

AMENDED AND RESTATED BY-LAWS

GEORGETOWNE SUBDIVISION HOME OWNERS ASSOCIATION, INC.

ARTICLE I Name and Address

Section 1. The Association is a non-profit organization known as Georgetowne Subdivision Home owners Association, Inc.," hereinafter referred to as "the Association."

Section 2. The principal place of business of the Association shall be in Sarasota County, Florida, and its post office address shall be that of the incumbent President of the Association.

ARTICLE II Purposes

In addition to those stated in the Articles of Incorporation, the purposes of the Association shall be:

- a. To promote communications and exchange of information on topics that affect the area encompassed by the Association.
- b. To encourage interest in and serve as a forum for discussion of community affairs relative to Georgetowne Subdivision Unit I and Georgetowne Subdivision Unit II (herein, "the Subdivisions"), the immediate area surrounding the Subdivisions, and the County of Sarasota, and to act as a unified body for the encouragement and promotion of civic actions in the best interest of the area.
- c. To promote the improvement and maintenance of the beauty of the Subdivisions as well as protect the health, safety, and welfare of its owners and residents.

ARTICLE III Membership and Voting

Section 1. All owners of a lot within the Subdivisions (herein, "Lot") shall automatically become members of the Association upon the sale and transfer of title to that Lot. If the Lot is jointly owned, all of the joint owners shall be considered to be one member entitled to cast one vote at any membership meeting. The owners of each Lot shall have one vote for that lot.

Section 2. No person other than a member who is current in the payment of all assessments due the Association, which is a member in good standing, is entitled to vote at a membership meeting.

Section 3. If a Lot is owned by one person, the right to vote shall be established by the record title to the Lot. If a Lot is owned by more than one person, then any of the Owners of the Lot may cast the full vote for it, provided that if more than one Owner of a Lot shall seek to vote for the Lot and the votes conflict, no vote shall be counted for the Lot in that instance and further provided that if a ballot is provided for a vote at a meeting it shall be provided only to the first Owner of the Lot who claims it. If a Lot is owned in trust, its voting representative shall be the trustee or if the grantor has a right of revocation upon a decedent's death and occupies the Lot then the grantor or if any beneficiary occupies the lot then that beneficiary (and if there are more than one such persons then they shall have voting rights the same as joint Owners of a Lot as provided herein). If a Lot is owned by a corporation or partnership, the person entitled to cast a vote for the Lot shall be designated by a certificate signed by the president or vice president of the corporation and attested by the secretary or assistant secretary of the corporation, or signed by the general partner or managing member of the partnership, and filed with the Secretary of the Association prior to the meeting for which the vote is to be cast. Such certificates shall be valid until revoked in writing or until superseded by a subsequent certificate or until a change in ownership of the lot concerned. A certificate designating the person entitled to cast the vote of a Lot may be revoked in writing by the owner of the Lot.

Section 4. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy, and must be filed with the Secretary of the Association prior to the appointed time of the meeting. If the meeting is moved, canceled, or adjourned, then all proxies become null and void. The proxy must be dated, must state the date, time, and place of the meeting, and must be signed by the authorized person who executed the proxy.

ARTICLE IV Membership Meetings

Section 1. There shall be an annual meeting of the membership held in September of each year at such time and place as may be fixed by the Board of Directors.

Section 2. Special meetings of the membership may be called by the Board of Directors, or must be called by the President upon written petition of fifteen or more members of the Association in good standing.

Section 3. Notices of all meetings of the Association members, stating the date, time, place and purposes of the meeting, shall be mailed to each member not less than fourteen days prior to the meeting date.

Section 4. At all membership meetings, a quorum shall consist of 10% of the members of the Association in good standing, and a simple majority of the members present, provided a quorum is present, shall be sufficient to take any action duly presented, except as may be specifically provided otherwise in these By-Laws or in the Declaration of Restrictions of the Subdivisions (herein, "the Declaration") or in the Articles of Incorporation of the Association.

