



EDGEWATER CLUB, INC. BY-LAWS 2011 INDEX

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EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE ONE: ORGANIZATION

Section 1. The name of this Corporation shall be EDGEWATER CLUB, INC. Hereinafter it will be referred to interchangeably as the "Corporation" or the "Club". Hereinafter, Holiday Mobile Estates Third Addition shall be referred to as Holiday III, and all references to Lemon Bay Isles shall be understood to refer to Phases I, IA, and II only.

Section 2. The Club shall have a seal which shall be in the following form: The Seal of the Club shall be circular in form and shall bear the name of the Corporation [Edgewater Club, Inc.].

Section 3. As stated in the Articles of Incorporation: "This Corporation is organized pursuant to the Corporation 'Not For Profit' Law of the State of Florida, as set forth in Part One of Chapter 617 of the Florida Statutes. Funds raised by this Corporation may be used only for benevolent, recreational, educational, civic and social activities. "This corporation may engage in and sponsor social and recreational activities for the benefit of its members or members of the community, but in no case shall earnings of the corporation be used to benefit any individual member, director or officer."

ARTICLE TWO: PURPOSES

Section 1. This Club has been organized are to provide, recreational, educational and social opportunities for Lemon Bay Isles and Holiday III members in good standing in and to own and operate real and personal property conducive to the creation of such opportunities.

ARTICLE THREE: MEMBERSHIP

Section 1. Membership in the Club is the obligation of ALL property owners in lemon Bay Isles I, IA and 2. Property owners in Holiday Estates, 3rd Edition who decide to be members must meet all membership obligations. No legal responsibility, liability or obligation shall rest with Lemon Bay Isles, Inc. or its successors, as a result of changes in the conditions for membership. *Amended: 1/17/2017*

Section 2. Membership shall be appurtenant to the lot of the original property owner approved for membership and may be transferred only to a new owner of that property. When ownership of such lot is transferred, the membership is transferred with it automatically. The Club, however, may withhold transfer of the membership certificate if all prior obligations of membership have not been met by the former or new owner, and may set a time limit for the fulfillment of those obligations.

Section 3. Upon being supplied with satisfactory proof of the change in lot ownership (e.g., a copy of the deed), the Club's officers shall cause a new membership certificate to be issued to the new owner, and shall change the membership roll.

Section 4. If a lot having membership is sold and the new owner does not wish to accept membership, the Club shall revoke the membership certificate and strike the lot from the membership rolls. The membership fee, if any, shall not be refunded. If a current member wishes to resign from membership, or if a member fails to pay dues within a period established by the Directors, the Club shall revoke the membership certificate under the same conditions as stated above.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE THREE: MEMBERSHIP cont.

Section 5. A member is defined as the owner of a lot which qualifies for membership and any of his or her resident family.

Section 6. A member in good standing is one who has paid current dues and assessments, and has fulfilled any other obligations as defined in Sections 8 and 9 of this Article, and is, therefore, eligible for all benefits and privileges of membership. Any Article which refers to the rights, benefits, or privileges of members shall refer only to members in good standing. A member not in good standing shall be denied these rights, benefits, and privileges.

Section 7. Persons renting a home from a member in good standing shall have the use of the Club's facilities under the provision of Article VI. Section 15, and any other rules established by the Board of Directors. If a member rents his or her home or uses it as a guest house, he or she may not use the Club's facilities during the rental or guest period. Facilities include all indoor/outdoor properties of the Club.

Section 8. Membership Dues:

(a) Shall be paid in a lump sum prior to February 1 of each calendar year.

(b) Full dues shall be charged to those who have homes on lots and to those members who own vacant lots and use the Club's facilities. Partial dues, at a rate of twenty-five (25%) , will be charged to owners of vacant lots who do not use the Club facilities.

(c) Members of record as of January 1st of each year, and those persons who become member during the period January 1st to June 30th shall pay the full annual dues applicable to that fiscal year. Persons who become members during the period July 1st through December 31st shall pay 50% of the full annual dues. Thereafter, they shall pay full annual dues.

