

**AMENDED AND RESTATED BY-LAWS OF THE MEADOWS AT
SAINT JOHNS OWNERS ASSOCIATION, INC.**

**Recorded in the Official Records of the Public Records of
St. Johns County, Florida**

Instrument	#2023089402
Book/Page	OR 5856 / 1335
Record Date	11/14/2023 09:45:59 AM
Book Type	OR
Doc Type	RESTRICTIONS
Number of Pages	17
Direct Name	MEADOWS AT SAINT JOHNS OWNERS ASSOCIATION INC
Reverse Name	
Legal Description	CERTIFICATE OF RECORDATION/CERTIFICATE OF AMENDMENT

Document Link

Declaration of Covenants, Conditions, Restrictions

RESTRICTIONS-OR 1657 / 1267 RESTRICTIONS

Instr #2023089402 BK: 5856 PG: 1335, Filed & Recorded: 11/14/2023 9:45 AM #Pgs:17
Brandon J. Patty, Clerk of the Circuit Court and Comptroller St. Johns County FL Recording \$146.00

This Instrument Prepared By:
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FN: 2-23-167

CERTIFICATE OF RECORDATION/CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED BY-LAWS OF THE MEADOWS AT SAINT JOHNS OWNERS ASSOCIATION, INC.

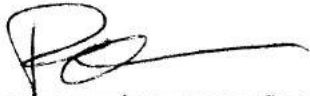
I HEREBY CERTIFY that the attached Amended and Restated By-Laws of The Meadows at Saint Johns Owners Association, Inc., was duly adopted by a majority vote of the Association's Board of Directors ("Board") at a duly noticed meeting of the Board on the 13th day of October, 2023. The original By-Laws were attached to the Declaration of Covenants, Conditions, Restrictions and Easements for The Meadows at Saint Johns, and recorded at Official Records 1657, page 1267 et seq., of the public records of St. Johns County, Florida.

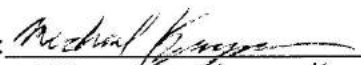
The Amended and Restated By-Laws are attached to this filing.


Signed, sealed and delivered in the presence of:

THE MEADOWS AT SAINT JOHNS OWNERS ASSOCIATION, INC.

COPY


Witness: Robert O. Carter, Esq.
(Type or Print Name)

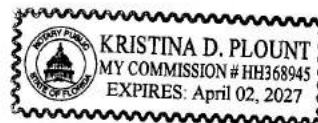
By: 
Printed Name: Michael Krugman
Its: President


Witness: MARC SCHWARTZ
(Type or Print Name)

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me by means of physical presence or online notarization this 10th day of November, 2023, by Michelle E. Krugman, as _____ of The Meadows at Saint Johns Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who () is personally known to me or () has produced a valid driver's license as identification.

Kristina D. Plount
Notary Public, State of Florida



COPY

AMENDED AND RESTATED BY-LAWS
OF
THE MEADOWS AT SAINT JOHNS
OWNERS ASSOCIATION, INC.
a Florida Corporation Not-For-Profit

1. IDENTITY.

1.1 **Applicability.** These are the Amended and Restated By-Laws of THE MEADOWS AT SAINT JOHNS OWNERS ASSOCIATION, INC. ("Association"), a Florida corporation not-for-profit organized pursuant to the provisions of Chapter 617, *Florida Statutes*, as amended, to the date of filing of the Articles of Incorporation ("Articles"). The purpose and object of the Association shall be to own, maintain and repair the Common Areas, as defined in the Articles and the Declaration of Covenants, Conditions, Restrictions and Easements for The Meadows at Saint Johns ("Declaration"), enforce the covenants and restrictions contained within the Declaration, and to exercise any other rights, powers and duties granted to it under the Declaration or the Articles. All defined terms contained herein shall have the same meanings as such terms are defined in the Declaration and the Articles.

1.2 **Office.** The office of the Association shall be at such place as established by resolution of the directors ("Directors") of the Association's Board of Directors ("Board").

1.3 **Fiscal Year.** The fiscal year of the Association shall be the first day of January through the last day of December.

