

**AMENDED AND RESTATED BYLAWS  
OF  
AUTUMN RUN-BEACON RUN HOMEOWNERS ASSOCIATION, INC.**

**[SUBSTANTIAL REWORDING OF ASSOCIATION BYLAWS. PLEASE REFER TO  
EXISTING ASSOCIATION BYLAWS FOR THE PRESENT TEXT.]**

**ARTICLE I - GENERAL PROVISIONS**

1. **IDENTITY.** These are the Bylaws of Autumn Run-Beacon Run Homeowners Association, Inc., hereinafter referred to as the "Association," a corporation not-for-profit formed under the laws of the State of Florida. The Association has been organized for the purposes stated in the Articles and shall have all of the powers provided in these Bylaws, the Articles, the Declaration, and any statute or law of the State of Florida, or any other power incident to any of the above powers.
2. **PRINCIPAL OFFICE.** The principal office of the Association shall be established and maintained at such place as the Board of Directors may determine from time to time.
3. **FISCAL YEAR.** The fiscal year of the Association shall be the calendar year.
4. **SEAL.** The seal of the Association shall have inscribed upon it the name of the Association, the year of its incorporation and the words "Corporation Not-for-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the Association.
5. **DEFINITIONS.** Unless the context otherwise requires, all terms used in these Bylaws shall have the same meaning as are attributed to them in the Articles and the Declaration.

## ARTICLE II - MEMBERS

1. MEMBERSHIP. Any property owner or lessee, provided the lessor is not a member, within the subdivision of Autumn Run, Units 1, 2 and 3, and within the subdivision of Beacon Run, Units 1 and 2 who desires to further the purposes for which this Association has been established shall be entitled to membership in the Association. Membership shall be contingent upon the payment of annual dues in such amount as the Board may establish from time to time.
2. PLACE OF MEETINGS. Meetings of members shall be held at such place and at such time as the Board shall determine from time to time. In the event any Lot is owned by more than one person, all co-Owners of the Lot may attend any meeting of the members. In the event any Lot is owned by a corporation, any director or officer of the corporation may attend any meeting of the members. However, the vote for any Lot shall be cast in accordance with the provisions of Paragraph 7 below.
3. ANNUAL MEETING. The annual meeting for the purpose of electing directors and transacting any other business shall be held in the month of July of each year as shall be selected by the Board and as is contained in the notice of such meeting.
4. SPECIAL MEETINGS. Special meetings of the members may be called by the Board or by the President or at the written request of ten (10) members entitled to vote at such meeting. The request shall state the purpose for which the meeting is called. A meeting requested by ten (10) members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made. The Secretary shall issue the call for the meeting unless the President or the Board shall designate another to make the call.
5. NOTICE OF MEETINGS. Written notice of each meeting of members shall state the purpose of the meeting and the time and place of the meeting. Notice shall be delivered to each member having the right and entitled to vote at such meeting at his address as it appears on the deed recorded in the Public Records of Pinellas County, Florida, not less than ten (10) nor more than sixty (60) days before the date set for such meeting. Such notice shall be sufficient for the meeting and any adjournment thereof.
6. WAIVER OF NOTICE. Whenever any notice is required to be given to any member under the provisions of the Articles or these Bylaws, or as otherwise provided by law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
7. RECORD DATE. The Board may fix a record date not more than forty (40) days prior to the date set for a meeting of members as the date as of which the members of record who have the

right to and are entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined. Notice that such date has been fixed shall be published at least five (5) days prior to the record date in the newsletter of the Association.

8. VOTING. There shall be one (1) vote for each Lot. In the event that more than one person holds membership in the Association in connection with a single Lot, said members shall decide among themselves how to cast the vote assigned to said Lot. The principals or partners of any entity (other than a corporation) owning a Lot shall be deemed co-Owners of the Lot, and the directors and officers of a corporation owning a Lot shall be deemed co-Owners of the Lot. The co-Owners shall decide among themselves how to cast any vote. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot.

9. QUORUM. The presence, in person or by proxy, of twenty percent (20%) of the members entitled to vote shall constitute a quorum at all meetings of the members. In case a quorum shall not be present at any meeting, a majority in interest of the members entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite members entitled to vote shall be present. At any such adjournment meeting at which the requisite members entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting originally noticed; but only those members entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

10. PROXIES. At any meeting of members or adjournment thereof, any member having the right and entitled to vote thereat may be represented and vote by proxy appointed in a written instrument. No such proxy shall be voted after December 31<sup>st</sup> of the year the instrument is dated, but are otherwise valid for eleven (11) months following execution unless a longer or shorter period is indicated in the proxy. Only one person may be appointed to represent and vote the proxy of the member and that one person shall have all the powers conferred by the proxy instrument.

11. ORGANIZATION. At each meeting of the members, the President, the Vice-President, or any person chosen by a majority of the members present, in that order, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act, any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

12. ORDER OF BUSINESS. The order of business at the annual meetings of the members shall be:

- a. Determination of chairman of the meeting;
- b. Calling of the roll and certifying of proxies;
- c. Proof of notice of meeting or waiver of notice;
- d. Reading and disposal of any unapproved minutes;
- e. Election of inspectors of election;
- f. Determination of number of directors;

- g. Election of directors;
- h. Reports of directors, officers or committees;
- i. Unfinished business;
- j. New business; and
- k. Adjournment.

