

## **BYLAWS OF THE MARKHAM WOODS ASSOCIATION, INC**

### **1. GEOGRAPHIC BOUNDARIES:**

The Markham Woods Association shall encompass all detached single-family residential, non-commercial property along Markham Woods Road in the area bounded on the south by State Route 434; on the north by Lake Mary Boulevard extended west of Markham Woods Road to the Little Wekiva River along the northern boundary of the Alaqua subdivision; on the west by the Little Wekiva River; and on the east by Interstate Highway 4.

### **2. OBJECTIVES:**

The primary objectives of the Markham Woods Association are to preserve and enhance the semi-rural character, the low-density residential zoning, the quality of life, the beauty, and the natural resources in the Markham Woods Road area. This includes continuation of policies that allow only residential development of detached single family homes each on a minimum one (1) acre lot with overall density of no more than one (1) home per net acre (Net acreage is that suitable and available for home construction after roads, common areas, wetlands, retention ponds, etc., are removed). The Association has the same objectives for the full length of the Markham Woods Road area and encourages homeowners outside of its "regular" membership area to join and participate as "associate members"!

### **3. MEMBERSHIP:**

(a) Each homeowner or property owner within the Markham Woods Association area is eligible for "regular" membership in the Markham Woods Association. Joint owners are each regular members when dues for the home or parcel of property have been paid.

(b) Membership is effective for the current calendar year and entitles members to vote at all meetings prior to March 16 of the following calendar year at which time membership will cease unless renewed for the new calendar year. However, the Board of Directors can rule a hardship case and extend a membership for a specific period of time.

(c) Homeowners outside the "regular" membership area, who wish to support the Markham Woods Association, attend and participate in meetings, and receive mailings, can join as "associate" members by paying the same annual dues. However, while their concerns are definitely included in the decision process, they are not official members and have no official voting rights.

### **4. DUES:**

(a) Annual dues per home or parcel of property are paid on a calendar year basis in an amount established by the Board of Directors of the Association, not to exceed \$25 per year.

(b) Annual dues are payable by March 15.

## **5. VOTING:**

All dues paying members in good standing are eligible to vote at any regular or special meeting of the Association, except all new members and previous members re-joining after March 15, must wait 10 days to vote.

## **6. BOARD OF DIRECTORS:**

(a) The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and five (5) to nine (9) Directors who are not officers.

(b) The Board of Directors shall set policy for and oversee management of the Association within the Articles of Incorporation, By-Laws and official votes of the Membership.

(c) The Board of Directors by a majority vote of its entire membership must approve any official position to be presented to the Board of County Commissioners, the Board of Adjustment, the Planning and Zoning Commission / Local Planning Agency or any other official agency of Seminole County, Florida, or to any other governmental agency, whether city , regional, state or federal.

(d) The Board of Directors may fill any Officer or Director vacancy, which may occur between annual meetings, except the office of the President, which shall be filled by the Vice President.

(e) The Board of Directors shall determine the number of Directors there will be who are not Officers, however there can be no less than five (5) nor more than nine (9).

(f) The Board of Directors shall approve any individual expenditure of \$100.00 or more or any aggregate expenditures during a calendar year to any individual of \$200.00 or more.

(g) The Board of Directors shall appoint the Registered Agent for the Corporation.

(h) The Board of Directors shall set the amount of dues for the following year, not to exceed \$25, prior to the annual meeting at which time members who wish to pay may do so.

(i) The Board of Directors shall have an independent compilation and review or audit of the books of the Association performed annually.

## **7. OFFICERS AND DIRECTORS AND THEIR DUTIES:**

(a) **President** who shall preside at all meetings of the Association and the Board of Directors and shall be the Chief Executive Officer. The President shall execute all documents and papers on behalf of the Association as may be authorized by the Board of Directors or the Membership and shall assure that the annual report is filed with the State of Florida and that any required Federal and/or State tax or other corporate reports are filed. The President shall appoint such committees as shall be appropriate to carry out the work of the Association. The President shall also serve on the Board of Directors of the Association.

