

## ***CHARTER POINT COMMUNITY ASSOCIATION BY-LAWS***

### **ARTICLE I**

#### Title

The name of this organization shall be "CHARTER POINT COMMUNITY ASSOCIATION, Inc.," hereinafter referred to as The Association. Its principal office shall be located in Charter Point, Jacksonville, Florida.

### **ARTICLE II**

#### Purposes

The purposes of the Association are:

- A. To maintain property values by:
  - 1. Improving and maintaining common landscaped grounds.
  - 2. Promoting adherence to and enforcing deed restrictions.
  - 3. Providing general security measures as approved and funded by the membership.,
- B. To promote social interaction between residents of Charter Point.
- C. To deal with communities, persons, corporations, and agencies outside Charter Point.

#### Prohibitions

The Association shall not purchase or rent property for office space or entertainment, recreation, exercise, or to be used for other activities for or on behalf of the membership.

The Association shall not privatize the streets of Charter Point.

### **ARTICLE III**

#### Organization and Administration

##### Section 1 - Organization

- A. The business and affairs of the Association shall be conducted by an elected Board of Directors (the Board), to consist of the officers and committee chairmen elected by the members in accordance with these By-Laws. Only members in good standing are eligible for Board membership.
- B. The Board shall control the assets of the Association and be responsible for overall operations and administration. Committees shall carry out their respective responsibilities under the direction of the Board. The Board shall authorize the expenditure of all funds required for the development, maintenance and operation of all Association functions.
- C. The term of office for Board members will be two years. Board members will take office two weeks from the date of the election.
- D. Any member of the Board who shall absent himself from three (3) consecutive regular meetings of the Board without prior notification and approval of the Board is hereby automatically removed from the Board without the necessity of Board action.

- E. Board members and committee personnel shall serve without compensation.
- F. Necessary expenses incurred from the conduct of Association business and committee duties may be reimbursed, subject to the approval of the Board. These said expenses shall be enumerated in detail in an annual report to the Association membership. All salaries paid to any employee of the Association shall be fixed and approved by a majority vote of the Board, prior to obligation of such expense.
- G. The election of officers shall be in accordance with Article V, below, and the duties of officers in accordance with Article III, Section 2.
- H. A Parliamentarian, not a member of the Board, may be appointed by the Board. Said Parliamentarian shall attend all meetings of general membership.
- I. From one to five Ombudsmen not members of the Board shall be appointed by the Board to provide intermediary services to members who have issues regarding compliance with covenants and restrictions.

### **Section 2 – Duties of the Officers**

#### President

- A. The President shall be the principal executive officer of the Association.
- B. The President shall preside at all meetings of the Association membership and the Board.
- C. The President shall, with one other Board member of the Association, sign all obligations and contracts subject to the prior approval of the majority of the Board members.
- D. The President shall, at the annual meeting of the Association, submit a report upon the affairs of the Association, with such suggestions, as he may deem necessary and proper. This report shall be submitted to the Board for its approval prior to the date of this meeting.

#### Vice-President

- A. The Vice-President shall assume the powers and duties of the President in the President's absence.
- B. The Vice-President shall represent the Association before civic groups, zoning boards, etc.

#### Secretary

- A. The Secretary shall give notice of all meetings of the Association and of the Board and shall keep the minutes of all such meetings.
- B. The Secretary shall be responsible for conducting the correspondence of the Association and keeping its records.
- C. The Secretary shall assist with editing and distributing a community newsletter.

Treasurer

The Treasurer, under direction of the Board, shall collect and disburse the funds of the Association. The Treasurer shall report the financial condition of the Association at each regular meeting of the Board and, for the annual meeting, prepare and distribute statements which present clearly and exhibit in detail the receipts and expenditures of the preceding fiscal year, the balance of money on hand, status of approved budgets, and the existing debts of the Association.

Community Improvement Committee Chairman

The Community Improvement Committee Chairman shall be responsible for maintaining entrance landscape, perimeter appearance, and for promoting community beautification.

Covenants and Restrictions Committee Chairman

The Covenants and Restrictions Committee Chairman shall appoint committee members. The committee shall receive complaints relating to covenants violations and may also periodically inspect for violations. Action shall be taken upon each complaint and observed violation by first attempting a neighborly personal communication, communicating the goals of the Association and the observed violation. If further action is required, a formal letter shall be sent specifying the violation and the specific covenant. An Ombudsman may be consulted by the Member and the Committee shall explore the report of the Ombudsman prior to further action, but the recommendation of the Ombudsman shall not be binding.

Hospitality Committee Chairman

The Hospitality Chairman shall be responsible for welcoming new residents to the neighborhood and furnishing them with information relating to the community and the covenants and restrictions. He will also invite new residents to the next meeting of the Association and introduce them at the meeting.

Membership Chairman

The Membership Committee Chairman shall be responsible for attracting new members to the Association. He will also be responsible for sending statements, collecting and recording dues for the Association.

Security Chairman

The Security Committee Chairman shall create a liaison with security employees and the Jacksonville Sheriff's Office, and supervise and administer all security functions, under direction of the Board.

Social Committee Chairman

The Social Committee Chairman shall be responsible for planning activities to appeal to members.

Section 3 – Meetings

- A. Annual meetings of the membership shall be held in the third week of March and semi-annual meetings shall be held in the third week of September of each year, unless another date is designated by the Board.
- B. The Secretary shall provide written notice to each Association member of the time and place of meeting and slate of candidates at least seven (7) days prior to the meeting.
- C. Meetings of the Association membership shall be conducted in accordance with parliamentary procedure as specified in Robert's Rules of Order, Newly Revised.

