

ITHOA, INC.
A Florida Non-Profit Corporation

AMENDED AND RESTATED BYLAWS

The lot owners (the “Lot Owners”) of the Subdivisions known as Indian Trails and Indian Trails Addition, Pinellas County, Florida, (collectively the “Subdivisions”) and as members of ITHOA, INC., a Florida non-profit corporation, for our mutual benefit, protection and welfare, do hereby adopt the following Amended and Restated Bylaws (formerly known as “Constitution and Bylaws”). These revised Bylaws shall replace and supersede all prior versions of the Bylaws.

Article I
Name And Objectives

Section 1. The name of this corporation is ITHOA, INC. (hereinafter referred to as the “Association”). This corporation was incorporated under the provisions of Chapter 617, Florida Statutes on December 8, 1983.

Section 2. The objectives of the Association are to promote community interest and general welfare of the Lot Owners; to enforce zoning, building restrictions and other deed restrictions within the aforesaid Subdivisions or adjacent properties where The Association may be affected; to pursue development, installation and proper maintenance of improvements and services affecting the Subdivisions, and to carry on all other activities permitted under the laws of the State of Florida and the United States of America.

Section 3. This shall be a not-for-profit corporation dedicated to the preservation of property values and to active participation and cooperation in the protection of these rights and properties. The Association will promote individual and group activities for the betterment of this Subdivision and will oppose individual and group activities that may lessen the attractiveness of this Subdivision as a residential community.

Section 4. Articles, Sections, clauses and provisions contained herein are neither intended nor established as conditions of individual protection, but as collective protection for all members. Nothing herein is to be interpreted in such a manner as to be discriminatory against any individual or group of individuals.

Article II
Membership

Section 1. The members of The Association shall be all the owners of Lots in Indian Trails and Indian Trails Addition Subdivisions, Pinellas County, Florida. If ownership of any Lot shall be in more than one person, all such persons shall be entitled to membership, and any member shall be entitled to hold elective office or to vote on matters affecting the Association.

Section 2. Members are expected to abide by the tenets and restrictions of the Deed Restrictions,

the Articles of Incorporation, Bylaws, and Rules and Regulations of the Association, and to assist the Association in making the community a neighborly place to live and enjoy.

Article III
Annual Dues and Special Assessments

Section 1. The annual membership dues for the year shall be established pursuant to the Declaration governing the Subdivisions from time to time (also known as the “Restrictions”).

Section 2. Dues shall become payable and considered delinquent as provided for in the Declaration.

Section 3. Should the dues be insufficient to cover operating expenses or expenses of special approved projects, the need for additional funds shall be presented to and approved by vote, in person or by proxy, as further provided in the Declaration.

Section 4. The Association may levy Special Assessments from time to time as set forth in the Declaration.

Section 5. The Association*s fiscal and administrative year begins January 1 and ends December 31.

Article IV
Revenue

Section 1. The revenue of The Association shall be derived from annual dues, Special Assessments, donations, or by other means as may be approved by the general membership.

Article V
Meetings of Membership

Section 1. The Annual Meeting and election of officers shall be held each year any time during the month of January. The time and place of said meeting shall be determined by the Board of Directors.

Section 2. Additional meetings may be called at any time by the President with the approval of the Board of Directors.

Section 3. Special meetings shall be held at any time on the written petition of thirty percent (30%) of the membership to the President.

Section 4. At least ten (10) days notice shall be given to all members stating the time, place and the purpose of any membership meeting.

Section 5. Quorum. A quorum consists of thirty percent (30%) of the membership represented in person or by proxy, including members of the Board, as defined in Article II, Section 1, hereof.

Section 6. Voting. At any legal meeting, an affirmative vote of the majority of the membership present or by proxy is necessary to carry any motion duly made and seconded, or to pass affirmatively any resolution or transact any other business that may properly come before said meeting. When a roll-call vote is called, each Lot shall have one vote regardless of the number of Lot Owners owning such Lot. Proxy votes will be acceptable if submitted to the President or Secretary at or prior to said meeting. Any one of the owners may vote on behalf of a Lot owned by two or more persons, provided that if the owners of such Lot do not agree as to how the vote is to be cast, such vote will not be counted.

