

BYLAWS OF
CURLEW LANDINGS DOCK ASSOCIATION, INC.
A NONPROFIT CORPORATION

ARTICLE I.
Name and Location.

The name of the corporation is CURLEW LANDINGS DOCK ASSOCIATION, INC. The principal office of the corporation shall be located at 2350 Bayshore Boulevard, Dunedin, Florida, but 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.

Section 1. "Association" shall mean and refer to CURLEW LANDINGS DOCK ASSOCIATION, INC., its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the association for the common use and enjoyment of the owners.

Section 3. "Declarant" shall mean and refer to G & S DEVELOPMENT, a Florida Joint Venture, its successors and assigns if such successors or assigns should acquire more than one dock from the declarant.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the subdivision and recorded on the day of , 19 , in the office of the county clerk of Pinellas County, Florida in Book , page .

Section 5. "Dock" shall mean and refer to the exclusive right to use a certain dock shown on the recorded Declaration of Covenant, Conditions and Restrictions.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the association as provided in the declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, the exclusive easement to any dock which is part of the property, but shall not include those holding title merely as security for performance of an obligation.

ARTICLE III.
Meetings of Members.

Section 1. Annual Meetings. The first annual meeting of members, shall be held on the third Monday of November. Subsequent annual meeting of members shall be held on the same date of the same month of each year thereafter at the hour of 11:00 a.m. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the next following day that is not a legal holiday.

Section 2. Special Meetings. Special meetings of members may be called at any time by the president or by the board of directors, or on written request of fifteen (15) members who are entitled to vote the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days but not more than forty-five (45) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the association, or supplied by such member to the association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of members entitled to cast a majority of the votes of each class of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the declaration, the articles of incorporation, or these bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meeting of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by the owner of a dock.

ARTICLE IV.

Board of Directors--Term of Office: First Election: Removal

Section 1. Number. The affairs of the association shall be managed by a board of three directors, who shall be members of the association.

Section 2. Term of Office. The members shall elect three directors for a term of one year. At each annual meeting thereafter, the members shall elect three directors for a term of one year.

Section 3. Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the association. In the event of death, resignation, or removal of a director, a successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service rendered to the association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

ARTICLE V.

Board of Directors -- Nomination and Election

Section 1. Nomination. Nomination for election to the board of directors shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of members. The nominating committee shall consist of a chairman who shall be a member of the board of directors, and two or more members of the association. The committee shall be appointed by the board of directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the board of directors as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. Election to the board of directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the declaration. Persons receiving the largest number of votes shall be elected.

Section 3. Declarant Rights. Notwithstanding the above, the declarant shall have the right to elect a majority of the directors until such time as ninety-five (95%) percent of the docks have been sold by the Declarant or until December 31, 1992, whichever shall occur later. However, Declarant may,

prior to the time above provided, remove, but not replace, the directors that are appointed. In which event, the dock owners shall elect directors to replace those who have been so removed.

ARTICLE VI.
Board of Directors -- Meetings.

Section 1. Regular Meeting. Regular meetings of the board of directors shall be held at least quarterly without notice, at such place and our as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day that is not a legal holiday.

Section 2. Special Meetings. Special meetings of the board of directors shall be held when called by the president of the association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

ARTICLE VII.
Board of Directors -- Powers and Duties.

Section 1. Powers. The board of directors shall have power to:

- (a) Adopt and enforce rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infraction of such rules and regulations;
- (b) Suspend the voting rights and right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment or fines levied by the association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for infraction of published rules and regulations;
- (c) Exercise on behalf of the association all powers, duties, and authority vested in or delegated to the association and not specifically reserved to the membership by the declaration, articles of incorporation, or by other provisions of these bylaws;

- (d) Declare the office of a member of the board of directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the board of directors; and
- (e) Employ a manager, independent contractors, and such other employees as deemed necessary, and to prescribe their duties.
- (f) To place a lien on the dock owners' property and take whatever action is necessary to enforce the lien.

Section 2. Duties. It shall be the duty of the board of directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which a statement is requested in writing by one-fourth of the Class A members entitled to vote thereat;
- (b) Supervise all officers, agents, and employees of the association and see to it that their duties are properly performed;
- (c) As more fully provided in the declaration;
 - (1) Fix the amount of the annual assessment against each dock at least 30 days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every owner subject thereto at least 30 days in advance of each annual assessment period; and
 - (3) To place a lien against any property for which assessments are not paid within 30 days after the due date, and take whatever action is necessary to foreclose the lien, or bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

- (e) Procure and maintain adequate liability and hazard insurance on all property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the common area to be maintained.

**ARTICLE VIII.
Officers and Their Duties.**

Section 1. Enumeration of Officer. The officers of the association shall be a president and vice president, who shall at all times be elected by members of the board of directors, and a secretary, treasurer, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the board of directors following each annual meeting of members.

Section 3. Term. The officers of the association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in the association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board, from time to time, may determine.

Section 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. Any officer may resign at any time by giving written notice to the board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer replaced.

Section 7. Multiple Offices. The officer of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) **President:** The president shall preside at all meetings of the board of directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks and promissory notes.
- (b) **Vice President:** The vice president shall act in the place of the president in the event of the president's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
- (c) **Secretary:** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the association and affix it to all papers so requiring; serve notice of meetings of the board and of members; keep appropriate current records showing the members of the association together with their addresses; and perform such other duties as may be required by the board or by law.
- (d) **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all funds of the association, and shall disburse such funds as directed by resolution of the board of directors; shall sign all checks and promissory notes of the association; shall keep proper books of account; shall cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each member, and a report on which shall be given at the regular annual meeting of members.

**ARTICLE IX.
Committees.**

The board of directors shall have the power to appoint committees as it may deem appropriate in the performance of its duties.

ARTICLE X.
Assessments.

As more fully provided in the declaration, each member is obligated to pay to the association annual and special assessments, which are secured by a continuing lien on the property against which such assessments are made. Any assessments or fines that are not paid when due are considered delinquent. If an assessment is not paid within fifteen (15) days after the due date, the assessment bears interest from the date of delinquency at the rate of eighteen (18%) percent per annum, a late penalty charge equal to five (5%) percent of the payment, and the association may bring an action at law against the owner personally obligated to pay the same. Interest, costs, and reasonable attorney fees of any such action shall be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of the dock.

ARTICLE XI.
Books and Records Inspection.

The books, records, papers of the association shall be subject to inspection by any member during ordinary business hours. The declaration, articles of incorporation, and bylaws of the association shall be available for inspection by any member at the principal office of the association, where copies shall be made available for sale at a reasonable price.

ARTICLE XII.
Corporate Seal.

The association shall have a seal in circular form having within its circumference the words: **CURLEW LANDINGS DOCK ASSOCIATION, INC.**

ARTICLE XIII.
Fiscal Year.

The fiscal year of the association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

**ARTICLE XIV.
Amendments.**

These bylaws may be amended, at a regular or special meeting of members, by vote of a majority of a quorum of members present in person or by proxy. However, these By-Laws may only be amended by the Declarant as long as the Declarant owns any docks.

**ARTICLE XV.
Conflicts.**

In the case of any conflict between the articles of incorporation and these bylaws, the articles shall control; in the case of any conflict between the declaration and these bylaws, the declaration shall control.

CURLEW LANDINGS DOCK ASSOCIATION, INC.

BY: _____
SECRETARY