1.4 **Seal.** The seal of the Association shall bear the name of THE MEADOWS AT SAINT JOHNS OWNERS ASSOCIATION, INC., the word "Florida", the words "Corporation Not-For-Profit", and year of incorporation.

2. MEMBERSHIP, VOTING, QUORUM AND PROXIES.

2.1 **Membership.** The qualification of members of the Association ("Members" or "Membership"), the manner of their admission to membership and termination of such membership, shall be as set forth in the Articles, the provisions of which are incorporated herein by reference.

2.2 **Quorum.** A quorum at meetings of Members shall consist of persons entitled to cast thirty (30) percent of the votes of all the Membership entitled to vote upon any matter or matters arising at said meeting.

2.3 **Voting.**

(a) Each Lot Owner shall be a Member and shall be assigned the right to cast one vote at any meeting of Members.

(b) DELETED

(c) If a Lot is owned by one person, the right to vote shall be established by the record title to the Lot.

(d) If any Lot is owned by more than one person or a partnership, corporation, trust, or any other association or entity, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by all of the record owners of the Lot or by the President, general partner or other chief executive officer of the respective entity and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until ownership of the Lot is changed. A certificate designating the person entitled to cast the vote of a Lot may be revoked by any owner of that Lot. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum nor for any other purpose.

2.4 **Vote Required.** Except as otherwise required under the provisions of the Articles, these By-Laws or the Declaration, or where the same otherwise may be required by law, at any meeting of the general Membership of the Association, duly called and at which a quorum is present, the acts approved by the affirmative vote of a majority of the votes present at such meeting shall be binding upon the Members.

2.5 **Proxies.** At any meeting of the Members, every Member having the right to vote shall be entitled to vote in person or by limited proxy, provided that no person shall be designated to hold more than ten (10) proxies. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. All such proxies shall be filed with the Secretary prior to or during the roll call of such meeting. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the Lot owner executing it. A photostatic, facsimile, electronic or equivalent reproduction of a signed proxy is a sufficient proxy.

2.6 Voting By Mail.

(a) **Generally.** Unless otherwise specified in the Articles, a written ballot vote may be conducted by mail for any decision which may be taken at a Membership meeting provided that:

- i. **Written Notice of Pending Vote**– the Association distributes a written notice to every Member entitled to vote on the matter that includes detailed voting instructions;
- ii. **Written Ballots are Distributed** – the Association distributes a written ballot to every Member entitled to vote on the matter;
- iii. **Proposed Action Specified** – the ballot sets forth the proposed action to be voted on;
- iv. **Opportunity to Specify Approval or Disapproval** – the ballot provides an opportunity for the voter to specify the voter’s approval or disapproval of any proposed action;
- v. **Reasonable Time to Return Ballot** – the ballot provides at least thirty (30) days within which to return the ballot to the Association;
- vi. **Number of Responses Needed to Meet Quorum** – the ballot must indicate the number of responses needed to meet the applicable quorum requirement;
- vii. **Percentage of Approval Needed to Pass the Measure** – except for elections of Directors, the ballot must state percentage of approvals necessary to pass the measure being voted on;
- viii. **Deadline to Return Ballot** – the ballot must specify the time by which the ballot must be received in order to be counted;
- ix. **Reporting of Results** – the tabulated results of the vote shall be promptly reported to the Board and shall be recorded in the minutes of the next meeting of the Board and shall be available for review by Members of the Association; and
- x. **Results Notice to Membership** – Within 15 days of the vote, a general notice of the results shall be posted in a conspicuous place within the Association property (“Property”) for at least ninety-six (96) hours.

(b) **Quorum & Approval Requirements.** Approval by written ballot is valid only when the number of votes cast by ballot within the required time period equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals must equal or exceed the number of votes that would be required to approve the measure at a Membership meeting.

2.7 Election Balloting. Unless otherwise specified in the Articles or these By-Laws, the members of the Board of Directors shall be elected by secret written ballot. Proxies may not be used

in electing the Board in general elections or elections to fill vacancies caused by recall, resignation, or otherwise, unless otherwise provided in these By-Laws.