Section 7. Roberts* Parliamentary Rules of Order shall prevail, but the Board of Directors may modify these rules as it reasonably determines from time to time.

Section 8. Order of Business:

- a. The President shall establish whether or not a quorum is present. If not, there is no legal meeting.
- b. Verification of proper notice of meeting.
- c. The Secretary will read the minutes of the last meeting.
- d. Report of the Treasurer.
- e. Report of the President.
- f. Report of standing committees, if any.
- g. Old business.
- h. New business.
- i. Adjournment.

Article VI **Election Procedures**

Section 1. The Board of Directors shall appoint a chairman of a Nominating Committee. This chairman will appoint several (minimum of three) committee members who know the Association job requirements and the members who may be considered as likely and willing candidates. The committee will recommend a replacement for each Director leaving office.

Section 2. At the Annual Meeting held in January, the chairman of the Nominating Committee will report the committee*s recommendations as to candidates who have previously expressed a willingness to serve. The President will entertain a motion for possible other nominations from the members present at the meeting. If there are no additional nominations, then a motion will be

in order to consider the candidates presented by the Nominating Committee as duly elected. When an additional slate is presented, a vote by ballot shall be held, unless the Board is expanded by membership vote as set forth in Article VII, Section 1. Persons holding proxies from members not present at the meeting may vote the ballot for such absent member. Those candidates receiving the plurality of the votes cast shall be considered elected.

Article VII **Board of Directors**

Section 1. The affairs of the Association shall be managed by a Board of Directors which shall have not less than five (5) nor more than nine (9) members, with the number of directors for the upcoming year to be determined by a majority vote of those persons voting, in person or by proxy, at the annual meeting. The directors shall each serve terms of one year, or until their successors are appointed or elected.

Section 2. The function of the Board is to represent the membership and carry out the mandates of the governing documents, as well as to operate and manage the Subdivisions for the purposes intended. They may investigate and gather information necessary for them to make recommendations pertinent to the welfare of the community. They may do all things which in their judgment will be of benefit to the community, subject to any limitations imposed by law or by the governing documents. The Board shall also have the powers set forth in Chapters 617 and 720 of the Florida Statutes, as amended from time to time.

Section 3. The Board of Directors shall have no power to obligate financially or commit the Association to any expenditures beyond the funds in the budget, or any special assessments or additions to the budget provided for in the governing documents. A contingency reserve account is to be established by the Board in the amount of Ten Percent (10%) of the total operating funds in connection with the adoption of each budget, and such funds are only to be used for unanticipated circumstances or expenditures that arise during the year, as determined by the Board, and not for ordinary operating expenses. Property of the Association may be used or disposed of in accordance with the directions of the Board of Directors.

Section 4. Regular Board meetings shall be held quarterly at a time and place determined by the President. Special meetings of the Board may be called by the President, or the majority of the Board, when necessary.

Section 5. Quorum. An assembly of a majority of the Board of Directors shall constitute a quorum.

Section 6. Vacancies. Any vacancy occurring on the Board may be filled by appointment by the remaining Board members, with such appointee to serve until the next election.

Section 7. Removal. Any Board member may be removed from office by a majority vote of all members of the Association, with or without cause. Such vote may be held by written petition or by a vote at a meeting. Additionally, a Board member may be removed from office by the other

Board members for missing two consecutive Board meetings without an adequate excuse, as determined by the Board, or by failing to remain current in payment of dues and assessments and with such delinquency extending for at least 30 days without excusal by the Board.

Article VIII **Officers**

Section 1. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer. They shall be elected by the Board of Directors at an organizational meeting held no later than ten (10) days after the Annual Meeting held in January and shall take office immediately. They shall serve until their successors have been duly elected and installed, provided that a majority of the Board may vote at any time to remove a Board member from a particular position as an officer.

Section 2. The officers must be members of the Association.

Section 3. *President.* The President shall be the chief executive officer of the Association. He/she shall preside over all meetings of the Association and of the Board.

Section 4. *Vice President.* The Vice President shall assist the President in his/her duties. The Vice President will preside at all meetings in the absence of the President. Should an incapacity of the President become of a permanent nature, then the Vice President shall automatically become President, until another person is elected to this office by the Board.

