

**Prepared by and Return To:**

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**Notice of Recording Bylaws for Spanish Oaks Homeowner's Association, Inc.**

The undersigned President to the Spanish Oaks Homeowner's Association, Inc. hereby provides notice of recording the Bylaws for the Spanish Oaks Homeowner's Association, Inc. for the Spanish Oaks Subdivision as recorded in Plat Book 70, Pages 62-64, of the Public Records of Pinellas County, Florida and the Spanish Oaks Deed Restrictions recorded in Official Records Book 4003, Page 1242, Public Records of Pinellas County, Florida, as amended from time to time including the Amended and Restated Spanish Oaks Deed Restrictions recorded on September 1, 2005 in Official Records Book 14572, Page 1848, Public Records of Pinellas County, Florida. The purpose of recording these bylaws is to place all interested persons on notice of the provisions of the bylaws and to provide notice that all future amendments will be recorded.

IN WITNESS WHEREOF, Spanish Oaks Homeowner's Association, Inc. has caused this instrument to be signed by its duly authorized officer on the 3<sup>rd</sup> day of Dec 2015.

**SPANISH OAKS HOMEOWNER'S ASSOCIATION, INC.**

By: *Dawn Fulghum*  
Dawn Fulghum, President

*Sheri Walsh*  
Signature of Witness #1

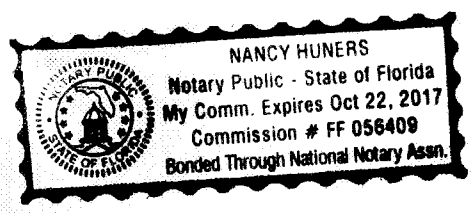
Sheri Walsh  
Printed Name of Witness #1

*Nancy Huners*  
Signature of Witness #2

Nancy Huners  
Printed Name of Witness #2

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of Dec 2015 by \_\_\_\_\_ who is personally known to me or provided \_\_\_\_\_ as identification.



*Nancy Huners*  
Notary Public  
Commission No:  
My Commission Expires:

**BY-LAWS  
OF  
SPANISH OAKS HOMEOWNERS ASSOCIATIONS, INC.**

**ARTICLE I.**

**Name and Purpose of Association**

**Section 1.** This Association shall be know as SPANISH OAKS HOMEOWNERS ASSOCIATION, INC.

**Section 2.** The purpose of this Association shall be:

- (a) To create, provide and maintain a wholesome atmosphere for the enjoyment of recreational, social and cultural activities for the residents of Spanish Oaks Subdivision.
- (b) To take appropriate measures to preserve and enhance the value of the property in Spanish Oaks Subdivision and enforce the Deed Restrictions as now recorded and/or hereafter amended from time to time.
- (c) To create, preserve and promote harmony among the residents of Spanish Oaks Subdivision.
- (d) To exercise any and all corporate powers enumerated under Florida Statutes 617.021 in furtherance of the aforesaid purposes.
- (e) The Corporation may engage in any lawful purpose or purposes not for pecuniary profit.

**ARTICLE II.**

**Membership and Dues**

**Section 1.** Any owner of record of one or more parcels of the residence property in the Development known as "Spanish Oaks Subdivision" situated in Palm Harbor, Florida, County of Pinellas, State of Florida, or any subsequent grantee of such former owner, shall by virtue of such ownership, automatically be and become a member in this Association, entitled to all the rights and privileges of membership. A parcel of such property, when mentioned in these By-Laws, shall mean a plot of land designated by Lot and Block on the plat entitled "Spanish Oaks Subdivision", according to map or plat thereof as recorded in Plat Book 70, pages 62 through 64 of the Public Records of Pinellas County, Florida.

**Section 2.** Membership in this Association by any member thereof, shall automatically cease and terminate upon the transfer by such member of ownership in such property.

**Section 3.** A member shall remain in good standing and shall be entitled to all the rights and privileges of membership so long as such member shall abide by the By-Laws, resolutions and regulations of this Association and shall not default in payment of annual dues as herein provided.

**Section 4.** Every member in good standing shall have such rights in and to any community property owned by the Association as may be enjoyed by all other resident owners by virtue of such membership.

**Section 5.** There shall be annual dues and same shall be fixed and declared, from time to time, by the Board of Directors of this Association, pursuant to the Restrictions recorded in O.R. 4003, page 1242, Public Records of Pinellas County, Florida, and amendments thereof. The Board of Directors, however, may by resolution or regulations, duly adopted, provide for additional fees or charges in connection with the use of the community property, the operational costs of the Association and/or the betterment of the common interests of the property owners in the subdivision.

