

REVISED AND RESTRATED BY-LAWS  
SOUTHERN WOODS POA, INC  
A FLORIDA NOT FOR PROFIT CORPORATION

Revision and Restatement made and executed on the 4<sup>th</sup> Day of December 2013 at a meeting of the Members of the Association, at a duly called meeting for the purpose, and held at Southern Woods Golf Club, Homosassa, Florida 34446. As Revised and Restated, the By-Laws read:

**ARTICLE I ASSOCIATION**

1.1 Name: The name of the Association is the Southern Woods Property Owners Association, Inc. (hereafter "Association").

1.2 Purpose: The Purpose of the Association are as set for the in the Articles of Incorporation.

1.3 Office: The office of the Association shall be at such place within Citrus County Florida as the Board of Directors from time to time may designate.

1.4 Fiscal Year: The fiscal year shall be the calendar year.

1.5 Seal: The seal of the Association shall bear the mane of the Association, the word Florida, the words "not for profit" and the year "1991".

1.6 Definitions: The definitions and rules of interpretation set forth in the Declaration are specifically incorporated herein.

1.6 (a) Part Time Resident: A resident who resides outside of Citrus County for more than one month at a time.

1.6 (b) Special Meeting: A Meeting of the Association called to consider one or more issues of such urgency that they cannot wait until the next Annual Meeting.

1.6(c) Substantive Matters: Those issues which have a lasting effect and are not merely matters of procedure. The adoption of the Budget, the Election of Directors, and the Amendment to Governing Documents are all substantive matters.

1.7 Declaration: If any provision of the By-Laws is in conflict with the Declaration, the Declaration shall prevail. If there is no provision herein, any appropriate provision of the Declaration, Certificate of Incorporation, or Rules and Regulations, in that order, shall be deemed incorporated.

1.8 Conduct of Meetings: All meetings shall be conducted in conformity with the documents governing the Association. In so far as appropriate, Robert Rules of Order, most current edition, will govern the conduct of the meeting, absent direction in the governing documents.

## ARTICLE II MEETINGS OF THE ASSOCIATION

2.1 Place: Meetings of the Association may be at such time and place within Citrus County as the Board of Directors may designate.

2.2 The Annual Meeting of the Association shall be held the first week of December

2.2 (a) The Board of Directors may call Special Meetings of the Association as it deems necessary or advisable.

2.2 (b) The Board of Directors must call a Special Meeting of the Association when requested to do so by written petition of 10% of the Owners in Good Standing.

2.3 Notice: Notice of all meetings of the Association will be given forty-eight hours before the meeting by posting a small sign at (1) the southwest corner of the intersection of Corkwood Blvd and Route 480; (2) the southwest corner of the intersection of Deerwood Path and Route 480 and (3) the northeast corner of Highwood Path and Corkwood Blvd.

2.3 (a) Notice of the Annual Meeting will be given, in writing, to the Designated Owner of a Parcel at the address recorded in the records of the Association, posted at least 30 days and not more than 60 days prior to the scheduled meeting date.

2.3 (b) The Secretary will give notice by mail, posted at least 10 days prior to the meeting, of all other Associations meetings.

2.3 (c) If circumstances exist which require a meeting and time does not permit written notice, the Secretary will give notice by E-Mail, and by phone to those persons living in the United States and so far as practicable, elsewhere who do not have an E-Mail address on file. All designed to give Owners notice and an opportunity to participate.

2.3 (d) The Notice shall specify the purpose of the Meeting and contain:

(a) An Agenda

(b) A voter designation

(c) A Proxy

(d) A report of the Nominating Committee, if appropriate

(e) For the Annual Meeting, a proposed budget for the following year

2.3 (e) If one or more persons, or groups of persons, owns more than one (1) Lot, only one notice need be given.

2.4 Presence: An owner may be present at a meeting in person or by proxy, unless otherwise specifically stated.

2.5 Quorum: A quorum is 30% of the Owners entitled to vote (in good standing and a designation if required, on file), unless otherwise specifically stated.

2.5 (a) To be counted toward the presence of a quorum on Owner entitled to vote may be present in person or by a valid proxy.

2.5 (b) The presence of a quorum must be determined by the presiding officer prior to conducting any business.

