

**RESTATEMENT OF BY-LAWS OF THE EVERGREEN  
PROPERTY OWNERS ASSOCIATION, INC. , AS AMENDED**

**I.**

**IDENTITY**

1. The Evergreen Property Owners Association, Inc., was formerly known as Mid-Rivers Property Owners Association, Inc. Original By-Laws are recorded as Exhibit C to the Declaration of Covenants, Conditions and Restrictions of Mid-Rivers .Inc., in OR Book 424, beginning Page 1278 at the office of the Clerk of the Circuit Court for Martin County, Florida.
2. The Evergreen Property Owners Association as established by the Declaration of Covenants, Conditions and Restrictions is the only property owners association authorized to represent the 299 parcels and owners thereof, and as such is independent of the Board of Governors of the Evergreen Country Club.
3. The seal of the Association shall bear the name of the Corporation, the word "Florida", the words "Corporation Not For Profit", and the year of incorporation, an impression of which follows:

*(SEAL)*  
*(FIRST PAGE: OR BOOK 654, PAGE 1415)*

4. The office location of the Association shall be at 4225 S.W. Bimini Circle South, Palm City, Florida 33490.
5. The fiscal year of the Association shall be April 1 through March 31.

**II.**

**DEFINITIONS**

"Association" shall mean and refer to The Evergreen Property Owners Association, Inc., a Florida non-profit corporation, its successors and assigns.

"Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions of Mid-Rivers Yacht and Country Club, a Planned Unit Development, recorded in the Public Records of Martin County, Florida, OR Book 424 page 1252.

"Common Areas" shall mean and refer to all real property and improvements owned by the Association for the common use and enjoyment of the Owners, whether designated on the plat as Common Area or Limited Common Area.

"Parcel" shall mean and refer to any plot of land to be used for residential purposes as shown in the recorded Planned Unit Development plat of the Properties.

“Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Parcel which is part of the Properties.

“Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Circuit Court for Martin County, Florida.

“Member” shall mean and refer to each of those persons entitled to membership in the Association as provided in the Declaration.

### **III.**

#### **MEMBERSHIP**

1. Member: Every owner of a Parcel in the Evergreen Planned Unit Development shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel, nor may such membership be encumbered or transferred except in conjunction with the Parcel to which it is appurtenant.
2. Transfer of Membership: A transfer of a Parcel shall automatically transfer the membership in the Association appurtenant to it.
3. Owners Equal: Each Parcel and each owner thereof shall be responsible for 1/299th of the assessments by the Association and shall have an equal undivided 1/299th interest in the Association.

### **IV.**

#### **ELECTION OF DIRECTORS**

1. Number: Until changed by By-Law amendment, the Board of Directors shall consist of five (5) members who shall be elected by the membership of the Association. Those initially elected shall have staggered terms such that two Directors shall be elected for 1 year, two for 2 years and one for 3 years. Thereafter vacancies will be filled for a term of 3 years.
2. Succession: Once a Director has been elected or appointed to serve a three (3) year term, and has completed a full term, that Director must stand down for at least one (1) year before seeking re-election or reappointment.
3. Election: Election of Directors shall be held at the Annual Members Meeting or in case of emergency at a special meeting called for that purpose.
  - a. The election shall be by ballot and by a plurality of votes cast, each member voting being entitled to cast his vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

b. Except as to vacancies created by removal of Directors by members, vacancies in the Board of Directors shall be filled by the remaining Directors. The individual selected as the replacement Director shall perform in that capacity until the next Annual Members meeting, at which time the individual shall stand for election for the remainder of the term.

c. Any Director may be removed by concurrence of 80% of the votes cast of the entire membership at a special meeting called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

d. Each Director's term of service shall be extended until the next Annual Members meeting held at the expiration of that Director's term, and subsequently until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

## V.

### DIRECTORS MEETINGS

1. The organizational meeting of the Board of Directors, after an election, shall be held within ten (10) days of the election (in whole or part) at such place and time as shall be fixed by the Directors at the meeting at which the election took place. No further notice of the organizational meeting shall be necessary.

2. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the meeting.

3. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary at the written request of a majority of the Directors. Notice of special meetings shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the meeting, which notice shall state the time, place and purpose of the meeting.

