

**BYLAWS OF  
CAPE ROYALE  
PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND PURPOSE**

Section 1. This Organization is known as the Cape Royale Property Owners Association, Inc. (POA)

Section 2. The purpose of this Organization shall be as established by the Articles of Incorporation of the POA.

**ARTICLE II**

**MEMBERS – (OWNERS)**

Section 1. Membership. Each owner of a platted lot or unplatted condominium in the subdivision shall be a member of the POA.

Section 2. Regular Annual Meeting. The regular annual meeting of members shall be held on the second Tuesday of February of each year or within one hundred and twenty (120) days thereafter as ordered by the Board. All such meetings of members shall be held at such place within the subdivision, and at such time as specified in the written notice of such meeting which shall be given to all members no earlier than forty-five (45) days or later than fifteen (15) days prior to the date of such meeting, stating the date, time and place of said meeting and the matters to be considered.

Section 3. Special Meeting. Special meetings of the members may be called by the President or by a majority of the Directors, or by members having at least **one-tenth** (1/10) of the qualified vote. If a special meeting is called by members, then a list of at least one-tenth (1/10) of eligible voting members signatures shall be submitted to the Board. The Board shall respond to such petition within fifteen (15) days from the receipt of the petition. If the petition has the appropriate number of qualified signatures, the Board shall schedule the special meeting of the membership and send out the notice of such meeting no later than twenty (20) days after receipt of the petition. The petition must include specific action being requested at the special meeting. Said special meetings shall be held within sixty (60) days after receipt of petition by delivering written notice to all members not less than fifteen (15) days prior to the date of said

special meeting stating the date, time and place of said special meeting and the specific matters to be considered.

Section 4. Delivery of Notice of Meeting. Notices of meetings may be delivered either personally or by US Mail or by electronic mail to a member at the last known address given to the POA by said member for such purpose.

Section 5. Voting. Voting by the membership shall be as set forth in Article III. A member may not vote a specific lot or condominium if in arrears on any fees, dues or assessments of the subdivision.

Section 6. Quorum. A quorum of members for any meeting shall consist of five percent (5%) of the membership entitled to cast a vote at such meeting. Members must be present to establish a quorum.

Section 7. Order of Business. The order of business at all meetings of the members shall be as follows:

- (a) Determine a quorum
- (b) Proof of notice of meeting
- (c) Reading of minutes
- (d) Election of Directors (annual meeting only)
- (e) Other business that requires a vote, as stated in meeting notice
- (f) Reports and discussions as deemed appropriate
- (g) Membership comments
- (h) Adjournment

Section 8. Rules of Meeting. The Board may prescribe reasonable rules in writing for the conduct of all meetings of the Board and Members. In absence of specific written rules, Robert's Rules of Order shall govern all meetings.

### **ARTICLE III**

#### **ELECTION PROCESS**

Section 1. Election Committee. The POA Board will appoint an Election Committee that will consist of not less than five (5) nor more than eleven (11) members with an effort to find representation from a cross-section of the community. The Board will name a chairman from the appointed members. This will be accomplished not less than sixty (60) days prior to the Annual Meeting. No member of the Board or their immediate family may serve on such committee.

Section 2. Procedure. Notice shall be provided to all POA members, as set forth by Article II, Section 1, through the POA newsletter and/or by posting at the administrative office identifying the individuals appointed to the Election Committee.

Any property owner interested in being a candidate may submit their name and resume to the Election Committee. The Election Committee will submit a list of all persons desiring to serve on the Board along with a brief summary resume for each, and will post a list of candidates at least thirty (30) days prior to the Annual Meeting. A candidate must be current on payment of fees, dues or assessments to be a qualified candidate. The Election Committee should strive to provide at least twice as many candidates as there are Directors to be elected.

Section 3. Ballots. The POA Board shall mail, along with the notice of the Annual Meeting, an absentee ballot including the names of the candidates along with a brief summary resume for each. The ballot will state the final date on which an absentee ballot must be received in the POA Administrative Office in order for it to be counted. These absentee ballots shall be kept in a secure place, until time to be counted by the Election Committee.

The Election Committee, plus the Property Manager and Assistant, if any, will be responsible for recommending the form for the ballot to the Board and be available to distribute ballots and tally ballots. A member of the POA Board as selected by the Board may audit the process but may not participate in any action by the Election Committee.

The ballot to be used for the election shall list the names of all candidates. At the Annual Meeting, the Chair of the meeting shall call for additional nominations from the floor and nominations shall not be closed until at least one minute has passed during which no additional nominations have been made.

Section 4. Ballot Counting. On the day before the Annual Meeting, and after the deadline for receiving absentee ballots has been passed, the Election Committee will meet and verify that each member sending in an absentee ballot is qualified to vote, then count the votes. The count will then be posted on the worksheets that will be used in the counting process during the Annual Meeting. No information concerning the vote count on the absentee ballots shall be made public until after the election count at the Annual Meeting. The names of those voting by an absentee ballot will be marked on an "Election Listing of Property Owners" in such a way that it will be evident that the member voted by absentee ballot.

