

**AMENDED AND RESTATED BYLAWS**

**OF**

**THE GOLF VILLAS LANDSCAPE ASSOCIATION I, INC.,**

**A Florida corporation, Not-for-Profit**

WHEREAS, the original Declaration of Landscape Restrictions for Tara Golf Villas (“Declaration”) was recorded in Official Records Book 1701, Page 4092 of the Public Records of Manatee County, Florida; and

WHEREAS, the original Bylaws of The Golf Villas Landscape Association I, Inc., a corporation not for profit under the laws of the State of Florida and a homeowners association pursuant to Chapter 720, Florida Statutes, were recorded as Exhibit "C" to the Declaration; and

WHEREAS, the Board of Directors of the Association proposed and approved these Amended and Restated Bylaws at a duly-noticed and convened Board meeting; and

WHEREAS, the number of membership votes cast in favor of the Amended and Restated Bylaws were sufficient for approval pursuant to Article 10.02 of the Bylaws and Florida law.

**NOW, THEREFORE, the Association does hereby adopt the following Amended and Restated Bylaws of The Golf Villas Landscape Association I, Inc., which supersedes and replaces the previous Bylaws and all amendments thereto:**

## ARTICLE I - NAME, PRINCIPAL OFFICE, CORPORATE INFORMATION AND PURPOSE

**1.01 Corporate Name.** The name of the not for profit corporation is THE GOLF VILLAS LANDSCAPE ASSOCIATION I, INC. ("Association").

**1.02 Location of Principal Office.** The principal office of the Association is located at 3701 South Osprey Avenue, Sarasota, Florida 34239, or the address listed on the Association's most recent Annual Report with the Florida Department of State, Division of Corporations. The Association's Board of Directors may change the Association's principal office from time to time in the manner provided by law.

**1.03 Additional Corporate Information.** The Articles of Incorporation of the Association were initially filed in the office of the Secretary of the State of Florida on September 5, 2001, and assigned Corporate Charter Number N01000006335.

**1.04 Purpose.** The Association has been organized for the purpose of maintaining the landscaping of Lots in accordance with the Declaration of Landscape Restrictions (“the Declaration”) for Tara Golf Villas in Manatee County, Florida (“the Subdivision”).

**1.05 Definitions.** In the event of a conflict, the definitions for various terms used in these Bylaws will be as set forth in the Declaration.

## **ARTICLE II - MEMBERSHIP**

**2.01 Eligibility.** Any person or entity that holds title in fee simple to a lot described in Exhibit A of the Declaration shall by virtue of such ownership, automatically be a member of the Association, or that executed a Lot Owner Joinder and Approval binding the Lot to the Declaration. If a Lot is subject to an agreement for deed, whether recorded or not, the purchaser in possession will be treated as the owner solely for purposes of determining voting and use rights membership is appurtenant to, runs with, and may not be separated from, the real property interest upon which membership is based.

**2.02 Change of Membership.** Change of membership in the Association shall be established by recording a deed (or other instrument establishing a fee interest in any Lot in the Subdivisions) in the Public Records at which time the membership of the prior owner is terminated. The prior owner shall notify the Association of the proposed transfer of ownership. The new Owner shall furnish the Association with a certified copy of the deed (or other instrument) within thirty (30) days after transfer of ownership.

**2.03 Termination of Membership.** Termination of membership in the Association does not relieve or release any former member from liability or obligation incurred under or in any way connected with the Association during the period of the person's membership, nor does it impair any rights or remedies the Association may have against any former owner or member arising out of or in any way connected with such ownership and membership, and the covenants and obligations incident thereto.

**2.04 Restraint upon Assignment of Membership, Shares and Assets.** The membership of an Owner, and the share of a Member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot.

**2.05 Evidence of Membership.** There shall be no stock or membership certificates in the Association. Membership shall be determined by ownership as herein provided.

### ARTICLE III - VOTING

**3.01 Voting Rights.** The Member or Members who are the record owners of each Lot in the subdivision shall be collectively entitled to one (1) vote for each such Lot. If Members own more than one Lot, they shall be entitled to one vote for each Lot owned. A Lot vote may not be

92 divided. The total number of votes ("Voting Interests") is equal to the total number of Lots  
93 subject to this Declaration.

94

95 **3.02 Voting Procedure.** Any determination of requisite majorities and quorums for all  
96 purposes under the Declaration, the Articles of Incorporation and these Bylaws shall be made by  
97 reference to the number of Lots owned by Members entitled to vote. Decisions of the  
98 Association shall be made by a simple majority of votes entitled to be cast by Members  
99 represented at a meeting at which a quorum is present, unless a greater percentage is required by  
100 the Declaration, the Articles of Incorporation, or these Bylaws.

101

102 **3.03 Designation of Voting Representative.** The right to cast the vote attributable to  
103 each Lot shall be determined, established and limited pursuant to the provisions of this Section  
104 and Section 3.04.

105

106 (a) Single Owner. If the Lot is owned by one natural person, that person shall  
107 be entitled to cast the vote for his Lot.

108

109 (b) Multiple Owners. If a Lot is owned by more than one person, either as co-  
110 tenants or joint tenants, the person entitled to cast the vote for the Lot shall be designated by a  
111 certificate signed by all of the record owners and filed with the Secretary of the Association. If  
112 no certificate designating a voting Member is on file with the Association, and only one owner is  
113 present at a meeting, that owner may cast the vote for their Lot without the concurrence of the  
114 other owner(s). If more than one owner is present at the meeting, they may jointly cast the vote  
115 for their Lot, but if they are unable to agree on the manner of casting such vote, they shall lose  
116 their right to vote on such matter, although the Lot may still be counted for purposes of a  
117 quorum.

118

119 (c) Life Estate with Remainder Interest. If a Lot is owned by a life tenant,  
120 with others owning the remainder interest, the life tenant shall be entitled to cast the vote for the  
121 Lot. If the life estate is owned by more than one person, the authority to vote shall be determined  
122 as herein otherwise provided for voting by persons owning a Lot in fee in the same manner as the  
123 life tenants own the life estate.

124

125 (d) Corporation. If a Lot is owned by a corporation, the officers or employees  
126 thereof entitled to cast the vote for the Lot shall be designated by a certificate executed by an  
127 executive officer of the corporation and attested by the secretary or an assistant secretary of the  
128 corporation, and filed with the secretary of the Association.

129

130 (e) Partnership or Limited Liability Company. If a Lot is owned by a general  
131 or limited partnership or by a limited liability company, the general partner or the managing  
132 member entitled to cast the vote for the Lot shall be designated by a certificate executed by all  
133 general partners or managing members and filed with the Secretary of the Association.

134

135 (f) Trustee. If a Lot is owned by a trustee or trustees, such trustee or trustees  
136 shall be entitled to cast the vote for the Lot. Multiple trustees may designate a single trustee, or a  
137 beneficiary entitled to possession, and a single trustee may likewise designate such beneficiary as

138 the person entitled to cast the vote for the Lot by a certificate executed by all trustees and filed  
139 with the Secretary of the Association.

