**HILLCREST MANOR HOMEOWNERS ASSOCIATION, INC.**

**CONSTITUTION AND BYLAWS**

We, the legal lot owners of the HILLCREST MANOR Subdivision, Largo, Pinellas County, Florida, in order to institute some measure of self-government for our mutual benefit, protection and welfare, do hereby ordain, declare and establish the following Constitution and Bylaws.

**ARTICLE I: NAME**

The name of this Association shall be **HILLCREST MANOR HOMEOWNERS ASSOCIATION, INC.**, a Florida, not for profit corporation Florida Statute Section 617, constituting the owners of record of the real property legally described in Exhibit “A” attached hereto and incorporated by reference.

**ARTICLE II: PURPOSE**

The purpose of this Association shall be:

**Section 1.** To promote community interest and general welfare of the residents; to enforce building restrictions and other deed restrictions within the aforesaid subdivision or adjacent properties where this Association may be affected; to pursue development, installation, and proper maintenance of public improvements and services within the subdivision.

**Section 2.** This Association shall be dedicated to the preservation of property value and to active participation and cooperation in the protection of these rights and properties. The Association will promote individual and group activities for the betterment of this subdivision and will oppose individual and group activities that may lessen the attractiveness of this subdivision as a residential community.

**Section 3.** Articles, sections, clauses and provisions contained herein are neither intended nor established as condition of individual protection but as collective protection for all members.

**Section 4.** Should a question arise as to the true intent of an article, restriction or bylaw, the Board of Directors has the final decision as to interpretation of intent and is authorized to enforce said article, restriction or bylaw.

**ARTICLE III: Members**

**Section 1.** **Maximum Membership:** The maximum membership of this Association shall be limited to one hundred fifty-two (152) members.

**Section 2.** **Membership Eligibility:** All legal owners of record shall be eligible to become members of this Association by paying dues and subscribing to the Constitution and Bylaws. Owner shall mean and refer to the lot owner of record, whether one or more persons, or entities of the fee simple title to any lot or building lot. Member shall mean their annual dues have been paid.

**Section 3.** Membership in this Association is voluntary. All legal lot owners of record are expected to abide by the tenets and restrictions of the property, to assist the Association and to cooperate toward making the community a neighborly place to live and enjoy.

**Section 4.** **Dues:** The amount of the annual membership dues in the Association shall be recommended by the Board of Directors and approved by the general membership at the Annual Meeting for the next fiscal year. Dues shall be established equally per legal lot owner.

1. The fiscal and administrative year begins January 1 and ends December 31.
2. The revenue of this association shall be derived from annual dues, donations, or by other means as may be approved by the general membership.

**ARTICLE IV: Officers**

**Section 1.** **Officers and Duties:** The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer. They shall be elected by the membership at the Annual Meeting each year and shall take office immediately. Their term shall be for the administrative year. They shall serve until their successors have been duly elected.

**Section 2.** The officers must be members of the Association in good standing.

**Section 3.** In addition to the Officers, four members shall be elected to serve as Directors on the Board of Directors. To provide continuity of experience, the term of office shall be two years, with two members elected each year at the Annual Meeting.

**Section 4.** **President:** The president shall be the executive officer of the Association. The President:

1. Will preside over all meetings of the Association and the Board of Directors.
2. The President only votes in the event of a tie.
3. Will be an authorized signer on all Association bank accounts, and may sign checks for all duly authorized payments.
4. Shall serve as an ex-officio member of all committees.
5. Will set the agenda for the Board of Directors and Association meetings.

**Section 5.**  **Vice President:** The Vice President shall assist the President. The Vice President will preside at all meetings in the absence of the President. If the incapacity of the President becomes a permanent type, then the Vice President shall automatically become President.

**Section 6. Secretary:** The secretary is the recording officer of the Association and the custodian of records. The secretary shall keep a record of all the proceedings (Minutes) of the Association. The duties of the Secretary shall also include, but not be limited to:

1. Keep on file all committee reports.
2. Make the minutes and records available to members upon request.
3. Keep a list of all existing committees and their members.
4. Prepare general correspondence for the Association.
5. Prepare meeting notices.
6. Keep copies of all letters and a file of all correspondence.
7. Keep copies of the sign-in sheets of all Association meetings.
8. File the Annual Report and renewal of the Association’s Florida Corporation, as the Resident Agent.
9. Will pass out ballots in the event of a secret ballot election based on the sign-in sheets allowing one ballot per residence, and will record the results when counted.
10. In the case of the absence of the Treasurer, the Secretary will assume the duties of the Treasurer, and the President will sign necessary checks.

