

4/17/01
AMENDED AND RESTATED
BY-LAWS
OF
AUTUMN WOODS HOMEOWNERS' ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION

(These Amended and Restated Bylaws supersede and replace
all prior versions of the Bylaws)

ARTICLE I

The name of the corporation is **AUTUMN WOODS HOMEOWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation, hereinafter referred to as the "Association". The principal address of the Association shall be designated from time to time by the Board. Meetings of members and directors will be held at places within the State of Florida as designated by the Board.

ARTICLE II

Definitions

SECTION 1. "Association" shall mean and refer to AUTUMN WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, not-for-profit, its successors and assigns.

SECTION 2. "Board" shall mean the Board of Directors of the Association.

SECTION 3. "Common Area" shall mean all real property owned or held by the Association for the use and enjoyment of the Owners.

SECTION 4. "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions recorded at Official Records Book 4757, Page 1544, as amended from time to time.

SECTION 5. "Lot" shall mean any residential lot shown on the recorded subdivision plat as referred to herein with the exception of the Common Area. "Unit" shall generally mean any residential structure located on a residential lot, but this term may also be used interchangeably with "Lot".

SECTION 6. "Maintenance" shall mean the exercise of reasonable care to keep buildings, roads, landscaping, lighting and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted. Maintenance of landscaping shall further mean the exercise of generally accepted garden-management practices necessary to promote a healthy, attractive appearance.

SECTION 7. "Member" shall mean every person or entity who holds membership in the Association.

SECTION 8. "Owner" shall mean the record Owner, whether one or more persons, or entities, of a fee simple title to any lot which is part of the subdivision.

SECTION 9. "Subdivision" shall mean the subdivided real property of Units I through IV of Autumn Woods, as shown by the plats recorded among the public records of Pinellas County, Florida.

ARTICLE III

Meetings of Members

SECTION 1. Annual Meetings. The month, day and time of the annual meeting of the membership shall be at the discretion of the current Board of Directors. The first meeting of the Board of Directors of the Association shall be immediately following the annual meeting of the members.

SECTION 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of thirty-five percent (35%) of the members who are entitled to vote.

SECTION 3. Notice of Meetings. Written notice of each meeting of members shall be given, by or at the direction of the Secretary or the person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote, addressed to the members' addresses last appearing on the books of the Association, or supplied by such member to the Association for the purposes of notice. Such notice shall specify the place, day and hour of the meeting and shall include an agenda or statement of the purpose of the meeting.

SECTION 4. Quorum. Unless otherwise required in the Articles of Incorporation, the presence of thirty percent (30%) of the votes available to be cast by the membership (one vote per lot), represented in person or by proxy, shall constitute a quorum sufficient to transact business. If a quorum is present, and unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of the majority of the votes entitled to be cast at the meeting shall be the act of the members. After a quorum has been established at a membership meeting, the subsequent withdrawal of members, so as to reduce the number of votes available to be cast below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then no official action may be taken by the members in attendance, and the meeting may proceed only for purposes of discussion and may be adjourned and continued to another date upon motion made, seconded and approved, by a majority vote of those present.

SECTION 5. Proxies. At all meetings of members, each member may vote in person or by proxy, except as specifically provided herein for election of directors. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall only be valid for a specific meeting, and shall automatically cease upon conveyance by the member of his lot.

SECTION 6. Vote Required. At every meeting of the members, the owner or owners of each lot/unit, either in person or by proxy, shall have the right to cast one (1) vote in the manner in which such owners determine. The vote of the majority of those voting members present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration", the Articles of Incorporation, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control.

SECTION 7. Order of Business. The order of business at all annual meetings of the members shall generally be as follows:

- A. Confirmation of Quorum
- B. Proof of notice of meeting or waiver of notice
- C. Reading of minutes of previous meeting

- D. Reports of officers
- E. Reports of committees
- F. Election of officers or directors (if election to be held)
- G. Unfinished business
- H. New business
- I. Adjournment

ARTICLE IV

Board of Directors: Selection - Term of Office

SECTION 1. Number. The affairs of this Association shall be managed and governed by a Board of Directors composed of either seven (7) or nine (9) members, as determined by the membership of the Association from time to time.

SECTION 2. Term of Office. Beginning with the election at the annual meeting in the year 2000, each member of the Board shall generally serve for a term of two (2), or until such time as his successor is chosen. In order to create staggered terms of office, at the election held in the year 2000, a majority plus one of the persons elected (those receiving the most votes) will serve for terms of two years each, and the remaining Board members will serve terms of one year each (e.g., if a nine-member Board is elected, then the five persons receiving the highest number of votes will serve terms of two years, and the other four persons will serve terms of one year). At each annual meeting thereafter, approximately one-half of the Board members will be elected for terms of two years each, in order to maintain staggered terms of office.

SECTION 3. Removal. Any director may be removed from the Board with or without cause, by a majority of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board of Directors and he shall serve for the unexpired term of his predecessor.

SECTION 4. Compensation. No director shall receive compensation for any service he may render to the Association as a Board member. However, any director may be reimbursed for his actual expenses incurred in performance of his duties.

SECTION 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

Nomination and Election of Directors

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual

meeting of the members, to serve until the close of the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Additionally, members may nominate themselves for the Board by completing and returning a Notice of Intent form which is to be sent to all members at least 45 days prior to the annual meeting. This form must be returned to the Association at least 30 days prior to the meeting in order for any such nominees to be listed on the ballot.

