



LAKE ASBURY COMMUNITY ASSOCIATION, INC.  
A PROPERTY OWNERS ASSOCIATION

CLAY COUNTY, FLORIDA  
AMENDED AND RESTATED BYLAWS

Proposed for vote: July 13, 2024



LAKE ASBURY COMMUNITY ASSOCIATION, INC.  
282 BRANSCOMB ROAD  
GREEN COVE SPRINGS, FL 32043

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These Amended and Restated Bylaws contain substantial rewording from the original Bylaws. Please see original Bylaws for original text.

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## Article I. GENERAL

- Section 1 Name: The name of the Corporation shall be "LAKE ASBURY COMMUNITY ASSOCIATION, INC.".
- Section 2 Principal Office: The principal office of the Association in the state of Florida shall be located at the Lake Asbury Community Building, 282 Branscomb Road, Green Cove Springs, FL 32043.
- Section 3 Future Developments: The term "Lake Asbury" is under the jurisdiction of "Lake Asbury Community Association, Inc.", and/or "Association", and shall be construed to include:
- (a) The present "Lake Asbury" as recorded in Plat Book 7, Page 15 & 16, Clay County, Florida, shall be included under the Association Charter and these bylaws, unless otherwise provided for in these bylaws or by two-thirds (2/3) vote of the Board of Directors of Lake Asbury Community Association, Inc.
  - (b) All future subdivided lots or plots, acceptable to the Association, as provided for in these bylaws above, shall be accepted into this Association.
- Section 4 Purpose and Objectives: In amplification of the purposes set forth in the Articles of incorporation, the purposes and objectives are as follows:
- (a) To develop a community designed for safe, healthful, and harmonious living.
  - (b) To promote community interests and rights of all Association members.
  - (c) To care for the improvements and maintenance of those community properties, or land areas and other such facilities or areas that may be properly dedicated or deeded to and accepted by this Association.
  - (d) To make and enforce rules and regulations for the use of Lake Asbury Community Association property. To control and regulate all activities pertaining to the enjoyment and use of same.
- Section 5 Privileges and Access to Lake Asbury: The Lake Asbury Community Association has no authority, responsibility, or control over access to the lakes, boat ramps or dams.

## Article II. DIRECTORS

- Section 1 Number and Term: The number of directors which shall constitute the whole Board of Directors shall not be less than seven (7) nor more than fifteen (15), pursuant to Article VII of the Charter. Within the limits set above, the number of directors shall be increased or decreased by the board in the "Manner of Acting" under Section 7 below. The directors shall be elected at the annual meeting of the members, and each Director shall serve as hereinafter set forth in these bylaws.
- (a) The Board of Directors shall be elected to serve for two (2) years in staggered terms. The first elected Board of Directors shall be elected one-half for one (1) year and the remaining half for two (2) year terms, the terms to be determined by lot. At the next annual meeting of the membership, half of the Board of Directors will be elected for two (2) year terms with the remaining half continuing over until the following year at which time they shall be succeeded or re-elected for a two (2) year term.
- Section 2 Eligibility: Directors must be from a membership in good standing and only one person from each lot or plot, family, or multiple lot ownership, shall be eligible to serve on the Board as a member, officer, or appointive officer.
- Section 3 Vacancy and Replacement: If the office of any Director or Directors becomes vacant by reason of death, resignation, or disqualification, removal from office or said Director or Directors are otherwise unable to fulfill their obligation as a Director, a majority of the remaining Directors though less than a quorum, at a special meeting of Directors duly called for this purpose, shall choose a successor or successors, who shall hold office for the unexpired term for which such vacancy occurred.

- Section 4 Removal: Directors may be removed from the Board for cause by an affirmative vote of a majority of the Association Membership or two-thirds (2/3) vote of the Board. No Director shall continue to serve on the Board if, during their term of office their membership for any reason is denied or transferred pursuant to these bylaws.
- Section 5 Meetings of the Board:
- (a) The first meeting of each Board with newly elected Directors, elected by the members, shall be determined at the annual meeting of the Association members at which they were elected, provided a quorum shall be then present, or as soon thereafter as may be practicable.
  - (b) Regular meetings of the Board will be held not less than quarterly but may be held as often as may be decided from time to time in the manner of acting of the Board. (Section 7, this article).
  - (c) Special meetings of the Board may be held whenever called by the Board President or a majority of the Board. The Secretary shall give notice of each special meeting either personally, by mail, e-mail, or telephone, to all concerned with said meeting.
  - (d) Any person(s) of the membership may attend any and all regular or special meetings of the Board of Directors. Such person(s) shall be considered as an invited guest and will in no manner participate in or otherwise disrupt such meetings, unless said person(s) is specifically invited to said meeting to participate in the agenda of that meeting or is recognized by the Board President for the purpose of presenting business before the Board.
- Section 6 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time and without further notice.
- Section 7 Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- Section 8 Annual Statement: The Board shall present no less often than at the annual meeting of the Members, a full and clear statement of the business and condition of the Association, including a report of the operating expenses of the Association and the assessments of the members,
- Section 9 Audit: An independent audit of the Association books may be ordered by the Board of Directors annually and said audit shall be presented at the next annual or special meeting of the Board, whichever meeting occurs first.
- Section 10 Powers of the Board: Any property and business of the Association shall be managed by the Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things required by the business of the Association as are not by statute or by the Articles of Incorporation or these bylaws, directed or required to be exercised or done by the members. These powers shall specifically include, but not be limited to the following:
- (a) To use and expend Association funds only to maintain, care for, and preserve any property the Association may now or in the future own or gain possession of, to administer its rules and regulations and to provide services for Association members to fulfill the purpose of its Charter.
  - (b) To repair and replace Association property, machinery, equipment, and other things.
  - (c) The right to insure the Association against public liability and such other insurance as the Board may deem advisable. Such insurance may be taken out by the Board in the name of the Association for the benefit of all the members of the Association.
  - (d) To take action to correct violations of these bylaws, or any of the other governing rules and covenants.
  - (e) To make reasonable rules and to amend same from time to time, such rules and their amendments shall be binding upon the Association members after the Board has approved same.

