

TERRAMAR BEACH COMMUNITY IMPROVEMENT ASSOCIATION, INC.

BY-LAWS

ARTICLE (1) *** NAME:

The name of this Organization shall be Terramar Beach Community Improvement Association, Inc.

ARTICLE (2) *** PURPOSE:

This Association shall be a non-profit Organization for the purpose of promoting the civic and community welfare, of encouraging and enforcing the restrictive regulations and covenants of Terramar Beach Subdivision conducive to good planning and the sustaining of property values therein, of providing maintenance of the Subdivision, using maintenance monies collected from lot owners, of securing various Reservations and Restrictive Covenants, and of fostering and assisting in general civic and social enterprises and activities which may be beneficial to Terramar Beach.

ARTICLE (3) *** MEMBERSHIP:

Only members in good standing may vote upon the affairs of, or hold office in, or be entitled to the use of Terramar Recreation Areas of Facilities in this Association and Terramar Beach Subdivision. Property owners are entitled to one vote per lot owned in the Terramar Beach Subdivision.

ARTICLE (4) *** DUES AND FEES: (Amended 1991)

* PART (1) - Dues shall consist of the Annual Maintenance Fee as required and specified in the Deed Restrictions. Dues for each year shall be due and payable on January 1 of each year, in advance for the ensuing year.

PART (2) - Fees for services to be provided by this Association shall be payable when billed to property owners by the Association.

ARTICLE (5) *** FISCAL YEAR:

This fiscal year of this Association shall begin on January 1 and extend through December 31.

ARTICLE (6) *** OFFICERS- (Amended 1978)

PART (I) - The Officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer. They will also be members of the Board of Directors.

PART (2) - The term of office for each Officer shall be for a period of one (1) year and until his successor is elected and qualified, except, however, that the terms of the first permanent Officers elected shall extend from the date of their election up to July 1, 1973, and until their successors are elected. No elected Officer shall succeed himself in the same office for more than one (1) additional term.

PART (3) - In case a vacancy occurs among the officers, the Board of Directors shall elect a successor to service during the unexpired term of the office vacated.

PART (4) - The President of the Association, upon being succeeded in such office by a newly elected President, shall thereupon be and become an ex-officio member of the Board of Directors of the Association with full rights of participation, including voting rights in all affairs of the Association at all Board of Director's meetings, this term of office of this outgoing President as Director of the Association to remain in full force and effect until such time as his successor President shall be succeeded by another President duly elected by the Association at a meeting of the Association membership, and this Part (4) of Article (6) shall also become a covenant of Article (8) by reference.

ARTICLE (7) *** DUTIES OF OFFICERS: (Amended 1991)

* PART (1) - The President shall preside at all meetings of the Association, preserve order, enforce the By-Laws and exercise supervision of the Association's affairs. He/she shall decide all questions of procedure and order for the Association. He/she shall, with the advice and consent of the Board of Directors, appoint all Committees, unless otherwise provided for in these By-Laws, and he/she shall be an Ex-officio member of all such committees, and he/she shall perform such other additional duties as are customarily performed by such Officers.

PART (2) - The Vice President shall assist the President in the discharge of his duties, and in the absence of the President, shall preside at all meetings of the Association and of the Board of Directors, and shall perform the duties of the President during the President's absence. Further, the Vice President shall perform any and all additional duties which may be delegated to him by the President or the Board of Directors.

* PART (3) - The Secretary shall keep a full and correct record of all proceedings of this Association and of the Board of Directors, and shall have charge of all records of the Association. The Secretary or other designated officer shall also receive all communications, conduct the correspondence, and shall mail all reports, bulletins, and notices, and shall keep a correct record of all the foregoing.

PART (4) - The Treasurer shall receive all dues and funds belonging to the Association and shall give his receipt therefore, and shall deposit all such funds in the Bank designated by the Board of Directors. He/she shall draw all checks on the Association's funds, which checks so drawn shall be signed and countersigned by any two (2) Officers of the Association. The Treasurer shall keep a full, and true, and correct record of all funds and of all financial transactions of the Association, and shall render a complete report thereof to

the Association at its Annual Meeting, or oftener as required by the President or the Board of Directors.

