

EXHIBIT "B"

OR Bk 5566 Pg 1547  
Orange Co FL 1998-0365328

BYLAWS  
OF  
FIELDSTREAM NORTH HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Fieldstream North Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1017 E. South Street, Orlando, Florida 32801, but meetings of members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

The definition of words as defined by the Declaration of Covenants, Conditions and Restrictions for Fieldstream North ("Declaration") to which these Bylaws are attached as Exhibit B and recorded in the Public Records of Orange County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III  
MEETINGS OF MEMBERS

*Section 1. Annual Meetings.* The annual meeting of the members shall be held at least once each calendar year on a date and at a time to be determined by the Board of Directors for the purpose of electing directors and transacting any other business as may be determined by the directors.

*Section 2. Special Meetings.* Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-tenth (1/10) of all of the votes of the Association.

*Section 3. Notice of Meetings.* Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting (provided, however, in the case of an emergency, four (4) days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

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Section 4. Quorum. The presence at the meeting of members entitled to cast, or proxies entitled to cast, one-third (1/3) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Assessments. Notwithstanding this Article, the provisions of Article IV of the Declaration shall control if the meeting is called to discuss or vote on assessments pursuant to Sections 3 and 4 of Article IV.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than nine (9), persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

Section 2. Term of Office. The first election of Directors shall be held when Class B Membership ceases, as provided in Article VII of the Articles of Incorporation, at a meeting of the members called for that purpose. The term of office of Directors shall be as so stated in the Articles of Incorporation.

Section 3. Removal. At such time as the members of the Association are permitted to elect Directors, any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. 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 all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

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ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS

At such time as members of the Association are permitted to elect Directors, the renomination and election of Directors shall be conducted as follows:

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nomination may also be made from the floor at the election meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days prior to each annual meeting of the members to serve until the close of that annual meeting. 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.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot, unless unanimously waived by all members present. At each 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI  
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such place and hour as may be fixed, from time to time, by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) Directors after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of

business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

a. Adopt and publish rules and regulations governing the use of the Common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and/or fines for the infraction thereof;

b. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association;

c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

d. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

e. Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties and delegate any or all of the duties and functions of the Association and/or its officers;

**Section 2. Duties.** It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

a. 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;

b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. As more fully provided in the Declaration, to fix the amount of the annual assessment against each Lot and send notice thereof to every Owner at least thirty (30) days in advance of each annual assessment period;

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d. Issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

e. Procure and maintain such insurance as deemed necessary by the Board of Directors;

f. Cause all officers or employees having fiscal responsibilities to be bonded, if required by the Declaration;

g. Perform all other duties and responsibilities as provided in the Declaration;

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#### ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such

vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The duties of officers are as follows:

**PRESIDENT**

a. The President shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and/or written instruments and shall co-sign all checks and promissory notes.

**VICE PRESIDENT**

b. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

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**SECRETARY**

c. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Secretary of the Association shall maintain a register showing the names and addresses of members. It shall be the obligation of the individual members to advise the Secretary of the Association of any change of address and ownership as otherwise provided. The Association, for purposes of notification, shall have the right to rely on the last given address of each of the members.

**TREASURER**

d. 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; shall sign all checks and promissory notes of the Association; keep proper books of account and shall prepare an annual budget and a statement of income and expenditures to be

presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

#### ARTICLE IX COMMITTEES

The Board of Directors shall fill any vacancies on the Architectural Committee for a term as the Board determines, as provided in the Declaration, and appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

#### ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, interest on the assessment as required in the Declaration, may be levied by the Board of Directors for each month the assessment is late, and the Association may bring an action against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

#### ARTICLE XII CORPORATE SEAL

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The Association shall have a seal in circular form having within its circumference the words: Fieldstream North Homeowners Association, Inc., a Corporation Not-For-Profit, 1998.

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**ARTICLE XIII  
AMENDMENT OF BY-LAWS**

Section 1. These By-Laws may be amended, altered or rescinded 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, however, until such time that Class B Membership in the Association ceases, as set forth in the Declaration and Articles of Incorporation of the Association, these Bylaws may be amended by a majority of the Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XIV  
MISCELLANEOUS**

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Section 1. The fiscal year of the Association shall begin on the first day of January and end the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Litigation. No judicial or administrative proceeding shall be commenced or prosecuted by the Association unless approved by eighty percent (80%) of all the votes entitled to be cast by all of the Voting Members. This Section shall not apply, however, to: (a) actions brought by the Association to enforce the provisions of this Declaration (including, without limitation, the foreclosure of liens); (b) the imposition and collection of assessments as provided in Article V hereof; (c) proceedings involving challenges to ad valorem taxation; or (d) counterclaims brought by the Association in proceedings instituted against it. This Section shall not be amended unless such amendment is made by the Declarant or its approved by the percentage votes, and pursuant to the same procedures, necessary to institute proceedings as provided above.

