

**AMENDED AND RESTATED BY-LAWS
OF
ROYAL DOULTON ESTATES PROPERTY OWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)
November 2021**

**ARTICLE I
Name and Location**

The name of the corporation is ROYAL DOULTON ESTATES PROPERTY OWNERS' ASSOCIATION, INC. (hereafter referred to as the "Association"), and its office for the transaction of its affairs shall be Communities First Association Management, LLC, 212 Apollo Beach Boulevard, Apollo Beach, Florida 33572 or such other location designated by the Board of Directors. Meetings of Members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

**ARTICLE II
Definitions**

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration of Covenants and Restrictions for Royal Doulton Estates ("Declaration").

**ARTICLE III
Meeting of Members**

Section 1. **Annual Meetings**. All annual and special meetings of the Association shall be held in Hillsborough County, Florida, or at such other place as may be permitted by law and from time to time as fixed by the Board of Directors (hereinafter referred to as the "Board") and designated in the notices of meetings.

Section 2. **Notice of Annual Meetings**. Annual meetings of the Members of the Association shall be held as set by the Board. Notice of the meeting, which shall include an agenda, shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Association at the street, post office, or electronic mail address (as applicable) shown therein ("Member of Record") not less than fourteen (14) days prior to the meeting. In lieu of mailing, delivery by hand to Members shall suffice. Evidence of compliance with this 14-day notice requirement

may be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association.

Section 3. **Special Meetings**. Special meetings of the Members, for any purpose or purposes, whether or not specifically required by these By-Laws, the Articles of Incorporation, or the Declaration may be called by the President, a majority of the Board, or by the Members having one-tenth (1/10) of the votes of the membership.

Section 4. **Notice of Special Meetings**. No business shall be transacted at any special meeting except as stated in the notice thereof. Notice of all special meetings shall be given by the Secretary to Members of Record, or if the Secretary shall fail to do so, by the President or Board, not less than fourteen (14) days prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Association at the street, post office, or electronic mail address (as applicable) shown therein within the prescribed time or, in lieu of mailing, delivery by hand to Members shall suffice. Evidence of compliance with this 14-day notice requirement may be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association.

Section 5. **Quorum**. Members present in person or represented by proxy, entitled to cast at least thirty percent (30%) of the votes of all Members of the Association, shall constitute a Quorum.

Section 6. **Action Taken at Meeting**. When a quorum is present at any meeting, a majority of the votes duly cast by the Members present in person at the meeting or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws, requires a different vote, in which case the express provision shall govern and control. If any meeting of Members cannot be organized because a quorum is not present, the meeting may be adjourned until a quorum is present.

Section 7. **Order of Business**. The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the Members of Record with the notice of each meeting.

Section 8. **Action Without Meeting**. Any action which may be taken by the Membership pursuant to a duly called meeting, may be taken without a meeting provided that: a proposal of action to be taken by the Members is mailed to every Member of the Association together with a request for approval or disapproval; and,

the Members responding to the proposal (“Responding Members”) hold at least thirty percent (30%) of the votes of all Members of the Association. A proposed action may be approved by a majority of the votes attributable to the Responding Members unless the proposed action is one which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case the express provision as it pertains to voting percentages shall govern and control.

Section 9. **Voting**. At any Meeting of the Members, every Member having the right to vote shall be entitled to vote in person, or by proxy. Limited proxies shall be voted as directed in the limited proxy. If more than one person’s name appears on the deed of any Lot, all such persons are Members, but there may be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. In the absence of a general voting authority on file with the Association or designated voter on file, any co-owner may cast the vote for the Lot; however, in the event multiple co-owners cast conflicting votes, the vote of the Lot shall not be counted.

Section 10. **Presiding Officers**. At each meeting of the Members, the President, or in his/her absence the Vice-President, shall preside and the Secretary or Management Company representative shall be the Secretary for the meeting.

Section 11. **Right to Speak**. Homeowners have the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda (subject to any permissible limitations as provided herein or pursuant to the Chapter 720 of the Florida Statutes). Notwithstanding any provision to the contrary in the Association’s governing documents or any rules adopted by the Board or by the Membership, a Member or a Homeowner has the right to speak for at least three (3) minutes at a Meeting of the Members. A speaker sign-up sheet will be available prior to the meeting and the Member’s name and address will be verified by the Association Secretary prior to the commencement of the meeting. The Association may adopt written reasonable rules governing the frequency, duration, and other manner of Homeowner statements, which rules must be consistent with the provisions of this Section.

