

**AMENDED AND RESTATED BYLAWS OF WELLINGTON AT SEVEN HILLS  
HOMEOWNER'S ASSOCIATION, INC.**

1. **Name and Location.** The name of the corporation is WELLINGTON AT SEVEN HILLS HOMEOWNER'S ASSOCIATION, INC. (the "Association"). The principal office of the corporation shall be located at 400 Wexford Blvd., Spring Hill, FL 34609 or at such other location determined by the Board of Directors (the "Board") from time to time.

2. **Definitions.** The definitions contained in the Amended and Restated Master Declaration of Covenants, Conditions and Restrictions for Wellington at Seven Hills (the "Declaration") relating to the residential community known as Wellington at Seven Hills, recorded in the Public Records of Hernando County, Florida, are incorporated herein by reference and made a part hereof. In addition to the terms defined in the Declaration, the following terms shall have the meanings set forth below:

"Minutes" shall mean the minutes of all member and Board meetings. In the absence of governing Florida Statutes, the Board shall determine the form of the Minutes.

"Official Records" shall mean all records required to be maintained by Association pursuant to Section 720.303(4) of the Florida Statutes, as amended from time to time.

3. **Members.**

3.1 **Voting Interests.** Each Lot Owner shall be a member of Association. No person who holds an interest in a Lot only as security for the performance of an obligation shall be a Member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot. There shall be one (1) vote appurtenant to each Lot. For the purposes of determining who may exercise the Voting Interest associated with each Lot, the following rules shall govern:

3.1.1 **Lot Owned By Multiple Persons.** When a Lot is owned by multiple persons, only one person (but not both or all persons) may exercise the Voting Interest with respect to a Lot. In the event that co-owners of a Lot cannot agree, neither may exercise the Voting Interest.

3.1.2 **Trusts.** In the event that any trustee holds title to a Lot, the Association shall have no obligation to review the trust agreement with respect to such trust. By way of example, if the Lot is owned by John Doe, as Trustee, John Doe shall be deemed the Owner of the Lot for all Association purposes. If the Lot is owned by John Doe as Trustee for the Jane Doe Trust, then John Doe shall be deemed the Member with respect to the Lot for all Association purposes. If the Lot is owned by the Jane Doe Trust, and the deed does not reference a trustee, Jane Doe shall be deemed the member with respect to the Lot for all Association purposes. If the Lot is owned by the Doe Family Trust, the Doe Family Trust may not exercise its Voting Interest unless it presents to Association, in the form of an attorney opinion letter or affidavit reasonably acceptable to Association, the identification of the person who should be treated as the Member with respect to the Lot for all Association purposes. If John Doe and Jane Doe, as Trustees, hold title to a Lot, either trustee may exercise the Voting Interest associated with such Lot. In the event of a conflict between trustees, the Voting Interest for the Lot in question cannot be exercised. In the event that any other form of trust ownership is presented to Association, the



decision of the Board as to who may exercise the Voting Interest with respect to any Lot shall be final. Association shall have no obligation to obtain an attorney opinion letter in making its decision, which may be made on any reasonable basis whatsoever.

**3.1.3 Corporations.** If a Lot is owned by a corporation, the corporation shall designate a person, an officer, employee, or agent who shall be treated as the Member who can exercise the Voting Interest associated with such Lot.

**3.1.4 Partnerships.** If a Lot is owned by a limited partnership, any one of the general partners may exercise the Voting Interest associated with such Lot. By way of example, if the general partner of a limited partnership is a corporation, then the provisions hereof governing corporations shall govern which person can act on behalf of the corporation as general partner of such limited partnership. If a Lot is owned by a general partnership, any one of the general partners may exercise the Voting Interest associated with such Lot. In the event of a conflict among general partners entitled to exercise a Voting Interest, the Voting Interest for such Lot cannot be exercised.

**3.1.5 Multiple Individuals.** If a Lot is owned by more than one individual, any one of such individuals may exercise the Voting Interest with respect to such Lot. In the event that there is a conflict among such individuals, the Voting Interest for such Lot cannot be exercised.

**3.1.6 Liability of Association.** Association may act in reliance upon any writing or instrument or signature, whether original or facsimile, which Association, in good faith, believes to be genuine, may assume the validity and accuracy of any statement or assertion contained in such a writing or instrument, and may assume that any person purporting to give any writing, notice, advice or instruction in connection with the provisions hereof has been duly authorized to do so. So long as Association acts in good faith, Association shall have no liability or obligation with respect to the exercise of Voting Interests, and no election shall be invalidated (in the absence of fraud) on the basis that Association permitted or denied any person the right to exercise a Voting Interest. In addition, the Board may impose additional requirements respecting the exercise of Voting Interests (e.g., the execution of a Voting Certificate).

