

BYLAWS  
OF  
RESIDENT HOMEOWNERS OF KELL-AIRE, INC.  
(hereinafter referred to as the "Corporation")  
(as amended 4/16/13)

ARTICLE I  
MEMBERS

Section 1. Resident Homeowner Member. Any legal resident homeowner in the Kell-Aire Gardens subdivision may become a voting member when current on dues paid. Each household represented by a Resident Homeowner Member shall have one (1) vote regardless of the number of individuals named as grantees in the deed to the home.

Section 2. Associate Member. Any nonresident property (developed or undeveloped lot) owner and/or tenant in the subdivision may apply for Associate Member status. Associate Members can neither vote nor hold office in the Corporation.

Section 3. Assignment of Membership. Memberships in the Corporation cannot be assigned.

ARTICLE II  
MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Corporation will be held on the second Thursday of January of each year, or at such other time designated by the Board of Directors of the Corporation. Business transacted at said meeting will include reports from officers, standing committees and the election of the Directors of the Corporation.

Section 2. Regular Meetings. Regular meetings of the members shall be held at a time and place to be determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members may be called by the Board of Directors or by request of at least twenty-five percent (25%) of the member upon a signed petition. Special meetings should meet the notice requirements set forth in Section 4 below except a statement as to the purpose of the special meeting will be added.

Section 4. Notice of Meetings. Notices stating the place, day and hour of any general membership meeting shall be published, delivered by mail, or otherwise announced, not less than seven (7) days prior to such meeting. Any notice shall include a brief agenda and, if applicable, shall set forth any amendments to the bylaws which have been proposed at the time the notices are prepared.

Section 5. Quorum. Ten (10%) percent of the members will constitute a quorum meeting.

Section 6. Absentee Ballots. A member may vote either in person or by absentee ballot. Absentee ballots may be obtained by contacting the secretary at least one (1) day prior to the meeting at which the vote will be recorded. Signed absentee ballots shall be delivered to the Secretary prior to the commencement of the meeting at which the vote will be recorded.

Section 8. Proxies. No proxies will be allowed in the voting process.

Section 9. Conduct of Meetings. All meetings will be conducted in the accordance with current Roberts Rules.

### ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors subject to instructions and/or approval by vote of the members.

Section 2. Qualification. Directors must be resident homeowner members of the Corporation.

Section 3. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken will be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 4. Number. The Corporation shall have five (5) Directors.

Section 5. Election and Term. Director shall be elected by vote of the membership.

At each Annual Meeting members shall elect Directors to hold office until the next Annual Meeting or until his/her resignation, removal from office or death. Should a vacancy occur, a successor shall be elected at the next regular meeting of members.

At any regular meeting prior to the Annual Meeting, members shall appoint a Nominating Committee which shall be composed of three (3) members who are not Directors, to present a slate of Directors for consideration at the Annual Meeting. In addition, nominations from the floor will be accepted for consideration.

Section 6. Regular Meetings. The Board of Directors shall meet regularly at least once every two (2) months at a time and place it shall select.

Section 7. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or of a majority of the Directors.

Section 8. Notices. Regular meetings of the Board of Directors will be held without notice. Written notice of the time and place of Special Meetings of the Board of Directors will be given to each Director by either personal delivery of letter at least seven (7) days before the meeting.

A majority of the Directors present may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of the adjournment.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

## ARTICLE VI OFFICERS

Section 1. Officers. The officers will consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be appointed by the Board of Directors from time to time.

Section 2. Duties. The President shall be the Chief Executive Officer whom generally and actively manages the activities of the Corporation subject to the directions of the Board of Directors. He/she shall preside at all meetings of the members. The President shall be a signatory on financial transactions.

The First Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President with all the rights, privileges and powers as if he/she had been duly elected President.

The Second Vice President shall, in the event of the absence or inability of the First Vice President to exercise his/her office, become acting First Vice President with all the rights, privileges and powers as if he/she had been duly elected First Vice President.

The Secretary shall have custody of, and maintain all, the corporate records except the financial records. The Secretary will also record the minutes of all meetings of members and the Board of Directors, send all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall retain custody of all funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the Annual Meetings of the members and whenever else required by the Board of Directors of the President. Disbursements in excess of Five Hundred and No/100 Dollars (\$500.00) require approval of the membership at a meeting at which a quorum is present and voting. The Treasurer shall also be the registered agent for the corporation.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

## ARTICLE V DUES

Section 1. Annual Dues. The amount of the dues shall be determined by the Board of Directors.

Section 2. Payment of Dues. The annual dues shall be payable upon joining and dues thereafter on January 1 of each following year and payable no later than January 31.

ARTICLE VI  
FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

ARTICLE VII  
AMENDMENTS

Any proposed amendments must be submitted to all members in writing at least thirty (30) days prior to the meeting at which same shall be considered. A proposed amendment will become effective when approved by a majority of the members voting.

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the State of Florida.