140  
141 (g) Estate and Guardianship. If a Lot is subject to administration by a duly  
142 authorized and acting Personal Representative or Guardian of the property, then such Personal  
143 Representative or Guardian shall be entitled to cast the vote for such Lot upon filing with the  
144 Secretary of the Association a current certified copy of his Letters of Administration or  
145 Guardianship.

146  
147 (h) Tenants by the Entirety. If a Lot is owned by a husband and wife as  
148 tenants by the entirety, they may designate a voting Member in the same manner as other  
149 multiple owners. If no certificate designating a voting Member is on file with the Association,  
150 and only one of the husband and wife is present at a meeting, he or she may cast the vote for  
151 their Lot without the concurrence of the other owner. If both spouses are present, they may  
152 jointly cast the vote for their Lot, but if they are unable to agree on the manner of casting such  
153 vote, they shall lose their right to vote on such matter, although the Lot may still be counted for  
154 purposes of a quorum.

155  
156 **3.04 Voting Certificate.** Whenever a certificate designating a voting representative is  
157 permitted or required, such certificate shall, once filed, be valid until revoked. In the absence of a  
158 valid certificate [except as provided in Section 3.03(b) and (h) regarding spouses owning as  
159 tenants by the entirety], a Lot shall not be counted in determining a quorum unless all owners  
160 required to execute such certificate are present, in person or by proxy, and such Lot owners shall  
161 lose their vote on any particular matter unless they concur on the manner in which the vote of the  
162 Lot is to be cast on that matter.

163  
164 **3.05 Approval or Disapproval of Matters.** Whenever the decision of a Lot owner is  
165 required upon any matter, whether or not the subject of an Association meeting, such decision  
166 shall be expressed by the same person who would cast the vote of such owner if at an  
167 Association meeting, unless the joinder of record owners is specifically required by the  
168 Declaration or these Bylaws.

169  
170 **3.06 Proxies.** Votes may be cast in person or by limited proxy; provided, however, that  
171 the form of the limited proxy substantially meets the requirements of Florida law. A limited  
172 proxy may be made by any person entitled to vote, and must be filed with the Secretary of the  
173 Association before or at the appointed time of the meeting or prior to the reconvening of an  
174 adjourned meeting. A proxy shall be in writing, shall state the date, time, and place of the  
175 membership meeting for which it was given, and shall be signed by the designated voting  
176 representative or the owner if no voting representative has been designated. A proxy shall be  
177 valid only for the particular meeting designated in the proxy, and must be filed with the  
178 Secretary of the Association or the Management Company LCAM as directed by the Board  
179 before the appointed time of the meeting or any adjournments thereof. A properly executed and  
180 delivered proxy may be revoked by a writing delivered to the Secretary, prior to the appointed  
181 time of the meeting or any adjournments thereof, or by the attendance in person of the persons  
182 executing said proxy at any meeting or adjournment thereof. In no event shall a proxy be valid  
183 for a period longer than ninety (90) days after the date of the first meeting for which it was given.

184 If the proxy so provides, any proxy holder may appoint, in writing, a substitute to act in his or  
185 her place. Any copy, facsimile transmission, or other reliable reproduction of the original proxy  
186 may be substituted or used in lieu of the original proxy for any purpose for which the original  
187 proxy could be used if the copy, facsimile transmission, or other reproduction is a complete  
188 reproduction of the entire proxy.

189  
190 **3.07 Method of Voting.** Subject to the provisions of the Declaration, voting may be by  
191 roll call, voice vote or by written ballot; provided, however, that whenever written approval is  
192 required by the Declaration, or whenever any amendment to the Declaration is proposed, or  
193 when any borrowing of funds, pledge, or other disposition of common properties or assets is  
194 proposed, the voting shall be by written ballot. Routine matters such as approval of minutes,  
195 adjournment, acceptance of reports, parliamentary questions and social business may be  
196 determined by "yeas" and "nays;" provided, that any five voting Members, or the chairman, may  
197 require a roll call vote or vote by written ballot.

198  
199 **3.08 Written Action by Members.** Any action required by law or the Governing  
200 Documents to be taken at a meeting of the Members, or any action which may be taken at a  
201 meeting of Members, may be taken without a meeting if consents in writing, setting forth the  
202 action so taken, shall be signed by the required percentage of Members entitled to vote with  
203 respect to the subject matter thereof. Such Member action by written agreement in lieu of a  
204 membership meeting shall comply with the procedural requirements of Section 617.0701(4),  
205 Florida Statutes.

206  
207 **3.09 Electronic Voting.** The Association may conduct elections and other membership  
208 votes through an Internet based on-line voting system as provided in Section 720.317, Florida  
209 Statutes.

## 211 **ARTICLE IV - MEMBERS' MEETINGS**

212

213 **4.01 Place.** Meetings of the Association Members shall be held at such place in Manatee  
214 County, Florida, as the Board of Directors may designate in the Notice of Meeting.

215  
216 **4.02 Annual Meeting.** The annual meeting of the Members shall be held in March of  
217 each year at a date and time determined by the Board of Directors. The annual meeting shall be  
218 for the purpose of electing Directors and transacting any other business authorized to be  
219 transacted by the Members.

220  
221 **4.03 Special Meetings.** Special meetings of the Members shall be held whenever called  
222 by the President or Vice President or by a majority of the Board of Directors, and must be called  
223 by such officers upon receipt of a written request from voting Members entitled to cast not fewer  
224 than fifteen (15%) percent of the total number of votes.

225  
226 **4.04 Notice of Meetings.** Notice of all meetings of the Members, stating the time, place  
227 and objects for which the meeting is called, shall be given by the President or Vice President or  
228 Secretary. All such notices shall be given in writing to each Member at his address, as it appears  
229 on the books of the Association, or as the Member may have otherwise directed in writing, and

230 shall be mailed or delivered not fewer than fourteen (14) days nor more than sixty (60) days,  
231 prior to the date of the meeting. Furthermore, the notice for any meeting at which assessments  
232 against Lot owners are to be considered shall contain a statement of the nature of such  
233 assessments and that such assessments will be considered. The Association shall also post in a  
234 conspicuous place in the Subdivision the notice and agenda of the membership meeting at least  
235 fourteen (14) days prior to the date of the membership meeting. Proof of such mailing or delivery  
236 shall be given by affidavit of the person giving the notice. Except as otherwise provided herein  
237 or by Florida law, notice of meetings of the Board of Directors, membership meetings, and  
238 committee meetings may be given by electronic transmission to those Members who consent to  
239 receive notice by electronic transmission. Each Member bears the responsibility of promptly  
240 notifying the Association in writing of any change of address. If ownership of a Lot is  
241 transferred after a notice has been transmitted, no separate notice to the new Owner is required.

