

**AMENDED AND RESTATED BY-LAWS OF
FOX HOLLOW VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I
DEFINITIONS**

Section 1. Association "Association" shall mean and refer to **FOX HOLLOW VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation, not for profit, its successors, and assigns.

Section 2. Common Area "Common Area" shall refer to all real and/or personal property which the Association owns for the common use and enjoyment of the Members of the Association, and all real or personal property within or in the vicinity of FOX HOLLOW VILLAGE in which the Association has an interest for the common use and enjoyment of the Members of the Association including, without limitation, a right of use (such as, but not limited to, easements for surface water collection and retention). The Common Area owned by the Association, consisting of landscaped areas, entry features, and recreational facilities is described on the attached Schedule "B". The Association is responsible for the maintenance of the property owned by the Association. All "Common Area" is intended for the common use and enjoyment of the Members of the Association, their families, guests, or tenants occupying Residences(s).

Section 3. Lot "Lot" shall mean and refer to any parcel of the property in **FOX HOLLOW VILLAGE**, together with any and all improvements thereon, whether or not platted in the Public Records of Citrus County, Florida, on which a single family residence, or structure according to the terms of this Declaration, could be constructed whether or not one has been constructed.

Section 4. Residence "Residence" shall mean and refer to a Lot as defined herein with a building situated thereon designed and intended for use as occupancy as a residence by a single family susceptible to ownership in fee simple, as a non-condominium having a private outdoor living area.

Section 5. DAB "DAB" shall mean and refer to a Design Advisory Board for Fox Hollow Village, appointed in accordance with Article VIII, Section 5 of the Bylaws and whose duties shall be as set forth in Article VI of the Covenants.

Section 6. Owner "Owner" shall mean and refer to the Owner on record, or the one or more persons or entities, of a fee simple title to any Lot which is a part of the property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. Member "Member" shall mean and refer to every person or entity who is a recorded fee simple owner of a lot, provided that such person or entity who holds such interest only as 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, which is subject to any assessment.

Section 8. BOD "BOD" shall mean and refer to the Board of Directors of the **Fox Hollow Village Property Owners Association, Inc.**, as elected in accordance with Article V of the Bylaws.

**ARTICLE II
MEMBERS**

Section 1. Membership Every person or entity who is the fee simple owner of record of a Lot or Residence shall be a Member of the Association, providing that such person or entity who holds such interest only as 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 or Residence, which is subject to any assessment.

Section 2. Voting Membership Members shall all be Owners and shall be entitled to one vote for each Lot or Residence owned. When more than one person holds an interest in any Lot or Residence,

all such persons shall be Members. The vote for such Lot or Residence shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot or Residence.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings Annual meetings of the Members shall be held in the month of November.

Section 2. Special Meetings Special meetings of Members may be called at any time by the President or by the BOD, or on written request of one-quarter (1/4) of the Voting Members.

Section 3. Notice of Meetings Written notice of each meeting of Members shall be given by, or at the direction of, the secretary of the BOD, or other such person authorized by the BOD to call the meeting, by providing a copy of such notice at least ten (10), but not more than fifty (50) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the Association's books, or supplied by such Member to the Association for the purpose of receiving notice. Such notice shall specify the date, hour and place of the meeting, and in case of a special meeting, the purpose of the meeting.

Section 4. Quorum The presence at the meeting, in person or by proxy, of Members entitled to cast thirty percent (30%) of the votes of the Membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Articles of Incorporation of the By-Laws. If a quorum is not present at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than the announcement at the meeting, until a quorum is present.

Section 5. Proxies At all meetings of Members, each Member entitled to vote thereat, may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the BOD. Proxies shall be revocable, and the proxy of any Owner shall automatically terminate on conveyance by him of his Lot.

ARTICLE IV BOARD OF DIRECTORS – TERM OF OFFICE – REMOVAL

Section 1. Nomination A BOD, consisting of Members of the Association shall be nominated and elected according to Article V of these Bylaws. Said BOD shall manage the affairs of the Association.

Section 2. Term of Office Each BOD Member shall be elected to serve a term of two years.

Section 3. Removal Any director may be removed from the BOD, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, or removal of a director, the remaining Members of the BOD shall select a successor who shall then serve for the remaining term of his predecessor.

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

ARTICLE V BOARD OF DIRECTORS – NOMINATION AND ELECTION

Section 1. Nominating Committee The nominating committee shall consist of a chairman who shall be a Member of the BOD and two or more Members of the Association. The nominating committee shall be appointed by the BOD prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall present as many nominations for election to the BOD as it has obtained. If the committee does not have enough nominees to fill the vacancies, the BOD shall vote to reduce the size of

the upcoming BOD to a smaller odd number so that there shall be at least enough candidates to fill the vacancies.

Section 2. Nomination Process

- (a) The following three methods of nominating candidates shall be established
 - (1) The nominating committee may present a slate of candidates.
 - (2) A Member may present a prospective candidate, by sending a nomination including a short biography to the President of the BOD. This nomination must be received at least thirty (30) days prior to any meeting.
 - (3) Nomination(s) may be made from the floor at any annual meeting prior to the election.
- (b) A slate of candidates will be posted at least fifteen (15) days prior to the annual meeting.

