

CORPORATE BYLAWS  
OF  
DOLPHIN COVE COMMUNITY ASSOCIATION, INC.  
A CORPORATION NOT-FOR-PROFIT

ARTICLE I

DEFINITIONS

“Association” means Dolphin Cove Community Association, Inc. (DCCA)

“Association Property” means the real property location in St. Johns County, Florida, more particularly described in Exhibit “A” attached hereto.

“Board” means the Board of Directors of DCCA.

“Character” means the Articles of Incorporation of DCCA.

“Declarations” mean all Declarations of Covenants, Conditions and Restrictions recorded in the public records of St. Johns County, Florida, applicable to the Association Property, including, but not limited to Declarations recorded at Official Records Volume 224, Page 251; Volume 231, Page 214, as amended in Volume 253, Page 159; Volume 288, Page 634 and Volume 332, Page 371, as amended in Volume 342, Page 597.

“Member” means the persons described as “Members”, including both resident members and rental members, in Article III of the Charter and Article VIII of these Bylaws.

“Subdivision” means Dolphin Cove, as more particularly described in Exhibit “A” attached hereto.

ARTICLE II

OFFICES

Section 1. Principal Offices. The principal office of the Association shall be at such place as the Board shall determine.

Section 2. Resident Agent. For the purpose of service of process, the Association has designated a resident agent which designation may be changed from time to time.

ARTICLE III

DIRECTORS

Section 1. Powers. The business and affairs of the Association shall be managed by the Board, which, in addition to the powers conferred by these Bylaws, may exercise all powers and do all acts and things as are not by statute or by the Charter or by these Bylaws directed or required to be exercised or done by the Members.

Section 2. Composition and Qualifications. The Board shall be composed of the elected officers of the Association who shall also be directors. The Board shall be composed of not less than three (3) directors. The initial Board and their term of office shall be as set forth in the Charter, notwithstanding any terms and provisions in these Bylaws to the contrary. The Board, other than the initial Board, shall be elected by the Members at an annual or special meeting of the members at a time and place to be determined and each director shall serve until the next annual meeting of the members or until his/her successor shall be elected and shall qualify. Meeting shall be held in the office of the Association or at such other place as the Board may designate.

Section 3. Vacancies and Removal. If the office of one or more directors becomes vacant for any reason, the majority of the remaining directors, though less than a quorum, shall choose a successor(s), who shall hold office for the unexpired term in respect to which such vacancy occurred. A director may be removed by an affirmative vote by secret ballot of two-thirds of the Members at either a regular meeting or special meeting called for such purpose, after affording the director whose removal is sought an opportunity to be heard.

Section 4. Meetings. Regular meetings shall be open to all members. Regular meetings may be held at such time and place as shall be determined by the Board. Meetings of the Board may be called by the President by notice to each director, either personally, by telephone, by mail or by email. Special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of two (2) directors.

Section 5. Quorum. At all meetings of the Board, the presence of a majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board except as otherwise specifically provided by statute, the Charter or these Bylaws. If a quorum is not present at any Board meeting, the directors present may adjourn the meeting until a quorum can be present.

Section 6. Action Without a Formal Meeting. Any action of the Board or of any committee thereof, which is required or permitted to be taken at a meeting, may be taken without a meeting if written consent to the action signed by all the members of the Board or of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or committee.

Section 7. Compensation. The Board shall receive no salary as directors.

## ARTICLE IV

## COMMITTEES

Section 1. Standing Committees. The following committees are hereby constituted to advise the Board and the officers: Membership, Finance, Recreation and Advisory. Additional standing committees may be established by the Board with such duties and powers as the Board may determine. The chairman of each committee shall be nominated by the President and confirmed by the majority of the Members or by two-thirds (2/3) majority of the Board. Each chairman shall serve for a term concurrent with that of the President. Each chairman shall appoint, with the consent of the President, the members of his committee. Unless otherwise provided, the number of members in each committee may be varied at the pleasure of the chairman, but shall not be less than the number provided herein. Each committee is empowered to adopt its own rules of precedence to carry out the duties as set forth herein. The President shall be, ex-officio, a member of all committees. The chairman and each committee person shall be a Member, but they need not be directors or officers of the Association.

Section 2. Membership Committee. The Membership Committee shall consist of not less than two (2) Members. The duties of the committee shall be to encourage new memberships.

Section 3. Finance Committee. The Finance Committee shall consist of not less than two (2) Members. The duties of this committee shall be to raise funds when required by the Association from time to time, by ways and means approved by the Board.

Section 4. Recreation Committee. The Recreation Committee shall consist of not less than two (2) members and shall be responsible for the care and coordination of all recreation activities involving the Association. This committee will maintain a close liaison with the St. Johns County Recreation Advisory Board.

Section 5. Advisory Committee. The Advisory Committee shall consist of not less than two (2) members and will be comprised of a panel of past Association Executives. Its purpose will be to lend guidance and advice to the current Board of Directors in regard to affairs previously encountered by the Association. All past Association Executives are invited to participate as members of this committee.

