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AMENDED AND RESTATED

BYLAWS OF TIMBERLAKE VILLAGE ASSOCIATION, INC. (Originally Palm-Aire at Sarasota Unit 6 Association, Inc.),

ARTICLE I. NAME, PRINCIPAL OFFICE, AND DEFINITIONS

1.1 Name. These are the Amended and Restated Bylaws of TIMBERLAKE VILLAGE ASSOCIATION, INC. (herein “the Association”), a Corporation not for profit under the laws of the State of Florida.

1.2 Principal Office. The Association’s principal office is 2205 Tallevast Road #365, Tallevast, FL 34270, or at such other place as may be established by resolution of the Board of Directors of the Association (herein “the Board”) from time to time.

1.3 Definitions. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration of Restrictions for the Subdivision (originally recorded in Official Records Book 1562, Page 1460 of the Public Records of Manatee County, Florida), as it may be amended from time to time (herein “the Declaration”), unless the context indicates otherwise.

1.4 Corporate Seal. The Association shall have an official seal, which shall be in circular form bearing the name of the Association, the word “Florida,” the words “Corporation Not For Profit,” and the year of incorporation. Alternatively, the words “Corporate Seal” or “Seal” may serve as the seal of the Association. In no event shall a seal be required to validate corporate actions unless specifically required by law.

1.5 Identity. The Association has been organized for the purpose of enforcing the Declaration, preserving and enhancing the natural beauty of the properties located within Timberlake Village (recorded as Palm-Aire at Sarasota Unit 6) Subdivision, (referred to herein as the "Subdivision"), and promoting the health, safety and welfare of the Owners of property located in the Subdivision.

ARTICLE II. MEMBERSHIP, VOTING, QUORUM, AND PROXIES

2.1 Qualification. The qualification of Members, the manner of their admission to membership and termination of such membership, and voting by the Members, shall be as set forth in the Articles of Incorporation.

2.2 Quorum. A quorum at any meeting of the Association's Members shall consist of persons entitled to cast votes representing at least thirty percent (30%) of the total voting interests of the Association.

2.3 Voting Certificate. Where a Lot in this Subdivision is owned by more than one person or by a corporation, partnership or other entity, the vote of the Owner or Owners shall be cast by the person named in a certificate signed by all of the individual Owners of such Lot or by appropriate officials of any other legal Owner. Such certificate shall be filed with the Secretary of the Association and shall remain valid until revoked by subsequent certificate. If such a certificate is not on file with the Association's Secretary, then the vote of any such Owner or Owners shall not be considered in determining the requirement for a quorum or for any other purpose.

2.4 Manner of Voting. Votes may be cast either in person or by proxy. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary at or before the designated time of the meeting.

2.5 Online Voting. The Association may conduct elections and other Owner votes through an Internet-based online voting system if an Owner consents, in writing, to online voting and if the requirements specified in the Homeowners' Association Act regarding online voting are met.

2.6 Approval. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these Bylaws, the Declaration, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half (1/2) of the total votes of the Association represented at any duly called Members' meeting of which a quorum is present shall be necessary for approval of any matter and shall be binding upon all Members.

2.7 Notices. The Association shall be entitled to give all notices required to be given to the Members of the Association by these Bylaws or the Articles of Incorporation or the Declaration to the person or entity shown by the Association's records to be entitled to receive such notices at the last known-address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address. To the extent allowed by law, notices may be provided by electronic transmission to all Members who have consented in writing to receive notices electronically.

ARTICLE III.

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

3.1 Annual Meeting. The Annual Meeting of the membership of the Association shall be held at such place as may be designated by the Board of Directors at 7:30 p.m. on the fourth Monday in February of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the Members; or at such other day and time in February as the Board may determine.

3.2 Special Meeting. Special meetings of the Members shall be held whenever called by the President or Vice President or by a majority of the Board. Such meeting must be called by such officers upon receipt of a written request from Members whose votes represent more than one-half (1/2) of the total votes of the Association.