ARTICLE V
Election of Directors

Section 1. The Association shall be governed by a Board of Directors composed of twelve members. A President, Vice President, Treasurer and Secretary of the Association shall serve as Directors. There shall also be eight At Large Directors who represent the interest of the entire neighborhood. The association shall make an effort to have At Large positions that fall into the following areas of representation: Georgetowne Boulevard, Georgetowne Drive, Georgetowne Lane, Georgetowne Court/Place, the North-South Section of Georgetowne Circle and the East-West Section of Georgetowne Circle. Each Director must be a member of the Association in good standing and a full-time resident of the Subdivisions. The immediate past President shall be an Ex Officio member of the Board of Directors who shall be entitled to participate in deliberations but who may not vote (unless also serving as an elected Director).

Section 2. The twelve Directors, whether elected as an At Large Director or Officer, shall be elected to one year terms.

Section 3. Every Member in Good Standing shall be entitled to vote for a President, Vice President, Treasurer, Secretary, and up to eight At Large positions. Voting for Directors shall be by written ballot cast at either the annual meeting by Members in person, by proxy, or through a signed ballot returned to the current President of the association. The candidate from each designated category receiving the highest number of votes shall be elected to the Board. If a person is elected to more than one position, he or she shall be required to decline all but one position, and the vacancy created shall be filled by the person receiving the next highest number of votes for that position. In the event of a tie ballot, an immediate revote of all eligible members present (in person and by proxy) shall be taken until the tie is broken.

Section 4. The President shall appoint three members of the Association, one as Chairman of Elections, to serve as a Tellers Committee to conduct the election of Directors, to act as judges, and to count the votes. The results of the election shall be presented by the Chairman of Elections after the tally sheet is certified by all of the members of the Tellers Committee.

ARTICLE VI
Board of Directors

- Section 1. The general management of the Association shall be vested in the Board of Directors. The Board of Directors shall have the full power and authority to carry out the objectives and purposes, enforce the Declaration and establish and enforce the rules and regulations necessary to carry out the objectives and purposes of the Association.
- Section 2. The Board of Directors shall take such action as it deems advisable to promote the purposes of the Association and to carry out its powers and duties, provided, that any course of action not in the approved budget and exceeding \$250.00 shall not be undertaken without approval of the membership at a membership meeting called to consider such action.
- Section 3. Vacancy. If a vacancy shall occur among the Officers or other Directors, the vacancy shall be filled for the unexpired term by a majority vote of the Directors.
- Section 4. Compensation. No Director shall receive, directly or indirectly, any salary or compensation from the Association.

ARTICLE VII
Directors Meetings

- Section 1. The Board shall meet at least once every quarter at such time and place as it shall determine. At least five days personal or written notice shall be given to each Director in advance of any meeting, unless all Directors waive notice of any such meeting.
- Section 2. Special Directors meetings may be called by the President, if in the President's opinion there exists a matter of urgency. Also, a special meeting shall be called by the President or the Secretary upon written request by two or more Directors.
- Section 3. At all Directors meetings a majority of all Directors (not counting any vacancy) shall constitute a quorum.
- Section 4. An affirmative vote of the majority of the Directors present at any meeting, provided a quorum is present, shall be required to pass any matter presented for vote. Proxies shall not be used at any Directors' meeting.
- Section 5. Any Director who shall be absent without just and acceptable cause (as determined by the Board of Directors) from three consecutive regularly scheduled Directors' meetings may be considered by the Board of Directors to have abandoned his or her office and, in such event, the Director shall be appropriately notified in writing and the position deemed vacant.

Section 6. Any member of the Association who specifically requests to attend shall not be excluded from Directors' meetings and shall be provided a reasonable opportunity to provide comment, but all business shall be conducted by the Directors and only Directors may participate in its deliberations.

Section 7. In matters of extreme urgency, the President may poll the Directors individually, in person, or by telephone, and the affirmative vote of not less than seven Directors shall be required to pass any matter in such circumstances.

ARTICLE VIII Officers

Section 1. Titles. The officers of the Association shall consist of a President, Vice President, Treasurer and Secretary, elected by the members as provided herein.

Section 2. President. The President shall preside at all meetings of the Association membership and Board of Directors, shall appoint a Parliamentarian (who shall be versed in Robert's Rules of Order) and shall sign all contracts for the Association, upon approval by the Board of Directors.