**3.2 Annual Meetings.** The annual meeting of the Members (the "Annual Membership Meeting") shall be held at least once each calendar year on a date, at a time, and at a place to be determined by the Board, but shall be held in the first quarter of each calendar year.

**3.3 Special Meetings of the Membership.** Special meetings of the Membership (a "Special Meeting of the Membership") may be called by the President, a majority of the Board, or upon written request of twenty percent (20%) of the Voting Interests of the members. The business to be conducted at a Special Meeting of the Membership shall be limited to the extent required by Florida Statutes.

**3.4 Notice of Membership Meetings.** Written notice of each meeting of the Membership shall be given by, or at the direction of, any officer of the Board or any management company retained by Association. A copy of the notice shall be mailed to each member entitled to vote, postage prepaid, not less than fourteen (14) days before the meeting, unless otherwise required by Florida law, as amended from time to time. The notice shall be addressed to the member's address last appearing on the books of Association. The notice shall specify the place, day, and



hour of the meeting and, in the case of a Special Meeting of the Membership, the purpose of the meeting. Alternatively, and to the extent not prohibited by the Florida Statutes, the Board may adopt from time to time, other procedures for giving notice to the members of the Annual Meeting of the Membership or a Special Meeting of the Membership. By way of example, and not of limitation, such notice may be included in a newsletter sent to each member, via email with the written consent of a member or via closed circuit television.

**3.5 Quorum of Members.** A quorum for purposes of conducting business shall be established by the presence, in person or by proxy, of Owners entitled to cast thirty percent (30%) of the Voting Interests. Notwithstanding any provision herein to the contrary, in the event that technology permits Members to participate in meetings of the Membership and vote on matters electronically, they may do so. Members attending a meeting via telephone or video conference (Facetime, Skype, etc.) shall be deemed present in person for purposes of establishing a quorum and all other business.

**3.6 Adjournment of Members Meetings.** If, however, a quorum shall not be present at any Membership meeting, the meeting may be adjourned as provided in the Florida Statutes. In the absence of a provision in the Florida Statutes, the Members present shall have power to vote to adjourn the meeting and reschedule it on another date.

**3.7 Action of Members.** Decisions that require a vote of the members must be made by a concurrence of a majority of the Voting Interests present in person or by proxy, represented at a meeting at which a quorum has been obtained unless provided otherwise in the Declaration, the Articles, or these Bylaws.

**3.8 Proxies.** At all meetings, Members may vote their Voting Interests in person or by proxy, except where an election of Directors is conducted by ballot. All proxies shall comply with the provisions of Section 720.306(8) of the Florida Statutes, as amended from time to time, be in writing, and be filed with the Secretary at, or prior to, the meeting. Every proxy shall be revocable prior to the meeting for which it is given. Once a meeting is called to order, a proxy shall not be revoked.

#### **4. Board of Directors.**

**4.1 Number.** The affairs of Association shall be managed by a Board consisting of seven (7) persons. Board members shall be Lot Owners or the person with the authority to exercise a Voting Interest for a Lot. Co-Owners of a Lot shall not serve on the Board of Directors simultaneously; however, Co-Owners of multiple Lots may occupy more than one position on the Board of Directors.

**4.2 Term of Office.** There shall be seven (7) director positions. Terms of directors shall be two years each, and they shall be staggered with three directors being elected in even years and four directors being elected in odd years. Nothing herein shall be construed as changing the method of election of Officers as set forth in these Bylaws.

**4.3 Removal.** In the event of death, ineligibility or resignation of a Director elected by the members, the remaining Directors may fill such vacancy. Directors may be removed with or



without cause by the vote or agreement in writing of members holding a majority of the Voting Interests.

4.4 Compensation. No Director shall receive compensation for any service rendered as a Director to Association; provided, however, any Director may be reimbursed for actual expenses incurred as a Director or for services provided to the Association that are unrelated to Board service. Reimbursement of any Director expenses or work done for the benefit of the Association that are not Board service shall be approved by a majority vote of the other members of the Board of Directors. A Director submitting a request to be reimbursed for expenses of any kind shall disqualify himself or herself from the Board vote on the proposed reimbursement.

