

**BYLAWS OF**  
**THE TRAILS OF MONTVERDE HOMEOWNERS ASSOCIATION INC.**

**(Revised November 8, 2017)**

**ARTICLE I**  
**NAME**

This corporation shall be known as The Trails of Montverde Homeowners Association Inc.

**ARTICLE II**  
**OBJECTIVES**

The objectives of this corporation are as follows:

To promulgate community improvements, civic needs and entertainment

To enforce the Covenants, Conditions, and Restrictions

**ARTICLE III**  
**MEETING OF MEMBERS**

SECTION 1. ANNUAL MEETING. An annual meeting of the membership of this corporation shall be held the first weekend of March. One of the purposes of said meeting shall be the election of officers of the corporation for the ensuing year, all of whom shall take office immediately following election.

SECTION 2. SPECIAL MEETING. Special meetings may be held at the call of the President or by written request of three (3) members of the Executive Council. A request to the President from fifteen (15%) percent of the membership shall require a special meeting of the corporation.

SECTION 3. NOTICE OF MEETING. At least fifteen (15) days in writing (from postmark when mailed) of each meeting, whether regular or special, shall be mailed or delivered to each member of the Association at his usual place of residence. Such notice shall specify the place, day and hour of the meeting and the purpose of the meeting.

SECTION 4. ORDER OF BUSINESS. The order of Business at regular meetings shall be:

- a. Roll call or determination of quorum by the Secretary
- b. Reading of notice of meeting or waiver of such
- c. Reading of minutes of previous meeting
- d. Report of President
- e. Report of Treasurer
- f. Report of other officers or committee chairmen

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- g. Election of Officers (annual meeting)
- h. Unfinished business
- i. New business
- j. Adjournment

SECTION 5. SOCIAL MEETINGS. Social meetings shall be determined by the Executive Council.

SECTION 6. QUORUM. A minimum of twenty (20) percent of the members of the Association in good standing (i.e. dues current) shall constitute a quorum for the transaction of business.

SECTION 7. VOTING.

- a. STANDING. Only those members who are in good standing by virtue of having paid all assessments then due shall have the right to vote. Only one vote per lot is allowed.
- b. PROXIES. There shall be no voting by proxy, except in the case of the unbudgeted expenditure of funds in excess of \$1,000, and such proxy shall be in written form.
- c. DETERMINATION OF VOTES. A majority of the voting members total votes shall decide any question unless the Declaration of Covenants or these Bylaws provide otherwise, in which event the voting percentage required in the Declaration of Covenants or these Bylaws shall control.
- d. ELECTION OF OFFICERS & ARCHITECTURAL CONTROL COMMITTEE. For the officers of the Association and the Architectural Control Committee, members shall vote in person at the Annual Membership Meeting or by a ballot that the member personally casts.
- e. ELECTRONIC VOTING. The Association may conduct elections and other membership votes through an Internet-based online voting system in compliance with Florida Statutes 720.317. Members must be provided notice of the opportunity to vote through an online voting system. The Executive Council must establish reasonable procedures and deadlines for members to consent, in writing, to online voting, and must establish reasonable procedures and deadlines for members to opt out of online voting after giving consent.

**ARTICLE IV  
EXECUTIVE COUNCIL**

SECTION 1. COMPOSITION. The business, property and affairs of the Association shall be managed by an Executive Council composed of the officers of the Association, the standing committee chairmen, and the immediate past President of the Association, all of whom must be members in good standing of the Association.

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**SECTION 2. ELECTION AND TERM.**

- a. **ELECTION OF OFFICERS.** The officers of the Association shall be elected by a majority vote of those members entitled to vote that are in person at a meeting of the members or by a ballot that the member personally casts. The term of each officer's service shall extend until the next annual meeting of the members and thereafter until the officer's successor is duly elected and qualified or until the officer is removed in the manner provided in Section 6.
- b. **ELECTION OF ACC MEMBERS.** Members shall be elected for a term of two years. Nothing shall prevent any member from running for additional terms. Two full members plus an alternate shall be elected each year at the time of the general election. At the time of the next general election, the alternate shall become a full member and again the Association will elect two full members plus an alternate. The Chairman of the ACC will be chosen by a majority vote of the ACC members. Those who wish to serve will provide a paragraph stating their qualifications and experience and any comments they wish to make regarding their view of the future development of The Trails of Montverde. This information together with the election ballot will be provided to all lot owners in accordance with the Covenants (Section 9).