242

243 **4.05 Waiver of Notice.** Any Member may, by written waiver of notice signed by such  
244 Member, waive such notice, and such waiver, when filed in the records of the Association  
245 (whether executed and filed before or after the meeting), shall be deemed equivalent to the  
246 giving of such notice to such Member. A Member's attendance at a meeting shall be deemed a  
247 waiver by such Member of notice of the meeting unless the Member specifically objects to lack  
248 of proper notice at the time the meeting is called to order. Attendance at a special meeting also  
249 shall be deemed a waiver of notice of all business transacted at the meeting unless an objection  
250 on the basis of lack of proper notice is raised before the business is put to a vote.

251

252 **4.06 Quorum.** A quorum shall exist when Members entitled to cast not fewer than thirty  
253 percent (30%) of all votes are present, either in person, by designated voting representative or by  
254 proxy.

255

256 **4.07 Adjournment of Meetings.** A majority of the Association's eligible Voting  
257 Interests who are present (in person or by proxy) at a membership meeting may adjourn the  
258 meeting to a date, time and place no more than ninety (90) days from the date the original  
259 meeting was called. At the reconvened meeting, if the number required for a quorum is present,  
260 any business may be transacted which might have been transacted at the meeting originally  
261 called. If those in attendance at the original meeting do not fix a time and place for reconvening  
262 the meeting, or if for any reason a new date is fixed for reconvening the meeting after  
263 adjournment, the Association shall give the Members notice of the date, time and place for  
264 reconvening the meeting, as provided herein.

265

266 **4.08 Order of Business.** Unless otherwise determined by the meeting chairman, the  
267 order of business at annual meetings of the Members, and as far as practical at other meetings of  
268 the members, shall be:

269

270 (a) Call Meeting to Order  
271 (b) Election of a Chairperson (if necessary)  
272 (c) Determination of a Quorum  
273 (d) Proof of notice of the meeting or waiver of notice.  
274 (e) Reading and disposal of any unapproved minutes.  
275 (f) Reports of officers.

276 (g) Reports of committees.  
277 (h) Appointment/Election of Directors.  
278 (i) Unfinished business.  
279 (j) New business.  
280 (k) Announcements.  
281 (l) Adjournment.

282  
283 **4.09 Minutes of Meetings.** The Secretary or the Secretary's designee shall keep the  
284 minutes of the membership meetings. The minutes of the membership meetings shall be kept in a  
285 business-like manner and be available for inspection and copying by the Members or their  
286 authorized representatives at any reasonable time. The Association shall maintain these minutes  
287 for a period of not less than seven (7) years or as required by the Homeowners' Association Act.

288  
289 **ARTICLE V – BOARD OF DIRECTORS**  
290

291 **5.01 Authority.** The affairs of the Association shall be managed by a Board of either  
292 five (5) or seven (7) Directors. The number of Directors will be decided by a majority vote of the  
293 Board at a duly noticed board meeting called for that purpose. Without limiting the generality of  
294 the preceding sentence, or any power vested in it by law, the Board of Directors shall have the  
295 power:

296  
297 (a) To employ, dismiss, control and contract for personnel and contractors for the  
298 administration of the Association, including but not limited to managers, maintenance personnel,  
299 attorneys, accountants and other professionals, by employment or contract, as the Board may  
300 determine.

301  
302 (b) To create and disband such committees as the Board may from time to time  
303 determine as reasonably necessary or useful in and about the administration of the Association  
304 and to delegate such authority to such committees as may be reasonable in connection with their  
305 purpose, subject always to the provisions of the Declaration, Articles of Incorporation and these  
306 Bylaws. All committees of the Association shall keep records and conduct meetings in the same  
307 manner, to the extent applicable, as is required of the Board of Directors.

308  
309 (c) To adopt budgets and make assessments, and to use and expend assessments  
310 and other receipts of the Association to carry out the powers and duties of the Association  
311 pursuant to the Declaration and these Bylaws.

312  
313 (d) To grant easements where necessary for utilities and sewer facilities to serve  
314 the Association.

315  
316 (e) To conduct, manage and control the affairs and business of the Association,  
317 and to adopt, amend and rescind reasonable rules and regulations relating to the administration of  
318 the Association, and any Easements and the use of Lots or any improvements located thereon  
319 subject to the Declaration and Bylaws. Such rules and regulations shall become effective and  
320 binding after they are adopted by a majority of the Board at a meeting called for that purpose, or  
321 by the written consent of such number of Directors attached to a copy of the rules and regulations

322 of the Association. Such rules and regulations shall be enforceable only to the extent that they are  
323 consistent with the Declaration, the Articles of Incorporation and these Bylaws.

324  
325 (f) To borrow money and to incur indebtedness for the purposes set forth in  
326 the Declaration subject to any limitations contained in the Articles of Incorporation, and  
327 to cause to be executed and delivered therefor, in the Association's name, promissory  
328 notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other  
329 evidences of debt and securities therefor.

330  
331 (g) To fix and levy from time to time Assessments upon the Owners as provided  
332 in the Declaration.

333  
334 (h) To contract for and pay, and maintain insurance policies for casualty, errors  
335 and omissions, fidelity, Directors and Officers, or blanket liability for the Owners, the  
336 Association, the Board of Directors and other interested parties, in accordance with the  
337 provisions of the Declaration covering and protecting against such damages or injuries as the  
338 Board deems advisable. The Board shall review, not less frequently than annually, all insurance  
339 policies and bonds obtained by the Board on behalf of the Association.

340  
341 (i) To fix, determine and name from time to time, if necessary or advisable, the  
342 public agency, fund, foundation or corporation which is then or subsequently organized or  
343 operated for charitable purposes, to which the assets of this Association shall be distributed upon  
344 liquidation or dissolution, according to the Amended and Restated Articles of Incorporation of  
345 the Association. The assets so distributed shall be those remaining after satisfaction of all just  
346 debts and obligations of the Association, and after distribution of all property held or acquired by  
347 the Association under the terms of a specific trust or trusts.

348  
349 (j) To contract for and pay maintenance, gardening, utilities, materials and  
350 supplies, and services relating to the Association's duties, and to employ personnel necessary for  
351 the operation of the Association.

352  
353 (k) To employ a professional managing agent or agents, at such compensation as  
354 the Board may establish, to perform such duties and services as the Board shall authorize and are  
355 otherwise within the scope of the Board's authority. The Board may delegate such powers as are  
356 necessary to perform the manager's duties, but shall not delegate policy-making authority or the  
357 obligation to adopt a budget. The Board may delegate to one or more of its members the  
358 authority to act on the Board's behalf on all matters relating to the duties of the managing agent  
359 or manager, if any, which might arise between Board meetings.

360  
361 (l) Exercise all powers, duties, and authority of the Association, including those  
362 provided by Chapters 617 and 720, Florida Statutes, the Declaration, the Articles of  
363 Incorporation and these Bylaws, except those expressly requiring a vote of the Members.

364  
365 (m) To suspend the voting rights as permitted by law.

**5.02 General Standard for Directors.** A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interests of the Association. In discharging his or her duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or

(c) A committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the committee merits confidence.

A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted above unwarranted. A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Article.