4.5 Appointment and Election of Directors. The Members shall elect all directors of Association at or in conjunction with the Annual Members Meeting.

4.6 Election. Election to the Board shall be by ballot or proxy. The persons receiving the largest numbers of votes shall be elected. Where there is the same number of candidates or fewer candidates than open seats on the Board, no election shall be required. Cumulative voting is not permitted.

## 5. Meeting of Directors.

5.1 Regular Meetings. Regular meetings of the Board shall be held on a schedule adopted by the Board from time to time. Meetings shall be held at such place and hour as may be fixed, from time to time, by resolution of the Board.

5.2 Special Meetings. Special meetings of the Board shall be held when called by the President, or by any two (2) directors. Each Director shall be given not less than two (2) days' notice except in the event of an emergency. Notice may be waived. Attendance shall be a waiver of notice. Telephone conference and video conference meetings are permitted.

5.3 Emergencies. In the event of an emergency involving immediate danger or injury or death to any person or damage to property, if a meeting of the Board cannot be immediately convened to determine a course of action, the President or, in his or her absence, any other officer or director, shall be authorized to take such action on behalf of Association as shall be reasonably required to appropriately respond to the emergency situation, including the expenditure of Association funds in the minimum amount as may be reasonably required under the circumstances. The authority of officers to act in accordance herewith shall remain in effect until the first to occur of the resolution of the emergency situation or a meeting of the Board convened to act in response thereto.

5.4 Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be action of the Board. Directors may attend meetings telephonically or by video conference. When some or all Directors meet by telephone conference or video conference, those Directors attending by telephone conference or video conference shall be counted toward obtaining a quorum and may vote on all matters. A telephone speaker or video monitor speaker shall be utilized at the noticed



location of the meeting so that the conversation of those Directors may be heard by the entire Board.

5.5 Open Meetings. Meetings of the Board shall be open to all members, except for meetings of the Board concerning personnel issues and privileged meetings with the Association's attorney concerning potential or pending legal action.

5.6 Voting. Board members shall cast votes in the manner provided in the Florida Statutes. In the absence of a statutory provision, the Board shall establish the manner in which votes shall be cast.

5.7 Notice of Board Meetings. Notices of meetings of the Board shall be posted in a conspicuous place on the Common Areas at least forty eight (48) hours in advance, except in an event of an emergency. Alternatively, notice may be given to members in any other manner provided by Florida Statute. By way of example, and not of limitation, notice may be given in any newsletter distributed to the members. For the purposes of giving notice, the area for notices to be posted selected by the Board shall be deemed a conspicuous place. Notwithstanding anything to the contrary herein, notice of any meeting of the Board at which a Special Assessment will be levied must be provided to all members at least fourteen (14) days before the meeting, which notice shall include a statement that Special Assessments will be considered at the meeting and the nature of the Special Assessments.

## 6. Powers and Duties of the Board.

6.1 Powers. The Board shall, subject to the limitations and reservations set forth in the Declaration and Articles have the powers reasonably necessary to manage, operate, maintain and discharge the duties of Association, including, but not limited to, the power to cause Association to do the following:

6.1.1 General. Exercise all powers, duties and authority vested in or delegated to Association by law and in these Bylaws, the Articles, and the Declaration, including without limitation, adopt budgets, levy Assessments and enter into contracts.

6.1.2 Rules and Regulations. Adopt, publish, promulgate and enforce rules and regulations governing the use of the Properties, by the members, tenants and their guests and invitees, and to establish penalties and/or fines for the infraction thereof subject only to the requirements of the Florida Statutes.

6.1.3 Enforcement. Suspend the right of a Lot Owner to vote during any period in which such member shall be more than ninety (90) days in default in the payment of any monetary obligation of the Association. Suspensions shall remain in place until the Lot Owner's account balance is paid in full and has a zero balance, including payment of all principal, interest, late fees, costs of collection, litigation costs and legal fees incurred by the Association.

6.1.4 Declare Vacancies. Declare the office of a member of the Board to be vacant in the event such member shall be absent from three (3) consecutive regular Board meetings.

6.1.5 Hire Employees. Employ, on behalf of Association, managers, independent contractors, or such other employees as it deems necessary, to prescribe their duties and delegate to such manager, contractor, or other professional, any or all of the duties and functions of Association and/or its officers.

6.1.6 Common Areas. Acquire, sell, operate, lease, manage and otherwise trade and deal with property, real and personal, as provided in the Declaration, and with any other matters involving Association or its members, on behalf of Association or the discharge of its duties, as may be necessary or convenient for the operation and management of Association and in accomplishing the purposes set forth in the Declaration.