Prior to the Annual Meeting, the Election Committee plus the Property Manager and Assistant, if any, will be available with a list of current property owners showing the names of property owners, the number of lots they own and the current status of their fees, dues and assessment payments. Members qualified to vote will register their attendance and receive their ballots.\*

If a qualified voting member has sent in an absentee ballot, they will not be given a ballot unless the member asked that their absentee ballot be returned so they may vote by ballot during the Annual Meeting. The absentee ballot will be returned and the appropriate number of ballots will be distributed. A notation will be made and the proper adjustment to the absentee ballot count will be made.

The Election Committee will collect ballots after all floor nominations have been made and the Chair of the Annual Meeting calls for the vote.

The Election Committee plus the Property Manager and Assistant, if any, will then take the ballots to a separate room to tally. A Board member, as selected by the board, may audit the process but not participate in this action.

Once votes have been tallied and verified, the Election Committee will present the results to the Chair of the Annual Meeting who will announce the results of the election and certify that the election was held in accordance with the POA Bylaws.

\* Note: There are a few lots in the subdivision where two or more people own a divided interest in a lot. In these cases, a special ballot that is clearly marked to indicate the appropriate fractional ballot, will be given to the owner.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. Number, Election and Term of Office – The Board of Directors of the POA (referred to herein as the “Board”) shall consist of seven (7) members (hereinafter referred to as “Directors”). Subject to the provisions below, each Director shall serve on the Board for a term of three (3) years. No Board Member may be elected to the Board for more than two (2) consecutive three (3) year terms. Board Members terms will be staggered so that no less than two (2) nor more than three (3) full term Board Members will be elected each year.

The number of Directors may be increased or decreased by amending these Bylaws, provided however, that the number of Directors shall not be reduced to less than three (3).

Section 2. Qualifications – Each Director shall be a member and shall not owe any fees, dues or assessments.

Section 3. Vacancies – Any vacancy occurring on the Board for any reason shall be filled by majority vote of the remaining Directors. Any Director so elected to fill a vacancy shall hold office until the next Annual Meeting. Then any unexpired term will be filled by Election of the membership. If a vacancy occurs after the notice of the Annual Meeting has been mailed, the membership will be notified of the additional vacancy at the Annual Meeting.

Section 4. Meeting – The Board shall meet for the purpose of organization, the election of Officers and the transaction of other business, as soon as practical after the regular Annual Meeting of the Membership. The Board shall establish a schedule for regular

meetings of the Board and notify the membership as to the date and time of such meetings and also post notice seven (7) days prior to the Regular Meeting at the POA Office and the Community Bulletin Board in front of the Gate Office. Special meetings of the Board shall be held upon a call by the President or by a majority of the Board on not less than forty-eight (48) hours notice in writing to each Director, delivered personally or by US Mail or electronic mail. Any Director may waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action proposed to be taken by the Board without a meeting. A Director's attendance at a meeting shall constitute his/her waiver of notice of said meeting. The Board may have confidential workshops or emergency meetings as deemed necessary by the majority of the Board.

Section 5. Proper Meeting Notice – Any Special Meeting excluding Special Meetings of confidentiality or emergency issues must be posted 48 hours prior to such meeting – at the POA Office and the Community Bulletin Board in front of the Gate Office.

Section 6. Removal – Any Director may be removed from office, for cause, by the vote of two-thirds (2/3) of the eligible members voting at any annual or special meeting of the membership, provided there is a quorum present as specified in Article II, Section 6.

Section 7. Compensation – Directors shall receive no compensation or special privileges for their services as Directors.

Section 8. Board of Directors' Quorum – At all meetings of the Board of Directors, a majority of the Directors must be present to constitute a quorum for the transaction of business.

Section 9. Voting – An affirmative vote of a majority of those Directors present, or represented by proxy at a meeting which a quorum has been established shall be necessary to transact business.

Section 10. Powers and Duties – The Board shall have the following powers and duties:

- (a) To elect and remove the Officers of the POA.
- (b) To administer the affairs of the POA and the property.
- (c) To establish procedures for enforcing deed restrictions and Architectural Control Committee (ACC) guidelines.
- (d) To formulate policies for the administration, management and operation of the property held for use and benefit of all members ("Common Elements").
- (e) To adopt rules and regulations, with written notice of effective date, governing the administration, management, operation and use of the Common Elements, and to amend such rules and regulations from time to time.
- (f) To provide for the maintenance, repair, replacement and changes to the Common Elements and payments therefore, and to approve

