

ADOPTED
JULY 15TH, 2019

BYLAWS of
GULF SHORE MANOR PROPERTY OWNERS ASSOCIATION

a Florida not-for-profit corporation

231 SAN JUAN AVENUE

SANTA ROSA BEACH, FLORIDA 32459

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ARTICLE I - NAME

The name of this corporation is Gulf Shore Manor Property Owners Association, Inc., (Association). The corporate mailing address for the Association is 231 San Juan Avenue, Santa Rosa Beach Florida 32459.

ARTICLE II - PURPOSES

The Association is organized to:

Protect the rights and interests of the Gulf Shore Manor Subdivision Parcel owners, including existing and long-term customary uses that have been enjoyed by the subdivision's parcel owners and the public.

Educate, document and safeguard for property owners and the public all property rights, easements, rights of way, and roads within the Gulf Shore Manor Subdivision, including members' access to, and quiet enjoyment of, Gulf Shore Beach and Bathing Beach, as originally platted.

To collect monies and pay for improving and protecting the rights of property owners of Gulf Shore Manor subdivision in Walton County, Florida, and any other activities that would be lawful, if it becomes necessary.

Serve as the voice for the subdivisions' Parcel owners in all matters that affect Gulf Shore Manor.

Upon possible dissolution, remaining assets will be distributed to a charity of the members' choosing.

Article III - MEMBERSHIP

Open to all Parcel owners of the Gulf Shore Manor Subdivision (GSMS) who wish to join the Association. Membership in the Association shall require the payment of annual dues, as more fully set out in these Bylaws.

Qualifications: Each member shall be a current Parcel owner of public record in Walton County, Florida. If a parcel is owned under the name of a corporation, the person and address as registered with the Division of Corporations, will define Parcel owner.

Parcel: A "Parcel" shall mean and refer to each subdivided tract of real property located within the GSMS that qualifies for the development of a single-family residence. For purposes of these Bylaws, the terms "parcel owner" and "property owner" are used interchangeably and have the same meaning.

Dues: Dues shall be set at \$50 annually per member, subject to the oversight of the Board of Directors as provided in Article IX, below. Each member shall be entitled to one vote on any matter presented to the Board of Directors that will require a vote by the general membership. Accordingly, any member who may own multiple parcels shall only be required to pay annual dues in an amount equal to that of the owner of a single parcel.

ARTICLE IV - MEETINGS

ANNUAL MEETING: The annual meeting shall be held on the second Saturday in November.

SPECIAL MEETING: Special meetings of the members for any purpose or purposes, may be called by the president or board of directors, at the request of not less than 50% of the board members.

QUORUM: The quorum will constitute not less than 50% of the Board members.

NOTICES OF MEETINGS: Notices shall state the day, date, hour, location and purpose(s) of the meeting. All notices shall be sent members not less than 7 days and not more than 14 days before the date of the proposed meeting. Notices shall be provided by the preferred form of communication as stated in member's application form. Unless otherwise requested, notices will be sent by email. It is the responsibility of each member who requests receipt of notice by email to maintain their updated email address with the Association.

ARTICLE V - VOTING

VOTING LIST: A complete voting list of members of the Association shall be kept on file by the secretary and treasurer.

QUORUM: Parcel owner members entitled to vote, represented in person, or by proxy, shall constitute a quorum, at a meeting of parcel owners.

PROXIES: At all meetings, a Parcel owner member may vote by proxy which has been executed in writing.

VOTES: Each member is entitled to one vote on any matter that comes before the Board of Directors that is to be decided by the general membership.

ARTICLE VI - ORDER OF BUSINESS

ORDER OF BUSINESS: The order of business of this association shall be:

Roll Call

Reading of Minutes of Proceeding Meeting

Reports of Officers

Treasurer Report

Old/Unfinished Business

New Business

Adjournment

ARTICLE VII - BOARD OF DIRECTORS

The business and affairs of this association shall be managed by its Board of Directors. The number of members of the Board of Directors shall be nine. Those elected to the Board of Directors shall serve a two-year period. Each director shall remain in office until their successor is elected at the annual meeting. Directors may succeed themselves if re-elected.

The Board of Directors may provide, by resolution, the time and place for the holding of regular or special meetings, without other notice. Notice of a meeting of the Board shall be given to the members at least three days in advance. Any member of the Association shall be allowed to attend any Board meeting.

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Five Directors present at a meeting of the Board constitute a quorum.

The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors, though less than a quorum of the full board. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor.

ARTICLE VIII - OFFICERS

The officers of the association shall be president, vice-president, secretary, treasurer and communications officer, each of whom shall be elected by the Board of Directors.

The officers of the association to be elected by the Board of Directors shall be elected biannually at the first meeting of the board after each annual meeting of the qualified Property Owners.

Any member of the board elected by the general membership may be removed by the Board of Directors whenever, in the board's judgement, the best interest of the association would be served thereby.

The president shall be the principle executive officer of the association and subject to the control of the Board of Directors. The president shall, in general, control the business and affairs of the association. The president shall, when present, preside at all meetings.

The vice-president shall perform the duties of the president during the absence of the president.

The secretary shall keep the minutes of the Property Owners and Board of Directors meetings and see that all notices are duly given in accordance with the provisions of these By-Laws. The secretary is appointed as agent for the corporation.

The treasurer shall have charge and custody of and be responsible for all funds of the association, receive and give receipts for monies due and payable to the association and deposit such monies in the name of the association in an approved bank. All checks to be signed by any two officers. All deposits can be endorsed and deposited by one officer.

Financial books shall be audited annually by a C.P.A.

ARTICLE IX - DUES

The dues of this association shall be recommended by the Board of Directors, subject to approval by the vote of the general membership.

ARTICLE X - AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be recommended by a majority vote of the Board of Directors, subject to approval of majority vote of the general membership.