- (a) At least **80** days before a scheduled election, the Association shall mail, deliver, or electronically transmit, by separate Association mailing or included in another Association mailing, delivery, or transmission, including regularly published newsletters, to each Lot Owner entitled to a vote, a first notice of the date of the election, including a request for persons to submit their names as candidates for the Board.
- (b) A Lot Owner or other eligible person desiring to be a candidate for the Board must give written notice of his or her intent to be a candidate to the Association at least **60** days before a scheduled election.
- (c) Together with the written annual meeting notice and agenda as set forth in section 3.3(b) herein, the Association shall mail, deliver, or electronically transmit a second notice of the election to all Lot Owners entitled to vote, together with a ballot that lists all candidates in alphabetical order by surname, not less than **14** days or more than **44** days before the date of the election. Ballots shall (a) indicate the number of vacancies to be filled; (b) set forth the names of those persons who timely submitted notices of intent to be a candidate for the Board; and (c) contain a requirement that a Member may not vote for more candidates than there are vacancies.
- (d) Upon request of a candidate, an information sheet, no larger than 8 1/2 inches by 11 inches, which must be furnished by the candidate at least **45** days before the election, must be included with the mailing, delivery, or transmission of the ballot, with the costs of mailing, delivery, or electronic transmission and copying to be borne by the Association. The Association is not liable for the contents of the information sheets prepared by the candidates. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper.
- (e) Elections shall be decided by a plurality of ballots cast. There is no quorum requirement; however, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. A Lot Owner may not authorize any other person to vote his or her ballot, and any ballots improperly cast are invalid.
- (f) Ballots cast shall be delivered by mail, commercial delivery service, or in person to the inspector(s) of elections on or before the closing of the balloting at the meeting of the Membership to be considered by the inspector(s) of elections.

- (g) The regular election must occur on the date of the annual meeting. Notwithstanding this section, an election is not required unless more candidates file notices of intent to run or are nominated than Board vacancies exist.

2.8 Election Rules for Secret Ballots. The Association shall adopt and maintain election rules in order to conduct any Association election that requires the use of secret ballots. To satisfy those requirements, the election rules must:

- (a) **Provide Equal Access to Association Media** – The election rules must ensure that if any candidate or Member advocating a point of view is provided access to Association media (i.e., newsletters, websites, etc.) during a campaign “for purposes that are reasonable related to that election,” equal access must also be provided to all candidates and Members advocating a point of view, including those not endorsed by the Board, for purposes that are reasonably related to the election. The Association may not edit or redact any content from those communications, but shall include a statement specifying that the candidate or Member is responsible for the content, not the Association.
- (b) **Specify Candidate Qualifications** – The election rules must specify the qualifications for candidates for the Board and any other elected position, consistent with the Association’s governing documents.
- (c) **Specify Nomination Procedures** – The election rules must specify the procedures for the nomination of candidates, consistent with the Association’s governing documents.
- (d) **Specify Qualifications for Voting** – The election rules must specify the qualifications for voting, the voting power of each Member, and the voting period for elections, including the times at which polls will open and close, consistent with the Association’s governing documents.
- (e) **Specify Method of Selecting Inspector(s) of Elections** – The election rules must specify a method of selecting the Association’s inspector(s) of elections, utilizing one of the following methods: (a) appointment of the inspector(s) by the Board, (b) election of the inspector(s) by the Membership, or (c) any other method for selecting the inspector(s), provided that the persons are “independent third parties” that may not include any person who is a member of the Board, a candidate for the Board, or related to a member of the Board or a candidate for the Board, nor may it include any person or business entity that is employed or under contract with the Association for any service other than serving as inspector of elections.
- (f) **Allow Inspector(s) to Appoint/Oversee Additional Persons** – The election rules must allow for the inspector(s) of elections to appoint and oversee additional persons to verify

signatures and to count and tabulate votes as the inspector or inspectors deem appropriate, provided that the persons are “independent third parties.”