- payment vouchers or delegate such approval to the Officers, Committee Chairs or the Property Manager.
- (g) To provide for the hiring and removal of employees and other contracted services, including accountants and attorneys, and to engage or contract for the services of others, and to make purchases for the maintenance, repair and replacement, administration, management and operation of the Common Elements.
  - (h) To establish committees and appoint their chairs, and to delegate to such committees the authority to carry out certain duties.
  - (i) To determine the fiscal year of the POA and to change said fiscal year from time to time as the Board deems advisable.
  - (j) To establish bank accounts which are interest bearing or non-interest bearing, as may be deemed advisable by the Board.
  - (k) To adopt a positive cash flow annual operating budget. Any deviation from this shall require a two-thirds (2/3) vote of all Board Members.
  - (l) To invest surplus funds in accordance with investment guidelines recommended by the finance committee and established by the Board.
  - (m) To enter such contracts and agreements relating to the providing of maintenance, management and operational services as the Board may deem advisable.
  - (n) To set and collect all dues, fees and assessments including penalties. Set maintenance fee charges in accordance with the Deed Restrictions necessary for the maintenance, operations, appearance and protection of the properties within the subdivision.
  - (o) To enter into such leases of portions of the Common Elements as the Board may deem advisable.
  - (p) To exercise all powers and duties of the members as a group, and all powers and duties of a Board of Directors referred to in these Bylaws.
  - (q) In general, to carry on the administration of the POA to do all of those things necessary and/or desirable in order to carry out the governing and operating of the POA.

Section 11. Non – Delegation. Nothing in this Article or elsewhere in these Bylaws shall be considered to grant to the Board, the POA or the Officers of the POA any powers or duties which, by law, have been delegated to the members.

## ARTICLE V

### OFFICERS

Section 1. Designation. At the first meeting of the Board after the Annual Membership Meeting, the Directors present, as defined in Article IV, Section 4, at said meeting shall elect the following Officers of the POA by a majority vote:

- (a) A President who shall be a Director and who shall preside over the meeting of the Board and serve as Chair of the Annual Meeting of the members, and who shall be the Chief Executive Officer of the POA.
- (b) A Vice President who shall be a Director and who shall perform the duties of the President as necessary.
- (c) A Secretary who shall be a Director and who shall keep the minutes of all meetings of the Board and of the Members, and who shall, in general, perform all the duties ordinarily prescribed to the office of Secretary.
- (d) A Treasurer who shall be a Director and who shall be responsible for financial records and books of account and the manner in which such records and books are kept and recorded.
- (e) Such additional Officers as the Board shall see fit to elect.

Section 2. Powers. The respective Officers shall have the general powers usually vested in such Officers, provided that the Board may delegate any specific powers to any other Officer or impose such limitations or restrictions upon the powers of any Officer as the Board may so decide.

Section 3. Term of Office. Each Officer shall hold office for the term of one year or until a successor shall have been appointed or elected and qualified.

The term of the POA Board President is limited to two (2) consecutive one-year terms.

Section 4. Vacancies. The Board shall fill vacancies of an Officer by a majority vote of the Board at a regular or special meeting of said Board. Any Officer so elected to fill a vacancy shall hold office until the Board meeting after the next Annual Membership Meeting. Any Officer may be removed for cause at any time by vote of two-thirds (2/3) of the total membership of the Board at a regular or special meeting thereof.

Section 5. Compensation. The Officers shall receive no compensation or special privileges for their services as Officers.

## **ARTICLE VI**

### **COMMITTEES**

Section 1. There shall be standing committees designated by the Board to carry out the work of the POA. Each standing committee shall meet at the call of the chair who has been appointed by the Board of Directors. The chair of each committee shall report to the President and the Board of Directors as necessary, and shall prepare a written summary of activities for each monthly meeting and the Annual Meeting. At present, the standing committees are as follows:

- a) Architectural Control Committee
- b) Club/Civic Center Committee
- c) Deed Restrictions Committee
- d) Facilities Committee
- e) Finance Committee
- f) Gate Committee
- g) Grounds Committee
- h) Information Board Committee
- i) Marina Committee
- j) Newsletter Committee
- k) Parks and Recreation Committee
- l) Pool Committee
- m) Real Estate Committee
- n) Roads Committee
- o) Trailer Storage Committee

Section 2. Special committees (ad hoc and task force) may be appointed by the Board to serve for a specified time period and for special purposes as defined by the President and the Board of Directors. Special committees shall be subject to periodic review by the Board for continued existence if the committee has not reached the conclusion to their charge.

## **ARTICLE VII**

### **EMPLOYEES OF CAPE ROYALE PROPERTY OWNERS ASSOCIATION**

Section 1. The duties and responsibilities of any employee of the POA shall be determined by the Board. Their duties and responsibilities shall be in writing and available for review by any member of the POA.

## **ARTICLE VIII**

### **PARLIMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order (most recent addition) shall govern this POA in all cases in which they are not inconsistent with these Bylaws.

## **ARTICLE IX**

### **AMENDMENTS**

Section 1. These Bylaws may be amended at a regular Annual Meeting or special meeting of the members by a vote of the majority of members in good standing present and by those voting absentee, provided that proper notice as specified in Article II herein has been made and a quorum is represented. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

Section 2. Amendments shall take effect at the close of the Annual Meeting in which the Bylaws are amended.