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**REVISED AND RESTATED BYLAWS  
OF  
SEBRING FALLS PROPERTY OWNERS ASSOCIATION, INC.**



Pursuant to Article VIII of the Certificate of Incorporation and Article 12 of the Bylaws of Sebring Falls Property Owners Association, Inc., recorded in O.R. Book 1353, Page 903, *et seq.* of the Public Records of Highlands County, Florida, and as subsequently amended, the Board of Directors at its Regular Membership Meeting on February 28, 2024, by a majority vote approved the following revised and restated Bylaws of the Association:

**See Attached**

In Witness Whereof, the undersigned President and Secretary of this corporation has executed this Amended, Revised and Restated Bylaws of Sebring Falls Property Owners Association, Inc. on March 7, 2024.

Mary Martinez  
Mary Martinez, President  
Sebring Falls Property Owners Association, Inc.

ATTEST:

Kathy Messier  
Kathy Messier, Secretary

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March, 2024, by Mary Martinez, President, and Kathy Messier, Secretary, of Sebring Falls Property Owners Association, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.

Philip J. Candela  
Notary Public, State of Florida



PHILIP J. CANDELA  
Notary Public  
State of Florida  
Comm# HH213800  
Expires 1/5/2026

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**BYLAWS**  
**SEBRING FALLS PROPERTY OWNERS ASSOCIATION, INC.**

**Article I – Organization**

1. The name of this organization shall be: Sebring Falls Property Owners Association, Inc.

**Article II – Purposes**

The following are the purposes for which this Association has been organized:

1. To handle the acquisition, maintenance, and landscaping of properties administered by the Association for the benefit of its members.
2. To handle the operation and maintenance of the recreational facilities for the benefit of its members.
3. In general, to do all things which such an Association should do to make the subdivision a healthier and better place to live.

**Article III – Membership**

Every person or entity who is a record owner of a fee or undivided interest in any lot or parcel of land which is subject by a covenant of record to assessment by the corporation shall be a member of the corporation. Memberships shall be appurtenant to and shall pass with the title to each lot and may not be separated from ownership of the lot. Each member of the corporation shall have one vote for each lot owned, except when more than one person holds an interest in a lot. In that event, the one vote for the lot shall be exercised as the owners determine. In no event shall more than one vote be cast with respect to a lot. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be on the terms and conditions set forth from time to time in the Bylaws of the corporation and as regulated by the Board of Directors.

In addition to the membership of record owners as voting members, any person who resides with a record voting member may become a nonvoting member of the Association, with a maximum of two (2) members per household. All members, by virtue of lot ownership only (land only without a home installed) who have no right to any Association amenities, may participate in the full privileges of the association to wit: use of the clubhouse, pool tables, pool compound, etc. by paying the current monthly maintenance assessment. All homeowners shall continue to pay the current monthly maintenance assessment as always.

Notwithstanding the above provisions of this article, a member's right to vote shall not be exercised if the maintenance fees for that member's lot or lots are not paid in full and current. A member is entitled to one vote for each lot for which all maintenance fees are paid in full and current.

**Article IV – Meetings**

**Regular Meetings – Have Quorum and Majority Vote Requirements**

The presence of thirty-five (35) voting members, including proxies, shall constitute a quorum and shall be necessary to conduct the business of the Association at Regular Membership Meetings.

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The Annual Membership Meeting of the Association shall be held yearly on the second Monday of January, when the Board of Directors election is held. This election is by a single ballot vote. Nonelection items requiring a vote shall be on a separate ballot.

A Regular Membership Meeting shall be held on the first Monday of December. Others may be called by a majority vote of the Board of Directors or the president.

**Special Meetings – Have Quorum and Majority Vote Requirements**

Thirty-five (35) or more voting members of the Association, by written petition presented to the President, shall cause a special meeting to be called. Such petition must be made at least thirty-five (35) days before requested meeting date. At least thirty-five (35) members signing such petitions must be present at said special meeting or the petition shall be considered void.