(b) **Vice President** who shall preside at all meetings in the absence of the President and shall undertake the duties of the President in the event that the President is unable to serve for any reason. The Vice President shall also serve on the Board of Directors of the Association.

(c) **Secretary** who shall keep minutes of all meetings of the Membership and of the Board of Directors and shall undertake all correspondence on behalf of the Association and shall certify copies of resolutions of the Membership of the Association and of the Board of Directors. The Secretary shall also serve on the Board of Directors of the Association.

(d) **Treasurer** who shall maintain all financial records of the Association and shall be responsible for maintenance of the bank account(s) of the Association, shall pay bills when authorized, shall make investments as directed by the Board of Directors, shall prepare any required state and/or federal financial or tax reports, and shall report the financial condition of the Association to the Board of Directors at least quarterly and to the Membership at all regular and special meetings. The Treasurer shall also serve on the Board of Directors of the Association.

(e) Five (5) to nine (9) **Directors** who are not Officers shall serve on the Board of Directors of the Association and who shall perform such other duties as are delegated to them by the Board of Directors or by the Membership.

(f) Other Officers may be elected or designated by the Board of Directors as needed, but they shall not serve on the Board of Directors.

## **8. ELECTIONS AND TENURE:**

(a) All Officers and Directors shall be elected every other year at the annual meeting of the Association. An annual meeting of the association shall be held on a specified date during the first three weeks of November or early December each year. Each Officer and Director shall serve a term of two years commencing January 1 of the year following their election.

(b) No Officer can serve for more than two (2) consecutive terms in the same office.

## **9. VACANCIES:**

Vacancies in any office of the Association may be filled by the Board of Directors or by the Membership at any regular or special meeting.

## **10. MEETINGS:**

(a) **Membership** - There shall be an ANNUAL MEETING of all the members of the Association on a specified date, preferably during the first three (3) weeks of November or early December each year, at which time elections for the following year will take place. Every other Annual Meeting shall include an election of Officers and Directors. There shall be a second meeting during April or May so that the members can be updated on matters affecting the Markham Woods area. There shall also be such special meetings as may be called by the President or Board of Directors. Twenty percent (20%) of the total members in good standing shall constitute a quorum, either in person or by written proxy.

(b) **Proxies** - Any member may appoint any other member as a proxy to vote at any meeting. Proxies must be written and must be signed by each member. Proxies may vote on any matter specified or any other matters.

(c) **Board of Directors** - The Board of Directors shall meet at least quarterly. Special meetings may be called as necessary to fill vacancies or to approve policies to be advocated by the Association. A majority of the current Board of Directors, including written proxies, shall constitute a quorum; but at least Five (5) Directors must be present.

(d) **Procedure** - At all meetings of the Board of Directors and the membership, Rules of Procedure not specifically governed by these By-Laws or the Articles of Incorporation, shall be in accordance with Robert's Rules of Order, latest edition.

## **11. ADDRESSES OF THE ASSOCIATION:**

(a) Official Address of the Association is:

Markham Woods Association, Inc.  
c/o Albert D. Capouano, Attorney and Registered Agent  
800 Magnolia Avenue, Suite 1500  
Orlando, FL 32803

(b) Mailing Address of the Association is:

Markham Woods Association, Inc.  
P. O. Box 520184  
Longwood, FL 32752-0184

## **12. AMENDMENTS:**

These By-Laws may be amended at any regular or special meeting, by a majority vote of the members present, provided fifteen (15) days notice of the proposed amendments is given to all members prior to the meeting.

ADOPTED at the annual meeting of the Association on the 14th day of June, 2004 at Seminole County, Florida, with over twenty percent of the membership present or represented by proxy.

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Fred Schott, Secretary

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Quentin Beitel, President

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Witness