**5.03 Compensation.** The Association shall not compensate a Director or officer for acting as such. However, the Association may reimburse any Director for expenses incurred on the Association's behalf in accordance to policies adopted from time to time by the Board.

**5.04 Director Qualifications.** Every Director shall be at least eighteen (18) years of age, a Member or the designated voting representative of a Member which is a corporation, trust or partnership and must fulfill all other requirements of eligibility provided in the Declaration and Association Bylaws. If a Lot is owned in trust, a Director must be the trust grantor or a trust beneficiary who occupies the Lot. A convicted felon whose civil rights have not been restored for at least five (5) years as of the date of election is not eligible to serve as a Director. A person who is more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the Association is not eligible to serve as a Director. The validity of any action by the Board of Directors is not affected if it is later determined that one or more Directors was not eligible to serve on the Board.

**5.05 Election of Directors.** The election of Directors shall be held at the Annual Members Meeting, in the manner provided by law and as follows:

(a) First Notice. Not less than sixty (60) days before a scheduled election of Directors, the Association shall provide to each Member entitled to vote, in the manner provided herein for notices, a first notice of the Annual Meeting of the Members and election of Directors. The notice can be provided electronically to those owners that consent in writing to receive notice by electronic transmission. The first notice shall state the date, time and place of the meeting and election and shall invite Members to nominate themselves for the Board. It

412 shall also state the deadline for such nominations, as provided herein, and the address, fax  
413 number and email address to which such nominations shall be directed.

414

415 (b) Self-Nomination. If a Member notifies the Association in writing of the  
416 Member's intent to be a Director candidate and that notice is received by the Association as  
417 provided herein not less than thirty (30) days prior to the Annual Meeting, the Association shall  
418 include all such timely provided names on a limited proxy to be provided with the second notice  
419 of Annual Meeting, for the purpose of allowing Owners who may not be present at the Annual  
420 Meeting an opportunity to vote in the annual election of Directors.

421

422 (c) Second Notice. At least fourteen (14) days prior to the Annual Meeting, the  
423 Association shall mail or hand-deliver a second notice of the Annual Meeting to all Members  
424 entitled to vote, together with a limited proxy as described herein. The limited proxy shall list  
425 alphabetically by surname all eligible persons who provided timely written notice to the  
426 Association of their intent to be a Director candidate. The notice can be provided electronically  
427 to those owners that consent in writing to receive notice by electronic transmission.

428

429 (d) Nominations from the Floor. Nominations shall also be allowed from the  
430 floor at the annual membership meeting and the limited proxy shall include as many blank lines  
431 as there are Directors to be elected, for any write-in candidate who may be nominated from the  
432 floor. All Members whose names appear on the Director election ballot shall be deemed to be  
433 automatically nominated at the Annual Meeting.

440

441 (e) Nominating Committee. The Board of Directors may also appoint a  
442 nominating committee for the purpose of recruiting capable candidates to submit their names for  
443 election in the manner provided herein and for recommending candidates for election by the  
444 Members. Limited proxies and ballots shall indicate which candidates are recommended by the  
445 Nominating Committee.

446

447 (f) Election. The election shall take place at the Annual Meeting. Limited  
448 proxies shall be counted in the same manner as ballots for those Members voting by limited  
449 proxy in the election of Directors and any other matters listed on that proxy. Ballots shall be  
450 used for votes cast by Members voting in person at the Annual Meeting, which shall list the  
451 candidates and lines for write-in candidates in the same manner as the form of limited proxy.  
452 The Director candidates receiving the greatest number of votes cast shall be elected. Voting shall  
453 be non-cumulative. Tie votes shall be broken by agreement among the Director candidates who  
454 are tied, or absent such an agreement, by lot, such as the flipping of a coin by a neutral third  
455 party or the drawing of straws. Any election or recall dispute between a Lot Owner and the  
456 Association shall be submitted to mandatory binding arbitration with the Division of Florida  
457 Condominiums, Timeshares and Mobile Homes in the manner provided by law.

458

459 **5.06 Vacancies.** Except as to vacancies provided by removal of Directors by members,  
460 vacancies in the Board of Directors occurring between annual meetings of members shall be  
461 filled by a majority of the remaining Directors to fill the vacancy for the remainder of the term of  
462 such Director.

**5.07 Removal.** Any Director may be removed with or without cause by concurrence of a majority of the votes of the entire membership at a special meeting of the members called for that purpose. Any Director who is delinquent in the payment of any fee, fine, Assessment or other monetary obligation to the Association for more than ninety (90) days is not eligible for Board membership and shall be automatically removed from office.

**5.08 Delegation of Board Functions.** The Board of Directors may delegate any or all of the functions of the Secretary or Treasurer to a management agent or employee, provided that the Secretary or Treasurer shall in such instance generally supervise the agent or employee in the performance of such functions.

## **ARTICLE VI – DIRECTOR MEETINGS**

A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business. A meeting of the Board must be held at a location that is accessible to a physically handicapped person if timely requested by a physically handicapped person who has a right to attend the Board meeting. Except for meetings with the Association's attorney for the purpose of legal advice with respect to proposed or pending litigation and meetings to discuss personnel matters, meetings of the Board of Directors shall be open to all Lot Owners, and shall be held in accordance with the following provisions:

**6.01 Organizational Meeting.** The organizational meeting of a newly-elected Board of Directors shall be held within ten (10) days after the close of the Annual Meeting. The outgoing President shall preside at the organizational meeting until a successor is elected.

**6.02 Regular Meeting.** Regular meetings of the Board of Directors shall be held not less frequently than annually and at such a time and place as shall be determined by the President or a majority of the members of the Board of Directors.

**6.03 Special Meeting.** Special meetings of the Board of Directors may be called by the President (or, if he/she is absent or refused to act, by the Vice President) and shall be called by the Secretary at the written request of at least two (2) of the Directors. If at least twenty percent (20%) of the Voting Interests deliver a written request to the Board to address an item of business, the Board shall at its next regular meeting, or at a special meeting of the Board, but not later than sixty (60) days after the receipt of the request, place the item on the Board's meeting agenda.