Section 6. Adhoc Committee. All other committees will be adhoc committees appointed by the Board as may be necessary. Adhoc committees will, once formed, remain in effect until terminated by the Board.

## ARTICLE V

### MEMBERS' MEETING

Section 1. Time and Place. An annual meeting of Members, commencing with the year 2006 shall be held in December of each year. Additional meetings to be determined by the Board.

Section 2. List of Members.

Section 3. Special Meetings. Special meetings of the members, for any purpose, may be called by the President. Written notice of a special meeting of Members, stating the time, place and object of such meeting, shall be served upon or mailed to each members at such address as appears on the books of the Association.

Section 4. Quorum and Voting. At any Association Members' meeting, the vote of a majority of the Members present shall decide any question brought before such meeting, unless a different vote is required by law, the Charter or these Bylaws in which case such provision shall govern. At any Member's meeting, every Member shall be entitled to vote in person.

## ARTICLE VI

### OFFICERS

Section 1. General. The officers of the Association shall consist of a President, Executive Vice-President, one (1) Vice-President, a Secretary, a Treasurer and such Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board may appoint or elect. These officers shall be elected annually by Members. All officers in the Association must be Resident Member who actually reside, as their principal, permanent residence, in a residential dwelling within the Subdivision, thereby excluding resident members who are absentee homeowners.

Section 2. President. The President shall be Chairman of the Board and shall direct the operations of the Association, preside at meetings of the Association and the Board and, in the recess of the Board, shall have the general control and management of its business and affairs. He/She (or the Executive Vice President by direction) shall sign or countersign all official correspondence certificates, contracts or other instruments, shall make reports to the Members and the Board, as to matters within his responsibility, and shall perform such other duties as are incident to his office, or are required of him by the Board, the Charter, or applicable law. He shall have general supervision over other officers and shall be an ex-officio member of all committees.

Section 3. Executive Vice-President. The Executive Vice President shall be vested with all the powers and shall perform all the duties of the President in his absence, with such limitations or division of powers and duties as may be prescribed by the Board, the Charter, or the laws of Florida.

Section 4. Vice-President. In the absence of the President, the duties will be distributed in this order; (1) Executive Vice President, (2) Vice President, (3) Treasurer, (4) Secretary.

Section 5. Secretary. The Secretary shall be the custodian of any seal of the Association and shall be ex-officio the clerk of the Members and of the Board. He/She shall attend all

meetings of the Members, the Board and shall keep accurate minutes of all meetings of the Members and the Board in a book to be kept for that purpose. He/She shall see that proper notice is given of all meetings of the Members and the Board. He/She shall perform all such other duties as may be required of him/her by the President, the Board, the Charter or the laws of Florida, including, but not limited to, the preparation of such official correspondence as may, be requested by the President. The term "Secretary" shall include Assistant Secretary.

Section 6. Treasurer. The Treasurer shall keep full and accurate accounts of receipts and disbursements in a book belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credits of the Association in such depositories as may be designated by the Board. Only he/she and the President shall withdraw or disburse funds of the Association under the direction of the Board taking proper vouchers for such disbursements and shall render to the President and the Board an account of all or any part of such transactions and of the financial condition of the Association and shall also perform all other duties imposed upon him/her by the Board, the Charter or the laws of Florida. The term "Treasurer" shall include Assistant Treasurer.

Section 7. Election of Officers. An election of officers shall be held annually. The term of officers and the manner of filling vacancies shall be as set forth in the Charter, notwithstanding any terms and provisions in these Bylaws to the contrary. At each annual election meeting of Members, any Member may nominate qualified Members for election as officers of the Association who shall hold office for one (1) year and until their successors are elected and qualified. A nominee need not be present at the annual election meeting to accept a nomination provided he/she has made a prior commitment in writing to the nominator to the effect that he/she will accept the nomination. A simple majority vote of the Members cast by a show of hands or by written ballot is sufficient for election to each office. Ballots will normally be provided in the Association Newsletter prior to each annual election meeting.

Section 8. Vacancies. If any office shall become vacant by reason of death, resignation, disqualification, removal or otherwise, the Board, by a majority vote, may elect a successor or successors who shall hold office for the unexpired term.

## ARTICLE VII

### REPORTS AND FISCAL MATTERS

Section 1. Annual Statement. The Board shall present at a meeting, at least annually and when called for by the vote of the Members at any special meeting of the Members, a full and clear statement of the business and condition of the Association.

Section 2. Checks. All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person(s) as the Board may designate.

Section 3. Fiscal Year. The Association shall operate on a calendar year but the Board is expressly authorized to change from a calendar year to a fiscal year whenever deemed expedient for the best interests of the Association.

Section 4. Seal. Any seal of the Association shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal, Florida". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed to the document to which it applies.

## ARTICLE VIII

### MEMBERSHIP

Section 1. Transfer of Memberships. Membership in the Association may be transferred only as an incident to the transfer of a residential dwelling.

