

Huntington Trails Homeowners Association Inc.

- **By-laws**
Adopted November 30, 1988

By-Laws
Huntington Group Master Association, Inc.

ARTICLE I
GENERAL

Section 1. The name:
The name of the corporation shall be HUNTINGTON GROUP MASTER ASSOCIATION, INC.

Section 2. Principal Office:
The principal office of the Corporation shall be c/o PCM of Florida, Inc., 801 West Bay Drive, Suite 304, Largo, Florida 34640, or at such other place as may be subsequently designated by the Board of Directors.

Section 3. Definition:
As used herein, the term "Corporation" shall be the equivalent of "Association" as defined in the Declarations of Covenants, Conditions and Restriction of HUNTINGTON TRAILS, PHASE I, HUNTINGTON TRAILS, PHASE 2, HUNTINGTON TRACE, and HUNTINGTON TRACE, PHASE II, and all other words as used herein shall have the same definitions as attributed to them in the aforesaid Declarations of Restrictions.

ARTICLE II
DIRECTORS

Section 1. Number and Term:
The number of Directors which shall constitute the whole Board of Directors, also known as the Board of Administration, shall be five (5). Until succeeded by Directors elected as hereinafter provided, Directors need not be members; thereafter all Directors shall be members. The Directors shall be elected as hereinafter provided, and each Director shall be elected to serve for the term of one (1) year, or until his successor shall be elected and shall qualify.

Section 2. Vacancy and Replacement:
If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, at a special meeting of Directors duly called for this purpose, shall choose a successor who shall hold office for the unexpired term in respect to which such vacancy occurred.

Section 3. Removal:
Directors may be removed with or without cause by an affirmative vote of a majority of the members. NO Directors shall continue to serve on the Board if, during this term of office, his membership in the Corporation shall be terminated for any reason whatsoever.

Section 4. Powers:
The property and business of the Corporation shall be managed by the Board of Directors, who may exercise all corporate powers not specifically prohibited by statute, the Certificate of Incorporation, or the Declaration to which these By-laws are attached. The powers of the Board of Directors shall specifically include, but not be limited to the following items:

- A. All of the powers of the Association as described in Article III of the Articles of Incorporation.
- B. Pursuant to Chapter 617, Florida Statutes, to impose fines on Lot owners in such reasonable sums as the Board may deem appropriate, not to exceed \$50.00, for violations of the Declaration of Restrictions, the Articles of Incorporation, these By-laws, and

lawfully adopted rules and regulations, by Lot owners of their tenants, licensees or invitees. Each day of a continuing violation may be considered a separate violation. No fine shall be imposed until the offending Lot owner, tenant, licensee or invitee has been given written notice of the violation and an opportunity to appear and be heard before the Board of Directors.

- C. To charge a preset fee of up to \$50.00 in connection with the approval or disapproval of any proposed transfer, lease, sale or other disposition of a Lot.
- D. To authorize Lot owners or others to use portions of the Common Areas, such as social rooms and meeting rooms for private parties and gatherings, for which reasonable charges may be imposed.

Section 5. None

Section 6. Meeting:

- A. The first meeting of each Board newly elected by the members shall be held immediately upon adjournment of the meeting at which they were elected, provided a quorum shall then be present or as soon thereafter as may be practical. The annual meeting of the Board of Directors shall be held at the place of the general members' meeting, and immediately after the adjournment of same.
- B. Meetings of the Board shall be open to all Lot owners and notices of meetings shall be posted conspicuously forty-eight (48) hours in advance for the attention of Lot owners except in an emergency.
- C. Special meetings of the Board may be called by the President upon five (5) days' notice to each Director. Special meetings shall be called by the President or Secretary in a like manner and on like notice upon the written request of two (2) Directors, provided notice is given in accordance with Section 6(B) hereinabove.