Section 11 Compensation: The Directors and officers of this Association shall serve without compensation. Individuals who incur personal expenses in the conduct of the business of the Association, may be reimbursed actual expenses, properly receipted, in the manner of acting by the Board.

### **Article III. OFFICERS**

Section 1 Elective Officers: The Officers of the Association shall be elected from the Board of Directors as follows: a President, Vice President, Secretary, and a Treasurer. Two or more offices may not be held by the same person.

Section 2 Elections: The Board of Directors at their first meeting immediately following each regular annual meeting of the membership, shall elect the Officers outlined under Section I above in the manner of acting of the Board for a term as defined under Section 4 of this article.

Section 3 Appointive Officers: The Board, in the manner of acting, may appoint such other officers as it shall deem necessary, who shall hold office for such terms and shall exercise such powers and perform those duties as shall be determined from time to time by the Board. In no case shall such appointee's term or duties extend beyond the term of office of a Board member (two years) or the unexpired term of the Board member to whom said appointee may be responsible, unless said appointee is reappointed by Board Action. These appointive offices are void of voting privileges on the Board and are to be considered as auxiliary members of the Board.

Section 4 Term: The Officers of the Association shall hold office for a term of one (1) year or until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board may be removed at any time by a majority vote of the whole Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the remaining Directors.

Section 5 President: The President shall preside at all meetings of the Association membership and the Board of Directors, shall exercise general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. They shall execute bonds, mortgages and other commitments requiring the Seal of the Association and shall be attested to by the Secretary, except where the same are required or permitted by law to be otherwise signed.

Section 6 Vice President: The Vice President shall assume the duties of the President during their absence and otherwise assist the President with the duties of their office, at their direction.

Section 7 Secretary: The Secretary shall attend all meetings of the Association Membership and the Board of Directors, recording all votes and minutes of the proceedings and maintaining their respective records. They shall give or cause to be given, notice of all meetings of the membership and regular meetings of the Board and shall perform such other duties as prescribed by the Board or the President. They shall keep the Seal of the association and when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by their signature.

Section 8 Treasurer: The Treasurer shall have custody of the Association funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit its monies and other valuable effects in the name and to the credit of the Association in such depositories as designated by the Board of Directors. They shall disperse the funds of the Association as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association.

Section 9 Indemnification of Association Directors and Officers: The Lake Asbury Community Association, Inc. shall indemnify and hold harmless the Directors and Officers of the Association to the fullest extent permitted by law with respect to any proceedings and/or claims, whether a lawsuit is filed or not, brought by someone or some entity other than the Association against the Directors and / or Officers arising out of any act or

omission taken by the Directors and / or Officers occasioned by, relating to, or in connection with the management, operation and administration of the Association, and/or carrying out the general duties, services, and obligations of the Directors and Officers regarding their respective roles with the Association, including but not limited to all claims, losses, liabilities, costs or expense (including without limitation, attorneys' fees and legal expenses at the trial and appellate levels or at any state administrative proceedings) arising out of damage to property, or injury to, or death of, persons or other claims. The Association's duty to indemnify and hold harmless the Directors and Officers is solely by reason of the volunteer person being or having been a Director or Officer of the Association or any settlement thereof, regardless of whether they are a Director or Officer at the time such expenses are incurred. This indemnification shall not apply in cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. In the event of a settlement, the indemnification shall also apply when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officers may be entitled.

Section 10 Resignation: Any Director or other Officer of the Association may resign their office at any time, such resignation may be made in writing and to take effect from the time of its receipt by the Association, unless a time be fixed in the resignation, and then from that date, The acceptance of a resignation shall not be required to make it effective.

#### **Article IV. MEMBERSHIP**

Section 1 Definition: Membership in the Association shall consist of those persons(s) owning a lot or plot within the platted Lake Asbury Area, to include all future sub divided lots or plots, and shall become a member of the Association and said membership shall be an incident of ownership and not separately transferable.