**Section 7.**  **Treasurer:** The Treasurer will keep accurate records of all monies received and disbursed by the Association and shall deposit same in a checking account with a banking institution as designated by the Board of Directors. The President and the Treasurer will be approved signers for any bank accounts of the Association. The duties of the Treasurer shall also include, but not be limited to:

1. Prepare the sign-in sheets for all Association meetings based on membership.
2. Pay all approved bills by check or Association bank credit card.
3. Report receipts and disbursements at the Board of Directors and Association meetings.
4. Prepare a proposed budget for the coming fiscal year for approval by the Board of Directors prior to the Annual Association Meeting
5. Prepare the necessary financial records for the annual filing of the taxes
6. Keep up-to-date records of the membership of the Association including email and contact information
7. Receive and complete Estoppel requests for the Association in a timely manner as required by Florida law. There will be no financial charges to prepare the Estoppel requests.
8. Send the annual dues notices to all homeowners.
	1. This notice will request an email address and a signature so that the Association has permission to use the email address for Association notices.
	2. If the homeowner does not have an email address, it will be noted so that Association notices are mailed.
9. Perform any other duties that may be assigned to the Treasurer. The Treasurer’s records shall be duly examined and verified annually by an auditing committee (who cannot be members of the Board of Directors) appointed by the President. In the event of the Secretary’s absence, the Treasurer will perform the duties of the Secretary.

**Section 8. Vacancy:** In the event of a vacancy in the office of the Vice President, Secretary, Treasurer, or a Director, the President, with the approval of the Board of Directors, will appoint a member qualified to fill the office for the unexpired term.

**Section 9. Office-Holding Limitations:** No member shall hold more than one office at a time.

**ARTICLE V: Meetings**

**Section 1.** The Annual Meeting and election of officers shall be held each year in January. The date and place shall be determined by the Board of Directors. Announcements of this meeting shall be by newsletter, website, email and/or mail to the homeowners. As soon as the date and location is determined, reminders should be included in any notice and/or letter going to homeowners. The purpose of the Annual Meeting shall be to elect officers and directors, approve the annual dues, receive reports of officers and committees, appointment of the Audit Committee, and for any other business that may arise.

**Section 2.** The Board of Directors may call a special meeting for homeowners when there are matters of importance to the Association. Notice of any special meeting must include the date, time, place and purpose of the meeting, and be sent to the homeowners in adequate time to attend.

**Section 3.** Special meetings can be held at any time on the written petition of thirty percent (30%) of the membership to the President.

**Section 4.** At least 48 hours notice shall be given to all homeowners; stating the date, time, place and the purpose of any meeting.

**Section 5**. **Quorum:** A quorum consists of twenty-two (22) members, representing one vote per lot.

**Section 6.** **Majority:** At any legal meeting, a simple majority of members’ present will carry the motion.

**Section 7.** **Order of Business:**

1. The President shall establish whether a quorum is present for a legal meeting
2. The Secretary will present the minutes of the last meeting
3. Report of the Treasurer
4. Report of the President
5. Report of Committees, if any.
6. Old Business
7. New Business
8. Adjournment

**ARTICLE VI: BOARD OF DIRECTORS**

**Section 1.** The Board of Directors shall consist of four officers of the Association, namely, the President, the Vice President, the Secretary and the Treasurer, together with four additional members elected as Directors. Anyone elected to serve must be a member in good standing.

**Section 2.** The function of the Board of Directors is administrative with power to represent the membership and carry out their mandates. They may investigate and gather information necessary for them to make recommendations pertinent to the welfare of the community. They may do all things which in their judgment will be of benefit to the community.

**Section 3.** To facilitate the distribution of information to all homeowners and/or residents, in addition to email and regular U.S. Mail, the Board of Directors will use the Newsletter, the website, or other approved networking to keep the community up-to-date on all information pertinent to Hillcrest Manor subdivision.

**Section 4.** The Board of Directors shall have no power to obligate financially or commit the Association to an expenditure beyond the funds in the treasury without the express consent granted by the membership at any legal meeting.

**Section 5.** Regular Board of Directors meetings shall be held monthly at a time and place determined by the President, if there is required Association business. When no Regular Board of Directors meeting is scheduled, a notice so stating will be sent to the Association homeowners.

**Section 6.** Special meetings of the Board of Directors may be called by the President, when necessary.

**Section 7.** **Quorum:** An assembly of five (5) members of the Board of Directors shall constitute a quorum.

**Section 8.** **Powers of the Board of Directors:** The Board shall have the powers and duties necessary for the administration of the affairs of the Subdivision, and may take all acts, through the proper officers of the Association, in executing such powers, except such acts which by law or these By-laws must be exercised by the lot owners. Such powers and duties of the Board shall include the following:

1. Determining the expenses required for the operation of the Subdivision and the Association
2. Collecting dues from the lot owners
3. To enforce the Restrictions by suit or otherwise, abate nuisances, and enjoin or seek damages lot owners for violations of the Restrictions. In any proceeding arising because of an alleged failure of a lot owner, tenant, guest, or occupant to comply with the terms of the Restrictions, these Bylaws, or rules and regulations adopted pursuant thereof, as may be amended from time to time, the prevailing party shall be entitled to recover the costs of the proceeding and such reasonable attorney’s fees including appellate proceedings from the non-prevailing party.
4. Maintaining accounts at depositories on behalf of the Association and designating the signatories required therefor.

