

**Amended and Restated Board of Directors Policy
for
Woodbriar Homeowners Association, Inc.**

Purpose

The purpose of these Amended and Restated Board of Directors Policies is to supplement the procedures detailed in the Amended and Restated By-Laws of Woodbriar Homeowners Association, Inc. (the Association), as recorded in Hillsborough County, Florida on December 4, 2006. These policies include details that are not necessarily conducive to the By-Laws and may be subject to change more often than the overall procedures covered in the By-Laws.

Article I

Transition of Outgoing to New Officers/Directors

1. All outgoing Officers/Directors shall transfer all Association property, records and documents in their possession to the new Officers/Directors within ten (10) days after the election of Officers/Directors at the Annual Meeting of Members.
2. The outgoing President shall ensure that each new Officer/Director has a copy of the current Association By-Laws and Board Policies.
3. Update/verify information in the Hillsborough County Office of Neighborhood Relations Neighborhood Listing & Zoning Notification Registry each year after the election of Directors/Officers.

Article II

Internal Revenue Service Requirements

The Treasurer shall file all forms as required by the Internal Revenue Service as listed in the United States Tax Code. The relevant forms and regulations can be found at <http://www.irs.ustreas.gov>.

Article III

Filing of Annual Report

1. Within thirty (30) days after the election of the Officers/Directors at the Annual Meeting of Members, the newly elected Treasurer will file the required Non Profit Annual Report with the Florida Division of Corporations to ensure the Association's incorporation status remains active and the names of the Officers/Directors are updated. Use this link to locate the necessary form and file electronically, if desired - <http://www.sunbiz.org/index.html>.
2. The President of the Association shall be listed as the Registered Agent.

Article IV

Association Bank Account

1. The President and Treasurer shall be the only authorized persons on the Association's bank account.

2. These names shall be updated with the bank, as needed, within thirty (30) days after the election of Officers/Directors at the Annual Meeting of Members, or any change of President or Treasurer due to resignation or otherwise.

Article V
Association Post Office Box

1. The President and Treasurer shall be authorized to access the Association's post office box.

2. These names shall be updated with the Post Office, as needed, within thirty (30) days after the election of Officers/Directors at the Annual Meeting of Members, or any change of President or Treasurer due to resignation or otherwise.

Article VI
Hillsborough County Water Service

1. The Association water meter is located just north of the intersection of Woodway and Woodcastle, in front of 15401 Woodcastle. The sprinkler controller is located in a valve box in the north flower bed at the front entranceway.

2. The Board shall ensure that the sprinkler controller is operational and programmed in accordance with the watering schedule set by Hillsborough County.

3. The Board shall ensure that the 9 volt batteries in the sprinkler controller are replaced every January and July.

4. Payment of the water bill is set up for automatic debit from the Association's checking account.

Article VII
Semiannual Financial Audits

1. A financial audit shall be conducted in January of each year, prior to the Annual Meeting of Members.

2. Another audit shall be conducted in July of each year.

Article VIII
Annual Contracts

Any annual contracts shall be negotiated during the months of February and March. Example - the mowing and maintenance of the front entry on North Boulevard and surrounding area.

Article IX
Newsletters, Meeting Notices and Emails

1. The Board shall have overall responsibility for creating newsletters, meeting notices and emails with input and assistance from other Board Members. Content of these communications must be approved by a majority of Board Members.

2. Newsletters shall be delivered to all homeowners (Members and nonmembers).
3. Newsletters and Annual/General Meeting notices may be combined in the same document. When the newsletter contains a meeting notice, it should be delivered to all homeowners at least two weeks prior to the meeting date. Whenever proxy forms are required for the meeting, the proxy forms shall only be delivered to Association Members and be attached to the newsletter / meeting notice.
4. Meeting Notices for Special Meetings of Members should not be combined with a newsletter and shall only be delivered to Association Members. This notice should contain information on the reasons for the special meeting and specific information on any items that require approval of the Members. A Limited Proxy form should be provided to the Members.
5. Emails can be used to supplement newsletters, provide reminder notices of events/meetings, communicate as applicable with individual Members and disseminate information of general interest to the neighborhood. If agreeable with Members, newsletters and proxies can be delivered by email rather than a printed copy.