**6.04 Notice of Board Meetings.** Notice of all meetings of the Board shall be given to each Director, personally or by mail, telephone, fax or email (for those owners that consent in writing to receive notice by electronic transmission) at least forty-eight (48) hours prior to the day and time named for such meeting, which notice shall state the date, time and place of the meeting. As to special Board meetings, the purpose of the meeting shall be included with the notice to Directors. A Director may waive notice of a meeting before or after a meeting. Except for emergency meetings, notice of a Board meeting shall be posted in a conspicuous place within the Subdivision at least forty-eight (48) hours in advance of the meeting. The notice requirements hereof shall not apply in the event of an emergency, that is circumstances such that

504 damage to persons or property or other material interests of the Association would occur by a  
505 delay of forty-eight (48) hours or as provided in the Articles of Incorporation.  
506

507 **6.05 Special Notice of Certain Board Meetings.** A nonemergency special  
508 assessment may not be levied at a Board meeting nor may any rule regarding the use of Lots in  
509 the Subdivision be adopted, amended, or revoked unless a written notice of the Board meeting is  
510 provided to all Members at least fourteen (14) days before the meeting, which notice includes a  
511 statement that a special assessment will be considered at the meeting and the nature of the special  
512 assessment or that a rule regarding Lot use will be considered at the meeting and the nature of  
513 that action.  
514

515 **6.06 Quorum of Board.** At all Board meetings, a majority of the Directors shall  
516 constitute a quorum for the transaction of business, and the votes of a majority of the Directors  
517 present at a meeting at which a quorum is present shall constitute the Board's decision, unless  
518 these Bylaws or the Declaration specifically provide otherwise. A meeting at which a quorum is  
519 initially present may continue, notwithstanding the withdrawal of Directors, if at least a majority  
520 of the required quorum for that meeting approves any action taken.  
521

522 **6.07 Electronic Participation.** Members of the Board may participate in a Board  
523 meeting by means of telephone, real-time videoconferencing, or similar real-time electronic or  
524 video communication and such participation counts toward a quorum, and such Director may  
525 vote as if physically present. A speaker must be used at the meeting site so that the conversation  
526 of such person may be heard by all persons attending the meeting in person. Directors may use e-  
527 mail as a means of communication, but may not cast a vote on an Association matter via e-mail.  
528

529 **6.08 Adjourned Meetings.** If the Board cannot hold a meeting because a quorum is  
530 not present or if the meeting must be adjourned for any reason, a majority of the Directors  
531 present at such meeting may adjourn the meeting. At the reconvened meeting, if a quorum is  
532 present, any business which might have been transacted at the meeting originally called may be  
533 transacted without further notice.  
534

535 **6.09 Presiding Officer.** The presiding officer of Directors' meetings shall be the  
536 President. In the absence or disability of the President, the Vice-President shall exercise and  
537 perform the duties of the President. In the absence of both the President and Vice-President, the  
538 Directors present shall designate one of their number to preside.  
539

540 **6.10 Vote.** Directors may not vote by proxy or by secret ballot at Board meetings,  
541 except that secret ballots may be used in the election and removal of officers.  
542

543 **6.11 Comments.** Comments from the floor by Members who are not Directors may be  
544 invited and permitted by the President whenever the President deems it appropriate or by vote of  
545 the Board of Directors, with respect to the subject matter being discussed or on the agenda, and  
546 shall also be allowed when required by law. The Member's right to speak shall not exceed three  
547 (3) minutes unless the time to speak is extended by the presiding officer of the meeting or a  
548 majority of the Board.  
549

550                   **6.12 Minutes.** Minutes of all meetings of the Members of the Association and of the  
551 Board must be maintained in written form or in another form that can be converted into written  
552 form within a reasonable time. A vote or abstention from voting on each matter voted upon by  
553 each Director present at a Board meeting must be recorded in the minutes. The Association shall  
554 maintain these minutes for a period of not less than seven (7) years or as otherwise required by  
555 the Homeowners' Association Act.

556  
557                   **6.13 Order of Business.** Unless otherwise determined by the meeting chairman, the  
558 order of business at Board of Directors' meetings shall be as follows:

559

- 560                   (a) Roll call
- 561                   (b) Proof of meeting notice or waiver of notice
- 562                   (c) Reading and disposal of unapproved minutes
- 563                   (d) Reports of officers and committees
- 564                   (e) Election of officers, if any
- 565                   (f) Unfinished business
- 566                   (g) New business
- 567                   (h) Announcements
- 568                   (i) Adjournment

569

## 570                   ARTICLE VII - OFFICERS

571

572                   **7.01 Executive Officers.** The executive officers of the Association shall be a President,  
573 a Vice President, a Treasurer, and a Secretary, all of whom shall be elected annually by the  
574 Board of Directors. Each executive officer of the Association shall be a Director of the  
575 Association. Any person may hold two or more offices, except that the President shall not also  
576 be the Secretary. The Board of Directors from time to time shall elect such other officers and  
577 designate their powers and duties as the Board shall find to be required to manage the affairs of  
578 the Association. Any officer may be peremptorily removed by vote of the Directors at any  
579 meeting.

580  
581                   **7.02 President.** The President shall be the chief executive officer of the Association,  
582 shall have all the powers and duties usually vested in the office of president of a homeowners  
583 association, including but not limited to the power to appoint advisory committees as the  
584 President may deem appropriate to assist in the conduct of the affairs of the Association. The  
585 President shall serve as chairman at all Board and Membership meetings.

586  
587                   **7.03 Vice President.** The Vice President shall, in the absence of the President or during  
588 periods in which the President is unable to perform his/her duties, perform the duties of  
589 President. If the President shall be removed or resign, die, become legally incompetent or be  
590 unable permanently to perform his/her duties as President, the Vice President shall succeed to the  
591 Presidency and a Vice President shall be elected by the Board of Directors. In addition, the Vice  
592 President shall generally assist the President, and exercise such other powers and perform such  
593 other duties as shall be prescribed by the Board of Directors.

595                   **7.04 Secretary.** The Secretary, unless the Board directs Management Company LCAM  
596 to perform the following, shall keep the minutes of all proceedings of the Directors and the  
597 Members and shall attend to the giving and serving of all notice to the Members and Directors,  
598 and other notices required by law and the governing documents. In addition, the Secretary unless  
599 Board directs Management Company LCAM to perform the following, shall keep the records of  
600 the Association, except those of the Treasurer, and shall perform all other duties incident to the  
601 office of Secretary of an Association, as may be required by the Directors or the President. The  
602 Assistant Secretary, if such office is created, shall perform the duties of the Secretary when the  
603 Secretary is absent.

604  
605                   **7.05 Treasurer.** The Treasurer shall be responsible for all property of the Association,  
606 including funds, securities, and evidence of indebtedness; shall ensure that the financial books of  
607 the Association are kept in accordance with good accounting practices; shall ensure that all  
608 financial records are kept in compliance with Florida Statutes; and shall perform all other duties  
609 incident to the office of Treasurer.

610  
611                   **7.06 Signing Authority.** Only the President, or in the event the President is unable to  
612 act, the Vice President of the Association, are authorized to sign documents and contracts on  
613 behalf of the Association except to the extent that the Board of Directors has authorized a  
614 manager or other agent to sign.

615  
616                   **7.07 Resignation.** Any officer may resign at any time by giving written notice to the  
617 Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of  
618 such notice or at any later time specified therein, and unless otherwise specified therein,  
619 acceptance of such resignation shall not be necessary to make it effective.

620  
621                   **VIII - COMMITTEES**  
622

623                   **8.01 Committees.** The Board of Directors may appoint committees from time to time.  
624 Members of the committee shall elect their chairperson. The members of each committee shall  
625 serve at the pleasure of the Board of Directors or until the succeeding committee members have  
626 been appointed or until their earlier resignation. Unless otherwise provided herein, each  
627 committee shall consist of at least three (3) members, all of whom must be Members of the  
628 Association, spouses of Members or a Member's designated voting representative.