- D. A quorum for meetings of the Association shall be those members of the Association present.
- E. A meeting without a quorum may be rescheduled by the Board.
- F. At all meetings of the Association, each member of record shall have voting privileges, but only one vote per Lot shall be received. No vote shall be received from Owners of a particular Lot in dispute with each other regarding their vote.
- G. No proxies shall be permitted except for voting on the issues of elections, amendment of these By-Laws, dues changes, or changes in the fines imposed by the covenants and restrictions. Proxies shall be valid only if prepared by the Association and shall be provided to individual members upon individual request. The Secretary shall ensure the identity and membership status of the person giving the proxy, which must be delivered to the President, Vice-President, Secretary, or Treasurer within three days of the meeting at which the proxy is to be exercised. Proxies must be in the form of a specific vote relating to a specific nominee, proposal, or issue, and may not be in the form of a general power.
- H. Other special meetings of the Association membership may be called upon seven (7) days written notice, as deemed necessary by a majority of the Board, or by request in writing of ten (10) percent of the membership to the Secretary.
- I. All objectives and purposes of such meetings shall be stated in the notice of time and place of meeting to each member. New business may be brought up and discussed, but not disposed of until proper notification of all members.
- J. Meetings of the Board shall be held whenever deemed necessary by the President or a majority of the Board members.
- K. A quorum for Board meetings shall be a simple majority.

#### **ARTICLE IV**

##### **Membership Privileges and Obligations**

##### **Section 1 – Qualifications**

Membership shall be mandatory to all property owners in Charter Point who take title after the passage of the Revised Covenants proposed in 2009. Other members shall be restricted to Lot Owners who voluntarily pay dues. Voting privileges are restricted to one vote per Lot.

##### **Section 2 – Dues**

Dues are payable on January 1 every year and are delinquent if not paid by January 31 of that year. Dues may be changed by majority vote at a membership meeting with thirty days' notice in writing including notification that the subject of dues change shall be considered. Proxy votes are permitted for dues change votes. The payment of dues by an Owner shall transfer membership to a new Owner of the property during the same calendar year.

Delinquency of payment of dues results in loss of voting privileges and all other privileges of membership.

##### **Section 3 – Termination of Membership**

- A. Termination of membership shall be automatic upon sale of residence in Charter Point.
- B. Termination of voluntary membership shall be automatic upon delinquency of payment of dues.

- C. Voluntary membership may be reinstated upon paying back dues for the delinquent period of the current year.
- D. Membership may be terminated by those in voluntary status by written statement to the Secretary. Those in mandatory membership status may terminate membership only upon sale of the property.
- E. A member is deemed to be in good standing only if he has paid dues for the current year and all other obligations to the Association.

#### **Article V**

##### **Elections**

- A. Each year in February, a nominating committee with a minimum of three members will be appointed by the President.
- B. The newly appointed nominating committee will submit for the annual meeting in March at least three weeks in advance a slate of candidates to the full membership of the Association, said slate to include at least one (1) candidate for each position on the Board. Nominations shall be restricted to members in good standing.
- C. At the annual meeting of the Association in March, further nominations for each position will be accepted from the floor.
- D. No person may be submitted as a candidate without his or her prior consent.
- E. Each Board position will be filled by a majority vote of Association members present or by proxy.
- F. The order of election will be President, Vice-President, Secretary, and Treasurer elected in odd-numbered years. Hospitality, Social, Community Improvements, Covenants and Restrictions, Security, and Membership Committee chairmen will be elected in even-numbered years.
- G. In the event that a vacancy occurs on the Board between annual elections, the Board will appoint a member of the Association to serve the unexpired term of office.

#### **Article VI**

##### **Finance**

- A. The funds of the Association shall be deposited in such bank or depository as the Board shall designate and shall be withdrawn only upon the check or order of the Association, countersigned by the Treasurer and the President. Funds may be transferred from one Association account to another by the Treasurer or the President, without counter signature and without prior Board approval. The Board shall be notified of the transfers. Funds deemed by the Board to be in excess of current operating requirements shall be deposited in an interest bearing account subject to transfer or withdrawal only upon formal resolution of the Board.
- B. The Treasurer and/or other Board members of the Association shall be properly bonded when deemed appropriate by the Board or the membership. Premiums for such bonds to be paid by the Association.
- C. At the semi-annual meeting, a budget for the coming fiscal year will be presented by the Board for the information of the Members.

- D. The financial books of the Association shall be available for inspection by dues-paying members. An outside audit may be performed if deemed necessary by the Board, or upon the request and at the expense of any member, upon his prepayment in full for such audit, but the Board shall have the right to approve the auditor nominated.
- E. The fiscal year shall be the calendar year, commencing January 1, 2010.

#### **Article VII**

##### **Amendments to the By-Laws**

- A. These By-laws may be amended by a 2/3 majority affirmative vote of voting members who are present or by written proxy at any meeting of the Association at which there is present a quorum, provided that notice of the meeting, its purpose, and a copy of the proposed amendments shall have been delivered to each member not less than thirty (30) days prior to said meeting. Proxies will be available upon request to the Secretary.
- B. Upon adoption of said amendment, the Secretary shall post a copy of the complete revised By-Laws on the Association's web site and furnish to each member a copy of the adopted amendment, which shall also include the date of the adoption.

#### **Article VIII**

Each member authorizes and directs the Association and its officers and directors to act as his or her agent in enforcing and requiring compliance by all property owners with the covenants and restrictions as recorded at the Office of the Clerk of the Circuit Court of Duval County, Florida. Such authorization does not in any way limit a member's individual right as a property owner to enforce said covenants and restrictions in his personal capacity, nor does it compel the Association to enforce said covenants and restrictions unless directed by 75% vote of the full membership of the Association, except for the offending party or parties. The Association shall use all reasonable means available for enforcing said covenants and restrictions.