

**CAMBRIDGE GREENS OF CITRUS HILLS
PROPERTY OWNERS ASSOCIATION, INC.
c/o Village Services Cooperative, INC.
2541 N Restin Terrace, Hernando, FL 34442**

**Amended and Restated By-Laws
Of
CAMBRIDGE GREENS OF CITRUS HILLS
PROPERTY OWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION**

Whereas, the Cambridge Greens of Citrus Hills Property Owners Association Inc, was incorporated pursuant to the laws of the State of Florida on February 19, 1988, and

Whereas, subsequent to said incorporation and pursuant to the desires of the Board of Directors of the Cambridge Greens of Citrus Hills Property Owners Association Inc, it has become necessary to amend and restate the By-Laws and,

Whereas, pursuant to Article XV of the By-Laws of Cambridge Greens of Citrus Hills Property Owners Association Inc, said By-Laws may be amended by a majority vote of the Board of Directors.

Now therefore, the Board of Directors of the Cambridge Greens of Citrus Hills Property Owners Association Inc, a Florida Not-For-Profit Corporation, on this 19th day of Sept, 2023 does hereby declare, ratify and adopt the following amended and restated By-Laws of Cambridge Greens of Citrus Hills Property Owners Association Inc.

**Amended and Restated By-Laws
Of
CAMBRIDGE GREENS OF CITRUS HILLS
PROPERTY OWNERS ASSOCIATION**

ARTICLE I

DEFINITIONS

1.1 As used herein terms and words shall have the meaning stated in the Restrictive Covenants and Easements for the CAMBRIDGE GREENS OF CITRUS HILLS PROPERTY OWNERS ASSOCIATION and filed for record in the official records of Citrus County, Florida (the "Declaration").

ARTICLE II

LOCATION

2.1 The principal office of the Association shall be c/o Villages Services Cooperative, Inc, 2541 N Restin Terrace, Hernando, FL 34442.

ARTICLE III

MEMBERSHIP

3.1 Membership of the Association is as set forth in Article III of the Articles of Incorporation of the Association.

3.2 The rights of membership are subject to the payment of Annual and Special Assessments as provided by Article VI of the Declaration.

ARTICLE IV

Board OF DIRECTORS

4.1 The Board of Directors of the Association shall be elected at the annual meeting of the members as specified in Article VII herein. The election of Directors shall be decided by majority vote of the members.

4.2 Any Director may be removed from office at any time with or without cause by the affirmative majority vote of the Association membership.

4.3 The first meeting of the duly elected Board of Directors shall be held immediately after the annual meeting for the purpose of organization, and to elect Officers as described in Article V, provided the majority of the members elected to the Board are present. Any action taken at such meeting shall be by a majority of the whole Board. If the majority of the members of the Board elected are not present at that time, or if the Directors shall fail to elect Officers as stated in Article V, the meeting of the Board to elect Officers shall then be held within thirty days after the annual meeting of members upon three days notice in writing to each member of the Board elected, stating the time, place, and object of such meeting.

4.4 Regular meetings of the Board of Directors may be held at any place or places within Citrus County, Florida, on such days and at such hours as the Board of Directors may establish.

4.5 Board Meetings

A. A meeting of the Board of Directors of an Association occurs whenever a quorum of the Board gathers to conduct Association business. Notices of all Board meetings shall be announced via email or on the Association website at least 48 hours in advance of the meeting except in an emergency.

B. All meetings of the Board shall be open to all members except for the meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by attorney-client privilege and/or for the purpose of discussing personnel matters.

Members have the right to attend all meetings of the Board and to speak on any matter placed on the agenda subject to the following rules: the member/speaker must be the owner of record; each member wishing to do so, upon being recognized by the chair, may speak up to three (3) minutes on that issue.

C. Any parcel owner may tape record or videotape meetings of the Board of Directors, committee meetings or meetings of the members. The Board of Directors may adopt reasonable rules governing the taping of these meetings.

D. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the members and parcel owners and posted conspicuously on the property not less than 14 days before the meeting, or via email if the property owner has chosen this method of communication (a dated and signed Consent Form is required to be on file).

E. Directors may not vote by proxy or secret ballot at Board meetings, except the secret ballots may be used in the election of Officers. This subsection also applies to the meetings of any committee or other similar body, when final decisions will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

F. Board Meetings shall generally follow this agenda format:

**Call to Order
Roll Call
Approval of Minutes
Reports of Officers
Reports of Committees
Unfinished Business
New Business
Adjournment**

4.6 Special meetings of the Board of Directors may be called at any time by the Secretary or by any two members of the Board and may be held at any place or

places within Citrus County, Florida, and at any time. Special meetings are limited in scope and purpose and address a specific topic.

