

# **PORT SIDE VILLAS OWNERS ASSOCIATION**

## **BY-LAWS**

*THE FOLLOWING COPY OF THE BY-LAWS A DOCUMENT  
PREPARED AS A SUPPLEMENT OF THE ORIGINAL  
DOCUMENT ON FILE IN THE OFFICE OF PORT SIDE  
VILLAS, A CONDOMINIUM.*

*This copy is provided as a reference only*

BY-LAWS  
PORT SIDE VILLAS OWNERS ASSOCIATION, INC.

1. IDENTITY

These are the by-laws of PORT SIDE VILLAS OWNERS ASSOCIATION, INC., hereinafter referred to as the Association, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation having been filed in the office of the Secretary of State, State of Florida, on May 11, 1979. The Association has been organized for the purpose of administering a condominium pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the Condominium Act.

1.1 The office of the Association shall be (current amendment filed Oct 10, 1980, filled book 1671, page 742) 1299 Fort Pickens Road, Pensacola Beach, Florida, 32561 or such other place as shall be determined by the Board of Directors of the Association.

1.2 The fiscal year of the Association shall be the calendar year.

1.3 The seal of the Association shall bear the name of the Association, the word "Florida", the words "Corporation not for Profit" and the year of incorporation, an impression of which is as follows:

2. MEMBERS AND MEMBER MEETINGS

2.1 Those persons, partnerships, joint ventures, corporations or other legal entities who presently own or hereafter acquire title to units in PORT SIDE VILLAS CONDOMINIUM, Phases I, II, III, or IV, shall be members of PORT SIDE VILLAS OWNERS ASSOCIATION, INC. Each unit shall be entitled to only one vote which, in the event of joint ownership of a unit, shall be divided equally among owners thereof and cast as fractional votes or by agreement of the joint owners cast by one of their number.

2.2 The annual meeting of the members shall be held (*as amended on September 9, 1993 and recorded in book 3446 page 952 – as follows*) at the office of the Association at 2:00 P.M. local time or at such other place and time designated by the Board of Directors in the Notice of the Meeting, on the last Saturday in February of each year for the purpose of electing directors and transaction of any other business authorized to be transacted by the members.

2.3 Special meetings of the members shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-half of the entire membership.

2.4 Notice of all meetings of the members, stating the time and place and the objects for which the meeting is called, shall be given by the President or Vice President or the Secretary unless waived in writing. Such notices shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting, and shall be posted in a conspicuous place on the condominium property. Proof of such mailing shall be given by certificate of mailing, which must be maintained as part of the records of the Association. Notice of specific meetings may be waived before or after the meeting by any unit owner in writing.

2.5 A quorum at the meetings of the members shall consist of one-half of the entire membership of the Association. The acts approved by a majority of the votes cast at a meeting in which a quorum is present shall constitute the acts of the members, except when approval by a greater number is required by the Declaration of Condominium, the Articles of Incorporation or these by-laws.

#### 2.6 Voting

- a. At any meeting of the members the owner of each unit shall be entitled to cast one vote for each unit he owns.
- b. If a unit is owned by one person, his right to vote shall be established by his record title to his unit. If a unit is owned by more than one person, or is under lease, the person who is entitled to cast the vote for the unit shall be designated by a certificate as made by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the Association. Such certificates shall be valid until revoked or until superceded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any owner of the unit. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

2.7 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary of the Association before any adjournment of the meeting.

2.8 Adjourned meetings If any meeting or members cannot be organized because a quorum has not been obtained, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.9 The order of business at the annual meetings of the members and as far as practical of the other meetings of the members shall be as follows:

- a. Election of chairman of the meeting.
- b. Calling of the roll and certifying proxies.
- c. Proof of notice of meeting or waiver of notice.
- d. Reading and disposal of any unapproved minutes.
- e. Reports of Officers.
- f. Reports of Committees.
- g. Election of inspectors of election.
- h. Election of Directors.
- i. Unfinished business.
- j. New business.
- k. Adjournment.

### 3. DIRECTORS

3.1. Membership. The affairs of the Association shall be managed by a board of not less than three nor more than eleven directors; the exact number of directors is to be determined by the members of the Association at the time of election of directors.

