

BYLAWS  
of the  
TROPICAL BAY PROPERTY OWNERS ASSOCIATION, INC

ARTICLE I – MEETINGS of **MEMBERS** SHAREHOLDERS

Section 1. ANNUAL MEETING – The annual meeting of property owners shall be held ~~between on or before~~ January ~~31st 13~~ and February ~~15~~ of each year at a time and place designated by the Board of Directors of the Corporation. Business transacted at the annual meeting shall include ~~approval~~ ratification of the budget, announcing the results of the election ~~(on odd years)~~ of ~~Officers and~~ Directors of the Corporation, and such other business as shall come before the property owners.

Section 2. SPECIAL MEETINGS – Special meetings of the property owners shall be held when directed by the President or the Board of Directors or when requested in writing by owners of not less than 10% of properties. A meeting requested by property owners shall be called for a date not less than 10 nor more than 60 days after the request is made unless the property owners requesting the meeting shall designate a later date.

Section 3. NOTICE – Written notice stating the place, ~~day date~~ and ~~hour time~~ of the Annual Meeting or any Special Meeting and, in the case meeting, the purpose or purposes for which the meeting is called, shall be delivered ~~of a special~~ not less than ~~10 nor more than 60~~ 14 days ~~before~~ prior to the meeting. In the case of a Special Meeting, the notice shall also include the purpose(s) for which the meeting is called. Meeting notices shall be delivered in person, by First Class Mail, electronically or by any method which is in compliance with the existing Florida Statutes. If notice is sent via US Mail, it is deemed to be delivered when deposited in the US Mail to the owner's last verified address, with postage thereon prepaid.. ~~either personally, by first class mail, or in any method which is in compliance with existing Florida Statutes.~~ Such notice shall be by or at the direction of the President, Secretary or the officer or persons calling the meeting. Notice shall be given to each property owner of record as of ten (10) days prior to the date of notice delivery ~~November 15~~ for purposes of determining those persons entitled to vote at such meeting. ~~Notice of the annual meeting shall include the agenda, ballot for voting for the election of the Officers and Board of Directors, and candidate's statements, timely received, and the proxy statement. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the property owner's last verifiable address, with postage thereon prepaid.~~

Section 4. NOTICE of ADJOURNED MEETING – When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken., ~~provided, however, that the approval of the budget or assessments shall require 14 days' notice to all property owners, otherwise, at the adjourned meeting.~~ Any

business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment the Board of Directors fixes a new date for the adjourned meeting, or if new items are to be discussed, a notice of the adjourned meeting and the new meeting date shall be given as provided in this Article (Sec. 3) to each property owner entitled to vote at such a meeting.

Section 5. QUORUM —~~Twenty (20)~~ Twenty Five (25) of the properties entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of property owners. If a quorum is present, the affirmative vote of 51% of those properties is represented in person or by proxy and entitled to vote on the subject matter shall be the act of all property owners unless otherwise provided by law.

Section 6. VOTE – Each lot shall be entitled to one vote on each matter submitted to vote at a meeting of property owners. (Half lots each get ½ vote)

Section 7. PROXIES – ~~A property owner~~ The members may vote in person, ~~or~~ by proxy executed in writing by the property owner or his/her duly authorized attorney in fact. or by electronic means in accordance with § 720.317 Fla. Stat. (Current) . To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given. No proxy shall be valid after the duration of ninety (90) days ~~three (3) months~~ from the date thereof unless provided in the proxy to be a shorter duration. A proxy is revocable at any time at the pleasure of the person who executes it. ~~However, proxies cannot be used for the election of officers or directors. All officers and Directors shall be elected by written member ballot only, if an election is required.~~

Section 8. ACTION by PROPERTY OWNERS WITHOUT a MEETING – Any action required by law, these bylaws, or the Articles of Incorporation of this Corporation to be taken by any annual or special meeting of property owners, or any action which may be taken at any annual or special meeting of property owners, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be duly signed and notarized by the owners of 51% of all properties.

