

PRESTON HOLLOW HOMEOWNER'S ASSOCIATION, INC.
RESTATED AND AMENDED BYLAWS
EFFECTIVE OCTOBER 10, 2001

GENERAL

In the event there is any conflict or ambiguity with these bylaws and the "Declaration of Easements, Covenants, Conditions and Restrictions of Preston Hollow", here in after referred to as the "Declaration", as filed with Hernando County, Florida on May 31, 1991, and any lawful subsequent amendments, such Declaration shall prevail. "Robert's Rules of Order" shall govern protocol at any and all meetings referred to in these bylaws. The fiscal year of the corporation shall be January 1 through December 31. The annual meeting of the corporation shall be held in the 1st week of November of each year. The mailing address of the corporation is P.O. Box 15338, Spring Hill, Florida 34609.

ARTICLE I
MEMBERSHIP AND VOTING RIGHTS

A person shall become a member of this corporation simultaneously with the recording of the instrument of conveyance to any lot with the Clerk of the Circuit Court of Hernando County, Florida. If the title to such property is held by more than one person each person shall become a member, but no more than two members per lot. Each lot owned is entitled to one vote regardless of the number of owners. The dues for each lot owned must be current before a person may participate at a meeting of the corporation.

ARTICLE II
MEMBERSHIP MEETINGS

A. At the annual meeting, the regular business of the corporation will be conducted, the budget for the ensuing year approved and board members elected in accordance with these bylaws. A copy of the proposed ensuing fiscal year budget, prior year actual revenues and expenses, current year financial status or projections, planned assessment for the ensuing year, biographies of proposed board members and the time and place of the meeting shall be delivered to all qualified members of the corporation at least 30, but no more than 60, days in advance of the annual meeting.

B. Special membership meetings may be called by the President or a majority of the Board of Directors and require a 30 day notice or waiver of notice by a majority of the required quorum at such called meeting. A special meeting may also be called by a written request of a majority of the voting members delivered by certified mail to the president of the Association.

G. Any vacancy occurring in the Board of Directors must be filled by the affirmative vote of the majority of the remaining directors. A director elected in this fashion shall serve for the unexpired term of his predecessor in office.

ARTICLE IV DUTIES OF OFFICERS

THE PRESIDENT shall

Preside at all meetings attended and act as titular head of the Association

THE SECRETARY shall:

- A. Prepare written minutes of all meeting for approval by the Board of Directors at their immediate next meeting.
- B. Provide notice to the general membership of the time and place for the annual meeting, regular meetings of the Board of Directors and deliver required materials in accordance with these bylaws.
- C. Arrange annually for the filing of a certificate of encumbrance in accordance with the requirements of the State of Florida.
- D. Annually, by March 1, provide a copy of the insurance policy covering indemnification of Directors and Officers to each member of the Board of Directors.

THE TREASURER shall:

- A. Maintain a record of all financial transactions, summarized and compared to the current budget and report such at each regular meeting of the Board of Directors.
- B. Sign checks with one other member of the Board of Directors.
- C. Prepare the annual financial report for the general membership meeting to include revenues, expenses for the operating funds and any reserve funds and to include the prior year actual, current year to date or projections and the budget for the ensuing year.
- D. Recommend to the Board of Directors at their regular October meeting the amount needed as the annual assessment for presentation at the annual general membership meeting.
- E. Annually at the February meeting of the Board of Directors have available a listing of all checks drawn , copies of checks in numerical sequence and bank statements in chronological order, for the preceding calendar year, for perusal and approval of the Board.
- F. File appropriate tax returns in accordance with county, state and federal laws. A copy of any such return or returns shall be provided to each member of the Board of Directors.

C. A quorum represents thirty three percent (33%) of all qualified voters, either in person or by proxy. All proxies must be in writing.

D. Failing a quorum at an annual meeting a date shall be announced at that meeting for a second annual meeting to be held within forty-five (45) days of the failed meeting at which meeting sixteen and one half (16.5%) of members and proxies combined may transact business.