4.7 Emergency meetings, when held, shall be noticed and ratified at the next regular meeting of the Board of Directors.

4.8 Roberts Rules of Order shall apply in general in the conducting of all meetings.

ARTICLE V

OFFICERS

5.1 As required elsewhere in these By-Laws, the Board of Directors shall at their first initial meeting, elect a President, Vice President, Secretary and Treasurer to serve for a term of two (2) years unless removed or due to resignation. The President and Vice President shall be required to be Directors.

5.2 President - The President shall 1) be the Chief Executive Officer of the Association, 2) preside at all meetings of the members and Directors, 3) have general and active management of the Association, 4) see that all orders and resolutions of the Board are carried into effect, 5) ensure that the financial business of the Association is maintained to budget limitations, and to obtain Board approval before exceeding such, 6) execute bonds, contracts and mortgages requiring the seal of the Association after Board approval, except where permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board to some other Officer or agent, 7) serve at the pleasure of the Board and comply with any other parameters established by the Board.

5.3 Vice President - The Vice President shall 1) have such powers and perform such duties as usually pertain to such office or are properly required of the office by the Board of Directors, 2) in the absence or disability of the President, perform the duties and exercise the powers of that office, 3) serve at the pleasure of the Board and comply with any other parameters established by the Board.

5.4 Secretary - The Secretary shall 1) issue all notices for members meetings and Board of Directors meetings, 2) record and convert to written form the proceedings of the aforementioned meetings, 3) maintain originals of all minutes for Association records, 4) keep on file all committee reports, 5) maintain record book(s) in which the covenants, articles, By-Laws, amendments thereto, policies, rules, minutes and such are entered; bring said book to each meeting 6) maintain the official membership roll 7) prepare the order of business for each meeting 8) conduct the general correspondence of the Association 9) serve at the pleasure of the Board and comply with any other parameters established by the Board. The Secretary may digitally record all Board and members meetings and, after the minutes are converted to written form, the recordings are no longer part of the Association's Official Records.

5.5 Treasurer - The Treasurer shall 1) perform such duties as usually pertain to the office of Treasurer, 2) have the care and custody of all the monies and securities of the Association, 3) maintain the books, and enter in them full and accurate accounts of all monies received and expended on behalf of the Association, 4) sign such instruments as require the Treasurers signature 5) prepare the "Proposed Budget" for the forthcoming year for the Board, 6) prepare such financial reports as required by the Board and the law, 7) ensure expenditures are within budget limitations and report potential problems to the Board, 8) assign such duties as determined to assistants or contractors when authorized by the Board, 9) serve at the pleasure of the Board and comply with any other parameters established by the Board.

5.6 Any Officer may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board. Vacancies in any office arising from any cause may be filled by the remaining Board of Directors at any regular or special meeting.

5.7 The same individual may simultaneously hold more than one office. A duly appointed Officer may appoint one or more assistant Officers if needed. All Officers and assistant Officers are responsible to the Board of Directors. Under no circumstances shall the President and Treasurer be the same person.

5.8 Any Officer may have one or more assistants, such assistants shall be approved by and serve at the pleasure of the Board of Directors, subject to removal with or without cause.

5.9 Vacancies in any office arising from any cause shall be filled by a majority vote of the remaining Board of Directors at any called meeting of said Directors.

ARTICLE VI

FINANCIAL REPORTING AND CONTROLS

6.1 Budgets – The Board shall prepare an annual budget. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must be set out separately all fees or charges for recreational amenities, whether owned by the Association, the developer, or another person. The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member. The copy must be provided to the member within the time limits set forth in subsection (8.2).

6.2 Financial Reporting – The Board shall prepare an annual financial report within 90 days after the close of the fiscal year. The Association shall, within the time limits set forth in subsection (8.2) 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.

A. As long as the Association has total annual revenues of less than \$150,000, they shall prepare a report of cash receipts and expenditures.

B. A report of cash receipts and disbursements shall disclose the amount of receipt classifications and the amount of expenses by accounts and expense classifications, including but not limited to the following, as applicable: costs for security, professional, and management fees and expenses; taxes; costs for recreation facilities; expenses for refuse collection and utility services; expenses for grass and lawn care; costs for building maintenance and repair insurance costs; administration and salary expenses; and reserves if maintained by the Association.