4. Directors Meetings Open: All meetings of the Board of Directors shall be open to all Members (Owners).

5. Notice to Owners: Notices of all meetings of the Board of Directors "To The Attention Of All Owners" shall also be posted conspicuously on the Planned Unit Development property at least forty-eight (48) hours in advance, except in an emergency.

6. Waiver of Notice: Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice. This clause does not relieve the Secretary or other designated officer from providing Directors Meeting notice to the other Directors and to the general membership.

7. A quorum at the Directors meetings shall consist of a majority of the entire Board of

Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Declaration, the Articles of Incorporation, these By-Laws or statute.

8. Adjourned Meetings: If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

9. Joinder in Meeting By Approval of Minutes: The Joinder of a Director in the action of a meeting by signing and concurring with the Minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

10. Telephonic Joinder: Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons can hear each other at the same time, such participation shall constitute presence in person.

11. The presiding officer of the Directors meetings shall be the President. In the absence of the President, the Directors present shall designate one of their number to preside.

12. Parliamentary Rules: Robert's Rules of Order (newly revised) shall govern the conduct of the Association meetings when not in conflict with the Declaration, Articles of Incorporation or these By-Laws.

13. The suggested order of business at the Directors' meetings shall be:

- a. Calling of Roll
- b. Presentation of Due Notice of Meeting
- c. Reading and Disposal of Any Unapproved Minutes
- d. Report of Officers and Committees
- e. Election of Officers
- f. Unfinished Business
- g. New Business
- h. Adjournment

## **VI**

### **DIRECTORS POWERS AND DUTIES—ADMINISTRATIVE**

1. Directors' Compensation: Directors, as such, shall receive no compensation for their services.

2. Powers and Duties Of the Board of Directors: All of the powers and duties of the Association existing under the Declaration, Articles of Incorporation, the By-Laws. or statute shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject

only to approval by the Owners when such is specifically required. The Board of Directors shall have all powers and duties set forth in the Declaration, Articles, these By -Laws and statute, and all of the powers and duties reasonably necessary to operate the Planned Unit Development pursuant to the Declaration and as it may be amended from time to time, including but not limited to:

a. Adoption and publishing of rules and regulations governing the use of the Common Area and Common Facilities, the personal conduct of the members and their guests thereon and the establishment of penalties (including suspension) for infractions thereof.

b. Uniform enforcement of the property rights and restrictions as called out in the Declaration by lien if applicable, by legal proceeding, or by any other remedy the Board may have.

c. Cause the Common Area and Common Facilities to be operated, maintained, repaired or replaced.

d. Levy and collect a charge for all architectural and engineering fees incurred or expended in discharging duties under Article X in the Declaration, the owner applying for approvals required under said Article shall pay such charges upon receipt of written decision of the Board of Directors.

e. Levy and collect an impact fee from the Parcel owner and/or contractor before construction on any Parcel commences. The amount of the fee shall be fixed by the Board of Directors at its discretion. The funds received from collection of impact fees shall be deposited in a special account to be used for road, drainage and landscape repair and replacement.

f. Suspend the voting rights of a member during any period in which the member shall be in default in the payment of any assessment levied by the Association.

g. Cause minutes of all the Board of Directors' and Members' Meetings to be kept and posted on the Planned Unit Development property. The minutes shall be available for inspection by Owners and Board members at all reasonable times.

h. Cause adequate books, records and papers to be kept of Association transactions and communications. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by Owners and Board members at all reasonable times. Copies of these documents may be purchased from the Association at reasonable cost.

i. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors, unless granted a leave of absence by the Board.

j. Employ a manager, an independent contractor or such other employees as they deem necessary and then prescribe their duties.

k. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed.

## VII

### DIRECTORS POWERS AND DUTIES--FISCAL

1. Shall cause to be kept a complete financial record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, 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.
2. As more fully provided in the Declarations:
  - a. Fix the amount of the annual assessment against each Parcel at least thirty (30) days prior to the Annual Members Meeting.
  - b. Send written notice of the annual assessment to all owners not less than ten (10) days and not more than thirty (30) days prior to the Annual Members Meeting.
  - c. Foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date or to bring legal action against the Owner personally obligated to pay the same, or to exercise any other remedy the Association may have.
3. Procure and maintain adequate liability and hazard insurance on property owned by the Association. Procure adequate liability insurance for the Association Directors and Officers.
4. The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented with the following provisions:
  - a. Accounts: The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:
    - (1) Current expense, which shall include all receipts and expenditures within the year for which the budget is made, including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves, if any, to additional improvements or to operations. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expense for the succeeding year or to be added to reserves approved by members.
    - (2) Such reserves as members authorize for deferred maintenance items that occur less frequently than annually.
    - (3) Such reserves as members authorize for replacement, which shall include funds for repair or replacement required because of damage, depreciation or obsolescence.
    - (4) Betterments as members authorize which shall include the funds to be used

