

BY LAWS
of
THE PONTE VEDRA COMMUNITY ASSOCIATION
(The "Association")
(As Amended May 12, 2003)

ARTICLE I PRINCIPAL OBJECTIVES

The principal objectives and purposes of the Association shall be:

1. To furnish to its Members such essential public services as the Directors of the Association shall determine;
2. To promote the health, safety and well-being of its members;
3. To support and encourage such charitable, environmental and educational organizations and such organizations devoted to the physical growth and development of members and their families as the Directors of the Association shall determine (Revised May 1985);
4. To do and perform such other acts and exercise such powers and duties as shall in the opinion of the Directors, be in the best interest of the members of the Association as shall be appropriate to the exercise of the foregoing;
5. To serve as the means of identifying matters of community interest or concern and to define these matters in terms of Ponte Vedra area's best interest;
6. To help in determining a community consensus and to spearhead the presentation of the community's viewpoint to our elected and appointed District, County, State and Federal Legislators;
7. To exercise such control over that certain land area in Duval and St. Johns County, Florida, hereafter described as shall be necessary and proper to carry out the foregoing objectives as shall be permitted by these by-laws and applicable law.

ARTICLE II AREA

The land area over which the Association shall have jurisdiction to effectuate the foregoing objectives shall be that certain parcel of land located in Duval County, Florida more particularly described as the Ponte Vedra Plat bounded on the north by 37th Avenue South, Jacksonville Beach and on the west by HWY A1A and the area comprising the Ponte Vedra Municipal Service District in St. Johns County.

ARTICLE III OFFICES

The principal office of the Association shall be located in Ponte Vedra Beach, at such office therein as the Directors shall designate.

ARTICLE IV MEMBERS

1. Members of this Association are divided into two classes:
 - a. Regular Member
 - b. Associate Member
2. Eligibility:

a. Regular Member - Any adult owner of developed or undeveloped property in the PVCA area (Art.II) and spouse or any adult resident and spouse residing in the PVCA area shall be eligible for "Regular Membership" in the Association,

(1) Such persons eligible for membership who have applied for membership and are current in the payment of dues called for in Art. X of these By-Laws are hereby referred to as "Regular Members",

a. Associate Member - Adult persons and spouses living outside the PVCA area, described herein, are eligible for " Associate Membership" in the Association.

(1) All such persons who have applied for membership upon payment of dues are referred to as "Associate Members",

3. Method of Membership Application:

Membership in the Association is available to the eligible head of household in both membership classes, Regular or Associate; that is, one membership application may include the head of household and one other adult (normally the spouse) in each household or family.

4. Voting Rights:

a. Each household membership, whether it consists of one or two adults, shall be entitled to one vote on each matter submitted to a vote of the membership subject to the limitations described below:

(1) Regular Members -no restrictions,

(1) Associate Members will not vote for the new Directors placed in nomination for election at the Annual Meeting of the Membership in May of each year nor will they hold office; they will not vote on nor can they be assessed for those projects or programs deemed to be solely for the benefit of members living within the PVCA area. Associate members may vote on all other matters brought before the membership; unless the Directors rule that the matter being voted on affects only members living within the PVCA or MSD boundaries.

5. Termination of Membership:

Members or Directors, by the act of either body, may suspend or expel a member, Regular or Associate, or may terminate the membership of any such member who becomes ineligible for membership. All rights of Regular membership shall terminate automatically at such time as a Regular Member shall cease to own property and ceases to be a resident within the Association's area. The regular Member so affected may elect to become an Associate Member at that time.

6. Resignation:

Any member may resign by submitting a written resignation to the Secretary . Upon request, the resigning member will be refunded the unused portion of such member's annual membership dues prorated quarterly.

7. Reinstatement:

Upon written request signed by a former member and filed with the Secretary, the Directors may reinstate such former member to membership upon such terms as the Directors deem appropriate.

8. Transfer of Membership:

Membership in the Association is not transferable or assignable.

