



INSTR # 2019277491
 BK 11093 Pgs 285-296 PG(s)12
 RECORDED 12/31/2019 03:36:01 PM
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**BYLAWS
 OF**

**WINDWOOD HOMEOWNERS' ASSOCIATION OF SOUTH LAKELAND, INC.
 (A Non-Profit Corporation)**

1. **Name and Location.** The name of the corporation is WINDWOOD HOMEOWNERS' ASSOCIATION OF SOUTH LAKELAND, INC. ("**Association**"). The principal office of the Association is 2161 County Road 540A, Box 109, Lakeland, Florida 33813, or at such other location determined by the Board of Directors (the "**Board**") from time to time.

2. **Definitions.** The definitions contained in the Community Declaration for WINDWOOD HOMEOWNERS' ASSOCIATION OF SOUTH LAKELAND, INC. (the "**Declaration**") relating to the residential community known as WINDWOOD HOMEOWNERS ASSOCIATION OF SOUTH LAKELAND, recorded, or to be recorded, in the Public Records of Polk County, Florida, are incorporated herein by reference and made a part hereof. In addition to the terms defined in the Declaration, the following terms shall have the meanings set forth below:

"Annual Members' Meeting" shall have the meaning assigned to such term in Section 3.2 of these Bylaws.

"Articles" shall mean the Articles of Incorporation for Association, as amended from time to time.

"Bylaws" shall mean these Bylaws, together with all amendments and modifications thereof.

"Declaration" shall mean the Declaration as modified from time to time.

"Home" shall mean a residential single family home and appurtenances thereto constructed on a Lot within the WINDWOOD. A Home shall be deemed created and have a perpetual existence upon the issuance of a final or temporary Certificate of Occupancy even where the Home is subject to partial or total destruction (e.g., by casualty or remodeling) and shall not affect the status of the Home or the obligation of the Owner to pay Assessments with

respect to such Home. The Term "Home" includes any interest in land, improvements, or other property appurtenant to the Home.

"Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat with the exception of common area.

"Member" shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

"Minutes" shall mean the minutes of all Member and Board meetings, which shall be in the form required by the Florida Statutes. In the absence of governing Florida Statutes, the Board shall determine the form of the minutes.

"Official Records" shall mean all records required to be maintained by the Association pursuant to Section 720.303(4) of the Florida Statutes, as amended from time to time.

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

"Special Members' Meeting" shall have the meaning assigned to such term in Section 3.3 of these Bylaws.

"Subdivision" shall mean and refer to that certain tract of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

"Voting Interests" shall mean the voting rights held by the Members.

3. **Members.**

3.1 **Voting Interests.** Each Owner shall be a Member of Association. No person who holds an interest in a Lot only as security for the performance of an obligation shall be a Member of Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Home. There shall be one (1) vote appurtenant to each Home. For the purposes of determining who may exercise the Voting Interest associated with each Home, the following rules shall govern:

3.1.1 Home Owned by Husband and Wife: Either the husband or wife (but not both) may exercise the Voting Interest with respect to a Home. In the event the husband and wife cannot agree, neither may exercise the Voting Interest.

3.1.2 Trusts. In the event that any trust owns a Home, Association shall have no obligation to review the trust agreement with respect to such trust. As way of example, if the Home is owned by "Robert Smith, as Trustee", Robert Smith shall be deemed the Member of the Home for all Association purposes. If the Home is owned by "Robert Smith as Trustee for the Laura Jones Trust", then again Robert Smith and not Laura Jones shall be deemed the Member with respect to the Home for all Association purposes. If the Home is owned by the "Jones Family Trust", then no one on behalf of the Jones Family Trust may exercise its Voting Interest unless it presents to Association, in the form of an attorney opinion letter or affidavit reasonably acceptable to Association, which identifies the person who should be treated as the Member with respect to the Home for all Association purposes. If "Robert Smith and Laura Jones, as Trustees", hold title to a Home, either trustee may exercise the Voting Interest associated with such Home. In the event of a conflict between trustees, the Voting Interest for the Home in question cannot be exercised. In the event that any other form of trust ownership is presented to Association, the decision of the Board as to who may exercise the Voting Interest with respect to any Home shall be final. Association shall have no obligation to obtain an attorney opinion letter in making its decision, which may be made on any reasonable basis whatsoever.

3.1.3 Corporations. If a Home is owned by a corporation, the corporation shall designate a person, an officer, employee, or agent who shall be treated as the Member who can exercise the Voting Interest associated with such Home.

