



By-Laws

BY- LAWS
ARTICLE I
Definitions

SECTION 1. "Association" shall mean and refer to Port Antigua Property Owners 'Association, Inc., a non-profit corporation organized and existing under the laws of the State of Florida.

SECTION 2. "The Properties" shall mean and refer to all existing properties and such additions thereto as may hereafter be brought within the jurisdiction of the Association, as provided in Article V, Section 2, herein.

SECTION 3. "Common Properties" shall mean and refer to beach front tracts of land shown on any recorded subdivision plat of the properties designated as "Tract" followed by an alphabetical letter and intended to be devoted to the common use and enjoyment of the owners of the properties; any area shown on any recorded subdivision plat of the properties designated "Canal"; and any other property conveyed to the Association by the Developer for the common use and enjoyment of the owners of the properties owned and maintained by the Association for the common benefit and enjoyment of the residents within The Properties.

ARTICLE II
Membership

SECTION 1. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association shall be a member of the Association provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. Every owner of a lot in Port Antigua, Plat No. 1, a subdivision in Monroe County, Florida according to the recorded plat thereof, may become a voluntary member by making application for membership in accordance with the provisions of the by-laws of the Association and agreeing to be bound by the articles, by-laws, rules and regulations of the Association including provisions relating to assessments. The rights and obligations of voluntary members shall be equal to those of members.

SECTION 2. The rights of membership are subject to the payment of annual assessments levied by the Association, the obligation of which assessment is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article VI, Section 8 of the Declaration of Covenants and Restrictions to which The Properties are subject and recorded in the public records of Monroe County, Florida.

SECTION 3. The membership rights of any person whose interest in the Properties is subject to assessments under Article II, Section 2 whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of any person thereon, as provided in Article V, Section 3b, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

**ARTICLE III
Voting Rights**

SECTION 1. The voting rights of members are as set forth in Article IV, Section 2, of the Declaration of Covenants and Restrictions.

**ARTICLE IV
Property Rights and Rights of Enjoyment
of Common Property**

SECTION 1. Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by deed of dedication and Article V, Declaration of Covenants and Restrictions, applicable to The Properties.

SECTION 2. Any member may delegate his rights of enjoyment in the Common Properties and facilities to the members of his family who reside upon The Properties or to any of his tenants who reside thereon under a leasehold interest for a term of not less than 90 days. Such member shall notify the secretary in writing of the name of any such person and of the relationship of the member to such person and pay to the Association a usefee equivalent to the then current annual assessment. The rights and privileges of such person are subject to suspension under Article II, Section 3, to the same extent as those of the member.

**ARTICLE V
Association Purposes and Powers**

SECTION 1. The Association has been organized for the purposes as set forth in Article II of the Articles of Incorporation, a copy of which is filed with these by-laws.

SECTION 2. Additions to The Properties described in Article II of the Articles of Incorporation may be made only in accordance with the applicable provisions of the Declaration of Covenants and Restrictions.

SECTION 3. Subject to the applicable provisions of the Declaration of Covenants and Restrictions, and to the extent provided by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes as provided in Article XI of the Articles of Incorporation.

SECTION 4. The right of the corporation to incur indebtedness and mortgage its properties shall be limited as set forth in Article IX of the Articles of Incorporation.

SECTION 5. The corporation shall have power to dispose of its real properties only as authorized by the applicable provisions of the Declaration of Covenants and Restrictions.

ARTICLE VI Board of Directors

SECTION 1. The affairs of the corporation shall be managed by a Board of Directors. The first Board of Directors shall serve until their successors shall have been elected and qualify. Beginning with the annual meeting to be held on the fourth Saturday of April, 1974, the number of Directors shall be increased to nine and elected by the members, three of whom shall be elected to serve for one year, three for two years and three for three years. At each annual meeting thereafter, the members shall elect three directors each to serve for a term of three years.

SECTION 2. Vacancies in the Board of Directors shall be filled by the majority of remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

SECTION 3. Managing Director -The Board, at its discretion, may hire a Managing Director. That Managing Director must be licensed under the prevailing laws of the State of Florida.

ARTICLE VII Election of Directors; Nominating Committee; Election Committee

SECTION 1. Election to the Board of Directors shall be by written ballot as

hereinafter provided. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the recorded covenants applicable to The Properties. The names receiving the largest number of votes shall be elected.