3.3 Notice. Notice of all Members' meetings, annual or special, shall be given by the President, Vice President or Secretary of the Association, or other officer of the Association designated by the Board, to each Member unless waived in writing, such notice to be written or printed and to state the time, place and the purpose for which the meeting is called. Such notice shall be given to each Member not less than fourteen (14) days nor more than thirty (30) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each Member within said time. When mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the Member at his or her post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's minute book. Notice may be provided by electronic transmission to all Members who have consented in writing to receive notices electronically. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association, whether executed and filed before or after the meeting, shall be deemed equivalent to the giving of such notice to such Member.

3.4 Adjournment. If any Members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for particular purposes has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws or the Declaration of Restrictions, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

3.5 Presiding Officer. At meetings of the membership, the President or, in his or her absence, the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairperson.

3.6 Order of Business. The order of business at the Annual Meeting of the Members and, as far as applicable and practical, at any other Members' meeting, shall be as follows:

- A.** Calling of the roll and certifying of proxies;
- B.** Proof of notice of meeting or waiver of notice;
- C.** Reading of minutes;
- D.** Reports of officers;
- E.** Reports of committees;
- F.** Appointment by the President of inspectors of election;
- G.** Election of directors;
- H.** Unfinished business;
- I.** New business;
- J.** Adjournment.

ARTICLE IV. BOARD OF DIRECTORS; VACANCIES; ELECTIONS

4.1 Board of Directors. The affairs of the Association shall be managed by a Board of Directors consisting of not fewer than three (3) nor more than five (5) Directors as may be determined from time to time by the resolution of the Board of Directors. A majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

4.2 Vacancy. Any vacancy occurring on the Board of Directors because of death, resignation, or other termination of services of any Director, shall be filled by the Board of Directors after consulting with the Nominating Committee (whose recommendations shall not be binding upon the Board). A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office and shall continue to serve until his or her successor shall have been elected and/or appointed and qualified.

4.3 Election of Directors.

A. At least sixty (60) days prior to the date set for the Annual Meeting of the Association, the Association shall notify Members of the date of the meeting and election.

B. Nominations for election of Board Members shall be made by the Nominating Committee.

C. By forty-five (45) days prior to the date set for the Annual Meeting of the Association, the Nominating Committee shall notify the President of the names of the candidates nominated by it for election to the Board of Directors. The Board shall approve or disapprove the Nominating Committee's recommendations.

D. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. In addition to nominations made by the Nominating Committee, a Member may nominate himself or herself for the Board at least forty-five (45) days prior to the date set for the Annual Meeting of the Association. Only Members of the Association may be nominated or nominate themselves to serve on the Board of Directors. An election is not required unless more candidates are nominated than vacancies exist.

E. All elections to the Board of Directors shall be made on written ballots which shall i) state the numbers of vacancies to be filled by the Members; and ii) set forth the names of both those nominated by the Nominating Committee and approved by the Board and those self-nominated Members. Not less than fourteen (14) days before the date of the Annual Meeting, the Secretary shall mail election ballots to all Association Members eligible to vote.

F. The completed ballots shall be returned to the Secretary at the address as designated upon each ballot.

G. There shall be no nominations from the floor.

H. The greatest number of votes for each vacancy shall determine the person elected as Director.

I. There shall be an Election Committee which shall consist of at least two (2) Members appointed by the Board of Directors. The Election Committee shall: i) Establish that the number of votes cast by each Member corresponds to the number of votes allowed to each such Member; and ii) Establish that the signature of the Member is genuine.

ARTICLE V.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

5.1 The Board of Directors shall have the power to:

- A.** Call meetings of the Members.
- B.** Appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever, but if there is such a prohibition in the pertinent statutes then that prohibition will be upheld.
- C.** Establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.
- D.** Authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.
- E.** Exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to Members in the Declaration of Restrictions or the Articles of Incorporation of the Association.

5.2 It shall be the duty of the Board of Directors to:

- A.** Cause to be kept a complete record of all its acts and corporate affairs.
- B.** Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- C.** With reference to assessments of the Association:
 - (1)** Fix the amount of the assessment against each Member for each assessment period in accordance with the provisions of the Declaration.
 - (2)** Prepare a roster of the Members and assessments applicable thereto which shall be kept by the Treasurer of the Association and shall be open to inspection by any Member.
 - (3.)** Send written notice of each assessment to every Member subject thereto.

D. Issue or to cause an appropriate office to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing. Such certificate shall be conclusive evidence of payment of any assessment therein to have been paid.