3.1.4 Partnerships. If a Home is owned by a limited partnership, any one of the general partners may exercise the Voting Interest associated with such Home. By way of example, if the general partner of a limited partnership is a corporation, then the provisions hereof governing corporations shall govern which person can act on behalf of the corporation as general partner of such limited partnership. If a Home is owned by a general partnership, any one of the general partners may exercise the Voting Interest associated with such Home. In the event of a conflict among general partners entitled to exercise a Voting Interest, the Voting Interest for such Home cannot be exercised.

3.1.5 Multiple Individuals. If a Home is owned by more than one individual, any one of such individuals may exercise the Voting Interest with respect to such Home. In the event that there is a conflict among such individuals, the Voting Interest for such Home cannot be exercised.

3.1.6. Liability of Association. Association may act in reliance upon any writing or instrument or signature, whether original or facsimile, which Association, in good faith, believes to be genuine, may assume the validity and accuracy of any statement or assertion contained in such a writing or instrument, and may assume that any person purporting to give any writing, notice, advice or instruction in connection with the provisions hereof has been duly authorized to do so. So long as Association acts in good faith, Association shall have no liability or obligation with respect to the exercise of Voting Interests, and no election shall be invalidated (in the absence of fraud) on the basis that Association permitted or denied any person the right to exercise a Voting Interest. In addition, the Board may impose additional requirements respecting the exercise of Voting Interests (e.g., the execution of a Voting Certificate).

3.2 Annual Meetings. The annual meeting of the Members (the "Annual Members' Meeting") shall be held at least once each calendar year on a date, at a time, and at a place to be determined by the Board.

3.3 Special Meetings of the Members: Special meetings of the Members (a "Special Members' Meeting") may be called by the President, a majority of the Board, or upon written request of ten percent (10%) of the Voting Interests of the Members. The business to be conducted at a Special Members' Meeting shall be limited to the extent required by Florida Statutes.

3.4 Notice of Members' Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, any officer of the Board or any management company retained by Association. A copy of the notice shall be mailed to each Member entitled to vote, postage prepaid, not less than ten (10) days before the meeting (provided, however, in the case of an emergency, two (2) days' notice will be deemed sufficient). The notice shall be addressed to the member's address last appearing on the books of Association. The notice shall specify the place, day, and hour of the meeting and, in the case of a Special Members' Meeting, the purpose of the meeting. Alternatively, and to the extent not prohibited by the Florida Statutes, the Board may adopt from time to time, other procedures for giving notice to the Members of

the Annual Members' Meeting or a Special Members' Meeting. By way of example, and not of limitation, such notice may be included in a newsletter sent to each Member.

3.5 **Quorum of Members.** A quorum shall be established by the presence, in person or by proxy, of the Members entitled to cast twenty percent (20%) of the Voting Interests, except as otherwise provided in the Articles, the Declaration, or these Bylaws. Notwithstanding any provision herein to the contrary, in the event that technology permits Members to participate in Members' meetings and vote on matters electronically, then the Board shall have authority, without the joinder of any other party, to revise this provision to establish appropriate quorum requirements.

3.6 **Adjournment of Members' Meetings.** If, however, a quorum shall not be present at any Members' meeting, the meeting may be adjourned as provided in the Florida Statutes. In the absence of a provision in the Florida Statutes, the Members present shall have power to adjourn the meeting and reschedule it on another date.

3.7 **Action of Members.** Decisions that require a vote of the Members must be made by a concurrence of a majority of the Voting Interests present in person or by proxy, represented at a meeting at which a quorum has been obtained unless provided otherwise in the Declaration, the Articles, or these Bylaws.

3.8 **Proxies.** At all meetings, Members may vote their Voting Interests in person or by proxy. All proxies shall comply with the provisions of Section 720.306(6) of the Florida Statutes, as amended from time to time, be in writing, and be filed with the Secretary at, or prior to, the meeting. Every proxy shall be removable prior to the meeting for which it is given.

4. **Board of Directors.**

4.1 **Number.** The affairs of Association shall be managed by a Board consisting of no less than five (5) persons and no more than seven (7) persons. Board members elected by the other Members must be Members of Association.

4.2 **Term of Office.** The election of directors shall be held at the annual meeting. At the first Annual Members Meeting in which the Members are entitled to elect Directors, the Members shall elect five (5) to seven(7) Directors: two (2) Directors for a term of two (2) years, which shall expire at the end of the odd numbered years; two (2) directors for a term of two (2) years, which shall expire at the end of the even numbered years; and One (1) to three (3)

Directors that shall serve a term of one (1) year each. At each Annual Members Meeting thereafter, the Members shall elect the appropriate number of Directors for a term of two (2) years and one (1) year terms respectively, based upon the vacancies. The Directors respective term shall end upon the election of new Directors at the Annual Members' Meeting.

4.3 Removal. In the event of death or resignation of a Director elected by the Members, the remaining Directors may fill such vacancy. Directors may be removed with or without cause by the vote or agreement in writing of Members holding a majority of the Voting Interests.