Section 7. Order of Business:

The order of business at all meetings of the Board shall be as follows:

- A. Roll Call
- B. Reading of the Minutes if last meeting
- C. Consideration of communications
- D. Resignations and elections
- E. Report of officers and employees
- F. Reports of Committees
- G. Unfinished business
- H. Original resolutions and new business
- I. Adjournment

Section 8. Annual Budget:

The Board shall adopt an annual budget for each subdivision it manages, and a budget for expenses attributable to the Association as a whole. The Lot owners of each subdivision shall be given a copy of the proposed annual budget for their respective subdivisions, and a copy of the proposed annual Association budget, not less than thirty (30) days before the Board meeting held for the purpose of adopting those annual budgets, and also written notice of the time and place at which such meeting of the Board to consider the budgets shall be held, and such meeting shall be open to all Lot owners of all subdivisions. Once the budget for each subdivision and the Association budget have been adopted by the Board, the Board will submit (i) the various subdivision budgets to the Lot owners of the respective subdivisions, and (ii) the Association budget to the members of the Association, at a duly called meeting of the Association. The owners of Lots in the various subdivisions shall consider the budget for their respective subdivision, and the approval of a majority of the Lot owners of a respective subdivision present at the meeting shall constitute approval of that subdivision budget. All members of the Association shall consider the Association budget, and approval of a majority of the members present at the

meeting shall constitute approval of the Association Budget. It is the intention of this Section that all the members of the Association shall vote on the approval of the Association budget, but that only the owners of Lots in a particular subdivision shall be entitled to vote on the budget for expenses related only to that subdivision. If any subdivision fails to approve the budget adopted by the Board at such meeting, then the Lot owners may consider and approve a substitute budget at that meeting. If a majority of the Lot owners cannot agree on any budget, the budget for the previous year shall continue until a new budget has been approved. Similarly, if the members of the Association do not approve the Association budget adopted by the Board, the members may approve a substituted budget at the meeting. If a majority of the members present at the meeting cannot agree on any budget, the Association budget for the previous year shall continue until a new budget has been approved.

ARTICLE III OFFICERS

Section 1. Executive Officers:

The executive officers of the Corporation shall be a President, Vice-President, Treasurer and Secretary, all of who shall be elected annually by said Board. Any two of said offices may be united in one person, except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation. If the Board so determines there may be more than one Vice-President.

Section 2. Appointive Officers:

The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office during the pleasure of the Board of Directors and have authority to perform such duties as from time to time may be prescribed by said Board.

Section 3. Election:

The Board of Directors at its first meeting after such annual meeting of general members shall elect a President, a Secretary and a Treasurer, none of whom, excepting the President, need be a member of the Board.

Section 4. Term:

The officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed for cause at any time by the affirmative vote of a majority of the whole Board of Directors.

Section 5. The President:

- A. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the members and Directors; shall be ex-official member of all standing committees; shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- B. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal by the Corporation, except where the same are required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Corporation.

Section 6. The Secretary:

- A. The Secretary shall keep the minutes of the member meetings and of the Board of Directors meetings in one or more books provided for that purpose; such minutes shall be available for inspection by Lot owners and Board members at all reasonable times.

- B. He shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law.
- C. He shall be custodian of the corporate records and of the seal of the Corporation and shall see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized in accordance with the provisions of these By-laws.
- D. He shall keep a register of the post office addresses of each member, which shall be furnished to the Secretary by such member.
- E. In general, he shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer:

- A. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, the Articles of Incorporation and these by-laws.
- B. He shall disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial conditions of the Corporation.
- C. He may be required to give the Corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and the restoration to the Corporation, in case of his death, resignation or removal from office, of all books, papers, vouchers, money or other property of whatever kind of possession belonging to the Corporation.

Section 8. Vice President:

The Vice President shall be the assistant to the President and shall assume the duties of the President in his absence. The Board may elect more than one Vice President, and shall designate such obligations or duties as it may determine to each Vice President so elected.

Section 9. Vacancies:

If the office of any Director or of the President, Vice President, Secretary or Treasurer, or one or more, becomes vacant by reason of death, resignation, disqualification or otherwise, the remaining Directors, by a majority vote of the whole Board of Directors provided for in these By-laws may choose a successor or successors who shall hold office for the unexpired term.