for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

(5) There shall be no mandatory requirement upon the Board of Directors to set up reserves. If the Board of Directors determines there is a need for a reserve it shall recommend same in the annual budget by establishing same on a pro forma basis and members shall vote their approval or rejection of same at the annual meeting.

b. Annual Budget: The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the anticipated current common expenses and unpaid operating expenses previously incurred and to provide and maintain funds for:

(1) Such reserves that were previously provided for and approved, if any, and

(2) Such reserves that are recommended by the Board of Directors for approval of members at the annual meeting.

Such budget shall be mailed to members together with the notice of annual meeting and shall be approved or amended by a majority vote of those Members (or proxies) present at said Meeting.

c. Assessments: Assessments against the members for their share of the annual budget shall be made by the Board of Directors annually at least thirty (30) days before the beginning of the fiscal year for which the assessments are made. Such assessments shall be due and payable within thirty (30) days of the date of assessment.

d. Assessments for Emergencies: Assessments for common expenses of emergencies that cannot be paid from the annual assessments for common expenses, shall be made only after notice for the need of such is given to the Owners. After such notice and upon approval in writing by persons entitled to cast more than eighty percent (80%) of the votes of the Owners concerned, the assessment shall become effective and it shall be due after thirty (30) days notice in such manner as the Board of Directors of the Association may require in the notice of assessment.

5. The depository of the Association shall be in such bank or banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

6. An audit of the accounts of the Association shall be made annually by an auditing committee of three (3) members approved at the annual meeting, and a copy of the audit report shall be furnished to each member within ninety (90) days of the end of the fiscal year being audited.

7. Fidelity bonds shall be required by the Board of Directors for all personnel responsible for Association funds. The amount of such bonds shall be determined by the Directors. The premiums on such bonds shall be paid by the Association.

8. Upon the vote of eighty percent (80%) of the membership, the Association may acquire or enter into agreements whereby it acquires ownership or other possessory or use interests in real and personal property, including but not limited to, marinas and other recreational facilities, whether or not contiguous to the Planned Unit Development, for the enjoyment, recreation or other use or benefit of the members; and the expense of rental, membership fees, operations, replacements or other undertakings in connection therewith shall be part of the common expenses. The Board of Directors of the Association may adopt covenants and restrictions relating to the use of such facilities.

## **VIII**

### **MEMBERS MEETING**

1. The Annual Members Meeting shall be held at the office of the Association at 3:00 P.M. E.S.T. on the third Thursday in March of each year for the purpose of electing Directors, and transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day that is not a holiday. The members shall meet at least once in each calendar year.

2. Nominating Committee: The Board of Directors shall, at least three (3) months prior to the Annual Members Meeting, appoint a Nominating Committee of five (5) members (none of whom shall be Board members) whose duty it shall be to make nominations for Directorships to be voted upon, and to post such nominations on the Bulletin Board of the Club at least sixty (60) days before the fixed date of the Annual Meeting.

Any twenty-five (25) Members (Owners), however, may make other nominations for such Directorships by pasting such nominations over their signatures, upon the Bulletin Board at least twenty (20) days before the fixed day of the Annual Meeting and by notifying the Secretary in writing of such nominations.

Nominations (and proxies) made in accordance with the preceeding paragraph shall be included in any communication by the Association to members containing the Nominating Committee's nominations.

There shall be no new nominations made from the floor at the Annual Members Meeting.

3. Special Members Meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and shall be called by such Officers or Directors upon receipt of a written request from members entitled to cast one-third (1/3) of the votes of the entire membership.

4. Notice of all members meetings stating the time place and purpose for which the meeting is called shall be given by the President, Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving



the notice. In addition, a notice of each meeting of the membership shall be posted at a conspicuous place on the Planned Unit Development property at least ten (10) days prior to the meeting. No notice of any meeting of the members, whether annual or special, need be sent by certified mail.

5. A quorum at the Annual Members Meeting shall consist of a majority of the entire membership, present in person or by proxy. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration, these By-Laws or statute.

