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**Bylaws of  
Saddle Creek Owners  
Association, Inc.**

Amended May 1998

**Saddle Creek Owners Association, Inc.**  
P.O. Box 20668  
Sarasota, Florida 34276

## ARTICLE I

**SADDLE CREEK OWNERS ASSOCIATION, INC.**, hereinafter referred to as "Association", a corporation not for profit under the laws of the State of Florida, has been organized for the purpose of administering and enforcing the Declaration of Covenants, Conditions and Restrictions for Saddle Creek, Unit 1, as recorded in Official Records Book 1325 page 1167; the Declaration of Covenants, Conditions and Restrictions of Saddle Creek, Unit 2, as recorded in Official Records Book 1399, Page 1261, and the Declaration of Covenants, Conditions and Restrictions of Saddle Creek, Unit 3, as recorded in Official Records Book 1500, Page 1265; all of the Public Records of Sarasota County, Florida and for such other purposes as set forth and specified in the Articles of Incorporation filed on July 10, 1979, in the office of the Secretary of State.

All words and terms used herein which are defined in the aforesaid Declaration shall be used herein with the same meaning as defined in said Declaration.

## ARTICLE II

### LOCATION OF PRINCIPAL OFFICE

The principal office of the Association shall be at State Rd. 72 & Saddle Creek Trail, Sarasota, Florida 34241, or at such other place as may be established by resolution of the Board of Directors. The mailing address for the Association shall be P.O. Box 20668, Sarasota, Florida 34238

## ARTICLE III MEMBERSHIP, VOTING, QUORUM AND PROXIES

1. Qualifications for membership, the manner of admission to membership, and termination of such membership, and voting by the members, shall be as set forth in Article IV of the Articles of Incorporation.
2. A quorum at any meeting of the members shall consist of quorum requirements

per "F.S. 617.301(1) (a) Unless a lower number is provided in the bylaws, the percentage of voting interests required to constitute a quorum at a meeting of the members shall be 30 percent of the total voting interests. Unless otherwise provided in this chapter or in the article of incorporation or bylaws, decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interest present, in person or by proxy, at a meeting at which a quorum has been obtained."

3. Votes may be cast either in person or by proxy. Proxies shall be valid only for the particular meaning designated thereon and must be filed with the Secretary at or prior to the meeting at which such votes are to be cast.

If a lot is owned by one person, his right to vote shall be established by the record title to that lot. If property is in multiple ownership, as defined in the Articles of Incorporation, the person entitled to cast the vote for the property in multiple ownership, shall be designated by a certificate signed by the multiple owners or in the event of a corporation or other similar entity by the president or vice-president, and attested by the secretary or assistant secretary, and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the lot concerned. If such a certificate is not on file or has been previously revoked, the vote of the owners of such property shall not be considered in determining the requirement for a quorum nor for any other purpose, unless all such multiple owners are present at the meeting.

4. Except as otherwise required under the Articles of Incorporation, these Bylaws, or the aforesaid Declaration of Covenants, Conditions and Restrictions, or where the same may otherwise be required by law, the affirmative vote of more than

one-half (1/2) of the total voting strength represented at a duly called members meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all members.

5. Any required notices shall be given to the owner of a lot or in the event of multiple ownership, to the person designated to cast the vote of a lot being held by multiple owners. It shall not be necessary to give notice to each individual member of the Association and notice shall be deemed complete upon mailing of the notice to the person as set forth above, postage prepaid addressed to the last known address of said person as shown by the records of the Association. The Secretary of the Association shall file in the corporate records a certificate of mailing to all persons entitled to notice.

## ARTICLE IV MEMBERS MEETINGS

1. The annual meeting of the members shall be held at the office of the Corporation, or at such other place as may be designated by the Board of Directors, at 10:00 A.M. on the second Saturday in May of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

2. Special meetings of the members shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors. Such meeting must be called by such officers upon receipt of written request from members whose votes represent more than one-quarter (1/4) of the total voting strength of the Association.

