

Included herein are proposed amendments to The Meadows South Association, Inc. By-Laws and a newly created Rules and Regulations document. There are identified inconsistencies between our Association's Declaration of Restrictions of Real Estate and our Articles of Incorporation which need to be remedied. Also, the Board has recommended that the majority of rules and regulations, be removed from our By-Laws and placed in a Rules and Regulations document. This action should allow the Association to reduce costs associated with maintenance of our By-Laws and more effectively manage the Association.

For information, our Association has three governing documents:

- 1) *Declaration of Restrictions of Real Estate* (December 16, 2015)
- 2) *Revitalized Articles of Incorporation* (December 16, 2015)
- 3) *Amended and Restated Revitalized By-Laws for the Meadows South Association, Inc.* (August 22, 2024)

These documents place restrictions on an owner's use of the buildings and grounds within the Meadows South Complex, i.e. just because the property belongs to you – you cannot do whatever you want to it or use it in any fashion you desire.

Our *Declaration of Restrictions* is recorded with Brevard County via the Clerk of Court. It is essentially a document, which was created by the developer and imposes restrictions on the use of your property via your deed. It is the highest authority in our three governing documents. Thus, any inconsistencies between the covenants and our AOI/By-Laws default to the authority of the covenants. Any changes to our *Restrictions* would require expenses to the Association's legal representative and with the County.

Our *Articles of Incorporation* (AOI) are also filed with the Brevard Clerk of Courts. The Board of Directors (BOD) have obligations to ensure that the Meadows South Association adheres to and complies with said AOI. The AOI are subordinate to our *Restrictions* and superior to our By-Laws. Any changes to our AOI would require expenses to the Association's legal representative, along with the State and County.

Our By-Laws are subordinate to the Restrictions and AOI. Florida statute (Chapter 720) requires certain material to be included in Homeowner Association By-Laws. Amendments or revitalization of our By-Laws costs our Association a filing fee with the Brevard Clerk of Court. Our By-Laws contain material which: 1) does not comply with Florida statute, 2) is missing pertinent Florida statute material, and 3) is not required by state statute. For that material in our By-Laws, which is not required by statute, the Board has recommend its removal and inclusion in a newly created *Rules and Regulations* document. Such creation will reduce Association's costs and allow the BOD to respond to member's desires in quicker fashion.

As required by state statute, proposed revision to our By-Laws are highlighted for reference. Added material is underlined and deleted material is stricken-through. The By-Laws now include a reference to relative Florida statute, the *Deed of Restrictions*, and the *Articles of Incorporation*, where appropriate.

Below are the BOD's recommended changes.

## **PROPOSED REVISIONS TO THE BY-LAWS OF THE MEADOWS SOUTH ASSOCIATION, INC.**

### **ARTICLE 1: NAME**

The name of the corporation shall be The Meadows South Association, Inc., a corporation not for profit, hereinafter referred to as the Association.

### **ARTICLE 2: OBJECTIVES**

**SECTION 1:** The Association shall administer the operation and maintenance of the common areas of the development and collect from the owners a fee to pay all expenses to include:

- A. Mowing and edging of lawns.
- B. Reused water supply lawns, including Association supply lines around each building.
- C. Maintenance of perimeter chain link fences.
- D. Basic cable television charges until current contract expires, ~~at which time service will be suspended and a reduction in charges in dues will be reviewed.~~
- E. Monthly interior pest control.
- F. Garbage pick-up.
- G. Termite inspection and insurance.
- H. Electricity for common property expenses.
- I. ~~General Liability insurance for common areas, perimeter of development, streets Association property, Director and Officer (D&O) insurance for personal liability, and a Fidelity Bond for fraudulent or dishonest acts as well as coverage for Board of Directors and Officers.~~
- J. Routine maintenance of streets within the Meadows South development.