Special Meetings of this Association may be called when deemed in the best interest of the Association. Notices of such meetings, including the business to be transacted and by whom called, shall be announced in writing to all members at their addresses as they appear in the membership roll book at least fifteen (15), but not more than twenty (20) days before the scheduled date for such meeting.

Special Meetings may be called by:

1. The President of the Association
2. A majority of the Board of Directors
3. Thirty-five (35) or more voting members by written petition presented to the President.

All meetings shall take place at the Sebring Falls Clubhouse, unless the Board of Directors finds a more suitable location nearby and designates said location as the meeting place.

**Board of Directors Meeting** – Such meetings are held at the discretion of the President to conduct association business. A Quorum is 4 Directors and requires a majority vote. 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. Directors may not vote by proxy or by secret ballot at board meetings.

Notices of all meetings must specifically identify agenda items for the meetings and must be posted on the SFPOA Website as well as the Bulletin Board in the Clubhouse at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted using this procedure, notice of each board meeting must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency. The Association may provide notice by electronic transmission if a member so requests for meetings of the board of directors, committee meetings requiring notice, and Annual and Special Meetings of the members. A Member shall provide an email address to the association to be used for such purposes and consent in writing in order to receive notice by electronic transmission. It is the Member's responsibility to keep all contact information, i.e., telephone numbers, postal mail and/or email address up to date.

**Article V – Voting**

Each member of the Association shall have one vote for each lot owned, except when more than one person holds an interest in a lot. In that event, the one vote shall be exercised as the owners determine. In no event shall more than one vote be cast with respect to a lot.

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At all meetings, except for the election of Directors, any proper motion coming before the membership will require for approval a majority vote of the voting members represented at that meeting. All votes shall be by standing for a count.

This count shall be recorded as to "For", "Against", "Abstain". Should a discrepancy appear in the tally, the vote shall be declared null and void and the vote shall be replaced by a ballot vote. Should there be an error or irregularities in the ballot vote, it shall be declared null and void.

For election of Directors, ballots shall be provided, and there shall not appear in any place on such ballot any mark, or marking, that might tend to indicate the person who cast such ballot.

At any Regular Membership or Special Meeting, if the President wishes, or if a majority so requires, any question may be voted upon by a ballot vote.

### **Proxies and Absentee Ballots**

A proxy is a Power of Attorney granted by a member of the Association to another member to vote at any Annual, Special, or Regular Meeting of the Association, except for election of the members of the Board of Directors. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and for a specific and designated issue. The proxy form may be downloaded from the SFPOA website, completed and filed with a Director who validates it before the appointed time of the meeting or any adjournment of the meeting. Such validation shall be done by a Director who verifies that the proxy and the proxy signer's assessments/fees are up to date. The Director validating the proxy shall sign it and ensure that the proxy is present at the meeting. For those proxies from outside the park, signatures of the lot owners must be witnessed by one person other than a relative. Such Proxy is then given to a Director for the validation process and presented at the meeting.

A proxy is valid only for a period of no longer than ninety (90) days after the date of the meeting for which it was given or an adjournment thereof. A proxy shall be revocable at any time by written notice to a Director by the member giving the proxy. A proxy form may be obtained from the Secretary of the Association.

### **Sample Proxy**

Receipt of the notice of the (date) \_\_\_\_\_ meeting is hereby acknowledged and I have selected \_\_\_\_\_ to vote my proxy since I will not be able to attend.  
 Purpose of vote \_\_\_\_\_  
 Signed \_\_\_\_\_ Lot no. \_\_\_\_\_

An Absentee Ballot may be submitted by members who are not in attendance at a meeting of the members for the election of directors. Such ballots must be submitted as follows: placed in an inner envelope with no identifying markings and mailed or delivered to the association in an outer envelope bearing identifying information which reflects the name of the member, the lot or parcel for which the vote is being cast, and the signature of the lot or parcel owner casting that ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that lot or parcel, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a lot or parcel, the ballots for that lot or parcel

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shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered.

Absentee ballots shall be available to any member:

Upon a signed, written request to the Secretary of the Association who verifies if the member is qualified to vote and sends the ballot as requested. Absentee ballots shall be returned to a Director who shall sign the official voting record and place the ballots in the sealed ballot box prior to the election.

