

BY-LAWS BAYWOOD VILLAGE ASSOCIATION, INC.

ARTICLE I

The general office of the Baywood Village Association, Inc. shall be located on lots 149, 150 and 151, 309 Westwinds Drive, Baywood Village, Pinellas County, Palm Harbor, Florida 33563.

ARTICLE II – DEFINITIONS

As used in this document:

1. Board refers to the Board of Directors of this Association.
2. Board of Directors means the collective body of both officers and directors as defined in Article VI, Section 1.
3. Association is a synonym for the corporation as used in the Charter. Baywood Village Woman's Club is an organization whose membership is not limited to members of this Association.

ARTICLE III – MEMBERSHIP

Section 1. Active Members. Every person who is a resident of the original Baywood Village Subdivision or any future subdivision established therein, including Sections 1 through 5, shall be eligible for membership in this Association and, upon payment of annual dues, shall be entitled to all rights, privileges and community welfare offered by the Association.

Section 2. Voting. In any membership meeting of the Association each active member in good standing shall be a voting member entitled to cast one vote per household on any question.

Section 3. Associate Members. The Board of Directors may, by its action, provide for associate memberships and may prescribe rules and regulations with respect to such associate memberships as it may deem to be to the best interest of the Association. Such associate members shall enjoy such privileges as may be prescribed by the Board of Directors but shall not be eligible to vote in any membership meeting.

Section 4. Terms of Membership. Active membership in this Association shall continue for such period of time as the holders thereof is in good standing, with dues for the current year paid, and meets the residency requirement of Section 1 of this Article. Should a member move out of the area designated in said Section 1, active membership shall be immediately terminated.

Section 5. Membership Dues. The Board of Directors, in their discretion, may from time to time, set dues to be paid by the members of the Association, and shall set the time within which such dues so determined shall be paid or the membership terminated.

Section 6. Rules and Regulations. The Board of Directors may, from time to time, establish rules and regulations governing the membership and conduct of members regarding the use of corporation property and clubhouse, and any member may be suspended by the Board of Directors for failure to comply with such rules and regulations. Any suspended member shall have no property rights in the corporation.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the active members shall be held in the month of December, date determined by the Board, at the office of the Association, 309 Westwinds Drive, Baywood Village, Pinellas County, Florida, for the purpose of electing officers and directors and for the transaction of any business which may be brought before the meeting.

Section 2. Membership Meetings. In addition to the annual meeting as provided in Section 1 of this article, regular membership meetings shall be held in – Jan, March, May, July, Sept, Nov and Dec on – a date determined by the board of said months, as well as the transaction of any business which may be brought before the meeting. The agenda of each meeting shall include an item for reports of Association committees.

Section 3. Special Meetings. Special meetings of the active members may be held upon call of the President and notice of such meetings shall be posted in the newsletter not later than five (5) days prior to the date of such special meeting. It shall be the duty of the President to call special meetings upon the written request of twenty-five percent (25%) of the active members.

Section 4. Notices. Notices of the time and place of any membership meeting shall be distributed to each active member at least five (5) days before the date of the meeting at the addresses of such members as are on file with the Treasurer.

Section 5. Quorum. The presence of at least twenty-five (25) voting-members (active members) shall be necessary to constitute a quorum at any membership meeting. However, in the absence of a quorum, such meeting may be adjourned from time to time until a quorum is present.

ARTICLE V – OFFICERS

Section 1. Officers. The officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer, and no less than three (3) Directors. Maximum number of Directors not to exceed eleven (11). Said officers are to be elected at the annual meeting from the current list of active members.

Section 2. Term of Office. Each officer shall be elected for a term of one year which shall begin after the election and installation of officers at the annual meeting.

Section 3. Required Vote. The election of any officer shall require a membership meeting with a quorum present and a majority vote of the voting-members present and voting.

Section 4. Duties of Officers.

(a) President. The President shall preside at all meetings of the membership and Board of Directors. This officer shall have the responsibility for supervising the affairs of the Association and shall, subject to the direction and approval of the Board of Directors, execute all instruments and agreements in the name of the Association. The President shall perform all other duties incident to such office.

(b) Vice President. The Vice President shall assume the duties of the President in cases of absence or disability of the President. This officer shall oversee the duplicating and distribution of Association bulletins to the Directors.

(c) Treasurer. The Treasurer shall have custody of and be responsible for the funds of the Association; shall keep financial records and give reports of the financial status of the Association at meetings of the membership and Board of Directors.

(d) Secretary. The Secretary shall issue notices of all meetings and shall prepare the minutes of each to be presented at each subsequent meeting. The approved minutes and other records of the Association shall be kept in good order by the Secretary and shall be turned over to the successor promptly after the annual meeting. Except as otherwise voted by the Board of Directors, the Secretary shall be responsible for all correspondence of the Association.

(e) Directors. Each Director shall be expected to attend all meetings of the Board and of any committee of the Board to which he/she has been appointed. He/She shall perform his duties as a Director, including his/her duties of committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of the Association, and with such care as an ordinary person in a like position would use under similar circumstances. In performing his/her duties he/she shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by third parties from all sources whatsoever. He/she will be expected to participate in and vote on all association expenditures and budgets in a manner he/she reasonably believes to be in the best interest of the Association.

Section 5. Vacancies. A vacancy in any officer's position may be filled by a majority vote of the Board of Directors until the next regular membership meeting when a successor shall be elected to complete the unexpired term.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Membership. The business of this Association shall be managed by a Board of Directors consisting of 4 officers and 3 directors minimum with a maximum of eleven (11) total board members as specified in Article V, Section 1. In accordance with the Articles of Incorporation, all members of this Board shall be elected at large from the current list of active members.