- (g) **Require Retention of Voter List and Candidate List as Election Materials** – The election rules must require retention of, as Association election materials, both a candidate registration list and a voter list. The voter list must include the name, voting power, and either the physical address of the voter’s separate interest, the parcel number, or both. The mailing address for the ballot must be listed on the voter list if it differs from the physical address of the voter’s separate interest or if only the parcel number is used. The Association must permit Members to verify the accuracy of their individual information at least 30 days before the ballots are distributed. The Association or Member must report any errors or omissions to either list to the inspector(s) who must make the corrections within two (2) business days.
- (h) **Prohibit the Denial of a Ballot to a Member** – The election rules may prohibit the denial of a ballot to a Member in accordance with the provisions of Chapter 720, Florida Statutes, as amended from time to time.
- (i) **Ballots for Persons with a General Power of Attorney** – The election rules must prohibit the denial of a ballot to a person with a general power of attorney for a Member. The election rules must also require the ballot of a person with a general power of attorney for a Member to be counted if returned in a timely manner.
- (j) **Verification of Ballots and Election Rules** – The election rules must require the inspector(s) of election verify at least 45 days before an election: (a) a copy of the ballot to be delivered, and (b) a copy of the election rules by posting to an internet website with the corresponding website address printed on the ballot together with the phrase, in at least 12-point: “**The rules governing this election may be found here:**”.
- (k) **Secret Balloting Procedure** – The use of secret balloting provided for in Chapter 720, Florida Statutes, as amended from time to time, shall be followed.
- (l) **Floor Nominations and Write-Ins** – Nominations from the floor at the annual meeting of the Members are not permitted, nor are write-in candidates.
- (m) **Ballots at the Annual Meeting** – The Association shall have available at the Membership meeting additional ballots for distribution to eligible Members who have not cast their votes through the ballot by mail process.
- (n) **Voting Procedure** – Each Member shall have one vote for each seat to be filled. No cumulative voting shall be permitted. The candidate receiving the highest number of votes shall be declared elected.

2.9 **Address of Owners.** Each Owner of a Lot shall file the correct mailing address of such Owner with the Association and shall notify the Association promptly in writing of any subsequent change of address; provided, however, that if any Owner shall fail to so notify the Association, the mailing address for such Owner shall be the street address of the Lot owned by such Owner. The Association shall maintain a file of such addresses. A written or printed notice, deposited in the United States mail, postage prepaid, and addressed to any Owner at the last address filed by such Owner with the Association, shall be sufficient and proper notice to such Owner and shall be deemed delivered on the third (3rd) day after deposit in the United States mail.

2.10 **Adopting and Amending Election Rules.** Election rules are “operating rules” of the Association and may be adopted and amended by the Board without Membership approval provided that a copy of proposed amendment is delivered to the Membership with 28 day notice of a proposed amendment to the election rules. Election rules may not be changed less than ninety (90) days prior to an election.

3. **MEMBERS' MEETINGS.**

3.1 **Annual Meeting.** The annual meeting of the Members shall be held at such place as the Board of Directors may determine, and at such time as may be specified in the notice of the meeting, on the third Thursday in August of each year or such other date as determined by the Board for the purpose of electing Directors and of transacting any other business authorized to be transacted by the Members; provided, however, that if that day is a legal holiday, the meeting shall be held on the next succeeding Thursday, or such day as the Directors shall determine and include in the notice of meeting.

3.2 **Special Meeting.** Special meetings of the entire Membership of the Association shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from Members entitled to cast twenty-five (25) percent of the votes of the entire Membership.

3.3 **Notice of Meetings.**

(a) **Generally.** Written notice of all meetings of Members shall be given by the Secretary or, in the absence of the Secretary, another officer of the Association, to each Member or class of Members, if any, unless waived in writing. Each notice shall state the time and place of and purpose for which the meeting is called and shall be mailed to the Members at least fourteen (14) days prior to said meeting.

