

BYLAWS  
OF  
HOMEOWNERS ARBOR TRACE  
ASSOCIATION OF INDIAN RIVER COUNTY, INC

Adopted May 18, 2000

Prepared by  
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BYLAWS  
of  
ARBOR TRACE HOMEOWNER'S ASSOCIATION OF  
INDIAN RIVER COUNTY, INC.

A Florida Not-for-Profit Corporation

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Vero Beach, County of Indian River, of the State of Florida. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

1. To establish, maintain and operate a Corporation not for profit, to uphold, maintain and promote the property interests and rights of member owners and residents of the property subject or herein after subject to the Master Declaration of Covenants, Reservations and Restrictions of ARBOR TRACE, PD as recorded in the Public Records of Indian River County, Florida and as amended from time to time ("Declaration"), and to do any other thing necessary or desirable in the interests of the safety, health protection, comfort and convenience, of such member property owners and residents.
2. To make and establish reasonable rules and regulations governing the use and maintenance of real property described above.
3. To collect, from time to time, regular and special assessments from owners to defray expenses of operation of the corporation, including, but not limited to, security, taxes, maintenance utilities, reserves and expenditures for capital improvements and repair of commonly-owned property with particular reference to entrance way, non-governmental roads and right-of-way areas, drainage facilities, sewage lines, storm water management systems, and common landscape area.
4. To enforce and abide by the provisions of any covenants or restrictions which are, and may be, applicable to the property and which may be adopted from time to time as provided in the By-Laws of the Association.

## ARTICLE III – NIEMBERSHIP

### 1. QUALIFICATIONS FOR MEMBERSHIP.

Every person or entity, including ARBOR TRACE DEVELOPMENT, INC., its successors or assigns (hereinafter "Developer"), who is a record Owner of a fee or undivided fee interest in -any lot which is now or hereinafter maybe subject to the Master Declaration of Covenants, Conditions, Reservations and Restrictions of ARBOR TRACE PD shall be a member of the Association; provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

### 2. MEMBERSHIP MEETING

The annual membership meeting of the corporation shall be held on the 15th day of March of each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these Bylaws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

The presence at any membership meeting of not less than thirty-five percent (35%) of the members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the Bylaws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of he corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

### 3. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

5. ACTION BY MEMBERS WITH A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney- in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

- (a) Roll call
- b) Reading of the minutes of the preceding meeting
- (c) Reports of committees
- (d) Reports of officers
- (e) Old and unfinished business
- (f) New business
- (g) Good and welfare
- (h) Adjournments

8 MEMBERSHIP DUES.

Membership dues shall be established from time to time as set forth in the Declaration in accordance with Florida laws regarding homeowner associations.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. See amendment at end of the Bylaws.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. 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.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETLNGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

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 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 directors. Notice of a meeting need not be given to any 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.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CRAIRMAN.

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among

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its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

## ARTICLE V - OFFICERS

### 1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

### 2. REMOVAL, RESIGNATION, SALARY.

Any officer elected or appointed by the board may be removed by the board with or without cause. 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. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers, if any, shall be fixed by the board.

### 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### 4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

### 5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have

an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. SECRETARY.

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of 'such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

9. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:



## ARTICLE VII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

## ARTICLE VIII – AMENDMENTS

The Bylaws may be adopted, amended or repealed by a majority vote of the members.

**CERTIFICATE OF AMENDMENT TO  
BYLAWS OF  
ARBOR TRACE HOMEOWNERS ASSOCIATION OF INDIAN RIVER COUNTY, INC.**

THE UNDERSIGNED, being the President and Secretary of **ARBOR TRACE HOMEOWNERS ASSOCIATION OF INDIAN RIVER COUNTY, INC.**, a Florida non-profit corporation, hereby certify that at a duly called meeting of all of the lot owners of **ARBOR TRACE**, held on the 22<sup>nd</sup> day of September, 2008, in accordance with the requirements of Florida law, and of the Bylaws of **ARBOR TRACE HOMEOWNERS ASSOCIATION OF INDIAN RIVER COUNTY, INC.**, not less than two-thirds of the voting members in the aforementioned Association affirmatively voted to amend the Bylaws as hereinafter set out.

NOW, THEREFORE, in consideration of the foregoing, the Bylaws shall be amended as follows:

**Article IV paragraph 2** shall be amended to read as follows:

2. ELECTION AND TERM OF DIRECTORS.

The term of each Director's service shall be two (2) years and shall extend until the next annual meeting of the members or until their successor is duly elected and qualified, or until they are removed in the manner provided for in Section 5 below. In order to stagger the terms of the Board Members, at the first election after this Amendment to the Bylaws is recorded, the three (3) Board Members receiving the highest number of votes shall serve for a term of two (2) years and the two (2) Board Members receiving the next highest number of votes shall serve a term of one (1) year. In the event of a tie, the decision as to which elected director(s) will serve the longer term(s) shall be determined by lot.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Certificate of Amendment to Bylaws, this 30<sup>th</sup> day of September, 2008.

**ARBOR TRACE HOMEOWNERS  
ASSOCIATION OF INDIAN RIVER COUNTY,  
INC.**

Ralph L. Bender – President  
Sam Golladay - Secretary