**SECTION 3. DUTIES.** The Executive Council shall transact all business of The Homeowners Association of The Trails of Montverde Inc. It shall determine the policies, fiscal matters, employment of any staff, and in general assume the responsibility for the guidance of the corporation. The Executive Council may not sell or dispose of any real property of the corporation without authority granted by the general membership at either a regular or special meeting, as defined in Article III, Sections 1 and 2. Such powers and duties of the Executive Council shall include, but not be limited to the following, subject, however, to the provision of the Declaration of Covenants and these Bylaws:

- a. **ASSESSMENT.** To make and collect from the members regular assessments (i.e. dues) to defray the costs and expenses of the Association.
- b. **DISBURSEMENT.** To use the proceeds from assessments in the exercise of its powers and duties.
- c. **MAINTENANCE.** To maintain, repair and replace and to operate the Association property.
- d. **INSURANCE.** To purchase insurance upon the Association, property insurance for the protection of the Association and its members, as well as liability insurance for the protection of the Executive Council of the Association if deemed necessary.
- e. **RECONSTRUCTION.** To reconstruct improvements after casualty and to further improve the Association property.
- f. **REGULATION.** To make and amend reasonable rules and regulations respecting the use of the property and the operation of the Association in the manner provided in the Covenants or in these Bylaws.
- g. **CONTRACTS.** To contract for the maintenance of Association property and delegate all powers and duties of the Association, except such as are specifically required by the Covenants of these Bylaws to have the approval of the membership of the Association. No such contract shall be deemed to be construed to be invalid by reason of the Association's delegation of assignment of its rights, privileges or responsibilities as set forth in the Covenants. The power

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to enter into contracts is within the sound discretion of the Executive Council and is not mandatory.

- h. PAYMENT OF LIENS. To pay taxes and assessments which are liens against any part of the Association property and appurtenances thereto and to assess the same against lots subject to such liens. Assessments are not to exceed the limits established in the Covenants, Section 18.
- i. ENFORCEMENT. To enforce by legal means the provisions of the Covenants, Bylaws and the regulations for the use of property in the community. There will be no enforcement of liens against any property in The Trails of Montverde without the approval of the Executive Board of the Association.
- j. EMPLOYMENT. To employ personnel with appropriate experience and qualifications for reasonable compensation to perform services required for the proper administration of the purpose of the Association.

SECTION 4. QUORUM. The presence of a majority of the members of the Executive Council shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the Executive Council present at a meeting when a quorum is present shall be the act of the Executive Council.

SECTION 5. MEETINGS.

- a. ORGANIZATIONAL MEETING. There shall be an organizational meeting of the Executive Council to be held at the call of the President following the regular annual meeting of members in March of each year.
- b. REGULAR MEETINGS. Notice of regular meetings shall be given or delivered to each member of the Executive Council personally or by mail at least 6 days, or by telephone or facsimile at least 3 days prior to the day named for such meeting.
- c. SPECIAL MEETINGS. Special meetings of the Executive Council may be called by the President and may be called by the Secretary at the written request of two members of the Executive Council. Not less than three (3) days notice of the meeting shall be given if given personally or by telephone or facsimile, or six (6) days if given by mail, unless each member of the Executive Council shall waive notice thereof before, at, or after said meeting; which notice shall state the time, place and purpose of the special meeting.

SECTION 6. VACANCIES. The Executive Council shall have the power upon the vacancy of any office, to appoint any member of the Association to the Council with said appointed person to serve until the next regular meeting of the members of the Association. Any elected member may be removed from the Council, with or without cause, by a majority vote of the members of the Association at a general meeting or at a special membership meeting called for that purpose.

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**ARTICLE V  
OFFICERS**

SECTION 1. The officers of the Executive Council shall be the officers of the corporation. They shall consist of a President, Vice-President, Treasurer, Secretary, and the immediate past President as an advisor, all of whom shall be members of the Executive Council. Each officer shall be elected to hold office for a period of one (1) year.

SECTION 2. PRESIDENT. The President shall:

- a. Preside at all meetings.
- b. Make all committee chairman appointments, with the exception of Architectural Control Committee Chairman.
- c. Be a member ex-officio of all committees except the nominating committee.
- d. Perform all duties usually pertaining to the office, including but not limited to, acting as its chief executive officer in the conducting of the affairs of the Association.

SECTION 3. VICE PRESIDENT. The Vice President shall:

- a. Preside at all meetings of the Executive Council in absence of the President.
- b. Perform all duties normally pertaining to the office.
- c. Act as parliamentarian, unless one is appointed by the President.

SECTION 4. TREASURER. The Treasurer shall:

- a. Collect and record the dues of the corporation, and be the custodian of all funds and securities of the corporation, and collect appropriate interest thereon.
- b. Keep a record of the accounts of the corporation and report thereon at each regular meeting of the Executive Council.
- c. Make reports at the regular meetings, and special reports when requested.
- d. Deposit all monies of the corporation at a bank or banks as selected by the Executive Council, subject to such terms and conditions of withdrawal as authorized by the Executive Council.
- e. Give bond in such amount, if any, as determined by the Executive Council, the corporation to pay the premium for said bond.
- f. Prepare and file reports and returns required by all governmental agencies.
- g. The Treasurer's report shall be audited at the end of each year.

