

BY-LAWS

OF

TRAILS WEST HOMEOWNERS ASSOCIATION, INC.

a corporation not for profit

1. GENERAL

1.1 These are the By-Laws of TRAILS WEST HOMEOWNERS ASSOCIATION, INC., called the Association, a Florida non-profit corporation.

1.2 The fiscal year of the Association shall be the calendar year

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida," the words "corporation not for profit," and the year of incorporation.

2. MEMBERSHIP, VOTING QUORUM, PROXIES

2.1 Voting Membership. There shall be one vote for each fully assessed lot in the subdivision area for which all assessments, of whatsoever nature, are fully paid and current. As used herein, the term "majority of owners" or similar phrases means the owners of lots who own 51% or more of the votes. (By amendment adopted November 9, 1990).

2.2 Quorum. A quorum at members meetings shall consist of the presence in person or by proxy of a majority of those owners of lots entitled to vote, except where approval by a greater number is required by the Articles of Incorporation, the By-laws or restrictions. (By amendment adopted November 9, 1990).

2.3 Proxies. At meetings of the membership, votes may be cast in person or by limited proxy. General Proxies and/or limited proxies may be used to establish a quorum. Proxies shall be valid only for the particular meeting designated thereon and any adjournment thereof and must be filed with the secretary before or during the meeting. A member may withdraw his proxy at any time before it is voted. (By Amendment adopted December 16, 1993).

3. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

3.1 Annual Members Meeting. The annual membership meeting shall be held at such time and place designated by the board of directors on the third Monday in November beginning in 1990 and on the same day and month thereafter, or sooner, as specified by the Articles of Incorporation, for the purpose of electing directors and transacting any other business authorized to be transacted by the members; provided, however, that if the date is a legal holiday, the meeting shall be held at the same time on the next day that is not a holiday. (By amendment adopted November 9, 1990).

3.2 A Special Members' Meeting shall be held whenever called by the president or vice-president or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request of one-third of the members.

3.3 Written notice of all members' meetings, including annual meetings, stating a time and place and the object for which the meeting is called shall be given by the president, vice-president or secretary unless waived in writing. Such note shall be delivered or mailed by first class mail to each member to his address, as it appears on the books of the Association, not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Notice of meetings may be waived before or after meetings.

3.4 Voting In case a lot is owned by more than one person or by a corporation or other entity, its vote may be cast by any person designated in writing by all owners of the lot, or by the president in the case of a corporation, and filed with the secretary. Such designation shall be valid until revoked in writing.

3.5 Adjourned Meetings. In the absence of a quorum at any meeting, the members present may adjourn the meeting from time to time until a quorum is present.

3.6 The Order of Business. At Annual Members' Meetings and as far as practical at other members meetings, the order of business shall be:

- a. Calling of the roll and certifying proxies.
- b. Proof of notice of meeting.
- c. Reading and approval of minutes.
- d. Reports of officers and committees.
- e. Election of inspectors of election.
- f. Election of directors.
- g. Unfinished business.
- h. New business.

3.7 Written minutes of all meetings of the lot owners shall be kept and be available for inspection by owners and board members at all reasonable times.

4. BOARD OF DIRECTORS

4.1 Number and Qualification of Directors. The Board of Directors of the Association shall consist of not less than five nor more than nine directors with a minimum of one director representing the association and each separate association established as the corporate entity holding title to common areas located within and constituting parcels of land subject to those restrictive covenants recorded in Official Records Book 2219 at page 0462 Public Records of Volusia County, Florida, by their original or subsequent application by incorporation of additional lands within the restricted area. Each director must be at least twenty-one (21) years of age and own real property within the restricted area. The exact number of directors of the association is to be determined at the time of election. (By Amendment adopted December 16, 1993).

4.2 Election of Directors: Elections of the Directors shall be conducted in the following manner:

- a. Election of Directors shall be conducted at the annual members meeting.
- b. Elections shall be conducted by ballot in accordance with Florida law, and the Board of Directors shall establish procedures for the conduct of elections.

4.3 Term of Directors. Directors of the corporation shall serve for terms of office specified as follows:

a. One half or one less than one half of the total number of Directors elected to office for terms commencing at the annual membership meeting held in November 1990 shall be elected for terms of office of two years.

b. One half or one more than one half of the total number of Directors shall be elected for terms of office commencing at the annual membership meeting held in November 1990 for a term of one year.

c. Annually, and commencing in November 1991 and thereafter, Directors shall be elected to fill the vacancies created by the expiration of the term of Directors of the enlargement of the total number of Directors to serve for a term of two years.

d. No Director may serve in that capacity by election for more than six consecutive years.

e. Vacancies on the Board of Directors caused by resignation, death, impeachment or other circumstances shall be filled by appointment by a majority vote of the remaining members of the Board of Directors and the appointed Director serve the remainder of the unexpired term of the membership position to which he or she is appointed without that appointed term in office preventing his or her subsequent election for successive additional terms equaling six years. Appointments to fill vacancies shall be made as to preserve area representation as required in paragraphs 4.1 and 4.2, above. (By amendment adopted November 9, 1990).

4.4 The Organizational Meeting of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they are elected, and no further notice of the organizational meeting shall be necessary.

4.5 Regular Meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director personally or by mail, telephone or telegraph, at least three (3) days prior to the date named for such a meeting, unless notice is waived.