- 3.2 Election of directors shall be conducted in the following manner:
- a. Election of directors shall be held at the annual meeting of the members or at a special meeting called for that purpose.
  - b. A nominating committee of three (3) members shall be appointed by the Board of Directors not less than ten (10) days prior to the annual meetings of the members. The committee shall nominate one person for each director then serving. Nominations for additional directors created at the meeting shall be made from the floor, and other nominations may be made from the floor.  
*Note, Florida Statutes #718.112,(d.3) has superceded this nominating committee and nominations from the floor with the following words "Any unit owner or eligible person desiring to be a candidate for the board of Administration must give written notice to the association not less than 40 days before a scheduled election. Together with written notice and agenda, as set forth in subparagraph 2., the association shall mail or deliver a second notice of election to all unit owners entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the association shall include an information sheet, no larger than 8 1/2 inches by 11 inches, which must be furnished by the candidate not less than 35 days before the election, to be included with the mailing of the ballot,"*
  - c. The election shall be by ballot unless dispensed with by unanimous consent) and by a plurality of the votes cast, each person voting to be entitled to cast his vote for as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
  - d. Except as to vacancies created by the removal of directors by the members, vacancies in the Board of Directors occurring between annual meetings of the members shall be filled by the remaining directors.
  - e. Any director may be removed by concurrence of two-thirds (2/3rds.) of the votes of the entire membership at a special meeting called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.
  - f. Provided, however, that until the developer has closed the sale of all of the condominium units, the turnover of the Association shall be in accordance with the Section 718.301, Florida Statutes unless the Developer elects to terminate any right or control over the Association.

3.3 The term of each director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

3.4 The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

3.5 Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, at least three (3) days prior to the date of the meeting.

3.6 Special meetings of the directors may be called by President and must be called the Secretary at the written request of one-third of the directors. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone, or telegraph, which notice shall state the time, place and purpose of the meeting.

3.7 Waiver of notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

3.8 A quorum at meetings of the directors shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of directors is required by the Declaration of Condominium, the Articles of incorporation or these by-laws.

3.9 Open meetings. All meetings of the Board of Directors shall be open to all unit owners. Notice of all meetings shall be posted in a conspicuous place on the condominium property at least 48 hours in advance of the meeting, except in an emergency.

3.10 Adjourned meetings. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meetings any business that might have been transacted at the meeting as originally called may be transacted without further notice if a quorum is obtained.

3.11 Joinder in meeting by approval of minutes. The joinder of a director in the action taken at a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of each director for the purpose of determining a quorum.

3.12 The presiding officer at meetings of the directors shall be the Chairman of the Board, if such an officer has been elected; and , if no Chairman of the Board has been elected, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

3.13 The order of business in meetings of the directors shall be as follows:

- a. Calling of the roll.
- b. Proof of due notice or waiver of notice of the meeting.
- c. Reading and disposal of any unapproved minutes.
- d. Election of officers.
- e. Unfinished business.
- f. New business.
- g. Adjournment.

3.14 Fees of the Directors, if any, shall be determined by the members.

3.15 The minutes of all meetings of the Board of Directors and /or the owners meetings shall be kept in a book available for inspection by unit owners or board members, or their authorized representatives. Said minutes shall be retained for a period of seven (7) years.

#### 4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

All of the powers and duties of the Association existing under the Condominium Act, Declaration of Condominium, Articles of Incorporation and these By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by unit owners when such is specifically required.

#### 5. OFFICERS

5.1 The executive officers of the Association shall be a President, Vice President, Treasurer, Secretary, and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors, and who may be peremptorily removed by a vote of the directors at any meeting. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors, from time to time, shall elect such other officers and designate their powers and duties as the board shall find to be required in the management of the affairs of the Association.

5.2 The President shall be chief executive officer of the Association. He shall have all of the power and duties usually vested in the office of president of an association, including, but not limited to, the power to appoint committees from among the members from time to time as he in his discretion may determine appropriate to assist in the conduct of the affairs of the Association.

5.3 The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He shall also assist the president generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

5.4 The Secretary shall keep the minutes of all proceedings of the directors and the membership. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association and as may be required by the directors or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

5.5 The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer as prescribed by the Board of Directors.

5.6 The compensation of all officers and employees of the Association shall be fixed by the directors. The provision that fees of directors shall be determined by the members shall not preclude the Board of Directors from employing a director as an employee of the Association nor preclude the contracting with a director for the management of the condominium.

#### 6. FISCAL MANAGEMENT.

The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions.

6.1 Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses.

- a. Current expenses, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, or to additional improvements. The balance in this fund at the end of each year shall be applied to enhance the assessments for the current expenses for the succeeding year.
- b. Reserves for deferred maintenance, which shall include funds for maintenance items that occur less frequently than annually. A minimum of \$1.00 per month shall be assessed to and collected from each unit owner for addition to this reserve.
- c. Reserves for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.
- d. Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be a part of the common elements.

6.2 Budget. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices as follows:

- a. Current expenses, the amount for which shall not exceed one hundred and ten percent (110%) of the budget account for the prior year.
- b. Reserve for deferred maintenance, the amount for which shall not exceed one hundred ten percent (110%) of the budget for this account in the prior year.
- c. Reserves for replacement, the amount for which shall not exceed one hundred ten percent (110%) for this account for the prior year.
- d. Betterments, which shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements, the amount for which shall not exceed Twenty-five hundred dollars (\$2,500.00); provided, however that the expenditure of this fund no sum in excess of five hundred dollars (\$500.00) shall be expended for a single item or purpose without the approval of the members of the Association.
- e. Provided, however, that the amount for each budgeted item may be increased over foregoing limitations when approved by not less than seventy five percent (75%) of the entire membership of the Association; and further provided that until the Developer of the condominium has closed the sale of all units in the condominium known as PORT SIDE VILLAS, A CONDOMINIUM, or until the Developer elects to terminate control of the condominium, whichever shall occur first, the Board of Directors may omit from the budget all allowances for contingencies and reserves.
- f. Notice of the meeting in which a proposed budget or budget proposal will be considered of adopted shall be given to all unit owners by mail in advance so that they may have the opportunity to attend said meeting.
- g. Copies of the budget and proposed amendments shall be transmitted to each member on or before the first of December, proceeding the year for which the

budget is made. If the budget is amended subsequently, a copy of the amended budget shall be furnished to each member

