

This instrument prepared by:  
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**AMENDED AND RESTATED BYLAWS OF  
TAMARON HOMEOWNERS ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, TAMARON was formed by the recording of the Declarations of Restrictions of Tamaron, recorded in the following documents in Sarasota County, Florida:

Declaration of Restrictions, All of Tamaron Unit No. 1, recorded in Official Records Book 1110, Page(s) 256, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 2, recorded in Official Records Book 1172, Page(s) 140, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 3, recorded in Official Records Book 1238, Page(s) 1776, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit No. 4, recorded in Official Records Book 1263, Page(s) 868, et seq., of Sarasota County, Florida.

Declaration of Restrictions, All of Tamaron Unit #5, recorded in Official Records Book 1312, Page(s) 1213, et seq., of Sarasota County, Florida.

All five (5) of above being hereafter referred collectively to as the “Original Declarations.”

The Bylaws of Tamaron Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Bylaws of Tamaron Homeowners Association, Inc. (the “Bylaws”). Tamaron Homeowners Association, Inc. is organized for the maintenance, operation, and management of Tamaron, located in Sarasota County, Florida.

**This is a substantial rewording of the original Bylaws. See original Bylaw text and prior amendments for text that is amended by this document.**

**Article I**  
**Identity**

These are the Bylaws of Tamaron Homeowners Association, Inc. (the “Association”). The Association was incorporated under the laws of the State of Florida on September 24, 1979.

**Article II**  
**Name and Purpose**

Section 2.1 Purpose of the Association. The Association has been organized for the purpose of promoting community communications, and for the health, safety, and welfare of the

Owners of Lots located within Tamaron, a subdivision in Sarasota County, Florida, and performing all duties assigned to it under the provisions of the Original Declarations.

Section 2.2 Definitions. All words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in that instrument.

### **Article III** **Membership, Voting, and Proxies**

Section 3.1 Qualification. The qualification of Members, the manner of their admission to Membership and termination of such Membership shall be as set forth in the Association's Articles of Incorporation and herein.

Section 3.2 Membership in Good Standing for Voluntary Members. Voluntary Lot Owner Members shall remain in good standing in the Association by timely paying the amount of the Association's Annual Assessment.

Section 3.3 Proxies. Votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and any adjournments of said meeting provided such adjourned meetings occur within ninety (90) days of the original meeting, and must be filed with the Secretary (or other person designated by the Secretary) at or before the designated time of the meeting. Each proxy shall be revocable at any time at the pleasure of the Lot Owner executing it.

Section 3.4 Voting Representative. If a Lot is owned by one (1) person, the right to vote shall be established by the record Lot Owner. If a Lot is owned by more than one (1) person, any record Owner shall be entitled to vote for the Lot. If the joint Owners cannot agree on who shall vote or how to vote on a matter, no vote may be cast.

Section 3.5 Notice Information. The Association shall be entitled to give all notices required to be given to the Members of the Association to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown in 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. For Lot Owners who consent in writing to electronic notice, the Association may electronically notice those Lot Owners in lieu of notice by mail, following the procedures as provided in the Homeowners' Association Act, as amended.

### **Article IV** **Annual and Special Meetings of Members**

Section 4.1 Annual Meeting. An annual meeting of the Membership of the Association shall be held annually as decided by the Board. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

Section 4.2 Special Meetings. Special meetings of the Members of the Association shall be held whenever called by the President or Vice President, by a majority of the Board, or upon written petition of least thirty percent (30%) of the total Voting Interests of the Association. If the President or Vice President fails to call a special meeting pursuant to this Section within thirty (30)

days after the date the written petition was delivered to the Association's Secretary, any Member who signed the petition may set the time and place of the special meeting and give the Association notice as provided in this Article IV. The purpose of a special meeting shall be stated in the meeting notice for same.

Section 4.3 Notice of Member Meetings. Notice of all Member meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other Officer of the Association as may be designated by the Board. Such notice shall be mailed, delivered, or electronically transmitted to each Member, as required by Florida law, and shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than fourteen (14) days, but not more than sixty (60) days prior to the date set for such meeting.

