

**BYLAWS OF
Sutton Lakes Owners Association, Inc.**

**ARTICLE I
DEFINITIONS**

The definitions of all terms contained herein shall be the same as the definitions set forth in the Declaration or the Articles.

**ARTICLE II
MEETINGS OF MEMBERS**

- 2.1. Meetings shall be held of the members of the Association at such time and place as shall be determined by a majority of the Board. Written notice of each meeting of the members shall be given by or at the direction of the Board
- 2.2. Notice of any general Association meeting to each member may be accomplished by using electronic mail (e-mail) to those members who have provided an electronic address, by fax to those members providing a fax number, by U.S. Mail or by hand delivering the notice to a member's address, delivering same in person to the member or by attaching same securely to the front door knob using a protective cover designed for door hangings. This hand delivery may be enclosed in the sub-divisions newsletter. A notice of the meeting shall also be displayed prominently on a sign or sign board at the entrance(s) to Sutton Lakes. Any member having a mailing address different from the residence address that has not provided an electronic address or fax number and agreeing to receive notification in this manner shall have the notice sent by U. S. Mail.
- 2.3. This notice must not be made less than ten (10) days prior to such meeting. The notice shall specify the time, place, date and purpose of the meeting.
- 2.4. A quorum shall constitute thirty three percent (33%) of the members eligible to vote physically in attendance or having signed a proxy. If a quorum is not present, but the votes mailed, emailed or faxed prior to the meeting on a specific item plus the number of members present equals a quorum, a vote may be taken on that item so long as no alteration or modification was made to the item on the floor. If the item was modified or altered, it must be tabled and placed on a future ballot at a future meeting. If a quorum is not present physically, by proxy or by mailed ballot, no binding vote may be taken. However, the meeting may be continued with information given and exchanged between the Board and members or member to member.
- 2.5. All members desiring to receive ballots by email or fax and all members desiring to vote by email or fax will be required to complete a Certification Form, which is attached hereto as Exhibit A. The Certification Form will confirm the identity of the member, the address of the member and contain the signature of one

member entitled to vote per address. There will be only one Certification Form per address. The Certification Form may be assigned a Code Number unique to a particular address. If the Code Number is assigned, it must be included on any ballot returned by a member by email, fax, U.S. Mail or in any other manner other than the personal appearance at the meeting.

- 2.6 Items on the agenda which will require a vote of the members may be cast by members by returning the vote by electronic mail or fax to a Board member or by signing the ballot and returning it with another member, who shall present it to a Board member or those designated by the Board to accept same.
- 2.7 At all meetings of members, each member may vote in person, by proxy, by electronic mail, by fax or by U.S. Mail. All proxy, email, fax, and U.S. Mail votes must be filed with the Secretary of the Association prior to such meeting and certified by the Secretary at least twenty four (24) hours prior to the start of the meeting. Each proxy shall be revocable and shall automatically cease upon conveyance by a member of his Residential Lot.
- 2.8 Any member may submit items in writing for the Board to include on the agenda of General membership meetings. Items must be submitted not less than five (5) days prior to the meeting date and must be signed. Unsigned submissions may or may not be included.
- 2.9 The Board shall call a General membership meeting within sixty (60) days after receiving a petition signed by one hundred (100) members requesting a meeting for a specific purpose.

ARTICLE III BOARD OF DIRECTORS

- 3.1 The Board of Directors shall be comprised of not less than five (5) nor more than seven (7) Owners. Only one (1) individual from each Residential Dwelling Unit shall be eligible for a position on the Board. Absentee Owners are eligible for the Board or Directors; however, if they fail to perform their duty as a Director by failing to attend two (2) consecutive Board meetings without a valid reason, they may be removed by a majority vote of the Board.
- 3.2 Any member submitting their name for consideration for the Board must be in “good standing” meaning all financial obligations and debts to the Association are current and without delinquency. Residents elected to the Board must maintain good standing during their entire tenure or they may be removed as provided in Article III, Paragraph 4.
- 3.3 Each Director shall serve for a term of twenty-four (24) months or until a successor director is elected by the members or appointed by the Board.

- 3.4 Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.
- 3.5 In the event of the death, resignation or removal of a Director, either by the Board or by a vote of the members, his/her successor shall be selected by a majority vote of the Board and shall serve for the unexpired term of his/her predecessor.
- 3.6 The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the Directors. Any action so approved shall have the same effect as taken at a meeting of the Directors.
- 3.7 All meetings of the Board are open to any members desiring to attend; however, only members of the Board shall be entitled to vote on any item. The Board may take questions and comments from members for their future consideration.
- 3.8 All Board meetings, or portions thereof, pertaining to legal matters and involving a meeting between the Board and an attorney retained to represent the Association shall be closed to the membership.
- 3.9 All Board meetings must be publicized not less than ten (10) days prior to the meeting on a sign or sign board giving the date, time and location of the meeting to allow interested members to attend and observe.

ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS

- 4.1 The initial Board of the Owners was instituted on February 23, 2006 at the Turnover Meeting from Developer to Owners called specifically for that purpose. This signified the end of the Class A and Class B memberships set up by the Developer.
- 4.2 The initial three (3) Directors were elected at the February turnover meeting of the Association from the Developer to the Owners. They shall serve a two year (2) term until February 2008, a term of twenty-four (24) months.
- 4.3 Upon a majority vote of the members to expand the number of Directors to not less than five (5) nor more than seven (7), all newly elected Directors will be elected to serve a twenty-four (24) month term. After the twenty-four (24) month term an election will be held to replace/reelect these Directors.
- 4.4 Nominations for election to the Board shall be made by the Nominating Committee. Any member interested in serving shall submit the approved form to the Nominating Committee nominating himself/herself by the deadline stated on the Nomination Form. The Nominating Committee shall certify the candidate meets the qualifications

as set forth in the Bylaws. The Board may take as many nominations as it deems necessary, but not less than the number of vacancies which are required to be filled.

4.5 Election to the Board shall be by secret, written ballot. Ballots may be returned by electronic mail, fax, U.S. Mail, if the Certification has been previously submitted and accepted. Ballot may also be made in person at the meeting by use of a proxy given to another member. All such ballots returned prior to the meeting shall be certified by the Secretary prior to the meeting and must be received by the Secretary at least twenty four (24) hours prior to the start of the meeting. The persons receiving the most votes shall be elected. Members may cast one (1) vote for each vacant Board positions. i.e., three (3) seats open equals three (3) total votes per member. However, no candidate may receive more than one (1) vote per ballot.

4.6 A notice to the members of the result of the ballot may be accomplished by a posting on a website identified at the time of the vote, and/or on a sign or sign board at the subdivision entrance/exit.

ARTICLE V MEETINGS OF DIRECTORS

Meetings of the directors shall be held at such time, place and frequency as is determined by majority vote of the Board or as called by the President of the Association. In no event shall Board meetings be scheduled and held less than once each quarter. A majority of the number of Directors shall constitute a quorum for any matters required to be voted on by the Board. All matters to be decided by the Board shall be decided by a majority of a quorum of the Board at the meeting at which such matter is voted on.

ARTICLE VI POWERS AND DUTIES OF THE BOARD

The Board shall have the power and duties as prescribed by the provisions of the Declaration, the Articles of Incorporation and these Bylaws and such other powers and duties as are necessary to conduct the business of the Association.

ARTICLE VII OFFICERS AND THEIR DUTIES

7.1 The officers of the Association shall be a president, vice president, treasurer, secretary and such other officers as the Board may from time to time designate. Officers shall be elected to a one (1) year term and the election of officers must take place during the last fourteen (14) days of February each year. The officers are elected among the Directors by a majority vote of the Directors or the majority of the quorum of Directors in attendance.

7.2 The Board shall elect and fill by the majority vote any office vacated by or resignation or removal from office.

ARTICLE VIII CONFLICT

In the event of any conflict between these Bylaws and the Articles, the Articles shall control and prevail and in the event of a conflict between these Bylaws and the Declaration, the Declaration shall control and prevail.

With regard to conflicts between these Bylaws, the Articles of Incorporation or the Declaration, if an item is determined to be in direct conflict with the laws of the State of Florida, the Statutes of Florida regarding not for profit corporations and homeowner associations, the Laws of the State of Florida shall prevail and control until and unless such discrepancy, fault, omission or error is corrected by amending the appropriate documents.

ARTICLE IX RECORDING AND PUBLICATION

The Secretary of the Association shall file amended Bylaws in the Corporate Records and make a copy available to each homeowner. Further, such amended Bylaws shall be available to every member upon request by email or fax without charge. Members may receive a copy of the current and/or amended Bylaws by U.S. mail for a nominal charge for printing and mailing, such charge to be set by the Board, upon written request by the member. Amended Declaration of Covenants, Conditions and Restrictions shall be filed with the Clerk of Circuit Court, Duval County within fourteen (14) days of any change approved by the majority of members.

IN WITNESS WHEREOF, we, being all of the Directors of the Association have hereunto set our hand this 24th day of July 2006.

Mike Ruel, President

Stephanie Walley, Vice President

Pamela McIntyre, Secretary/Treasurer