SECTION 2. Nominations for election to the Board of Directors shall be made by a Nominating Committee which shall be one of the standing committees of the Association.

SECTION 3. The Nominating Committee shall consist of a chairman who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting.

SECTION 4. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members as the Committee in its discretion shall determine. Nominations shall be placed on a written ballot as provided in Section 5, and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to members.

SECTION 5. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballots shall be prepared and mailed by the secretary to the members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections).

SECTION 6. Each member shall receive one ballot for each unit owned. Notwithstanding that a member may be entitled to several votes, he shall exercise on any one ballot only one vote for each vacancy shown thereon. The completed ballots shall be returned as follows: Each ballot shall be placed in a sealed envelope marked "Ballot" but not marked in any other way. Each such "Ballot" envelope shall contain only one ballot, and the members shall be advised that, because of the verification procedures of Section 7, the inclusion of more than one ballot in anyone "Ballot" envelope shall disqualify the return. Such "Ballot" envelope, or envelopes (if the member or his proxy is exercising more than one vote), shall be placed in another sealed envelope which shall bear on its face the name and signature of the member or his proxy, the number of ballots being

returned, and such other information as the Board of Directors may determine will serve to establish his right to cast the vote or votes presented in the ballot or ballots contained therein. The ballots shall be returned to the secretary at the address stated in the ballot transmittal.

SECTION 7. Upon receipt of each return, the secretary shall immediately place it in a safe or other locked place until the day set for the annual or other special meeting at which the elections are to be held. On that day, the external envelopes containing the "Ballot" envelopes shall be turned over, unopened, to an Election Committee which shall consist of five members appointed by the Board of Directors. The Election Committee shall then adopt a procedure which shall:

(a) Establish that the number of envelopes marked "Ballot" corresponds to the number of votes allowed to the member or his proxy identified on the outside envelope containing them: and

(b) That the signature of the member or his proxy on the outside envelope is genuine; and

(c) If the vote is by proxy that a proxy has been filed with the secretary as provided in Article XII, Section 2, herein and that such proxy is valid. Such procedure shall be taken in such manner that the vote of any member or his proxy shall not be disclosed to anyone, even the Election Committee. The outside envelopes shall thereupon be placed in a safe or other locked place and the Election Committee shall proceed to the opening of the "Ballot" envelope and the counting of the votes. If any "Ballot" envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results unless a review of the procedure is demanded by the members present, the ballots and the outside envelopes shall be destroyed.

ARTICLE VIII

Powers and Duties of the Board of Directors

SECTION 1. The Board of Directors shall have power:

(a) To call a special meeting of the members whenever it deems necessary and it shall call at any time upon written request of one-fourth (1/4) of the voting membership, as provided in Article XII, Section 2.

(b) To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these by-laws shall be construed to prohibit the employment of any member, officer or director of the Association in any capacity whatsoever.

- (c) To establish, levy and assess, and collect the assessments or charges referred to in Article D, Section 2.
- (d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.
- (e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.
- (f) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant

SECTION 2. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by one fourth (1/4) of the voting membership, as provided in Article XII, Section 2.
- (b) To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in Article VI of the Declaration of Covenants and Restrictions applicable to The Properties:
 - (1) To fix the amount of the annual and special assessments against each unit for each assessment period at least thirty days in advance of such date or period and, at the same time;
 - (2) To prepare a roster of The Properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;
 - (3) To send written notice of each assessment to every owner subject thereto.

To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE IX
Directors' Meetings

SECTION 1. A regular meeting of the Board of Directors shall be held on the third Friday of each month at 8:00 o'clock PM. provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meeting.

SECTION 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

SECTION 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than seven (7) days' notice to each Director.

SECTION 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting,

SECTION 5. Five members of the Board of Directors shall constitute a quorum thereof for all regularly called meetings.

No action of any kind can be taken by the Board of Directors without the affirmative vote of at least five members of the Board of Directors.

SECTION 6. Members in good standing may attend the Board of Directors meeting. If they wish to speak, they must notify the Secretary at least 48 hours in advance as to the subject matter. The board may limit each speaker to 5 minutes.

