five (25%) percent of the voting membership. Such requests shall state the purpose or purposes of the proposed meeting. The only business to be conducted is the business for which the meeting was called.

Section 4. **Quorum**

Fifteen percent of the total voting membership of the Corporation, in person or by proxy, shall be necessary and sufficient at all meetings to constitute a quorum. The action of a majority present, in person or by proxy, at any meeting at which there is a quorum shall be the act of the Corporation.

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Section 5. **Proxies & Ballots**

- A. **Time Limit:** Ballots of meetings of the membership must be received and filed at the principal office of the Corporation no later than 4:00PM on the day prior to the meeting. The Chairman of the Election Committee or his designee shall sign the face of a late filed Ballot in ink, note the date and hour of its receipt and mark it void. A late filed Ballot is of no force or effect.
- B. **Election of Directors:** Voting for Directors shall be done only by ballot. Unmarked ballots and ballots marked for more candidates than there are vacancies will not be counted.
- C. **Proxies:** The 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 ninety 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 place.

Section 6. **Membership Meeting Procedures**

All annual and special membership meetings shall be conducted in accordance with Robert's Rules of Order. The Chairman may appoint a parliamentarian for the meeting who shall serve without compensation unless authorized by the Board.

ARTICLE VI. NOTICES

Section 1. **Definition**

Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these By-Laws, notice is required to be given to any director or voting member, it shall not be construed to mean personal notice but such notice may be given in writing by mail, by depositing the same in a post office or letter box in a postpaid, sealed wrapper, addressed to the address of the person entitled thereto as appears on the books of the Corporation or by causing same to be delivered to the residence of the person entitled thereto.

Section 2. **Service of Notice – Waiver**

Whenever a notice is required to be given under the provisions of the statutes or of the Restrictions or the Articles of Incorporation or of these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent thereof.

ARTICLE VII. FINANCES

Section 1. **Fiscal Year**

The Board shall operate the Corporation on a calendar or fiscal year basis.

Section 2. **Checks**

All checks or demands for money and notes of the Corporation shall be signed by an Officer of the Corporation and the General Manager. If the General Manager is unable to carry out his check signing responsibility(i.e. on vacation) then checks shall be signed by two of the Officers.

Section 3. **Encumbrance of Debt**

Where there is proposed, any single or aggregate additional indebtedness to be assumed by the Corporation, and said indebtedness exceeds fifteen percent (15%) of the current year's projected budgeted revenue, as contained in the Association's approved annual budget, then such proposed additional indebtedness shall require the approval of a majority of the membership present and voting at a special or annual membership meeting.

ARTICLE VIII SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words, "Corporation Not for Profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE IX NO STOCK

This Corporation shall never have or issue shares of stock and/or certificates of membership.

ARTICLE X DEFAULT

In the event a member does not pay any of the fees required to be paid to the Corporation at the time same may be due, the Corporation, acting on its own behalf or through its Board or their agents, may enforce its lien for the fees or take such other action to recover the fees to which it is entitled, in accordance with the Resolutions and any statutes made and provided. If an action of foreclosure is brought against a member for non-payment of monies due the Corporation and as a result thereof, the interest of the said member in the Shores property is sold, then their membership in the Corporation ceases.

ARTICLE XI MISCELLANEOUS

Section 1. **Binding Corporation**

Officer(s) acting on behalf of the Board, or an Officer(s) and the General Manager acting, in concert, as an agent for the Board shall have authority to bind the Corporation.

Section 2. **Invalidity**

If any By-Law or part thereof shall be adjudged invalid, the same shall not affect the validity of any other By-Law or part thereof.

Section 3. **Management**

The Board shall employ a manager or management company, licensed in the State of Florida, as its General Manager to supervise its various divisions. The General Manager is responsible for all office operations including reporting to the Board all information obtained as a result of internal/external communications that are pertinent to the operations of the Corporation. the General Manager's other duties are detailed in the Corporate Policy Manual.

Section 4. **Budget Review**

The Board shall schedule an open meeting each year at least sixty days before the annual membership meeting for the purpose of considering a proposed budget for the next fiscal year. The resulting budget will be mailed to the membership with the proxies and ballots for the annual meeting.