6.1.7 Granting of Interest. Grant licenses, easements, permits, leases, or privileges to any individual or entity, as provided in the Declaration.

6.1.8 Financial Reports. Prepare all financial reports required by the Florida Statutes.

6.2 Vote. The Board shall exercise all powers so granted, except where the Declaration, Articles or these Bylaws specifically require a vote of the members.

7. Obligations of Association. Association, subject to the provisions of the Declaration, Articles, and these Bylaws shall discharge such duties as necessary to operate Association pursuant to the Declaration, including, but not limited to, the following:

7.1 Official Records. Maintain and make available all Official Records in accordance with Florida Statutes, as amended from time to time.

7.2 Supervision. Supervise all officers, agents and employees of Association, and to see that their duties are properly performed.

7.3 Assessments and Fines. Fix and collect the amount of the Assessments and fines; take all necessary legal action; and pay, or cause to be paid, all obligations of Association or where Association has agreed to do so, of the members.

7.4 Enforcement. At the Association's discretion, enforce the provisions of the Declaration, Articles, these Bylaws, and Rules and Regulations.

## 8. Officers and Their Duties.

8.1 Officers. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be Directors and Members of the Master Association.

8.2 Election of Officers. Except as set forth below, the election of officers shall be by the Board and shall take place at the first meeting of the Board following each Annual Members Meeting.



8.3 Term. The officers named in the Articles shall serve until their replacement by the Board. The officers of Association shall hold office until their successors are appointed or elected unless such officer shall sooner resign, be removed, or otherwise be disqualified to serve.

8.4 Special Appointment. The Board may elect such other officers as the affairs of Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

8.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

8.6 Vacancies. A vacancy in any office shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the replaced officer.

8.7 Multiple Offices. The office of President and Vice-President shall not be held by the same person. All other offices may be held by the same person.

8.8 Duties. The duties of the officers are as follows:

8.8.1 President. The President shall preside at all meetings of Association and Board, sign all leases, mortgages, deeds and other written instruments and perform such other duties as may be required by the Board.

8.8.2 Vice President. The Vice President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of the President, and perform such other duties as may be required by the Board.

8.8.3 Secretary. The Secretary shall record the votes and keep the Minutes of all meetings and proceedings of Association and the Board; keep the corporate seal of Association and affix it on all papers required to be sealed; serve notice of meetings of the Board and of Association; keep appropriate current records showing the names of the members of Association together with their addresses; and perform such other duties as required by the Board.

8.8.4 Treasurer. The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of Association and shall disburse such funds as directed by a majority vote of the Board; sign, or cause to be signed, all checks, and promissory notes of Association; cause to be kept proper books of account and accounting records required pursuant to the provisions of Section 720.303, Florida Statutes; cause to be prepared in accordance with generally accepted accounting principles all financial reports required by the Florida Statutes; and perform such other duties as required by the Board.

9. Committees. The Board may appoint such committees as the Board deems appropriate. The Board shall appoint a Chairperson of each committee. The Chairperson of a committee shall fill any vacancies on the committee that he or she chairs. The Chairperson of a committee shall also have the authority to remove any person from his or her committee, with or without cause.

Each committee Chairperson shall serve at the pleasure of the Board. Although generally delegated to a committee Chairperson, the authority to appoint or remove a person to a committee of any kind shall ultimately remain with the Board. All committee members shall serve at the pleasure of the Board.

10. Records. The official records of Association shall be available for inspection by any member at the principal office of Association. Copies may be purchased, by a member, at a reasonable cost permitted by law, as amended from time to time.

11. Amendments. The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at any regular or special meeting duly called for such purpose, on the affirmative vote of not less than fifty-one percent (51%) of each class existing at the time of any such meeting and present at the meeting in person or by proxy except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

12. Conflict. In the case of any conflict between the Articles and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

13. Fiscal Year. The fiscal year of the Association shall begin on January 1 the first day of each calendar year.

14. Miscellaneous.

14.1 Florida Statutes. Whenever these Bylaws refer to the Florida Statutes, it shall be deemed to refer to the Florida Statutes as they exist on the date these Bylaws are recorded, except when indicated otherwise.

14.2 Severability. Invalidation of any of the provisions of these Bylaws by judgment or court order shall in no way affect any other provision, and the remainder of these Bylaws shall remain in full force and effect.