(d) All dues not paid by February 1st of each year shall be deemed delinquent. As soon thereafter as practical, the Treasurer shall send to the owner, by Certified or Registered mail, a notice informing the owner that the dues are delinquent and that 1-1/2% interest per month is being charged until such time as the dues are paid Said notice shall further inform the owner that the use of the Club's facilities are suspended until all delinquent dues and interest are fully paid. Said notice shall be sent to the address last provided to the Club by the member. It shall be the responsibility of the member to provide to the Club their current address. Said notice may be hand delivered at the option of the Treasurer. The suspension of membership shall be binding on a party purchasing property from a suspended member. As a condition of reinstating membership, the Club shall require the suspended member or a party purchasing property from a suspended member to pay all delinquent dues. A \$1500 maximum reinstatement fee may be substituted for the delinquent dues.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE THREE: MEMBERSHIP cont.

Section 9. Assessments

(a) Assessments are defined as an additional charge, approved by the Board of Directors and the membership, to mitigate a specific expenditure for the Club beyond the means of the normal dues (i.e., hurricane damage, new building, etc.).

(b) Assessments shall be paid in a timely manner as established by the Board of Directors.

(c) Assessments are charged to all lot owners.

(d) Assessments follow the same course of action as the dues, with the exception of the due date. The Board of Directors shall define any needed assessments. No maximum reinstatement fee will apply to assessments..

ARTICLE FOUR: MEETINGS OF MEMBERS

Section 1. The Annual Meeting of the Club shall be held at 7:00 p.m. on the third Monday of January of each calendar year at the Clubhouse. Notification of the Annual Meeting need not be sent to members provided it is held at the time and place as specified herein. If the Annual Meeting is to be held at a time and/or place other than that specified above, members shall be notified in writing by mail at least fourteen (14) days in advance of the meeting. There shall be regular monthly membership meetings during each calendar year on the third Monday of each month at 7:00 p.m., unless changed for good reason by the Board of Directors , and notice thereof shall be posted in the Clubhouse and/or announced at appropriate functions.

Section 2. Special meetings may be called by the President, Vice President, by any four (4) Directors, or upon written request of twenty-five (25) members. The notification of such meeting shall follow the provisions of Section 1.

Section 3. At any membership meeting, there shall be one (1) vote for each lot owned which qualifies for membership as follows:

(a) Absentee ballots shall be made available to members upon application to the Secretary. All absentee ballots must be returned to the Secretary by 7:00 p.m. the night of the voting.

(b) Absentee ballots shall be permitted only for the following issues: [1] annual election of officers and directors. [2] proposals to spend money in excess of five thousand (\$5000.00) dollars; [3] proposals to make major changes in the physical structure of the Clubhouse; and [4] proposals in Club policy which would change in any way the rights, privileges, and conditions of membership.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE FOUR: MEETINGS OF MEMBERS cont.

Section 3 cont.

(c) Voting by proxy is permitted. A proxy authorization must be on file with the Secretary of the Club. The Board of Directors shall determine the form of the proxy ballot. An applicant for a proxy ballot shall obtain it from and return it to the Secretary.

(d) Notwithstanding the above provisions, the Board of Directors may take any action which requires immediate attention in an emergency situation.

Section 4. The presence at a membership meeting of twenty-five (25) voting members shall constitute a quorum for any action governed by these By-Laws.

Section 5 No other business but that specified in a notice shall be transacted at a Special Meeting without the unanimous consent of all voting members present at such meeting.

Section 6. A meeting requiring the expenditure of ten thousand dollars (\$10,000.00) or more will require a 30 day advanced notice to all members.

ARTICLE FIVE: ELECTION OF OFFICERS AND DIRECTORS

Section 1. At the Annual Meeting, the members shall elect a President, Vice President, Secretary, and Treasurer by a simple majority vote. Each of the above named officers shall automatically be a Director and shall serve for one (1) year.

Section 2. At the Annual Meeting, the members shall elect Directors in number sufficient to provide a Board of Directors of nine (9), including the Officers. Directors, other than officers, shall serve for a term of two (2) years, except that if more than three (3) vacancies occur, those in excess of the three (3) shall serve for one (1) year.