An Absentee Ballot may be downloaded from the SFPOA website and sent to any Director who verifies (member is qualified to vote) the ballot with the Secretary of the Association. The Secretary shall verify by phone that the member submitted the downloaded Absentee Ballot. The Director shall sign the official voting record and place the ballots in the sealed ballot box prior to the election.

Prior to the commencement of voting by ballot, the chairman of the meeting shall appoint a committee of three (3) who shall act as "inspectors of the elections". No "inspector of election" shall be a candidate for office. These three shall count the ballots in full view of the members at the meeting and then certify to the chairman in writing the results of the vote. The certified copy shall be physically affixed in the minute book to the minutes of the meeting. All ballots shall be kept on file for ninety (90) days and shall be available for inspection by any member of the Association upon written request.

Notwithstanding the above provision of this Article, a member's right to vote shall not be exercised if the maintenance fees for that member's lot are not paid in full and current. A member is entitled to one vote for each lot for which all maintenance fees are paid in full and current.

#### **Article VI – Order of Business**

1. Roll call or report on attendance
2. Report on the number of proxies and/or absentee ballots
3. Reading of the minutes of the preceding meeting
4. Treasurer's report
5. Reports of committees
6. Reports of officers
7. Unfinished business
8. New business
9. Good and welfare
10. Adjournment

#### **Article VII – Board of Directors**

The business of this Association shall be managed by a Board of Directors consisting of seven (7) members. The Directors shall be members of the Association and shall be elected at the Annual Membership Meeting. As many Directors as are needed to fill vacancies shall be elected to serve a term of two (2) years, with the candidates receiving the greatest number of votes filling these vacancies. Co-owners of a property may not serve as members of the Board of Directors at the same time unless they own more than one eligible property.

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A search Committee of at least two (2) members shall be appointed by the President not less than sixty (60) days prior to the Annual Membership Meeting. The purpose of this committee will be to canvass the membership to encourage candidates to seek election to the Board of Directors. Nominations for the Board of Directors must be made from the floor at the Regular Membership Meeting preceding the Annual Membership Meeting, and only then.

The Board of Directors shall have control and management of the affairs and business of the Association. Such Board of Directors shall only act in the name of the Association when it shall be convened by its Chairman, after due notice to all the Directors of such meeting.

Vacancies on the Board occurring between Annual Membership Meetings of the Association shall be filled by appointment of the remaining members of the Board.

Any member of the Board of Directors may be removed by a 2/3 vote of all voting members of the Association at a Special Meeting of the membership called for that purpose.

Meetings of the Board of Directors shall be convened by the Chairman of the Board. A majority of the Board members shall be necessary to conduct any business of the Association. If at any meeting of the Board of Directors there be less than a majority present, such meeting may be adjourned until a majority is present at a subsequent meeting. At that time any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

Any Association member may petition, in writing, the Board of Directors to consider any subject specified which may have mutual interest to Association members. This petition may be introduced through any Board member.

Each Director shall have one vote, and voting shall not be done by proxy.

The Board of Directors shall select from the members of the Board, a Chairman and a Vice-Chairman who, by virtue of his/her office, shall be President and Vice-President of the Association and shall hold this office for a period of one year.

The Board of Directors shall appoint from the Association membership, a secretary to take the minutes of the Board Meetings and other duties as the Board may require. The Board of Directors shall appoint from the Association membership, a treasurer who shall perform the duties of the office.

The order of business of the meeting of the Board shall be:

1. Calling of the roll
2. Proof of due notice of meeting
3. Reading of the minutes of the preceding meeting
4. Reports of officers and committees
5. Election of officers
6. Unfinished business
7. New business
8. Adjournment

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No Director, Officer, or Committee Member shall, by reason of his/her office, be entitled to receive any salary. The Board may, however, reimburse its members for actual expenses incurred on behalf of the Association. Nothing herein shall be construed to prevent a member from receiving any compensation from the Association for duties other than as an elected or appointed official of the Association.

The Board may exercise all corporate powers not specifically prohibited by statute or the Certificate of Incorporation.