9. Suspension of Membership:

Membership in the Association may be suspended for any member who fails to pay his/her dues by November 15 in any year. (Revised April 1985)

ARTICLE V MEETINGS OF MEMBERS

1. ANNUAL MEETING -An annual meeting of the members shall be held during the month of May of each year at such time as the Directors shall determine for the purpose of nominating Directors and for the transaction of such other business as may come before the meeting. All meetings shall be held at a place in Ponte Vedra Beach, convenient to the majority of the membership, as the Directors shall determine.
2. SPECIAL MEETING -Special meetings of the members may be called by the President, the Directors or upon written petition signed by not less than twenty-five percent (25%) of the members.
3. NOTICE OF MEETINGS -Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, by or at the direction of the President, or the Secretary, or the officers or other person calling the meeting. In case of a special meeting or when required by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his last known address as it appears on the records of the Association. (Administrative change -July 1985).
4. QUORUM -The presence, in person or by proxy, of not less than ten percent (10%) of the members entitled to vote shall constitute a quorum at any meeting of the members and the act of a majority of members present at a meeting at which a quorum is present shall constitute the act of the members, unless the vote of a greater number is required by these by-laws. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. (Revised May, 2001.)
5. PROXIES -At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.
6. STRAW BALLOT -Where the Directors or Officers deem it in the best interest of the association, they may direct that any matter which, in their opinion, should be placed before the members for their consideration shall be submitted to the members for a straw ballot by mail in such manner and under such circumstances as the Directors find it best designed to determine the opinion of the members on such matter. Except for the election of Directors, the Directors shall not be bound by the results of any such mail ballot.

ARTICLE VI BOARD OF DIRECTORS

1. GENERAL POWERS -The affairs of the Association shall be managed by its Board of Directors (The "Directors").

2. **NUMBER AND TERM** -The number of Directors of the Association shall be an odd number not less than nine nor more than eleven. The nominating committee shall propose a slate of nominees as may be required and shall present this slate to the members present at the Annual Membership Meeting. Other nominations may be made from the floor at this time, if the nominee has been consulted and expressed a willingness to serve. (Revised May, 2001.)

If no nominations are made from the floor, a motion to approve the slate may be made, seconded and voted on; which, if carried by a majority of members present, constitutes an election of the slate nominees who should proceed to take office immediately. Should nominations be made from the floor and seconded, ballots will then be prepared listing all nominees and mailed to the members following the Annual Membership Meeting. The nominees receiving the highest number of votes will proceed to take office immediately after the votes have been tallied; such tally and election should be completed within 15 days after the Annual Membership Meeting or as soon thereafter as possible. Directors shall hold office for a term of two years except in the case of the immediate past President who may be requested to serve an additional year as a member of the Board.
3. **QUALIFICATIONS** -Directors shall be residents within the Association's boundaries and shall be members. No Director shall serve for more than two consecutive terms except in the case of the immediate past President as provided for in paragraph 2 of this Article or where there is a lapse in service of two years between terms of service as a Director. Directors shall be nominated by the nominating committee established under the terms of Article VIII hereof, or from the floor at the Annual Meeting. (Revised May, 2001.)
4. **REGULAR MEETINGS** -A regular Annual Meeting of the Directors shall be held within seven days following the date of the Annual Membership Meeting held in May of each year if the Nominating Committee's slate of suggested Directors is approved at the Annual Membership meeting and there are no other nominations made and approved from the floor during this Annual Membership Meeting. However, should nominations be made and approved from the floor at the Annual May Membership Meeting in addition to the approval of the Nominating Committee's slate, ballots will be prepared, mailed and tallied as provided for in paragraph 2 above. Under this circumstance, the regular Annual Meeting of the Directors shall be held, without notice, on the second Monday in June following the Annual Membership Meeting held in the month of May of each year. Under either condition the Directors may provide by resolution the date, time and place for holding additional regular meetings of the Directors without notice other than such a resolution. (Revised August 11, 1986)
5. **SPECIAL MEETINGS** -Special Meetings of the Directors may be called by or at the request of the President or any two Directors at such time and place as shall be designated in the call for such meeting.
6. **NOTICE** -Notice of any special meeting of the Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or facsimile to each Director's address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by these by-laws.
7. **QUORUM** -A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Directors; provided, however, that if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
8. **MANNER OF ACTING** -The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by these by-laws.
9. **VACANCIES** -Any vacancy occurring in the Directors by reason of death, resignation, removal, disqualification or otherwise shall be filled by the remaining Directors. A Director elected to fill a vacancy shall serve until the next Annual Membership Meeting. (Revised May, 2001.)

