

Bylaws
River Ridge Country Club Homeowners Association

EXHIBIT C

BY-LAWS

OR BK 4012

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OF

50 of 63

RIVER RIDGE COUNTRY CLUB HOMEOWNERS' ASSOCIATION, INC.

A NOT-FOR-PROFIT FLORIDA CORPORATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is RIVER RIDGE COUNTRY CLUB HOMEOWNERS' ASSOCIATION, INC., a Florida Corporation Not-For-Profit, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 8201 River Ridge Blvd, New Port Richey, FL, 34654; or as may from time to time be amended. Meetings of members and directors may be held at such place designated by the Board of Directors, within the State of Florida.

ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to RIVER RIDGE COUNTRY CLUB HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for River Ridge Country Club Homeowners Association, as may from time to time be amended.

Section 3. "Common Areas" shall mean any property, whether improved or unimproved, or any easement or interest therein, now or hereafter owned by the Association, or which is declared to be Common Area by the Declaration, or which is dedicated to the Association on any recorded plat, or which is intended to be a Common Area by Declarant. Common Areas may include, but are not limited to, parks, linear parks, open Areas, roads, entrance ways, retention walls or detention areas and other similar properties, provided that the foregoing shall not be deemed a representation or warranty that any or all of the foregoing types of Common Areas will be provided.

Section 4. "Lot" means any platted Lot within the Subject Property, or any other parcel of land located within the Subject Property, which has been or could be intended to be conveyed by Declarant to an Owner and which contains or could contain a Parcel, and shall include any Parcel constructed upon the Lot.

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 which is a part of the Properties,

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 7. "Declarant" The "Declarant" shall mean and refer to N.G. Development Corporation, its heirs, successors and assigns.

Section 8. "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 of Pasco County, Florida.

Section 9. "Maintenance of Common Areas and Easements" shall mean the exercise of reasonable care to keep any buildings, roads, landscaping, lighting, utilities and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted. Maintenance of landscaping shall further mean the exercise of generally accepted garden-management practices necessary to promote a healthy, weed-free environment for proper plant growth and maintenance.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS

Section 1. Every Owner is a Member of the Association. The Association shall provide for Class A Members and a Class B Member. All votes shall be cast in the manner provided in the By-Laws. When more than one person or entity holds an interest in any Lot or Parcel, the vote for such Lot or Parcel shall be exercised as such persons determine, but in no event shall more than the number of votes hereinafter designated be cast with respect to any such Lot or Parcel, nor shall any split vote be permitted with respect to such Lot or Parcel. The voting rights related thereto, are as follows:

Class A: Class A Members shall be all Owners of Lots or Parcels; however, so long as there is a Class B Member, the Declarant shall not be a Class A Member.

Class B: The Class B Member shall be the Declarant. Class B Lots or Parcels shall be all Lots or Parcels owned by the Declarant which have not been converted to Class A.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

The Owner of each Lot shall be entitled to one (1) votes for each Lot owned. The Declarant shall have nine (9) votes for each Lot owned.

Termination of Class B: From time to time the Class B Member may cease and be converted to Class A Members, and any Class B Lots or Parcels then subject to the terms of this Declaration shall become Class A Lots or Parcels upon the happening of any of the following events, whichever occurs earlier:

- (i) When the total votes outstanding in the Class A Members equal the total votes outstanding in the Class B Members.
- (ii) When 90% of Lots and Parcels have been deeded to persons who are Owners.
- (iii) On December 31, 2020.
- (iv) When the Declarant waives in writing, its right as a Class B Member.

Notwithstanding the foregoing, if at any time or times subsequent to any such conversion, additional land is added by the Declarant to the Properties, such additional land shall automatically be and become Class B Lots or Parcels as appropriate. In addition, if following such additions of land, the total votes allocable to all Lots and Parcels then owned by the Declarant (calculated as if all such Lots and Parcels are Class B, whether or not they are) shall exceed the remaining total votes outstanding in the remaining class A Members (i.e., excluding the Declarant), then any Class A Lots and Parcels owned by the Declarant shall automatically be reconverted to Class B. Any such reconversion shall not occur, however, if either occurrence (ii), (iii) or (iv) above shall have taken place.