Article III BOARD OF DIRECTORS

A. The Board of Directors shall be elected by the voting members, at the annual meeting and consist of seven (7) members of the Association. Board members shall be elected to two (2) year terms. At the November 2002 meeting three (3) members shall be elected or reelected for a two (2) year term. At the November 2003 meeting four (4) members shall be elected or reelected two (2) year terms. This rotating election of Board members shall continue in a like fashion year to year. The election of the seventh board member shall be immediately elected to the Board of Directors during adoption of these revised bylaws and serve a two (2) year term from November, 2002.

B. Subsequent to the annual November election and before January 1 of the ensuing year; the new Board of Directors shall meet and elect officers. Officers shall include a President, Secretary, Treasurer, 1st Vice President (Internal Affairs), 2nd Vice President (External Affairs) Vice President at large (Liaison to committees); the remaining Vice President may be Chairman of the Architectural Control Committee .

C. The Board of Directors shall regularly meet on the first Tuesday of each month unless changed at a preceding meeting by a majority of a quorum the Board of Directors. Notice of such meetings and location shall be provided to the general membership in the monthly newsletter or by flyer, mail or posting.

D. Four (4) members of the Board of Directors are required to constitute a quorum and actions shall require a majority vote.

E. The President shall preside at all meeting. In his absence the 1st Vice President shall preside. In the absence of the President and the 1st Vice President, the 2nd Vice President shall preside. Any action taken not in accordance with this bylaw shall be null and void and of no legal effect.

F. Any elected director may be removed, with cause, by the voting members at any general or special meeting of the members whenever, in the judgement of the members, the best interests of the corporation will be served. Such removal shall be without prejudice to the right of the person removed.

THE VICE PRESIDENTS shall:

Function in accordance with their title, i.e., internal, external or liaison as so elected by the Board of Directors. If a Vice President is appointed Chairman of the Architectural Control Committee, his duties are delineated in the Declaration.

THE CHAIRMAN OF THE ARCHITECTURAL CONTROL COMMITTEE shall:

Chair a Committee of from three (3) to five (5) members appointed by the Board of Directors in accordance with the "Declaration of Easements, Covenants, Conditions and Restrictions of Preston Hollow" as recorded in the records of Hernando County, Florida on May 31, 1991 and supplemented and recorded thereafter.

**ARTICLE V
NOMINATING COMMITTEE**

Each year, during the scheduled meeting in July, in anticipation of the annual membership meeting in November, the Board of Directors shall appoint a Nominating Committee consisting of four (4) members. This committee shall be composed of three members of the Association and one member of the Board of Directors. A slate of nominees should be presented to the Board at their scheduled September meeting and include a brief biography of each nominee for subsequent distribution to the general membership. The slate should at least provide an adequate number of nominees to fill the number of Board vacancies available.

**ARTICLE VI
COMMITTEES**

- A. The Board of Directors may from time to time create special purpose committees and may dissolve such committees at will. A board member shall be liaison to all such committees.
- B. Committee chairmen, number of committee of members, and appointments shall be determined by the Board of Directors.
- C. Committees must be reestablished annually by the Board of Directors or shall dissolve automatically.
- D. There shall be no standing committees, other than the Architectural Control Committee which is established by the "Declaration"
- E. Committees shall report, in writing, their deliberations and recommendations to the Board of Directors resulting from any meeting formally held.

**ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation shall and does hereby indemnify any person made a party to an action, suit or proceeding, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the corporation, or for any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, with reasonable grounds for belief that such action was lawful. The termination of such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, shall not in itself create a presumption that any director did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he did not have reasonable grounds for belief that such action was lawful. The foregoing rights of indemnification shall apply to the heirs and personal representatives of such director and shall not be exclusive of other rights to which any provision of the certificate of incorporation, bylaw, agreement vote of members, or otherwise apply.

**ARTICLE IX
AMENDMENT OF BYLAWS**

The bylaws of the corporation may be amended for time to time in whole or in part by a majority vote of the qualified voting members of the corporation present at any meeting of the members duly called and convened in accordance with the requirements of these bylaws.

**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

The articles of incorporation of the corporation may be amended by a majority vote of the qualified voting members at a regular or special membership meeting in accordance with the requirements of these bylaws.