2.5 (c) If a quorum is not present, the presiding officer may adjourn the meeting.

2.5 (d) If the meeting is adjourned, the presence of a quorum will again be determined at the beginning of the adjourned session.

2.5 (e) The members of any quorum need not be the same at different determinations.

2.5 (f) A quorum for the purpose of deciding whether to dissolve the Association is 75% of the Owners/Members entitled to vote.

2.6 Presiding Officer: The President will preside at all meetings of the Association. In his absence or inability, the Vice President, Secretary, Treasurer or Director, in that order shall preside and if no officer is available, the senior member of the Architectural Review Committee, the senior member of the Finance Committee, the senior member of the Nominating Committee, the senior member of the Rules Enforcement Committee, in that order shall preside.

2.7 Parliamentarian: Prior to the commencement of a meeting of the Association, the Presiding Officer shall appoint a Parliamentarian and a Sergeant-at-Arms, and if a vote will be taken, three Tellers.

2.8 Vote Eligibility: Each Lot, the Owner of which is in good standing, is entitled to one vote, to be cast by the Designated Owner(s).

2.8 (a) If the Owner of a Lot is not in good standing, he is not entitled to a vote, and hence may not be counted toward the presence of a quorum.

2.8 (b) If a Lot is owned by two (2) or more persons (who are not husband and wife owning the Parcel as such) and /or united in interest, the Owners must per-designate, on a form provided by and to be filed with the Secretary prior to the meeting, one (1) Owner as the one entitled to cast the vote. If a Lot has been split so as to become part of a larger Parcel and the Owners are no longer united in interest, the Owner of each half may cast one half of the vote allocated to the Lot and if either half is owned by more than one (1) party, the rules of pre-designation must be followed. In the event of a failure to file, the Owner is not entitled to a vote and hence may not be counted toward the presence of a quorum.

2.8 (b) If a Lot is owned by husband and wife as such, either, without prior designation may cast the vote.

2.8 (c) All Owners united in interest must sign the form designating the voting owner, but each may sign a separate copy of that form.

2.8 (d) The properly completed designation form may be filed with the Secretary on the day of the

Meeting at any time before the Meeting.

2.9 Proxy: If a Designated Owner in Good Standing wishes to cast a vote by proxy, he must complete a form ("Proxy"), provided by and to be filed with the Secretary before the Meeting designating:

- (a) The Owner who is entitled to vote to whom he gives his Proxy of
- (b) the Secretary, and
- (c) how he wishes his vote to be cast (which may be in the discretion of the proxy holder on one or more issues).

2.9 (a) If the Proxy directs how the vote is to be cast on at least one (1) issue

2.9 (a-1) The Proxy may be counted toward the presence of a quorum and voted if

- (a) The owner who is entitled to vote to whom the Proxy is given is present, or
- (b) The Secretary is designated Proxy holder, or
- (c) The secretary is designated as the alternate proxy holder to act in the absence of the Owner who is entitled to vote.

2.9 (a-2) If the Secretary is designated as the alternate proxy holder, the vote may be cast as directed and on any issues where discretion is permitted must be cast as "present".

2.9 (b) If the Proxy does not direct how the vote is to be cast on at least one (1) issue, the authorized proxy holder (Owner who is entitled to vote or Secretary) must be present for the Proxy to be counted toward the presence of a quorum and to be voted.

2.9 (c) The Proxy is valid only for the designated meeting and any adjourned sessions of that meeting.

2.9 (d) If the Owner giving the Proxy appears at the meeting, the Proxy is automatically revoked and the Owner may cast his vote in person. If the Owner wishes to revoke his Proxy without appearance, he may do so by notifying the Secretary in writing prior to the meeting.

2.10 Vote: All substantive votes shall be by paper ballot. All votes shall be tallied by the Tellers and announced by the Presiding Officer, immediately after they are cast.

2.10 (a) Directors are elected by receiving the greatest number of votes cast for the office. If there are two or more vacancies, the second most, etc. If one (1) of the positions is for less than a full term the Director elected with the fewest votes receives that position.

2.10 (b) A dissolution the Association requires a vote of 75% of the Members entitled to vote.