Section 2. Until such time as the Declarant shall relinquish control of the association to the members as herein established, the Board of Directors shall consist of three (3) persons, appointed by the Declarant who need not be members of the association.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held within fifteen (15) months from the date of the prior annual meeting of the Association, at a time, date and location designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called for a proper purpose 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 Association.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address appearing on the books of the Association as received by the Association in writing. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting of the members, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting or representation by proxy of one-tenth (1/10) of the votes of the association, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Board of Directors shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote either in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 6. Vote Required. At every meeting of the members, the owner or owners of each Parcel or lot, either in person or by proxy, shall have the right to cast one vote, per Lot, as set forth in the Declaration. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Declaration, the Articles of Incorporation, or of these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

Section 7. Order of Business. The order of business at all annual or special meetings of the members shall be as follows, except as may be deemed necessary by the presiding officer:

- A. Establish a quorum
- B. Proof of notice of meeting or waiver of notice
- C. Reading of minutes of previous annual meeting
- D. Reports of committees
- E. Unfinished business
- F. New business
- G. Adjournment

ARTICLE V

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors nor more than nine (9) directors, who shall be members of the Association, except as otherwise provided during Declarant's control of the association. The number of Directors to serve on the board may be increased or decreased in size by a two-thirds (2/3) vote of the board of directors at least sixty (60) days in advance of the annual meeting and shall take effect at the annual meeting.

Section 2. Term of Office. At the first annual meeting after the implementation of these bylaws and Declarant's having relinquished control of the association to the members, the members shall elect a majority of the Board for a term of one (1) year and a minority of the Board for a term of two (2) years; and at each annual meeting thereafter the members shall elect directors for a term of two (2) years. The persons elected shall determine their terms by choosing lots after their election to determine the length of their respective terms.

Section 3. Removal. Any director (except those appointed or elected by the Declarant) may be removed from the Board, with or without cause, by a vote of two thirds of the members of the Association, present or represented by proxy at a meeting duly called for that purpose. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve the unexpired

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

term of his predecessor. In the event the entire Board is recalled, an election for new board members shall be held within thirty days of the recall, as otherwise provided in these by-laws.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association, as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, subject to the approval of the Board of Directors.

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 written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors, once the Declarant has relinquished control of the association as otherwise provided, shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) prior to each annual meeting of the members, to serve until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members.

Section 2. Nominating Committee Report. The Nominating Committee shall provide a report to the Board of Directors at a meeting to be held not less than 30 days prior to the scheduled date of the annual meeting, or the date of election if different from the annual meeting. At said meeting the names presented by the Nominating Committee shall be placed on the ballot, and nominations for Director shall be taken from the floor. All nominees from the floor must be present to accept their nomination, or provide written notice of intent to accept a nomination from the floor in order for their name to be placed on the ballot. In the event that the number of names presented by the Nominating Committee and the number of nominees from the floor is equal to the number of vacancies, no election shall be required and the nominees shall be elected to the Board of Directors.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

Section 3. Election. Election to the Board of Directors shall be by secret ballot, at the annual meeting. At each election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Election to the board of directors shall be by a plurality of votes cast, and a quorum of the members need not be established for an election to be valid. Write-in votes shall not be permitted.

ARTICLE VII
MEETINGS OF DIRECTORS

Section 1. The first meeting of the Board of Directors of the Association shall be immediately succeeding the annual meeting of the members, unless a quorum of the board can not be established. No further notice of the meeting need be given. In any event the first meeting will take place not later than ten (10) days after the annual meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board. Notice of pending meetings shall be provided not less than forty-eight (48) hours in advance, and may be posted conspicuously on the property or may be announced in a newsletter or community publication.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any one-third (1/3) of the board of directors, after not less than three (3) days notice to each director.

Section 4. Quorum of the Board. 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 Board meeting shall be regarded as the act of the Board.

ARTICLE VIII
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 and their guests thereon, and to establish penalties for the infraction thereof as per Article XIV, Section 3 of these By-laws;

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

B. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

C. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

D. employ a Licensed Community Association Manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefor, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;

E. accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors; and

F. delegate to and contract with a Licensed Community Association Manager, or management company for collection of the assessments as per the Declaration and these By-laws.

G. shall have the right to enter onto any Lot and make inspection necessary to determine that the provisions of the Declaration of Covenants have been complied with and to maintain any common area or Lot whose grounds maintenance is not in keeping with the community's standards, at reasonable times and with reasonable notice.

H. shall have the right to levy and collect fines for violation of the published rules and regulations, and any violation of the Declaration, as provided herein.