ARTICLE (8) *** BOARD OF DIRECTORS: (Amended 1991, 1981, 1978, 1977)

- * PART (1) - The Board of Directors shall consist of: one representative for each Section, the Directors shall be lot owners from that section he/she is representing from which Maintenance Fees are being collected and the four (4) elected Officers of the Association, such Officers each occupying the same office on the Board of Directors. At the General Meeting coming after commencement of collection of the Maintenance Fees in a new Section of Terramar Beach, a new Director for that section shall be elected to the Board of Directors. Except as may be otherwise agreed to in writing by all property owners in any such new section of Terramar Beach Subdivision.
- * PART (2) - For the purposes of election of Directors, the Subdivision shall be divided as platted and described in the various recorded Restrictions. Directors shall be elected for a term of (2) years. Those elected from the odd numbered sections have a term beginning in and extending to the odd years, and those elected from the even numbers sections have a term beginning in and extending to the even years.

PART (3) - If a vacancy occurs in the position of Director, then the Board shall appoint by majority vote a new Director from the same section to service the remaining term of office.

PART (4) - The Board of Directors shall be the governing body of the Association with full rights and authority to determine policy, outline, plan and carry into execution all business, activities, and policy, and to enter into and execute all necessary agreements and instruments incident thereto in the name of the Association, foregoing powers, the Board of Directors shall be authorized to institute, as well as settle or compromise in the name of the Association, any necessary legal proceedings to carry into effect the purposes and policies of the Association, or to enforce, or prevent violations of, the covenants or Restrictions applicable to the subdivision, and to employ legal counsel in connection with any of the foregoing. Notwithstanding anything herein to the contrary, the Association may grant easement rights in the land under the waters commonly referred to as the "Turning Basin" only upon approval of 75% of the Association members in good standing.

PART (5) - Any member of the Board of Directors who fails to attend three (3) consecutive meetings of the Board, after proper notification, shall be dropped from the Board upon notification by mail to last address known by Association, and the Board shall then appoint another member to the Board from the same Section of Terramar Beach, or, at its option, may reinstate dropped member.

PART (6) - The Board of Directors, limited to \$5,000.00 expenditure for any one Capital Expenditure or maintenance by amendment to the By-Laws at the First Annual Meeting of the Association, as recorded in the Minutes of said First Annual Meeting, shall be hereby now authorized to expend up to \$10,000.00 for any one project of Capital Expenditure or maintenance, except, this sum shall not be construed as permitted for each or various phases

of the same project. Any project in excess of said \$10,000.00 shall be approved at a Regular or Special Meeting of the membership of the Terramar Association.

PART (7) - The Board of Directors shall be authorized to expend up to \$5,000.00 of Association Funds for expenses for holding the Annual Meeting of the Association, except, there shall be no expenditures for any Gratuities to any Officer or Director or other member of the Association for any services performed for Terramar Beach, or any other reason, except, this limitation shall not preclude the payment for reimbursement of out-of-pocket expenses for such services, provided request for such reimbursement shall be in writing including itemized of such expenses.

PART (8) - The Board of Directors shall be hereby granted the authority to require, and demand in writing, sent by Registered or Certified Mail to last Association-know address of the property owner, the repair of bulkheads along lots with frontage on waterways, and, in the event of failure of the respective property owner to make necessary repairs to said bulkheads within reasonable period of time, not exceeding ninety (90) days, the Board of Directors shall be hereby authorized to, at its option, make such repairs at the expense of the owner of the respective lot or lots, the cost of the same to be charged to the respective lot and shall bear interest at the rate of ten per cent (10%) per annum until paid, except, however this authority to repair bulkheads shall be limited to such bulkheads which are visually expanding away from the normal property line and out into the adjacent waterway. Nothing herein shall be construed as any liability for the Board of Directors to, in fact, force or perform said bulkhead repair, nor shall said Board of Directors, individually or collectively, be held liable in damages in any manner relevant to said bulkhead repairs.

ARTICLE (9) *** MEETINGS: (Amended 1979, 1978)

PART (1) - MEMBERSHIP MEETINGS - A regular meeting of the membership shall be held at the time and place designated in the Notice thereof, on the second Saturday in June of each year. This meeting shall be designated the Annual Meeting of the Association.

Special Meetings of the membership may be called by the President, the Board of Directors, or any three (3) Directors, or upon written request made by not less than Ten Percent {10%} of the total membership and when such written request shall be presented to the President, or in his absence, the Vice President, such Officer shall immediately call such Special Meeting.

Special Meetings or events of the membership are desirable and shall be held from time to time as may be determined by the Board of Directors or the Membership.

A quorum for all Regular Annual Meetings or Special Called Meetings of the Association Membership shall not be less than FIFTY-FIVE (55) Members in Good Standing in attendance at such meetings.