Article X Proxy Requirements

1. Whenever the agenda of an Annual, General or Special Meeting of the Members of the Association includes items that require approval of the voting Members, the appropriate proxy form shall be included with the meeting notice sent to **all** Members. **The appointed proxy holder must be a member of the Association.**
2. When elections of Officers/Directors will be held at the annual meeting of the Members, a general proxy form shall be provided. The general proxy allows the proxy holder to vote as he/she decides in place of the voting Member.
3. When voting on adjustment of annual dues will be included at the annual meeting of the Members, a limited proxy form shall be provided, along with detailed information explaining the need for the adjustment and the dollar amount of the dues being proposed. The limited proxy requires the proxy holder to vote only as directed by the voting Member.
4. When any Special Meeting of the Members includes items that require a vote of the Members, a limited proxy form shall be provided. The limited proxy requires the proxy holder to vote only as directed by the voting Member.
5. The format of the general and limited proxy forms shall conform to the examples shown in Exhibits I and II.
6. Electronic proxies will be provided as email attachments, or can be downloaded from the Association's web site. Electronic proxy forms can be printed and given to someone to turn in at the meeting, or can be returned by email to the association's main email address (WoodbriarVillage@yahoo.com).

Article XI Meetings Agendas and Minutes

1. Meeting agendas should generally follow the format below:

Call to Order
Roll Call (verify a quorum is reached in order to conduct Association business)
Reading and Approval of the Minutes from the previous meeting
Reports (Treasurer, Committee, etc.)
Old Business
New Business
Comments from Floor (if it is a meeting of members or non board members attending a board meeting)
Next Meeting Date (if schedule is known)
Adjournment

2. Meeting minutes should follow the same format as the agenda and should also include the following:

Woodbriar Homeowners Association, Inc letterhead
The date and time of the meeting
Type of meeting (Board, Annual Meeting of Members, Special Meeting of Board or Members, etc.)
The time the meeting was adjourned

3. The President and Secretary shall sign the approved minutes.

Article XII **Annual Events Scheduling**

1. The Annual Easter Egg Hunt should be scheduled for the Saturday before Easter Sunday.

2. The Annual Garage Sale should be scheduled for a Saturday in October or November.

3. The Annual Christmas Party should be scheduled for no later than the second Saturday in December, if possible. This may need to be adjusted based on the date desired by the homeowner who volunteers to host the party.

4. Christmas Luminaries should be placed throughout neighborhood and front entry by early to mid afternoon on Christmas Eve. This event requires the purchase of 8 gross of votive candles and #8 paper bags (approximately 6" x 4" x 12"). Sand must also be purchased - 1/2 yard is usually sufficient. **NOTE:** The bags will need to be prepared (tops folded down to help keep bags open) by volunteers ahead of time. Bags are typically distributed at the August general meeting.

Article XIII **Miscellaneous**

The Board of Directors, or an appointed committee, shall investigate any programs available through Hillsborough County (e.g. - Mini Grants) that may be beneficial to Woodbriar Village and apply for such programs as determined applicable by majority vote of the Board of Directors.

Article XIV
Amendments

These Board Policies may be amended from time to time, in whole or in part, at a regular or special meeting of the Board of Directors by a majority vote of the Board Members present at a meeting in person or represented by written proxy, provided a majority of the Board of Directors is represented.

These policies were reviewed at a Special Board Meeting and approved by majority vote of the Woodbriar Homeowners Association, Inc. Board of Directors on October 5, 2011.

Arthur Galpin
Print Name of President

Jeffrey B. LaBuff
Print Name of Secretary

[Signature]
Signature of President

[Signature]
Signature of Secretary

Recorded Vote on
Approval of these Policies
(Y or N)

<u>[Signature]</u> Arthur Galpin President	Y	<u>Ellen Vaughan</u> Ellen Vaughan Vice President	Y
<u>[Signature]</u> Steve Bako Treasurer	Y	<u>[Signature]</u> Jeff LaBuff Secretary	Y
<u>[Signature]</u> Mark Bokor Director at Large	Y		

Woodbriar Homeowners Association, Inc.

P.O. Box 17587, Tampa, FL 33682-7587

A Florida Corporation Not for Profit

EXHIBIT I GENERAL PROXY

INSTRUCTIONS: If you do not plan to be present for the meeting detailed below but wish to be represented, it is important that you complete this proxy so that a quorum can be obtained. **By appointing a proxy holder using this general proxy, you are authorizing that proxy holder to vote in your place, as they so choose, regarding any issues brought to a vote at the meeting.**

1. Print the address of your Lot in Woodbriar Village in the space provided.
2. Print the name of the proxy holder you have appointed in the space provided. The proxy holder should be a member of the Association who agrees to be appointed and will be attending the Meeting of Members detailed below. **NOTE: *The appointed proxy holder should not be a current Board member.***
3. Please then sign and present this proxy to your appointed proxy holder.
4. The proxy holder should bring this proxy to the meeting detailed below and register it with the Secretary of the Association prior to the meeting being called to order.

