

TALLAVANA HOMEOWNERS' ASSOCIATION

BYLAWS

Restated Bylaws of
Tallavana Homeowners' Association, Inc.

A Corporation Not for Profit
Under the Laws of the State of Florida

The following are the Bylaws of TALLAVANA HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the Association, a corporation not for profit, organized and existing under the law of the State of Florida, which Bylaws have been duly adopted by the Board of Directors of the Association.

1. Seal

The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation Not For Profit," and the year of incorporation. Any of the foregoing words as well as any part of the name of the corporation may be abbreviated on said seal.

2. Members' Meetings.

(a) The annual members' meeting shall be held in January. The date, time and place shall be determined by the Board of Directors of the Association. The purpose of the meeting shall be to elect Directors and transact any other business authorized by the members.

(b) Special 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 such officers upon receipt of a written request from members entitled to cast one-third of the votes of the entire membership.

(c) Notice of all members' meetings, stating the time and place and the objects for which the meeting is called, shall be given by the President or Vice President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Notice of meeting may be waived before or after meeting.

(d) A quorum at such meetings shall consist of persons entitled to cast twenty percent (20%) of the votes of the entire membership.

(e) In any such meeting, each member (record titleholder), shall be entitled to cast only one (1) vote, even if he owns more than one lot. If the lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by a certificate of appointment signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked, or until superseded by a subsequent certificate, or until the Association has been duly notified in writing of a change of ownership.

(f) Votes may be cast in person or by Proxy. Proxies may be made by any person entitled to vote. They shall be valid only for the particular meeting designated and must be filed with the secretary before the appointed time of the meeting.

(g) The order of business at annual members' meeting, and as far as practical at all other members' meetings, shall be:

- (i) Election of chairman;

- (ii) Calling of the roll and certifying of proxies;
- (iii) Proof of notice of meeting or waiver of notice;
- (iv) Reading and approval of prior minutes;
- (v) Reports of officers;
- (vi) Reports of committees;
- (vii) Election of directors (if necessary);
- (viii) Unfinished business;
- (ix) Additional new business; and
- (x) Adjournment.

3. Directors.

(a) The affairs of the Association shall be managed by a Board of seven (7) Directors.

(b) Election of Directors shall be conducted at the annual meeting of members. A nominating committee of five members shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual meeting. The committee shall nominate one (1) person for each Director whose term has expired. Additional nominations for Directorships and Directors may be made from the floor. The election shall be by ballot (unless dispensed with by unanimous consent) 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.

(c) Except as to vacancies resulting from removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors. In the event a director fails to attend three consecutive meetings of the Board of Directors, then the Board, in its discretion, may remove the director and elect another to serve in his place until the next annual members' meeting. At the next annual members' meeting, the members shall elect a new director to serve for the remainder of the term of the director so removed.

(d) Any Director elected by the members may be removed by concurrence of two-thirds of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy in the Board of Directors so created shall be filled by the members of the Association at the same meeting.

(e) The term of each Director's service shall extend for three (3) years and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere stated herein; provided, however, that directors shall serve rotating terms of office. At the annual members' meeting in 1980, two directors shall be elected for a one-year term of office, two shall be elected for a two-year term, and two shall be elected for a three-year term. At ensuing annual meetings, two directors shall be elected for a three-year term except that every third year there shall be three (3) directors elected.

4. Directors' Meetings

(a) The organizational meeting of a newly elected Board of Directors shall be held within ten (10) days of its election at such place and time as shall be fixed by the Directors at the meeting at which they were elected.

(b) Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meeting shall be given to each Director, at least three (3) days prior to the day named for such meeting.

(c) Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of a majority of the Directors. Notice of the meeting shall be given at least three (3) days prior to the day named for such meeting which notice shall state the time, place and purpose of the meeting.

(d) 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.

(e) A quorum at Directors' meetings shall consist of 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 where approval by a greater number of Directors is required by law, by the Articles of Incorporation or by these Bylaws. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn meeting, or conduct any business which might have been transacted at the meeting as originally called by and may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose to determine a quorum.

(f) The presiding officer of Directors' meeting shall be the President. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

(g) The order of business at Directors' meetings shall be:

- (i) Calling of roll;
- (ii) Proof of due notice of meeting;
- (iii) Reading and appraisal of minutes of prior meeting;
- (iv) Reports of officers and committees;
- (v) Election of officers;
- (vi) Unfinished business;
- (vii) New business; and
- (viii) Adjournment.

5. Powers And Duties Of The Board Of Directors.

(a) All of the powers and duties of the Association existing under the Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by members when such is specifically required. Compensation of employees of the Association shall be fixed by the Directors. A Director may be an employee of the Association, and a contract for management of the Association may be entered into with a Director.

(b) Architectural Control Committee mentioned in Article III of the Articles of Incorporation of the Board of Directors of the Association. The members of the Architectural Control Committee shall be appointed by the Board of Directors of the Association. (See policy 115.)

6. Officers.

(a) The executive officers of the Association shall be a President, who shall be a Director, a Vice President, a Secretary, a Treasurer, and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may be 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 Assistant Secretary. The Board of Directors may from time to time elect other officers to exercise such powers and duties as the Board shall find to be required to manage the affairs of the Association. Compensation of officers shall be fixed by the Board of Directors.

(b) The President shall be the Chief Executive Officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of an Association or Corporation, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association.

(c) 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 generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

(d) The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. 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.

(e) 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 shall perform all other duties incident to the office of Treasurer.

7. Amendments.

The Bylaws may be amended in the following manner:

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

(b) A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. The same must be approved by a majority of the members of the Association, and also by a majority of the members of the Board of Directors.

(c) No amendment shall discriminate against any lot owner or against any lot unless the owner thereof shall consent in writing. No amendment shall change the voting rights of members, unless the members concerned shall approve the amendment in writing.

Retyped 8/2006 for grammatical and spelling revisions.