

BYLAWS  
of the  
TROPICAL BAY PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE I - MEETINGS of SHAREHOLDERS**

Section 1: ANNUAL MEETING - The annual meeting of property owners shall be held between January 15 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 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 and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the meeting, either personally, by first class mail, or by 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 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 the election of the Officers and Board of Directors, and candidates 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 day 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, a notice of the adjourned meeting and the new meeting date shall be given as provided in this Article to each property owner entitled to vote at such a meeting.

Section 5: QUORUM - Forty (20) 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 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.

Section 7: PROXIES - A property owner may vote in person or by proxy executed in writing by the property owner or his/her duly authorized attorney-in-fact. No proxy shall be valid after the duration of three (3) months from the date thereof unless provided in the proxy. However, proxies cannot be used for the election of officers or directors. All officers and directors shall be elected by written ballot only.

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 signed 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 and of legal age in the State of Florida.

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 other 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 hold office for a term of two (2) years. The directors shall be elected by a majority of the membership voting. The Board of Directors will serve until his/her successor shall have been elected or until his/her earlier resignation, removal from office or death.

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. 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, removal from office or death.

The election shall be conducted by first class mail only and 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 2 days prior to the annual meeting for the purpose of opening and counting the returned ballots 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.

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 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, as set forth in FL Statute 720.303(10) in effect or as amended.

Section 9: QUORUM and VOTING - Five (5) 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.

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.

Section 12: NUMBER of BOARD MEMBERS - This Corporation shall have eight (8) directors and five (5) officers. 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 - 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.

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 VICE PRESIDENT, in the event 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 a 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.

The CORRESPONDING SECRETARY shall conduct all correspondence of the Corporation and shall send notices of all meetings. The Corresponding Secretary 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 meetings of shareholders and whenever else required by the Board of Directors or the President. The Treasurer shall send all notices regarding dues, fee, or assessments payable by property owners to the Corporation. 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.

### ARTICLE III - BOOKS and RECORDS

Section 1: BOOKS and RECORDS - This Corporation shall prepare an annual budget, keep correct and complete books and records of account and shall keep minutes of the proceedings of meetings of 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 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 Tropical Bay subdivision. In order to obtain the necessary funds to meet the corporate 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 or any additional fee initiated by the Board of Directors and approved by the affirmative vote of 51% of properties entitled to vote at any meeting of property owners where the subject matter is on the agenda.

The Corporation shall have a General Fund and Legal Fund. The Legal Fund shall be used to cover legal expenses of the Corporation, and the General Fund shall be used for all other operating expenses of the Corporation. Amounts may be borrowed from one fund to the other, with the approval of the Board of Directors.

The Board of Directors may establish other special purpose funds as it may deem necessary.

Section 4: FINANCIAL REPORTS - Not later than four (4) months 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, and 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 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: 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, 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: 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.

#### REVISION/CHANGE LOG

DATE	VERSION	SOURCE	DESCRIPTION OF CHANGE
12/01/1984	V2	General membership at annual meeting	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.
02/18/09	V4	Board of Directors	Change term of officers
03/16/2010	V5	Board of Directors	Quorum, Art I, Sec.5