

BYLAWS  
OF  
DONALD ROSS LANDOWNERS' ASSOCIATION, INC.  
A Florida Corporation Not for Profit

**ARTICLE ONE  
Organization**

Section 1. The name of this organization shall be DONALD ROSS LANDOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association" or "Organization").

Section 2: The name "Donald Ross Landowners' Association, Inc." is a/k/a and d/b/a "Palm Beach Country Estates Landowners' Association"<sup>sm</sup> by Florida fictitious name and Florida State SM (service mark) protections.

Section 3. The Organization may, by a majority vote of all voting voluntary members, change its name.

**ARTICLE TWO  
Purposes**

The following are the purposes for which this Organization have been established:

Section 1. For providing an entity to represent the interests of its members owning property located in Palm Beach Country Estates.

Section 2. For the purposes set forth in the Articles of Incorporation of this Organization.

Section 3. For such other purposes as the voluntary Membership may, from time to time deem necessary, contingent upon Membership receiving adequate notice.

Section 4. This voluntary landowners' Association shall have no enforcement capacity or mandatory assessment ability over its members.

Section 5. Inform the landowners about matters which may affect the community.

**ARTICLE THREE  
Definitions**

Section 1. Landowners: Those persons or entities whose name holds Title to land located in Palm Beach Country Estates.

Section 2. Members / membership: All of those persons or entities that are current voluntary dues paying landowners in Palm Beach Country Estates. The Association is and shall remain a voluntary organization requiring no mandatory restrictions. Membership is counted as 1 vote per parcel, regardless of acreage.

Section 3. Palm Beach Country Estates: "The residential lots as described in the unrecorded plat of Palm Beach Country Estates and located in those portions of section 9, 15, 16, 17, & 22 lying West of the Florida Turnpike, East of the C-18 canal and North of Donald Ross Road."

Section 4. Proxy Votes: Votes cast by written & signed proxy in accordance with the Articles of Incorporation, Bylaws, or other applicable documents of this Organization.

Section 5. Quorum of the Board: Must consist of 3 of the 5 Board members with one of those being the President or as per the request by the President, a Vice President acting in capacity of the President

Section 6. Parcel: Land described in a single Title, regardless of acreage, counts as 1 parcel

Section 7. Dues: Annual voluntary dues shall be due in January of each year in an amount to be determined by the Board of Directors.

#### **ARTICLE FOUR Meetings of Membership**

Section 1. Place: All meetings of the Association membership shall be held at a place that may be designated in the Notice of the Meeting.

Section 2. Annual Meeting:

(A) DATE: The Annual Meeting shall be held on the third Tuesday in May of each year at a time determined by the Board of Directors.

(B) NOTICE: At least fourteen (14) days prior to the Annual Meeting the Notice of the Annual Meeting shall be provided to landowners via the Association's periodic Newsletter and/or website. Signs, notifying the landowners of the Association meeting, shall be placed at the entrance(s) to Palm Beach Country Estates.

(C) ELECTIONS: At the Annual Meetings the voting membership of the Association shall elect by Ballot, the Officers and transact such other business as may properly come before the meeting. The Officers so elected at the Annual Meeting will become members of the Board of Directors until their term of office expires.

(D) MEMBERSHIP LIST: Approximately (30) days before every election of the Officers, a complete list of members entitled to vote at said election, shall be produced and kept by the Secretary of the Association and shall be made available upon request to any member or posted on the Association website. Non-current members or new landowners may have the opportunity to become current members by paying the Annual Dues no later than seven (7) days in advance of the Annual Meeting at which time a final list will be prepared by the Secretary.

Section 3. Special Meetings:

(A) Any Special Meeting(s) of voluntary dues paying members must be noticed by the Board stating the time, place and object thereof, advertised in the Association's periodic publication, which shall be provided 7 days in advance to landowners, via written notice and/or website and signage posted at the entrance(s) of Palm Beach Country Estates.

(B) The business transactions at all Special Meetings shall be confined to the agenda items stated in the Notice thereof.

Section 4. Regular Meetings: A regular membership meeting can be held providing a quorum of the Board is present and the meeting was previously noticed by signage placed at the entrance(s) of Palm Beach Country Estates and optionally website notification or publication. All landowners are welcome to attend. Meetings are generally held the second Tuesday of every other month, unless noted.