3. Each member is privileged to attend the annual or special meetings of the Association even though his vote may be cast only by a joint owner as designated on the certificate referenced in Article III, Paragraph 3 above.
4. Notices of all members meetings,

regular or special, shall be given by the Secretary or any other officer of the Corporation as may be designated by the Board of Directors. Notice shall be written and shall state the time, place and purposes for which the meeting is called, and shall be given not less than ten (10) days nor more than sixty (60) days prior to the date set for such meeting. Notice shall be deemed properly given if mailed or presented personally within said time\*. If the person giving such notice shall certify by affidavit that notice was given either personally or by mail and such affidavit shall be filed in the Corporations records. Notice may be waived in writing, executed either before or after the meeting, and such waiver, when filed in the records of the Association, shall be deemed equivalent to the giving of such notice. If any members meeting cannot be organized because of lack of a quorum for the particular meeting, the members who are present either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

5. At meetings of the membership of the Association, the President or, in his absence, the Vice-President shall preside or in the absence of both, the membership shall select a person to preside at such meeting.

6. The order of business at the annual meeting of the members and, as far as applicable and practical, at any other members meeting shall be as follows:

- A) Calling of the roll and certifying of voting delegates and proxies;
- B) Proof of notice of meeting or waiver of notice;
- C) Reading of minutes;
- D) Reports of officers;
- E) Reports of committees;
- F) Appointment by the President or presiding officer of inspectors of election;

- G) Election of directors;
- H) Unfinished business;
- I) New business;
- J) Adjournment.

**ARTICLE V  
BOARD OF DIRECTORS AND  
DIRECTORS MEETING**

1. The affairs of the corporation shall be managed by a Board of Directors consisting of seven (7) Directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which that quorum is present shall constitute the action of the Board of Directors.

2. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and shall continue to serve until his successor shall have been elected or appointed and qualified.

3. The annual meeting of the Board of Directors shall be held immediately after the meeting of the members at which they were elected. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by a majority of the directors.

4. Special meetings of the Board of Directors shall be held when called by an officer or by any two directors.

5. Notice of regular or special meetings of the Board shall be given to each director, personally or by mail, telephone or telegram, at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting, unless such notice is waived.

The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a

meeting duly held after regular call and notice provided that a quorum is present and, if either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

**ARTICLE VI  
ELECTION OF DIRECTORS**

An election of directors shall be conducted in the following manner:

1. Directors shall be elected at the annual members' meeting. At the 1992 annual members' meeting, four (4) directors shall be elected to serve for a two (2) year term and three (3) directors shall be elected to serve for a one (1) year term. The directors serving two (2) year terms shall be the first four (4) directors whose surnames appear alphabetically. Thereafter, all board members shall be elected to serve for periods of two (2) years.

2. Election shall be by ballot (unless dispensed with by unanimous consent of the members present or represented by proxy) and by plurality of the votes cast, each person voting shall be entitled to cast one vote for each of as many vacancies as are to be filled. There shall be no cumulative voting.

3. A director may be removed by the affirmative vote of two-thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created, shall be filled by the members of the Association at the same meeting.

4. Each Director shall serve until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

5. Directors shall serve without compensation.

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

1. The Board of Directors shall have power:

A) To call meetings of the members.  
B) To exercise all powers of the corporation not for profit organized under Chapter 617, Florida Statutes, 1978.

2. Administer and enforce all terms and provisions of the Declaration of Covenants, Conditions and Restrictions of Saddle Creek.

To enforce all terms and provisions of the Articles of Incorporation of the Association and these Bylaws.

To establish, levy and assess, and collect the assessments necessary to operate the Association and to carry on its purposes.

To adopt and publish rules and regulations that may be required to carry out the purposes and intents of the Declaration of Covenants, Conditions and Restrictions for Saddle Creek.

To appoint such committees as may be required to carry on the activities of the Association.

3. It shall be the duty of the Board of Directors:

A) To keep a complete record of all its acts and corporate affairs.

B) To supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.

C) With reference to assessments:

1. To fix the amount of the annual assessment against each member for each assessment period in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions.

2. To prepare a roster of the members and assessment applicable thereto which shall be kept in the office of the Association and shall be open to

inspection by any member; and,  
3. To send written notice of each assessment to every member subject thereto.

D) To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, it not, the amount then due and owing. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

**ARTICLE VIII  
OFFICERS**

1. The Officers shall be the President, a Vice-President, a Secretary, a Treasurer, and an Assistant Secretary and such other officers as may be elected in accordance with the Articles of Incorporation. The President shall be a member of the Board of Directors.