ARTICLE IV **Directors**

Section 1. **Board of Directors**. The affairs of the Association shall be managed by a Board of five (5) Directors. A Director must be a Member in Good Standing, a Florida resident and the property must be a Florida homestead property. Member must

be a deeded owner on the Hillsborough County Appraiser document. (The Board of Directors may waive the requirements for Board Member eligibility by a majority vote)

Section 2. **Election of Directors.**

(a) Election of Directors shall be held prior to the annual Members' meeting.

(b) The election of Directors to be elected by ballot and/or limited proxy and shall be determined by a plurality of votes cast. There shall be no cumulative voting. Not less than sixty (60) days prior to the scheduled election, the Association shall mail, deliver or electronically transmit to each Member entitled to vote, a first notice of the date of election. Any Member desiring to be a candidate for the Board shall give written notice to the Secretary of the Association not less than forty (40) days prior to the scheduled election. Not less than fourteen (14) days prior to the scheduled election, the Association shall then mail, deliver or electronically transmit to each Member entitled to vote, a second notice of the date of election, together with a ballot or limited proxy which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8 ½ x 11 inches furnished by the candidate, to be included with the mailing of the ballot. All ballots must be received by the Association in accordance with the terms and or directions indicated on the ballot.

(c) Any Directors may be removed as set forth in Chapter 720 of the Florida Statutes.

Section 3. **Term of Office.** The term of each Director's service shall extend until the next annual meeting of the Members, and thereafter, until his successor is duly elected and qualified or until he/she is removed in the manner provided in Section 2 of this Article. Elections to the Board of Directors shall be for a two (2) year term of office, unless otherwise provided herein.

Section 4. **Notice of Board Meetings to Members.** Notices of all Board meetings must be posted in a conspicuous place in the Neighborhood at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, notice of the Board meeting, which shall include an agenda, shall be mailed, delivered, or sent by electronic transmission to each Member of Record listed in the membership book of the Association at the street, post office, or electronic mail address (as applicable) shown therein not less than seven (7) days prior to the meeting, except in an emergency. Evidence of compliance with this 7-day notice requirement shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. A Member must consent in writing to receiving notice via electronic transmission.

Section 5. **Right of Members to Speak at Board Meetings**. Notwithstanding any provision to the contrary in the Association's governing documents or any rules adopted by the Board or by the membership, a Homeowner has the right to speak at Board meetings for at least three (3) minutes. The Association may adopt written reasonable rules governing the frequency, duration, and other manner of Homeowner statements, which rules must be consistent with the provisions of the Act, and may include a sign-up sheet for Members wishing to speak. Notwithstanding any other law, the requirement that Board meetings and committee meetings be open to the Members is inapplicable to meetings between the Board or a committee and the Association's attorney (a) held for the purpose of discussing personnel matters, or (b) as otherwise specifically prescribed under the Act.

Section 6. **Annual Organizational Meeting of the Board**. The organization meeting shall take place immediately after the Annual Membership Meeting or such other time as soon as practicable following the Election of Directors.

Section 7. **Meeting to Determine Special Assessments**. A Special Assessment may be levied in accordance with the provisions set forth in Article VIII, Section 6 of the Declaration. Written notice of any meeting at which special assessments will be considered must be mailed, delivered, or electronically transmitted to the Homeowners and posted conspicuously not less than fourteen (14) days before the meeting.

Section 8. **Meeting to Determine Maintenance and Use Policies and Procedures and Architectural Control Standards**. Written notice of any meeting at which rules that regulate the use of Dwellings of the Association may be adopted, amended, or revoked must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously not less than fourteen (14) days before the meeting.

Section 9. **Special Meetings**. Special meetings of the Directors may be called by the President or at the written request of the majority of the Directors. Not less than three (3) days' notice of the meeting shall be given personally or by mail, delivery, or electronically transmitted, which notice shall state the time, place and purpose of the meeting.

Section 10. **Waiver of Notice**. 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. Attendance at the meeting shall constitute a waiver of notice.

Section 11. **Quorum**. A quorum at Directors' meetings shall consist of a majority of the Board.

Section 12. **Voting**. The acts approved by a majority of Directors shall constitute the acts of the Board except when approval by a greater number of Directors is required by the Articles of Incorporation, these By-Laws, the Declaration or the laws of the State of Florida.

