

MEADOWS OF TARPON WOODS BY-LAWS CONDENSED (2019-12-05)

BY-LAWS
OF
MEADOWS OF TARPON WOODS HOMEOWNERS ASSOCIATION, INC.

A corporation not-for-profit
Under the laws of the State of Florida

ARTICLE I - GENERAL

Section 1. These are the By-Laws of MEADOWS OF TARPON WOODS HOMEOWNERS ASSOCIATION, INC., a corporation not-for-profit under the laws of the State of Florida, hereinafter called "Association". The Articles of Incorporation for the Association were filed in the office of the Secretary of State on the 28th day of February, 1980.

Section 2. Purpose. The Association has been organized for the purpose of providing maintenance and preservation of the recreation and common areas of the subdivision, and to provide for and promote the health, safety and welfare of the residents of the subdivision.

Section 3. The office of the Association shall be located at Unit 101, 1000 Tarpon Woods Blvd., Palm Harbor, Florida, or such other place as the Board of Directors may determine from time to time.

Section 4. The fiscal year of the Association shall be the calendar year. The board of directors is authorized to change to a fiscal year if it deems such a change is expedient.

Section 5. The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "corporation not-for-profit" and the year of incorporation; an impression of which is as follows:

Section 6. The members of the Association shall consist of all of the record owners of lots in the subdivision. If the ownership of a unit is in more than one name, the several owners will be considered one for voting purposes.

ARTICLE II - MEMBERS MEETINGS

Section 1. The Annual members' meeting shall be held at a convenient place and time during the month of January of each year for the purpose of electing directors and transacting any other business brought before the meeting. (Amended October 1986 OR Book 6350/993)

Section 2. Special members' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by the President or Vice President upon receipt of a written request by members entitled to cast 1/3 of the votes of the entire membership.

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Section 3. Notice of all members' meetings shall state the time and place and the purpose of the meeting and shall be delivered to the members by an officer of the Association, unless all members of the Association waive notice in writing. The notice shall be mailed to each member at its address as it appears on the books of the Association, not less than 14 days nor more than 60 days prior to the date of the meeting. Proof of the mailing shall be given by affidavit of the person giving the notice. Notice of meetings may be waived before or after meetings.

Section 4. A quorum at members' meetings shall be that number of persons entitled to cast a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members except when approval by a greater number of members is required by the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation or these By-Laws.

Section 5. The members of the Association shall be entitled to cast one vote for each lot owned by them.

Section 6. If a lot is owned by one person, his right to vote shall be established by the record title to his lot. If a lot is owned by more than one person, the person entitled to cast the vote for the lot shall be designated by a certificate signed by the President of that corporation and attested by the Secretary of the corporation and shall be filed with the Secretary of the Association. Such certificate shall be valid until revoked or until superceded by subsequent certificate or until ownership of the lot has changed. A certificate designating the person entitled to cast the vote of a lot may be revoked by any owner of the lot. If such a certificate is not on file, the vote of such lot owners shall neither be considered in determining the requirement for a quorum, nor for any other purposes. (Amended 2/20/2007 OR Book 15644/2001)

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

Section 8. If any meeting called cannot proceed because a quorum is not present, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

Section 9. The Order of Business at annual members' meetings and so far as practical at other members' meetings shall be:

- a. Election of a Chairman of the meeting.
- b. Roll call and certification of proxies.
- c. Proof of notice of meeting or waiver of notice.
- d. Minutes of last meeting.
- e. Reports of Officers.
- f. Reports of Committees.
- g. Election of Directors.

- h. Old Business.
- i. New Business.
- j. Adjournment.

ARTICLE III - BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by a Board of Directors of not less than three (3) nor more than five (5) Directors; the exact number to be determined at the time of the election.

Section 2. After the lot owners are entitled to elect a majority of the Board of Directors as provided in the Articles of Incorporation, the election of Directors shall be conducted in the following manner:

a. Directors shall be elected at the annual members' meetings except as provided in Section 3 below:

b. A Nominating Committee of three (3) members shall be appointed by the Board of Directors not less than 30 days prior to an annual members' meeting. The Committee shall nominate one person for each Director then serving whose term is expiring. Nominations for additional Directorships created at the meeting shall be made from the floor and other nominations may be made from the floor. (Amended October 1986 OR Book 6350/993)

c. The election shall be by written ballot and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

d. Except as to vacancies occurring by reason of the removal of a Director by the members, vacancies in the Board of Directors occurring between annual members' meetings shall be filled by the remaining Directors.

Section 3. After the lot owners are entitled to elect a majority of the Board of Directors as provided in the Articles of Incorporation, any Director may be removed upon the vote of a majority of the entire membership of the Association at a special meeting of the members called for that purpose. A vacancy in the Board of Directors so created shall be filled by the Association at the same meeting.

Section 4. Each Director's term shall extend until the next annual members' meeting and subsequently until a successor is elected or until he is removed in the manner elsewhere provided.