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(b) **Annual.** A first notice of the Annual Meeting shall be given to each Member not less than 80 days prior to the Annual Meeting. A second notice of the Annual Meeting shall be given to each Member not less than fourteen (14) days nor more than forty-four (44) days prior to the date set for the meeting, and shall be mailed or delivered personally to each Member. If mailed, such notice shall be deemed properly given when deposited in the United States Mail addressed to the Member at the post office address as it appears on the records of the Association, and the post office certificate of mailing shall be retained as proof of such mailing.

(c) **Special.** Notice of Special Meetings shall be given to each Member not less than fourteen (14) days prior to the date set for the meeting and shall be mailed or delivered personally to the Member.

(d) **Waiver.** Any Member may, in writing signed by such Member, waive such notice, and such waiver, when filed in the records of the Association, whether before, at or after the holding of the meeting, shall constitute notice of such Member.

(e) **Adjourned Meetings.** If any meeting of Members cannot be held because a quorum is not present, or because a greater percentage of the Membership required to constitute a quorum for a particular purpose is not present, wherever the latter percentage of attendance may be required as set forth in the Articles or the By-Laws the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum, is present.

3.4 **Presiding Officer and Minutes.** At meetings of Members, the President, shall preside, or in the absence of, the Members present shall select a chairman of the meeting. Minutes shall be kept in a businesslike manner and available for inspection by Directors, Lot owners and their authorized representatives during normal business hours at the principal office of the Association. The Association shall retain the minutes for a period of not less than seven (7) years.

3.5 **Order of Business.** The order of business at annual meetings of Members, and, as far as practical, at other meetings of Members, shall be:

- (a) Calling of the roll and certifying of proxies;
- (b) Proof of notice of meeting or waiver of notice;
- (c) Reading or waiver of reading of minutes of previous meeting of Members;

- (d) Reports of officers;
- (e) Reports of committees;
- (f) Appointment by Chairman of inspectors of election;
- (g) Election of Directors;
- (h) Unfinished business;
- (i) New business; and
- (j) Adjournment.

4. **BOARD OF DIRECTORS.**

4.1 **Composition of Board.** The affairs of the Association shall be managed by a Board of Directors. Each member of the Board of Directors shall be entitled to one vote. Directors shall be elected or appointed at the annual meeting of the Association.

(a) A Board member may not serve more than 8 consecutive years unless approved by an affirmative vote of Lot Owners representing two-thirds of all votes cast in the election or unless there are not enough eligible candidates to fill the vacancies on the Board at the time of the vacancy.

(b) Co-owners of a Lot may not serve as members of the Board of Directors at the same time.

(c) A person who has been suspended or removed from the Board of Directors pursuant to the provisions of Florida Statutes, Section 720, as amended from time to time, or who is delinquent in the payment of any assessment due to the Association, is not eligible to be elected or appointed to Board of Directors. For purposes of this paragraph if delinquent date is not specifically identified, a person is delinquent if a payment is not made by the 15th day after due date stated for the payment.

(d) A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, is not eligible to be elected or appointed to Board of Directors unless such felon's civil rights have been restored for at least 5 years as of the date such person seeks election to the Board. The validity of an action by the Board is not affected if it is later determined that a Board member is ineligible for Board membership due to having been convicted of a felony.

4.2 **Election or Appointment of Directors.** Directors shall be elected as provided in Sections 2.7 through 2.10 of these By-Laws, and in accordance with Chapter 720, Florida Statutes, as amended from time to time.

(a) Commencing with the first annual election of Directors after Developer shall have relinquished the right to appoint the Directors, the Members shall elect all Directors by a plurality of the votes cast at the annual meeting of the general Membership by the Members present at the meeting and Member submitted ballots before the polls closed. The Members shall vote in person at a meeting of the Members or by a ballot that the Members personally sign.