2.10 (c) All other matters, excluding amendments to the Declaration, By-Laws and Articles of Incorporation, each require in affirmative vote of a majority of the Members eligible to vote present at the meeting. Amendments require a vote as set forth in Article VII.

2.11 Order of Business: The order of business shall be as set forth in the agenda and shall, as far as practicable be as follows:

- (1) Meeting called to order by Presiding Officer

- (2) "Proof of Notice" of waiver or notice; certification of the presence of a quorum
- (3). Reading of minutes or prior meeting; approval as read or corrected
- (4) Reports of Officers
- (5) Reports of Directors
- (6) Reports of Committees
- (7) Unfinished Business
- (8) New Business
- (9) Announcements
- (10) Adjournment

2.11 (a) At the Annual Meeting, the New Business shall include;

- a. Resolutions
- b. Amendments to Declaration, By-Laws and Articles of Incorporation
- c. Presidents Report of the year
- d. Approval of the Budget for the coming year
- e. Report of Nominating Committee, nominations from the floor, election of Directors

### **ARTICLE III Board of Directors**

#### **Section A: Directors**

3.1 Number: The Board is comprised of five (5) members elected by the Members of the Association at the Annual Meeting.

3.2 Term: The members of the Board, after the initial Board, served for (3) years beginning January 1 of the year following election. Board members may serve two (2) successive three (3) year terms in the same director/officer position.

3.3 Eligibility: Any Designated Owner in Good Standing is eligible to serve on the Board.

3.4 Vacancy: If a vacancy occurs on the Board, the remaining Directors may appoint an eligible Designated Owner in Good Standing to fill that vacancy until the next Annual Meeting. The remainder of that term will be filled by a vote at the Annual Meeting.

3.4 (a) A vacancy automatically occurs on the Board if a Director:

- (1) Loses his Good Standing and does not correct the problem within seven (7) days of notice.
- (2) Ceases to be a resident of Southern Woods
- (3) Fails to attend three (3) consecutive Board Meetings

3.4 (b) A member of the Board may resign by notifying the President, or in the case of the President, the Vice President, in writing, of his resignation

3.4 (c) A vacancy occurs when the remaining Directors unanimously vote to remove a member of the Board upon a determination that he is not an appropriate representative of the association, or is unable to perform his duties.

## **Section B: Meetings**

3.5 Notice: The Board of Directors will meet at the time and place stated in the notice accompanying the most recent General Assessment notice. Further notice of meetings will be given by posting small signs at the entrances to Southern Woods, as for Association meetings.

3.5 (a) If a meeting of the Board of Directors is to be held at a different time or place, the Secretary will send an E-Mail message to those Designated Owners who have provided an E-Mail address and will attempt to reach all other Designated Owners living in Citrus County, by telephone.

3.6 Meetings: All Owners/Members in Good Standing may attend all meetings of the Board of Directors. Association Members have the right to speak to the issues at Meetings, subject to reasonable limitations imposed by the Presiding Officer. Association Members have no vote.

3.6 (a) A quorum is three (3) members of the Board, all of whom must be present in person, except as set forth below, in which case a quorum is two (2).

3.6 (b) If the Presiding Officer certifies that a situation exists which requires immediate attention and three (3) members of the Board cannot be physically present, action may be taken by a vote of the two (2) members present joined by the telephone assent, if necessary, of one other. The reduced quorum is sufficient for that matter alone.

## **Section C: Duties**

3.8 Committees: The Board of Directors must appoint the following Standing Committees:

- (a) Architectural Review (ARC)
- (b) Finance
- (c) Nominating
- (d) Rules Enforcement (REC)

and may appoint such other committees as it deems necessary.

3.8 (a) Members of Standing Committees must be residents of Southern Woods.

3.8 (b) No more than one (1) member of a Standing Committee may be a Part Time Resident.

3.8 (c) The Board may remove a member of a Committee when the Board determines that the best interests of the Association so requires.

3.8 (d) a member of a Committee may resign by submitting written notice to the Board of Directors or any member thereof.

3.8 (e) If a member of a Committee resigns or is removed, a vacancy occurs which may be filled by the Board.

3.8 (f) Appointments to Standing Committees, whenever made, expire when the new Board takes

office and must be filled by the new Board.