Section 5. The organizational meeting of a newly elected Board of Directors shall be held within 10 days of their election, at such place and time as shall be fixed by the Directors at the meeting at which they were elected. Notice of the meeting shall be posted conspicuously at least 48 hours in advance of the meeting.

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Section 6. The regular meetings of the Board of Directors shall be held at such time and place as shall be determined by a majority of the Directors. Notice of regular meetings shall be given to each Director personally or by mail, telephone or telegraph, at least three (3) days prior to the date of the meeting. Notice of all directors' meetings shall be posted conspicuously at least 48 hours prior to the meeting.

Section 7. Special meetings of the Board of Directors may be called by the President and must be called by the Secretary on the written request of 1/3 of the Directors. Not less than three days' notice of the meeting shall be given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Notice of all directors, meetings shall be posted conspicuously at least 48 hours prior to the meeting.

Section 8. Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice to the Director.

Section 9. A quorum at a Directors' meeting shall be a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors except when approval by a greater number of Directors is required by the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation or these By-Laws.

Section 10. If at any meeting of the Board of Directors a quorum is not present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

Section 11. The joinder of a Director in the action of a meeting by signing the minutes of that meeting shall constitute the presence of such Director for the purposes of determining a quorum.

Section 12. The presiding officer at a Directors' meeting shall be the Chairman of the Board if such an officer has been elected and if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

Section 13. The order of business of Directors' meetings shall be:

- a. Roll call.
- b. Proof of notice of the meeting.
- c. Reading of the previous minutes.
- d. Reports of officers and committees.
- e. Election of officers.
- f. Old Business.
- g. New Business.
- h. Adjournment.

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Section 14. Directors' fees, if any, shall be determined by the members of the Association.

ARTICLE IV - POWER AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association existing under the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation of the Association and these By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by lot owners when such approval is specifically required. The Board of Directors shall additionally have the following responsibilities, powers and duties:

Section 1. To make and collect assessments against members of the Association.

Section 2. To use the proceeds of assessments in the exercise of its powers and duties.

Section 3. To maintain, repair, replace and operate the subdivision, in keeping with the highest aesthetic standard for a residential development. The Board of Directors shall use its powers to maintain the physical appearance of the subdivision in order that property values shall be maintained.

Section 4. To purchase insurance upon the common facilities and insurance for the protection of the Association and its members.

Section 5. To reconstruct improvements after casualty and further improve the subdivision.

Section 6. To make and amend reasonable rules and regulations respecting the subdivision in the manner provided by the Declaration of Covenants, Conditions and Restrictions.

Section 7. To contract for maintenance of the subdivision and management of the Association and to delegate to the contractor certain powers and duties of the Association, except such as are specifically required by the Declaration of Covenants, Conditions and Restrictions or these By-Laws to have approval of the Board of Directors or the membership of the Association.

Section 8. To enforce by legal means, the provisions of the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation of the Association, the By-Laws and the rules and regulations promulgated by the Association.

Section 9. To purchase lots and residences in the subdivision subject to the provisions of the Declaration of Covenants, Conditions and Restrictions, the Articles of Incorporation and applicable law.

ARTICLE V - OFFICERS

Section 1. The executive officers of the Association shall be a President, who shall also be a Director; a Vice President, who shall also be a Director; a Treasurer and a Secretary, all of whom shall be

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elected annually by the Board of Directors and who may be preemptorily removed by vote of the Directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors, from time to time, shall elect such other officers and designate their powers and duties as the Board shall find to be required in management of the affairs of the Association.

Section 2. The President shall be the Chief Executive Officer of the Association. He shall have all the powers and duties usually vested in the office of President of an Association including but not limited to the power to appoint Committees from among the members from time to time as he in his discretion may determine appropriate.

Section 3. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 4. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall provide notice to the members and directors as required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal. He shall keep the records of the Association except those of the Treasurer and shall perform all other duties incident to the office of Secretary of an Association and as may be required by the Directors or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.

Section 5. The Treasurer shall have custody of all property of the Association including funds, securities and evidence of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and he shall perform all other duties incident to the office of the Treasurer.

Section 6. The compensation of officers and employees of the Association shall be fixed by the Directors. The provision that Directors fees shall be determined by members shall not preclude the Board of Directors from employing a Director as an employee of the Association or preclude the Board of Directors from contracting with a Director for management of the Association.

ARTICLE VI - FISCAL MANAGEMENT

Section 1. Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts as follows:

a. CURRENT EXPENSES: shall include all receipts and expenditures within the year for which the budget is made including a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves to additional improvements or to operations. The balance in this fund at the end of each year shall be applied to reduce the assessments for current expenses for the succeeding year.

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b. RESERVE FOR DEFERRED MAINTENANCE: shall include funds for maintenance items that occur less frequently than annually.

c. RESERVE FOR REPLACEMENT: shall include funds for repair or replacement required because of damage, depreciation or obsolescence of buildings, facilities or structures.

d. BETTERMENTS: shall include the funds to be used for capital expenditures for additional improvements or additional personal property that will be part of the common elements.