Section 3. Election The election to the BOD shall be by written ballot by a majority of the voting Members present or by proxy at a Members meeting where a quorum is present. At such election, the Members or their designated proxy of record may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-Laws. When there are more candidates than openings, the nominees receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 4. Proxy Votes Members who are unable to attend any annual meeting may designate a proxy to cast a vote on their behalf. Proxy forms shall be available, either by verbal or written request, from the secretary of the Association. Properly executed proxies must be returned to the secretary prior to any annual meeting. Proxies shall be retained by the secretary and held in the Association's administrative files. Proxies may be changed or cancelled at any time.

**ARTICLE VI
BOARD OF DIRECTORS – MEETINGS**

Section 1. Regular Meeting Schedule The BOD may by resolution determine a regular meeting schedule, and so inform all Members. Informing Members of a regular meeting schedule shall constitute "notice" to owners.

Section 2. Special Meetings Special meetings of the BOD shall be held when called by the President, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum A majority of directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the BOD, provided that such act or decision does not violate any rules if the Articles or Bylaws.

Section 4. Attendance of Meetings All Members may attend BOD meetings.

**ARTICLE VII
BOARD OF DIRECTORS – POWERS AND DUTIES**

Section 1. Powers The BOD shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Association's common areas and facilities including the personal conduct of the Members and their

guests thereon, and to establish penalties for infractions of such rules and regulations.

- (b) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the Membership by the Articles of Incorporation, or by other provisions of these Bylaws.
- (c) Declare the office of a Member of the BOD to be vacant in the event that such Member is absent from three (3) consecutive regular meetings of the BOD, and to appoint a replacement.
- (d) Employ a manager, independent contractor, and such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Duties It shall be the duty of the BOD to

- (a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting.
- (b) Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed.
- (c) Issue, or cause an appropriate officer to issue, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The BOD may impose a reasonable charge for the issuance of these certificates.

**ARTICLE VIII
OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Offices The officers of the Association shall be president and vice president who shall at all times be Members of the BOD, secretary and treasurer, and such other officers as the BOD may from time to time by resolution create.

Section 2. Election of Officers The election of officers shall take place at the first meeting of the BOD following each annual meeting of Members.

Section 3. Term The BOD shall elect the officers of the Association annually.

Section 4. Special Appointments The BOD 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 BOD may, from time to time, determine.

Section 5. Committees The BOD may, from time to time, form committees as the affairs of the Association may require. The Chairperson of each committee shall be appointed by the BOD, and, in turn be responsible for choosing Members of said committee with the approval of the BOD. Each committee shall perform such duties as the BOD may determine and shall regularly report its activities to the BOD. The term of office for each Committee Chairperson shall renew annually. At the first BOD meeting following the annual election, the new BOD will appoint or reappoint each Committee Chairperson, whichever is applicable. Committee Chairpersons may serve consecutive terms.

Section 6. Resignation And Removal The BOD may remove any officer from office at any time with cause. Any officer may resign at any time by giving written notice to the BOD, 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 7. Vacancies A vacancy in any office may be filled by appointment of the BOD. The officer appointed to such vacancy shall serve for the remaining term of the officer replaced.

Section 8. Multiple Offices The same person may hold the offices of secretary and treasurer. No person may simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Article VIII, Section 4 of these Bylaws.

Section 9. Powers and Duties of Officers of the BOD are

- (a) **President** The president shall preside at all meetings of the BOD; shall see that the orders and resolutions of the BOD are carried out, shall sign all leases, mortgages, debts, and other instruments, and appoint no less than three Members other than the Treasurer to co-sign all checks and promissory notes.
- (b) **Vice President** The vice president shall act in the place 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 by the BOD.
- (c) **Secretary** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the BOD and of the Members, keep the corporate seal of the Association and affix it to all papers so requiring, serve notice of meetings of the BOD and of the Members, keep appropriate current records showing the Members of the Association together with their addresses, and perform such other duties as may be required by the BOD. The secretary, may, with BOD approval, appoint a vital statistics record keeper to assist with the above and any other record keeping tasks.
- (d) **Treasurer** The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the BOD; and shall sign all checks and promissory notes of the Association. In addition, the Treasurer shall insure and verify that the Association provides for:
 - (1) The keeping of proper books of account; and
 - (2) An annual audit of the Association books to be made at the completion of each fiscal year, and
 - (3) Preparation of an annual budget and statement of income and expenditures, a copy of which documents shall be distributed at the regular meeting of the Members.

**ARTICLE IX
BOOKS AND RECORDS INSPECTION**

The books, records and papers of the Association shall be subject to inspection by any Member during ordinary business hours. The Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Member at the principle office of the Association, where copies shall be made available for sale at a reasonable price.

**ARTICLE X
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words “**FOX HOLLOW VILLAGE PROPERTY OWNERS ASSOCIATION, INC.**”, Incorporated 1995, Corporation Not for Profit, Florida”.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Association shall be the calendar year. Except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

**ARTICLE XII
AMENDMENTS**

These bylaws may be amended, at a regular or special meeting of the Members, by vote of a majority of a quorum of Members present in person or by proxy.

**ARTICLE XIII
CONFLICTS**

In case of any conflicts between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.