

DRAFT
RESTATEMENT OF AMENDED AND RESTATED BYLAWS OF
PINEY-Z HOMEOWNERS ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION
AS OF MONTH, DAY, 2022

Deleted: JUNE 16, 2020

ARTICLE I - NAME AND LOCATION

The name of the corporation is PINEY-Z HOMEOWNERS ASSOCIATION, INC. The principal office of the corporation shall be located at 7113-2 Beech Ridge Trail, Tallahassee, Fl. 32312, but meetings of members and directors may be held at such places within the State of Florida as may be designated by the board of directors.

ARTICLE II - DEFINITIONS

Section 1. **“Association”** shall mean and refer to PINEY-Z HOMEOWNERS ASSOCIATION, INC., a Florida limited partnership, its successors, and assigns.

Section 2. **“Common Area”** shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. **“Declarant”** shall mean and refer to Piney-Z, Ltd., its successors, and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 4. **“Declaration of Covenants”** shall mean and refer to the declaration of covenants, conditions, and restrictions applicable to the subdivisions and recorded on November 30, 1998, in the official records of Leon County, Florida, in Book 2193, at Page 533, and all amendments and additions thereto.

Section 5. **“Lot”** shall mean any plot of land shown on the recorded and subdivisions plat with the exception of the common area and parts marked “not included”.

Section 6. **“Member”** shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

Section 7. **“Owner”** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the subdivision, including contract sellers, but excluding those holding title merely as security for performance of an obligation.

Section 8. **“Subdivision”** shall mean and refer to those certain tracts of real property described in the declaration, and such additions thereto as may be brought within the jurisdiction of the association pursuant to the provisions of the declaration.

Section 9. **“Bylaws”** shall mean these bylaws of the association.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** The annual meeting of members of the association shall be held in the month of July of each year on a date and at a time determined by the board of directors.

Section 2. **Special Meetings.** Special meetings of members may be called at any time by the president or by the board of directors, or on written request of one-fourth of members who are entitled to vote.

Section 3. **Notice of Meetings.** Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by posting said notice to the HOA calendar located at PineyZ.com, at least thirty (30) days before such meeting. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. **Quorum.** The number of members present at a meeting, in person or by proxy, entitled to cast votes shall be construed to constitute a quorum for authorization of any action except as may otherwise be provided in the declaration of covenants, articles of incorporation, or these bylaws.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the owner of a lot.

ARTICLE IV - BOARD OF DIRECTORS, TERM OF OFFICE; FIRST ELECTION; REMOVAL

Section 1. Number. The affairs of the association shall be managed by a board of five (5) directors, all of whom shall be members of the association.

Section 2. Term of Office. Members of the board of directors shall serve two-year terms. The number of directors shall be divided into two classes, the numbers of which shall be as nearly equal as possible. The terms of directors of each class shall be staggered.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

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ARTICLE V - BOARD OF DIRECTORS - NOMINATION AND ELECTION

Section 1. Nomination. Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the board of directors, and two or more members of the association. The committee shall be appointed by the board of directors at least sixty (60) days before the annual meeting each year and shall serve until the end of the annual meeting held that same year. Any director whose term ends that year may not serve as the chair for the nominating committee that same year. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. The Election of directors need not be held at a meeting of the membership. Election to the board of directors may be by secret written ballot, signed ballot, or by limited proxy (herein "balloting materials") as determined by the board of directors from time to time. Persons receiving the largest number of votes shall be elected. If the election will be held at a meeting of the membership, the number of members present at the meeting, in person or by proxy, entitled to cast votes, shall constitute a quorum for election of board members or any other action taken at the annual meeting, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws.

ARTICLE VI - BOARD OF DIRECTORS - MEETINGS

Section 1. Regular Meetings. Regular meetings of the board of directors shall be held bi-monthly without notice at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be changed to a date and time approved by the board and advertised to the community.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the association, or by any two directors, after not less than three (3) days' notice to each director.

Sections 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

Section 4. Open Meetings. All meetings of the board of directors at which a quorum is present shall be open to owners, except for meetings between the board and its attorney with respect to a proposal of a pending litigation or meetings of the board held for the purpose of discussing personnel matters.