Section 6. Any member whose annual dues remain unpaid for a period of ninety (90) days shall automatically cease to be a member in good standing and shall forfeit all privileges and rights of membership until such charges and penalties accrued thereon have been fully paid.

**ARTICLE III.**

**Government**

Section 1. The business of the Association shall be managed by the Board of Nine (9) Directors who shall be elected by the members as proved in the By-Laws. A majority of the Board shall constitute a quorum for the transaction of business.

Section 2. The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be elected by and from among the members of the Board. The Board of Directors may increase the number of Vice-Presidents to more than one from members of the Board, and may elect an Assistant Treasurer and an Assistant Secretary who need not be members of the Board.

Section 3. The President shall be a member, exofficio of all committees.

**ARTICLE IV.**

**Election of Directors and Officers**

Section 1. The Board of Directors of the Association (except the Board provided for in the Certificate of Incorporation) shall be elected at the annual meeting of the Association; each member in good standing shall be entitled to vote for each Director to be elected and the candidates receiving a plurality of the votes cast shall be declared elected.

Section 2. The Board shall be divided into three (3) classes, with three (3) Directors in each class. At the first annual meeting of the Association, nine (9) Directors shall be elected, three (3) of whom shall be elected for a one-year term, three (3) for a two-year term, and three (3) for a three-year term. At each annual meeting thereafter, three (3) Directors shall be elected for a three-year term in place of the Directors whose terms then expired. Directors shall be elected by ballot. Directors whose terms have expired may be re-elected.

Section 3. The Board of Directors shall elect one of their number President; one or more of their number Vice-Presidents; one of their number Secretary; and one of their number Treasurer. The meeting of the Board of Directors to elect officers shall be held within one month following the annual meeting of the Association; officers elected shall hold office for one year or until new officers are elected.

Section 4. If a vacancy occurs among the officers or in the Board of Directors, such a vacancy shall be filled for the unexpired term by the Board of Directors. A vacancy shall occur as follows:

- (a) Officer or Director no longer resides in the Spanish Oaks Subdivision.
- (b) Officer or Director is no longer a member in good standing as provided in Article II hereof.
- (c) Officer or Director fails to attend a majority of the Board of Directors meetings during any calendar year.
- (d) Officer or Director resigns.

Vacancies created by removal of the Director(s) shall be filled as provided in Section 5 hereof.

**Section 5.** The entire Board of Directors or any individual director may be removed from office, for cause, by a vote of fifty-one (51%) percent of the Association members present at a special or regular meeting of the Association in accordance with the provisions of Article IX hereof and in accordance with the following procedures:

- (a) A petition requesting such removal and setting forth the cause thereof, shall be presented to the Secretary of the Association signed by the holders of record of not less than fifteen (15%) percent of the numbered residential parcels or plots of land entitled to vote at meeting of the association.
- (b) The Board, upon receipt of said Petition shall determine with ten (10) days thereafter, whether or not the necessary signatures are affixed thereto and if so determined, a meeting for the purposes of acting thereon shall be held and Section 5 of Article IX hereof.
- (c) Said notice shall specify that one of the purposes of the meeting is to vote on the proposed removal.
- (d) Removal of any Director serving as an officer of the Association shall automatically create a vacancy in the office held by him.
- (e) Any vacancy or vacancies in the Board of Directors created by a removal as herein provided, shall be filled by an election held at said meeting conducted in accordance with the method provided in Section 1 of Article IV hereof.

**ARTICLE V.**

**Duties of Officers**

**Section 1.** The President shall preside at all meetings of the members of the Association and the Board of Directors and shall appoint such committees as the Directors shall consider expedient or necessary.

**Section 2.** In the absence of the President, the Vice-Presidents in order shall perform the duties of the President, and in the absence of both President and Vice-Presidents, the Secretary shall preside and assume the duties of the President.

**Section 3.** The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; shall distribute all notices for meetings of the Association and Board of Directors and perform such duties as may be required by the Secretary by the By-Laws, the President, or the Board of Directors.

**Section 4.** The Treasurer shall have charge of all receipts and monies of the Association, deposit same in the name of the Association in a depository designed by resolution of the Board of Directors, and shall disburse said funds as necessary for the purposes as ordered or authorized by the Board of Directors. He shall keep accurate accounts of and collect all charges due from members and shall keep regular accounts of receipts and disbursements; submit said record when requested and give an itemized statement of same at meetings of the Board of Directors and at regular meetings of the Association. He shall cause to be prepared all checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, and the same shall be honored on both his signature and the signature of the President and, in the absence of one or the other, by an officer or officers designated by special resolution of the Board of Directors.

