

**AMENDED AND RESTATED BY-LAWS OF
FRANCES ARBOR VILLAS HOMEOWNERS ASSOCIATION, INC.**

a Florida not-for-profit corporation

ARTICLE I

Name

The name of the corporation is FRANCES ARBOR VILLAS HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

Goals

The goals of this Association are as follows: to promulgate community improvement, social activities, welfare and safety. The Association shall not engage in partisan politics.

ARTICLE III

Membership

SECTION 1. There shall be one (1) class of membership. The membership shall be limited to lot owners of Frances Arbor Villas. A membership must be held jointly by husband and wife or by tenants in common.

SECTION 2. ANNUAL ASSESSMENTS. Annual assessments (hereinafter referred to as "assessments") shall be payable to the Association in amounts and on dates set by the Board. A late fee of an amount set by the Board shall be charged for each delinquent assessment. The assessment and late fee amounts shall be communicated by the Board as part of the notification of the annual meeting of the membership. Assessments that are not paid when due bear interest at the highest rate allowable by law from the due date until paid. Assessments must be paid when due for a lot owner to be considered a member in good standing of the Association.

ARTICLE IV

Board of Directors

SECTION 1. COMPOSITION. The Association shall be managed by a Board of Directors (hereinafter referred to as the "Board") consisting of not less than five (5) nor more than nine (9) directors. The number of directors shall always be an odd number. Each member of the Board shall be elected to hold office for a term of two (2) years on a staggered basis, or until such time as his or her successor is chosen. In the event there are no nominations for a Board position, then in lieu of an election, the Board shall appoint an eligible person to fill the open position on the Board.

SECTION 2. QUALIFICATIONS. The members of the Board shall be members of the Association. A member of the Association shall not be eligible to run for the Board until he or she has owned a lot for at least one (1) year.

SECTION 3. DUTIES. The Board shall transact all business affairs of the Association. It shall determine the policies, fiscal matters, employment of any staff and in general assume responsibility for the management of the Association.

SECTION 4. QUORUM. The presence of a majority of the members of the Board shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the Board members present at a meeting when a quorum is present shall be the act of the Board.

SECTION 5. MEETINGS. There shall be an annual meeting of the Board to be held immediately following the annual meeting of members. The Board may also meet at the discretion of the Board. Notice of any special meeting shall be given by the Secretary to each member of the Board not less than two (2) days before any such meeting, unless a member of the Board shall waive notice thereof before, at, or after said meeting.

SECTION 6. VACANCIES. In the event a Board position becomes vacant, the Board shall appoint an eligible person to fill the open position on the Board and designate the term of office. The Board shall fill all vacancies within 30 days from the time the vacancy occurs.

ARTICLE V

Officers

SECTION 1. The officers of the Board shall be the officers of the Association. They shall consist of a President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board. Each officer shall be elected to hold office for a term of two (2) years. No officer shall hold the same office for more than three (3) consecutive two (2) year terms.

SECTION 2. **PRESIDENT.** The President shall:

- A. Preside at all meetings.
- B. Make all committee appointments.
- C. Be a member ex officio of all committees.
- D. Perform all other duties usually pertaining to the office.

SECTION 3. **VICE PRESIDENT.** The Vice President shall:

- A. Preside at all meetings in the absence of the President.
- B. Act as parliamentarian unless one is otherwise appointed by the President.
- C. Perform all other duties usually pertaining to the office.

SECTION 4. **TREASURER.** The Treasurer shall:

- A. Be custodian of all funds and securities of the Association and collect interest thereon.
- B. Keep a record of the accounts of the Association and report thereon at each regular meeting of the Board.
- C. Make a report at regular meetings and special reports when requested and provide a copy of the report to the Secretary for inclusion in the minutes of the meeting.
- D. Deposit all monies of the Association in a bank or banks selected by the Board subject to such terms and conditions of withdrawal as authorized by the Board.
- E. Prepare and file reports and returns required by all governmental agencies.
- F. Perform all other duties usually pertaining to the office.

SECTION 5. **SECRETARY.** The Secretary shall:

- A. Record the minutes of all meetings.
- B. Write up the minutes following the meeting.
- C. Confer with the President for possible omissions to the minutes.
- D. Send a duplicate copy of the minutes to the President.
- E. Maintain the official historical file of the minutes of all meetings.
- F. Have custody of the seal of the Association.
- G. Give notices of all meetings required by statutes, by-laws or resolutions.
- H. Record the attendance at meetings.
- I. Carry on all necessary correspondence of the Association.
- J. Perform such other duties as may be delegated to them by the Board.

SECTION 6. **VACANCIES.** The Board shall have the power, upon vacancy of any office, to appoint any officer of the Association who shall serve until the next annual election. The Board shall fill all vacancies within 30 days from the time the vacancy occurs.

ARTICLE VI

Committees

SECTION 1. STANDING COMMITTEES. The Board shall make appointments to the following standing committees:

- A. Architectural Review Committee
- B. Fine Committee
- C. By-Laws Committee

SECTION 2. SPECIAL COMMITTEES. The Board shall make appointments to special committees as the need may arise.

ARTICLE VII

Meetings of Members

SECTION 1. ANNUAL MEETINGS. The annual meeting of the membership of this Association shall be held at least once every thirteen (13) month period and on a date and time determined by the Board.

SECTION 2. SPECIAL MEETINGS. Special Meetings may be held at the call of the President or by written request of two members of the Board. Upon written request by fifteen percent (15%) of the membership of the Association, the President shall call a special meeting of the Association.

SECTION 3. NOTICE. At least fifteen (15) days' written notice of each meeting, whether regular or special, shall be mailed or delivered to each member of the Association at his or her usual place of residence.

SECTION 4. ORDER OF BUSINESS. Order of business at annual meeting:

- A. Roll call or determination of quorum by Secretary.
- B. Reading of Notice of Meeting.
- C. Reading of Minutes of Previous Meeting.
- D. Report of President.
- E. Report of Treasurer.
- F. Reports of Other Officers and Committee Chairpersons.
- G. Election of Board members and Officers (counting of ballots).
- H. Transaction of other business as defined in the Notice of Meeting and transaction of such other business as may be properly brought before the membership.

SECTION 5. QUORUM. Twenty members of the Association shall constitute a quorum for the transaction of business.

SECTION 6. VOTING. Every member of the Association in good standing shall have the right to vote. Every person or entity who is record owner of a fee or undivided interest in a lot in Frances Arbor Villas shall be entitled to one (1) vote. A member may vote either in person at any regular or special meeting of the membership or by proxy. Except as such motion relates to proposed amendments to the Amended and Restated Declaration of Restrictions (hereinafter referred to as the “Declaration”), Amended and Restated Articles of Incorporation (hereinafter referred to as the “Articles”), and these Amended and Restated By-Laws (hereinafter referred to as the “By-Laws”), a motion shall pass by the affirmative vote of a majority of members present in person or by proxy at any regular or special meeting wherein a quorum is present. A motion to amend the Declaration, Articles, or these By-Laws shall pass by the affirmative vote of a majority of the members entitled to vote.

ARTICLE VIII

Fiscal Year

The fiscal year of the Association shall be October 1 to September 30.

ARTICLE IX

Rules of Order

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE X

Amendments

These By-Laws may be amended by the affirmative vote of a majority of the members entitled to vote. A member may vote either in person at any regular or special meeting of the membership or by proxy.