The duties of the Board of Directors shall specifically include, but shall not be limited to, the following:

1. Determination of the budget of common expenses required for the affairs of the Association including without limitation, the operation and maintenance of the property and installments of principal and interest on any obligations owed by the Association.
2. To allocate the proportionate expenses of the common areas.
3. To use and expend the assessments collected to maintain, care for and preserve the appurtenant property and common areas.
4. Investigate and approve financial investments for the Association.
5. To make and collect assessments and supplemental assessments and establish a time within which payments are due. To collect delinquent assessments and supplemental assessments by suit or otherwise.
6. To purchase the necessary equipment, material, and tools required in the maintenance, care, and preservation referred to above.
7. To insure and keep insured said property against fire loss and other casualties, and as well as insure Association members against public liability and to purchase such other and further insurance as the Board of Directors may deem advisable.
8. To employ such personnel as may be required for the maintenance and preservation of Association property and common areas.
9. To appoint an outside professional accounting firm to audit the treasurer's report/records each year.
10. The Board shall have the authority to expend, for the purposes of improvements to the Association's property and common areas, a sum not greater at any time than \$750 from the Association's treasury checking account but shall not include any contingency funds. Such expenditures shall not be made more often than once per quarter. This preapproved amount cannot be carried over from quarter to quarter. However, a greater sum may be expended by approval of the Association's voting membership.

#### **Article VIII – Officers**

The officers of the Association shall be as follows: President, Vice President, Secretary, and Treasurer.

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A secretary and a treasurer shall be appointed by the President and confirmed by the Board of Directors and shall serve a term of one (1) year. In the event of a vacancy occurring in the office of secretary or treasurer, the President shall appoint an interim officer.

The President shall:

1. Preside at all membership meetings.
2. Present at each annual meeting of the Association an annual report of the status of the Association.
3. With Board approval, appoint committees as needed to carry on the running of the business of the Association.
4. Ascertain that all books, reports, and certificates, as required by law, including all financial records, are properly kept or filed in the Association Office.
5. Be one of the officers who shall cosign checks or drafts of the Association.
6. Have such powers as may be reasonably construed as belonging to the Chief Executive of the Association.
7. Verify nominee's eligibility, e.g., is a property owner on the deed.
8. Ensure that all important membership communication, e.g., meeting notices, agendas, etc., are posted on the SFPOA website.

The Vice President shall, in the absence or inability of the President to exercise his/her office, become acting President of the Association with all the rights, privileges, and powers as if he/she had been duly chosen President. Shall be included in any meetings with outside legal counsel.

The Secretary shall:

1. Record and keep the minutes of the Association in appropriate books.
2. Give and serve all written and/or electronic notices to members of the Association in a timely manner, e.g., Agendas, Meeting Minutes, Absentee Ballots, etc.
3. Submit to the Board, via the President, any communications addressed to the secretary of the Association.
4. Attend to correspondence of the Association and shall exercise all duties incident to the office of secretary.

The Treasurer shall:

1. Have the care, custody, and responsibility of all monies, securities, and records belonging to the Association which shall be stored and processed using Association equipment and in the Association office.
2. Cause to be deposited in a regular business bank or Trust Company these funds.
3. Be one of the officers who shall cosign checks or drafts of the Association.
4. Attend all Board Meetings of the Association and submit a financial report.
5. Exercise all other duties incident to the office of treasurer, including custody of and updating of the membership book.

#### **Article IX – Finances**

The fiscal year of the Association will begin on March 1 and end as of close of business on the last day of February annually. Adoption of the annual budget for determination of monthly assessments to the members will be effective annually to coincide with the fiscal year. Once established, the



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monthly assessment may be changed as deemed necessary by the Board of Directors, provided at least sixty (60) days' notice is given to each member, together with a report as to the reasons for the change.

Contingency funds must be established to cover the major expenditures as outlined by our accountant and may be altered from time to time by the Board of Directors as required.

Special assessments for capital improvements or additions to Association property will require a vote of the membership as set forth in the amended Certificate of Incorporation.