3.9 Rules and Regulations: The Board of Directors must fashion and enforce Rules and Regulations governing the operation of all Standing Committees, the Board of Directors and the Association in general.

3.9 (a) The Rules and Regulations shall set forth the requirements for, the form of and the fees for all application.

3.9 (b) The Rules and Regulations shall set forth the manner in which applications are considered and the methods to be used to determine the issues presented and provide for written notice to the Designated Owner of the determination.

3.9 (c) The Rules and Regulations shall set forth the penalties for violation of the Declaration and the Rules and Regulations enacted by the Board to enforce same.

3.9 (c-1) The rules and Regulations may provide for fines.

3.9 (c-2) An Owner is not in Good Standing for so long as he is in violation of the Declaration and/or the Rules and Regulations enacted to enforce it and/or has not paid an Assessment of fine or taken any remedial action ordered.

3.9 (d) The Rules and Regulations shall set forth the authorized remedial action which may include:

(a) Return to the status prior to the violation

(b) Correction of the violation by the Owner

(c) Correction of the violation by the Association at the expense of the Owner and the imposition of a Remedial Sanction.

3.10 Appeals: The Board of Directors must decide appeals from decisions of the Architectural Review Committee and the Rules Enforcement Committee.

3.11 Sales and Leases: No rental may be entered into unless it satisfies the Declaration and Rules and Regulations and is approved by the Board of Directors.

3.11 (a) A proposed lease must be in a form and accompanied by the fee set forth in the Rules and Regulations.

3.11 (b) The Owner and Lessee must both agree to be bound by the Declaration, By-Laws and all Rules and Regulations of the Association and the Owner must agree to be responsible for any violation by the Lessee and those acting through him.

3.11 (c) Within ten days of receipt of the application, the Board must notify the Owner whether the lease is approved.

3.11 (d) Within thirty days prior to the sale of a Parcel, the Owner must submit a form accompanied by

the fee set forth in the Rules and Regulations, notifying the Association of the name, address, phone number and E-Mail address of the proposed new owner, seeking a statement that no Assessments are due or to become due within thirty days.

3.11 (e) Within ten days of receipt of the application, the Board must provide the requested statement, if appropriate, or advise the Owner of the true status.

3.12 Litigation: The Board of Directors must approve the institution of litigation to enforce determinations by the Architectural Review and Rules Enforcement Committees and any other litigation which may be deemed appropriate. The costs of routine litigation are part of the annual budget.

3.13 Good Standing: The Board of Directors must determine which Owners are in Good Standing.

3.14 Budget: If a Budget is not approved by the Members, the Board shall approve a budget no more than ten percent over that of the prior year.

## ARTICLE IV

### OFFICERS

Officers: Upon adjournment of the Annual Meeting, the Directors who will serve the following year shall meet and elect the officers for the following year. A Director who is a part time resident is not eligible for election to any position other than Director.

4.1 (a) Officers are President, Vice President, Secretary, Treasurer and Director.

4.2 President: It shall be the duty of the President to:

- (a) Call and preside at all meetings of the Associations
- (b) Oversee the day to day operation of the association
- (c) Ensure that all necessary filings and payments are made

4.3 Vice President: It shall be the duty of the Vice President:

- (a) perform the duties of President in his absence
- (b) Serve as Board Member on the Architectural Review Committees

4.4 Secretary: It shall be the duty of the Secretary to:

- (a) inform the Members of all Meetings
- (b) Keep the minutes of meetings
- (c) Keep the records of the Associations
- (d) Serve as Board Member on the Rules Enforcement Committees

4.5 Treasurer: It shall be the duty of the Treasurer to:

- (a) Have charge of the books of the Associations
- (b) Oversee the collections and disbursement of monies
- (c) Serve as Board Member on the Financial Committees



4.6 Director: It shall be the duty of the Director to:

(a) Assist the other officers in the performance of their duties, to the extent requested.

## ARTICLE V

### COMMITTEES

#### Section A: Architectural Review Committee (ARC)

5.1 Members: The Board of Directors shall appoint an architectural Review Committee consisting of one (1) or more members, one (1) of whom shall be a Board Member Chairperson, who shall serve a one (1) year term, and who may be re-appointed, in the discretion of the Board.