Section 13. **Adjourned Meetings**. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.

Section 14. **Petition by Members to the Board to Address an Item of Business**. If twenty percent (20%) of the total voting interests in the Association petition the Board to address an item of business in writing, then the Board shall, at its next regular Board meeting or at a special meeting, but not later than sixty (60) days after the receipt of the petition, consider the petitioned item. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

Section 15. **Presiding Officer and Secretary for Meetings**. The presiding officer of the Directors' meetings shall be the President unless another Chairman of that Meeting is elected if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside. The Association's Secretary or Management Company's representative shall be the Secretary for meetings of the Directors.

Section 16. **Compensation**. No Director shall receive compensation for any service he/she may render to the Association as Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, and this provision shall not preclude a person who is also a Director to receive compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than Director.

Section 17. **Committees**. The Board shall from time to time appoint all committees and all committee chairmen and members, and delegate such duties and powers thereto as the Board may deem advisable. The Board may remove a committee member with or without cause. Where a vacancy on a committee occurs, a successor shall be appointed by the Board.

Section 18. **Attendance by Telephone and Video Conference**. Any Member or Members of the Board shall be deemed present and voting at a meeting of such Board if said Member or Members participate in the meeting by means of a conference telephone, video conference or similar communications equipment enabling all persons participating in the meeting to hear each other.

Section 19. **Action Without Meeting**. Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent to the action is signed by all members of the Board. Directors may provide written consent to matters by e-mail

Section 20. **Powers and Duties**. The property and business of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles or by these Bylaws or by the foregoing Declaration directed or required to be exercised or done by the Members. The Board shall have the powers set forth in the Declaration of Covenants and Restrictions for Royal Doulton Estates (Declaration) and the Florida Not-For-Profit Corporation Act, including but not limited to the power to:

- (a) adopt, amend, rescind and promulgate Lot Maintenance and Use Policies and Procedures, Common Property Rules and Regulations and Architectural Control Standards governing the Association or contemplated by the Declaration, and to establish penalties for the infraction thereof (a rule shall be deemed promulgated when a copy thereof is furnished to each Member in person or mailed to each such Member at the address on the records of the Association);
- (b) suspend the voting rights and other rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of promulgated Maintenance and Use Policies and Procedures or Architectural Control Standards;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration, including the establishment of the assessments provided for in the Declaration;
- (d) employ a Management Company and to prescribe their duties as Secretary and Treasurer;
- (e) as more fully provided in the Declaration, to:
 - (1) fix the amount of the assessment against each Lot;
 - (2) exercise the duties of the Board as set forth in the Declaration and

enforce the restrictions and covenants contained therein;

- (3) take appropriate and timely action against Members whose assessments are in default; and
- (4) take appropriate and timely action against Members whose property is in violation of the Maintenance and Use Policies and Procedures and Architectural Control Standards including assessments, fines or other action necessary to resolve the matter.
- (f) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (g) abandon, partition, transfer, sell, convey, mortgage, encumber, or subdivide the Common Property and Restrict Common Property;
- (h) acquire real and personal property;
- (i) cause all officers or employees having fiscal responsibilities to be bonded, if such bonding may be deemed appropriate; and
- (j) perform such other acts as may be required of a Board of Directors under the Florida Not-For-Profit Corporation Act.

ARTICLE V

Officers

Section 1. **Executive Officers**. The Executive Officers of the Association shall be a President, who shall be a Director; a Vice-President, who shall be a Director; a Secretary and Treasurer; and other Officers as shall be elected by the Board. Such Officers shall be elected annually by the Board. Each Officer shall serve until a qualified successor is elected by the Board. The Board, by majority affirmative vote, from time to time, may remove an Officer with or without cause and fill such vacancy so created.

Section 2. **President**. The President shall be the chief executive officer of the Association. He or she shall have all of the powers and duties that 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 from time to time, as he or she in his or her discretion may determine appropriate, to assist in the conduct of the affairs of the

Association. The President shall execute all documents and contracts requiring a seal, under the seal of 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 to some other officer or agent of the corporation.

Section 3. **Vice-President**. The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He or she also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 4. **Secretary**. The Association's Secretary or Management Company's representative, as determined by the Board, shall perform the duties of Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and Members. The Secretary shall attend to the giving and serving of all notices to the Members and Directors and others that are required by law. The Secretary shall keep the records of the Association including the membership book, except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all other duties incident to the office of Secretary of a corporation and as may be required by the Board of Directors or the President. Any Assistant Secretary elected shall perform the duties of the Secretary when the Secretary is absent. The Board of Director's elected Secretary shall monitor and review any duties performed by the Association's Management Company.

