

**BY-LAWS**  
**OF**  
**LEISURE TIME CAMPSITES & CLUB ASSOCIATION, INC.**

**NAME AND LOCATION:** The name of the corporation is LEISURE TIME CAMPSITES & CLUB ASSOCIATION, INC., a FLORIDA corporation, not for profit, hereafter referred to as the "Association". The registered agent of the Association is the law offices of Becker & Poliakoff, P.A., 12140 Carissa Commerce Court, Suite 200, Fort Myers, FL 33966, but meetings of members and directors may be held at such places within the State of Florida, County of Collier or Lee, as may be designated by the Board of Directors.

**ARTICLE I**

**DEFINITIONS**

**Section 1.** "Association" shall mean and refer to LEISURE TIME CAMPSITES & CLUB ASSOCIATION, INC., its successors and assigns.

**Section 2.** "Properties" shall mean and refer to that certain Real Property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**Section 3.** "Common Areas" shall mean all Real Property owned or dedicated by the Association for common use and enjoyment of Owners.

**Section 4.** "Lot" shall mean and refer to any plot of land shown upon any recorded map or plat of the Properties with the exception of the Common Areas.

**Section 5.** "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 Properties, or any Owner of an R. V. /Unit that may ultimately be placed on any such Lot including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties as amended from time to time.

**Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

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## ARTICLE II

### MEETING OF MEMBERS

**Section 1 – Annual Meetings.** The Annual Meeting of the members shall be held during the month of January at a date, place and hour to be established by the Board of Directors.

**Section 2 – Special Meetings.** Special Meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-quarter (1/4) of the voting interest.

**Section 3 – Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary, or person authorized to call the meeting, by hand delivery, or by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, to be sent to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and in case of a special meeting, the purpose of the meeting.

**Section 4 – Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) of the total voting interests shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5 – Proxies.** At all meetings of members, each member may vote in person, or by proxy. All proxies shall be limited to two by any one member and shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Owner of the Lot.

## ARTICLE III

### BOARD OF DIRECTORS, TERM OF OFFICE

**Section 1 – Number.** The affairs of this Association shall at all times be managed by a Board of seven (7) Directors, who will be members of the Association.

**Section 2 - Term of Office.** In all odd years, three (3) Directors shall be elected for a two (2) year term and in even years, four (4) Directors shall be elected for a two (2) year term.

**Taking Office.** All newly elected Directors shall take office on February first of the year elected.

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**Section 3 – Resignation & 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, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor. (See Section 5 on page 6 of 9)

**Section 4 - Compensation.** No Director shall receive compensation for any service he/she may render to the Association as a Director. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

**Section 5 – Action Taken Without A Meeting.** The Board of Directors may take any action, required or permitted, at a Board of Directors Meeting, without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken and signed by each Director.

## **ARTICLE IV**

### **NOMINATION AND ELECTION OF BOARD OF DIRECTORS**

**Section 1 – Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairperson, appointed by the Board of Directors at their first official meeting following the Annual Election. The Chairperson shall appoint three (3) members of the Association, one of whom shall serve from its appointment until the next official appointment. In case a member of the Nominating Committee cannot serve a full term, the Alternate shall fill such vacancy.

The Chairperson of the Nominating Committee shall also serve as President Pro Tem in the event the entire Board of Directors cannot or refuses to complete its terms of office. The Chairperson shall then have the authority to call a Special Meeting of the members of the Association for the sole purpose of electing a new Board of Directors of the Association.

**Section 2 – Election.** Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE V**

### **MEETING OF BOARD OF DIRECTORS**

**Section 1 – Regular Meetings.** An Agenda Meeting and a Regular Meeting of the Board of Directors shall be held, posted 48 hours in advance, at such a place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**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 four (4) Board Members, after not less than three (3) days notice to each Board Member.

**Section 3 – Quorum.** A majority of the number of Board Members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board Members present at a duly held Meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VI**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1 – Power.** The Board of Directors shall have power to:

- (a)** Adopt and publish rules and regulations governing the use of Lots and the Units thereon and the Common Areas and facilities, and the personal conduct of the members and their guests on Lots/Units and Common Areas, and to establish penalties for the infraction thereof, including the levy of fines;
- (b)** Suspend the right to use recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- (c)** Exercise for the Association all powers, duties and authorities vested in or delegated to this Association and not reserved to the membership by other provisions or these By-Laws, the Articles of Incorporation or the Declaration;
- (d)** Declare the office of Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e)** Employ an independent contractor, or such employees as they deem necessary and to prescribe their duties;
- (f)** Employ a manager with the prior consent of the majority of the voting interest, present in person or by proxy, and voting at a Regular or Special Meeting of the Association at which a quorum is present.