#### **Article X – Good and Welfare**

Since social activities are important to the welfare of the Association members, the President shall appoint a Chairman of Activities from the membership. In the event of a vacancy in that post, either the President or the Vice President will act in that capacity until another Chairman of Activities is appointed. The Board of Directors may remove a Chairman of Activities only if the duties of the post are neglected.

The Chairman of Activities shall:

1. With the approval of the President, appoint a Treasurer of Activities and Secretary.
2. Schedule all activities and distribute an activities bulletin. Any regularly scheduled activity may be preempted by a special event.
3. Appoint members as subchairmen to run specific activities and be responsible to ensure the subchairmen are acting responsibly in their respective capacities.

Basic rules to govern use of Association property as permitted by the Board of Directors are as follows:

1. Social affairs, activities, and facilities of the Association are not to be open to the general public except when the Board determines otherwise, e.g., ticketed events. Such ticketed sales will be available to members first. After the cutoff date, ticket sales may be expanded to include friends and family.
2. The Board of Directors will oversee the activity funds and create a budget for operating and managing specific social activities. Such budget will not constitute an obligation of the Association, (except for usual budgeted items such as utilities, insurance, taxes, etc.). Such expenses shall be paid by members attending the various activities in amounts to be determined by the Activities Chairman. Monies collected from attendees in excess of expenses will be held in a special fund account. Monies in excess of budget will be used to promote good and welfare for the membership through added activities and purchase of durable goods to be used for social activities. Such purchases to be approved by the Board of Directors. Any fund-raising activity and its purpose shall be preapproved by the Board of Directors.
3. Work of decorating and cleaning up, applicable to each activity, will be the responsibility of the committee for each event.
4. Use of the clubhouse for the exclusive use of a private party sponsored by a resident must have the approval of the Chairman of Activities for coordinating with regular activities.

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This use must have approval of the Board of Directors who shall establish and collect any charges deemed reasonable. Such sponsoring resident shall be responsible for the conduct of the event including care of the facilities.

- 5. Any and all recreational equipment and facilities owned by the Association will be available to the membership for use within the premises on an individual basis, provided that the use thereof does not constitute a nuisance or disturbance to any ongoing scheduled event or activity.

**Article XI – Amendments to the Certificate of Incorporation**

As per the Certificate of Incorporation, Article IX Amendments, Section 2: Notice of amendment in its entirety, and by whom requested, shall be announced in writing to all members at their addresses as they appear in the membership roll book at least thirty-five (35), but not more than sixty (60) days before the scheduled date for the meeting.

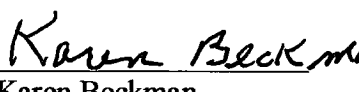
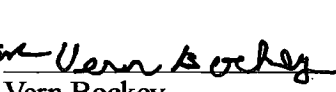
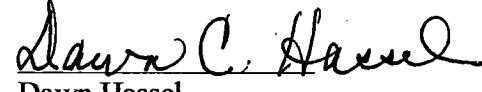
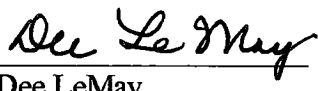
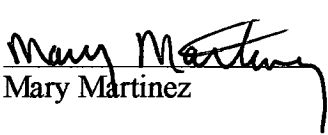
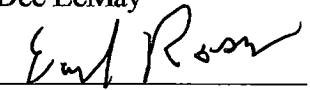
**Article XII – Amendments to Bylaws**

These Bylaws may be altered, amended, repealed, or added to as per the Certificate of Incorporation, Article VIII By-Laws, Section 1 and 2.

**Article XIII**

These Bylaws supersede and replace all other Bylaws of the Association. Any items not covered with these Bylaws shall be referred to Chapter 617 of the Florida Statutes or Roberts Rules of Order, Revised.

The foregoing Bylaws were adopted by a motion duly made and carried at a Regular Membership Meeting of the Board of Directors held on the 28th day of February, 2024.

 Karen Beckman	 Vern Bockey	 Dawn Hassel
 Dee LeMay	 Mary Martinez	_____ Gene Page
 Earl Roser		