I, the undersigned, lot owner(s) or designated voter of _____
(PRINT YOUR ADDRESS)

in Tampa, Florida, appoint _____
(PRINT NAME OF PROXYHOLDER)

as my proxy holder to attend the _____ (Annual/Special) _____ meeting of the Members of Woodbriar Homeowners Association, Inc., to be held on _____ (Date) at _____ (Time), at _____ (Address), in Tampa, Florida. The proxy holder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution:

PRINT NAMES(S) of OWNER(S) OR DESIGNATED VOTER

SIGNATURE(S) of OWNER(S) OR DESIGNATED VOTER

DATE: _____

THIS PROXY IS REVOCABLE BY THE LOT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT. IN NO EVENT IS THE PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

THIS PROXY WILL BE USED TO ESTABLISH A QUORUM.
Woodbriar Homeowners Association, Inc.
P.O. Box 17587, Tampa, FL 33682-7587

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**EXHIBIT II
LIMITED PROXY**

INSTRUCTIONS: If you do not plan to be present for the meeting, it is important that you complete and return this proxy so that a quorum can be obtained. **By appointing a proxy holder using this limited proxy, you are authorizing that proxy holder to vote in your place, but he/she must vote according to your preferences on each issue requiring a vote (see details of each issue below).**

1. Print the address of your Lot in Woodbriar Village in the space provided.
2. Print the name of the person you desire to vote on your behalf in the space provided. The proxy holder should be a member of the Association who agrees to be appointed and will be attending the Meeting of Members detailed below. *NOTE: If no proxy holder is specified, the President of the Association will automatically be appointed as your proxy.*
3. Designate the way you wish your vote to be cast for the issues listed below by placing an 'X' in the appropriate space(s) to the left of the YES and NO choices for each issue requiring a vote. **Since this proxy provides only limited powers, you must indicate your preference on each issue for your vote to count on that issue.**
4. Please then sign and return this proxy by hand delivery or mail to **Woodbriar Homeowners Association, Inc., c/o the Secretary, _____ (Address) _____, Tampa, FL 33613 SO THAT IT REACHES** the Association not later than the appointed time of the meeting.

I, the undersigned, lot owner(s) or designated voter of _____
(PRINT YOUR ADDRESS)

in Tampa, Florida appoint the President of the Association or _____
(PRINT NAME OF PROXYHOLDER)

as my proxy holder to attend the _____ (Annual/Special) _____ meeting of the members of **Woodbriar Homeowners Association, Inc., to be held on _____ (Date) at _____ (Time), at _____ (Address), in Tampa, Florida.** The proxy holder named above has the authority to vote and act for me to the same extent that I would if personally present, with power of substitution, except that my proxy holder's authority is limited as indicated below:

LIMITED POWERS (FOR YOUR VOTE TO BE COUNTED ON THE FOLLOWING ISSUES, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANK(S) PROVIDED BELOW).

I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXY HOLDER TO CAST MY VOTE IN REFERENCE TO THE FOLLOWING MATTERS AS INDICATED BELOW:

1. Provide the details of the items up for vote - e.g. - Should the annual dues for membership in Woodbriar Homeowners Association, Inc. be raised from \$50.00 to \$55.00?

_____ YES _____ NO

PRINT NAMES(S) of OWNER(S) OR DESIGNATED VOTER

DATE: _____

SIGNATURE(S) of OWNER(S) OR DESIGNATED VOTER

SUBSTITUTION OF PROXYHOLDER

The undersigned, appointed as proxy holder above, designates _____ to substitute for me in voting the proxy as set forth above. (print name)

Date: _____

Signature of proxy holder

THIS PROXY IS REVOCABLE BY THE LOT OWNER AND IS VALID ONLY FOR THE MEETING FOR WHICH IT IS GIVEN AND ANY LAWFUL ADJOURNMENT. IN NO EVENT IS THE PROXY VALID FOR MORE THAN NINETY (90) DAYS FROM THE DATE OF THE ORIGINAL MEETING FOR WHICH IT WAS GIVEN.

THIS PROXY WILL BE USED TO ESTABLISH A QUORUM.