- (a) If presented personally, a receipt of such notice shall be signed by the Member indicating the date on which such notice was received.
- (b) If mailed, such notice shall be deemed to be properly given when deposited in the United States mail and addressed to the Member at the address as it appears on the records of the Association.
- (c) 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 notice to such Member.
- (d) As permitted by Florida law, notice may be given by facsimile or email with proof of transmission by affidavit by the Secretary of the Association.

Section 4.4 Quorum. Ten percent (10%) of the voting rights represented in person or by proxy at a Member meeting shall constitute a quorum.

Section 4.5 Lack of a Quorum. If any Member meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. Prior to adjournment, an announcement must be made stating the time and place for the reconvened meeting, which announcement shall serve as notice of the rescheduled meeting.

Section 4.6 Member Approval of Agenda Items. Except as otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the Declaration, or where the same may otherwise be required by law, the affirmative vote of the majority of Members present in person or by proxy at any duly called Members meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all Members.

Section 4.7 Member Meeting Chairman. At meetings of the Membership, the President, or in his or her absence, the Vice President, shall preside, or in the alternative, the Board shall select a chairman.

Section 4.8 Order of Business. The order of business at any meeting of the members shall be, as far as practical or unless otherwise determined by the chairperson, as follows:

- A. Election of Chairperson (if President or designee is absent);
- B. Roll call, certification of proxies, and determination of a quorum;
- C. Proof of notice of meeting or waiver of notice;
- D. Reading of (or waiver of reading) minutes of prior meeting;
- E. Officer's Reports;
- F. Committee Reports;
- G. Appointment of Inspectors of Election;
- H. Election of Directors;
- I. Unfinished Business;
- J. New Business and announcements; and
- K. Adjournment.

Section 4.9 Lot Owners' Right to Speak at and Record Member Meetings. Members have a right to speak for up to three (3) minutes at all Membership meetings on any agenda item and on all other items opened for discussion. Any Lot Owner may tape record or videotape a meeting of the Members subject to such reasonable rules adopted by the Board.

## **Article V** **Board of Directors**

Section 5.1 Number of Directors. Directors must be Members of the Association. The affairs of the Association shall be managed by a Board of Directors consisting of no more than fifteen (15) Directors. Any change to the total number of Board members shall be made by the Board at a duly noticed Board meeting. Such meeting shall be held prior to the first notice of the Association's annual membership meeting, or the first notice of any special membership meeting at which Board elections will be held.

Section 5.2 Terms of Office. Each Director shall serve for a term of two (2) calendar years, running from January 1 through December 31. Such terms shall begin in an odd numbered year, on January 1 following the annual meeting at which the Director was elected or appointed, and end on December 31 in the following even numbered year.

Section 5.3 Election of Directors. Election of new Directors or election of current Directors to additional terms will occur on the even numbered years of the annual meeting of the Association. Every eligible Member who has an interest in serving as a Director may timely file as a candidate for any open position. Nominations for the election may be taken from the floor at the Annual Meeting. Directors will be elected by a majority vote of the members in attendance. The persons receiving the largest number of votes shall be elected. The ballots used for the election shall contain the names of the nominees, as well as spaces for persons nominated from the floor at the Annual Meeting, and shall contain a description of the number of vacancies eligible to be filled by the election. Election ballots may be cast by a proxy holder in the event a Member is unable to attend the Annual Meeting.

Section 5.4 Certification. Upon election, all Board members are required to provide or obtain certification pursuant to Section 720.3033, Florida Statutes, as amended. Record of this certification shall be kept by the Association as required by Florida Statutes Section 720.3033, as amended.

Section 5.5 Replacement of Directors. If the number of Board Directors drops below three (3) or the number of Directors which has been established by Board resolution, the Secretary may receive nominations for a new Director from the present Board. The nominations shall be voted upon at the next Board meeting. The vacancy will be filled only to the end of the particular Board Director's term.