629  
630                   **8.02 Architectural Review Committee.** The Architectural Review Committee  
631 ("ARC") shall have the duties and functions as provided in the Declaration of Tara Master  
632 Association, Inc.

633  
634                   **8.03 Ad Hoc Committees.** The Board of Directors may from time to time appoint and  
635 disband such ad hoc committees as necessary to conduct the business and affairs of the  
636 Association.

637  
638                   **8.04 Powers of Committees.** Committees will report to and be under the direction of  
639 the Board of Directors. Committee members may be appointed and removed, with or without  
640 cause, upon majority vote of the Board of Directors.

**8.05 Term of Office.** A person appointed to serve on a committee shall continue as such until the next annual membership meeting and until his or her successor is appointed, unless the committee be terminated sooner or the person be removed from the committee by the President, with the confirmation of the Board of Directors, the person resigns, or unless such person shall cease to qualify as a member on the committee.

**8.06 Committee Meetings.** Unless otherwise provided by law or in these Bylaws, the meetings of any committee of the Association shall be open to all Members. If and where required, notice of the date, time and place of committee meetings shall be posted in a conspicuous place within the community at least forty-eight (48) hours prior to the time of the meeting. In the alternative, notice of the meeting may be mailed or delivered to all Members at least seven (7) days in advance of the meeting. Notice of committee meetings may be published or in the alternative each committee may provide Members with a pre-arranged schedule of meetings.

**8.07 Quorum and Procedures.** A committee may act only when a quorum (a simple majority) is present. The act of a majority of the members present at a committee meeting shall be the act of the committee. Any committee or other body with authority to make a final decision with regard to the expenditure of Association funds or with the power to approve or disapprove architectural decisions with respect to a Lot shall follow the same procedures as the Board of Directors with regard to posting or mailing of meeting notices for members, agendas, attendance and participation by Members, as required by the Homeowners Association Act. All other Association committees and similar bodies are exempt from the procedural meeting and notice requirements of the Homeowners' Association Act and these Bylaws. Such committees shall adopt their own procedural rules and requirements.

**8.08 Scope and Rules.** Each committee shall abide by the scope and stated purpose of the committee as defined by the Board of Directors, and may adopt rules for its operation consistent with these Bylaws and with rules adopted by the Board of Directors.

**8.09 Reports and Action.** Every committee shall report its findings directly to the President, the Board of Directors or to the Board of Directors' designee. A committee may not take any action on behalf of the Association unless the Board of Directors adopts a written resolution specifically empowering the committee to take such action.

## ARTICLE IX - FINANCES

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

**9.01 Fiscal Year.** The fiscal year of the Association shall be the calendar year, which shall commence upon the first day of January and conclude on the thirty-first day of December.

**9.02 Annual Budget.** The Board of Directors shall adopt, in advance, and may amend from time to time an annual budget for each fiscal year. The budget must reflect the estimated

687 revenues and expenses for the next fiscal year, and the estimated surplus or deficit as of the end  
688 of the current year. The budget must set out separately all fees and or charges for recreational  
689 amenities. A copy of the proposed annual budget and a notice stating the date, time, and location  
690 of the board meeting at which the budget will be considered may be transmitted to each Member  
691 not less than 14 days prior to the meeting. The proposed budget shall be detailed and shall show  
692 the amounts budgeted by income accounts and expense classifications. The minutes of the Board  
693 meeting shall reflect the adoption of the annual budget, and copies of the adopted budget may be  
694 attached to the minutes. The Association shall provide each Member with a copy of the annual  
695 budget or a written notice that a copy of the budget is available upon request at no charge to the  
696 Member.

697  
698 **9.03 Annual Budget Assessment.** The annual assessment, to fund the Association's  
699 annual budget, shall be paid by the Lot Owners per the payment schedule as provided by the  
700 Board. If an annual budget is not adopted or notice is not provided to the Lot Owners, the  
701 preceding budget and annual assessment shall continue until such budget is adopted or such  
702 notice is provided, as applicable. In the event the annual assessment proves to be insufficient, the  
703 budget and the assessment may be amended at any time by the Board of Directors at a duly-  
704 noticed Board meeting. The unpaid assessment for the remaining portion of the fiscal year, for  
705 which the amended assessment is made, shall be due as provided by the Board of Directors. The  
706 Board may elect to allow Owners to pay the annual assessment in installments due not less  
707 frequently than monthly.

708  
709 **9.04 Reserve Funds - Board Approved.** The Board of Directors may, but shall not be  
710 required to, establish and maintain an adequate reserve account for the periodic maintenance,  
711 capital improvements and expenditures, cash flow shortfalls, contingencies, and other matters as  
712 determined appropriate by the Board of Directors. These funds may be spent for any purpose  
713 approved by the Board.

714  
715 **9.05 Reserve Funds - Membership Approved.** If the Association budget includes  
716 reserves approved by the Members, such reserves shall be determined, maintained, and waived  
717 according to the requirements of Section 720.303(6), Florida Statutes, as amended from time to  
718 time.

719  
720 **9.06 Special Assessments.** The Board of Directors may levy special assessments  
721 against the Lots as necessary to fulfill its corporate purposes, duties, and/or functions. Special  
722 assessments are due on the date(s) provided in the Board's resolution approving the special  
723 assessment. The notice of the Board meeting to levy a special assessment must be provided in  
724 accordance with the requirements of the Bylaws. The funds collected pursuant to a special  
725 assessment must be spent for the stated purpose(s) of the special assessment and any surplus may  
726 be credited to the members' accounts, applied to the next annual budget, or applied to the reserve  
727 accounts, or any combination, as determined appropriate by the Board.

728  
729 **9.07 Loans.** Loans in the amount of \$100,000 or less may be contracted on behalf of  
730 the Association and evidences of indebtedness to secure such loans may be issued in the name of  
731 the Association upon the approval of a majority of the Board of Directors via a duly-adopted  
732 corporate resolution. Loans in excess of \$100,000 must be approved by the affirmative vote of at

733 least a majority of the Association's eligible Voting Interests present (in person or by proxy) and  
734 voting at a duly-noticed membership meeting called in whole or part for that purpose. The Board  
735 may authorize the pledge and assignment of any regular or special assessment and the lien rights  
736 of the Association as security for the repayment of such loans.

737  
738 **9.08 Expenses.** The receipts and expenditures of the Association may be credited and  
739 charged to accounts as the Board of Directors may determine, in accordance with good  
740 accounting practices as set forth herein.

741  
742 **9.09 Depositories.** The funds of the Association shall be deposited in such accounts as  
743 may be selected by the Board of Directors, including without limitation checking and savings  
744 accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit,  
745 U.S. Treasury Bills and money market accounts with an investment firm or firms, all in  
746 accordance with resolutions approved by the Board of Directors. The funds shall be used only for  
747 lawful purposes of the Association, as determined by the Board of Directors. Withdrawal of  
748 monies from such accounts shall be only by checks or other appropriate instruments signed by  
749 such persons as are authorized by the Board of Directors.