ARTICLE X
Officers

SECTION 1. The officers shall be a president, a vice president, a secretary a treasurer. The president and the vice president shall be members of the Board of Directors.

SECTION 2. The officers shall be chosen by majority vote of the Directors.

SECTION 3. All officers shall hold office during the pleasure of the Board of Directors.

SECTION 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

SECTION 5. The vice president shall, perform all the duties of the president in his absence.

SECTION 6. The secretary and/or managing director shall be *ex officio*, the secretary of the Board of Directors shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members.

SECTION 7. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided however, that is resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the president or the vice president.

SECTION 8. The treasurer shall keep proper books of account and may cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XI

Committees

SECTION 1. The standing committees of the Association shall be:

The Architectural Control Committee

The Financial Review Committee

The Legal and Community Communication Committee

The Maintenance Committee

The Nominations Committee

The Publicity Committee, Newsletter

The Recreation Committee

The Security Committee, Crime Watch

The Water Quality Committee

The committees shall be appointed by the Board of Directors prior to each annual meeting to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each such annual meeting. The Board of Directors may appoint such other committees as it deems desirable.

SECTION 2. The Architectural Control Committee shall have the duties and functions described in Article VII of the Declaration of Covenants and Restrictions applicable to the Properties. It shall watch for any proposals, programs or activities which may adversely affect the residential value of The Properties, and shall advise the Board of Directors regarding Association action on such matters.

SECTION 3. The Financial Review Committee shall supervise the annual review of the Association's books and approve the annual budget and balance sheet statement to be presented to the membership at its regular annual meeting as provided in Article X, Section 8. The Treasurer shall be an ex officio member of the committee.

SECTION 4. Legal and Community Communications Committee shall advise the Board of Directors as to any legislation of village, county, state or federal governments that may effect Port Antigua and communicate necessary action to our members.

SECTION 5. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.

SECTION 6. The Nominations Committee shall have the duties and functions described in Article VTL

SECTION 7. The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interests of the Association. This committee will also publish and distribute a periodic newsletter to all members at the discretion of the Board of Directors.

SECTION 8. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

SECTION 9. The Security Committee shall advise the Board of Directors on all matters pertaining to the security of the neighborhood. It will also be responsible for the Crime Watch program and maintaining emergency contacts for all residents, and shall perform such other functions as the Board, in its discretion, deems necessary.

SECTION 10. The Water Quality Committee shall advise the Board of Directors on all matters pertaining to the water quality of our canal system and sewage systems. It shall oversee regular testing of our canals and shall perform such other functions as the Board, in its discretion, deems necessary.

SECTION 11. With the exception of the Nominations Committee and the Architectural Control Committee, each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

SECTION 12. It shall be the duty of each committee to receive complaints from members of any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE XII

Meetings of Members

SECTION 1. The regular annual meeting of the members shall be held in April each year.

SECTION 2. Special meetings of the members for any purpose may be called at any time by the president, the vice president, the secretary or treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth (1/4) of all of the votes of the entire membership.

SECTION 3. Notice of any meetings shall be given to the members by the secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the corporation. Each member shall register his address with the secretary, and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least fourteen (14) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election governed by Article W or any action governed by the articles of Incorporation or by the covenants applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

SECTION 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action governed by these by-laws. Any action governed by the Articles of Incorporation or by the covenants applicable to the Properties shall require a quorum as therein provided.

ARTICLE XIII

Proxies

SECTION 1 At all corporate meetings of members, each member may vote in person or by proxy.

SECTION 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his home or other interest in The Properties.

ARTICLE XIV

Books and Papers

SECTION 1. The books, records and papers of the Association shall at all times, with reasonable notice, be subject to the inspection of any member.

ARTICLE XV

Corporate Seal

SECTION 1. The Association shall have a seal in circular form having within its circumference the words: "Port Antigua Property Owners' Association, Inc."

ARTICLE XVI
Amendments

SECTION 1. These by-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, provided that those provisions of these by-laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the covenants and restrictions applicable to The Properties may not be amended except as provided in such covenants and restrictions.

SECTION 2. In the case of any conflict between the Articles of Incorporation and these by-laws, the articles of Incorporation shall control; and in the case of any conflict between the covenants and restrictions applicable to The Properties referred to in Section 1 and these by-laws, the covenants and restrictions shall control.