Section 3. Vice President. In case of absence, disability, or refusal of the President, the President's duties shall be performed by the Vice President who would then have the same authority as the President.

Section 4. Treasurer. The Treasurer shall have custody of all money and securities of the organization, shall tender bond (at the expense of the organization) in such amount as the Directors may at any time require, give account of all monies, securities and other property of the organization which are in his or her custody and disburse such funds for the payment of properly approved goods and services.

Section 5. Secretary. The Secretary shall issue notices of all general and special membership and Board Meetings, shall attend and keep minutes of the same, shall have charge of the records and papers of the organization, and shall perform such other duties as are appropriate to the office. It shall also be the duty of the Secretary to prepare and distribute periodic written communications relating to the Association.

ARTICLE IX Committees

Section 1. The Chairman and members of all standing and special committees shall be appointed by the President and approved by the Board for the term of one year. The Chairman of each standing committee shall be a person selected from among the Directors. The size of each committee shall be at the discretion of the President.

Section 2. The standing committees and their responsibilities shall be as follows:

- a. Social and Marketing Committee. The Committee shall be responsible for collecting assessments from the members and submitting them to the Treasurer for proper deposit and recording. It shall also relate directly with the residents in the Subdivisions, with the committee members acting as "street or block representatives" providing two-way communications between members and the Association. It shall provide a welcoming function to new residents, a source for information about the Association, the Subdivisions and local services and procedures.
- b. Safety and Security Patrol Committee. The Committee shall consistently monitor the safety of the roads and properties in and adjacent to the Subdivisions for vehicles and pedestrians. It shall be a responsibility of this committee to maintain liaison with local law enforcement agencies who have primary responsibility for enforcing applicable laws.
- c. Deed Restriction Committee. The Committee shall receive all requests for Association approval of construction and alterations as provided in the Declaration and shall examine, approve or reject such requests according to the requirements of the Declaration. It shall be the duty of the Committee to enforce the restrictions of the Subdivisions. In addition, the committee shall maintain a record of registered complaints.
- d. Beautification/Landscape, Maintenance and Utilities Committee. The Committee shall establish and maintain a standard of appearance for the Subdivisions and to establish projects, contracted or volunteer, for the maintenance of common grounds and works and enhancement of those standards. In addition, the Committee shall endeavor that public properties such as roads, lakes, County property around lakes and roads and outside the perimeter of the Subdivisions are properly maintained. The Committee shall also concern itself with all matters relating to utility services, (i.e., sewer, water, power, telephone, cable television) to the residents of the Subdivisions insofar as they pertain to common issues affecting the residents as a whole.
- e. Government Liaison Committee. The Committee shall seek to establish and maintain a good working relationship with the County and other government representatives to maintain an awareness of activities relating to the Subdivisions and the surrounding areas.

Section 3. Special committees may be established by the Board of Directors as the demand and occasion may require. Such committees shall exist until such time as may be fixed by the Board, or, if no time is fixed, until dissolved by the Board.

ARTICLE X
Assessments

- Section 1. The Board of Directors shall recommend a proposed budget, with a 10% cap on each category expense, each year for the approval of the Membership at the Annual meeting of the Association, in September of each year.
- Section 2. Special assessments are for the funding of non-budgeted emergency items that may arise over the course of the year, subject to the approval of the Membership at the Annual meeting of the Association, or at a specially called meeting for this purpose.
- Section 3. The Board of Directors shall recommend an annual assessment, based on the proposed budget figure divided equally among the 182 lot owners of record, and approved by the Membership, at the annual meeting of the Association, in September of each year.
- Section 4. Annual assessments shall become due and payable on the first day of the fiscal year, currently October 1st. Special assessments shall be due on the date determined when they are approved or in the absence of such determination shall be set by the Board of Directors.
- Section 5. The fiscal year for the Association shall be October 1 through September 30.

ARTICLE XI
Amendments

The Bylaws may be amended by a two thirds vote of the members present in person and by proxy and voting at a membership meeting called in whole or in part for that purpose, provided that written notice of the proposed amendment shall have been provided to each member with the notice of the meeting. Amendments to the Bylaws may be proposed by the Board of Directors or by written petition signed by not less than 15% of the members in good standing and presented to the Association Secretary.