13. MINUTES. The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the directors, at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

14. ACTIONS WITHOUT A MEETING. Any action required or permitted to be taken at any annual or special meeting of the members of the Association, 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 members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

### ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS. The business of the Association shall be managed and its corporate powers exercised by a board of no less than five (5) and no more than nine (9) directors, each of whom shall be of full age and an owner of at least one (1) residence or unimproved Lot in the subdivisions. The number of directors will be determined, and may be changed from time to time, by the Board of Directors, no less than sixty (60) days prior to the annual meeting.

2. ELECTION OF DIRECTORS BY MEMBERS. Election of directors to be elected by the members of the Association shall be conducted in the following manner:

a. The members shall elect directors at the annual members' meetings.

b. Prior to any special or annual meeting at which directors are to be elected by the members, the existing Board may nominate a committee, which committee shall nominate one person for each director to be elected by the members, on the basis that the number of directors to serve on the Board will not be altered by the members at the members' meeting. Nominations for additional directorships created at the meeting shall be made from the floor, and other nominations may be made from the floor.

c. The election of directors by the members shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast by eligible members, each member voting being entitled to cast his vote(s) for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

3. TERM OF OFFICE. All directors elected by the members shall hold office until the next annual meeting of the members and until their successors are duly elected, or until such director's death, resignation or removal, as hereinafter provided or as otherwise provided by statute or by Articles. Directors may serve no more than three (3) consecutive terms.

4. NOMINATING COMMITTEE. Sixty (60) days prior to the election, the President shall appoint a nominating committee of at least three (3) members which shall be charged with the duty and responsibility of nominating a slate of candidates for the position of director, which slate shall be reported to the board and published in the notice of annual meeting. Additional nominations may be made from the floor at the annual meeting of members provided the person nominated is present and consents to be nominated for the position of director.

5. VACANCIES. Vacancies in the Board may be filled by a majority vote of the directors then in office, though less than a quorum, or by a sole remaining director, and a director so chosen shall hold office until the next annual election and until his successor is duly elected, unless sooner displaced.

6. REMOVAL OF DIRECTORS. Directors may be removed as follows:

a. Any director may be removed by a majority vote of the remaining directors, if such director (a) has been absent for the last three (3) consecutive Board meetings, and/or adjournments and continuances of such meetings; or (b) is an owner and has been delinquent for more than thirty (30) days after written notice in the payment of assessments or other monies owed to the Association.

b. Any director may be removed with or without cause by the vote of a majority of the members of the Association at a special meeting of the members called by not less than ten percent (10%) of the members of the Association expressly for that purpose. The vacancy on the Board caused by any such removal may be filled by the members at such meeting or, if the members shall fail to fill such vacancy, by the Board, as in the case of any other vacancy on the Board.

7. RESIGNATION. A director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. QUORUM OF DIRECTORS. A majority of directors shall constitute a quorum for the transaction of business. If at the meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. A director may join by written concurrence in any action taken at a meeting of the Board, but such concurrence may not be used for the purposes of creating a quorum.

9. PLACE AND TIME OF BOARD MEETINGS. The Board may hold its meetings at such place and time as it may from time to time determine.
10. ORGANIZATIONAL MEETING OF BOARD. The newly elected Board shall meet for the purposes of organization, the election of officers and the transaction of other business immediately after their election or within ten (10) days of same at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.
11. NOTICE OF MEETINGS OF THE BOARD. Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to the Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.
12. PRESIDING OFFICER. The presiding officer of the Board meetings shall be the chairman of the Board, if such an officer is elected; and if none, the President of the Association shall preside. In the absence of the presiding officer, the directors shall designate one of their members to preside.
13. MINUTES OF MEETINGS. The minutes of all meetings of the Board shall be kept in a book available for inspection by the members of the Association, or their authorized representatives, and the directors at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.
14. COMPENSATION. No compensation shall be paid to directors, as such for their services. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.
15. POWERS AND DUTIES. The directors shall have the right to exercise all of the powers and duties of the Association, express or implied, existing under these Bylaws, the Articles, the Declaration, or as otherwise provided by statute or law.

#### ARTICLE IV - OFFICERS

1. OFFICERS, ELECTION AND TERM. The Board shall elect or appoint a President, a Vice-President, a Secretary and a Treasurer who shall have such duties and powers as hereinafter provided. Any person may hold two or more offices except that the President shall not also be the Secretary. The Board may, from time to time, elect such other officers and designate their powers and duties as the Board shall find to be appropriate to manage the affairs of the Association. All

officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of members and until their successors have been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

a. Any officer elected or appointed by the Board may be removed by the Board with or without cause.

b. Any officer may resign at any time by giving written notice of his resignation to any director or officer.

c. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

d. No salary may be paid to officer of the Association.