PART (2) - BOARD OF DIRECTORS MEETING - A regular meeting of the Board of Directors shall be held quarter-annually, beginning with July of each year, at the time and place designated by the President.

Special Meetings of the Board of Directors may be called by the President or in his absence, the Vice President, or by any three (3) Directors, such Special Meeting to be held at the time and place designated in the Call and Notice thereof, which Notice shall be given to the Directors not less than two (2) days before date of the meeting.

A majority of the members then constituting the Board of Directors shall constitute a quorum for any meeting of the Board of Directors.

PART (3) - Notwithstanding anything herein to the contrary, all meeting of the Association and the Board of Directors thereof shall be held at Terramar Beach.

ARTICLE (10) *** ELECTIONS: (Amended 1991)

PART (1) - The four elected Officers of the Association shall appoint a Nominating Committee of three (3) members not less than sixty (60) days prior to the Annual Meeting of the membership each year. No elected Officer shall be appointed to such Nominating Committee. The Nominating Committee, so appointed shall select a slate of Nominees for Officers and Directors of the Association and shall file a written report thereof with the President and Secretary not less than thirty (30) days before the date of the said Annual Meeting.

PART (2) - The written Notice of the Annual Meeting shall be mailed to the members fifteen (15) days prior to such Annual Meeting as elsewhere provided in these By-Laws and shall include the slate of Nominees recommended by the Nominating Committee.

PART (3) - Nominations for any or all offices in the Association may be made from the floor at the Annual Meeting by any member in good standing.

- * PART (4) - The election of Officers shall be held at the Annual Meeting of the membership. This shall be by acclamation or if requested by any member in good standing, shall be by written ballot. The Nominee receiving a majority of the votes cast at the meeting shall be declared elected. In the event of no candidate receiving a majority of votes, then there shall be a runoff between the two candidates who receive the most votes.

ARTICLE (11) *** COMMITTEES: (Amended 1991)

- * PART (1) - The President, as soon as possible after election to such office, shall appoint the following Standing Committee, a committee is defined as one (1) or more persons as appointed by the President of the Board and confirmed at a regular board meeting to wit:

Architectural Control Committee.

PART (2) - In addition to the above named committee, such other and additional committees may be appointed from time to time by the President, or the Board of Directors, as same may be deemed advisable or necessary, the number of members and duties of such Committees being within the discretion of the appointing authority.

PART (3) - The duties of all Standing Committees shall be such as are defined by the Board of Directors.

ARTICLE (12) *** PROCEDURE: (Amended 1978)

PART (1) - The revised Edition of Robert's Rule of Order shall be authority for procedure in conducting all meetings of this Association and its Board of Directors, when not in conflict with provisions of these By-Laws.

PART (2) - The following shall be the order of business for all meetings:

Registration of members in attendance
Roll Call of Officers and Directors at meeting of Board of Directors Reading of Minutes of preceding meeting
Introduction of visitors
Reports of Officers and Committees
Old Business
New Business and Election of Officers and Directors
General Discussion for good and welfare of Terramar Beach Subdivision

ARTICLE (13) *** OFFICERS AND DIRECTORS LIABILITY: (Amended 1978)

PART (1) - As follows: "The Terramar Beach Community Improvement Association, Inc., shall indemnify any Director or Officer of the Association for all expenses and costs of any nature, including also Attorney's Fees, actually and necessarily incurred by such Director or Officer in connection with any claim asserted against such Director or Officer by action in any court of law, or otherwise, by reason of being or having been such Director or Officer of the Association, except, in relation to matters as to which such person shall have been guilty of negligence or malfeasance in respect to the matter in which indemnity is sought, provided, however, that such guilt of negligence or malfeasance shall be proven and so adjudged by a court of law, with the right of the Director or Officer to appeal any adjudged guilt to higher courts of law at the expense of said Terramar Beach Community Improvement Association, Inc "

* ARTICLE (14) *** AMENDMENTS: (Amended 1991)

These By-Laws may be revised, changed or amended at any meeting, Regular or Special, by a two-thirds (2/3) vote of the members present who are in good standing. However, a copy of the proposed revision, change or amendment, together with notification of the time and place of the meeting at which same is to be considered shall be delivered or

mailed to the residence (last known by Association) of each member in good standing, at least fourteen (14) days before the date of such meeting.