Section 5. **Committees**

- A. **Membership:** Excepting the Architectural Control Committee, only property owners can serve on any committee. No more than one member of the same ownership can be on the same committee. The Board of Directors shall appoint each Committee chairperson and shall approve each committee member.
- B. **Standing Committees:** There shall be two (2) standing committees:
1. Architectural Control Committee(ACC) with duties and responsibilities as defined by the Deed Restrictions.
 2. Internal Audit Committee consisting of only "Shores" property owners, to review the Corporation's internal accounting procedures and to recommend changes when deemed necessary. No member of the Board of Directors shall serve as a voting member of the Committee.
- C. **Ad Hoc Committees:** Any number of committees so designated and approved by the Board of Directors shall serve at the pleasure of the Board of Directors.
1. Search Committee: the Director Search Committee shall be appointed at least one hundred twenty days prior to the annual meeting of the Corporation. It shall present the results of its search to the Secretary no later than seventy five (75) days prior to the call of the annual meeting.
 2. Election Committee: An Election Committee shall be appointed at least sixty days prior to the annual meeting of the Corporation to determine through the Secretary the members eligible to vote at the annual meeting, to oversee the distribution and collection of all proxies and ballots and to establish their validity. The Committee shall also count the ballots and report the results to the Secretary. The number of candidates, equivalent to the number of vacancies which receive the largest pluralities shall be elected. In the event of a tie for the smallest electing plurality, the chairperson of the election committee shall decide the election by a coin toss.

An Election Committee may also be appointed for special meetings as required.

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ARTICLE XII AMENDMENT

Section 1. **Annual Meeting**

The Articles of Incorporation and By-Laws may only be altered, amended or added to at the annual meeting of the voting membership.

Section 2. **Full Presentation**

Only Articles of Incorporation or By-Law amendments set forth in full in the call of the Annual Membership Meeting may be considered at such meeting.

Section 3. **Review Procedure**

Members of the St. Augustine Shores Service Corporation shall have the right to submit proposed amendments to the By-Laws of the Corporation. All proposed amendments must be received by the Secretary of the Corporation no later than one hundred twenty (120) days prior to the Annual Meeting.

The Board of Directors of the St. Augustine Shores Service Corporation shall reserve the right to deny publication of any proposed amendment to the By-Laws by a majority vote of the Board cast no later than one hundred (100) days prior to the call of the Annual Meeting. The author of such denied proposal shall be immediately notified by the Secretary of the Corporation.

Any member wishing to over-ride the decision of the Board of Directors, can compel inclusion in the annual meeting ballot, for vote by the membership, on the proposed addition or amendment to the By-Laws, by filing a written petition signed by 14% of the voting membership as of the date such petition is received by the office of the Secretary of the Corporation. Such petition must be received by the office of the Secretary of the Corporation no later than eighty (80) days prior to the call of the Annual Meeting to verify each authorized signer. The Board of Directors shall accept or reject the petition no later than seventy-five(75) days prior to the call of the Annual Meeting. The petition must:

1. State the proposed addition or amendment to the By-Laws at the top of each page. The petition must include the property owner's signature, printed name, St. Augustine Shores property address and date of signature. Each page of the petition must be sequentially numbered. No alteration shall be made to a petition once it has been signed.
2. An authorized signer is defined as one owner per St. Augustine Shores property as listed on the property deed recorded in the records of St. Johns County at the time of signature.

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The Board shall review any proposed amendment(s) to the By-Laws and at its discretion offer an opinion as to the proposed amendments possible effect on the operation of the Corporation.

Section 4. **Presentation of Ballot for By-Law Amendments**

Each change or addition to the By-laws approved by the Board of Directors for submittal to the general membership must be submitted so as to allow voting on individual changes or additions, excepting those considered by the Board to be properly combined as a unit for cosmetic, clerical or clarification purposes.

ARTICLE XIII CONSTRUCTION

Wherever the masculine singular form of pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whatever the context so requires. In the event of any discrepancy between these By-Laws and the Articles of Incorporation of St. Augustine Shores Service Corporation, then the Articles of Incorporation shall prevail.

ARTICLE XIV SUMMARY BY-LAW

The Board of Directors at such intervals as it deems convenient, may promulgate and disseminate administrative compilations or summaries of the By-Laws as an index or suggestion of adopted By-Laws as they vary from time to time.

St. Augustine Shores Service Corporation
A Florida Corporation, Not-For-Profit

By: 
As President – Kathleen M. Yerves

By: 
As Secretary – Klaus G. Gringer