Section 5. *Secretary.* The Secretary shall keep an accurate record of all meetings of the Association. The Secretary shall conduct all correspondence; maintain a file of all correspondence; and keep up-to-date records of the members of the Association. All money received by the Secretary shall be turned over to the Treasurer. In the case of the absence of the Treasurer, the Secretary will assume the duties of the Treasurer.

Section 6. *Treasurer.* The Treasurer will receive and keep accurate records of all monies received and disbursed by the Association and shall deposit same in a checking account with a banking institution as designated by the Board. He/she shall report receipts and disbursements at each meeting. The records shall be duly examined and verified annually by an auditing committee appointed by the President. In the case of the Secretary's absence, the Treasurer will perform all the duties of the Secretary.

Section 7. *Vacancy.* In the event of a vacancy in the office of the Vice President, Secretary, Treasurer or Board member, a majority of the Board will appoint a member qualified to fill the office for the unexpired term.

Section 8. *Management Company.* The Board may retain a management company to assist in operating and managing the property. In such case, the management company may assume some of the duties of the officers which are set forth above.

Article IX

Standing Committees

Section 1. The Board shall appoint Association members to the chairmanship of standing committees. Each chairman shall appoint the necessary number of committee members to fulfill the functions and responsibilities of his committee, provided that any such committee members may be removed by the Board.

Section 2. Duties and Responsibilities of standing committees:

- a. *The Hospitality Committee.* This committee shall acquaint new Lot Owners with the objectives and activities of the Association and enlist active participation. It shall also act as a welcoming host to new Lot Owners and in every way strive for a spirit of friendliness, cooperation and good fellowship in the community.
- b. *The Social Committee.* This committee shall be responsible for the planning and management of any social activities and social events approved by the membership and sponsored by the Association. The committee shall make recommendations to the Board concerning a social program.
- c. *The Deed Restrictions Committee.* This committee shall function to seek to maintain and improve property values and assist in enforcement of the restrictions the Subdivisions as more specifically set forth in the Declaration.
- d. *The Local Government and Utilities Committee.* This Committee shall maintain contact with the various State and County Departments, other homeowner associations, and public service utilities, which provide services to the Subdivision. Street and sidewalk maintenance, water, sewer, lighting, fire protection and other civil services are subject to this committee.
- e. *The Security Committee.* This Committee shall be responsible for the planning and organization of a "Neighborhood Watch" program in cooperation with appropriate local law enforcement agencies. It is anticipated that all members of the Association will participate. The committee shall acquaint present and new Lot Owners with its objectives and activities, soliciting all Lot Owners* participation for our mutual security. The committee shall make recommendations and acquire approval of the Board prior to its commitments or practical implementation of proposed activities.

Article X **Settlement of Non-Compliance** **With Deed Restrictions and Other Complaints**

Section 1. Specific complaints involving infringements of rules and restrictions or other complaints may be submitted in written form to the Board.

Section 2. When a complaint is received, it shall be considered by the Board or appropriate

committee or individual.

Section 3. The Board and its committees shall use any or all appropriate action such as calling attention to non-compliance, persuasion, notification, or any other means to settle disputes in a neighborly way. Resort to legal action must be approved at a legally constituted Board meeting including agreement on the provision of funds to pay for the legal action.

Section 4. Each Lot Owner shall be governed by and comply with the terms of the Declaration, the Articles of Incorporation, the Bylaws and Rules and Regulations. In the event of any proceedings arising because of an alleged failure of a Lot Owner to comply with the terms of the Deed Restrictions, the Articles of Incorporation, the Bylaws or the Rules and Regulations, including mediation and pre-litigation demand letters and enforcement, the prevailing party shall be entitled to recover the costs of the proceedings and such reasonable attorney fees, including appellate attorneys fees, as may be awarded by the Court.

Section 5. Additional enforcement provisions are set forth in the Declaration.

Article XI **Amendments**

The Bylaws may be amended by a two-thirds vote of the membership present and voting at a legal membership meeting, in person or by proxy. Notification of the proposed amendment to the entire membership will be the responsibility of the Board and must be given to each member thirty (30) days prior to the membership meeting at which such amendment will be voted upon.

Article XII **Dissolution**

The Association may be dissolved by the vote of a two-thirds (2/3) majority of all members. In the event of dissolution, the property of the Association shall be distributed pro-rata to its members then in good standing on the rolls of the Association.