10. COMPENSATION -Directors shall not receive any compensation for their services as Directors.
11. INFORMAL ACTION BY DIRECTORS -Informal action of the Board may be taken without a meeting if a consent in writing setting forth the action so taken is then signed by a majority of the Directors.
12. REMOVAL OF DIRECTORS -Any Director may be removed by the vote of two-thirds of the Board of Directors at a regular meeting where notification of such impending action was announced at the previous meeting of the Board of Directors. (Revised May 1984)
13. ATTENDANCE - A Director who without a valid excuse misses a total of four meetings or two consecutive meetings in a fiscal year (May through April) vacates his/her seat, and the Board shall appoint a replacement in accordance with paragraph 9 of this Article. An absence is excused for reason of illness, business, out of town, or other reasonable excuse, with notification given to an officer of the Association prior to the meeting of the Board at which such Director is absent.(Revised May, 2003.)

ARTICLE VII OFFICERS

1. OFFICERS -The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Directors from time to time may elect or appoint, such officers to have the authority and perform the duties prescribed by the Directors. Each officer shall be a member of the Board of Directors.
2. ELECTION AND TERM OF OFFICE -The Officers of the Association, shall be elected annually by the Directors at the first meeting of the Directors following the Annual Membership Meeting pursuant to paragraph 4, Article VI and shall hold office for one year and until their successors shall have been duly elected and shall have qualified.
 - (a) The President shall nominate a Director for Senior Vice President and accept other nominations from the Board Members for a Senior Vice President to be elected by the Directors from among the Directors at a meeting to be held on the second Monday of December each year. The Senior Vice President shall in the normal course be elected President at the next regular Annual Meeting of the Directors to be held in June of each year.
 - (a) The Senior Vice President on election shall assume the duties of this office in addition to such other duties already assigned by the President. If the Senior Vice President is a second year member of the Board of Directors and is elected President at the next regular Annual Meeting of the Directors, his/her term of office shall be extended an additional year in accordance with Article VI, Par. 2 herein. (Revised July 1984)
3. REMOVAL -Any officer elected or appointed by the Directors may be removed by the vote of two thirds of the Directors whenever in their judgment the best interest of the Association would be served thereby. (Revised May, 2001.)
4. VACANCIES -A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Directors for a period until the next Annual Membership Meeting (Revised May, 2001).
5. PRESIDENT -The President (1) shall be the principal executive officer of the Association, (2) shall in general supervise and control meetings of the members and of the Directors, and (3) shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.
6. SENIOR VICE PRESIDENT -In the absence of the President or in the event of inability or refusal to act, the Senior Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Senior Vice President shall perform

such other duties as from time to time may be assigned by the President or by the Directors. (Revised July 1984)

7. VICE PRESIDENT -In the absence of the President and the Senior Vice President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned by the President or by the Directors. (Revised July 1984)
8. TREASURER -The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable from any source whatsoever, deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be designated by the Associations; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Directors.
9. SECRETARY -The Secretary shall see that minutes are kept of all meetings of the members and of the Directors in one or more books provided for that purpose, see that all notices to the members and the Directors are duly given in accordance with the provisions of these by-laws; be custodian of the corporate records and of the seal of the Association and keep a register of the post office address of each member which shall be furnished to the Secretary by such members; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Directors.
10. COMPENSATION -No officer shall receive any compensation for services performed as such officer. (numbers 7,8,9,10 renumbered July 1984)

ARTICLE VIII COMMITTEES

1. AUTHORITY TO DESIGNATE -The President may designate and appoint one or more committees which shall have and exercise such authority as the Directors shall determine. No committee shall have the authority to amend, alter or repeal these by-laws. Members of committees need not be Directors.
2. The President shall appoint a Chair of each committee and that person shall be a Director.
3. STANDING COMMITTEES -All standing committees shall be appointed by the President. Until further action of the Directors, the following standing committees are hereby created:
 - (a) A Finance Committee - whose function shall be to study and report to the Directors on the methods and manner of financing any project or undertaking proposed to and approved by the members, and to prepare for adoption of a budget for these purposes.
 - (b) Health and Safety Committee - whose function shall be to monitor and report to the Directors and the members on matters relating to the health and safety of Ponte Vedra. This includes but is not limited to drainage, beach access, traffic, air pollution, drinking water quality and garbage and trash collection.
 - (c) Community Appearance Committee - whose function shall be to study proposed beautification projects for the common benefit of the Association and to report violations of the Ponte Vedra Zoning District Regulations.
 - (d) A Nominating Committee - consisting of the President, Senior Vice President, one Director and two Association members who are not serving on the Board of Directors whose function shall be to nominate a sufficient number of candidates, as may be required, selected from the Association membership, this slate to be presented at the Annual Membership Meeting in May of each year. Other nominations may be made from the floor at the Annual Meeting if the nominee has been

consulted and expressed a willingness to serve if elected pursuant to paragraph 2, Article VI. (Revised May, 2001.)