(b) Vacancies on the Board may be filled, through the unexpired term thereof, by the remaining Directors. Any vacancy occurring in the Board may be filled by a majority vote of the remaining Board members even if the remaining Directors constitute less than a quorum, or by the sole remaining Director. In the alternative, Board may hold an election to fill the vacancy, in which case the election procedures must conform to the requirements of the Association's governing documents. A Board member appointed or elected under this section is appointed for the unexpired term of the seat being filled. If for any reason there shall arise circumstances in which no Directors are serving and the Board is vacant, the Members shall elect successors at a special meeting. In the alternative, any Member may apply to the Circuit Court of St. Johns County for the appointment of a receiver to manage the Association's affairs, in the manner provided by law. A vacancy resulting from removal of a Director by the Members shall be filled as mandated by Chapter 720, Florida Statutes, as amended from time to time.

(c) In the election of Directors there shall be appurtenant to each Lot one (1) vote for each Director to be elected provided, however, that no Member may cast more than one vote for any person nominated as a Director, it being the interest hereof that voting for Directors shall be non-cumulative.

(d) At the first annual meeting at which the Members are entitled to elect all of the members of the Board of Directors, the number of Directors shall be five (5) and three (3) Directorships shall be designated as two-year term Directors and the other two (2) shall be one-year term Directors. At the next succeeding annual meeting, such one-year term Directorships shall be, from that point on, designated as two-year term Directorships. The intent hereof is to stagger the terms of the Directorships so that there shall be two or three Directors elected each year for two-year terms.

(e) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies.

4.3 **Organizational Board Meeting.** The organizational meeting of a newly elected or designated Board shall be held immediately following the annual meeting of the Membership and at the same place, or at a place and time as shall be fixed by the Board at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary; provided, that a quorum shall be present.

4.4 **Regular Board Meeting.** Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or e-mail, at least seven (7) days prior to the day named for such meeting, unless notice is waived. Further, notice of regular meetings shall be posted in a conspicuous place within the Property at least forty-eight (48) hours in advance. Meetings of the Board of Directors shall be open to all Members. Notice of any meetings where assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments.

4.5 **Special Meetings.** Special meetings of the Board may be called by the President, and must be called by the Secretary at the written request of one-third of the Directors. Except in an emergency, not less than three (3) days notice of a special meeting shall be given to each Director, personally or by mail, telephone or e-mail, which notice shall state the time, place and purpose of the meeting. Further, except in an emergency, such notice shall be posted as specified in Section 4.4 hereof. Notice of any meeting where assessments against Members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of any such assessments. Special meetings of the Board held in an emergency shall be reported at the next meeting of the Board as to the nature of the meeting and any actions taken.

4.6 **Board Minutes.** Minutes of all meetings of the Board shall be kept in a businesslike manner and available for inspection by Members and Directors during normal business hours at the principal office of the Association. The Association shall retain the minutes for a period of not less than seven (7) years. A member of the Board or a committee may submit in writing his or her agreement or disagreement with any action taken at a meeting that the member did not attend. This agreement or disagreement may not be used as a vote for or against the action taken or to create a

quorum and shall be appended to the minutes of the meeting not attended filed and retained in the minute book of the Association.

4.7 **Waiver of Notice.** Any Director may waive notice of a meeting before, at or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.

4.8 **Quorum.** A quorum, at meetings of the Board shall consist of the Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as may be specifically otherwise provided in the Articles or these By-Laws. If any meeting of the Board cannot be held because a quorum is not present, or because the greater percentage of attendance may be required as set forth in the Articles or these By-Laws, the Directors who are present may adjourn the meeting from time to time until a quorum, or the required percentage of attendance, if greater than a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

4.9 **Action Without a Meeting.** To the extent, now or from time to time hereinafter permitted by the laws of Florida, the Board may take any action which they might take at a meeting of the Board without a meeting; provided, that a record of all such actions so taken, signed by each Director, shall be filed and retained in the minute book of the Association, and any such actions so taken without a meeting the nature of the action so taken shall be reported at the next meeting of the Board and retained in the minute book of the Association.

4.10 **Removal.** Directors may be removed from office with or without cause by the vote or written agreement of a majority of all Members.