#### **SECTION 2:**

- ~~A. The Board of Directors shall adopt an estimated budget for each calendar year, which will include both recurring and identified non-recurring expenses.~~
- ~~A-B. Assessments will be utilized to cover unexpected, non-recurring expenses, such as, but not limited to, road repair will require assessments.~~

**SECTION 3:** The Association shall have all the power and duties set forth in ~~the latest, recorded Governing Documents, which include: 1) the Declaration of Restrictions of Real Estate, made by Route 50 Corporation, dated 20 April 1982 and recorded in Brevard County Records as Document pages 2540-45, on 18 November 1982 at 4:30 p.m. #706117, and 2) the Articles of Incorporation, and the Association By-Laws., Florida~~

~~Charter #766537.~~ Any conflict in the ~~by-laws~~By-Laws shall be resolved in favor of the ~~above documents~~other governing documents.

### **ARTICLE 3: MEMBERSHIP AND VOTING RIGHTS**

#### **SECTION 1: MEMBERSHIP**

All persons hereafter owning a vested interest in the fee title of any one of the lots in the development and which interest is evidenced by the recordation of a proper instrument in the Public Records of Brevard County, Florida, shall automatically be members of the Association and their membership shall automatically terminate when they no longer own such interest. The owner or owners of each lot who reside on the property shall be entitled to one vote. [DR, ¶3; AOI, Article III, Section 1]]

#### **SECTION 2: VOTING RIGHTS**

When more than one person is recorded on the deed, all such persons shall be members, but only one vote may be cast a designated voter by all owners of record. [AOI, Article III, Section 2]

### **ARTICLE 4: ELECTIONS AND VOTING**

*(this article is newly added and changes are not tracked)*

#### **SECTION 1: QUORUM**

- A. An election quorum at the Annual meeting is met when at least 30% of the membership is represented, either in attendance or by proxy. [AOI, Article III, Section 3]
- B. Prior to any election, the Secretary shall ensure a quorum has been met.

#### **SECTION 2: DIRECTOR ELECTION PROCESS**

- A. Election of Directors will be conducted at the Annual Meeting, which occurs each January.
- B. Request for Director nominations will accompany the 1<sup>st</sup> Notice of the Annual Meeting, which will be sent at least 60 days prior to the Annual Meeting.
- C. Candidate, self-nomination forms must be submitted to the BOD at least 40 days prior to the Annual Meeting.
  - 1. Any unit owner, or authorized representative of a unit owned by a licensed business entity, may serve on the BOD [720; AOI, Article V, Section 4], except for:
    - a) members who are delinquent on dues, fees, or assessments,
    - b) members whose rights have been suspended,
    - c) convicted felons, or
    - d) members who cannot attend BOD meetings.
  - 2. Candidates are allowed to submit one, 8.5" by 11" sheet, minimum 11 font, with any information about themselves.
    - a) Candidate information sheets must be submitted to the BOD at least 35 days prior to the Annual Meeting.

- b) The BOD is prohibited from making any edits to the nomination forms.
- c) The candidate forms and ballot sheets will be distributed to the membership in the Annual Meeting packet with the 2<sup>nd</sup> notice of the Annual Meeting, which will be sent to membership at least 14 days prior to the Annual Meeting.
- d) The ballot sheets shall:
  - 1. be uniform in color,
  - 2. of the same font,
  - 3. alphabetically list the candidates,
  - 4. provide no indication of incumbent candidates,
  - 5. provide no spaces or lines for signature,
  - 6. contain no unit or lot indicators, and
  - 7. contain no lines for write-in Directors.
- 3. No co-owners may serve on the BOD, unless they own an equivalent number of units for the number of nominations submitted.
- D. All election notices shall be mailed or electronically transmitted to unit owners of record.
- E. At the Annual Meeting, the President shall appoint an Election Chair to oversee the election process. Should there be eight or fewer candidates, no election shall be held and the qualified candidates shall assume positions on the Board.
- F. The President shall appoint as many members, or authorized representatives of units owned by firms or corporations, requested by the Election Chair to serve as proctors in the voting process.
- G. For those ballots cast by mail, the Secretary shall submit all sealed ballots, Designated Voter Forms, and any proxies to the Election Chair. Any mail-in ballot must be opened on election night under the oversight of the Election Chair.
- H. Any member may view the election process, but shall remain at a distance determined by the Election Chair.
- I. No vote shall be cast by any person other than the person identified on the Designated Voter Certificate. The designated voter shall be known to the election proctor or provide proof of identity prior to placing their ballot sheet in the ballot box.
- J. Once voting has ended, the Election Chair and proctors shall count the votes. The candidates receiving the highest plurality of votes shall be elected to the Board of Directors.
- K. The Election Chair shall immediately announce the results of the vote to the membership.
- L. Upon petition by at least 15% of the membership, the Association will hire a Florida Department of Business and Professional Regulation (DBPR) election monitor and pay such expense.