## ARTICLE II – OFFICERS and DIRECTORS

Section 1. FUNCTION – All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 2. QUALIFICATION – Officers and Directors shall be property owners in Tropical Bay Subdivision, be ~~and~~ of legal age in the State of Florida and meet all other Officer and Director qualifying requirements of § 720.306(9) Fla. Stat. (Current).

Section 3. COMPENSATION – Officers and Directors of this Corporation shall receive no compensation. However, the Board may, at its discretion, reimburse Officers and Directors for costs incurred in the exercise of their duties.

Section 4. CONDUCT OF MEETINGS – Meetings of the Board of Directors may be conducted by teleconference, provided that the Director(s) attending by telephone or another medium shall be on a speaker so that their participation is heard by all present.

Section 5. PRESUMPTION of ASSENT – An officer or director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting in respect thereto.

Section 6. ELECTION and TERM – ~~Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of property owners, and until his/her successor shall have been elected and qualified or until his/her earlier resignation, removal from office or death.~~ The Board of Directors shall consist of 12 Directors. ~~hold office for a term of two (2) years-~~ Directors are to be elected to hold office for three staggered terms of three (3) years each. Four (4) Directors shall be elected each year. The Directors shall be elected by a majority of the membership voting. The ~~Board of Directors shall~~ hold office for a term for which he/she is elected, and will serve until his/her successor shall have been elected or until his/her earlier resignation, removal from office, or death.

(NOTE: The following one paragraph regarding the Nominating Committee has been relocated to the “Committees” section (Art II Sec 10) below.

~~On or before October 15 of each year Ninety (90) days before the annual meeting, during an election year, the President shall appoint members of a Nominating Committee, with the approval of the Board of Directors. The Nominating Committee shall consist of at least one member of the Board of Directors and one member at large who does not sit on the Board of Directors. Members of the Nominating Committee, at the time of their appointment, must be Tropical Bay property owners for at least one year. It shall be the duty of this committee to solicit candidates for the Officers and Board of Directors and to prepare a list of qualified candidates for the offices of all officers and directors. The candidate(s) for the office of President of the Association shall have served on the Board of Directors for at least one year. No further candidates, including Write Ins, shall be allowed after Novemeber 30.~~

(NOTE: Paragraph removed entirely due to duplication) Each officer and director shall hold office for a term for which he/she is elected and until his/her successor shall have been elected and qualified, or until his/her earlier resignation or removal from office and or death.

(NOTE: Information regarding voting by proxy has been moved to the “Proxy” section in Art. I, Sec. 7)

The election shall be conducted by first class mail only and ~~The members have the right to vote in person, by proxy or by electronic means in accordance with FL Stat. 720.317 (Current). To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given.~~ shall include both a transmittal envelope and a sealable ballot inner envelope. The transmittal envelope shall bear the signature(s) of the voting member(s) on the outside of the envelope. The Board of Directors shall meet no later than two (2) days prior to the annual meeting for the purpose of opening the outer envelopes of and counting the returned ballots, certifying If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that lot or parcel, the inner envelope shall be removed from the outer envelope bearing the identification information, and placed together securely. At the time of the meeting, the secured ballots shall be placed together with the ballots which were personally cast, and opened when the ballots are counted and recording the results of the election. In the event of a tie vote, a run-off election of the two candidates receiving the highest votes for the contested position shall be held at the annual meeting.

~~At the time of the Annual Meeting, the proxies received in person will be added to the previously received proxies. The proxies will be certified and verified by a minimum of one Board member and a member at large that does not sit on the Board, in regards to accuracy, lot number and eligibility to vote. In the event of an election tie, a game of chance is used to decide which candidate wins.~~

~~The election results shall be tallied and recorded, including the original slate of candidates, and entered into the minutes of the meeting. All written documents concerning voting and proxies, including the sign-in sheets, shall be kept for one year or per current Florida Statutes.~~

Section 7. VACANCIES – Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining ~~officers and~~ Directors, although less than a quorum of the Board of Directors. An ~~officer or~~ Director elected to fill a vacancy shall hold office only until the next election of ~~d~~ Directors at the annual meeting of property owners.