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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 the Annual Meeting of the membership or at any Special Meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b)** Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c)** As more fully provided in the Declaration to:
  - {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 each annual assessment period; and
  - {3} foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same;
- (d)** Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e)** Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f)** Cause all Board Members or employees having fiscal responsibilities to be bonded;
- (g)** Cause the Common Areas to be maintained;
- (h)** No Board Member shall serve as an Officer of the Social Club while serving on the Board of Directors. A Board Member may serve as a liaison to the Social Club.

## **ARTICLE VII**

### **OFFICERS AND THEIR DUTIES**

**Section 1 – Enumeration of Officers.** The Officers of this Association shall be a President and Vice President, who shall at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2 – Election of Officers.** The election of the Officers (President, Vice President, Secretary & Treasurer) for the incoming Board, elected at each Annual Meeting, shall take place prior to February 1st of each year.

**Section 3 – Term.** The Officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

**Section 4 – Special Appointments.** The Board may elect such Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

**Section 5 – Resignation and Removal.** Any Officer may be removed from office, with or without cause, by the Board. Any Officer may resign at any time, 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.

**Section 6 – Vacancies.** A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he/she replaces.

**Section 7 - Multiple Officers** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article. However, no person shall simultaneously hold office of President or Secretary.

**Section 8 - Duties** The duties of the Officers are as follows:

#### **PRESIDENT**

- (a)** 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, mortgages, deeds and other written instruments and shall be authorized to sign all checks.

#### **VICE PRESIDENT**

- (b)** The Vice President shall act in place and stead of the President in the event of his/her absence, inability or refusal to act; and shall exercise and discharge such other duties as may be required of him/her by the Board.

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### **SECRETARY**

- (c)** The Secretary shall record the votes and keep minutes of all Meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of Meetings of the Board and the members; keep appropriate current records showing the members of the Association together with their addresses and shall perform such duties as required by the Board.

### **TREASURER**

- (d)** The Treasurer or other Board authorized person shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign checks of the Association; keep proper books of account; cause a year-end financial report in accordance with Florida Statutes to be prepared and which shall be made available to the Lot Owners within sixty (60) days of the end of the fiscal year. A periodic audit shall be at the discretion of the Board of Directors; and shall prepare an annual budget which shall be presented to the Board for ratification and shall prepare a statement of income and expenditures which shall be made available to the membership at its regular Annual Meeting; and a copy to be delivered to each member.

## **ARTICLE VIII**

### **COMMITTEES**

The Board of Directors of the Association shall appoint a Nominating Committee Chairperson, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Committee meetings comprised of Directors or members of the Association and which have been given the authority to expend Association funds, either directly or indirectly as a result of their research, will be open to membership observation and the meeting will be posted 48 hours in advance.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE X

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association assessments which are secured by a continuing lien upon the property against which assessment is made. Assessments are to be paid quarterly in advance. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate of eighteen percent (18%) per annum until paid plus a reasonable late fee as determined by the Board of Directors, but in no event shall the interest charge be in excess of the maximum rate allowable by Florida law. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney fees of any action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his/her Lot.

## ARTICLE XI

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words LEISURE TIME CAMPSITES & CLUB, INC., a Florida corporation, not for profit, 1981.

## ARTICLE XII

### AMENDMENTS

**Section 1** A majority of the voting interest, present in person or by proxy, and voting at any meeting of the Association at which a quorum is present may amend these By-Laws.

**Section 2** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

## ARTICLE XIII

### MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.



## ARTICLE XIV

### ALTERNATIVE DISPUTE RESOLUTION

The Board of Directors of the Association shall have the authority to impose fines upon its members for violations of the Declaration of Covenants and Restrictions, Articles of Incorporation or By-Laws, or Rules and Regulations. No fines shall be imposed without appropriate notice of a violation and an opportunity to be heard. Any fine levied in furtherance of this provision shall be collectable by an action at law or in equity, in the same fashion as an assessment due the Association under Article 4 of the Declaration of Covenants. The Board shall have the authority to adopt a procedure for handling alleged violations and levying such fines.

A fine or suspension may not be imposed without notice of at least 14 (fourteen) days to the person sought to be fined or suspended and an opportunity for a hearing before a Committee of at least 3 (three) 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 majority vote, does not approve a proposed fine or suspension, it may not be imposed. No hearing is required for the levy of late fees or the suspension of voting rights or use rights for non-payment of Assessments. The Board may impose such penalties.