5.1 (a) The Vice President is the Chairman of the Committee. He Chairman has no vote except as specifically set forth in the Rules and Regulations.

5.1 (b) Upon the request of the ARC, and a finding that the workload requires it, the Board may appoint no more than two (2) additional members to serve for as long as necessary.

5.2 Duty: It shall be the duty of the ARC to per-approve all:

(a) Improvements to Parcels in Southern Woods, including any Dwellings to be constructed thereon and the Landscaping.

5.3 Authority: The ARC shall take all steps necessary to enforce its authority and determinations.

5.3 (a) No legal action may be taken without the authorization of the Board of Directors.

5.3 (b) The ARC must follow any work undertaken under an approval application and has the authority to enter onto Parcels and into Dwellings to do so.

5.3 (c) The ARC has the authority to order a halt to and remediation of any work that is undertaken without proper authority.

5.3 (d) The ARC has the authority to have remedial work performed at the Owner's expense and impose a Remedial Assessment as set forth in its Rules and Regulations.

5.3 (e) The ARC has the authority to impose a fine as set forth in its Rules and Regulations.

5.4 Applications: The ARC shall prepare and have available forms for applications and copies of its Rules and Regulations, both of which will be provided to any Owner upon request to the Board of Directors, the Managing Agent, or the ARC.

5.4 (a) All Applications will be considered at the next meeting of the ARC held more than two (2) weeks after the date on submission, unless otherwise agreed.

5.5 Notice: The ARC will meet at the time and place stated in the notice accompanying the most recent General Assessment notice. Further notice of meetings will be given by posting small signs at

the entrances to Southern Woods, as for Association Meetings.

5.5 (a) If a meeting of the ARC is to be held at a different time or place, the Secretary will send an E-Mail message to those Designated Owners who have provided an E-Mail address and will attempt to reach all other Designated Owners who have provided an E-Mail address and will attempt to reach all other Designated Owners living in Citrus County, by telephone.

5.6 Meetings: The Committee Chairman will preside. In the absence of the Chairman, the senior member of the Committee will preside, maintaining his right to vote.

5.6 (a) All Owners/Members in Good Standing may attend all meetings of the ARC. Association Members have the right to speak to the issues at Meetings, subject to reasonable limitations imposed by the Presiding Officer. Association Members have no vote.

5.7 Quorum: a quorum is three (3) members.

5.7 (a) When determining a quorum, the Chairman is counted as a member.

5.7 (b) All members of the quorum must be present in person, except as set forth below:

5.8 Vote: All decisions will be by a majority vote of those present in person and voting. In the event of a tie, the Chairman will vote unless prohibited by the Rules and Regulations from doing so. In the event a tie remains, the issue will be referred to the Board of Directors, as in appeal.

5.8 (a) If the Chairman, or acting Chairman, certifies that a situation exists which requires immediate attention and three (3) members are not physically present, action may be taken by a vote of the two (2) members present joined by the telephone vote of one other, if necessary.

5.9 Determination: The determination of the ARC will be noted on the application in the space provided. The original will be provided to the Secretary to be maintained in the permanent records of the Association; one (1) copy will be provided to the Applicant and the other will be kept by the ARC for the period set forth in the Rules and Regulations.

5.9 (a) A copy of the determination will be provided to the Applicant by hand or by certified mail, return receipt requested.

5.9 (b) Together with a less than fully favorable determination, the Applicant will be advised how to appeal.

5.10 Vacancy: A vacancy occurs when a member resigns or is removed by the Board and may be filled by the Board.

## **Section B: Rules Enforcement Committee (REC)**

5.10 Members: The Board of Directors shall appoint a Rules Enforcement Committee consisting of one (1) or more members, who shall serve a one (1) year term, and who may be re-appointed, in the discretion of the Board.

5.10 (a) The Secretary is the Chairman of the Committee. The Chairman has no vote except as specifically set forth in the Rules and Regulations.

5.10 (b) Upon the request of the REC, and a finding that the workload requires it, the Board may appoint no more than two additional members to serve for as long as necessary.

5.11 Duties: It shall be the duty of the Committee to enforce the Deed Restrictions relating to aesthetics and quality of life and ensure that Southern Woods is maintained as a premier community.