**ARTICLE VI.**

**Duties and Powers of Board of Directors**

Section 1. The Board of Directors shall have control of the property and affairs of the Association, shall fix its policies and shall require such surety bond or bonds as it may deem advisable and shall have and perform all the powers and duties conferred on the Association by the aforesaid restrictions and/or amendments thereto affecting premises in this development known as "Spanish Oaks Subdivision". The board shall have power to hold meetings; appoint committees; employ necessary staff and employees; declare members not to be in good standing as in these By-Laws provided; authorize proper expenditures, provided that in no case shall they have the power to authorize a capital expenditure in excess of the sum of \$350.00 without first having obtained approval therefore by a majority vote of the members of the Association present in person or by proxy at a meeting of the Association at which a quorum is present; and to take all other necessary and proper steps to carry out the purpose of this Association and promote its best interests. The Board of Directors shall, from time to time, by appropriate resolution designate the depository or depositories of the funds of the Association, and may designate for such purpose only National Banks doing business in Pinellas County, Florida, or duly chartered State Banks doing business in Pinellas County, Florida, and any of such banks so designated must be a member of the Federal Deposit Insurance Corporation. The Board of Directors shall cause to be made at least as often as annually an independent audit of the accounts and records of the Treasurer of the Association by some qualified person or firm of its selection.

Section 2. The Board of Directors shall prepare or cause to be prepared a proposed budget and proposed annual dues, which shall be distributed to the membership at least ten (10) days before the annual meeting of the members as hereinafter provided, at which meeting all members shall be heard with respect to any items contained in said proposed budget and the rate of assessment, after which the Board of Directors shall consider and adopt such budget and annual dues as, in their judgment, will be to the best interest of all the residents of Spanish Oaks Subdivision.

**ARTICLE VII.**

**Committees**

Section 1. Committee on Nominations. During the last quarter of each year the Board of Directors shall appoint a Nominating Committee of Three (3) members consisting of not more than one (1) member of the Board of Directors, whose duty it shall be to nominate candidates for Directors to be elected at the next annual meeting of the Association. They shall notify the Secretary, in writing, at least thirty (30) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided. Shall distribute a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

Section 2. Independent Nominations. Nominations for Directors may also be made from the floor at the annual meeting by a member of the Association provided the nominee is present and will accept the nomination.

Section 3. Standing Committees. The President, with the approval of the Board of Directors may appoint the following standing committees of as many members as seems advisable:

- Committee on Membership
- Committee on Grounds and maintenance
- Committee on Crime Watch
- Social Committee
- Committee on Publicity
- Committee on Streets, Utilities and Drainage

Who shall hold office until their successors are appointed. The duties of standing committees shall be limited to studying, in general, the problems in their particular fields of activity and to making special studies of any particular matters referred to them by the Board of Directors or the President, and to reporting to the Board of Directors their findings and recommendations. All public statements as to the policy and activities of the Association or any committee thereof must originate with the Board of Directors and shall be released only through the Publicity Committee.

Section 4. Other Committee. The President may, with the approval of the Board of Directors, at any time, appoint other committees on any subject for which there are no standing committees of the Association.

Section 5. Committee Quorum. A Majority of any committee of the Association shall constitute a quorum for the transaction of business.

Section 6. Committee Vacancies. The President shall have the power to fill vacancies in the Membership of any committee.

**ARTICLE VIII.**

**Meetings of Board of Directors**

Section 1. Place of Meeting. Meetings of the Board of Directors shall be held at such place within the County of Pinellas, State of Florida, as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of meeting.

Section 2. Regular Meetings. Regular Meetings of the Board of Directors shall be held as such time as may from time to time be fixed by resolution of the Board of Directors.

Section 3. Special Meetings. Special Meetings may be held at any time upon the call of the President or any Vice-President by oral, telegraphic, or written notice duly served on, or sent, or mailed to each Director not less than three (3) days before such meeting.

Section 4. Notice of Meetings. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of the Association at the same place at which such meeting is held. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the Directors are present, or if a written waiver of notice is submitted.

**ARTICLE IX.**

**Meetings of Association**

Section 1. Time and place of meetings. Meetings of the Association shall be held at such place within the County of Pinellas, State of Florida, and at such times as herein provided, or as may be specified in the notice of meetings.

Section 2. Annual Meetings. There shall be an annual meeting of the Association during the first month of each year for the election of members of the Board of Directors and for receiving the annual reports of officers, directors, and committees, and the transaction of business of the Association.