Section 5.6 Resignation of Directors. Resignation from the Board must be in writing and received by the Secretary. Any Board Director who fails to attend three (3) regularly scheduled consecutive Board meetings without good cause shall be deemed to have resigned from such Director, as well as Officer, if applicable, seat. Any Board member position that opens pursuant to this Section shall be filled and served as provided in Section 5.5 above.

Section 5.7 Delinquent Directors or Directors Not in Good Standing. Any Board Director who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association for more than ninety (90) days is not eligible for Board membership, and shall automatically be considered to have resigned after such ninety (90) day period has passed. Further, any Voluntary Lot Owner Member not in good standing may not serve as a Board Director. Any Board member position that opens pursuant to this Section shall be filled and served as provided in Section 5.5 above.

Section 5.8 Recall of Directors. Members may recall Directors by vote in person or in writing in the manner provided in the Homeowners' Association Act.

## **Article VI** **Meetings of Directors**

Section 6.1 Organizational Meeting. An organizational meeting of the Board shall be held immediately after, and at the same place as, or within ten (10) days thereof, the annual meeting of Members, at which time the Directors shall elect the Officers of the Association.

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

Section 6.3 Special Board Meetings. Special meetings of the Board shall be held when called by an Officer of the Association or a majority of Directors.

Section 6.4 Quorum and Minutes. A meeting of the Board occurs whenever a quorum of the Board gathers to conduct Association business. A majority of the Board 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. Board members may attend a Board meeting by speakerphone or video conferencing. Minutes shall be kept for all Board meetings.

Section 6.5 Notice of Board Meetings. Notice of regular or special meetings of the Board shall be given to each Director, personally, by mail, facsimile, telephone, or email, at least forty-eight (48) hours prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived. Each Board member may waive, in writing, the need for or receipt of his or her personal

notification, except in an emergency. Notice of Board meetings shall be provided to the Lot Owners by being posted in a conspicuous place in the community at least forty-eight (48) hours in advance of the meeting, except in an emergency or otherwise provided by law.

Section 6.6 Order of Business. The order of business at Board meetings shall be, to the extent applicable:

- A. Calling of roll;
- B. Proof of due notice of meeting;
- C. Reading (or waiver of reading) of any unapproved minutes;
- D. Reports of officers and committees;
- E. Election of officers;
- F. Unfinished business;
- G. New business; and
- H. Adjournment.

Section 6.7 Members' Right to Attend Board Meetings. All meetings of the Board shall be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the meeting would be governed by the attorney-client privilege, or as otherwise provided by law.

Section 6.8 No Voting by Ballot or Proxies. Directors may not vote by proxy or secret ballot at Board of Directors meetings.

## **Article VII** **Officers**

Section 7.1 Officers. The Officers of the Association shall be chosen from the Board Directors and shall be a President, Vice-President, Secretary, and Treasurer. Any director may hold two (2) offices, except that the President shall not also be the Secretary.

Section 7.2 Election of Officers. All of the Officers of the Association shall be elected by the Board at the organizational meeting of the Board. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until a successor has been duly elected and qualified or until the Officer's earlier death, resignation, or removal.

Section 7.3 Vacancies. Except for recalls, which vacancies shall be filled in accordance with Florida Statutes Section 720.303, a vacancy in any office because of death, resignation, or other termination of service may be filled by the Board for the unexpired portion of the term.

Section 7.4 Removal of Officers. All Officers shall hold office at the pleasure of the Board and may be removed by a majority of the Board Directors.

Section 7.5 Duties of the President. The President shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out.

Section 7.6 Duties of the Vice President. The Vice President shall perform all the duties of the President in his or her absence. The Vice President, or his or her appointed agent, shall also perform such other acts and duties as may be assigned by the Board in its discretion.

Section 7.7 Duties of the Secretary. The Secretary shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose and shall also keep the records of the Association. The Secretary, or his or her appointed agent, shall maintain a roster of the names of all Members of the Association, together with the addresses as registered by such Members.

Section 7.8 Duties of the Treasurer. The Treasurer shall receive and deposit in appropriate institutional accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board; provided, however, that a resolution of the Board 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, or his/her appointed agent, shall keep proper books of accounting and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a Member in the manner provided in the Homeowners' Association Act.