Section 5. **Treasurer**. The Association's Treasurer or Management Company's representative, as determined by the Board, shall perform duties usually incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts and receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall monitor and review any Treasurer duties performed by the Management Company and shall have access to the Association's financial records and funds.

Section 6. **Compensation**. No Officer shall receive any compensation by reason of his office; provided however, that nothing herein shall preclude the Board from employing an Officer as an employee of the Association or preclude the contracting

with an Officer for management services.

Section 7. **Executive Committee**. The Board may, by resolution passed by a majority of the Board, designate an executive committee or committees to consist of two or more of the Directors of the corporation, which, to the extent provided in said resolution, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, provided the said resolution shall so provide.

ARTICLE VI **Fiscal Management**

Section 1. **Depositories**. All funds of the Association shall be deposited in the name of the Corporation in such banks or other financial institutions as the Board may from time to time designate, and shall be drawn out on checks, drafts or other orders signed on behalf of the Association by such person or persons as the Board may from time to time designate.

Section 2. **Contracts, Etc.** Except as otherwise specifically provided by these By-Laws, all contracts, agreements, deeds, bonds, mortgages and other obligations and the instruments shall be signed on behalf of the Association by the President or by such other officer, officers, agent, or agents as the Board may from time to time by resolution provide.

Section 3. **Budget**. The Board shall, from time to time, fix and determine the sum or sums necessary and adequate for the continued ownership, operation and maintenance of the Common Properties including its operating expenses and funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. The Budget shall be drafted as determined by the Board and shall include accounting for all the association fund category accounts, including a proposal for Member assessment amounts. The Board shall review and propose a budget for each fiscal year that shall include the estimated funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices.

Section 4. **Assessments**. As more fully provided in the Declaration, each Member is obligated to pay to the Association certain assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, or such other rate as may be, from time to time, established by the Board, but in no event over the maximum

interest allowed by law. The Association may bring an action at law against the Homeowner personally obligated to pay the same or foreclose the lien against the property, and late fees, interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Homeowner may waive or otherwise escape liability for the assessments provided for herein.

Section 5. **General Assessment**. The Board shall adopt the General Assessment as provided for in the Declaration.

Section 6. **Special Assessments**. As contemplated by the Declaration, special assessments may be adopted by the Association to meet expenses which exceed the budget adopted by the Board of Directors. Such special assessments shall be adopted and levied as set forth in the Declaration

Section 7. **Specific Assessments**. As contemplated by the Declaration, specific assessments may be adopted by the Association against a particular Homeowner for any and all accrued liquidated indebtedness of any Homeowner to the Association for which the Homeowner fails to pay when due and such default continues for thirty (30) days after written notice.

Section 8. **Financial Report**. The Treasurer shall report the financial status of the Association to the Members following the end of the fiscal year as required pursuant to Chapter 720 of the Florida Statutes

ARTICLE VII **Amendments**

Section 1. These bylaws may be altered, amended, or rescinded by the affirmative vote of the majority of the Board, and after notice to the Members, by the majority vote of those Members present in person or represented by proxy at any regular or special Meeting of Members.

Section 2. Notwithstanding anything herein to the contrary, no amendment to the bylaws shall be valid which affects any of the rights and privileges of its Members, unless the Member consents, as follows:

- (a) voting rights;
- (b) increases in the priority of assessment liens;
- (c) reductions in reserves for the maintenance, repair or replacement of the Association's irrigation system;

- (d) boundaries of any lot;
- (e) imposition of any right of first refusal or similar restriction on the right of an Owner to sell, transfer, or otherwise convey his or her lot.

Article VIII Indemnification

Every Director and every officer of the Association shall be indemnified by the Association against any and all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of him or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred except when a Director or officer is guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of the settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled, and such Director or officer shall be entitled to any indemnification authorized by any provision of the laws of the State of Florida for corporations generally and for nonprofit corporations. The corporation shall further obtain officers and Directors indemnification insurance.

ARTICLE VIII Miscellaneous

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the board of directors of the Association in all cases to which they are applicable.

Section 1. The fiscal year of the Association shall be the calendar year.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 3. No Member, except as an officer of this corporation, shall have any authority to act for the corporation or bind it.