ARTICLE VII - BOARD OF DIRECTORS - POWERS AND DUTIES

Section 1. Powers. The board of directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations.
- (b) If a member is more than ninety (90) days delinquent in paying any fee, fine, or other monetary obligation due to the association, the board may suspend the voting rights of the member until the fee, fine or other monetary obligation is paid in full. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations and restrictions.
- (c) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration of covenants, articles of incorporation, or by other provisions of these bylaws.
- (d) Declare the office of a member of the board of directors to be vacant if such member is absent from three (3) consecutive unexcused regular meetings of the board of directors.
- (e) Employ a manager, independent contractors, and such other employees as deemed necessary, and to prescribe their duties.
- (f) Levy reasonable fines, consistent with State law, against any member or any tenant, guest or invitee for violations of the declaration of covenants, articles of incorporation, bylaws, or resolutions.

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Section 2. Duties. It shall be the duty of the board of directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by a majority of the members entitled to vote thereat.
- (b) Supervise all officers, agents, and employees of the association and see to it that their duties are properly performed.
- (c) As more fully provided in the declaration of covenants:
 - 1. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.
 - 2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of annual assessment period.
 - 3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the late notice or bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates.
- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the common area to be maintained.

ARTICLE VIII - DIRECTORS, OFFICERS AND THEIR DUTIES

Section 1. Creation of Director Positions. The officers of the board of directors shall be a president, vice president, secretary, treasurer, and a committee liaison who shall at all times be a member of the board of directors. Other officers of the association shall be the members of the committees created in Article XVI or created elsewhere in these bylaws, as well as such other officers as the board may from time to time by resolution create.

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Section 2. Election of Board Positions. The board of directors will hold an election for the positions of president, vice president, secretary, treasurer, and committee liaison at the first meeting of the board of directors following each annual meeting of members. Each shall hold office for a term of one (1) year unless he/she shall sooner resign or shall be removed or otherwise disqualified to serve.

Section 3. Special Appointments. The board may appoint such other officers as the affairs in the association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board, from time to time, may determine.

Section 4. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

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Section 5. Vacancies. A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer replaced.

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Section 6. Multiple Offices. No person shall simultaneously hold more than one of any of the other offices, except in the case of special appointments created pursuant to Section 3 of this Article.

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Section 7. Duties. The duties of the board directors are as follows:

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- (a) **President.** The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, and other instruments, and may co-sign checks of the association as needed, and sign any promissory notes.
- (b) **Vice President.** The vice president shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- (c) **Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association together with their addresses; and perform such other duties as may be required by the board or by law.
- (d) **Treasurer.** The treasurer shall oversee the contracted property management company in its duties to receive and deposit in appropriate bank accounts all funds of the association, and to disburse such funds as directed by resolution of the board of directors; to co-sign checks of the association, and have the president sign any promissory notes; shall oversee the proper books of account; and shall prepare an annual budget and report of cash receipts and expenditures (or other financial report consistent with the requirements in State law), a copy of which documents shall be available to each member upon request, and a report on which shall be given at the regular annual meeting of members. An annual audit will be obtained if required by State law.
- (e) **Committee Liaison.** The committee liaison shall oversee each committee to assure they operate within the scope of their duties outlined in these bylaws and the declaration of covenants; shall be a conduit for information shared between the committees and the board; shall oversee the contract bidding process for services that the association may need; and shall ensure that said contracts are honored.

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ARTICLE IX - COMMITTEES

The association shall appoint a nominating committee as provided in Article V of these bylaws. In addition, the board of directors may appoint such other committees as it may deem appropriate in the performance of its duties.

ARTICLE X - ASSESSMENTS

As more fully provided in the declaration of covenants, each member is obligated to pay to the association annual and special assessments, which are secured by a continuing lien on the property against which such assessments are made. The annual assessment on each property is due on October 1 of each year. Any assessments that are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, a late notice will be sent on November 15 (if the 15th falls on a weekend, it will be sent the following Monday) and the assessment bears interest from the date of delinquency at the rate of eighteen (18) percent per annum. The association may bring an action at law against the owner personally obligated to pay the same or may foreclose the lien against the property. Interest, costs, and reasonable attorney fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by non-use of the common area or abandonment of the lot.

ARTICLE XI - BOOKS AND RECORDS; INSPECTION

The books, records, papers of the association shall be subject to inspection by any member during ordinary business hours. The declaration of covenants, articles of incorporation, and bylaws shall be available for inspection by any member at the office of the property management company, where copies shall be made available for sale at a reasonable price.

ARTICLE XII - FISCAL YEAR

The fiscal year of the association shall be October 1 through September 30.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended, altered, or rescinded by the board of directors.

ARTICLE XIV - CONFLICTS

In the case of any conflict between the articles of incorporation and these bylaws, the articles of incorporation shall control; in the case of any conflict between the declaration of covenants and these bylaws, the declaration of covenants shall control.