These By-Laws were adopted by the Interim Board of Directors on behalf of the said Association prior to the First Annual Meeting of Association, such adoption being on the Date of August 8, 1972. The First Annual Meeting of said Association was held on August 26, 1972 at which meeting these By-Laws were ratified by the members in attendance at such First Annual Meeting.

RECORD OF AMENDMENTS TO THESE BY-LAWS AFTER SAID FIRST ANNUAL MEETING:

Second Annual Meeting of Association AMENDMENTS TO BY-LAWS: None	June 9, 1973
Third Annual Meeting of Association AMENDMENTS TO BY-LAWS: None	June 8, 1974
Fourth Annual Meeting of Association AMENDMENTS TO BY-LAWS: None	June 6, 1975
Fifth Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 12, 1976
Sixth Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 18, 1977
Seventh Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 10, 1978
Eighth Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 9, 1979
Ninth Annual Meeting of Association AMENDMENTS TO BY-LAWS: None	June 14, 1980
Tenth Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 13, 1981
Twentieth Annual Meeting of Association AMENDMENTS TO BY-LAWS: Yes	June 8, 1991

PROPOSED BY-LAWS AMENDMENTS – 1991

ARTICLE (4) * DUES AND FEES:**

ADD AS PART (11) as follows: “Dues shall consist of the Annual Maintenance Fee as required and specified in the Deed Restrictions.”

ARTICLE (7) * DUTIES OF OFFICERS:**

PART (1) – Remove as follows: “...generally.”

ADD AS PART (3) as follows: "The Secretary or other Designated Officer shall also receive all communications, conduct the correspondence, and shall mail all reports, bulletins, and notices, and shall keep a correct record of all the foregoing."

ARTICLE (8) *** BOARD OF DIRECTORS:

ADD AS PART (1) as follows: "The Board of Directors shall consist of one representative for each Section. The Directors shall be lot owners from that Section he/she is representing and from which Maintenance Fees are being collected and the four (4) elected Officers of the Association, such Officers each occupying the same office on the Board of Directors."

ADD AS PART {6} as follows: "The Board of Directors, limited to \$5,000.00 expenditure for any one Capital Expenditure or Maintenance by amendment to the By-Laws at the First Annual Meeting of the Association, as recorded in the Minutes of said First Annual Meeting, shall be hereby now authorized to expend up to \$10,000.00 for any one project of Capitol Expenditure or Maintenance, except, this sum shall not be construed as permitted for each or various phases of the same project."

ADD AS PART (7) as follows: "The Board of Directors shall be authorized to expend up to \$5,000.00 of Association Funds for expenses for holding the Annual Meeting of the Association, except, there shall be no expenditures for any Gratuities to any Officer or Director or other member of the Association for any services performed for Terramar Beach, or any other reason, except, this limitation shall not preclude the payment for reimbursement of out-of-pocket expenses for such services, provided request for such reimbursement shall be in writing including itemized of such expenses."

ARTICLE (10) *** ELECTIONS:

ADD AS PART (4) as follows: "The election of Officers shall be held at the Annual Meeting of the membership. This shall be by acclamation or if requested by any member in good standing, shall be by written ballot."

ARTICLE (11) *** COMMITTEES

ADD AS PART (1) as follows: "The President, as soon as possible after election to such office., shall appoint the following Standing Committee, a committee is defined as one (1) or more persons as appointed by the President of the Board and confirmed at a regular board meeting to wit:

Architectural Control Committee

REMOVE AS PART (1) as follows:

Membership and Directory Committee

Utility Committee---Landscape and Beautification Committee

Harbor and Marian Committee---Recreation Committee (Pool and Beach)

Security and Traffic Control Committee---Various as necessary.

AMENDMENT TO ALL ARTICLES – All references to “he” has been changed to “he/she”

Reorganization of by-laws to reflect the most current year after TBCIA approval at annual meetings. All previous amendment dates will follow each amended article.

TBCIA Annual Meeting June 2009 Approved the following amendments

ARTICLE 10***Elections

Part (1) The slate shall consist of all qualified candidates seeking election for said office

Part (2) Also included will be a proxy form as proxies are accepted as part of the election process

ARTICLE 15***Annexation

All formal annexations of land into TBCIA: similar activities that effectively result in an annexation or benefits of annexation for land outside the TBCIA and/or the granting of others special benefits to land or landowners residing outside of the TBCIA, including but not limited to the use of the TBCIA marina, swimming pool, and other common areas, must be approved by a majority vote of the association members in good standing entitled to vote at a regular or special meeting.

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