5.11 (a) The committee shall have no right to enter onto any Premises.

5.12 Enforcement: Upon learning of or observation of a violation of the Deed Restrictions, the Owner will be notified of the violation and an immediate correction requested.

5.12 (a) If the violation is not corrected, the findings together with the recommendations of the Committee will be referred to the Board of Directors for action at its next meeting.

5.12 (b) If the Board directs remedial action, the REC will monitor the progress of any corrective action undertaken.

5.12 (c) If remedial action is ordered and not fully taken, the REC may hire the work done at the Owner's expense and order the imposition of a Remedial Assessment for that amount.

5.12 (c-1) The REC must advise the Owner in writing of its determination and give the Owner 10 days to appeal to the Board of Directors, unless as emergency situation precludes delay.

5.12 (d) If remedial action is not fully taken within the time frame ordered by the Board, the REC may order a fine as set forth in its Rules and Regulations.

5.13 Records: The Chairman will retain a copy of all correspondence relating to violations, all referrals to the Board of Directors, all follow-up by the Committee and all fines imposed and retain a copy of all dispositions in the permanent records of the Association.

#### **Section C: Nominating Committee**

5.14 Members: Each year, not less than ninety (90) days before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of one (1) or more members, who shall serve a one (1) year term, and who may be re-appointed, in the discretion of the Board.

5.15 Duties: Not less than sixty days before the Annual Meeting the Committee shall submit to the Board of Directors a slate of candidates for the positions to be filled at the Annual Meeting.

#### **Section D: Finance Committee**

5.16 Members: The Board of Directors shall appoint a Finance Committee consisting of one (1) or more members, who shall serve a one (1) year term, and who may re re-appointed, in the discretion of the Board.

5.16 (a) The Treasurer is Chairman of the Committee.

5.17 Budget: The Finance Committee shall prepare an annual budget and submit it to the Board of Directors not less than sixty days before the Annual Meeting.

5.18 Accounting: The Finance Committee shall prepare an annual accounting of the Association and submit it to the Board within sixty days of the beginning of the fiscal year. A copy of that accounting shall be submitted to each Member and may be submitted by E-Mail.

## ARTICLE VI

### APPEALS

6.1 How taken: A party aggrieved by a decision of the Architectural Review Committee or the Rules Enforcement Committee may appeal that decision to the Board of Directors by filing a Notice of Appeal, and the fee set forth in the Rules and Regulations, with the Board.

(a) Within fifteen days of the receipt of a written decision from the ARC

(b) Within ten days of the receipt of a written decision from the REC

6.1 (a) Upon appeal by a non-applicant Owner adversely affected by the ruling on an application for a variance, the Board must notify the applicant for the variance, of the appeal.

6.2 When heard: The appeal must be heard by the Board at its next regular Meeting, unless circumstances require a faster determination or the parties agree to a later hearing.

6.3 Procedure: The parties may present any evidence relevant to the issues presented, including excerpts, and must be given adequate time to present their positions.

6.3 (a) Owners present at the Meeting may be heard on the issues.

6.3 (b) A party may have the Appeal mechanically or steno-graphically recorded and must provide a copy to any other party.

6.3 (c) The Board will consider the issues De Novo.

6.4 Decision: The Board may make any appropriate decision, and must act in a timely matter.

## ARTICLE VII

### AMENDMENTS

7.1 Proposal: Amendments to the Declaration, By-Laws and Articles of Incorporation may be proposed by:

(a) The Board of Directors, or

(b) 10 % of the Owners in Good Standing.

7.2 Submission: Proposed Amendments will be submitted to the Members for consideration at the next Annual Meeting, unless extraordinary circumstances require a Special Meeting.

7.3 Vote: Amendments must be approved by a majority of the Members eligible to vote present at the Meeting unless otherwise set forth in the documents to be amended.

Adopted at a Meeting of the Association held on December 4, 2013, in Homosassa, Florida.

Allen D. Moore  
President: A. Dean Moore

10/8/2014  
Date:

Diane Evans  
Witness:

Heraklyn Bond  
Witness

Thomas Pasley  
Secretary: Thomas Pasley

Oct 7, 2014  
Date:

Diane Evans  
Witness:

Heraklyn Bond  
Witness