

**BYLAWS OF OVERBROOK GARDENS ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT**

**ARTICLE I MEMBERSHIP & DUES**

Section 1. Membership:

All property owners as described in Article II of the Articles of Incorporation, are eligible for membership.

It will be the responsibility of the property owners to insure that the Articles of Incorporation and Bylaws of the Overbrook Gardens Association Inc., and the Sarasota County Property Standards, are abided to by the tenants in the instance that such property is rented.

Section 2. Membership Dues and Assessments:

- A. The annual dues shall be \$40.00. This amount may be changed at a meeting of members, if approved by a two-thirds majority.
- B. Dues for the current year shall be paid by January 30.
- C. Special Assessments may be made from time to time, provided however, such assessments shall not exceed the amount of the annual dues in any one calendar year.

Section 3. Voting Privileges:

Each Association member present shall be entitled to vote at any membership meeting.

**ARTICLE II MEETING OF MEMBERS**

Section 1. Annual Meeting:

The annual meeting of the members shall be held at Englewood, Florida on the 2<sup>nd</sup> Thursday of February of each year, at 7:00 P.M. of that day. If the day so designated falls upon a legal holiday, then the meeting shall be held on the following Thursday. The Board of Directors shall announce, at least fifteen days prior to such meeting, to each member in good standing, a notice of that meeting.

Section 2. Quorum:

The members present at such meeting shall constitute a quorum for the transaction of business.

Section 3. Special Meetings:

The Board of Directors shall announce, at least fifteen days prior to any such meeting, to each member in good standing, a notice of that meeting. The Board of Directors shall also, in like manner, call a special meeting of members whenever so requested in writing by members in good standing representing not less than fifteen per-cent of the members in good standing of the Association.

Section 4. Voting:

At all meetings of the members, all matters, the manner of deciding which, is not specifically regulated by statute, shall be determined by a majority vote of the members present.

Section 5. Order of Business:

The order of business at all meetings of the members shall be as follows:

- |                                       |  |
|---------------------------------------|--|
| 1. Meeting called to order            | 6. New business                            |
| 2. Reading of minutes of last meeting | 7. Remarks for the good of the Association |
| 3. Reports of officers                | 8. Adjournment                             |
| 4. Reports of committees              |  |
| 5. Unfinished business                |  |

ARTICLE III DIRECTORS

Section 1. Number:

- A. The affairs and business of this Association shall be managed by a board of nine directors.
- B. Only members in good standing, with dues fully paid, may be elected to the Board of Directors.
- C. Not more than one resident from one household may be a director of the Overbrook Gardens Association, Inc.

Section 2. How Elected:

At the annual meeting of the members, the members of the Board of Directors shall be elected.

Section 3. Term of Office:

The term of office of each director shall be three years.

Section 4. Duties of Directors:

The Board of Directors shall have the control and general management of the affairs and business of the Association. Such Directors shall in all cases act as a Board, regularly convened by a majority.

It shall be the duty of the Board of Directors to cause the books and records of the Association to be audited at least once a year preceding the annual meeting, by one or more auditors considered competent by the Board, and a report of such audit to be made at the annual meeting of members. Bonds and audits will be paid for by the Association.

Section 5. Directors Meetings:

The first meeting of the Board of Directors shall be held as soon as practical after the annual meeting of the members. Thereafter, the regular meetings of the Board of Directors shall be at 7:00 PM on the second Wednesday of March, April, May, October, November, December, January, and February; and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President or Secretary upon written request of three (3) Directors.

Section 6. Notice of Meetings:

Notice of meetings, other than the regular monthly meetings, shall be given by contacting each director at least (5) days before the date therein designated for such meeting. This notice shall specify the time and place of such meeting, and unless otherwise indicated in the notice, any and all business may be transacted at the special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 7. Quorum:

At any meeting of the Board of Directors a majority of the directors in office shall be necessary to constitute a quorum for the transaction of business, but in the event of a quorum not being present, a less number may adjourn the meeting to some future time.

Section 8. Voting:

At all meetings of the Board of Directors, each Director is to have one vote.