- h. Any limitation on budget increase in a, b, or c above, shall not apply to the escalation clause in paragraph 3 of the Lease attached to the Declaration of Condominium as Exhibit "E" or Amendments thereto and any increase in rent due to the escalation clause shall be budgeted for and paid by the Association.

6.3 Assessments, Assessments against the unit owners for their share of the items of the budget shall be made for the calendar year annually in advance on or before the 10 th. day of December, preceding the year for which the assessments are made. Such assessments shall be due and payable in twelve (12) equal installments on the first day of each and every month during the year for which the assessments are made. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior annual assessment, and monthly installments on such assessments shall be due upon each installment date until changed by amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors if the accounts of the amended budget do not exceed the limitations set forth above for that year. Any account that does exceed the limitations shall be subject to the approval of the membership of the Association as previously required in these By-laws. The unpaid assessment for the remaining portion of the calendar year for which an amended assessment is made shall be due and payable in equal monthly installments on the first day of each and every month during the remaining portion of said calendar year. The first assessment shall be determined by the Board of Directors of the Association. Assessments for extra rental assessments shall be made in accordance with Paragraph 10-F of the declaration.

6.4 Acceleration of assessment installations upon default. If the owner of a unit shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the owner of the unit, and then the unpaid balance of the assessment shall come due upon the date stated in the notice, but not in less than ten (10) days after the mailing of such notice to the owner of the unit by registered or certified mail, whichever shall occur first.

6.5 Assessments for emergencies. Assessments for common expenses in emergencies which can not be paid from the annual assessments for common expenses shall be made only after notice of the need for such is given to the owners of units concerned. After such notice and upon approval in writing persons entitled to cast more than one-half (1/2) of the votes of the owners of the units concerned, the assessment shall become in effective and shall be due after 30 days notice in such a manner as the Board of Directors of the Association may require in the notice of assessment.

6.6 The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors, and in which monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

6.7 An audit of the accounts of the Association shall be made annually by a certified public accountant, and a copy of the audit report shall be furnished to each member not later than April 1 of the year following the year for which the audit is made.

6.8 The Association shall obtain adequate fidelity bonds for all officers and employees of the Association handling or responsibility for assessments, insurance proceeds or other funds relating to the condominium. The premiums on such bonds shall constitute a common expense.

## 7. REGULATIONS

The Board of Directors of the Association may from time to time make, adopt, amend and endorse reasonable regulations respecting the use of the respective condominium properties, and any property in which the Association owns an interest.

7.1 An owner of a unit shall pay all ad valorem taxes on his particular unit, whether assessed directly or assessed against the condominium as a whole, and prorated by the Board of Directors of the Association.

7.2. An owner of a unit shall maintain his unit so that the unit or any other unit owner will not be damaged by his neglect.

7.3 An owner of a unit shall maintain all of the interior installations of the unit, including the maintenance of the water, light, gas, power, sewage, telephone, air-conditioning, sanitary installations, doors, windows, lamps and other accessories belonging to the particular unit and not owned by the Association.

## 8. ACCESS TO UNITS

8.1. No object shall be placed in or on the common area by a unit owner which will interfere in any manner with the use of said area, or render the area unsightly.

8.2. A person or persons designated by the Board of Directors of the Association shall be granted permission by an owner to enter his unit in any case of emergency or to make repairs which are immediately necessary. The cost of said repairs if they incur inside the unit, shall be borne by the unit owner.

## 9. AMENDMENTS

Amendments to the By-laws shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as hereinafter provided, approval of a proposed amendment must either be by:

a. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of the votes of the members of the Association voting at the particular meeting; or

b. Not less than seventy five percent (75%) of the votes of the entire membership of the Association; or

c. Until the first election of the Board of Directors, only by all of the Directors of the Association.

9.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section III.3 of Article III of the Articles of Incorporation of PORT SIDE VILLAS OWNERS ASSOCIATION, INC., without the approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

The foregoing were adopted as the By-laws of PORT SIDE VILLAS OWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Board of Directors on \_\_\_\_\_13 th\_\_\_\_\_ day of \_\_\_June\_\_\_, 1978.

***Note: original documents are duly signed, and maintained with the original rendering of the original document of file at the office of PORT SIDE VILLAS, A CONDOMINIUM, INC.***