Section 8. REMOVAL of OFFICERS and DIRECTORS – Any officer or director or the entire Board of Directors may be removed with or without cause, ~~with a majority vote at the meeting of the members, where quorum is obtained and was duly noticed,~~ as set forth in ~~§ 720.303(10) Fla. Stat. (Current)~~ FL Statute 720.303(10) in effect or as amended.

Section 9. QUORUM and VOTING – ~~Five (5)~~ Seven (7) of the number of Officers and Directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of 51% of the officers and directors present, in person or by teleconference, and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. Each Officer and Director shall have one (1) vote at meetings of the Board of Directors.

Section 10. COMMITTEES – Committees may be appointed by the President with the approval, by resolution, of the Board of Directors. Advisory committees may be created to review any situation, which the Board of Directors deems necessary. Advisory committees shall address only those issues for which they have been created and shall cease to exist upon reporting their findings to the Board of Directors. Advisory committees may be comprised of members at large and do not have the authority to represent the Association. Vested, or standing, committees shall be created by resolution of the Board of Directors. Such resolution shall state the duties of the vested committee and any funds that are to be available to the vested committee for completion of said duties. Vested committees shall be comprised of Officers and Directors, to the extent provided in such resolution, shall have and may exercise all authority of the Board of Directors, except as provided by law. Each Committee chairman shall make a report at the end of the year or before, if requested to do so by the President or Board of Directors. These reports shall be included in the Secretary's minutes and be made available to the property owners upon request. All Committees shall be considered open meetings to all Board Members.

(Inserted from above from Art II, Sec. 6)

A NOMINATION COMMITTEE shall be formed on or before October 15 of each year. ~~Ninety (90) days before the annual meeting, during an election year,~~ The President shall appoint members of the ~~Nominating~~ Committee, with the approval of the Board of Directors. The Nominating Committee shall consist of at least one member of the Board and one member at large who does not sit on the Board of Directors. Members of the Nominating Committee, at the time of their appointment, must be Tropical Bay property owners. ~~for at least one year.~~ It shall be the duty of this committee to solicit candidates and/ or advise the membership regarding the Self Nomination process, for the ~~Officers and~~ Board of Directors and to prepare a list of qualified candidates. ~~for the offices of all officers and directors. The candidate(s) for the office of President of the Association shall have served on the Board of Directors for at least one year. No self nominations, including Write-Ins, shall be allowed after November 30.~~

(NOTE: This paragraph was moved from below in Art II, Sec. 14. Sentences regarding 'Board approval of the Budget' was moved to Section 11 below)

A BUDGET and FINANCE COMMITTEE shall be formed each year at the direction of the President on or before October 1. The President shall appoint members of the Committee, with the approval of the Board of Directors. The Committee shall consist of the Treasurer, at least one member of the Board of Directors and at least one member at large who does not sit on the Board of Directors. Members of the committee, at the time of their appointment, must be Tropical Bay property owners. It shall be the duty of this committee to prepare the following year's proposed Budget. The Committee is also to review and make recommendations to the Board regarding the overall fiscal health of the Association. The Budget and Finance Committee members each have a fiduciary duty and responsibility to act within the best interests of the Tropical Bay Property Owners Association and its membership, without self concerns. The Committee is required to follow FL Statutes 720.303(6)-(7) (Current) for direction and legal requirements.

Section 11. BOARD of DIRECTORS MEETINGS – Meetings of the Board of Directors may be called by the President or any two officers or directors. The time, date and place of such meeting shall be determined by the person or persons calling such meeting. All meetings shall be held in compliance with Florida Statutes, and notice of such meeting shall be publicly posted not less than 48 hours before the scheduled meeting, on the Association's website and community sign. All Board Meetings are open to the membership.

—This paragraph was created from within the previous Budget & Finance Committee paragraph:

The Board shall devote at least one Board meeting, properly noticed for that topic, to the preparation, approval, and/or revision of the Proposed Annual Budget for the following year. The Board Approved Budget will be presented for ratification at the Annual Meeting by the membership.