4.4 Compensation. No Director shall receive compensation for any service rendered as a Director to Association; provided, however, any Director may be reimbursed for actual expenses incurred as a Director.

4.5 Action Taken Without a Meeting. Except to the extent prohibited by law, the Board shall have the right to take any action without a meeting by obtaining the written approval of the required number of Directors. Any action so approved shall be approved and ratified at the next scheduled Board meeting have the same effect as though taken at a meeting of Directors.

4.6 Appointment and Election of Directors. The Members shall elect all Directors of Association at or in conjunction with the Annual Members' Meeting of the Members.

4.7 Election. Election to the Board shall be by secret written ballot, unless unanimously waived by all Members present. The persons receiving the largest numbers of votes for each vacancy shall be elected.

5. Meeting of Directors.

5.1 Regular Meetings. Regular meetings of the Board shall be held on a schedule adopted by the Board from time to time. Meetings shall be held at such place and hour as may be fixed, from time to time, by resolution of the Board.

5.2 Special Meetings. Special meetings of the Board shall be held when called by the President, or by any two (2) Directors. Each Director shall be given not less than two (2) days' notice except in the event of an emergency. Notice may not be waived. Appearance by telephone or audio/video communication conference meetings are permitted.

5.3 **Emergencies.** In the event of an emergency involving immediate danger of injury or death to any person or damage to property, if a meeting of the Board cannot be immediately convened to determine a course of action, the President or, in his/her absence, any other officer or director, shall be authorized to take such action on behalf of Association as shall be reasonably required to appropriately respond to the emergency situation, including the expenditure of Association funds in the minimum amount as may be reasonably required under the circumstances. The authority of officers to act in accordance herewith shall remain in effect until the first to occur of the resolution of the emergency situation or a meeting of the Board convened to act in response thereto.

5.4 **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, or in writing in lieu thereof, shall be action of the Board.

5.5 **Open Meetings.** Meetings of the Board shall be open to all Members unless matters of privilege or confidential matters are to be addressed. Under such circumstances, the meeting may be closed as permitted by Florida law.

5.6 **Voting.** Board Members shall cast votes in the manner provided in the Florida Statutes. In the absence of a statutory provision, the Board shall establish the manner in which votes shall be cast.

5.7 **Notice of Board Meetings.** Notices of meetings of the Board shall be posted in a conspicuous place on the Common Areas at least 48 hours in advance, except in an event of an emergency. Alternatively, notice may be given to Members in any other manner provided by Florida Statute. By way of example, and not of limitation, notice may be given in any Association newsletter distributed to the Members. Notices of any meetings of the Board at which Assessments against Homes are to be established shall specifically contain a statement that Assessments shall be considered and a statement of the nature of such Assessments; provided, further, notice of Board meetings at which Assessments shall be considered must be provided to Members at least fourteen (14) days in advance of such meeting.

6. **Powers and Duties of the Board.**

6.1 **Powers.** The Board shall, subject to the limitations and reservations set forth in the Declaration and Articles have the powers reasonably necessary to manage, operate, maintain and discharge the duties of Association, including without limitation, the power to cause Association to do the following:

6.1.1 **General.** Exercise all powers, duties and authority vested in or delegated to Association by law and in these Bylaws, the Articles and the Declaration including, with limitation, adopt budgets, levy Assessments, enter into contracts with telecommunications providers for telecommunications services, and, by a majority vote of the Board, without the consent of any Owner or any other party.

6.1.2 **Rules and Regulations.** Adopt, publish, promulgate and enforce rules and regulations governing the use of WINDWOOD HOMEOWNERS ASSOCIATION OF SOUTH LAKE LAND by the Members, tenants and their guests and invitees, and to establish penalties and/or fines for the infraction thereof subject only to the requirements of the Florida Statutes, if any.

6.1.3 **Declare Vacancies.** Declare the office of a member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive regular Board meetings.

6.1.4 **Hire Employees.** Employ, on behalf of Association, managers, independent contractors, or such other employees as it deems necessary, to prescribe their duties and delegate to such manager, contractor, etc., any or all of the duties and functions of Association and/or its officers.

6.1.5 **Common Areas.** Acquire, sell, operate, lease, manage and otherwise trade and deal with property, real and personal, including the Common Areas, as provided in the Declaration, and with any other matters involving Association or its Members, on behalf of Association or the discharge of its duties, as may be necessary or convenient for the operation and management of Association and in accomplishing the purposes set forth in the Declaration.

6.1.6 **Granting of Interest.** Grant licenses, easements, permits, leases, or privileges to any individual or entity, which affect Common Areas and to alter, add to, relocate or improve the Common Areas as provided in the Declaration.