3. PRESIDENT. The President shall be the chief executive officer of the Association and shall have the general powers and duties of supervision and management usually vested in the office of President of any homeowners' association. He shall preside at all meetings of the members and all meetings of the Board of Directors, if present thereat, and shall have general supervision, direction and control of the Association's business. Except as the Board shall authorize the execution in some other manner, he shall execute bonds, mortgages and other contracts on behalf of the Association, and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the Secretary or the Treasurer.

4. VICE-PRESIDENT. During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe.

5. SECRETARY. The Secretary shall attend all meetings of the Board and of the members, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings of members and of special meetings of the Board, keep in safe custody the seal of the Corporation and affix it to any instrument when authorized by the Board, when required, prepared or cause to be prepared and make available at each meeting of the members a certified list in alphabetical order of the names of members entitled to vote thereat, keep all the documents and records of the Association as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the Board, or assigned to him by the President.

6. TREASURER. The Treasurer shall have the custody of the Association funds and securities, keep full and accurate accounts of receipts and disbursements in the corporate books, deposit all monies and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board, disburse the funds of the Association as may be ordered or

authorized by the Board and preserve proper vouchers for such disbursements, render to the President and Board at the regular meetings of the Board, or whenever else required, an account of all his transactions as Treasurer and of the financial condition of the Association, render a full financial report at the annual meeting of the members if so requested, be furnished by all corporate officers and agents at his request with such reports and statements as he may require as to all financial transactions of the Association and perform such other duties as are given to him by these Bylaws or as from time to time are assigned to him by the Board or the President.

7. COMPENSATION. The officers shall not be entitled to compensation.

#### ARTICLE V - COMMITTEES

1. STANDING COMMITTEES. The standing committees of the Association are and shall have duties and responsibilities as follows:

a. Membership and Welcoming. This committee shall solicit new memberships for the Association by contacting non-member property owners within the subdivisions and by welcoming new property owners into the community.

b. Entertainment and Activities. This committee shall develop an annual program of activities and entertainment for members of the Association and guests and shall implement such program after approval by the Board.

c. Finance Committee. This committee shall prepare and submit to the Board for its approval an annual budget for all income and expenses for the ensuing fiscal year. The committee shall audit the accounts of the Association at the conclusion of each fiscal year and shall report its findings to the Board.

d. Ways and Means. Duties and responsibilities to be added.

e. Government Liaison. Duties and responsibilities to be added.

f. Grievance Committee. The Grievance Committee shall have and be governed by such rules and regulations as the Board shall adopt, amend or suspend. Such rules and regulations shall provide for the submittal of grievances by members of the Association and due processing of such grievances in a systematic, fair and lawful manner.

2. SPECIAL COMMITTEES. The President may appoint special committees upon approval of the Board. Each special committee shall have specific duties and responsibilities to discharge and shall be dissolved upon completion of its charge and the filing of its report with the Board.

3. COMMITTEE BUDGETS. Each committee anticipating income and/or expense for the ensuing fiscal year shall submit its proposed budget to the Finance Committee at least 30 days prior to the annual meeting.

#### **ARTICLE VI - RULES OR OPERATION**

ROBERTS RULES OF ORDER. Roberts Rules of Order, last revision, shall be the Association's source of authority on all questions of procedure and parliamentary law. The Board may adopt, amend or suspend such rules and regulations as may be required in the furtherance of the Association, and all meetings of the membership, the Board of Directors and Committees shall be conducted and governed accordingly.

#### **ARTICLE VII - EXECUTION OF INSTRUMENTS**

All corporate instrument and documents shall be signed and countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board.

#### **ARTICLE VIII - NOTICE AND WAIVER OF NOTICE**

Whenever any notice is required by these Bylaws to be given, personal notice is not intended unless expressly so stated, and any notice so required shall be deemed to be sufficient by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall be entitled to receive notice of any meeting except as otherwise provided by statute.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

#### **ARTICLE IX - CONSTRUCTION**

Whenever a conflict arises between the language of these Bylaws and the Certificate of Incorporation, the Certificate of Incorporation shall govern.

## ARTICLE X - AMENDMENTS

These Bylaws may be altered or repealed and Bylaws may be made at any annual meeting of the members or at any special meeting thereof, if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting, by the affirmative vote of a majority of the members in attendance and entitled to vote thereat.

## ARTICLE XI - PARTIAL INVALIDITY

Should any of the provisions hereof void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless be and remain in full force and effect.

## ARTICLE XII - WAIVER OF OBJECTIONS

The failure of the Board or of any officers of the Association to comply with any terms and provisions of the Declaration, the Articles, or these Bylaws which relate to time limitations shall not, in and of itself, invalidate the act done or performed. Any such failure shall be waived if it is not objected to by a member of the Association with ten (10) days after the member is notified, or becomes aware, of the failure. Furthermore, if such failure occurs at a general or special meeting, the failure shall be waived as to all members who received notice of the meeting or appeared and failed to object to such failure at the meeting.

The foregoing was adopted as the Bylaws of the Association at a meeting of the Board of Directors on the \_\_\_\_ day of \_\_\_\_\_, 2008.

AUTUMN RUN-BEACON RUN  
HOMEOWNERS ASSOCIATION, INC.

By: \_\_\_\_\_, President  
Print Name