- (e) (1) A Membership Committee whose chair shall be a Director of the Association. This committee shall keep an up-to-date roster of members, mail out annual membership renewal forms, and other mailings to members, keep a record of all dues received, and turn over funds collected to the Treasurer.
 - (2) A sub-committee of the Membership Committee shall be the welcoming committee whose chair shall be appointed by the membership committee. Their function shall be to prepare and keep current a letter or brochure to be given to new residents explaining the PVCA; its functions and services, etc.
 - (f) A Government Affairs and Community Liaison Committee - whose function shall be to provide PVCA representation at the meetings of the St. Johns County Board of Commissioners, the Ponte Vedra Municipal Service District, the Ponte Vedra Zoning and Board of Adjustment and other government agencies when such agencies are addressing matters of interest or concern to the Ponte Vedra community; and when appropriate, to present the view of the Association during these meetings; and further, to represent the Association at all open meetings held by community groups within St. Johns County if the issues under discussion are of interest or concern to the Association. Further, in the event of a vacancy in any of these organizations and the receipt of a request for a recommendation of an individual to fill that vacancy, the committee shall identify no more than three individuals qualified to fill the vacancy and refer their names to the Association's Board of Directors, who will by majority vote at their next monthly meeting, determine the one best qualified individual for the vacancy and promptly forward the Association's recommendation to the requesting organization. (Revised April 11, 1988)
- 4. TERM OF OFFICE - Each member of a committee shall serve for a term of one year and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee. Committee members shall be eligible for reappointment.
 - 5. VACANCIES - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
 - 6. QUORUM - Unless otherwise provided in the resolution creating a committee, a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
 - 7. RULES - Each committee may adopt rules for its own government not inconsistent with these by-laws.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 1. CONTRACTS - The Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into, execute and deliver any such contract, agreement, document or other instrument in its name and on its behalf as shall be necessary and proper to effectuate the objectives and purposes of this Association and the execution and delivery of any such contract, agreement, document or other instrument by any such authorized person, together with a certified copy of a resolution of the Directors authorizing the same, shall be valid and enforceable act and deed of the Association, binding in accordance with the terms thereof.
- 2. CHECKS, DRAFTS, ETC. - All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by any one of the officers of the Association as designated by the President up to a maximum amount to be determined from time to time by resolution of the Directors; and for amounts above the specified maximum amount, two designated officers' signatures shall be required.

3. GIFTS -The Directors may accept on behalf of the Association any contribution, gift, grant, bequest or devise for the general purpose or for any special purpose of the Association.
4. CONTINGENCY FUND -The Directors may authorize the Treasurer to establish and maintain a Contingency Fund within the general fund account, separated by normal bookkeeping methods. Contingency funds will be used for specially designated purposes such as but not limited to:

Legal or Consultant fees
Special Materials
Mailing and Polls
Special Membership Meetings
Special Donations
Contributions not Foreseen or Budgeted

- (a) Each year the Directors shall determine the amount of funds to be placed in the Contingency fund account for that year when they review and approve the Annual Budget which is presented to the Directors at the beginning of each fiscal year by the Chair of the Finance Committee.
- (a) The Directors shall also determine the maximum amount of funds to be maintained in the Contingency Fund. and may by majority vote transfer to the general fund all or part of the Contingency fund as deemed appropriate. (Revised July 1983)