Section 3. In November of each year, the Board of Directors shall appoint a Nominating Committee of not less than five (5) members, none of whom shall be Directors. The Nominating Committee shall prepare a list of nominees, present it to the membership at the December meeting and posted on the clubhouse bulletin board immediately after the meeting. If a nominee decides to run for a position other than that for which he / she has been nominated, he / she must inform the Chairman of the Nominating Committee at the December Meeting. Failure to comply with this provision will deny that member the right to stand for any position other than that for which he / she was nominated. Members of the Nominating Committee may be nominated for office. Not more than one (1) member per lot or family shall be nominated or permitted to serve in any elective office at the same time.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE FIVE: ELECTION OF OFFICERS AND DIRECTORS cont.

Section 4. Additional nominations for Officer or Director may be made from the floor after the Nominating Committee presents its slate of Officers and Directors at the December Membership Meeting. No additional nominations of Officers or Directors can be made after the December General Membership Meeting.

Section 5. Voting for Officers and Directors shall be by secret ballot. Each lot membership shall have one (1) vote, regardless of how many members own the lot.

Section 6. At least seven (7) days prior to the Annual Meeting, the Board of Directors shall appoint a committee of ballot tellers; the number of said tellers to be at the discretion of the Board. The Chairman of the tellers shall prepare a tally sheet to record the results of the vote. The Secretary, in conjunction with the nominating committee shall prepare the ballots in advance of the Annual Meeting. The ballot shall contain all names submitted by the Nominating Committee and those nominated from the floor at the December Membership Meeting. When voting takes place, each voter shall indicate on the ballot his/her choice for each of the Officers by placing a mark beside the appropriate name. If more than one vacancy is to be filled for a particular office, the ballot should clearly state how many shall be marked. If a ballot is incorrectly marked or if it cannot be read, it shall be considered invalid. Immediately following the voting, the tellers shall count the votes, including proxies and absentee ballots. The following information shall be recorded for each office on the ballot: (a) the total number of votes cast, (b) the names and number of votes received by each candidate, and (c) the number of invalid ballots cast. This information shall be retained by the secretary. For each office, the candidate with the greatest number of votes shall be declared elected, in accordance with the provisions of Article 5, section 2. Ballots shall be retained for thirty (30) days. Newly elected Officers and Directors shall take office at the conclusion of the election. Their names shall be recorded in the minutes of the meeting and posted on the Club bulletin board.

ARTICLE SIX: BOARD OF DIRECTORS

Section 1. The affairs of the Corporation are managed by the Board of Directors consisting of four (4) Officers and five (5) Directors. The assets of the Corporation shall be controlled by the Board of Directors in accordance with the wishes of the members, as expressed in budget adopted by members at the December membership meeting. The Board shall exercise the powers of the Corporation to the extent properly delegated to the elected Officers.

Section 2. At least one Director shall be a full time resident of Holiday Estates III or Lemon Bay Isles and a citizen of the United States.

Section 3. The Board of Directors shall act in the name of the Corporation when a meeting is convened by its chairman after due notice to all the Directors.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE SIX: BOARD OF DIRECTORS cont.

Section 4. The Board of Directors shall hold an organizational meeting within seven (7) days after the Annual Meeting. A Finance Committee shall be created as outlined in Article 10, Section 1. Thereafter, the board shall hold meetings at its discretion. Notice of such meetings shall be given at least three (3) days in advance.

Section 5. All Directors are expected to be available for regular and special meetings. Attendance shall meet the requirements as set forth by the Board of Directors and these By-Laws.

Section 6. Special meetings of the Board of Directors may be called by the President or by any three (3) Officers and/or Directors . Each Officer and Director must be given three (3) days advance notice of such meeting. A maximum of three (3) topics may be discussed at that meeting.

Section 7. The majority of the Board of Directors (5) shall constitute a quorum.

Section 8. Each Director shall have one (1) vote.

Section 9. (a) The Board of Directors may make such rules as necessary for the conduct of its meetings provided, however, that such meetings shall be open to the membership.

(b) The Board of Directors may meet in Executive Session only for the discussion of personnel matters. Any decisions relating thereto shall be announced at the close of the executive session.