ARTICLE XV - FURTHER ENFORCEMENT REMEDIES

In addition to the means for enforcement provided in the declaration of covenants, articles of incorporation, bylaws, rules, or by State law, the association shall have the right to levy fines as herein provided against a party, its owner, occupant, licensee, or invitee. Fines shall not exceed \$100 per day per violation up to the maximum permitted by law (currently \$1,000) in the aggregate per violation.

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ARTICLE XVI - ESTABLISHMENT OF COMMITTEES

Section 1. Names. As provided in the declaration of covenants and bylaws, the board shall / may appoint:

- (a) An architectural control committee (ACC).
- (b) An appeals committee (formerly referred to as the hearing committee).
- (c) A standards committee.
- (d) A landscape committee.
- (e) Other committees, both temporary and long-term, as deemed desirable.

Additionally, the board may vote to suspend a committee unless it is required by State law.

Section 2. Specific Authority. Specific authority shall be granted to the ACC, standards committee, appeals committee, landscape committee, and other duly formed committees by, among others, the following governing documents of the association as appropriate:

- (a) Chapter 720, Florida Statutes.
- (b) Declaration of covenants.
- (c) Articles of incorporation.
- (d) Bylaws.

Section 3. Members. All members shall be parcel owners and be appointed by the board.

- (a) The ACC shall consist of a minimum of three (3) members. The board shall select one of these members to be chairperson.
- (b) The standards committee shall consist of a minimum of three (3) members. The board shall select one of these members to be chairperson.
- (c) The appeals committee, whose duties are specified in Article XVII, Section 5, shall consist of three (3) members. The board shall select one of these members to be chairperson. The appeals committee shall consist entirely of parcel owners other than members of the board of directors, members of the ACC, members of the standards committee, employees of the association, or the spouse, parent, child, brother or sister of an officer, director, member of the ACC, member of the standards committee, or employee of the association.
- (d) The landscape committee shall consist of a minimum of three (3) members. The board shall select one of these members to be chairperson.
- (e) Any other committee formed by the board shall have a chairperson selected by the board from the committee members.

Section 4. Terms of Service. Service on the various committees can be extended at the end of the designated period for additional terms as directed by the board.

- (a) The ACC members shall serve for a two (2) year period.
- (b) The standards committee members shall serve for a two (2) year period.
- (c) The appeals committee members shall have the initial members serve as follows: two (2) of the members serve for a period of two (2) years and one (1) of the members serves for a period of three (3) years. After the initial members' terms expire, all members shall serve for period of two (2) years.
- (d) The landscaping committee members shall serve for a two (2) year period.
- (e) The members of any other committee formed by the board shall serve for a two (2) year period.

Section 5. Meeting Times. Meetings may be in person or through a conference call or electronic communication.

- (a) The ACC shall meet as necessary under the direction of the chairperson.
- (b) The standards committee shall meet as necessary under the direction of the chairperson.
- (c) The appeals committee shall meet as necessary under the direction of the chairperson, but no less than at least monthly upon a fixed date.
- (d) The landscape committee shall meet as necessary under the direction of the chairperson.
- (e) All other committees formed by the board shall meet as necessary under the direction of the chairperson.

Section 6. Voting Requirements. All members of the ACC, standards committee, appeals committee, landscape committee, and other committees who attend a meeting are required to vote either for or against

the issue, except as noted below. Abstention from voting is not permitted, unless the lot or action of a committee member is the matter being considered by that committee.

Section 7. Removal from Duties. If the board determines that a member of a committee is not adequately fulfilling the duties of his or her position, the member may be removed from the committee and replaced by a majority vote of the board.

ARTICLE XVII - ENFORCEMENT

Section 1. Friendly Reminder Postcard. If a violation of the governing documents or Chapter 720, Florida Statutes, is discovered and confirmed by a member of the standards committee, an owner and alleged violator (if not the same person) shall be sent a friendly reminder postcard that identifies the issue and refers questions to the property management company.

Section 2. First Notice of Violation. If an issue continues or is reported a second time, a photograph will be taken, and the violation will be confirmed by a second member of the standards committee. The owner and alleged violator (if not the same person) shall be sent a first notice of violation from the standards committee by mail advising that a violation of the governing documents or Chapter 720, Florida Statutes, has been observed. The notice to the owner and the alleged violator (if not the same person) shall:

- (a) Include a short plain statement of the matters asserted by the association to constitute the violation, including but not limited to the specific violation alleged, the date, of the alleged violation.
- (b) Indicate what action is required to remedy the alleged violation.
- (c) Provide at least fourteen (14) days to bring the stated violation into complete compliance. The stated compliance period shall be reasonable and shall be extended when the circumstances so dictate in the determination of the standards committee.
- (d) Indicate that if the violation continues, or is repeated, it will be considered at the next board meeting and a fine may be imposed.
- (e) Direct the homeowner/violator to notify the property management company when the violation is brought into compliance so an inspection can be scheduled.