Section 2 Membership Privileges: Membership shall be extended to the spouse and their dependent children in residence with them, irrespective of age or sex, all privileges and rights extended by this Association in accordance with these bylaws and other rules and regulations published or to be published by this Association.

Section 3 Transfer of Membership and Ownership: Membership in the Association may be transferred only as an incident to the transfer of ownership of the transferor's lot or plot,

Section 4 Loss of Membership: A member may suffer loss of membership by a two thirds (2/3) vote of the Board of Directors when said member habitually fails to abide by the rules and regulations of the Association, or otherwise creates or causes nuisance to the health, welfare and spirit of the Association Charter. Such a member shall be considered as not being a member in good standing.

#### **Article V. MEETINGS OF MEMBERSHIP**

Section 1 Annual Meeting:

(a) Regular annual meetings of the membership shall be held in July at the time and place (generally the Lake Asbury community building) specified by the Board of Directors through written notice. This notice shall be mailed and/or e-mailed at least fourteen (14) days prior to the meeting to all members of the Association.

(b) At the annual meeting, the members shall elect, by plurality vote (cumulative voting prohibited), a Board of Directors, as described in Article II of these bylaws, and transact such other business as may properly be brought before the meeting.

Section 2 Special Meetings:

(a) Special meetings of the members for any purpose or purposes, unless otherwise prescribed in these bylaws, may be called by the Board President, majority of the Board, or at the request in writing of ten percent (10%) of the membership. Such request shall state the purpose or purposes of the proposed meeting.

(b) Written notice of a special meeting of members, stating time and place and purpose thereof shall be mailed and/or e-mailed to each member. This notice shall be given at least seven (7) days prior to the meeting to all members of the Association.

(c) Business transacted at all special meetings shall be confined to the subjects in the notice thereof.

Section 3 Quorum: Fifty one percent (51%) of the membership present in person or by written proxy, shall be constitute a quorum at annual or special meetings of the members for the transaction of business.

Section 4 Right of Proxy: At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy shall only be valid for such meeting or subsequent adjourned meeting thereof. The proxy vote shall be in writing and signed by the member authorizing said proxy and delivered to the President prior to said meeting.

## Article VI. FUNDING

Section 1 Voluntary Contributions and Member Privileges: The Lake Asbury Community Association does not collect mandatory dues from its members. However, members are encouraged to make an annual voluntary contribution to support the association's expenses. Members who choose to contribute may receive additional privileges, as determined by the board. These privileges may include, but are not limited to, discounts on events, prizes, and building rentals.

Section 2 Additional Funding Sources: Lake Asbury Community Association other sources of funds include the rental of its facilities and other fundraising events as approved by the Board of Directors.

## Article VII. AMENDMENTS

Any proposed amendments to these bylaws may be submitted in writing at any meeting of the Members of the Association, such proposed amendment shall be discussed at the meeting of the members following the meeting at which the proposed amendment was submitted and shall be voted upon by the members of the Association at a date which shall be no earlier than the second meeting following the initial submission of the proposed amendment. Such proposed amendment must be signed by three (3) members of the Association, shall be read to the meeting by the Secretary, and shall be printed on ballots distributed to all members by mail and/or e-mail prior to the meeting, and in accordance with these bylaws.

Upon proper notice as stated above, these bylaws may be amended, altered, or rescinded by an affirmative vote of the quorum of the membership in accordance with these bylaws.

**Article VIII. RULES OF PROCEDURE**

All meetings of the Association whether it be meetings of the members or meetings of the Board of Directors, shall be conducted with Roberts Rules of Order (latest edition) when said rules are not in conflict with the Articles of Incorporation and these bylaws or the Statutes of the State of Florida.

**Article IX. FISCAL YEAR**

The fiscal year of the Association shall be the calendar year January through December.

**Article X. GRIEVANCE**

Any member or members who feel they have been unjustly treated or wronged in any manner by the administration of these bylaws, the Association, or its Officers or Directors, are invited to bring their grievances, or other business before the next regularly scheduled meeting of the Board.

**Article XI. CLUBS AND OTHER ORGANIZATIONS**

The formation of clubs, organizations, societies, and other related activities are subject to the approval of the Board of Directors of the Lake Asbury Community Association, Inc. All such groups must submit their facility usage request to the Board of Directors, Lake Asbury Community Association, Inc. prior to engaging in said activities. Approval for said activities will not be unreasonably withheld by the Board provided said activities do not conflict with the purpose and intent of the Charter and the bylaws of Lake Asbury Community Association, Inc., in addition all such activities must be self-sufficient and in no manner obligate or endanger the Association.

**Article XII. SEVERABILITY CLAUSE**

Should any of the provisions of the bylaws herein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

These Amended and Restated Bylaws for Lake Asbury Community Association, Inc. were approved by the membership at the annual meeting held on the 13th day of July 2024.

**LAKE ASBURY COMMUNITY ASSOCIATION, INC.,** A PROPERTY OWNERS ASSOCIATION

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Board President (signature)

\_\_\_\_\_  
Witness (signature)

\_\_\_\_\_  
Board President (print name)

\_\_\_\_\_  
Witness (print name)