Section 2. Board Meetings. Regular meetings of the Board of Directors shall be held in each month. On membership meeting months, board to assemble 30 minutes prior to posted meeting time for topical updates. Additional special meetings may be held upon call of the President or, in his/her absence, the Vice President, or upon call of the Secretary when requested by a majority of the Board members.

Section 3. Notice and Agenda. A notice of each meeting of the board shall be given by the Secretary to all Board members at least four (4) hours before the meeting. Written, verbal or telephone notice shall be acceptable. The President shall be responsible for providing each Board member with an agenda for each regular meeting and each agenda shall carry an item for committee reports. The agenda for the January Board meeting shall include the business of committee appointments.

Section 4. Powers and Duties. The Board of Directors shall have the power to make rules and regulations governing the conduct of Association business, and shall have general control over the property of the Association with the right to dispose of or acquire property on behalf of the Association providing such action has been approved at a previous membership meeting. Said Board shall faithfully implement policies adopted at membership meetings and shall

endeavor to protect the rights of members, representing them in actions where the general membership is affected.

Section 5. Quorum. A majority of the Board membership shall constitute a quorum for the conduct of business at any meeting of the Board of Directors.

ARTICLE VII- COMMITTEES

Section 1. Appointments. At its January meeting the Board of Directors shall receive and consider the President's recommendations for Association committees and shall appoint all members of established committees. The same procedure shall be followed in filling committee vacancies or in setting up newly authorized special committees. The chairperson of each committee is to be named when the committee is appointed.

Section 2. Terms of Office. All committee members shall serve for a term of one year or until their successors are appointed. Any active member shall be eligible for appointment.

Section 3. Standing Committees.

(a) The following committees shall be appointed annually:

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| 1. Nominations | 5. Membership & Directory |
| 2. Social Activities | 6. Building & Restrictions |
| 3. Maintenance | 7. Publicity |
| 4. Public Liaison | 8. Neighborhood Beautification |

(b) Each committee shall be composed of an odd number of members but in no case fewer than three.

(c) All expenditures must be pre-approved by a majority vote of the board of directors.

(d) Duties of committees:

1. Nominations. This committee shall prepare a slate of consenting nominees for all offices to be filled at the annual meeting and for any vacancies to be filled at any regular membership meeting as provided in Article IV & Article V. The chairperson or designated committee member shall present its slate of nominees at the annual meeting.

2. Social Activities. This committee shall manage all aspects of these projects, inclusive of cook-outs, pot lucks or dinners and clubhouse rentals reporting regularly to the Board of Directors and cooperating with the Treasurer in its transactions and reports.

3. Maintenance. This committee will be in charge of and expected to do minor repairs to the clubhouse. It will also be responsible for trash removal, lawn care and the general appearance of the clubhouse grounds.

4. Membership & Directory. This committee shall be responsible for all aspects of the membership work of the Association, including the keeping of accurate membership files, preparation and delivery of directories, and the production of promotional materials. In its effort to increase membership, it shall be responsible for contacting new residents, for follow-up work on delinquent renewals, and for continuing efforts to enroll residents who are not members.

5. Public Liaison. This committee shall be the President and two (2) appointed directors that are approved by the remaining board of directors. This committee shall be responsible for reviewing and approving all written contact with all forms of government and the various civic organizations regarding communication when written on behalf of the Baywood Village Association and regarding matters of specific interest to or that will directly effect the Association and its members and keeping a record there of.

6. Building & Restrictions. This committee shall endeavor to have building permits and blue prints comply with the restrictions as list with each land title. The committee members shall become familiar with Pinellas County restrictions in order to advise the Board of Directors on zoning and variance requirements.

7. Publicity. This committee shall be responsible for the preparation and dissemination of news items and newspaper releases regarding the Association and its members. It shall also assist in the preparation of notices, highlights of meetings, and other information to be published in the bulletins to members. The Board of Directors may call upon this committee for help in the design and advancement of Association programs, which need to be publicized.

8. Neighborhood Beautification: This committee shall continually work to improve, enhance and maintain all of the entranceways and common areas of the community. Including, but not limited to, signage, lighting, landscaping, painting and the addition and maintenance of any recreation and park equipment. This committee will encourage residents within the community and adjacent commercial properties to improve and enhance their properties as well, therefore improving the overall look of the entire community.

Section 4. Special Committees. In addition to the standing committees, special committees may be appointed by the Board of Directors providing that their assignments do not overlap with those specified within standing committees. Special committees may be nominated from the membership at large or from the membership of the Board of Directors. In all such cases, said Board shall approve the nomination, define the assignments and committee responsibilities.

ARTICLE VIII – AMENDMENTS

Any proposed amendment to these by-laws must be submitted in writing by an active member or by a committee of the Association at a regular or special membership meeting before consideration and action may be taken. Thereafter, these by-laws may be amended by a two-thirds (2/3) vote of the voting-members present at a membership meeting providing the call for the meeting gives at least ten (10) days advance notice and further providing that the substance or intent of the proposal is made known to the members in a hearing or by written notification.

ARTICLE IX – RULES OF ORDER

Roberts Rules of Order, Revised, shall be the authority on all questions of rules of parliamentary procedure for the conduct of business meetings.

ARTICLE X – FISCAL YEAR AND MEMBERSHIP YEAR

The fiscal year and the membership year of this Association shall be the calendar year ending December 31. The annual financial report of the Treasurer to be presented at each membership meeting in March and shall include statements of balances, receipts and expenditures for the fiscal year immediately preceding said meeting.

Articles I through IX adopted April 24, 1979

Article X adopted January 15, 1980

Other amendments adopted: January 20, 1981
November 9, 1981
November 1982
December 10, 1984
April 1998
March 2003