### SECTION 3: OFFICER ELECTION PROCESS

- A. Post election of Directors, the existing President shall temporarily recess the Annual Meeting for the election of Officers.
- B. The elected officers of the Association shall be President, Vice-President, Secretary, and Treasurer. [AOI, Article VI, Section 1]

- C. No member is entitled to participate in the Board's process of electing its Officers.
- D. Officer elections may be performed by open voting or must be performed by secret ballot at the request of any Director.
- E. Candidates for each office shall be nominated by the Directors. Once all nominations for office have ended, the Directors shall vote. The Director receiving a majority of votes for office shall be elected to that office.
  - 1. The office of President shall be filled first, then Vice-President, then Secretary, and then Treasurer.
  - 2. If no candidate for office receives a majority of votes, the candidate with the least number of votes shall be removed from consideration from succeeding votes.
  - 3. In the event of a tie, the vote shall continue until a candidate receives a majority vote.
  - 4. If no one is nominated for an Officer's position, the President shall temporarily fill the position until such time a Board member is elected to fill the vacant position.
- F. Once the new Officers are elected, the BOD shall immediately resume the Annual Meeting and announce the new Officers to the membership.

#### **ARTICLE 5: ~~DIRECTORS AND OFFICERS AND DIRECTORS~~**

*(major re-write of this section does not provide tracking, please refer to existing By-Laws for reference)*

##### **SECTION 1:**

- A. There shall be a minimum of two (2) Directors nor more than eight (8) on the Board. [AOI, Article V, Section 1]
- B. Directors shall hold office for one year. If a vacancy opens on the BOD, the Directors are obligated to elect a replacement. If any of the four Officers resign or are removed by the BOD, the BOD shall fill the vacancy at the earliest possible opportunity.
- C. Directors may be removed from the BOD by a majority of a BOD vote, or by a recall of the membership.

##### **SECTION 2: DUTIES**

- A. The President is the Chief Executive Officer of the Association. The President has general charge of the business affairs, property and operation of the Association. Specific responsibilities include:
  - 1) signing all Association contracts for the provision of goods and services,
  - 2) building oversight assignments to Compliance Directors,
  - 3) establishment of committees,
  - 4) review and audit of Association financial statements,
  - 5) notice to membership and posting of the End-of-Year (EOY) financial report within 90 days of new year, and
  - 6) compliance oversight with Florida statutes and the Association's Governing Documents.