Section 10. The Board of Directors shall fill vacancies in its membership by selecting those former nominees with the greatest number of votes who failed to be elected at the previous Annual Meeting. If none of the nominees wish to be appointed, the Board of Directors shall, by majority vote, choose from the general membership. If a vacancy occurs during the first year of a two-year term, the appointee shall serve only until the next election, at which time the membership shall elect a Director for a term of one year.

Section 11. The President of the Club shall be Chairman of the Board of Directors.

Section 12. An Officer or Director may be removed by the membership when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Officer. The accused may be represented by counsel and may request a private hearing. The Board of Directors, at its discretion, may adopt such rules as it considers necessary for the best interests of the Club in the conduct of such hearing.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE SIX: BOARD OF DIRECTORS cont.

Section 13. The Board of Directors shall establish the amount and terms of payment of any dues and/or assessment for the operation, maintenance and/ or acquisition of property. The Board may suspend the right to use Club facilities for failure to pay dues or assessments, for misuse of Club property or for other good cause.

Section 14. The Board of Directors shall establish the House Rules for the use of the Club's facilities by members, guests of members or for renters of a home having appurtenant membership. The Board may suspend a member's right to use the Club facilities for failure to pay dues or other assessments, for misuse of Club property or for other good cause. In general, privileges may be extended to bona fide guests for a reasonable period of time. The Board of Directors may set a limit on the number of guests at any one time, who may be brought to the Club by a member or renter, and it may also establish limits on the frequency of such Club use by guests.

ARTICLE SEVEN: OFFICERS

Section 1. The officers of the Club shall be as follows:

President
Vice President
Secretary
Treasurer

Section 2. The President shall:

- (a) Preside at membership meetings.
- (b) Present a report of the past year's activities at the annual meeting.
- (c) Report to the membership a resume of current club activities including actions of the Board of Directors, at any other membership meeting.
- (d) Ensure that all books, reports and certificates are properly maintained and filed, as required by law and/or the by-laws.
- (e) Arrange for an annual audit of the Club's financial records.
- (f) Perform any other duties which would reasonably be construed as belonging to the President of a like organization.

Section 3. The Vice President shall:

- (a) Perform the duties of the President if the President is for any reason unable to do so.
- (b) Assume the office of President if it becomes vacant.
- (c) Review the By-Laws and House Rules annually.
- (d) Maintain the Club's annual activity calendar
- (e) Read the monthly calendar events at each membership meeting.
- (f) Exercise all duties incident to the office of Vice President.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE SEVEN: OFFICERS continued

Section 4. The Secretary shall:

- (a) Keep the minutes and records of the Club in appropriate books or computer files.
- (b) Read the minutes of any meeting, including the previous Board meeting, at the next membership meeting.
- (c) Give and serve all official notices to members of the Club.
- (d) Attend to all official correspondence of the Club, and exercise all duties incident to the office of Secretary.

Section 5. The Treasurer shall:

- (a) Have the care and custody of all monies belonging to the Club and shall be responsible for such monies and/or securities of the Club.
- (b) Render at Board meetings as required by the Board of Directors a written account of the finances of the Club.
- (c) Present a comprehensive financial report at the Annual Meeting covering the previous fiscal year's operations, with copies available to members.
- (d) Furnish detailed monthly financial reports for the Finance Committee.
- (e) Present a report at membership meetings of the financial status of the Club as of the end of the previous month, with copies made available to members. If meetings are not held in consecutive months, this report shall summarize the financial status of the Club since the last meeting.
- (f) Exercise all duties incident to the office of Treasurer, including the preparation of the books for audit at the end of the fiscal year.
- (g) File any certificate required by state or federal law.

Section 6. The President may assign to each Officer or Director the responsibility for the supervision of one or more functions, including, but not limited to the following committees: Finance Committee, Ways and Means, Building and Grounds, House Rules, Bingo, House Kitchen, Purchasing, Disaster Preparedness, Membership and By-Laws.

Section 7. All checks or drafts shall be signed by the President and Treasurer; or, in **the** absence of one or both of them, by any two Officers; provided, however, that one of them shall be President or Vice President.