## **ARTICLE FIVE**

### **Voting**

Section 1. Voting Members: Although all of the landowners in the above described Palm Beach Country Estates are eligible to become voluntary members of the Association and are welcome to attend all Association meetings, only those landowners who have paid their annual voluntary dues to the Association shall be entitled to vote on noticed agenda items, elections, policies or any other matters affecting the community.

Section 2. Proxies: Votes may be cast in person or by proxy. A proxy may be made by any landowner entitled to vote and shall be valid only for the particular noticed meeting and agenda item designated in the proxy. Proxy votes may be filed with the Secretary before the appointed time of the meeting and not later than the adjournment of the meeting.

Section 3. Right to Vote and Designation of Voting Member: Any record title holder of land in Palm Beach Country Estates shall be eligible to be a voting member upon payment of the voluntary dues. Any record title holder of property owned by more than one person may vote as long as the voluntary dues are currently paid to date. If the Lot is jointly owned, the first recorded vote shall be considered the vote of record. If a lot in Palm Beach Country Estates is owned by a corporation or other entity, the appointed Officer thereof shall be entitled to cast the vote of the Lot for the corporation or other entity as designated in a certificate for this purpose, filed with the Secretary of the Association.

Section 4: Vote Counts Votes are counted 1 vote per paid parcel, regardless of acreage. It is at the discretion of the Board whether to require written ballots or a show of hands by a current member representative of each parcel constitutes a valid vote. This may be in person or other, as decided by the Board for the particular matter.

Section 5: Multiple Parcel Owners: Members who hold title of ownership in Palm Beach Country Estates for more than one (1) parcel, who have paid the voluntary Annual Membership Dues to become a member, are required to pay for additional Memberships to have additional parcels of which they hold title, count as votes.

Section 6. For the election of Officers, when more than one member is running for a specific position, voting shall be by secret ballot. Results shall be counted and announced at the meeting.

Section 7: Vote required to transact business of routine items in a regular meeting is by a majority vote of the Board of Directors. For policy issues, or issues affecting the community, the vote is determined by a majority vote by members present with a count of 1 vote per paid parcel.

Section 8. Members Quorum at a meeting: A members quorum at a duly called meeting shall consist of members accounted for in person or by proxy in response to an agenda item at that noticed meeting. Any acts approved by a majority of votes present at a meeting at which a quorum is present shall constitute the acts of the membership except when approval by a greater number of members is required by the Articles of Incorporation or these Bylaws.

## **ARTICLE SIX**

### **Board of Directors**

Section 1. The business of this Association shall be governed by a Board of Directors, as specified in the Articles of Incorporation with inclusion of an Officer with the title of 2nd Vice President, thus consisting of five (5) persons. All Directors shall be voting members of the Association. No Board member may hold more than one position concurrently.

Section 2. The Officers to be chosen for the ensuing term shall be chosen at the Annual Meeting of this Association by a simple majority vote. Office of the President shall serve for a term of one (1) year. All other officers shall serve a two year term. The 1<sup>st</sup> Vice-President and the Secretary shall be up for election on even numbered years. The 2<sup>nd</sup> Vice-President and the Treasurer shall be up for election on odd numbered years and 2006 for a one (1) year term.

Section 3. The Board of Directors shall manage the affairs and business of this Association and shall establish the amount of the annual voluntary membership dues, on a per parcel basis, for those who wish to become voting members of the Association.

Section 4. All meetings of Board of Directors shall be open to voting members of the Association.

Section 5. The initial meeting of a newly elected Officers with the rest of the Board of Directors shall be held not later than 14 days after the election of the new officers. The meeting shall take place at such time and place as shall be fixed by the incumbent President or newly elected President. All corporate and legal documents, financial and banking records, keys, website names, hosts and controls, post office boxes or any related Association materials used in connection with the Association are to be voluntarily turned over or transferred to the appropriate, newly elected Officer by the previous Officer prior to the first Board Meeting after the Annual Elections. Personal or unrelated business use of any Association properties, documents, communication methods or financial transactions is prohibited.

Section 6. A majority of the members which must consist of 3 of the 5 Officers, one of which must be the President (Vice President if President is not available) shall constitute a quorum, and the meetings of the Board of Directors shall be held regularly at such time and place as the Board of Directors shall designate. Conference call availability is acceptable with advanced notice where at such time, the absentee Board member may cast a vote.

Section 7. Each Director shall have one (1) vote. In case of a Board member's absence, the President or Secretary may record a vote in writing by the absentee Board member. Board action shall be determined by majority vote.

