

# **BY-LAWS OF KENDALE HOMEOWNERS ASSOCIATION, INC.**

## **ARTICLE I - NAME AND INCORPORATED STATUS**

This organization shall be known as **KENDALE HOMEOWNERS ASSOCIATION, INC.**, a not-for-profit Florida corporation, hereafter known as KHA. KHA was originally incorporated on October 24, 1966 and is renewed/updated annually to reflect the new Officers and Directors of record. KHA's Federal Identification Number is 59-1159493.

## **ARTICLE II - OBJECTIVE**

The objective of KHA is to promote the general welfare of the residents of The Village of Kendale, Kendale Country Club Estates, Kendale South, and the community as a whole.

## **ARTICLE III - MEMBERSHIP**

### **Section 1 - Eligibility**

Membership eligibility is extended to all owners of The Village of Kendale, Kendale Country Club Estates and Kendale South. Membership automatically terminates at such time as a member no longer owns a residence within the Village of Kendale, Kendale Country Club Estates or Kendale South; resigns; or fails to pay the annual membership dues as required.

### **Section 2 - Dues**

Members shall pay annual membership dues in an amount of twenty five dollars only (\$25.00). The dues amount can only be changed by a majority vote of the members in attendance at a General Meeting, or a Special Meeting called for that purpose. Dues are required from each home as a single membership payment regardless of the number of people residing within the home, or their family relationship. Dues shall be payable in January of each calendar year, and must be paid for member to be in good standing, and eligible to vote on issues that come before the Association. Additional non-directed monies and duplicate dues payments made by the members shall be considered donations for on-going KHA activities.

## **ARTICLE IV - MEETINGS OF THE MEMBERSHIP**

### **Section 1 - Regular Meetings**

Regular Meetings shall be held during the first, second and fourth calendar quarters. The President, in conjunction with the other Officers, shall establish the time, date, location and agenda for all Regular Meetings.

### **Section 2 - Special Meetings**

Special Meetings will be held at the call of the President who will also establish the Special Meeting Agenda. Additionally, a Special Meeting will be held when a majority of the members of the Board of Directors, based upon quorum criteria, provide the President with a written request, including a co-sponsored agenda, for that meeting. The Special Meeting will be scheduled to convene within two weeks of the President receiving the request.

### **Section 3 - Meeting Notification**

Notice of Regular and Special Meetings shall be mailed via U.S. Mail to all households within the Association boundaries. Residents, regardless of membership status, are invited to all meetings. Notices for Special Meetings shall be placed in the mail, utilizing first class postage, at least seven business days prior to the date of the meeting, and shall be mailed from a Post Office within the 33176 zip code.

### **Section 4 - Order of Business at Regular Meetings**

The order of business at all Regular Meetings shall include the following:

- 4.1 Establish a quorum
- 4.2. Review and approval of the Minutes of the previous regular, and if applicable, special meeting(s), as submitted by the Recording Secretary
- 4.3. Presentation and review of the Report of Treasurer
- 4.4 President's Comments (if any)
- 4.5 Corresponding Secretary's Comments (if any)
- 4.6 Reports from all Standing and Special Committees

If committees are not represented in person at Regular Meetings, a written report covering committee activities and plans should be submitted in advance to the President for delivery at the Meeting.

- 4.7 Old Business

At the minimum, a status review of all open items will take place at all Regular Meetings, and additional direction, as required, taken forward.

- 4.8. New Business

When possible, all known new business should be presented in advance in writing to the President, so as to be included within the agenda notification sent to the members. New business offered from the floor at the time of the meeting, is in order.

### **Section 5 - Quorum**

A minimum of ten (10) member families shall constitute a quorum for the transaction of business at any Regular or Special meeting of the Association. Proxies will not be accepted for the purpose of establishing a quorum.

**Section 6 - Voting**

Proxies are not accepted at any time in the conduct of voting. Every member (family) of the Association, in good standing, and in attendance, shall have the right and be entitled to discuss all issues raised at regular and special meetings of KHA. Each “residence” (or family unit) shall however be limited to one vote when the question is called. The policy of “one household + good standing = one vote” is not limited to just business determined at membership meetings. This policy will apply to all issues, elections, surveys, petitions or other elements of determination concerning all business conducted, and all official positions established of and by KHA.