Section 2. Duties. It shall be the duty of the Board of Directors to:

A. cause to be kept a complete record of corporate affairs;

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:

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

1. fix the amount of the annual assessment against each Lot 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 assessment period; and
 3. foreclose the lien against any property for which assessments are not paid 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 or its agent 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. to procure and maintain adequate Directors and Officers, Errors and Omissions and general liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the directors may be necessary or desirable for the Association in addition to the insurance required to be carried by the Association as set forth in the RIVER RIDGE COUNTRY CLUB DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS as recorded in the public records of Pasco County, Florida, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors;
- F. to cause the Common Areas and Easements to be maintained;
- G. to fix and determine the amount of special assessments for Common Expenses as set forth in the Declaration described hereinabove, to send written notice of each special assessment to every owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment; and
- H. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

ARTICLE IX
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Committees.

A. 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 in its discretion.

B. **Standing Committees.** The Board shall appoint such standing committees as are required under the Declaration, the Articles or these By-Laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine, in its discretion.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by a majority of the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by 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 offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

Section 8. Duties. The duties of the officers are as follows:

President

The president shall preside at all meetings of the Membership and the Board of Directors or shall designate anyone else to preside at his/her discretion; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments. The president may co-sign all checks and promissory notes.

Vice-President

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

Secretary

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

The treasurer shall cause to be received and deposited in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Association; keep proper books of account; cause an annual compilation, review or audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting and cause to be delivered, a copy of each to the members.

In discharging his duties, directors and officers may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one or more officers or employees of the corporation whom the director

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

reasonably believes to be reliable and competent in the matters presented; as well as legal counsel, public accountants, licensed property managers, or other professional persons as to matters the director reasonably believes are within the persons' professional or expert competence.

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 By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at 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 assessment is not paid thirty (30) days after the due date, the assessment shall bear interest at eighteen (18%) percent, per annum, as well as a late fee in the amount of twenty-five (\$25.00) per installment and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Payment shall be applied to interest, costs, and attorney's fees, if any and shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: RIVER RIDGE COUNTRY CLUB HOMEOWNERS ASSOCIATION INC., a Not-For-Profit Corporation.

ARTICLE XIII

River Ridge Country Club Homeowners' Association, Inc., By-Laws:

AMENDMENTS

Section 1. Until such time as the Declarant no longer owns a single Lot, the Declarant may amend these By-laws, without any obligation of notice to the members.

Section 2. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members present in person or represented by proxy. All amendments and these by-laws shall be effective when filed in the Official Records of Pasco County, Florida.

Section 3. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year.

Section 2. Indemnification. The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Section 3. Fines. The Board of Directors may impose fines against the owner of a Lot, its occupants, licensee, or invitee, in such reasonable sums as they deem appropriate, not to exceed which shall not exceed the maximum amount(s) permitted by law, for violations by owners or their guests or tenants of the provisions of the governing State Statutes; the Declaration, the Association's By Laws, and Rules and Regulations lawfully adopted by the association.

The party against whom the fine is sought to be levied shall be afforded an opportunity for hearing after reasonable notice of not less than fourteen (14) days and said notice shall include:

- A. A statement of the date, time and place of the hearing.
- B. A statement of the provisions of the governing State Statutes, the Declaration, Association's By Laws or Association's Rules and Regulations which have allegedly been violated; and
- C. A short and plain statement of the matters asserted by the association.

River Ridge Country Club Homeowners' Association, Inc.. By-Laws:

The hearing must be held before a committee of Lot Owners (non-directors) prior to the final imposition of the fine. Said hearing may be simultaneous with a hearing before the Board of Directors, in lieu of a hearing before the Board of Directors, or after a hearing before the Board of Directors.

The party against whom the fine may be levied shall have an opportunity to respond, to present evidence, and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge and respond to any material consideration by the association.

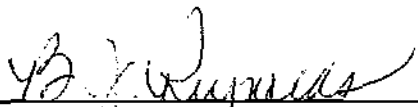
CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of RIVER RIDGE COUNTRY CLUB HOMEOWNERS ASSOCIATION INC., a Not-For-Profit Florida corporation, and

THAT the foregoing By-Laws constitute the By-Laws of said Association, as duly adopted on the 24 day of Sept, 1998.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 24 day of Sept, 1998.



 B. J. Reynolds, Secretary