Section 12. NUMBER of BOARD MEMBERS – The Corporation shall have ~~eight (8) directors and five (5) officers~~ twelve (12) Directors. All officers are also directors and vote on all business matters of the Association. ~~The eight (8) directors of the Association shall constitute a committee to ensure compliance with the Deed Restrictions.~~

Section 13. OFFICERS AND THEIR ELECTION– The officers of this Corporation shall consist of a President, Vice President, ~~Recording Secretary, Corresponding Secretary and Treasurer~~. Any two or more offices may be held by the same person, although that person would have only one (1) vote at meetings of the Board of Directors. No two (2) Officers shall be from the same household.

The election of Officers named in these By-laws shall take place at the first meeting of the Board of Directors, which shall be held immediately following each Annual or ~~an any~~ election meeting of the Members, called the Organizational Meeting. The stated purpose of this meeting is to nominate and select, by ballot, the Officers of the Association. The President or Chairperson of the Meeting of Members that just concluded shall preside until a President is elected. The President Elect shall then preside over the election of the other Officers. Other business may be conducted. The Officers elected shall hold office and serve for one (1) year until his/her successor is duly elected and qualified at the following year's Organizational Meeting, or unless he/she shall sooner resign, be removed, or be otherwise disqualified to serve.

Section 14. DUTIES of OFFICERS – The officers of this Corporation shall have the following duties:

The PRESIDENT shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the property owners and the Board of Directors. The President shall neither make a motion nor second a motion at any meeting unless the chairmanship of such meeting has been passed to another member of the Board of Directors. The President (or meeting chair) shall only vote on a motion to break tie vote of the

Board of Directors. The President shall be one of the officers authorized to sign checks and drafts of the Corporation.

The VICE PRESIDENT, in the event of ~~the~~ the President is unable to exercise his/her office, shall become Acting President with the same rights, responsibilities and powers as if he/she had been elected President. The Vice President shall be responsible for the production of the quarterly newsletter, which shall then be submitted to the ~~Corresponding~~ Secretary for review, production and distribution.

The RECORDING SECRETARY shall have custody of, and maintain, all of the corporate records except the financial records, and shall record the minutes of all meetings of property owners and of the Board of Directors as defined in ~~Florida Statutes~~ § 720.303 Fla. Stat. (Current).

The ~~CORRESPONDING~~ /SECRETARY Secretary shall ~~conduct all correspondence of the Corporation and~~ shall send notices of all meetings. ~~The Corresponding Secretary and~~ shall maintain a current list of the names and addresses of Tropical Bay property owners and the number of Tropical Bay properties owned by each.

The TREASURER shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the Annual Meeting of Shareholders Members, at each Board Meeting and whenever else required by the Board of Directors or the President. The Treasurer shall send all notices regarding dues, delinquent dues, fees, or assessments payable by property owners to the Board of Directors. Corporation. The Treasurer shall complete all Estoppel Certificates requested in accordance with § 720.30851 Fla. Stat. (Current). The Board of Directors approves the fees established for these services. The Treasurer shall be one of the officers authorized to sign checks and drafts of the Corporation.

OFFICERS and DIRECTORS shall perform such other duties as may be prescribed by the Board of Directors or the President. The Board may designate Director(s) to serve as Officer assistants for any Office.

All directors have a fiduciary duty of care to attend all meetings of the Board unless excused by a called vote of the Board. Directors who accumulate 3 or more unexcused absences during any year of their term shall be removed considered to have resigned for the balance of their term. The Directors of the Association not serving as Officers or Officer's assistants shall constitute a standing committee to ensure compliance with the Deed Restrictions. No (2) Board Members from the same household shall have signing powers.

### ARTICLE III – BOOKS and RECORDS

Section 1. BOOKS and RECORDS – The Corporation shall prepare an annual budget, keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings or property owners and Board of Directors. Any books, records and minutes may be

in written form or in any other form capable of being converted into written form within a reasonable time. All books and records shall be maintained in accordance with § 720.3033 Fla. Stat. (Current). ~~Florida Statutes in effect or as amended.~~

Section 2. INSPECTION RIGHTS – Any property owner, upon written demand, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose its books and records of accounts, minutes and records of property owners, and to make extracts there from, or upon the payment of a reasonable fee therefore, obtain copies of the requested documents.