E. Make payment of all ad valorem taxes assessed against the Association property, real or personal.

F. Pay all expenses incurred by the Association for repairs, maintenance, services, insurance and other operating expenses.

G. Enforce by appropriate legal means the provisions of the Articles of Incorporation and these Bylaws and the Declaration, and any and all applicable laws and regulations.

ARTICLE VI. MEETINGS OF DIRECTORS

6.1 Annual Meeting. The organizational meeting of a newly elected Board of Directors, which shall also be the Board's Annual Meeting, shall be held within twenty (20) days of their election at such time and at such place as shall be fixed by the Directors at the Annual Meeting of Members at which they are elected.

6.2 Regular Meeting. Regular meetings of the Board of Directors shall be held at such time and place as provided by appropriate resolution of the Board of Directors.

6.3 Special Meeting. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two (2) directors.

6.4 Notice. Notice of all meetings shall be given to each director, personally or by mail, electronically, telephone or facsimile and shall be transmitted at least three (3) days prior to the meeting. Adequate notice of such meetings, which notice shall specifically incorporate an identification of agenda items, shall be posted conspicuously in the common areas at least forty-eight (48) continuous hours preceding the meeting, except in the event of an emergency. The Board shall adopt by rule, and give notice to the Members of, a specific location in the common areas upon which all notices of Board and/or committee meetings shall be posted.

6.5 Waiver. A Director may waive in writing notice of a meeting of the Directors before or after the date and time stated in the notice. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

6.6 Participation. A Director's participation in a Board meeting via telephone, real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such Director may vote as if physically present. A speaker must be used so that the conversation of such Directors may be heard by the Directors attending in person as well as by any Owners present at a meeting.

ARTICLE VII. OFFICERS

7.1 Officers. The officers shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as the Board of Directors shall deem appropriate from time to time. The President shall be a Member of the Board of Directors, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible, provided however, that the office of President and Secretary shall not be held by the same person. All of the officers of the Association shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier resignation or removal. Any officer may be removed by vote of the Directors at any Board meeting, and the Board may then fill that vacant officer position.

7.2 President. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and shall sign all leases, mortgages, deeds and all other written instruments. The President may, but need not, be a required signatory on checks of the Association.

7.3 Vice President. The Vice President, or the Vice President so designated by the Board of Directors if there is more than one Vice President; shall perform all the duties of the President in his or her absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board of Directors.

7.4 Secretary. The Secretary shall perform all duties incident to the office of secretary of an Association and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He or she or any Assistant Secretary shall sign all certificates of membership. The Secretary shall keep the records of the Association. He or she shall record in a book kept for that purpose the names of all of the Members of the Association with each Member's current address as registered by such Member.

7.5 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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association. The Treasurer, or his or her appointed agent, shall keep proper books of

account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. The Secretary or appointed agent shall prepare: (1) an annual budget, (2) a statement of receipts and disbursements, and (3) a balance sheet; and the same, together with the report of the certified public accountant, shall be available for the inspection upon reasonable request of a Member.

7.6 Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VIII. FISCAL MANAGEMENT

The provisions for fiscal management of the Association, forth in the Declaration of Restrictions and Articles of Incorporation, shall be supplemented by the following provisions:

8.1 Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise established by Board resolution.

8.2 Budget. The Board shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual assessment based thereon.

8.3 Assessment. Copies of the budget and annual assessments shall be transmitted to each Member on or before February 1st of the year for which the budget is made. If the budget is subsequently amended before the assessments are made, copy of the amended budget shall be furnished each Member concerned. Delivery of a copy of such budget or amended budget shall not be considered as a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board of Directors, at any time in their sole discretion, to levy any additional assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

8.4 Date Due. The annual assessment shall be due and payable on or before March 1st of each year and shall become delinquent after that date. Assessments not paid when due may bear interest at the highest rate allowed by law until paid.

8.5 Depository. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

8.6 Board of Directors Insurance. Fidelity bonds or proper insurance shall be required by the Board for all persons authorized to sign checks or otherwise disburse, withdraw, or control Association funds. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time. The premiums on such bonds shall be paid by the Association as a common expense of the Association. Notwithstanding the foregoing, if annually approved by a majority of the voting interests present at a properly called meeting of the Association, the Association may waive the requirement of obtaining an insurance policy or fidelity bond for all persons who control or disburse funds of the Association.