- B. The Vice-President will be assigned specific duties of presidency in the absence of the President
- C. The Secretary is responsible to:
  - 1) record the proceedings of association meetings,
  - 2) prepare the minutes of such meetings,
  - 3) manage all correspondence,
  - 4) maintain legally required records as specified by the State of Florida Department of Business and Professional Regulations (DBPR),
  - 5) provide access to association documentation for member inspection,
  - 6) post all notices, and
  - 7) deliver all required reports to association membership.
- D. The Treasurer:
  - 1) receives and disburses all funds for the association as approved by the BOD and budgeted by the association,
  - 2) maintains, physically possesses, and protects the checkbook at all times,
  - 3) co-sign with a second office all physical checks,
  - 4) registered as a co-signer on all financial accounts,
  - 5) present copies of monthly bank statements and financial statements as deemed necessary for monthly Board meetings to account for all income and expenses, and
  - 6) will have and monitor all access, both physical and electronic, to all financial accounts and oversee transfer of funds.
- E. Compliance Directors will be assigned buildings by the President. The Compliance Directors will perform routine surveillance regarding unit compliance to the association's rules and regulations and report any non-compliances or issues to the BOD.
- F. All members of the Board must become qualified and fulfill State of Florida requirements for serving on a Homeowners Association by: 1) completing the required DBPR training, and 2) submitting a declaration, in writing, to the Secretary stating each has read Chapter 720 of the Florida Statutes, the Declaration of Restrictions of Real Estate, Articles of Incorporation, By-Laws, and any Association Rules and Regulations within 90 days following election.
  - 1) Each Director shall annually complete at least 4 hours of continuing education.
- G. Any conflict of interest in association affairs shall be disclosed by a BOD member, who must leave official proceedings during discussion of such affairs.
- H. In compliance with the Corporate Transparency Act, all Directors shall submit the required personal information into the federal FinCEN database.
- I. Vacancies on the Board shall be filled by a majority vote of the current Board of Directors.

### SECTION 3: CONTRACTING

- A. Any contract for property management services shall be approved at a Membership Meeting. [AOI, Article IIA]
- B. Any project that exceeds 10% of the annual budget, including reserves, shall be contracted via a competitive bid process. [720.3055(1)]

- C. Nothing in Florida statute 720.3035 shall limit the ability of the Association to obtain needed products and services in an emergency. [720.3035(2)(b)]
- D. The President shall document the BOD rationale for accepting all contract proposals, which will be filed with the Secretary.

## **ARTICLE 6: ~~GENERAL MEETINGS~~**

*(major re-write of this article does not provide tracking,  
please refer to existing By-Laws for reference)*

### **SECTION 1: REQUIREMENTS**

- A. Association members have the right to attend any meeting and speak for up to three (3) minutes. [720.303(2)(b), 720.306(6)]
- B. Any member may audio and videotape any association meeting.
- C. Notices shall be posted on the three community bulletin boards, posted on the website, and e-mailed to the membership at least 48 hours prior to the meeting.
- D. Meeting notices must include the date, time, location, and agenda of the meeting.
- E. Should a member petition consisting of at least 20% of the membership be submitted to the BOD to discuss any agenda item, the BOD must add that item to the next meeting agenda, excluding a special meeting.
- F. At the first Board Meeting after the Annual Meeting, the BOD shall review the Association's status under the Marketable Record Title Act (MRTA). [720.3032]

### **SECTION 2: MEMBERSHIP MEETINGS**

- A. A membership meeting shall be conducted for the election of Association Directors.
- B. A membership meeting shall be conducted when the Board of Directors (BOD) offers BOD-approved amendments to the Association membership for approval or the election of Directors.
- C. Membership meeting notice shall be posted at least 14 days prior to the meeting. Information packets will be mailed, hand-delivered, or e-mailed to every member prior to the annual meeting.
- D. The Annual Meeting shall be held in January. The primary purposes of the Annual Meeting are to: 1) elect the BOD, and 2) allow the membership to vote on any BOD-approved amendments to the Association's governing documents.
- E. Members may vote for up to eight (8) Directors. Directors who receive the highest plurality of votes will be elected to the Board.
- F. Absentee ballots and notification of proxy must be given to the Secretary or, in their absence, to the Officer or Director conducting the meeting prior to calling the Annual Meeting to order.
- G. Should there be eight (8) or less candidates for Director election, no election shall be conducted per Article IV, Section 1, Sub-section C and other business may then proceed.
- H. For all matters requiring a membership vote, a quorum is required. Should a quorum of the membership or BOD, either in person or by proxy, not be obtained,

the agenda item requiring the vote shall be tabled and the BOD shall schedule another membership meeting.

### SECTION 3: BOARD MEETINGS

Board Meetings shall be held by the BOD each month, except in January. BOD meeting notice shall be posted a minimum of 48 hours prior to the meeting.