ARTICLE X CLASSES OF MEMBERSHIP AND DUES

1. CLASSES -The Directors may divide members into such classes containing such voting and other rights as the Directors shall in their discretion, deem to be in the best interest of the Association; provided, however, that any classification having as its direct or indirect purpose the division of members according to race, sex, or natural origin or any classification which directly or indirectly, favors one group, member or other person over another shall be prohibited.
2. DUES -The Directors may impose such dues, assessments and charges as shall be necessary for the support and operation of the Association provided, however, that no dues or assessments shall be collectible from members unless the same have been approved by the members at a meeting called for the purpose, among other things, of considering the imposition thereof. Until further action of the members, annual dues for members are as follows: Family Membership - \$50.00; Single Membership - \$35.00. New memberships shall be pro-rated quarterly. (Revised May, 2002)

ARTICLE XI BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, its Directors and all committees appointed by the Directors, and shall keep a record containing the names and addresses of all members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII FISCAL AND MEMBERSHIP YEARS

1. The fiscal year of the Association shall begin on the first day of May and end on the last day of April in each year. (Revised July 1985).
2. The membership year of the Association shall begin on the first day of October and end on the last day of September in each year. Annual membership dues will be due and payable on the first of October in each year.

ARTICLE XIII SEAL

The Directors shall provide a seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "PONTE VEDRA COMMUNITY ASSOCIATION".

ARTICLE XIV ASSESSMENTS

1. GENERAL AUTHORITY -In order to finance projects for community benefit which may from time to time be approved by the members, funds to defray costs and expenses thereof (less any contributions therefor) shall be obtained from the general funds of the Association and by assessment against the members benefitted thereby in accordance with this article.
2. MANNER OF ASSESSMENTS -The amount and manner of payment of all assessments shall be proposed by the Board of Directors, approved by the members and shall be made in accordance with the following:
 - (a) Assessments shall be made only against the members to be benefitted by the proposed project.
 - (a) To ascertain the basis for any assessment, the Finance Committee shall obtain from the Tax Assessors of the Counties of St. Johns and Duval a statement of the assessed valuation for County ad valorem tax purposes of all property to be benefitted by the proposed project and shall keep the same current
 - (a) The amount of the Assessment against each member shall be determined by multiplying the total cost of the proposed project by a fraction the numerator of which is the assessed value of each member to be benefitted thereby and the denominator of which is the total assessed value of all lands belonging to the members in the affected class or classes.
 - (a) Such assessments shall be payable within ninety days after approval and if not so paid, the delinquent members shall be dropped from membership in the Association and the amount of any defaulted assessment shall be raised by assessment among the remaining members in the manner set forth in subparagraph (c) hereof.
 - (a) The failure to pay any duly authorized assessment shall constitute a waiver of any benefits to be derived from said project and a forfeiture of membership in this Association.
 - (b) No assessment for a project dealing solely with matters of fire protection, police protection, garbage and trash collection and other public services and utilities shall be made against any member who is the owner of property in Duval County, Florida.
3. SUCCESSORS- Where any person becomes a member after an assessment for a project has been made and such member desires to obtain the benefits of such a project, he shall become entitled to such benefits by paying such amounts as the Directors shall determine.
4. SEGREGATION OF FUNDS -Funds derived by assessment for any community project shall be segregated from the General Funds of the Association.

ARTICLE XV AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting called for the purpose, among other, of adopting such amendment, repeal or alteration, except that the approval of the members shall be required for any amendment to these By-Laws which would change:

- (a) Article I - Principal Objectives
- (b) Article II - Area
- (c) Article VI - Board of Directors: paragraph 2 Number and Term, paragraph 3 Qualifications, and paragraph 10 Compensation
- (d) Article X - Classes of Membership and Dues
- (e) Article XIV - Assessments

- (f) Article XV - Amendments to By-Laws.

ARTICLE XVI RELATIONSHIP OF ASSOCIATION TO MEMBER

Neither the Association nor any member, officer or Director thereof shall be liable to any member for failure to provide any service contemplated hereby or any project undertaken by the Association hereunder or for the negligent performance by the Association or any of its Directors, officers, employees, agents or representatives of any obligation, duty or service here under, including, without limitation, police protection, fire protection and watchman or other service to the members. The Association does not guarantee any such service nor the quality thereof.

ARTICLE XVII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. (Adopted May, 2003).

Notes:

- (1) Major revision to By-Laws approved by Membership May 1983
- (2) Minor revisions after May 1983 as noted.
- (3) Major revision to By-Laws approved by Membership May, 2001.
- (4) Minor revisions of By-Laws approved by Membership May, 2003.