6.3 Annual Budget Approval – The budget will be approved by the Board of Directors each year and annual dues, based on that budget, announced.

6.4 All Association checks will require two (2) signatures.

6.5 There shall be “Specified Reserves” for future expenses as required by a written study and plan. The reserve fund shall encompass such items as sign maintenance and replacement, catastrophic events, legal proceedings and landscaping.

6.6 “Unrestricted funds” for unplanned expenses shall be included in savings. The amount will be no more than equal that of the annual budget.

ARTICLE VII

MEETING OF MEMBERS

7.1 The regular annual meeting of the members shall be held each year during the first quarter at a date, time and place to be determined appropriate by the Board of Directors.

7.2 Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all the votes of the entire membership.

7.3 Notice of Meetings - The Association shall give all members actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted to the members not less than 14 days prior to the meeting. Evidence of compliance with this 14 day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association.

7.4 Right to Speak – Members have the right to attend all membership meetings and to speak at any meeting with reference to all items included on the agenda. Notwithstanding any provision to the contrary in the governing documents or any

rules adopted by the Board or membership, a member has the right to speak for at least 3 minutes on any item, provided that the member submits a written request to speak prior to the meeting. The Association may adopt written reasonable rules governing the frequency, duration, and other manner of member statements, which rules must be consistent with this subsection.

7.5 Proxy Voting – The members have the right, unless otherwise provided in the governing documents, to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

7.6 Roberts Rules of Order shall apply in general in the conducting of the meeting.

ARTICLE VIII OFFICIAL RECORDS

Article VIII (Official Records) has been deleted from the By-Laws because it is covered in its entirety by the state of FL statutes (<http://www.myfloridalicense.com/dbpr/lsc/documents/statutes/Ch720Printed.pdf>). Since the state legislature can change (add, delete, amend and/or restate) these documents, it is likely that Article VIII will undergo occasional changes which will automatically make our By-Laws non-compliant with the statutes. If you have questions about Official Records please visit the link in this paragraph

ARTICLE IX

COMMITTEES

9.1 The Board of Directors shall, by resolution, appoint committees as deemed appropriate in carrying out its purpose.

9.2 Meetings of a committee to take final action on behalf of the Board of Directors or the Association or to make recommendations to the Board of Directors regarding the Association budget are subject to the requirements of Article 4.5 of these By-Laws. Meetings of a committee that does not take final action on behalf of the Board of Directors, the Association or make recommendations to the Board of Directors regarding the Association budget are exempt from this requirement.

9.3 All committees must either keep minutes of their meetings or make formal presentations to the Board at scheduled Board meetings.

9.4 Social Committee:

A. The Social Committee and its chair shall be appointed by the Board.

B. The Social Committee shall have total responsibility for organizing and conducting the Association summer picnic and the “trash to treasure” sale. The committee shall gather required volunteers, determine dates for events, obtain any necessary permits and material and supplies, arrange the site for required activities and provide members with notices of the events. The committee shall have a budget set by the Board for the events and shall provide receipts for all expenses. Any surplus from an event will be returned to the treasury. The committee shall make monthly or bi- monthly reports to the Board of their activity. The committee serves at the pleasure of the Board.

9.5 A Sunshine Committee will operate as part of the Social Committee and shall, as appropriate, send cards and flowers to community members in need.

9.6 Welcoming Committee:

A. The Welcoming Committee shall be appointed by the Board.

B. The Welcoming Committee shall have responsibility to contact each new owner of a property (lot/home) when a deed transfer takes place. The committee shall have a budget set by the Board and shall provide receipts for all expenses. They shall express the Association’s pleasure in having them in the community and provide local information and a gift basket. The Welcoming Committee serves at the pleasure of the Board.

9.7 Property Review Committee (PRC)

A. PRC members and their chair shall be appointed by the Board and serve at the pleasure of the Board.

B. The PRC will be responsible for following the process and criteria as specified in the Deed Restrictions of the Cambridge Greens of Citrus Hills Property Owners Association.

C. Property Owner Appeals Procedure for Denied PRC Applications

The property owner has 30 days to file an appeal with the Board of Directors. It must be submitted in writing and should contain (as a minimum): any and all specified drawings, a detailed explanation as to why the property owner feels the decision should be reversed and any other information or data that the property owner believes will help in the appeals process.