Disbursements shall be approved in advance by the Board of Directors, except that approval of the Board shall not be required for purchases of less than one hundred dollars (\$100.00) made by Officer or Director, within budgetary limits, in the course of ordinary business. In addition, the Treasurer may pay utility bills without prior approval of the Board of Directors, provided the payment is reported to the Board at its next meeting.

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ARTICLE EIGHT: ORDER OF BUSINESS FOR MEMBERSHIP MEETINGS

(Note: Robert's Rules of Order current edition, should be used as a guide in conducting a meeting.)

Section 1. Procedure:

a. Pledge of Allegiance.	f. Reports of Committees
b. Roll call	g. Old Business
c. Reading and approval of minutes	h. New Business
d. Treasurer's Report	i. Adjournment
e. Reports of Officers and/or Directors	

ARTICLE NINE: SALARIES OR COMPENSATION

Section 1. The Board of Directors shall have the authority to hire or contract, discharge and fix the compensation of any and all persons whom they may determine to be necessary in the conduct of the Club's business. Refer to Article 1 Section 3, a competitive bidding process should be attempted in determining contracts.

ARTICLE TEN: COMMITTEES

Section 1. The Finance Committee shall:

- (a) consist of a chairperson, the Treasurer, and three members who are not Officers or Directors.
- (b) serve until the next Annual Meeting.
- (c) be furnished monthly financial reports by the Treasurer.
- (d) insure the Board of Directors is operating within the limits of the budget.
- (e) report significant deviations to the members at the membership meetings.
- (f) prepare a proposed budget for the next fiscal year each October.
- (g) present the proposed budget to the Board of Directors the first week of November.
- (h) present the proposed budget to the members for consideration at the November meeting.
- (i) post the approved budget at the clubhouse.

EDGEWATER CLUB, INC. BY-LAWS 2011

ARTICLE TEN: COMMITTEES cont.

Section 2. Other standing and special committees may be established and abolished by the Board of Directors as it deems appropriate. The Board of Directors may appoint the committee members at its pleasure and may remove a person from a committee whenever it deems

Section 3. All correspondence handled by committees shall be signed by committee chairpersons. The committees shall not have the authority to obligate or commit the Club to any contractual obligations.

ARTICLE ELEVEN: AMENDMENTS

Section 1. Amendments to these By-Laws may be initiated by any one of the following procedures:

- (a) an affirmative vote of not less than five (5) members of the Board of Directors.
- (b) the recommendation of a By-Laws Committee of not less than seven (7) nor more than ten (10) members, no more than one of whom shall be a Director.
- (c) a petition of at least ten (10) members, whose signatures must appear on the petition.

Section 2. Any proposal for amendment of the By-Laws under Section 1 must be submitted to the Board of Directors. That proposal shall be printed and delivered to members in residence at least ten (10) days prior to the meeting at which the proposal is to be presented.

Section 3. Passage of an amendment to the By-Laws requires a two-thirds (2/3) affirmative vote of members present at a membership meeting.

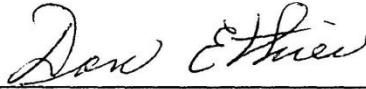
Section 4. All amendments shall be certified by the President and Secretary then filed and made available to the members.

EDGEWATER CLUB, INC. BY-LAWS 2011

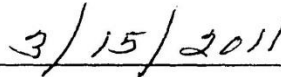
ARTICLE TWELVE: SAVING CLAUSE

Section 1. If any portion of any Article shall be determined to be invalid for any reason, that **invalidity shall not impair or render invalid any other part of these By-Laws.**

Approved by the 2011 Officers and Directors of the Edgewater Club, Inc.



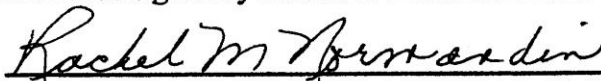
Don Ethier, President



Date

Approved by Edgewater Club, Inc. general membership on February 27, 2011

I, Rachel M. Normandin, recording secretary of the Edgewater Club, Inc. hereby attest that the following By-Law Revisions was approved by the Edgewater Club, Inc. general membership on February 21, 2011. Subsequently, the document was signed by the President of the Edgewater Club, Inc. Donald Ethier on March 15, 2011 and also signed by the above-mentioned recording secretary.



Rachel M. Normandin, Recording Secretary