4.11 **Presiding Officer.** The presiding officer of meetings of the Board shall be the President of the Association. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

4.12 **Powers and Duties.** All of the powers and duties of the Association shall be exercised by the Board, including those existing under the laws of Florida, the Articles and these By-Laws. Subject to any limitations imposed by FHM, FNMA and VA guidelines, such powers and duties shall be exercised in accordance with the Articles and these By-Laws, and shall include, without limitation, the right, power and authority to:

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(a) Make and establish reasonable rules and regulations governing the use of the Property or the Common Areas, as such terms will be defined herein and in the Declaration.

(b) Adopt, for, and in advance of, each fiscal year, a budget necessary to carry out the purposes of the Association as set out herein.

(c) Levy and collect assessments against Members of the Association to defray the expenses of the Association, including the right to enforce any lien right granted the Association to secure the payment of said assessments.

(d) Own, operate, lease, sell, manage, encumber, convey, subject to easements and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Common Areas.

(e) To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns, for the mutual benefit and use of all Members.

(f) Enforce the provisions of the Articles , the By-Laws, the Declaration and all covenants, restrictions, rules and regulations governing use of the Property, or a portion thereof and the Common Areas which may now or hereafter be established.

(g) Commencing upon the Developer relinquishing the right to appoint members to the Architectural Review Committees, and the same is vested in the Association, the Board is charged with the duties and responsibilities of the Modifications Committee ("MC") as provided in the Declaration, and there upon the Board shall create an Architectural Review Committee ("ARC") to approve all modifications and improvements upon a Lot. The Architectural Review Committee shall consist of a single person or a committee of persons selected by the Board whom serve at the pleasure of the Board and may be replaced at any time.

5. OFFICERS.

5.1 **Generally.** The President and the Vice-President shall be elected from the membership of the Board of Directors, but no other officer needs to be a Director. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall deem advisable from time to time. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant

Secretary be held by the same person. The Board may, from time to time, elect such other officers, and designate their powers and duties, as the Board may deem necessary to properly manage the affairs of the Association. Officers may be removed from office with or without cause by the vote or written agreement of a majority of the Board.

5.2 **President.** The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of President of a corporation not for profit, including, but not limited to, the power to appoint committees from among the Members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association. He shall have such additional powers as the Board may designate.

5.3 **Vice-President.** The Vice President shall, in the absence or disability of the president, exercise the powers and perform the duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.

5.4 **Secretary.** The Secretary shall keep the minutes of all proceedings of the Board and the Members. He shall attend to the affairs of the Association. He shall have such additional powers as the Board may designate.

5.5 **Treasurer.** The Treasurer shall have custody of all of the property of the Association including funds, securities and evidences of indebtedness. He shall keep the assessment roll and accounts of the Members; he shall keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties incident to the office of Treasurer.

5.6 **Compensation.** No compensation shall be paid to any officer of the Association except with the approval of a majority of the Membership, reflected by a vote taken at a duly constituted Membership meeting. Nothing herein shall be construed so as to prohibit or prevent the Board of Directors from employing any Member, or Director as an employee of the Association at such compensation as the Board shall determine.

6. Robert's Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Articles of Incorporation, or these By-Laws.

7. These By-Laws may be altered or amended by the vote or written consent of a majority of the Members of the Board of Directors.

8. A Board or committee member's participation in a meeting via telephone, real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such member may vote as if physically present. A speaker must be used so that the conversation of such members may be heard by the Board or committee members attending in person as well as by any Members of the Association at a meeting.

9. A Director or officer more than 90 days delinquent in the payment of any monetary obligation due the Association shall be deemed to have abandoned the office, creating a vacancy in the office to be filled according to these By-Laws.

10. Within **90** days after being elected or appointed to the Board of Directors, each newly elected or appointed Director shall certify in writing to the secretary of the Association that he or she has read the Association's Declaration, Articles of Incorporation, By-Laws, and current written policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Association's Members. The written certification is valid and does not have to be resubmitted as long as the Director serves on the Board without interruption. A Director of the Association who fails to timely file the written certification is suspended from service on the Board until he or she complies with this sub-subparagraph. The Board may temporarily fill the vacancy during the period of suspension. Failure to have such written certification on file does not affect the validity of any Board action.

11. **Gender Neutrality.** The use of the masculine gender herein shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.