

BYLAWS  
OF  
GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC.

\* \* \* \* \*

ARTICLE I

NAME AND LOCATION

The name of the non-profit corporation is GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 2800 Aurora Road, Suite A, Melbourne, Florida 32935, but meetings of members and directors may be held at such places within the State of Florida, County of Brevard, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Greenbriar Village Homeowners Association of Brevard, Inc., a non-profit Florida corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in and recorded in the Declarations of Covenants and Restrictions for Greenbriar Village according to the plat thereof, recorded in Plat Book 34, Pages 73 through 74, Official Records of Brevard County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners and such other areas described in any recorded Declarations of Covenants and Restrictions affecting the property.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area and public right-of ways.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot or unit which is part of the property, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to Joyal Enterprises, Inc., its successors and assigns. Joyal Enterprises, Inc., shall at all times have the right to assign its interest herein to any successor or assigns.

Section 7. "Declaration" shall mean and refer to any Declarations of Covenants and Restrictions applicable to the properties recorded in the public records of Brevard County, Florida.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations of Covenants and Restrictions.

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the members shall be held when called by the Developer, but not later than the earlier of the following events, a) when the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership, as defined in the Declaration of Covenants and Restrictions for Greenbriar Village or b) on January 2, 1999, and each subsequent regular annual meeting of the members shall be held on the third Wednesday of July of each year thereafter, at an hour established by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 members 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 votes in person or by proxy of one-third (1/3) of the votes of each class of members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. 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 an announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### 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 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 desire to make, but not less than the number of vacancies that are to be filled. Such nominations may be made among the members or non-members.

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

## ARTICLE VI

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, 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. The necessity for the regular monthly meeting may be waived by a majority of the Board by execution of a written waiver, if there is no business to come before the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

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.

#### ARTICLE VII

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

Section 1. Powers. The 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 of their guests thereon, and to establish penalties for infractions thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infractions of published rules and regulations;

(c) 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 Bylaws; the Articles of Incorporation, or the Declaration;

(d) 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

(e) 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 Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration to;

(1) fix the amount of the annual assessment against each lot or unit at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors 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.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, who shall at all times be a member 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 members.



Section 3. Term. The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless they shall sooner resign, shall be removed, or otherwise be 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. Any 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 replaces.

Section 7. Multiple Offices. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or President and Assistant Secretary be held by the same person.

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, and shall hold all the general powers and duties which are usually vested in the office of president including but not limited to: signing all leases, mortgages, executing documents necessary to impose a lien for assessments and other charges against owner's properties within Greenbriar Village, deeds, and other written instruments; and shall co-sign all checks and promissory notes.

VICE PRESIDENT

(b) Vice-Presidents may be designated by number to indicate order of responsibility and authority. The ranking Vice-President shall serve or act in the absence or incapacity of the President and may properly exercise all rights, duties, obligations and authority of the President. Vice-Presidents shall exercise all rights, duties, obligations and authority delegated by the President.

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 the 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, and shall prepare 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.

#### ARTICLE IX

##### COMMITTEES

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

#### ARTICLE X

##### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal

office of the Association, where copies may be purchased at a reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessments are not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 18 percent per annum. The Association may bring an action at law against the Owner personally obligated to pay the sum or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his lot or unit.

## ARTICLE XII

### AMENDMENTS

Section 1. These Bylaws 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.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles

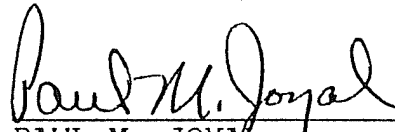
shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

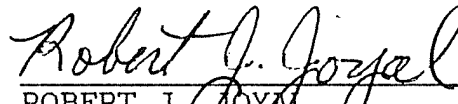
ARTICLE XIII

MISCELLANEOUS

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

IN WITNESS WHEREOF, we being all of the directors of the GREENBRIAR VILLAGE HOMEOWNERS ASSOCIATION OF BREVARD, INC., have hereunto set our hands this 13 day of July, 1988.

  
\_\_\_\_\_  
PAUL M. JOYAL

  
\_\_\_\_\_  
ROBERT J. JOYAL

  
\_\_\_\_\_  
ROBERT D. WILLE

CERTIFICATION

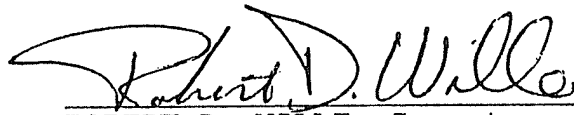
I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the GREENBRIAR HOMEOWNERS ASSOCIATION OF BREVARD, INC., a Florida corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the

Board of Directors and the members thereof, held on the 13  
day of July, 1988.

IN WITNESS WHEREOF, I have hereunto subscribed my name  
and affixed the seal of said Association this 13 day of  
July, 1988.

  
\_\_\_\_\_  
ROBERT D. WILLE, Secretary