**ARTICLE V - EXECUTIVE COMMITTEE**

**Section 1 - Members of the Executive Committee**

The Executive Committee of the Association shall consist of the President, the Vice President, the Recording Secretary, the Corresponding Secretary, the Treasurer, all past Presidents of KHA that are still members of the Association, and the Chairperson of each Standing Committee. Each member identified above shall have one vote on issues that come before the Executive Committee (no proxies allowed). The current President of the Association will officiate at all meetings of the Executive Committee.

**Section 2 - Term of Office for the Executive Committee Members**

The term will run concurrent with the term of office of the elected Officers.

**Section 3 - Duties of the Executive Committee**

The Executive Committee is charged with the oversight of all business of the Association. It shall assure the direction received from the membership is carried out, and determine policies and fiscal matters within that direction. The Executive Committee shall determine employment and other personnel policies as may be required; and maintain responsibility for the guidance of the affairs of the Association

**Section 4 - Meetings of the Executive Committee**

A meeting of the Executive Committee shall be scheduled as soon as possible after the fourth quarter Regular Meeting Officer elections. At this meeting, the newly elected President will outline his/her goals and priorities for his/her term of office. If possible, this meeting should be scheduled to allow time for each Standing Committee to meet and determine their permanent Chairperson.

The Executive Committee shall meet at other times upon the call of the President; or by written request by a majority of the Executive Committee members. Notice of each meeting, with agenda, shall be communicated by the Corresponding Secretary to reach each Executive Committee member not less than three days before the meeting. Such notice may be distributed via mail, email or by telephone.

## **Section 5 - Quorum**

A quorum shall consist of a simple majority of the Executive Committee. Past Presidents, not holding a current Executive Committee position, shall not be counted toward establishing a quorum. In the event that the Executive Committee has one (1) or more vacancies, the quorum shall be based on the total number of actively-filled positions. The actions of the majority of Executive Committee members present at a meeting, when a quorum is present, shall be binding.

## **Section 6 - Delegation of Powers**

For any reason deemed sufficient by the Executive Committee, the Executive Committee may delegate any power or duty of any Officer or Committee Chairperson to any other Officer or Committee Chairperson, but no Officer or Committee Chairperson shall execute, or verify any instrument in more than one capacity.

# **ARTICLE VI - OFFICERS**

## **Section 1 - Designation of Officers**

The Officers of the Association shall consist of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, elected by the membership; and the immediate past President.

## **Section 2 - Duties of the President**

The President shall:

- Preside at all meetings of the membership and of the Executive Committee.
- Appoint the Chairperson of all Standing and Special Committees, until those committees individually meet to determine their own Chairperson.
- Be an ex-officio member of all Standing and Special Committees.
- Subject to the review of the Executive Committee, have oversight and fiscal responsibility for all mailings.
- Perform all other duties usually pertaining to the office of President including advising the president-elect if requested.

## **Section 3 - Duties of the Vice-President**

The Vice-President shall:

- In the absence of the President, will preside at all meetings of the membership and of the Executive Committee.
- Be an ex-officio member of all Standing and Special Committees.
- Perform all such other duties usually pertaining to the office of the Vice-President.

#### **Section 4 - Duties of the Recording Secretary**

The Recording Secretary shall:

- In the absence of the President or Vice-President, preside at all meetings of the membership and of the Executive Committee.
- As the first order of business, take attendance at all meetings and verify that a quorum exists.
- Record the minutes of all regular and special meetings of the membership, and of the Executive Committee; and forward duplicate copies thereof to the other officers in a timely manner.
- Present a written copy of the past regular or special meeting minutes for adoption by the membership at the next succeeding regular meeting.
- The Recording Secretary will maintain a record of all outstanding resolutions or other membership directives passed at prior meetings, which remain "open," (unfinished or incomplete). This list will be provided to the President in advance of all regular meetings.
- Maintain all files, records and meeting minutes of the Association.
- Perform such other duties that may be delegated to him/her by the Executive Committee.

#### **Section 5 - Duties of the Corresponding Secretary**

The Corresponding Secretary shall:

- In the absence of the President, Vice-President and Recording Secretary, preside at all meetings of the membership and of the Executive Committee.
- Give notice of all meetings as may be required by the Florida Statutes, Florida Administrative Code or as directed by the by-laws and resolutions of the Association.
- Maintain the membership e-mail list and send e-mail messages as specified by the by-laws.
- Perform such other duties that may be delegated to him/her by the Executive Committee.