Section 8. The Board of Directors may make such rules and regulations covering its meeting as it may, in its discretion, determine necessary.

Section 9. The Board of Directors may establish a schedule of regular Board of Directors meetings to be held at such time and place as the Board of Directors may designate. Notice of such regular meetings shall, nevertheless, be given to each Director personally by telephone, email, fax or other current electronic media at least five (5) days prior to the day named for such meeting or in the case of urgency, Board members may agree on a meeting schedule with shorter notice.

Section 10. Special meetings of the Board of Directors may be called by the President, or, in his or her absence, by the majority of the remaining members of the Board of Directors, by giving five (5) days notice, in writing via mail, e-mail, fax or other current electronic media, to all of the members of the Board of Directors of the time and place of said meeting. All notices of Special Meetings shall state the purpose of the meeting.

Section 11. Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board, shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice to Directors shall be required and any business may be transacted at such meeting.

Section 12. Board member unable to attend a special meeting may participate via conference call or any other real-time electronic means at their own expense.

Section 13. The President of the Association by virtue of the position, shall be Chairperson of the Board of Directors and preside at meetings and of the membership.

Section 14. An Officer may be removed with written just cause by a majority vote of the Association's voting membership at any regular or special Association meeting provided that before any Officer is removed from office, they shall be notified in writing, seven days prior to the meeting. Should the Officer choose to resign in advance of the membership meeting, he or/she shall submit a written resignation to the Board and a membership vote would not be required.

Section 15. The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association as outlined by the Articles of Incorporation and these Bylaws and may do all such acts and things as are not prohibited by these Bylaws or by law. These powers shall specifically include, but shall not be limited to

(A) To employ, dismiss and control the personnel necessary for the maintenance and operation of the front entrance of Palm Beach Country Estates, or any other recreational, land or facility located therein of which are affiliated with or affect the Association, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises.

(B) Budget for Betterments, which shall include the funds to be used for the capital expenditures for additional improvements to any common property or new expense, provided, however, that in the expenditures of those funds, no sum in excess of \$1,000.00 shall be expended for a single item or for a single purpose without approval of the voting members of the Association.

(C) Present matters concerning the community to the landowners through meetings, website, and/or publication. Make available all Association business documents by request to current members in a reasonable time frame.

Section 16. The Board may, by duly adopted rules, designate a specific location at the entrance to Palm Beach Country Estates upon which all notices of Board meetings shall be posted.

Section 17. Should a Board member resign or no longer be capable of performing duties of his/her elected office, the Board of Directors may fill the vacancy by appointing a current member by a majority vote of the Board of Directors.

## **ARTICLE SEVEN**

### **Officers**

Section 1. The principal Officers of the Association shall be as follows:

President  
1<sup>st</sup> Vice President  
2<sup>nd</sup> Vice President  
Secretary  
Treasurer

Section 2. The President shall preside at all membership meetings. He or she shall be a Director and shall, by virtue of their office, be Chairman of the Board of Directors. He or she shall present at each Annual Meeting of the Association an Annual Report of the work of the Association. He or she shall appoint all committees, as approved by a majority vote by the Board. He or she shall see to it that all books, reports and certificates, as required by law, are properly kept and filed by the Board member whose position dictates this responsibility. He or she shall be one of the Officers who signs the checks or drafts of the Association along with the Treasurer. The

Secretary may sign in place of the President if necessary. He or she shall have such duties as may be reasonably construed as belonging to the chief executive of any organization.

Section 3. The First Vice President and Second Vice President shall be Directors and the First Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the Association with all the rights, privileges and powers of said office. In the absence or ability of the First Vice President then the Second Vice President will become acting President of the Association.

Section 4. The Secretary shall be a Director and shall

- (A) Keep the Minutes and records of the Association in appropriate books.
- (B) File any certificate required by any statute, Federal or State.
- (C) Give and serve all notices to members of this Association
- (D) Be the official custodian of the records and seal, if any, of this Association.
- (E) Be one of the Officers authorized to sign the checks and drafts of the Association.
- (F) Present to the membership at any meetings any communications addressed to an Officer.
- (G) Submit to the Board of Directors any communications which shall be addressed to an Officer.
- (H) Attend to all correspondence of the Association and exercise all duties incident to the office of the Secretary.