Section 3. CONTRACTS, DUES, and FUNDS – The Corporation has the power to enter into contracts for the benefit of the property within the Tropical Bay subdivisions. In order to obtain the necessary funds to meet the Corporation's obligations the Corporation is empowered to establish reasonable dues and fees, which may be a charge against the property owners.

The amount of any increase in dues, in excess of \$50 from the previous year, or any additional fee initiated by the Board of Directors and must be approved by the affirmative vote of 51% of the properties entitled to vote at any meeting of property owners where the subject matter is on the agenda where proper notice was given.

(NOTE: Bill Boles and Joann Thorson wish to be on record that they did not agree with the rest of the committee regarding the statement "in excess of \$50 from the previous year" and wish it to be removed.

—(Note: Currently, according to FI Statutes, we do not have a legally established Reserve Fund. That info was removed and placed at the bottom for future needs)

The Corporation shall have a General Fund and Legal Fund and a Reserve Fund. ~~The Legal Fund shall be used to cover the legal expenses of the Corporation, the Reserve Fund shall be used to cover Capital Expenses~~ and the General Fund shall be used for all other operating expenses of the Corporation. Amounts may be transferred between ~~borrowed from the Operating and Legal Funds one fund to the other~~, with the approval of the Board of Directors. ~~Withdrawals or transfers from/to the Reserve Fund shall be maintained in accordance with § 720.3033 Fla.Stat. (Current).~~ The Board of Directors may establish and relinquish other special purpose funds as it may deem necessary. A Reserve Fund, if established, shall be created and maintained in accordance with § 720.303(6)(b-h) Fla.Stat. (Current).

Section 4. FINANCIAL REPORTS – Not later than ~~four (4) months~~ March 15th after the close of each fiscal year, this Corporation shall prepare a Treasurer's report showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year-end. These reports should include a Profit and Loss Statement showing actual versus budget for the preceding fiscal year, a Balance Sheet with account balances as of December 31st, a detailed report of the Legal Fund and any other Accounts balances, and any other report requested by the Board of Directors. ~~a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.~~ Upon written request of any property owner, the Corporation shall electronically deliver or mail a copy of the most recent Treasurer's Report.

## ARTICLE IV – AMENDMENT

~~SECTION 1. By Directors— These bylaws may be amended or repealed, consistent with any bylaws adopted by the members, or any part thereof that has not been adopted by the members, by the Board of Directors, at any meeting by majority vote of the Directors present and voting.~~

Section 2: 1. By Members – These Bylaws may be amended or repealed wholly or in part, by a majority of the members entitled to vote thereon present at any members meeting, when a quorum is present, if the notice of the proposed action was included in the notice of the meeting ~~or is waived in writing by a majority of the members entitled to vote thereon.~~

Section 3: 2. Record of Amendment – Any revision or change to the Bylaws of this Corporation shall be recorded in a revision/change log detailing the date, document, source of the change, and description of such change.

Section 3. Bylaws Deemed Amended – These Bylaws shall be deemed amended in those particulars as may be required to make them consistent with the provisions of § 720 Fla. Stat. (Current).

**BYLAWS REVISION/CHANGE LOG**

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<b>DATE</b>	<b>VERSION</b>	<b>SOURCE</b>	<b>DESCRIPTION OF CHANGE</b>
11/08/1979	V1	Safe Deposit Inventory dtd 2/24/1980	Original ByLaws (no copy found)
12/01/1984	V2	General Membership at Annual Mtg 12/1/84	Revised original document
09/20/2008	V3	Board of Directors/ General membership at Special Meeting	Date of annual meeting, quorum, compliance with Florida Statutes, elections, duties of officers, amendment of ByLaws
02/18/2009	V4	Board of Directors	Change terms of officers.
<del>03/16/2010</del> <u>03/16/2010</u>	V5	Board of Directors	Quorum Art I, Sec 5
00/00/2020	V6	Board of Directors	Quorum Art I, Sec 5 typo <u>(exact date unknown)</u>