Upon receipt of said application, the Board will review the matter at its next scheduled meeting and appoint 2 Directors to meet with the property owner (and his designees) to discuss the matter further. The appointed Directors may also meet with PRC members in an effort to gain more information and

understanding for the denied application. The 2 Directors shall present their findings at the next scheduled Board meeting and the Board shall rule on the appeal at that time.

If the appeal is denied, the owner has the right to utilize the FL statutes governing Property Owners Associations. The owner is responsible for his costs and will not be reimbursed by the Association.

D. In the absence of a quorum, two (2) PRC members may conduct business and approve requests with review and signature of any serving Director. A Director may not participate in the appeals process for any request s/he has signed.

ARTICLE X

ELECTIONS

10.1 Election of Directors shall be by written ballots of the membership. Proxies shall be permitted in the election of the Directors.

10.2 Not less than thirty (30) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery, to each member entitled to vote a notice of the date of election along with a ballot which shall list (alphabetically) all candidates known at that time. A proxy will also be included in the mailing. This notice shall also include notice when and where the votes are to be counted. Members may mail or bring their ballot to the meeting.

10.3 Members may nominate themselves from the floor at the scheduled election. The time for these nominations and casting of votes for these nominations shall be shown on the meeting agenda.

10.4 Elections shall be decided by a plurality of those ballots cast.

ARTICLE XI

DISCLOSURE SUMMARY

11.1 Every owner in Cambridge Greens of Citrus Hills Property Owners Association is solely responsible to provide the "Disclosure Summary" required by current and/or changed or amended Florida Statutes, Chapter 720.401.

ARTICLE XII

ASSESSMENTS

12.1 As more fully provided in the Declaration, each owner is obligated to pay all Association Annual and Special Assessments.

12.2 Assessments shall be due on an annual basis. Due date shall be the 31st of January of each new budget year.

12.3 The Association shall charge a late fee of \$25 and interest at the highest rate permitted by law for payment of assessments thirty (30) days past the due date.

ARTICLE XIII

ENFORCEMENT

13.1 The failure of the Association to enforce any By-Law herein, or to remedy any violation thereof, at any time, or from time to time, shall not constitute a waiver by the Association of those or other provisions of these By-Laws or any other governing documents.

13.2 Each member, and the member's tenants, guests, and invitees, are governed by, and must comply with, the governing documents of the community.

13.3 Remedies/Fines shall follow Florida Statute 720.305. The Statute provides for the following. The Association may levy reasonable fines, not to exceed \$100 per violation, against any member or any tenant, guest, or invitee for a violation for any of the governing documents requirements. A fine may be levied on the basis of each day of a continuing violation, with a single notice and opportunity for hearing, except that no such fine shall exceed \$1,000 in the aggregate unless otherwise provided in the governing documents. The Association may place a lien on a property for fines totaling \$1,000. The Association may suspend use rights including voting rights, of a property owner whose fine is delinquent more than 90 days.

A fine or suspension may not be imposed without notice of at least 14 days to the person sought to be fined or suspended and an opportunity for a hearing before a committee of at least 3 members appointed by the Board who are not Officers, Directors or employees of the Association or the spouse, parent, child, brother, or sister of an Officer, Director or employee. If the committee, by a majority vote, does not approve an imposed fine or suspension, it may not be imposed.

13.4 The requirements of this subsection do not apply to any member because of the failure of the member to pay assessments or other charges when due. The Association shall have the right to recover from the violating Owner all costs, including reasonable attorneys fees and costs, incurred by it in any action to enforce any term, condition, restriction or covenant contained in the governing documents, including those incurred prior to judicial proceedings and appellate proceedings.

ARTICLE XIV

INDEMNIFICATION

14.1 The Association shall indemnify and hold harmless each Director and Officer of the Association from any liability, loss claim, action or suit, including but not limited to attorney's fees and costs arising from or by virtue of any action, except willful or gross malfeasance or misfeasance, taken or failure to take into action relative to their service as such Director or Officer.

ARTICLE XV

AMENDMENTS

15.1 These By-Laws may be amended, by vote of a majority of the Board of Directors; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law and provided further that any matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such declaration.

15.2 In case of conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between the Declaration and these By-laws, the Declaration shall control.

ARTICLE XVI

COMMUNICATIONS TO MEMBERS

16.1 The Association website will be the primary communication vehicles for the Cambridge Greens Property Owners Association. Emails and mailings will also be supported as requested by individual property owners. All required meeting notices, document changes and other relevant information will be communicated as listed above. Property owners will have the option of downloading information from the website or contacting Villages Services, Inc, for copies.