SECTION 5. SECRETARY. The secretary shall:

- a. Record the minutes of all meetings.
- b. Write-up and distribute the minutes promptly to the members of the Executive Council.
- c. Confer with the President for possible omissions.
- d. Have custody of the seal of the corporation.

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- e. Give notice of all meetings as required by statutes, bylaws or resolutions.
- f. Take attendance record at meetings.
- g. Maintain committee reports.
- h. Carry on all necessary correspondence of the corporation.
- i. Perform other duties as may be delegated by Executive Council.

SECTION 6. GENERAL. No officer shall hold the same office for more than two (2) consecutive terms.

**ARTICLE VI  
COMMITTEES**

SECTION 1. STANDING COMMITTEES. With the exception of the nominating committee, hereinafter defined, the Chairman of each committee of the corporation shall be a member of the Executive Council. The President of the corporation, within one (1) month of his election, shall make appointments to all standing committees, which may include, but not be limited to, the following:

- a. Architectural Control Committee (see Article IV, Section 2.b.)
- b. Building and Grounds Committee
- c. Compliance Committee
- d. Entertainment Committee
- e. Hospitality Committee
- f. Public Affairs Committee
- g. Publications Committee
- h. Riding Trails Committee

In addition to the standing committees, the President may appoint special committees as the need may arise. The Chairmen of such special committees shall not be members of the Executive Council unless by determination of the members of the Executive Council. Each committee shall consist of such members as appointed by the chairmen of such committees.

SECTION 2. NOMINATING COMMITTEE.

The President of the Association shall appoint a chairman of the Nominating Committee for the purpose of seeking nominations for candidates to serve as officers of the Association. There shall be two additional members appointed to the Nominating Committee by the Executive Council. No later than thirty (30) days prior to the Annual Meeting of the membership, the Nominating Committee shall report to the Executive Council the names of those individuals who are the candidates. Additional nominations for officers may be made from the floor at the Annual Meeting, provided however, that no person shall be nominated from the floor or by the Nominating Committee without first having obtained the approval of the nominee prior to submission of the

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name of the nominee. Report of the Nominating Committee shall be made available to the membership prior to the Annual Meeting.

**ARTICLE VII  
MEMBERSHIP**

SECTION 1. There shall be one (1) class of membership. The membership shall be composed of all owners of lots in the Trails of Montverde. There will be one membership per lot; a membership must be held jointly by husband and wife or by tenants in common.

SECTION 2. DUES. Annual dues shall be payable to the corporation in the amount of \$100.00 per year, not to exceed \$120.00 per year, per Section 18 of the Covenants. Dues payable by new members shall be prorated. It shall be necessary that dues be paid within thirty (30) days of the date of billing in order for any property owner to remain in good standing.

**ARTICLE VIII  
FISCAL MANAGEMENT**

The fiscal year of the Association shall end March 31, and the new year begin April 1. The provisions for fiscal management of the Association set forth in the Covenants shall be supplemented by the following provisions:

SECTION 1. RECEIPTS AND EXPENDITURES. The receipts and expenditures of the Association shall be credited and charged to accounts as listed in the Chart of Accounts managed by the Treasurer and approved by the Executive Council of the Association. There shall be no expenditure of unbudgeted funds for a specific item in excess of \$1,000 (in aggregate) without membership approval. A majority of those responding shall constitute the necessary approval.

SECTION 2. BUDGET. The Executive Council shall adopt a budget for each fiscal year which shall include the estimated funds required for operating expenses. The members shall be given written notice of the time and place of the meeting at which the Executive Council considers the budget, and such meeting shall be open to the members. A copy of the approved annual budget shall be mailed to the members.

SECTION 3. SIGNATURES. All checks of the Association shall require two (2) signatures of the Executive Council; providing that no two signers live within the same household.

SECTION 4. ASSESSMENT (DUES) ENFORCEMENT

Each member is obligated to pay the Association annual and special assessments as defined in Section 18 of the Declaration of Covenants which are secured by a continuing lien upon the property against which the assessment is made. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 18 % per annum and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property along with interest, costs and reasonable attorney's fees of

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any such action which shall be added to the amount of the assessment. No owner may waive or otherwise escape liability for assessments provided for herein by non-use of the common areas or by abandonment of the lot.

**ARTICLE IX  
RULES OF ORDER**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

**ARTICLE X  
AMENDMENTS**

The bylaws of the corporation shall be amended by a majority vote of those present at any regular or special meeting wherein notice of any proposed amendment has been given at least fifteen (15) days prior to such meeting in the manner set forth in Article III, Section 3.