ARTICLE IX. PARLIAMENTARY RULES

Except as may be modified by Board resolution, Robert's Rules of Order (the edition published on the date closest to the meeting) shall govern the conduct of Association proceedings when not in conflict with applicable law or the Governing Documents. The Board of Directors may adopt additional rules by majority vote.

ARTICLE X. COMMITTEES

10.1 The standing committees of the Association shall be:

The Nominating Committee

The Maintenance Committee

Unless otherwise provided herein, each committee shall consist of a chairperson and two (2) or more Members and shall include a Member of the Board of Directors. The committees shall be appointed by the Board of Directors within thirty (30) days after each Annual Meeting of the Board of Directors, to serve until the succeeding Committee Members have been appointed.

10.2 The Nominating Committee shall have the duties and functions described in these Bylaws.

10.3 The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of properties in the Subdivision and shall perform or see to the performance of such other functions as the Board, in its discretion, determines.

10.4 The Board of Directors may appoint such other committees from time to time as it deems desirable.

10.5 The Maintenance Committee and other committees appointed and so empowered by the Board of Directors (but not the Nominating Committee) shall have the power to appoint sub-committees from among their membership and may delegate to any such sub-committees any powers, duties, and functions.

10.6 It shall be the duty of each committee to receive written complaints from Members of any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association which is further concerned with the matter presented.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended by a majority vote of the Directors present at a duly noticed and constituted meeting of the Board provided that the proposed amendment is contained in or included with the notice of such meeting.

ARTICLE XII. EMERGENCY BOARD POWERS

12.1 Emergency Powers Under Chapter 617, F.S. In the event of any “emergency” as defined in Subsection G below, the Board may exercise the emergency powers described in this Section 12.01, and any other emergency powers authorized by Sections 617.0207 through 617.0303, Florida Statutes, as amended from time to time.

A. The Board may name as assistant officers, persons who are not Directors, which assistant officers shall have the same authority as the executive officers whom they assist during the period of the emergency, to accommodate the incapacity or absence of any officer of the Association.

B. The Board may relocate the principal office, or designate alternative principal offices or authorize the officers to do so.

C. During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

D. Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the Association, and shall have the rebuttable presumption of being reasonable and necessary.

E. Any officer, Director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

F. These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

G. For purposes of this Section 12.11 only, an “emergency” exists only during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision is located, is subject to:

- (1.) A state of emergency declared by local civil or law enforcement authorities;
- (2.) A hurricane watch or warning;
- (3.) A partial or complete evacuation order;
- (4.) Federal or state “disaster area” status; or
- (5.) A catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the Subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An “emergency” also exists for purposes of this Article during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or another similar event. A determination by any two (2) Directors, or by the President or by a Director and the manager that an emergency exists shall have presumptive quality.

12.2 Emergency Powers Under Chapter 720, F.S. In response to damage or injury caused by or anticipated in connection with an event for which a state of emergency is declared in the pertinent area pursuant to Section 252.34(4), F.S., as amended from time to time, the Board may, but is not required to, exercise the emergency powers stated in Section 720.316, F.S., as amended from time to time, including, but not limited to, the following:

- A.** The Board may cancel and reschedule any Association meeting.
- B.** The Board may, based upon advice of emergency management officials or public health officials or upon the advice of licensed professionals retained by or otherwise available to the Board, determine any portion of the Common Areas or facilities unavailable for entry or occupancy by Owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.

Reasons for this Section 12.2 being utilized include, but are not limited to, hurricane and pandemic.

ARTICLE XIII. GENERAL

13.1 Conflicts. In the case of any conflict between provisions set forth in the Declaration and these Bylaws, the Declaration shall control.

13.2 Waiver. No provision of these Bylaws or any regulation promulgated by the Board of Directors pursuant hereto shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

13.3 Severability. The provisions of these Bylaws are severable, and the invalidity of one or more provisions hereof shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

13.4 Captions. Captions are inserted herein only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision.

13.5 Gender and Number. All nouns and pronouns used herein shall be deemed to include all genders, and the singular shall include the plural and the plural shall include the singular whenever the context requires or permits.

13.6 Governing Law. These Bylaws shall be governed by Florida law.