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**Article I  
Name and Location**

The name of the corporation is Villa Rosa Master Association, Inc., hereinafter referred to as the 'Association'. The principal office of the corporation shall be located at 107 Dunbar Avenue, Suite I, Oldsmar, Florida 34677, or such other place as designated by the Board of Directors, but meetings of Members and directors may be held at such places within Hillsborough County, Florida as may be designated by the Board of Directors.

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**ARTICLE II  
Definitions**

The definitions as set out in the **[Master Declaration of Covenants, Conditions and Restrictions](#)** of Villa Rosa (Declaration) are hereby incorporated by reference.

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**Article III  
Meetings of Members**

**Section 1. Annual Meetings.** The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same quarter on a date and time established by the Board of Directors, with notice to the Members.

**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 the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

**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 mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed 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 the 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 limited or general proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership 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. Unless otherwise provided in these By-Laws, Articles of Incorporation or Declaration, decisions shall be made by a majority of the voting interests represented at a meeting at which a quorum is present.

**Section 5. Proxies.** At all meetings of Members, each Member may vote in person or by limited proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the homeowner who executes it. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or By-Laws or for any matter that requires or permits a vote of the homeowners.

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#### **ARTICLE IV Board of Directors**

**Section 1. Number.** The affairs of this Association shall be managed by an initial board of three (3) Directors, consisting of Andrew J. Berger, Greg Turain, and Mark Messerly. Thereafter, Board of Directors shall consist of at least three (3) Members.

**Section 2. Term of Office.** The term of office for a Directors is one year. The initial Directors of the Association set forth in the Articles of Incorporation shall hold office until the first annual meeting.

**Section 3. 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 predecessor.

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

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## ARTICLE V Nomination and Election 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 Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

**Section 2. Election.** Election to the Board of Directors shall be by written ballot. At such election the Members 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.

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## ARTICLE VI

### Meetings of Directors

**Section 1. Meetings.** Meetings of the Board of Directors shall be on a regular basis at such 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 Meeting.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors,

after not less than three (3) days notice to each Director. Said notice may be waived prior to such meeting by unanimous consent of the Board.

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

**Section 4. Notice to Members.** Meetings of the Board of Directors shall be open to all Members, and notices of meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance, except in an emergency. Notice of any meeting in which assessments against parcels are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments. This Section also applies to meetings of the Architectural Committee and other committees as required by law.

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## ARTICLE VII

### Powers and Duties of the Board of Directors

**Section 1. Powers.** The Association, by and through its Board of Directors, shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (c) declare the office of .a 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; and
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties

**Section 2. Duties.** It shall be the duty of the Association, by and through its Board of Directors, to:

- A. Maintain the official records of the Association, which include the following items:
  - (1) copies of any plans, specifications, permits, and warranties related to improvements constructed on the Common Areas or other property that the

Association is obligated to maintain, repair, or replace; and

- (2) a copy of the By-Laws of the Association and of each amendment to the By-Laws; and . .
- (3) a certified copy of the Articles of Incorporation of the Association and of each amendment thereto; and
- (4) a copy of the Declaration of Covenants and a copy of each amendment thereto; and
- (5) a copy of the current rules of the Homeowner's Association; and
- (6) the minutes of all meetings of the Board of Directors and of the Members, which minutes must be retained for at least seven (7) years; and
- (7) a current roster of all Members and their mailing addresses and parcel identification; and
- (8) all of the Association's insurance policies or a copy thereof, which policies must be retained for at least seven (7) years; and
- (9) a current copy of all contracts to which the Association is a party, including, without limitation, any management agreement, lease or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be considered official records and must be kept for a period of one (1) year; and
- (10) the financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:

- a. accurate, itemized, and detailed records of all receipts and expenditures; and
- b. a current account and a periodic statement of the account for each Member, designating the name and current address of each Member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the Member, the date and amount of each payment on the account, and the balance due; and
- c. all tax returns, financial statements, and financial reports of the Association; and
- d. any other records that identify, measure, record or communicate financial information.

**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; and
- (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 due date or to bring an action at law against the Owner personally obligated to pay the same.
- (4) collect at first closing on the Lot the balance of the assessment owing for the remaining portion of the year.

**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. Reasonable charges 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 officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.**

**G. Cause the Common Area to be maintained.**

**H. Establish prior to the beginning of the fiscal year and prior to setting the assessments for the coming year, an annual budget for the Association, including maintenance of Common Areas, and establish reserve accounts for replacement of those parts of the common elements which have a limited useful life span.**

**I. 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 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 by law.**

**J. Defend the Association from any and all claims or actions at law.**

**K. The Association shall prepare an annual financial report within 60 days after the close of the fiscal year. The Association shall, within the time limited set by law 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. The financial report must consist of either:**

- 1. Financial statements presented in conformity with generally accepted accounting principles; or**
- 2. a financial report of actual receipts and expenditures, cash basis, which report must show:**
  - a. the amount of receipts and expenditures by classification; and**
  - b. the beginning and ending cash balances of the Association.**

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## **ARTICLE VIII**

### **Officers and Their Duties**

**Section 1. Enumeration of Offices.** 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 officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

**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 shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other 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 of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaced.

**Section 7. Multiple Offices.** 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.

**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 sign all checks and promissory notes.

**Vice-President**

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

**Secretary**

(c) The Secretary shall record the votes and keep the 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 of the Members; keep appropriate current records showing Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### **Treasurer**

(d) The Treasurer 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 all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year if requested by the Board of Directors; and shall prepare or have prepared an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

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## **ARTICLE IX**

### **Committees**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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## **ARTICLE X**

### **Books and Records**

**Section 1.** The official records and the financial and accounting records of the Association shall at all times during reasonable business hours, be subject to inspection by any Member and available for photocopying by Members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access.

**Section 2.** Minutes of all meetings of Members and of the Board of Directors must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a board meeting must be recorded in the minutes.

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## ARTICLE XI

### Assessments

As more fully provided in the Declaration each Member is obligated to pay to the Association all assessments as listed in the Declaration, which are secured by a continuing lien upon the property against which the assessment is made.

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## ARTICLE XII

### Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Villa Rosa Master Association, Inc. and within the center the word 'Florida'.

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## ARTICLE XIII

### Amendments

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

**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.

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## ARTICLE XIV

### 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, except that the first fiscal year shall begin on the date of incorporation.

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## ARTICLE XV

### Rights of Members to Peacefully Assemble

All Common Areas serving any homeowner's association shall be available to Members and their invited guests for the use intended for such common areas. The entity or entities responsible for the operation of the Common Areas may adopt reasonable rules and regulations pertaining to the use of such common areas. No entity or entities shall unreasonably restrict any Member's right to peaceably assemble or right to invite public officers or candidates for public office to appear and speak in common areas.

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