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**BYLAWS OF**  
**TUSCANY GLEN HOMEOWNERS ASSOCIATION, INC.**  
**A Florida Nonprofit Corporation**

**ARTICLE I**  
**OFFICES**

The principal office of the Corporation shall be in the State of Florida. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

**ARTICLE II**  
**MEMBERS**

**Section 1. Qualification.** Membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purposes of the Corporation.

**Section 2. Manner of Admission.** Every person or entity who is a record fee simple owner of a Lot shall be a member of the Association (the "Members") and shall have the voting rights as set forth below, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot within the Property.

**Section 3. Membership Classes.** There shall be only one class of Membership:  
(a) Voting Members. The Corporation shall have Voting Members who shall have all the rights and privileges of Members of the Corporation.

**Section 4. Annual Meetings.** The purpose of the annual meeting of Members is to elect Directors and to transact such other matters as may properly come before the Members. The annual meeting of the Members of the Corporation shall be held at the times and places designated by the Board of Directors or the President of the Corporation. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Corporation or the validity of actions of the Corporation.

**Section 5. Regular Meetings.** Regular meetings of the Members shall be held at least annually on such date and at such time as the Board may establish. No less than three (3) days notice of a regular meeting must be given to each member.

**Section 5a. Special Meetings.** Special meetings of the Members shall be held when called by the President or Vice President of the Association, with the agreement of a majority of the Board, after not less than three (3) days notice to each member. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

**Section 6. Place of Meeting.** The Board of Directors may designate any place within the State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation in the State of Florida.

**Section 7. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally, by mail or by e-mail not less than three (3) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member or record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

**Section 8. Waiver of Notice.** A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9. Voting Record.** If the Corporation has six (6) or more Members of record, the officers having charge of the membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

**Section 10. Member Quorum and Voting.** Unless otherwise required in the Articles of Incorporation, a majority of the Members appearing in person or by proxy shall constitute a quorum at a meeting of Members. When a specified item of business is required to be voted on by a class of Members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such class shall constitute a quorum for the transaction of such items of business by that class. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action already taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 11. Votes.** Each Voting Member shall be entitled to one vote on each matter submitted to vote at a meeting of Members. Only Members in good standing (i.e. current on Association dues) shall be entitled to exercise their vote.

**Section 12. Proxies.** 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 shall be in writing and shall be signed by the Member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) 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.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. General Powers.** Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the Management and affairs of the Corporation shall be controlled by the Board of Directors.

**Section 2. Number, Qualification, Election and Tenure.** The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than three. The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. The Directors must be Members of this Corporation but need not be residents of Florida. Directors shall be elected by the Members at the annual meeting of Members and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

**Section 3. Annual Meetings.** The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and at such place as shall be determined from time to time by the Board of Directors. Any meeting of the Board of Directors must adhere to the notice requirements as stated above and must be open to all members of the Association.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called as provided in the section above referring to Special Meetings. Any meeting of the Board of Directors must adhere to the notice requirements as stated above and must be open to all members of the Association. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

**Section 6. Notice and Waiver.** Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by e-mail to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or

convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 7. Quorum and Voting.** A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Members, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

**Section 9. Removal.** At any meeting of Members called expressly for that purpose, any Directors may be removed from office, with or without cause, by vote of holders of a majority of the outstanding shares then entitled to vote at an election of Directors. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

**Section 10. Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting because of an asserted conflict of interest.

#### **ARTICLE IV** **OFFICERS**

**Section 1. Officers.** The officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

**Section 2. Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at its meeting after each annual meeting of Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

**Section 4. Vacancies.** Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the unexpired terms of such offices.

**Section 5. Duties.** The President shall preside at all meetings of the Board of Directors and of the Members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

**Section 6. Delegation of Duties.** In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

## **ARTICLE V** **OTHER COMMITTEES**

**Section 1. Creation of Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more other committees.

**Section 2. Other Committees.** Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

**Section 3. Meetings.** Regular meetings of the other committees may be held without notice at such time and at such place as shall from time to time be determined by the committees, and special meetings of the other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

**Section 4. Vacancies.** Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

**Section 5. Quorum.** At all meetings of the committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

**Section 6. Manner of Acting.** The acts of a majority of the members of the other committees present at any meeting at which there is a quorum shall be the act of such committee.

**Section 7. Minutes.** The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

**ARTICLE VI**  
**MEMBERSHIP CERTIFICATES**

**Section 1. Form and Issuance.** Members of the Corporation may be issued certificates signed by the President or a Vice President, and by the Secretary or an Assistant Secretary. Each Membership certificate shall state the following: (a) the name of the Corporation; (b) that the Corporation is organized under the laws of the State of Florida; (c) the name of the person or persons to whom issued; and (d) the class of Membership. The Membership certificate itself shall convey no rights or privileges, but shall only be for identification.

**Section 2. Lost, Stolen or Destroyed Certificates.** The Corporation may issue a new Membership certificate in the place of any certificate previously issued if the Member named in the certificate (a) makes proof in affidavit form that it has been lost, destroyed or stolen; (b) requests the issuance of a new certificate; and (c) satisfies any other reasonable requirements imposed by the Corporation.

**ARTICLE VII**  
**BOOKS, RECORDS AND REPORTS**

**Section 1. Report to Members.** The Corporation shall send an annual report to the Members of the Corporation not later than three (3) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

**Section 2. Inspection of Corporate Records.** Any person who is a Voting Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within three (3) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

**ARTICLE VIII**  
**NONPROFIT OPERATION**

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Directors and Officers without violating this provision.

**ARTICLE IX**  
**FISCAL YEAR**

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the fiscal year of the Corporation.

**ARTICLE X**  
**SEAL**

The corporate seal shall bear the name of the Corporation between two concentric circles and in the inside of the inner circle shall be the year of incorporation.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee, including former Officers and Directors, to the full extent permitted by the state corporation laws.

**ARTICLE XII**  
**AMENDMENTS**

These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the Members.

**ARTICLE XIII**  
**PURPOSES**

The Corporation is organized, and shall be operated exclusively for the following purposes:

- A. To enforce the Declaration of Restrictions, Easements and Covenants of TUSCANY GLEN HOMEOWNERS ASSOCIATION, INC. (the "Declaration"), consisting of home sites in Clay County, Florida, to be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE XIV  
INCONSISTENCIES**

In the event of any inconsistency between the provisions of these Bylaws and the Declaration or Articles of Incorporation, the provisions of the Declaration and Articles of Incorporation shall control.


Approved as of the 30<sup>th</sup> day of April, 2009.

Tuscany Glen Homeowners Association, Inc.

By:   
Angelo D'Amico, President

  
Monroe A. Paradee, Vice President

  
Courtney Williford, Treasurer

ATTEST:   
Carole E. Wilson, Secretary