**ARTICLE VII: Election Procedures**

**Section 1.** The President shall appoint a chairman of a Nominating Committee. This chairman may appoint committee members who know the association job requirements and the members who may be considered as likely and willing candidates.

**Section 2.** The Chairman of the Nominating Committee will report the committee’s recommendations as to candidates, who have previously expressed a willingness to serve, to the Board of Directors.

**Section 3.** At the Annual Meeting, the chairman of the Nominating Committee will present the committee’s approved recommendations. The President will entertain a motion for possible other nominations from the members present at the meeting. If there are no opposing nominations, then a motion will be in order to consider the candidates presented by the Nominating Committee as duly elected. When an opposing slate is presented, a secret ballot shall be held. Those candidates receiving the plurality of the votes cast shall be considered elected.

**Section 4.** When a secret ballot election is required, the Secretary will pass out the ballots based on the sign-in sheets with one vote per lot. After the ballots are counted, the Secretary will record the results.

**ARTICLE VIII: Committees**

**Section 1.** The President shall appoint the Board of Directors members to the chairmanship of committees. Each chairman shall appoint the necessary number of committee members to fulfill the functions and responsibilities of his committee.

**Section 2.** **Duties and Responsibilities of Committees:**

1. **The New Residents Committee** shall be the prime point of contact when new residents move into Hillcrest Manor. The committee shall emphasize the value of membership as a means for making the resident’s voice and wishes known in community affairs. The committee shall acquaint present and new residents with the objectives and activities of the Association and enlist active participation. It shall also act as a welcoming host to new residents and in every way strive for a spirit of friendliness, cooperation, and good fellowship in the community.
2. **The Social Committee** shall be responsible for the planning and management of any social activities and/or social events approved by the membership and sponsored by the Association. The committee shall make recommendations to the Board of Directors concerning a social program.
3. **The Architectural Committee** shall function to safeguard the status of Hillcrest Manor as set forth in the deed restrictions. The committee shall:
	1. Regularly inspect the subdivision to ensure that deed restrictions are adhered to and that homeowners maintain their property in compliance with deed restrictions. The committee chairman shall submit a written report on any infractions or infringements to the Board of Directors.
	2. Observe new buildings and any subsequent additions in the course of construction and thereby prevent infractions from occurring at the outset. Compliance will be sought wherever infractions exist. The Committee shall strive to maintain uniform and continued observance of all applicable deed restrictions.

**Section 3.**  The Board of Directors Members or any member who represents the Association, shall not vote on any public issue on behalf of the Hillcrest Manor Homeowners Association, Inc., unless authorized to do so in writing by the Board of Directors of Hillcrest Manor Homeowners Association, Inc.

**ARTICLE IX: Settlement of Non-Compliance with Deed Restrictions and Other Complaints**

**Section 1.** The settlement of all complaints of homeowners in the Hillcrest Manor subdivision shall be determined by the Board of Directors.

**Section 2**. The Board of Directors shall receive all complaints from homeowners about any action that is not in accord with the deed restrictions of the Hillcrest Manor subdivision. All written complaints received, will be reviewed by the Board of Directors.

**Section 3.** The Board of Directors shall investigate and review the complaint and be responsible for implementing an appropriate course of action for remedy and correction. Such actions may include:

1. Preparing a letter to the homeowner outlining the complaint and citing the deed restrictions being violated.
2. The letter shall include the details of what needs to be corrected and a completion date for said work.
3. The letter shall include a date for response from the homeowner to the Board of Directors.
4. A letter shall be sent to the homeowner at their last known address by U.S. Regulat Mail (first attempt to contact). If no response is received within ten (10) days, a second letter will be sent via Certified U.S. Mail with Return Receipt Requested.

**Section ~~4~~.**  If the complaint has not been resolved by the date stated in the above letters, the Board of Directors will contact the Hillcrest Manor Homeowners Association’s attorney for a recommended course of action.

**Section ~~5~~.** Resort to legal action must be approved at a legally constituted meeting of the Board of Directors.

 **ARTICLE X: Amendments**

The Constitution and Bylaws may be changed or amended by a two-thirds (2/3) vote of the members present at a legal meeting of the Association, provided that a written copy of the proposed changes has been submitted to the legal homeowners prior to the meeting. Notification of the proposed changes will be sent to all homeowners and will be the responsibility of the Board of Directors.