Section 7.9 Community Association Manager. The Board may employ the services of a licensed community association manager as it shall determine appropriate to actively manage, operate, and perform the business of the Association, including but not limited to, performing the defined duties of the Treasurer and/or Secretary, with such powers and duties and at such compensation as the Board may deem appropriate and provided by resolution from time to time. Such manager shall serve at the pleasure of the Board.

Section 7.10 Compensation. Neither Directors, Officers, volunteers, appointees, nor Committee Members shall be compensated for service, except that reimbursement may be made for out-of-pocket expenses incurred by such person on behalf of the Association, subject to approval in accordance with procedures established by the Association's governing documents or, in the absence of such procedures, in accordance with an approval process established by the Board.

Section 7.11 Liability and Indemnification. Every Director and every Officer of the Association shall be indemnified by the Association as provided in the Articles of Incorporation.

### **Article VIII** **Fiscal Management**

Section 8.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 8.2 Annual 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.

Section 8.3 Annual Assessments for Members. Pursuant to the estimates in the annual budget, the Board shall levy an Annual Assessment against each Member's Lot. Notice of the Annual Maintenance Assessments levied against each Member's Lot, together with a copy of the budget as adopted by the Board, shall be made available to each Member as set forth in the

Declaration. If a Member shall be delinquent in the payment of an Assessment due, the amount remaining shall bear interest from the due date at the highest rate of interest permitted by law and shall be subject to such late charges as may be established by the Declaration and the uniform administrative Rules and Regulations of the Board. The Association may file in the Public Records of Sarasota County, Florida, a written claim of lien against any Member's Lot for which there remains any unpaid assessment, interest, and/or charges as provided herein.

Section 8.4 Annual Assessments for Voluntary Lot Owner Members. Pursuant to the estimates in the annual budget, the Board shall provide Voluntary Lot Owners with notice of the amount to be paid to remain members in good standing with the Association, and opportunity for timely payment of same, but such amount shall NOT be levied against the Lots of such Voluntary Members and cannot be a lien against such Lots.

Section 8.5 Signatories. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer, Directors, or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board.

### **Article IX** **Official Records**

The official records of the Association shall be maintained as required by Florida law. Such records shall be available and subject to inspection by any of the Association Members in the manner provided in the Homeowners' Association Act.

### **Article X** **Amendments**

These Bylaws may be amended by majority vote of the Members present, in person or by proxy, at any duly noticed meeting of the Members at which a quorum has been obtained. Upon successfully obtaining the Membership approval required herein, the Bylaw amendment along with a duly executed certificate of amendment shall be recorded in the Public Records of Sarasota County, Florida. Upon the recording of the amendment and certificate of amendment in the Public Records, the amendment shall be legally effective.

### **Article XI** **Regulations**

The Board may from time to time adopt such uniform administrative Rules and Regulations governing the details of the operation of the Association, and restrictions upon and requirements regarding the use and maintenance of the Lots and of the Common Areas as may be deemed necessary and appropriate from time to time to assure the enjoyment of all the Lot Owners and to prevent unreasonable interference with the use of the Lots and the Common Areas, as shall not be inconsistent with the Declaration, Articles of Incorporation, and these Bylaws.

### **Article XII** **Committees**



The committees of the Association shall be established by the Board as needed for resolution of matters not handled as routine business of the Association. Each committee shall consist of individuals appointed by the Board, who shall serve at the discretion of the Board. Notice for any Association committee meetings shall be as required by Florida law.

**Article XIII**  
**Conflict**

The Association's governing documents shall control in the following order of priority: Declaration; Articles of Incorporation; these Bylaws; and any Rules and Regulations.

**Article XIV**  
**Construction**

The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to operate the Tamaron community. Whenever the context so requires, the use of any gender herein shall be deemed to include all genders, and the use of the plural shall include the singular and the singular shall include the plural.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

**[SEE CERTIFICATE FOR SIGNATURE PAGE]**