2. All of the officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. If the election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New officers shall hold office until his successor shall have been duly elected and qualified, or until his earlier resignation or removal.

3. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

4. All officers shall hold office at the pleasure of the Board of Directors; except that if an officer is removed by the Board, such removal shall be without prejudice to the contractual rights, if any, of the officers so removed.

5. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments.

6. The Vice-President, or the Vice-President so designated by the Board of Directors, if there is more than one, shall perform all the duties of the President in his absence. The Vice-President shall perform such other acts and duties as may be assigned by the Board of Directors.

7. The Secretary shall be ex officio the Secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose. He shall sign all certificates of membership. He shall keep the records of the Corporation. He shall record in a book kept for that purpose the names of all the members of the Association and their addresses.

8. 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.

9. The Treasurer, or his appointed agent, shall keep proper books of account and cause an annual audit thereof to be made by an independent certified public accountant at the completion of each fiscal year. He or his appointed agent shall prepare annually a budget, a statement of receipts and disbursements and a balance sheet, and the same, together with the report of the independent Certified Public Accountant, shall be available for inspection upon reasonable request of a member.

#### ARTICLE IX FISCAL MANAGEMENT

Association shall make assessments for membership dues in the Association and as set forth in Paragraph IV of the

Declaration of Covenants, Conditions and Restrictions and shall make such special assessments as may be required by the Association to enforce said Declaration.

Membership dues shall be levied annually on May 1, and shall be in the amount of \$200.00. Membership dues may be increased upon an affirmative vote of the majority of the members of the Association. A special assessment for roadway maintenance and repair expenses only shall be levied annually on May 1 commencing May 1, 1989 and shall be in the amount of \$100.00. Additionally, a special assessment for drainage, easements and maintenance only shall be levied annually on May 1, commencing May 1, 1999, and shall be in the amount of \$100.00. Special assessments may be levied against the members of the Association by an affirmative vote of two-thirds (2/3) of the votes cast. Upon approval, membership dues and special assessments shall be a charge on the land and a continuing lien on each lot in the subdivision. Membership dues and special assessments shall be levied equally against each lot in the subdivision.

If any member of the Association shall fail to pay either the annual membership dues assessment or any special assessments within ten (10) days after said assessments become due, and thirty (30) days written notice of such delinquency given by the Association to such member, the amount of the assessment shall become a lien on such member's lot in the subdivision, and the Association shall have the right to record a notice of claim of lien, and proceed thereon in accordance with the provisions of the laws of the State of Florida for foreclosure and enforcement of liens. The Association shall be entitled to recover from the owner of such lot the aforesaid delinquency, plus interest at ten percent (10%) from the date said assessments were due, plus attorneys fees incurred by the Association in the

collection of said amounts. In the event any member whose dues were paid shall, during the year in which such dues were paid, terminate his membership by sale of his lot in the subdivision, he shall be entitled to assign to the Buyer of such lot the benefit of the paid-up dues.

The fiscal year of the Corporation shall begin on the first day of May of each year and shall terminate on the thirtieth day of April of the succeeding year.

#### ARTICLE X PARLIAMENTARY RULES

Robert's Rules of Order (Latest Edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation, or these Bylaws.

#### ARTICLE XI AMENDMENTS

These bylaws may be amended in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

2. A resolution adopting an amendment may be proposed by either the Board of Directors of the Association, or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment, may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by: (A) Not less than fifty-one percent (51%) of the entire membership of the Board of Directors, and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association, or by not less than sixty percent (60%) of the votes of the entire membership of the Association.

3. A copy of each such amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Bylaws, which certificate shall be executed by the President of the Association and attested to by the Secretary thereof. The original of such certificate, shall be attached to the original Bylaws, provided however at such time as amendments have become so numerous as to make the reading and interpretation of these Bylaws difficult then all such duly approved amendments shall be incorporated into a new set of Bylaws, styled amended Bylaws. The amended Bylaws shall be executed by the President of the Association and attested to by the Secretary thereof. Amendments to the Bylaws shall become effective upon recording of the above referenced certificate in the Public Record of Sarasota County, Florida.

The foregoing were adopted as Bylaws of Saddle Creek Owners Association, Inc., a not for profit under the laws of the State of Florida, on the 6th day of August, 1979.