#### **Section 6 - Duties of the Treasurer**

The Treasurer shall:

- In the absence of the President, Vice-President, Recording Secretary and Corresponding Secretary, preside at all meetings of the membership and of the Executive Committee.
- Act as the custodian of all funds and securities of the Association.
- Deposit all monies of the Association in the name of the Kendale Homeowners Association, Inc., in banks or savings and loan associations approved by the Executive Committee.
- Withdraw funds to pay authorized bills in a timely manner, with joint signatures of any two (2) of the following: President, Vice-President, Treasurer, or one other member as approved by the Executive Committee.
- Keep a record of all dues paying members, making available a listing of any pertinent information that may be requested or needed by the Executive or Standing Committees.
- Maintain the financial records of the Association and present a report in writing thereon at each Regular Meeting of the Association. Provide the President, and any other officer or member that should request it, a monthly report of the accounts of the Association.
- Perform such other duties that may be delegated to him/her by the Executive Committee.
- Maintain custody of the seal of the corporation.

## ARTICLE VII - COMMITTEES

### Section 1 - Standing Committees

The Standing Committees of the Association shall consist of the following seven committees:

- 1.1 Grounds Committee
- 1.2 Membership Committee
- 1.3 Social Committee
- 1.4 Covenants & Zoning Committee
- 1.5 Publicity Committee
- 1.6. Public Safety Committee
- 1.7 Golf Course Committee

### Section 2 - Membership Qualifications

Members of committees must be members in good standing of the Association.

### Section 3 - Solicitation and Initial Organization

The President shall appoint a Nominating Committee of one (1) or more persons from the Membership Committee, and/or other persons, in advance of the fourth quarter Regular Meeting. The Nominating Committee will solicit membership volunteers for Standing Committees for the following year. The Nominating Committee will present the resultant names for the Standing Committees at the fourth quarter Regular Meeting for review and adoption by the membership. The newly elected President shall immediately appoint an Acting Chairperson for each Committee and cause notification to occur to all volunteers of the prospectively staffed committees. The term of service of all Standing Committees will run concurrent with the Officers.

### Section 4 - Committee Organization Meeting

The Acting Chairperson of each Standing Committee should schedule an organizational meeting for their committee to be convened as soon as possible after the fourth quarter Regular Meeting, in order to:

1. Elect a Chairperson and Secretary of the Committee
2. Establish the goals and desires of the Committee for the term of their office
3. Prioritize/establish specific actions to be taken in pursuit of those goals.
4. Each Standing Committee will then communicate their objectives and support requirements to the new President.

### Section 5 - Duties of Standing Committees

#### **General:**

- 5.1 Each Committee Chairperson, or a committee representative should attend each General Meeting of the Association to provide an oral report of committee activities since the last meeting.

- 5.2 In the absence of an oral report, a written report shall be provided to the President in advance of the meeting.

**Specific:**

1. Grounds Committee

The Grounds Committee will receive and investigate complaints from residents regarding flooding, drainage, overgrowth, and other matters where the beauty and desirability of the neighborhood are impaired. The Grounds Committee will attempt to reach a resolution of such complaints. Covenant or Zoning infractions will be forwarded to that committee. The Grounds Committee will determine the responsibility for maintenance of the public grounds, park, boulevards and canals and to report lack of maintenance to the appropriate authorities.

2. Membership Committee

The Membership Committee will organize and conduct the annual membership renewal and dues solicitation mailing. In conjunction with the Treasurer, the Membership Committee will keep accurate records of the membership. The Membership Committee will solicit and identify volunteers for the fourth quarter Regular Meeting KHA Officer and Standing Committees election/approval, for the ensuing calendar year.

3. Social Committee

The Social Committee will plan and conduct social events for the community.

