

**BYLAWS**  
OF  
GULL AIRE VILLAGE ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Gull Aire Village Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 151B Gull Aire Blvd., Oldsmar, FL 34677, but meeting of members and directors may be held at such places within the State of Florida, Pinellas County, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Gull Aire Village Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean all real property described in the Covenants, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property maintained by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land designated for single family use shown upon any recorded subdivision Plat of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Covenants" shall mean and refer to the Amended Covenants and Restrictions applicable to the properties recorded in the Office of the Clerk of the Circuit Court, Pinellas County, in ***O.R. Book 5233 at page 733*** as the same may be amended from time to time.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation.

ARTICLE III  
MEMBERSHIP

Every person or entity who is an Owner of any Lot, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

## ARTICLE IV VOTING RIGHTS

Section 1. Class of Members. The Association shall have one class of voting members:

Members shall be all Owners and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as a single vote and may not be divided. Nominations for directorship shall be exercised as one individual per lot. In no event shall more than one vote or one nomination for directorship be cast with respect to any Lot.

## ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held on the 4th Tuesday in February of each year at the hour of 7:30 P.M.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote ten percent (10%) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting by delivering a copy to or by mailing a copy of such notice, postage prepaid, at least 14 days before such meeting to each member entitled to vote thereat, addressed to or delivered to the member's address last appearing on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast thirty percent (30%) of the votes of the membership shall constitute a quorum for any action. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable.

## ARTICLE VI BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this association shall be managed by a Board of not less than five (5) nor more than seven (7) directors, who shall be members of the Association. The exact number of directors shall be set by a resolution adopted by the Board of Directors sixty (60) days prior to the annual meeting at which the elections are to be held.

Section 2. Term of Office. Directors shall be elected by the members entitled to vote at the regular annual meeting of the corporation. Directors shall be elected to serve for a two (2) year alternating terms.

Section. Removal. Any director may be removed from the Board, with or without cause, by majority vote of the members of the Association entitled to vote. In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting they could take at a meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, and two or more additional members of the Association. The Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members. Nominations shall also be taken from the floor at the annual meeting as prescribed by law.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE VIII MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than quarterly after notice or written waiver of notice, at such place and hour as may be fixed from time to time by a resolution adopted by the Board. Notice of the regular meeting schedule shall be posted at least 48 hours in advance of a meeting conspicuously in the recreation building of Gull Aire Village Association.

Sections 2. Special Meetings. Special meeting of the Board of Directors shall be held when called by the president of the Association, or by any three directors. Notice of the special meeting schedule shall be posted at least 48 hours in advance of a meeting conspicuously in the recreation building of Gull Aire Village Association.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and/or fines for the infraction thereof.

(b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any maintenance fee levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Covenants;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) As more fully provided in the Covenants, to:

- 1) Prepare a budget and determine the amount of the annual/monthly maintenance fee against each Lot necessary to meet the demands of the prepared budget for the next fiscal year at least sixty (60) days in advance of each annual period;
- 2) Send written notice of the budget and maintenance fee every Owner subject thereto at least thirty (30) days in advance of the annual period and
- 3) Take such action as it may deem appropriate to foreclose the lien against any property for which maintenance fees are not paid after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or to cause and appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any maintenance fees has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states maintenance fee has been paid, such certificate shall be conclusive evidence of such payment;

(e) Procure and maintain adequate liability and hazard insurance on property owned and/or maintained by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common areas to be maintained.

## ARTICLE X OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The Officers of this Association shall be a president, a vice-president, a secretary, and a treasurer, who shall at all times be members of the Board of Directors, and such other officers the Board may from time to time create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (a) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The office of secretary and treasurer or vice-president and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

a) The president shall preside at all meetings of the Board of Directors and at the annual meeting of the members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments.

Vice-President

b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

d) In the absence of hiring a certified management company, the treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board of Directors, and keep proper books of account. If a certified management company has been retained by the Association, the Treasurer shall review and verify the monthly reports received from the management company for reasonableness and correctness. The Treasurer shall cause an annual audit of the Association books to be made by an audit committee at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE XI COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

## ARTICLE XII BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable hours, be subject to inspection by any member. The Covenants, Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XIII MAINTENANCE FEES AND ASSESSMENTS

As more fully provided in the Covenants, each member is obligated to pay to the Association annual and special maintenance fees and assessments which are secured by a continuing lien upon the property against which the assessments is made. No Owner may waive or otherwise escape liability for the assessments provided for therein by non-use of the Common Area or abandonment of his/her Lot.

## ARTICLE XIV CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: GULL AIRE VILLAGE ASSOCIATION, INC.

## ARTICLE XV AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Board of Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Covenants and these Bylaws, the Covenants shall control.

## ARTICLE XVI INDEMNIFICATION

The Association shall indemnify every director and every officer, his/her heirs, executors and administrators against any loss, costs and expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the corporation, including reasonable attorneys' fees, except as to matters wherein he/she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of willful misfeasance or malfeasance. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XVII  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of February and end on the 31<sup>st</sup> day of January of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, We, being all of the directors of GULL AIRE VILLAGE ASSOCIATION, INC. have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CERTIFICATION

I, the undersigned, do hereby certify:  
THAT I am the duly elected and acting Secretary of GULL AIRE VILLAGE ASSOCIATION, INC., a not-for-profit Florida corporation, and, THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
Secretary