Section 2. Budget. The Board of Directors shall have the power and duty of preparing and adopting an annual operating budget for the Association. Each lot owner shall be given written notice of the time and place of the meeting at which the budget will be considered shall be held and such meeting shall be open to all lot owners. If a budget is adopted by the Board of Directors which requires assessment against the lot owners in any fiscal year exceeding 115% of said assessments for the preceding fiscal year, then upon application of 10% of the lot owners, a special meeting of the lot owners shall be held upon not less than 10 days' written notice to each lot owner and within 30 days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting lot owners may consider and enact a revision of the budget. A revision of the budget shall require the vote of not less than 75% of the votes of the entire membership of the association. In determining whether assessments exceed 115% of similar assessment in the previous year, there shall be excluded in the computation any provision for reasonable reserves made by the Board of Directors in respect of repair or replacement of the common areas or in respect of anticipated expenses by the association which were not anticipated to be incurred on a regular or annual basis. There shall also be excluded from such computation, assessments for betterments to the common areas provided, however, that so long as the Developer is in control of the Board of Directors, the Board shall not impose an assessment for the year greater than 115% of the prior fiscal calendar year's assessment without approval of a majority of the lot owners.

The proposed annual budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications.

Section 3. Assessments against members for their share of the items of the budget shall be made for the calendar year annually, in advance, on or before December 15th of the year preceding the year for which the assessments are made. Annual assessments shall be divided into 4 equal installments which shall be paid by the members on the first day of each calendar quarter and shall be in default if not paid by the 10th day of each calendar quarter. Any assessment, including special assessments, not paid within ten (10) days after the due date shall be subject to an administrative late charge in a sum as determined by the Association not to exceed the greater of \$25.00 or 5 percent (5%) of the amount of each installment. Should the annual assessment prove to be insufficient, the budget and assessments may be amended by the Board of Directors so long as the budget, as amended, does not exceed 115% of the previous year's budget. In the case of a special assessment being required to meet a common expense not covered

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by the regular budget, the amount of the special assessment will be apportioned among the owners of all units in the proportion of their ownership of the common elements. Special assessments shall be due and owing at the time or times as provided in the notice of the special assessment. (Amended October 1986 OR book 6350/993) and (Amended April 7, 2017 OR Book 19582/1253).

Section 4. In the event of any required annual assessments, special assessments, accelerated assessments or any other assessments are not paid by the lot owner, then a lien shall attach to the property of the defaulting lot owner. The lien may be foreclosed in the same manner as provided for foreclosure of a mortgage upon real property. The lien shall be established by filing a Claim of Lien by the Association in the public records of Pinellas County, Florida, fourteen days following demand for payment by the Association. The lien shall secure interest upon unpaid assessments reasonable attorney's fee and the costs of collection. The lien shall be subordinate to the lien or a mortgage or other lien recorded prior to the recording the Claim of Lien.

Section 5. Assessments for common expenses of an emergency nature that cannot be paid from annual assessments for common expenses shall be made only upon notice of the need for such assessment to all lot owners. After such notice and upon the approval of a majority of the membership of the Association, the assessment shall become effective and it shall be due upon 30 days' notice of its adoption by a majority of the Association. (Amended October 1986 OR book 6350/994)

Section 6. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors. Withdrawal of money from such account shall be on checks signed by persons authorized by the Directors.

Section 7. Fidelity bonds shall be required by the Board of Directors from all persons handling or responsible for Association funds. The amount of such bond shall be determined by the Directors. The premiums on bonds shall be paid by the Association.

ARTICLE VII - PARLIAMENTARY RULES

Roberts Rules of Order shall govern the conduct of the Association meetings when not in conflict with the Declaration of Covenants, Conditions and Restrictions, Articles of Incorporation of the Association or these By-Laws.

ARTICLE VIII- AMENDMENTS

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

Section 1. The subject matter of any proposed amendment to the By-Laws shall be included in the notice of any meeting at which the proposed amendment is to be considered.

Section 2. A resolution adopting a proposed amendment to these By-Laws may be offered by either the Board of Directors of the Association or by the members of the Association. Approval of an

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amendment to these By-Laws shall be by not less than majority of the Board of Directors and a majority of the votes of the entire membership of the Association, or by not less than 75% of the votes of the entire membership of the Association. Until the first election of Directors, an amendment to these By-Laws shall be made only upon approval of all the Directors.

The foregoing were adopted as the By-Laws of MEADOWS OF TARPON WOODS HOMEOWNERS ASSOCIATIONS, INC. at the first meeting of the initial Board of Directors on the 28th day of February, 1980.

MEADOWS OF TARPON WOODS
HOMEOWNERS ASSOCIATION, INC.

BY s/Robert P. Crisp
Secretary

APPROVED:
s/ Richard N. Colhoun
President

RECORDED in Official Records Book 4992 page 2064, Public Records of Pinellas County, Florida.