6.1.7 **Financial Reports.** Prepare all financial reports required by the Florida Statutes.

6.2 **Vote.** The Board shall exercise all powers so granted except where the Declaration, Articles or these Bylaws specifically require a vote of the Members.

7. **Obligations of Association.** Association, subject to the provisions of the Declaration, Articles, and these Bylaws, shall discharge such duties as necessary to operate Association pursuant to the Declaration, including, but not limited to, the following:

7.1 **Official Records.** Maintain and make available all Official Records.

7.2 **Supervision.** Supervise all officers, agents and employees of Association, and to see that their duties are properly performed.

7.3 **Assessments and Fines.** Fix and collect the amount of the Assessments and fines; take all necessary legal action; and pay, or cause to be paid, all obligations of Association or where Association has agreed to do so, of the Members.

7.4 **Enforcement.** Enforce the provisions of the Declaration, Articles, these Bylaws, and Rules and Regulations.

8. **Officers and Their Duties.**

8.1 **Officers.** The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer.

8.2 **Election of Officers.** Except as set forth below, the election of officers shall be by the Board and shall take place at the first meeting of the Board following each Annual Members' Meeting.

8.3 **Term.** The officers named in the Articles shall serve until their replacement by the Board. The officers of Association shall hold office until their successors are appointed or elected unless such officer shall sooner resign, be removed, or otherwise disqualified to serve.

8.4 **Special Appointment.** The Board may elect such other officers as the affairs of 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.

8.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

8.6 Vacancies. A vacancy in any office shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer.

8.7 Multiple Offices. The office of President and Vice-President shall not be held by the same person. All other offices may be held by the same person.

8.8 Duties. The duties of the officers are as follows:

8.8.1 President. The President shall preside at all meetings of Association and Board, sign all leases, mortgages, deeds and other written instruments and perform such other duties as may be required by the Board.

8.8.2 Vice President. The Vice President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of the President, and perform such other duties as may be required by the Board.

8.8.3 Secretary. The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of Association and the Board; keep the corporate seal of Association and affix it on all papers required to be sealed; serve notice of meetings of the Board and of Association; keep appropriate current records showing the names of the Members of Association together with their addresses; and perform such other duties as required by the Board.

8.8.4 Treasurer. The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of Association and shall disburse such funds as directed by the Board; sign, or cause to be signed, all checks, and promissory notes of Association; cause to be kept proper books of account and accounting records required pursuant to the provisions of Section 720.303 of the Florida Statutes cause to be prepared in accordance with generally accepted accounting principles all financial reports required by the Florida Statutes; and perform such other duties as required by the Board.

9. Committees.

9.1 General. The Board may appoint such committees as deemed appropriate. The Board may fill any vacancies on all committees.

9.2. Architectural Review Committee. The Board shall appoint the members of the ARC. As provided under the Declaration, Association shall have the authority and standing to seek enforcement in courts of competent jurisdiction any decisions of the ARC.

10. Amendments. These Bylaws may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board and (ii) fifty-one percent (51%) of the votes of the Members present, in person or by proxy, at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these Bylaws may be amended by sixty-six and two-thirds percent (66 2/3%) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members' Meetings.

11. Conflict. In the case of any conflict between the Articles and these Bylaws, the Bylaws shall control. In the case of any conflict between the Declarations and either the Articles or the Bylaws, the Declarations shall control.

12. Fiscal Year. The fiscal year of Association shall begin on the first day of January and end on the 31st day of December of every year.

13. Miscellaneous.

13.1 Florida Statutes. Whenever these Bylaws refers to the Florida Statutes, it shall be deemed to refer to the Florida Statues as they exist on the date these Bylaws are recorded except to the extent provided otherwise as to any particular provision of the Florida Statutes.

13.2 Severability. Invalidation of any of the provisions of these Bylaws by judgment or court order shall in no way affect any other provision, and the remainder of these Bylaws shall remain in full force and effect.

ASSOCIATION:

WINDWOOD HOMEOWNERS'
ASSOCIATION OF SOUTH LAKELAND,
INC.

Attested to:

By: Erin Sutliff
Erin Sutliff, As President

By: Tamara C Wood
Tamara Wood, As Secretary

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME personally appeared Erin Sutliff and Tamara Wood, who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Sworn to and subscribed before me this 17 day of December, 2019.

Terin Spence
Notary Public, State of Florida
Notary Public, State of Florida
My comm. expires Jan. 28, 2023
Commission Number GG 295815

Print, Type or Stamp Name of Notary

- Personally known to me, or
- Produced identification:

TERIN SPENCE
Notary Public, State of Florida
My comm. expires Jan. 28, 2023
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