750  
751 **9.10 Fidelity Bonds.** The Association shall purchase and maintain blanket insurance or  
752 fidelity bonding for all persons who control or disburse funds of the Association, including  
753 without limitation those individuals who are authorized to sign checks and the Association  
754 President, Secretary and Treasurer and any contractor handling or responsible for Association  
755 funds. Each fidelity bond purchased by the Association shall name the Association as an obligee  
756 of the bond. The premiums for bonds shall be paid by the Association as a common expense. The  
757 fidelity bonds shall cover the maximum funds that will be in the custody of Directors, officers,  
758 employees of the Association, or a management agent, at any time while the bonds are in force.

759  
760 **9.11 Financial Report.** A financial report shall be prepared annually by the  
761 Association and completed, or its preparation and completion shall be contracted for with a third  
762 party within ninety (90) days after the close of the fiscal year. Within twenty-one (21) days after  
763 the final financial report is completed by the Association or received from the third party, but not  
764 later than 120 days after the end of the fiscal year, the Association shall either: (a) furnish a copy  
765 of the report to each Member, or (b) provide a written notice to each Member that a copy of the  
766 report is available upon request at no charge to the Member. Any copy requested by a Member  
767 shall be furnished within ten (10) business days after receipt of the request. Financial reports  
768 shall be prepared according to the requirements of Section 720.303(7), Florida Statutes, and in  
769 accordance with generally accepted accounting principles.

770  
771 If not less than twenty percent (20%) of the Members petition the Board for a level of  
772 financial reporting higher than that required by Section 720.303(7), Florida Statutes, the  
773 Association shall duly notice and hold a meeting of Members within thirty (30) days of receipt of  
774 the petition for the purpose of voting on raising the level of reporting for that fiscal year. Upon  
775 approval of a majority of the total Voting Interests of the Association, the Association shall  
776 prepare or cause to be prepared, shall amend the budget or adopt a special assessment to pay for  
777 the financial report regardless of any provision to the contrary contained in the Governing  
778 Documents, and shall provide the required financial statements within ninety (90) days of the

779 meeting or the end of the fiscal year, whichever occurs later.

780

781 **9.12 Agreements, Contracts, Deeds, Leases, Checks, Etc.** All agreements, contracts,  
782 deeds, leases, checks, and other instruments of the Association shall be executed by the President  
783 and Secretary or by such other members of the Board or officers of the Association as may be  
784 designated by resolution of the Board of Directors.

785

786 **9.13 Insurance.** The Association shall procure, maintain and keep in full force and  
787 effect insurance as may be required by the Declaration, Articles of Incorporation, Bylaws or the  
788 Homeowners' Association Act, or as reasonably determined necessary and appropriate by the  
789 Board of Directors from time to time to protect the interests of the Association.

790

791 **9.14 Competitive Bids.** All contracts as further described in this Article or any  
792 contract that is not to be fully performed within one (1) year after the making thereof for the  
793 purchase, lease, or renting of materials or equipment to be used by the Association in  
794 accomplishing its purposes under the Homeowners' Association Act or the Governing  
795 Documents, and all contracts for the provision of services, shall be in writing. If a contract for  
796 the purchase, lease, or renting of materials or equipment, or for the provision of services,  
797 requires payment by the Association that exceeds ten percent (10%) of the total annual budget of  
798 the Association, including reserves, the Association must obtain competitive bids for the  
799 materials, equipment, or services. The Association is not required to accept the lowest bid.  
800 Notwithstanding the foregoing, contracts with employees of the Association, and contracts for  
801 attorney, accountant, architect, community association manager, engineering, and landscape  
802 architect services are not subject to the provisions of this Article. Nothing contained in this  
803 Article is intended to limit the ability of the Association to obtain needed products and services  
804 in an emergency. This Article does not apply if the business entity with which the Association  
805 desires to enter into a contract is the only source of supply within the county.

## 806

## 807 **ARTICLE X - PLEDGE OF PUBLIC CONDUCT**

## 808

809 The Board may disagree, but will be respectful of one another and the Membership. The  
810 Board will avoid personal attacks.

## 811

## 812 **ARTICLE XI - RECORDS**

## 813

814 **11.01 Inspection and Copying of Records.** Any member wishing to inspect or make  
815 copies of the Official Records of the Association must submit a written request to the Secretary.  
816 The request should state which record or records are to be inspected, and must be signed and  
817 dated by the person requesting the inspection. The member making the inspection will be  
818 charged for the costs of the inspection, including the costs of supervising the inspection, and any  
819 copying costs.

820

821 **11.02 Recording.** Any Lot Owner may tape record or videotape meetings of the Board.  
822 Tape recording and videotaping of a meeting shall be in compliance with such reasonable rules  
823 as may be adopted, in writing, by the Board.

825                   **11.03 Member Information.** Members are responsible for supplying to the Association  
826 all information necessary to maintain and keep current the records of the Association. The  
827 records of the Association shall include information required by The Florida Homeowners  
828 Association Act and records necessary for effective operation of the Association. Members shall  
829 reply to requests for information from the Association within thirty (30) days of receipt.

830

## 831                   ARTICLE XII - FINING AND OTHER ENFORCEMENT

832

833                   **12.01 Fining.** In addition to all other remedies provided for in the Declaration, the  
834 Board of Directors shall have the power to levy reasonable fines against any Member or any  
835 Member's tenant, guest, or invitee for the failure of the Member or its tenant, occupant,  
836 licensee, or invitee to comply with the provision of the Homeowners' Association Act, the  
837 Declaration, the Association Bylaws, or reasonable Rules of the Association. A Member shall  
838 be jointly and severally liable for the payment of any fine levied against the Member's tenant,  
839 guest or invitee. A fine or suspension may not be imposed by the Board of Directors without at  
840 least fourteen (14) days' notice to the person sought to be fined or suspended and an opportunity  
841 for a hearing before a committee. If the Board of Directors imposes a fine, the Association must  
842 provide written notice of such fine or suspension by mail or hand delivery to the Owner and, if  
843 applicable, to any tenant, licensee, or invitee of the Owner.

844

845                   (a)    Hearing Committee. The Board shall appoint a Hearing Committee, which  
846 shall be composed of at least three (3) Members who are not officers, Directors, or employees of  
847 the Association, or the spouse, parent, child, or sibling of an officer, Director, or employee of the  
848 Association. The role of the Hearing Committee is limited to determining whether to confirm or  
849 reject the fine or suspension levied by the Board.

850

851                   (b)    Limits on Fine Amounts. A fine may not exceed One Hundred Dollars  
852 (\$100.00) per violation, or \$100.00 per day in the case of a continuing violation with a single  
853 notice and opportunity for a hearing. No fine for a continuing violation shall exceed in the  
854 aggregate the amount of One Thousand Dollars (\$1,000.00).