### SECTION 4: SPECIAL MEETINGS

- A. Special Meetings may be called by the President, or Vice-President if the President is unable to serve.
- B. If three (3) or more Directors or Officers request a Special Meeting, the President is obligated to schedule the Special Meeting.
- C. Any Special Meeting shall only address the item(s) for which it was called.
- D. Special meeting notice shall be posted a minimum of 48 hours prior to the meeting.

### SECTION 5: COMMITTEE MEETING

From time to time, the BOD may establish committees to manage Association business affairs. The committee chair shall be appointed by the President and formed by any combination of Directors, Officers, and Association members. Notice of committee meetings, where architectural review decisions are made or where a decision to expend Association funds not approved in the annual operating budget, shall be posted a minimum of 48 hours prior to the meeting.

### SECTION 6: BUDGET ADOPTION MEETING

- A. Maintenance Fees will be established according to the Association's estimated budget and assessed for each member monthly.
- B. Notice of any meeting to approve the Association's budget shall be posted at least thirty (30) days prior to the meeting. Should budget approval be tabled to a successive meeting, notice shall be posted at least 48 hours prior to the next meeting.
- C. The BOD may present the impending year's estimated budget at any meeting after September 1<sup>st</sup> of the current year.
- D. The estimated budget shall be adopted by the BOD at least 14 days prior to the end of the year.
- E. The BOD shall notify association members of each year's maintenance with or before the 2<sup>nd</sup> notice of the annual meeting.

### SECTION 7: SPECIAL ASSESSMENT MEETING

- A. Notice of any meeting to discuss a special assessment shall be posted at least 14 days prior to the meeting.
- B. The notice shall state the purpose and a description of the special assessment.

### SECTION 8: CLOSED MEETINGS



- A. Association members do not have a right to attend meetings between the BOD and association attorneys.
- B. Association members do not have a right to attend meetings where the BOD is to discuss employee personnel matters.

## SECTION 9: QUORUM

- A. For any action requiring membership approval, at least 30% of the Association members in good standing must be present, either in person or by proxy, [A720.306(1)(a); AOI, Article III, Section 3]
- B. For any meeting to be called to order, at least half of the current Directors must be present.

## SECTION 10: PROXIES AND ABSENTEE BALLOTS

- A. Proxy forms must be filed with the Secretary prior to any meeting being called to order, for which the proxy is to be used.
- B. Every proxy shall state the limitations of their scope.
- C. The Secretary may hold as many proxies as submitted.
- D. All ballot and amendment votes shall be certified. Certification will be managed by an impartial Election Chair as assigned by the Annual Meeting Chair. Impartial vote counters shall be assigned by the Chair to participate in and witness the vote count to ensure no duplication has occurred for any unit in the Association.

## **ARTICLE ~~6~~7: RULES AND REGULATIONS**

*(The majority of Article 6 material has been moved to the proposed Rules and Regulations document)*

## SECTION 1: RENTAL UNITS

- A. Owners ~~who rent their units~~ are responsible ~~to see that their~~for tenants compliance with the Declaration of Deed Restrictions of Real Estate and Association ~~all By-Laws and Deed Restrictions~~.
- B. There will be no more than four (4) residents in rental units.
- C. Owners ~~renting their units~~ must submit ~~the approved~~a T tenant's Application Form ~~, together with the approved lease or rental agreement for Officer to the Executive Committee formed by the President, Vice-President, Secretary and Treasurer for approval. Submission may be made to any member of the Executive Committee.~~ A decision will be made to approve or disapprove the tenant within 3 (three) business days after receipt. Notice of the decision will be ~~and~~ supplied in writing to the unit owner. Failure to submit this information for approval may result in a fine of no less than \$100.00 (one hundred dollars).