Section 3. Second Notice of Violation. If a violation cited in a notice pursuant to Section 2 is not completely remedied within the time provided or reoccurs within twelve (12) months, the standards committee shall provide the board with the details of the violation and documentation of the postcard, photograph, and first violation letter. The board will make a decision whether to levy a fine of \$100 per day until the violation is brought into compliance and will approve that the owner and alleged violator (if not the same person) shall be sent a second notice of violation by mail. The \$100 per day fine will start the fifteenth (15th) day after the date of the second notice of violation, which shall contain:

- (a) A statement that a first notice of violation had been sent regarding the alleged violation and that the alleged violation has not been remedied or has reoccurred.
- (b) A short plain statement of the matters asserted by the association to constitute the violation, including but not limited to the specific violation alleged, the date of each alleged violation for which a fine has been levied by the board and may be imposed by the appeals committee.
- (c) A statement of what action is required to remedy the alleged violation.
- (d) A final demand that the alleged violation be rectified within fourteen (14) days.
- (e) A statement directing the homeowner/violator to notify the property management company when the violation is brought into compliance so an inspection can be scheduled.
- (f) A statement that a meeting of the appeals committee has been called to consider approval of a fine levied by the board in the amount of \$100 per violation beginning on the fifteenth (15th) day, accruing at \$100 per day if a continuing or repeat violation, up to the maximum permitted by law until the violation is remedied. The date, time, and place of the meeting shall be included.
- (g) A statement that the owner and the alleged violator (if not the same person) will have an opportunity at such meeting to respond to the alleged violation, present evidence, and provide

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written and verbal argument on all pertinent issues, as well as to review, challenge and respond to any material considered by the appeals committee.

- (h) A statement that no levied fine or suspension shall be imposed and that the appeals committee meeting shall be cancelled if the association is provided verifiable evidence of compliance prior to the expiration of the fourteen (14) day deadline.

Section 4. Expedited Enforcement. The notices required in Sections 1 and/or 2 may be avoided if, in the opinion of the president, two (2) members of the standards committee, or one (1) member of the standards committee and one (1) board member, that the owner or alleged violator (if not the same person):

- (a) Indicates a refusal to comply.
- (b) Installed an improvement or made a change to a lot or home after the denial of an architectural application.
- (c) Altered, changed, or damaged the common areas.
- (d) Persists with the alleged violation and therefore:
 - i. Creates a dangerous condition.
 - ii. Detrimentially impacts the subdivision.
 - iii. Is recurring or continuing.

In those such instances, the association may immediately proceed with the calling of a meeting of the appeals committee and/or turn the matter over to legal counsel to pursue legal action to compel compliance and/or to seek other remedies including damages.

Section 5. Appeals Committee Duties. The duties of the appeals committee shall be:

- (a) To consider all evidence and testimony presented by an owner or resident at the meeting.
- (b) Limited to determining whether to confirm or reject the fine levied by the Board pursuant to this adopted policy.
- (c) Not to impose the fine levied by the board if not in agreement.
- (d) To provide both the board and the property management company written notice of its decision promptly upon the conclusion of the hearing. The property management company shall send the owner/violator a demand for payment, if appropriate.

Section 6. Formal Notice and Levy of the Fine. If a fine is approved by the appeals committee, the board shall provide the owner and/or violator a notice of a demand for payment. The notice shall inform the owner and/or violator that any fines levied shall be paid in full within fourteen (14) business days of approval at the hearing. The fine may continue to accrue at the rate of \$100 per day, up to the maximum allowable by law. If a fine is not paid in full when due, the fine may become a lien upon the lot as permitted by law and/or the association may otherwise file the appropriate legal action to collect the unpaid fine and to recover its attorneys' fees and costs incurred.

Section 7. Other Remedies. Nothing herein shall be construed as a prohibition of, or limitation on, the right of the board or members to pursue other means to enforce the provisions of the various association governing documents including, but not limited to, mediation, arbitration, or legal action for damages and/or injunctive relief.

Section 8. Membership Privileges. The requirements and procedures of Article XVII of these bylaws do not apply to the imposition of suspensions of membership voting privileges upon any member because of the failure of the member to pay assessments or other charges when due.

Approved Month, Day, 2022

Russell Pfozt, Secretary

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