855

856                   (c)    Collection. Fines shall be payable within thirty (30) days. In the event a  
857 person refuses or otherwise fails to pay a fine, the Association may mediate if and as required by  
858 law and proceed with legal action in a court of competent jurisdiction to collect the sum. In any  
859 action to recover a fine, the prevailing party is entitled to reasonable attorney fees and costs from  
860 the non-prevailing party as determined by the court. A fine of less than One Thousand Dollars  
861 (\$1,000.00) may not become a lien against a Parcel; however, a fine of One Thousand Dollars  
862 (\$1,000.00) or more may become a lien against a Lot or Parcel. Fines not paid within thirty (30)  
863 days shall accrue interest at the highest rate allowed by law (currently eighteen percent (18%)  
864 per annum) and a late fee of Twenty-Five (\$25) Dollars. Any judgment obtained by the  
865 Association shall be recorded in the public records and filed with the Florida Secretary of State.

866

867                   **12.02 Nonpayment of Amounts Due; Suspension of Voting Rights.** An Association  
868 may suspend the voting rights of a Member for the nonpayment of any fee, fine, or other  
869 monetary obligation due to the Association that is more than ninety (90) days delinquent. A  
870 Voting Interest or consent right allocated to a Lot or Member which has been suspended by the

871 Association shall be subtracted from the total number of Voting Interests in the Association,  
872 which shall be reduced by the number of suspended Voting Interests when calculating the total  
873 percentage or number of all Voting Interests available to take or approve any action, and the  
874 suspended Voting Interests shall not be considered for any purpose, including, but not limited to,  
875 the percentage or number of Voting Interests necessary to constitute a quorum, the percentage or  
876 number of Voting Interests required to conduct an election, or the percentage or number of  
877 Voting Interests required to approve an action under the Homeowners' Association Act or  
878 pursuant to the Governing Documents. Notice and hearing requirements do not apply to a  
879 suspension imposed under this subsection. The suspension ends upon full payment of all  
880 obligations currently due or overdue to the Association.

881

882 **12.03 Enforcement Rights.** Notwithstanding anything to the contrary herein contained,  
883 the Association's Board of Directors may elect, but shall be under no legal duty or obligation, to  
884 enforce any provisions of the Governing Documents, Homeowners' Association Act, the  
885 Declaration, these Bylaws or the Rules and Regulations as provided in said documents, or by suit  
886 at law in equity to enjoin any violation or to recover monetary damages or both. In any such  
887 action, to the maximum extent permissible, the violator shall pay all costs, including reasonable  
888 attorneys' and paralegals' fees actually incurred by the Association.

889

890 **12.04 Attorney's Fees and Waiver.** The Association may also charge a Lot for any  
891 reasonable attorney's fees and costs incurred in obtaining any form of compliance by the Owner  
892 or tenant thereof and such charge shall be payable and collectible in the same manner as an  
893 assessment by the Association as provided in the Declaration. The failure to enforce any  
894 provision of the Declaration or Rules and Regulations shall in no event be deemed a waiver of  
895 the right to enforce as aforesaid thereafter as to the same breach or violation occurring prior or  
896 subsequent thereto. The failure of the Board of Directors to enforce any provision of the  
897 Declaration, Articles of Incorporation, Bylaws or Rules and Regulations shall not be deemed a  
898 waiver of the right of the Board of Directors to do so thereafter.

## 900 **ARTICLE XIII - AMENDMENTS**

901

902 **13.01** These Bylaws may be amended in the following manner:

903

904 (a) Notice of the subject matter of a proposed amendment shall be included in  
905 the notice of any meeting at which a proposed amendment is considered.

906

907 (b) An amendment may be proposed by either the majority vote of the Board  
908 of Directors taken at a Board meeting at which a quorum is present or, in the alternative, by a  
909 written instrument signed by a majority of the Board, or by the vote of a majority of a  
910 quorum of Members present in person or by proxy at a special or regular meeting of the  
911 Members or by written instrument signed by thirty (30) percent of the total membership.

912

913 (c) Such proposed amendment or amendments shall be transmitted to  
914 the President of the Association, or the acting Chief Executive Officer in the absence of  
915 the President, who shall thereupon call and hold a regular or special Meeting of the Members  
916 of the Association not later than sixty (60) days from the receipt by him of the proposed  
917 amendment or amendments.

(d) A proposed amendment must receive the affirmative approval of at least two thirds (2/3rds) of the Members of the Association who are present and voting, in person or by proxy, at a duly noticed meeting called for that purpose, or by the written consent of at least a majority of all Members.

(e) When an amendment has been so adopted, a copy of same shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Bylaws and referencing the Declaration by its original recording information. The certificate shall be executed by the officers of the Association with the formalities of a deed when such certificate and copy of amendment are recorded in the Public Records of Manatee County, Florida.

**13.02 Automatic Amendment.** These Bylaws shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration. Whenever Chapter 720, Florida Statutes, Chapter 617, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in the Bylaws, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the Owners, may adopt by majority vote, amendments to these Bylaws as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 720 of the Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

**13.03 Limitation on Amendment.** Pursuant to Section 720.306(1)(c), Florida Statutes, an amendment may not materially and adversely alter the proportionate Voting Interest appurtenant to a Lot or increase the proportion or percentage by which a Lot shares in the common expense of the Association unless the record Lot Owner and all record owners of liens on the Lots join in the execution of the amendment. A change in the quorum requirements is not an alteration of Voting Interests. The merger or consolidation of one or more associations under a plan of merger or consolidation pursuant to Chapter 617, Florida Statutes, is not a material or adverse alteration of the proportionate Voting Interest appurtenant to a Lot.

## **ARTICLE XIV - MISCELLANEOUS**

**14.01 Interpretation.** Unless defined herein, terms used herein shall have the same meaning as provided in the Declaration or the Homeowners' Association Act. The Board of Directors is responsible for interpreting the provisions of the Declaration, the Bylaws, the Articles of Incorporation, and the Rules and Regulations. The Board of Directors' interpretation shall be binding upon all parties unless wholly unreasonable and arbitrary. The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to implement its obligations and authorities under the Declaration. Wherever the context so requires, the use of any gender herein shall be deemed to include all genders and the use of the plural shall include the singular and the singular shall include the plural. Unless the context shall otherwise require, terms used herein shall have the same meanings as set forth in the Declaration.

964           **14.02 Severability.** In the event that any provisions of these Bylaws are deemed invalid,  
965 the remaining provisions shall be deemed in full force and effect.

966           **14.03 Headings.** The headings of paragraphs or sections herein are for convenience  
968 purposes only, and shall not be used to alter or interpret the provisions therein.

969           **14.04 Cumulative Rights.** All rights, remedies and privileges granted to the  
970 Association hereunder shall be deemed to be cumulative and the exercise of any one or more  
971 shall not be deemed to constitute an election of remedies, nor shall it preclude the party thus  
972 exercising the same from exercising such other and additional rights, remedies, or privileges as  
973 may be granted to such other party by the Association's Governing Documents, or at law or in  
974 equity.

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