Section 9. Vacancies:

Whenever any vacancy shall occur in the Board of Directors, the same shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen shall hold office until the next annual meeting or until a successor shall have been chosen at a special meeting of the members.

Section 10. Removal of Directors:

Any one or more of the directors may be removed either with or without cause, at any time by a majority vote of the members in good standing at any special meeting called for the purpose, or at the annual meeting. If a director does not attend three or more consecutive meetings without cause and excused by remaining members of the Board of Directors, then, and in that event, the office of such director shall automatically be declared vacant by said Board of Directors and filled by said Board as herein provided.

#### ARTICLE IV OFFICERS

Section 1. Number:

The officers of this Association shall be:

President      Vice-President      Secretary      Treasurer

Section 2. Election:

All officers of the Association shall be elected annually from the Board of Directors at its meeting held immediately after the meeting of the members and shall hold office for a term of one (1) year or until their successors are elected.

Section 3. Duties of Officers: The duties and powers of the officers of the Association shall be as follows:

A. The President shall:

- Preside at all meetings of the Association and the Board of Directors.
- Perform all duties incident to the office.
- Appoint all committees subject to the confirmation of the Board of Directors.
- Present a report of the preceding year's activities at the annual meeting of the members.

B. The Vice-President shall act in the absence of the President. In the absence of both the President and Vice-President one of the Board of Directors shall act temporarily.

C. The Secretary shall:

- Conduct all official correspondence.
- Preserve all books, documents, and communications.
- Maintain accurate records of the proceedings of the Association and the Board of Directors.
- Maintain custody of the Seal of the Association.
- Deliver to the Board of Directors all books, papers, and the Seal of the Association at the expiration of their term of office.

D. The Treasurer shall:

- Receive and disburse all funds of the Association.
- Keep all monies and negotiable securities in such manner as shall be designated by the Board of Directors.
- Maintain a checking account in which all checks must be signed by one Officer and one Director of the Board.
- Maintain bank accounts and security boxes in the name of Overbrook Gardens Association.
- Report to the Board of Directors whenever requested to do so.
- Prepare books for audit when required by the Board.
- The Board of Directors may require the Treasurer to provide an acceptable bond in such sum as the Board may determine. Bonds will be paid for by the Association.
- If the office of the Treasurer can not be filled, the Board of Directors shall have the right to seek an outside institution to handle its fiscal management

#### Section 4. Vacancies, How Filled:

All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting especially called for that purpose.

#### Section 5. Compensation of Officers:

The Officers and Directors of the Association shall receive no salary or compensation from the Association

#### Section 6. Removal of Officers:

Any one or more of the officers may be removed either with or without cause, at any time by a vote of a majority of the members in good standing, at any special meeting called for that purpose, or at the annual meeting. If an officer does not attend three or more consecutive meetings without cause and excused by remaining directors, then, and in that event, the office of such officer shall automatically be declared vacant by the Board of Directors and filled by said Board as herein provided.

#### ARTICLE V SEAL

##### Section 1. Seal:

The Seal of the Association shall be as follows:  
OVERBROOK GARDENS ASSOCIATION, INC. INCORPORATED 1962 FLORIDA

#### ARTICLE VI COMMITTEES

Section 1. Powers: The Board of Directors shall define the powers and duties of all committees.

Section 2. Appointment of Committees: The President shall appoint all committee chairpersons, subject to the confirmation of the Board of Directors.

Section 3. Function: It shall be the function of committees to investigate and make recommendations. They shall report to the Board of Directors.

Section 4. Meetings: Meetings of committees may be called at any time by the President or by the Chairman of the committee.

#### ARTICLE VII

Section 1. The Association shall at no time expend more money within any one year than the total amount of dues and assessments for that particular year, or any surplus it may have on hand from previous years.

Section 2. The highest amount of indebtedness the Association may at any time subject itself to is the sum of TWENTY-FIVE DOLLARS ( \$25.00).

Section 3. Roberts Rules of Order, Revised, shall be the authority on all questions of parliamentary law and procedure

#### ARTICLE VIII DISSOLUTION OF THE ASSOCIATION

Prior notice and a two-thirds majority vote by members in good standing, can dissolve this Association. All outstanding bills will be paid and the remaining monies will be returned to the members.