## ARTICLE IX

### DUES

Section 1. Annual Dues. The volunteer annual dues shall be twenty dollars (\$20.00) per residential dwelling, which amount shall be non-refundable and shall be payable annually to the Secretary or Treasurer. In a given year, the Board may not increase the annual dues by more than twenty five percent (25%) of the annual dues for the preceding year without the written approval of Members presenting two-thirds (2/3) of the votes of the Association.

## ARTICLE X

### AMENDMENTS OF BYLAWS AND CHARTER

Section 1. Bylaws. These Bylaws may be amended, altered, rescinded or added to by resolution adopted by a majority vote of the Board at any duly called meeting thereof at which notice of such proposed amendment shall have been given or waived in writing. Such resolution may be adopted by the Board without a meeting if written consent to the resolution signed by all of the Board is filed in the minutes of the proceedings of the Board prior to the effective date of such resolution.

Section 2. Charter. The Charter may be amended, altered or added to by resolution adopted by a two-thirds (2/3) vote of the Members present at any duly convened meeting of the Members, provided written notice of such proposed amendment is given to all Members prior to such meeting.

## ARTICLE XI

### BOOKS AND RECORDS

Section 1. Records to be Kept. The Association shall maintain accounting records according to generally accepted accounting principles and said records shall be open to inspection by Members at reasonable times.

Section 2. Audits. Financial records of the Association shall be audited during the period of time between the annual election of officers and the commencement of newly elected or reelected terms. The audit team shall consist of the President, the Treasurer, the President-Elect, the Treasurer-Elect and at least two (2) persons from the general membership.

## ARTICLE XII

### MISCELLANEOUS

Section 1. Validity. If any Bylaws or part thereof shall be adjudged invalid, the same shall not affect the validity of any other Bylaw or part thereof.

Section 2. Construction. Wherever the masculine or singular form of the pronoun is used in these Bylaws, it shall be construed to mean masculine or feminine, singular or plural, wherever the context so requires or admits and shall include and apply to a corporation.

Section 3. Delegation of Authority. Notwithstanding, the assignment of duties and functions to the Board and/or officers set forth herein and in the Charter, the Board and officers are authorized to delegate such duties and functions to a manager or other persons as they may select so long as the Board and officers shall at all times remain primarily responsible for their respective duties, functions and obligations imposed hereunder and under the Charter.

Section 4. Declaration. In the event of any conflict or inconsistency between there Bylaws and any of the Declarations, the terms and provisions of the Declaration shall control and nothing herein shall be construed as a waiver or modification of any rights of the DCCA under this Declaration.

Duly adopted by the Board of Directors of DCCA this \_\_\_ day of \_\_\_\_\_, 20\_\_\_.

Signed by Ronda McCoy  
Secretary

## EXHIBIT "A"

That certain real property lying and situate in St. Johns County, Florida, more particularly described as follows:

(a) DeLeon Shores Unit One (1), as recorded in Map Book Volume 11, Pages 81-82, subject to that certain Declarations of Covenants, Conditions and Restrictions recorded at Official Records Volume 224, Page 251; that certain Sewage Agreement recorded at Official Records Volume 264, Page 443; and that certain Water Agreement recorded at Official Records Volume 264, Page 441;

(b) DeLeon Shores Unit Two (2), as recorded in Map Book Volume 11, Pages 89-90, subject to that certain Declaration of Covenants, Conditions and Restrictions recorded at Official Records Volume 231, Page 214, as amended at Official Records Volume 253, Page 153; that certain Sewage Agreement recorded at Official Records Volume 264, Page 443; and that certain Water Agreement recorded at Official Records Volume 264, Page 441;

(c) DeLeon Shores Unit Three (3), as recorded in Map Book Volume 12, Page 36, subject to that certain Declaration of Covenants, Conditions and Restrictions recorded at Official Records Volume 223, Page 634; that certain Sewage Agreement recorded at Official Records Volume 298, Page 80; and that certain Water Agreement recorded at Official Records Volume 298, Page 88;

(d) DeLeon Shores Unit Four (4), as recorded in Map Book Volume 12, Page 96, subject to that certain Declaration of Covenants, Conditions and Restrictions, recorded at Official Records Volume 393, Page 234; and any sewage

(e) Declaration of Covenants, Conditions or Restrictions recorded at Official Records Volume 393, Page 234; and any sewage agreement and water agreement recorded as a matter of public record;

(f) DeLeon Shores Unit Six (6), as recorded in Map Book 13, Pages 104-105, subject to that certain Declaration of Covenants, Conditions and Restrictions recorded at Official Records Volume 437, Page 691; and any sewer agreement and water agreement recorded as a matter of public record;

(g) Wellington By The Sea, as recorded in Map Book Volume 3, Page 138, subject to that certain Declaration of Covenants, Conditions and Restrictions recorded at Official Records Volume 332, Page 371, as amended in Official Records Volume 342, Page 597, subject to any sewage agreement and water agreement that may be recorded as a matter of public record.