**ARTICLE XV  
FINES**

Section 1. In the event of a violation (other than the non-payment of an assessment) by a Lot Owner of any of the provisions of the Declaration, the Articles or these Bylaws, or the Rules and Regulations adopted pursuant to any of same, as the same may be amended or added to from time to time, and in addition to the means for enforcement provided elsewhere herein, the Association shall have the right to assess fines against a Lot Owner or its lessees, in the manner provided herein, and such fines shall be collectible as any other assessment, so that the Association shall have a lien against each Lot for the purpose of



enforcing and collecting such fines, as provided in the Declaration.

a. The Board of Directors may appoint a Covenants Enforcement Committee which shall be charged with determining whether there is probable cause that any of the provisions of the Declaration, the Articles of Incorporation, these Bylaws, and the Rules and Regulations of the Association, governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests and lessees are being or have been violated. In the event that the Covenants Enforcement Committee determines an instance of such probable cause, it shall report same to the Board of Directors. The Board of Directors shall thereupon provide written notice to the person alleged to be in violation, and to the Owner of the Lot which that person occupies if that person is not the Owner, of the specific nature of the alleged violation and of the opportunity for a hearing before the Board of Directors upon request therefor made within fifteen (15) days of the sending of the notice. The notice shall also specify, and it is hereby provided, that each recurrence of the alleged violation or each day during which it continues shall be deemed a separate offense, subject to a separate fine not to exceed Fifty Dollars (\$50.00) for each offense. The initial notice for a particular violation shall further specify, and it is hereby provided, that in lieu of requesting a hearing, the alleged violator or Lot Owner may respond to the notice, within fifteen (15) days, acknowledging in writing that the violation occurred as alleged and promising that it will henceforth cease and will not recur, and that such acknowledgement and promise, and performance in accordance therewith, shall terminate further enforcement activity of the Association with regard to the violation.

b. If a hearing is timely requested, the Board of Directors shall hold same and shall hear any defense to the charges of the Covenants Enforcement Committee, including any witnesses that the alleged violator, the Lot Owner, or the Covenants Enforcement Committee may produce. Any party at the hearing may be represented by counsel.

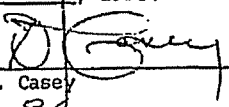
c. Subsequent to any hearing, or if no hearing is timely requested and if no acknowledgment and promise is timely made, the Board of Directors shall determine whether there is sufficient evidence of the alleged violation. If the Board so determines, it may levy a fine for each violation in an amount not to exceed Fifty Dollars (\$50.00).

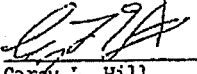
d. A fine pursuant to this section shall be assessed against the Lot which the violator occupied at the time of the violation, whether or not the violator is an Owner of that Lot, and shall be collectible in the same manner as any other assessment, including by the Association's lien rights as provided in the Declaration. Any fines which are not paid when due, as

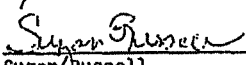
determined by the Board, shall be delinquent. If the fine is not paid within thirty (30) days after the due date, a late fee of Fifteen Dollars (\$15.00) beginning from the due date, may be levied by the Board of Directors for each month the fine remains unpaid. The person obligated to pay the fine shall also be charged interest at the highest rate permitted by law and costs and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal shall be added to the amount of such fine. Nothing herein shall be construed to interfere with any right that a Lot Owner may have to obtain from a violator occupying his Lot payment in the amount of any fine or fines assessed against that Lot.

e. Nothing herein shall be construed as prohibition of or a limitation on the right of the Board of Directors to pursue other means to enforce the provisions of the Declaration, Articles of Incorporation, these Bylaws and Rules and Regulations, including, but not limited to, legal action for damages or injunctive relief.

IN WITNESS WHEREOF, we, being all of the directors of Fieldstream North Homeowner's Association, Inc., have hereunto set our hands this 21<sup>st</sup> day of April, 1998.

  
Dennis J. Casey

  
Cary L. Hill

  
Suzan Russell

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Recorded - Martha O. Haynie