6. Voting:

a. In any Members Meeting the Owners of Parcels in the Planned Unit Development shall be entitled to cast one vote for each Parcel owned.

b. If a Parcel is owned by one person or by husband and wife, the right to vote shall be established by the record title to the Parcel. Unless otherwise directed the Association will consider husband and wife ownership the same as a one person ownership. If a Parcel is owned by more than one person, or is under lease, the person entitled to cast the vote for the Parcel shall be designated by a certificate signed by all the record owners of the Parcel and filed with the Secretary of the Association. If a Parcel is owned by a corporation, the person entitled to cast the vote for the Parcel shall be designated by a certificate signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the Corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Parcel concerned. A certificate designating the person entitled to cast the vote of a Parcel may be revoked by any Owner of the Parcel. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

7. Proxies: Votes may be cast in person or by proxy. A proxy may be given by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

8. Inspectors of Election: The Board of Directors in advance of the Annual Members Meeting shall appoint three (3) Inspectors of Election (and alternates) to act at such meeting or any adjournment thereof. The Inspectors of Election shall:

a. Determine the total number of members eligible to vote.

b. Register all persons at any meeting and determine the number of eligible votes present at the meeting in person or by proxy.

c. Members present with an eligible vote, who previously filed a proxy shall be requested to either withdraw the proxy or refrain from voting, such persons however, may enter into all discussions.

- d. Determine the existence of a quorum.
- e. Determine the authenticity, validity and effect of proxies.
- f. Receive ballots, in person or by proxy, and tabulate same. In the tabulation, the ballots shall be ratified against the current list of owners of Parcels as provided by the Secretary of the Association.
- g. Turn over all ballots to the Secretary, who will keep the ballots for a period of three (3) years.
- h. Hear and determine challenges and questions in any way arising in connection with the vote.
- i. On request make a report in writing of any challenge question or matter determined by them and make and execute a certificate of any fact found by them.
- j. The decision or certificate of any two (2) inspectors of election shall be effective as the act of all.

9. Adjourned meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

10. The suggested order of business at the Annual Members Meeting and as far as practical at other members meetings, shall be:

- a. Calling of the roll and certifying of proxies.
- b. Proof of notice of meeting and waiver of notice.
- c. Reading and disposal of any unapproved minutes.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of Directors.
- g. Unfinished business.
- h. Presentation of Budget and discussion thereon.
- i. Approval of Audit Committee.
- j. New business.
- k. Adjournment.

11. Waiver of Notice: A member may waive notice of any members meeting. Notice may be waived before or after any meeting. The members may also act by written agreement without meeting. This clause does not relieve the Secretary or other designated officer providing the members meeting notice to the general membership.

## **OFFICERS**

1. The executive officers of the Association shall be President, who shall be a director, a Vice-President, who shall be a director, the Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors and who may be pre-emptorily removed by an 80% vote of the Directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary. The Board of Directors from time to time shall elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

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|----|-----------------|---|
| 2. | President:      | Chief Executive Officer<br>Full administrative powers<br>Establish committees and appoint committee chairpersons<br>from membership<br>Preside at meetings of membership and Board<br>Usual and customary powers of President |
| 3. | Vice-President: | Act in absence or disability of President<br>Assist President<br>Perform duties assigned by the Board of Directors  |
| 4. | Secretary:      | Keep minutes, affix seal<br>Give and serve notices<br>Keep records except financial<br>Maintain election ballots for 3 years<br>Perform usual and customary duties of Secretary   |
| 5. | Treasurer:      | Custodian of property and funds<br>Keep books in accordance with good accounting practice<br>Participate in preparation of annual budget<br>Perform usual and customary duties of Treasurer                                   |
| 6. | Compensation:   | All officers shall serve without compensation<br>except that officers may be reimbursed for expenses incurred on<br>Association business  |

## **X**

## **AMENDMENTS**

These By-Laws may be amended in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
  
2. A resolution for the adoption of a proposed amendment may be proposed either by 80% vote of the Board of Directors or initiated by 30% of the members of the Association by petition to

the Board of Directors, who shall call a special meeting of members to consider same. Directors not present in person or members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval in writing, providing such approval or disapproval is delivered to the Secretary at or prior to such meeting.

3. Proposed By-Law amendments shall be approved by not less than 80% of the votes of the entire membership.

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