Section 10. Resignations:

Any Director or other officer may resign his office at anytime, such resignation to be made in writing, and to take effect from the time of its receipt by the Corporation, unless some time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE IV
MEMBERSHIP

- Section 1.** There shall be no stock certificates issued by this Corporation.
- Section 2.** Transfers of membership shall be made only on the books of the Corporation, and notice of acceptance of such transferee as a member of the Corporation shall be given in writing to such transferee by the President and Secretary of the Corporation. Transferor, in such instance shall automatically no longer be a member of the Corporation. Membership in the Corporation may be transferred only as an incident to the transferor's transfer of his Lot, and such transfer shall be subject to the procedure set forth in the Declaration.
- Section 3. Voting Members:**
- A. That member designated by the owner or owners of vested present interest in a single Lot, as recorded in the Public Records of Pinellas County, Florida, the designation of whom shall be by written statement filed with the Secretary of the Association, shall be the Voting Member for said Lot. The Voting member shall be entitled to cast the vote appurtenant to his Lot, and shall continue to cast the vote for all purposes until such time as another person is properly designated as the Voting Member by those persons or entities owning the majority interests in such Lot by a similar written statement filed with the Secretary.
 - B. An owner or owners of a single Lot shall collectively be entitled to one (1) vote, which vote shall be cast by the Voting member.
 - C. A person or entity owning more than one (1) Lot may be designated as a Voting Member for each such Lot which he or it owns. Failure by all owners of any single Lot to file the aforementioned written statement with the Secretary prior to a member's meeting will result in depriving such owners of a single Lot of a vote at such meeting.
 - D. A membership may be owned by more than one owner, provided that membership shall be held in the same manner as title to the unit. In the event ownership is in more than one person, all the owners of such membership shall be entitled collectively to only one (1) vote or ballot in the management of the affairs of the Corporation in accordance with the Declaration of Restrictions and the vote may not be divided between plural owners of a single membership.
- Section 4.** In the event the owner of a Lot is not a natural person, the subject entity shall designate a natural person who shall be entitled to occupy the Lot, and such natural person shall be a member of the Corporation, subject to the procedures set forth in the Declaration.

ARTICLE V
MEETING OF THE MEMBERSHIP

- Section 1. Definition:**
- Lot owners shall meet at least once in each calendar year and such meeting shall be the annual meeting.
- Section 2. Place:**
- All meetings of the Corporation membership shall be held at the office of the Corporation or any other place in the State of Florida as may be stated in the written notice.

Section 3. Membership List:

At least ten (10) days before every election of Directors, a complete list of members entitled to vote at said election, arranged numerically by Lot numbers with the residence of each, shall be prepared by the Secretary.

Section 4. Annual Meeting:

Regular annual meetings of the membership shall be held during the month of November of each year.

Section 5. Special Meetings:

- A. Special meetings of the members for any purpose or purposes, unless otherwise prescribe by the Articles of Incorporation, may be called by the President and shall be called by the President or Secretary at he request, in writing, of fifty (50) percent of the members. Such request shall state the purpose or purposes of the proposed meeting.
- B. Written notice of a special meeting of members shall be in accordance with the provisions of Article VI, Section 1, as set forth hereinafter.
- C. Business transacted at all special meetings shall be confined to the objects stated in the notice thereof.

Section 6. Right to Vote:

At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy. Such proxy must be in writing and shall only be valid for such meeting or subsequent adjourned meeting thereof, and shall specify in the proxy the date of the meeting for which it is given, provided, however, that no proxy shall be valid for more than 90 days after the original scheduled date of the meeting for which it is given. The proxy shall be signed by all record owners of the Lot, or by the Voting Member, or by the appropriate office of a Corporate owner, or by the duly authorized attorney-in-fact of such person or persons (provide the power of attorney if filed with the Secretary of the Association). The proxy shall be filed with the Secretary before or at the meeting for which the proxy is given. The person designated in the proxy to cast the Lot owner's vote must be a member of the Corporation.

Section 7. Vote Required to Transact Business:

When a quorum is present at any meeting, the majority of the vote of the members present in person or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Declaration, the Articles of Incorporation, or these By-laws, a different vote is required, in which case, such express provision shall govern and control the decision of such question.

Section 8. Quorum:

Members holding fifty-one (51) percent of the total number of votes of the Corporation present in person or represented by written proxy shall be requisite to an shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by the Articles of Incorporation, by these By-laws, or by the Declaration. If, however, such quorum shall not be present or represented at any meeting of the members the members entitled to vote thereat, present in person or represented by written proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. AT such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting originally called.