Section 5. The Treasurer shall be a Director and shall:

(A) Have the care and custody of all monies belonging to the Association and shall be responsible for such monies or securities of the Association. He or she shall cause to be withdrawn from a regular business bank or trust company a sum not exceeding an amount authorized by the Board of Directors and the balance of the funds of the Association shall be deposited in a savings bank, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

(B) Be one of the Officers who shall be authorized to sign checks or drafts of the Association jointly with the President or Secretary; no special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. Treasurer's signature must be one of the two signatures on the checks.

(C) Render at stated periods as the Board of Directors shall determine a written account of the finances of the Association, and such report shall be included in the Minutes of the Board of Directors at such meeting.

Section 6. No Officer or Director shall, for reason of his or her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Association for duties other than as Director or Officer.

## **ARTICLE EIGHT**

### **Salaries**

The Board of Directors shall hire and fix the compensation of any and all employees or services which the Board, in their discretion, may determine to be necessary in the conduct of the business of the Association. The necessity of the expenditures must be approved by a majority vote of the Board of Directors.

**ARTICLE NINE**  
**Committees**

All committees of this Association, as approved by a majority vote of the Board of Directors, shall be appointed by and report to the Board of Directors for whatever period of time is designated by said Board of Directors.

**ARTICLE TEN**  
**Finances**

Section 1. Depositories: The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors, from time to time upon resolutions approved by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by two (2) Officers of the Association, one of which must be the Treasurer. Obligations of the Association shall be signed by at least two (2) Officers of the Association, one of which must be the Treasurer.

Section 2. Fiscal Year: The fiscal year for the Association shall begin on the first day of June each year; provided, however, that the Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

Section 3. Operating Budget: The Board of Directors shall adopt an operating budget for each fiscal year which may be posted on the official website or made available to members by request. The treasurer will be responsible for providing said budget to be published.

Section 4. Financial Approvals: Projects of the Association that exceed the general operating budget and require expenditures totaling \$1,000.00 or more must be approved by a majority vote of the current voting membership present at a special meeting or as an agenda item of a regular meeting.

**ARTICLE ELEVEN**  
**Minutes**

Minutes of all meetings of the Association and the Board of Directors shall be kept in a businesslike manner and be made available for inspection by current Association Members and Board members in a reasonable timeframe.

**ARTICLE TWELVE**  
**Indemnification**

The Association shall indemnify every Director and every Officer, their heirs, personal representatives and administrators, against all loss, cost and expense reasonably incurred by them in connection with any action, suit or proceedings to which they may be made a party by reason of their being or having been a Director and Officer of the Association, including reasonable counsel fees to be approved by the Association, except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for a guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director and Officer may be entitled.

**ARTICLE THIRTEEN**  
**Amendments to the Bylaws**

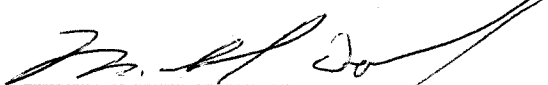
The Bylaws may be amended at any duly called meeting of the Board of Directors by a majority vote of the Board of Directors.

Any Landowner has a right to submit, in writing, a specific request of change(s) to these Bylaws addressed to the Board of Directors


Copies of the Amendments must be made immediately available to landowners on the official website and/or publication and at next scheduled meeting. The Board reserves the right to call a Special Meeting for membership input regarding the revision as an agenda item. These Bylaws supersede and replace in their entirety those Bylaws dated December 2, 2004.

**ARTICLE FOURTEEN**  
**Construction**

Wherever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires. Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions (or portions thereof) of these instruments shall nevertheless be and remain in full force and effect. Headings are provided herein for convenience purposes only and shall not be construed for interpreting the meaning of any provisions of these Bylaws. The foregoing were adopted as the Bylaws of DONALD ROSS LANDOWNERS' ASSOCIATION, INC., as approved by a majority of its Board of Directors on the 14th day of May, 2006.

  
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President: Michael Danchuk

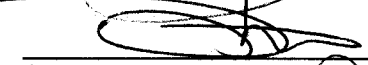
5/14/06  
Date

  
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Vice President 1: Kevin Baker

5/14/2006  
Date

  
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Vice President 2: Robert Berman

5/14/2006  
Date

  
\_\_\_\_\_  
Secretary: Stephanie Duncan

5/14/2006  
Date

  
\_\_\_\_\_  
Treasurer: Daniela Russell

5/14/2006  
Date