4.6 Special Meetings of the directors may be called by the president, and must be called by the secretary at the written request of one-third of the directors. Not less than three (3) days' written notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

4.7 Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

4.8 A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting in which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of directors is required by the Articles of Incorporation or by these By-Laws.

4.9 The Presiding Officer of directors meetings shall be the president. The absence of the presiding officer, the directors present shall designate one of their number to preside.

5.0 Meetings of the Board of Directors shall be open to all lot owners and notice of meeting shall be posted conspicuously, forty-eight (48) hours in advance for the attention of owners except in an emergency. Minutes of all Board meetings shall be kept in a business like manner and available for inspection by lot owners at all reasonable times.

5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

5.1 All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under common law and the statutes, the Articles of Incorporation and these By-Laws, without limiting the generality of the foregoing, the following:

a. To make, levy and collect assessments against members and members' lots to defray the costs of the Association and to use the proceeds of said assessments in the exercise of the powers and duties of the Association.

b. To make and amend regulations governing the use of the property, real and personal, of the Association so long as its regulations do not conflict with the restrictions, the Certificate of Incorporation and these By-Laws.

c. To employ such personnel as may be required for proper operation of the Association.

6. OFFICERS

6.1 The executive officers of the Association shall be a president, a vice-president, a treasurer, a secretary and an assistant secretary, all of whom shall be elected annually by the Board of Directors at its organizational meeting and who may be preemptorily removed by vote of the directors at any meeting. Any person may hold two or more offices except that the president shall not also be the secretary, an assistant secretary or the vice-president. The Board of Directors may from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

6.2 The president shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of president of an association including but not limited to, the power to appoint committees from among the members of the Association from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association.

6.3 The vice-president shall in the absence or disability of the president exercise the powers and perform the duties of the president. He shall also generally assist the president and exercise such other powers and perform such other duties as shall be prescribed by the directors.

6.4 The secretary shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and other notices required by law. He shall keep the records of the Association, except those of the treasurer, and shall perform all other duties incident to the office of secretary of an association required by the directors or the assistant secretary when the secretary is absent.

7. FISCAL MANAGEMENT The provisions for fiscal management of the Association set forth in the Restrictions, and the Articles of Incorporation shall be supplemented by the following provisions:

7.1 The assessment roll shall be maintained in a set of account books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and the balance due upon assessments.

7.2 Budget: The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray the common expense and to provide and maintain funds for the foregoing accounts and reserves according to good accounting practices. Copies of the proposed annual budget, together with a notice of the meeting at which such budget will be considered, shall be transmitted to each member not less than thirty (30) days prior to the meeting. Failure to do so shall not affect the liability of any member for payment of his pro-portionate share of the budget.

7.3 Annual Assessments: Annual Assessments against each lot in the subdivision area shall be levied for its undivided proportional share of the total of the annual budget established by the Board of Directors for the calendar year annually in advance on or before December 1 preceding calendar year for which the annual budget is adopted. Such assessments shall be due in four equal installments on the dates of each year as may be established by the Board of Directors. If an annual assessment is not made as required, payments shall be presumed to be due in the amounts and on the dates required in the last prior annual assessment until amended in amount or date by the board of directors. (By amendment adopted November 9, 1990).

7.4 Acceleration of Assessment Installments Upon Default

If an owner shall be in default in the payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the owner, and then the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the owners, or not less than twenty (20) days after the mailing of such notice to him by certified mail, whichever shall first occur.

7.5 Special Assessments: Special Assessments for emergency expenditures in excess of anticipated annual costs of maintaining common areas and association operating expenses may be levied by the Board of Directors in an amount not to exceed ten percent (10%) of the annual assessment without notice to the membership and without association membership approval. Special Assessments in any calendar year cumulatively exceeding more than ten percent (10%) of the annual assessment for that year may be levied only with the approval of a majority of homeowners entitled to vote at an annual or special meeting of the homeowners association membership held after notice as required by these By-Laws. The Special Assessment as provided for above shall become effective and due no earlier than thirty (30) days from the date of its approval and reasonable notice of payment obligation given in such manner as the Board of Directors may require. (By amendment adopted November 9, 1990).

7.6 The depository of the Association shall be such bank or banks as shall be designated by the directors from time to time and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by check signed by such persons as are authorized by the directors.

7.7 A financial statement of accounts of the Association shall be made annually and a copy of the report shall be available to each member not later than June 1 of the year following the year for which the report is made. (By Amendment adopted December 16, 1993).

7.8 Written summaries of the accounting records of the Association shall be supplied at least annually to each member.

8. PARLIAMENTARY RULES

8.1 Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Articles of Incorporation or these By-Laws.

9. AMENDMENTS: These By-Laws may be amended in the following manner:

9.1 Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approval must be either by:

a. Not less than sixty-five percent (65%) of the entire membership of the Board of Directors and by not less than sixty-five (65%) percent of the votes of the entire membership of the Association; or

b. By not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

9.3 Proviso: Provided, however, that no amendment shall discriminate against any owner nor against any class or group of owners unless the owner so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or restrictions.

10. RECORDS OF ASSOCIATION

10.1 All of the books and records of the association shall be kept in a business-like manner and shall be available for inspection by any member at reasonable times.

The foregoing were adopted as the By-Laws of Trails West Homeowners Association, Inc., a corporation not for profit under the laws of the State of Florida, at the first meeting of the Directors and/or by written action on the 14th day of March, 1980.