Section 9. Waiver and Consent:

Whenever the vote of members at a meeting is required or permitted by any provision of the Articles of Incorporation or these By-laws, or the Declaration of Restrictions, to be taken in connection with any action of the Corporation, the meeting and vote of members may be dispensed with if all of the members who have be entitled to vote upon the action if such meeting were held shall consent to such action being taken.

ARTICLE VI
NOTICES

Section 1. The method of calling and summoning the Lot owners to assemble at meetings, including annual meetings, shall require at least fourteen (14) days written notice to each Lot owner in advance of the meeting, and the posting at a conspicuous place on the Properties of a notice of the meeting at fourteen (14) days prior to said meeting. The notice of the annual meeting can be sent by certified mail to each Lot owner, which mailing shall be deemed notice. The foregoing requirements as to meetings are not be construed, however, to prevent Lot owners from waiving notice of meetings or from acting by written agreement without meetings, as proved in these By-laws, the Declaration, or the laws of the State of Florida.

Section 2. Service of Notice-Waiver:

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or of these By-laws, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed the equivalent thereof.

ARTICLE VII
FINANCES

Section 1. Fiscal Year.

The fiscal year shall begin the first day of January of each year. The Board of Directors is expressly authorized to change this fiscal year at any time for the convenience of the Corporation.

Section 2. Checks:

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII
SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "non-profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

ARTICLE IX
DEFAULT

Section 1. Assessments:

In the event a Lot owner does not pay the sums, charges or assessments required to be paid to the Corporation when the same shall become due, the Corporation acting on its own behalf or through the Board of Directors or manager acting on behalf of the Corporation, may take such actions to collect such assessments as may be authorized by the Declaration. If an action of foreclosure is brought against the owner of a Lot for the nonpayment of monies due the Corporation and as a result thereof, the interests of the said owner in and to such Lot is sold, then at the time of such sale, the Lot owner's membership shall be cancelled and membership shall be issued to the purchaser at the foreclosure sale.

Section 2. Violations:

In the event of violation of the provisions of the enabling Declaration, Articles of Incorporation or these By-laws, as the same are now or may hereafter be constituted, the Corporation, on its own behalf, may bring appropriate action to enjoin such violation or to enforce the provisions of the documents just hereinabove enumerated, or sue for damages or take all such courses of action at the same time, or for such other legal remedy it may deem appropriate. In the event legal action is brought against a Lot owner, the losing litigant shall pay the other party's reasonable attorney's fee and court costs, through all appeals, if any. Each owner of a Lot, for himself, his heirs, successors and assigns, agrees to the foregoing provisions relating to default and abatement of nuisance, regardless of the harshness of the remedy available to the Corporation and regardless of the availability of the other equally adequate legal procedures. It is the intent of all owners of Lots to give to the corporation a method of procedure which will enable it at all times to operate on a businesslike basis, to collect those monies due and owing it from owners of Lots and to preserve each owner's right to enjoy his Lot and the Common Areas free from unreasonable restraint and nuisance.

ARTICLE X
LIABILITY IN EXCESS OF INSURANCE COVERAGE

Section 1. In any legal action in which the Association may be exposed to liability in excess of insurance coverage protecting it and the Lot owners, the Association shall give notice of the exposure within a reasonable time to all Lot owners who may be exposed to the liability and they shall have the right to intervene and defend.

ARTICLE XI
REGISTER OF MEMBERS

Section 1. The Secretary of the Corporation shall maintain a register in the corporate office showing the names and the addresses of members. It shall be the responsibility of each member to notify the Secretary of a change in the member's mailing address in writing, and in the absence of such notice, the Secretary shall utilize the last known address for each member.

ARTICLE XII
AMENDMENT OF BY-LAWS

The By-laws of the Corporation may be altered, amended or repealed unless specifically prohibited herein, at any regular or special meeting of the members by a vote of the members holding two-thirds (2/3) of the total votes of the Corporation, provided that the notice of said membership meeting shall contain the text of the proposed amendment.

ARTICLE XIII
CONSTRUCTION

Whenever the masculine singular form of the pronoun is used in these By-laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

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

The foregoing By-laws were adopted this ____ day of _____, 1988, by the Board of Directors of Huntington Group Master Association, Inc.

HUNTINGTON GROUP MASTER
ASSOCIATION, INC.

By: _____
President

Attest: _____
Secretary