4. Covenants & Zoning Committee

The Covenants & Zoning Committee will maintain current records of all zoning rules and regulations affecting the community, communicating same to the membership. The Committee will consult with the Association's Officers and initiate appropriate action where a request for a variance or change of zoning adversely affects the community. The Committee will assure attendance at all zoning hearings where the interest of the community is involved. The Committee will educate the membership as to the additional regulations and prohibitions imposed by the "Covenants and Restrictions" pertaining to the KHA community. The Committee will advise members on which authority can best handle complaints they may have; wherever possible, a telephone number and contact person will be provided. A main function of this committee is to preserve and protect the 99 year covenant that prohibits using the golf course for any other purpose.

5. Publicity Committee

The Publicity Committee will publish the Association's newsletter The Village Voice; work with the Corresponding Secretary regarding KHA email messages, and conduct other efforts to publicize the activities of the Association. The Committee will also be responsible for soliciting advertisements for the Association's publication(s).

6. Public Safety Committee

The Public Safety Committee will work for the interests of safety for all residents within the Association's boundaries. The Public Safety Committee will establish communications with local police and fire/rescue, and provide KHA representation at the monthly Kendale District police/safety meeting(s). The Public Safety Committee will communicate to the membership any issues it feels are of importance to the community.

7. Golf Course Committee

To solicit the interests and concerns of Association members residing near the golf course, as well as those that utilize the golf course; and present same to the owners of the golf course in direct meetings. The Golf Course Committee will maintain an on-going relationship with the golf course owners and communicate issues, developments and information to the membership and Executive Committee. The Golf Course Committee will seek ways and projects that work to mutual advantage of the Association and the Golf Course.

**Section 6 - Special Committees**

All committees other than the listed Standing Committees shall be designated as Special Committees. Special Committees are created by the President, or may also be created upon the majority vote of the membership at Regular or Special Meetings, or majority vote by the members present at any Executive Committee Meeting. The President will appoint the temporary Chairperson of Special Committees, until the Committee has had the opportunity to elect their own Chairperson. Special Committees will have one vote on all matters brought before the Executive Committee for such period of time as that the Special Committee is in existence.

**ARTICLE VIII - OFFICER ELECTION AND RECALL PROCEDURES**

**Section 1 - Elections**

The procedure for electing the Officers of the Association shall be as follows:

1. Prior to the fourth quarter Regular Meeting, the President shall appoint a Nominating Committee who shall prepare a proposed list of KHA Officers for the ensuing term. The members of this Nominating Committee will come from the Membership Committee, or other members in good standing, as the President so chooses. The Nominating Committee will assure that each proposed candidate is willing to serve and is a member in good standing prior to placing his/her name on the list.
2. At the fourth quarter Regular Meeting, the Nominating Committee shall present their slate of candidate Officers, and the President shall request any additional nominations for each Officer position from the floor. If there is more than one nominee for Officer position, there shall be a separate vote on each office so that the unsuccessful nominee or nominees shall be eligible to be nominated for any other office (upon which a subsequent vote is to be taken). The order of election shall be as follows: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.



3. In the event that there are no additional nominations for one or more of the offices, it shall be in order for the Recording Secretary to cast a unanimous ballot in favor of that nominee who has run unopposed.
4. In the event that there is more than one candidate to any office, the President shall cause a secret ballot to be issued to each member family eligible to vote. Each candidate will have three minutes to speak to the assembled membership prior to the vote being taken. The successful candidate must win by a majority vote. In the event that there is not a majority vote on the first ballot, the two candidates with the highest total of votes will be identified and a subsequent vote will take place.
5. For the purpose of secret ballot voting, the President shall appoint three persons to distribute the ballots, collect the ballots, tabulate the results, and announce the successful candidates. The new Officers shall take office effective January 1st of the following year.

### **Section 2 - Recall Procedures**

An Officer of the Association can be removed from Office at any Regular or Special Meeting of the Membership within which recall has been properly listed in advance of said meeting, and advance notice has been made to the membership that recall is on the agenda. It will take a 2/3 majority of those member families in good standing, present at the meeting and casting votes, to cause a recall removal from office to occur.

### **Section 3 - Vacancy in Office**

The following procedures will be utilized to fill a vacancy in an Officer position:

Any Officer vacancy that will last for more than five calendar months should be filled. The Executive Committee will be promptly convened after a vacancy has been announced. The Executive Committee will fill the vacated position on a temporary basis, until the membership can review and approve those decisions at the next Special or General Meeting. Nothing herein prohibits the Executive Committee from filling the vacancy with other elected Officers. Subsequent vacancies that occur as a result of this action will be concurrently filled.