Section 3. (Intentionally left blank.)

Section 4. Special Meetings. Special meetings of the Association may be held at such times and places as may be fixed by order of the Board of Directors, or as be specified in a written request for such meeting, setting forth the purpose thereof, signed by the owners of record of fifteen (15%) percent of the numbered residential parcels or plots of land entitled to vote at Association meetings and filed with the Secretary not less than thirty (30) days before the date specified for such meeting, and the Board shall send out notices of any such meeting in the manner hereinafter specified.

Section 5. Notice of Meetings. Notice of all meetings, over the signature of the Secretary shall be distributed, except as herein or by Stature otherwise provided, to the last known address of each member entitled to vote at the meeting at least twenty (20) and not more than forty (40) days before the times appointed for the meeting. All notices of meeting shall set forth the place, date, time and general purposes of the meeting. No action involving an item or expenditure of more than five hundred (\$500.00) dollars, or involving any new or substantially different use of any community property shall be taken at any meeting, other than the annual meeting of the Association, unless notice in general terms of such proposed action is included in the notice of the meeting, or unless such action was proposed at the next preceding meeting of the Association with the announced purposes of having the matter determined at the next succeeding meeting of the Association and was presented in writing to the Board of Directors so that notice thereof in general terms could be included in the notice of the next succeeding meeting.

Section 6. Quorum. The presence in person or by proxy at any meeting of fifteen (15%) percent or more of the members of the Association entitled to vote as provided in Section 8 hereof shall constitute a quorum for the transaction of business, but a lesser number may adjourn to some future date not less than ten (10) nor more than twenty (20) days later, and the Secretary shall thereupon distribute notice of the adjournment at least five (5) days before the newly scheduled meeting to each member entitled to vote. Once a quorum is established at a meeting, it shall be deemed to be present for the duration of the meeting notwithstanding a withdrawal of members which would otherwise result in failure of a quorum.

Section 7. Inspectors of Election. Two Inspectors of Election shall be appointed by the President at the first annual meeting and at each subsequent annual meeting. It shall be their duty to act as Inspectors of Election at such first annual meeting and at all special meetings until the next annual meeting of the association.

Section 8. Every person, firm or corporation owning of record any proprietary interest in any residential parcel or plot of real property in Spanish Oaks Subdivision, whether solely or jointly with one or more other persons, firms or corporations, shall be a member of the Association for the purpose of voting at meetings of the Association and shall be entitled (subject to the provisions of Article II hereof) to cast one joint (if applicable) (1) vote, when present or by proxy at any meetings of the Association, except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws. All action shall be decided by a majority of the number of votes cast by the members present or by proxy at any meeting at which there is a quorum for the transaction of business. To be entitled to vote a proxy or proxies at any meeting, the holder thereof must file the same with the Secretary prior to the meeting or the proxy or proxies must be presented to the Inspectors of Election upon arrival of the holder at the meeting. The Board of Directors may fix a date not more than forty (40) days nor less than twenty-five (25) days before the date fixed for any meeting of the Association for the purpose of determining the owners of record of proprietary interest in all residential parcels or plots of land and only the holders of record of proprietary interests in the residential parcels or plots on said date so fixed, shall be entitled to notice of and to vote at any such meeting of the Association.

Section 9. Order of Business. The order of business shall be as follows at all meetings of the Association and Board of Directors:

1. Calling of the Roll
2. Proof of Notice of Meeting or Waiver of Notice
3. Reading of the Minutes
4. Receiving Communications
5. Election of Officers and New Members
6. Reports of Officers
7. Reports of Committees
8. Unfinished Business
9. New Business

This order of business may be altered or suspended at any meeting by a majority vote of the members present and any questions as to priority of business shall be decided by the Chair without debate.

Section 10. Parliamentary Authority. All matters of Parliamentary Procedure covered by these By-Laws shall be regulated by Robert's Rules of Order.

#### ARTICLE X.

##### Amendments

Section 1. These By-Laws may be amended only by a majority vote of the members of the Association voting in person or by proxy at the meeting at which a quorum is present, provided that notice of the purpose of the proposed amendment has been stated in the call for the meeting.

Section 2. The Board of Directors may initiate submission of any proposed amendment in accord herewith, also upon submission to the Secretary in writing of a draft of any proposed amendment signed by the owners of record of fifteen (15%) percent or more of the members of the Association, it shall be incumbent upon the Board of Directors to include a statement of the purposed amendment in the notice of the next regular meeting of the Association.

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