SECTION 2. Election. For election of members of the Board of Directors, homeowners shall vote in person, by proxy or by ballot that the homeowner personally casts. The persons receiving the highest number of votes cast shall be elected. Cumulative voting is not permitted. Ballots received after the election are null and void. A ballot and a proxy will be sent to all members along with the notice of annual meeting, and a member may cast his or her vote by either completing and returning the ballot form, or by giving a proxy to another person who may attend the annual meeting and vote on behalf of such member.j

ARTICLE VI

Meetings of Directors

SECTION 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

SECTION 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by a majority of the directors, after not less than two (2) days notice to each director, by telephone, facsimile or e-mail.

SECTION 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, unless a higher number of votes is specifically required by other provisions of law or the governing documents.

ARTICLE VII

Powers and Duties of the Board of Directors

SECTION 1. Powers. The Board of Directors shall have the power to:

- A.** adopt and publish rules and regulations governing the use of the Common Area and the Lots and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- B.** suspend the voting rights and right to use of the Common Area by a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right to use of the Common Area may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- C.** exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration;

D. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors without an excuse that is acceptable to the Board;

E. employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefor, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;

F. accept such other functions or duties with respect to the property hereunder, including Architectural Control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors;

G. delegate to and contract with appropriate agents for collection of the assessments of the Association;

H. exercise all other powers of not-for-profit corporations and homeowners' associations as provided in Chapter 617 and 720 of the Florida Statutes, as amended from time to time.

SECTION 2. Duties. It shall be the duty of the Board of Directors:

A. to cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by fifty-one percent (51%) of all lot owners;

B. to supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

C. to fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period and to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and in relation thereto, to establish the Annual Budget subject to such approval by the membership as may be required by the Declaration;

D. to foreclose the lien against any property for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same, at the election of the Board of Directors;

E. to issue or cause to be issued by an appropriate officer, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

F. to procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the directors may be necessary or desirable for the Association in addition to the insurance required to be carried by the Association by the Declaration, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors;

G. to cause the Common Area to be maintained;

H. to fix and determine the amount of special assessments for capital improvements as set forth in the Declaration described hereinabove, to send written notice of each special assessment to every owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected each sum or sums as are

deemed to be due by virtue of said special assessment; and

I. to carry out such other duties imposed by the governing documents or other applicable law.

ARTICLE VIII

Officers and Their Duties

SECTION 1. Enumeration of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors; a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

SECTION 2. Election of Officers. The election of officers shall take place at the organizational meeting of the Board.

SECTION 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

SECTION 4. A. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion.

B. Standing Committees. The Board shall appoint such standing committees as are required under the Declaration, the Articles or these By-laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine, in its discretion.

SECTION 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

SECTION 7. Multiple Offices. The offices of president and secretary may not be held by the same person.

SECTION 8. Duties. The duties of the officers are as follows:

A. President: The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

B. Vice President: The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors.

C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; maintain all original contracts and other written forms of agreements with Association vendors; maintain files of all Association correspondence and

project proposals, either approved or rejected; and shall perform such other duties as may be required by the Board of Directors.

D. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association along with the president; keep proper books of account; cause a financial report of the Association books to be made by an independent certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

E. Delegation: Certain duties of the officers, especially those of the Treasurer and Secretary, may be delegated by the Board to a property manager or management company.

ARTICLE IX

Committees

SECTION 1. Creation of Architectural Committees. The Board of Directors may appoint a Committee to be known as the Architectural Committee. Such Committee shall consist of three (3) or more members of the Association who shall serve at the pleasure of the Board. The duties of this committee shall be performed pursuant to the powers delegated to such Committee by the Board, and any guidelines set forth in the Declaration.

SECTION 2. Creation of Other Committees. The Board of Directors may, at its discretion, create such other committees as it sees fit from time to time.

ARTICLE X

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member, to the extent provided for in the applicable Florida Statutes. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, or such other address as the Board of Directors may from time to time delegate, and copies may be purchased at a reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made and are a personal obligation of the member.

ARTICLE XII

Corporate Seal

The Association may have a seal in circular form, having within its circumference the words: AUTUMN WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, not for profit, 1977.

ARTICLE XIII

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SECTION 1. Requirements to Amend. The Bylaws of the Association may be amended at any annual meeting of the Association or at any special meeting duly called for such purpose, on the affirmative vote of at least 66% of the votes of those voting members participating in the voting, in person or by proxy at such meeting. A copy of the proposed amendment and a proxy form shall be mailed to all members, along with a notice of the meeting, at least 14 days in advance of the meeting where the vote is to be held.

SECTION 2. Control of Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

Miscellaneous

SECTION 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of each year.

SECTION 2. Indemnification. Every Director and officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association or by reason of his serving or having served the Association at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

SECTION 3. Insurance. The Board of Directors may, but is not required to, elect to carry a policy of officers and directors liability insurance, in addition to such other insurance it deems advisable.

SECTION 4. Invoices to the Association. All Association invoices received from vendors must be approved by the person(s) designated by the Board prior to payment. At each Board of Directors meeting, the Board of Directors may review all invoices, paid or pending approval, incurred between meetings. The Board may also establish limits on expenditures that may be made by officers or agents of the Association without Board approval.

END OF AMENDED AND RESTATED BYLAWS