A vacancy that is the result of a recall, should be filled immediately at the same Special or General Meeting at which the recall occurred. Otherwise the Executive Committee shall fill the vacancy as directed above.

## **ARTICLE IX - FISCAL YEAR**

The fiscal year of the Association shall run concurrent with the calendar year.

## **ARTICLE X - RULES OF ORDER**

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

## **ARTICLE XI - COMMUNICATIONS**

### **Section 1 - General**

The Officers, Board of Directors and Committee personnel will utilize all means available to inform the residents of the Kendale Homeowners Association of all activities that pertain to the Objectives of the Association. It is the intent of KHA to utilize any and all communications forums to the greatest advantage of the Association and its members. The modes of communication include direct mailings, flyers, phone calls and use of electronic mail as authorized herein.

### **Section 2 - The Village Voice**

The President, through the Publicity Committee, shall ensure that KHA Newsletter, THE VILLAGE VOICE, will be mailed to all residents of the Village of Kendale, Kendale Country Club Estates and Kendale South regardless of membership status. These Newsletters will be mailed in advance of all Regular Meetings of the association. The subject matter will include a message from the President, timely articles from committees, a complete listing of the Officers and Committee Chairpersons, notice of the Regular Meeting including Advanced Agenda, and other articles as determined by the editor. Space for the sale of advertising will be made available. The President will have oversight authority for this publication and all that is included therein.

### **Section 3 - Other Mailings**

The Executive Committee has oversight authority for other special mailings or flyer distribution, as brought forward by the Officers. In cases where timely distribution of information is absolutely necessary, special mailings can be authorized by a majority vote of the KHA Officers. The Executive Committee, at its next meeting, will review any such decision for special mailing.

### **Section 4 - Electronic Mail**

To the extent possible, all members of the Association are encouraged to be email addressable by KHA. The purpose of the KHA Email Communications System is to foster efficient and real-time, two-way communications between the Officers, Executive Committee, and/or KHA Committees, with the membership. The Corresponding Secretary shall use the KHA Email Communications System for the benefit of KHA and its membership whenever possible. Measures should be taken to keep secure individual email addresses of the membership.

### **Section 5 - Communications intra-KHA Leadership**

To the extent possible all continuing communications within and between the Officers, the Executive Committee and all Committees should be conducted by telephone. Electronic mail should only be used as a secondary method of communications. However, an informational message sent to all concerned parties via electronic mail, is a viable method of keeping everyone informed of ongoing or pending KHA actions.

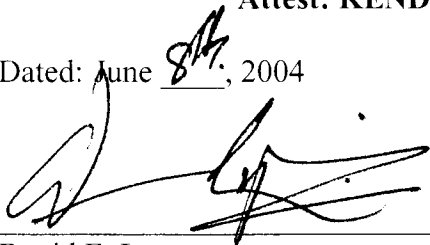
**ARTICLE XII - AMENDMENTS**

The Membership may amend, revise, add to, repeal or rescind these By-laws and/or adopt new By-laws at their pleasure by a 2/3rds majority vote of the Membership at any Regular or Special Meeting of the Membership, provided that notice of, and information concerning proposed amendments, revisions, additions to, or repeal or rescission of the By-laws, or adoption of new By-laws shall have been included within the written Meeting notification as required by these By-laws.

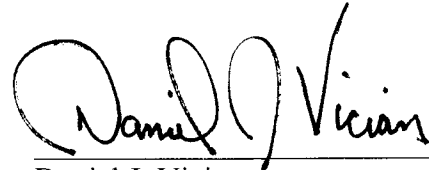
**IT IS HEREBY CERTIFIED THAT THE FOREGOING CONSTITUTES THE DULY ENACTED BY-LAWS OF KENDALE HOMEOWNERS ASSOCIATION AS REVISED AND AMENDED.**

Attest: KENDALE HOMEOWNERS ASSOCIATION, INC

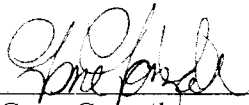
Dated: June 8<sup>th</sup>, 2004



David E. Lyons  
President



Daniel J. Vician  
Corresponding Secretary



Gene Gohzalez  
Recording Secretary