## SECTION 2: FINANCIAL REPORTING

- A. Within 90 days after December 31<sup>st</sup> of each year, the Association shall submit a financial report, performed by a third party, for the preceding fiscal year. [720.303(7)]
- B. Within 21 days after the final financial report is completed, the Association shall provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member. [702.303(7)]
  - 1) If total revenues of the Association are below chapter 720.303(7)(a)1 thresholds, then compiled financial statements shall be prepared.
  - 2) If total revenues of the Association are within chapter 720.303(7)(a)2 thresholds, then reviewed financial statements shall be prepared.
  - 3) If total revenues of the Association exceed chapter 720.303(7)(a)3 thresholds, then audited financial statements shall be prepared.

SECTION 3: Other rules and regulations are published in the Association's *Rules and Regulations* document. The document provides a complete listing of all rules and regulations found in the Association's governing documents. The BOD shall maintain the *Rules and Regulations* document. Any re-printed rules and regulations from the Association's governing documents will reflect an annotation to the parent governing document or Florida statute.

## ARTICLE 8: OFFICER COMPENSATION

SECTION 1: If the Association contracts for the provision of property management services, then maintenance fee discounts and officer compensation shall be prohibited. [720.303(12)]

SECTION 2: If the Association does not contract for property management services, then compensation of the Secretary and the Treasurer is permitted. [720.303(12)(e)]

- A. If the Association employs bookkeeping services, the Treasurer shall receive a twenty-five percent (25%) discount, to the nearest dollar, on the monthly maintenance fees.
- B. If the Association does not employ bookkeeping services, the Treasurer shall receive a one hundred (100%) discount on the monthly maintenance fees and be compensated at a rate of one hundred percent (100%) of the monthly maintenance fees.
- C. The Secretary shall receive a one hundred (100%) discount on the monthly maintenance fees.

## ARTICLE 9: WEBSITE

SECTION 1: The Association shall establish and maintain a website.

SECTION 2: MAINTENANCE

- A. All Association meeting notices shall be posted on the homepage.
- B. All Association meeting agendas shall be posted on the homepage.
- C. The following official records shall be made available to membership:
  - 1) Meeting Minutes
  - 2) Governing Documents
  - 3) Rules and Regulations
  - 4) Adopted and Proposed Annual Budgets
  - 5) Monthly and Annual Profit & Loss Summaries
  - 6) Accounts Receivable Aging Reports
  - 7) EOY Financial Report
  - 8) Executed Contracts and Unaccepted Bids
  - 9) Any Conflict of Interest Statement or Document
  - 10) Current Insurance Policies

**ARTICLE 10: PENALTIES**

SECTION 1: The BOD shall conform to Florida statute 720.305 and 720.3085 requirements when levying fines or member suspensions.

SECTION 2: FINES AND SUSPENSIONS

- A. All approved fines are due five (5) days after notice of the approved fine is provided to the unit owner and adult tenant(s). The Association shall provide written notice of such fine or suspension by mail or hand delivery to the unit owner and any adult tenant(s). [720.305(2)(e)]
- B. Any suspensions imposed shall be approved at a properly noticed board meeting. Upon approval, the board shall transmit written notice to the unit owner and any adult tenant(s). Such notices shall be delivered by mail or hand-delivered. [720.305(5)]

SECTION 3: LIENS & FORECLOSURES

The Association shall follow all Florida Statute 720.3085 requirements in filing liens for unpaid fees and assessments, and any foreclosure actions.

**ARTICLE 11: PARLIAMENTARY AUTHORITY**

The rules contained in “Roberts Rules ~~and of~~ Order”, latest edition, shall be used to conduct all Association meetings. newly revised issue shall govern the Association in all cases to which they are applicable and to the extent they are not inconsistent with these By-Laws.

## ARTICLE 12: AMENDMENTS TO THE BY-LAWS

SECTION 1: These By-Laws may be amended by a majority vote at any general membership meeting. No amendments shall be offered to the membership for consideration until first being, provided the amendment has been approved by the Board of Directors. [AOI, Article VIII]

SECTION 2: Proposed amendments to the By-Laws must be ~~and has been~~ sent to each member of the Association at least thirty (30fourteen (14) days prior to ~~the a membership~~ meeting. [720.306(5)]

SECTION 3: Approved amendments shall be promptly recorded with the Brevard County Clerk of Court.