

BY-LAWS OF WINDOVER FARMS COMMUNITY ASSOCIATION, INC.
As of November 2, 2024

1. IDENTITY: These are the By-Laws of WINDOVER FARMS COMMUNITY ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on the 18th day of March, 1980, and which were certified by the Florida Department of Economic Opportunity as having been successfully revitalized on February 14, 2020. WINDOVER FARMS COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association" has been organized for the purpose of ensuring compliance with the Covenants, Conditions, and Restrictions hereinafter referred to as "CCRs", for WINDOVER FARMS, UNIT III through VII.

2. PRIORITY OF DOCUMENTS: The provisions of these by-laws are subordinate to any conflicting provisions in the CCRs.

3. APPLICIBILITY: All present and future owners, tenants, future tenants, or their employees or any person who might own a Lot in WINDOVER FARMS, UNIT III through VII or any of the facilities thereof in any manner, are subject to the provision of these By-Laws and in said Articles of Incorporation and the CCRs. These by-laws automatically incorporate amendments to the Florida statutes as made from time to time.

4. SEAL: The seal of the Association shall bear the name of the association, the word "Florida":, the words "a corporation not for profit", and the year "1980".

5. MEMBERSHIP, VOTING, QUORUM, AND PROXIES

A. Membership:

The Association shall have two classes of members.:

(1) **Class A members** shall be owners of Lots in WINDOVER FARMS UNIT III through VII.

(2) **Class B members** shall be those persons who are not lot owners of WINDOVER FARMS, UNIT III through VII but who reside in THE HILLS, EAST HILLS, EAST HILLS II, EAST WINDS, WINDOVER FARMS, UNIT I, WINDOVER FARMS UNIT II, and WINDOVER FARMS UNIT IIA and who are members of Long Lake Recreation Area in accordance with the paragraph below.

(3) **Membership in the Long Lake Recreation Area.** All Class A members of WINDOVER FARMS UNIT III through VII shall have membership in the Long Lake Recreation Area. A single membership shall include all residents in the household. Class B members may join the Long Lake Recreation Area by complying with the following terms and conditions:

(a) Payment of an annual membership fee of 67% of the annual assessment for Class A members per year or any portion thereof. The annual membership fee shall be due and payable on the first of January each year. Failure to pay the annual membership fee on or before the 30th of January of each year shall cause the membership to automatically terminate.

(b) Class B members may not cast votes for election of members of the Board of Directors nor on any budgetary or governance provision item not directly related to the Long Lake Recreation Area. Class B members are subject to any special assessments specifically levied for repairs, improvements and maintenance of the Long Lake Recreation Area and are entitled to vote on same.

B. Voting: Each lot is entitled to one vote. The vote of the owners of a Lot owned by more than one person or by a corporation or other entity shall be cast by one person who is named on the title of the property or by a named Trustee if the lot is owned by a trust, or by an officer of the corporation if the lot is owned by a corporation.

(1) Votes may be cast in person, electronically, if electronic voting is used by the Association or by proxy.

(2) An affirmative vote of a majority of members represented at any duly called membership meeting at which a quorum is present whether in person, by proxy or via electronic voting shall be binding upon the members.

C. Quorum: A quorum is the minimum number of attendees required at a meeting in person, by proxy or by electronic voting to conduct business. Quorum requirements for each type of meeting are contained in the section of the By-laws that addresses those meetings.

D. Proxies: A proxy is defined as the authority to vote on behalf of a member qualified to vote. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary 24 hours before the appointed time of the meeting. No person shall be designated to hold more than five (5) proxies. Proxies may be further assigned one time by the named proxy holder if the proxy form so provides. Proxies may only be invalidated by the Secretary for the reason of non-payment of annual assessments on the part of the lot owner who is naming the proxy holder. A proxy holder is not required to be a member of the Association. In instances where a co-owner of a lot names a proxy holder and a different co-owner attends the annual or special meeting in person, the vote of the owner attending in person shall prevail.

6. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP: Robert's Rules of Order (latest edition) shall govern the conduct of all meetings when not in conflict with the Articles of Incorporation and these By-Laws or with the Statutes of the State of Florida.

A. Annual Meeting: The annual membership meeting shall be held each year at noon on the first Saturday of February in such place as the Board of Directors shall provide notice for the purpose of transacting any business authorized to be transacted by the members. Annual membership meetings require a quorum of 20% of Class A members attending in person, by proxy or via electronic voting if such has been enacted by the Board of Directors. If a quorum of members is not reached at said meeting, the presiding Chairperson shall immediately adjourn the meeting. The Board of Directors is responsible for arranging for a venue which provides sufficient space for the anticipated number of attendees, media requirements, handicapped access, lighting and environmental comfort of the members. The costs of the annual meeting shall be paid out of the Association operating expenses.

B. Special membership meetings: Special Membership meetings shall be held whenever called by the President, Vice President or by a majority of the Board of Directors and must be called by any officer upon receipt of a written request from members of the Association owning a minimum of 20% of Lots. The notice of any special meeting shall state the time, date and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice. Special membership meetings do not require a quorum of the members to attend and any special meeting may conduct the specific business for which the meeting was convened. Any vote of the majority of the members in attendance, whether in person, by proxy or via electronic voting is binding on all members.

C. Notice of all membership meetings: Notice of all membership meetings; regular or special, shall be given to the members by the President, Vice President, Secretary or Treasurer of the Association, or other Director of the Association in the absence of said officers. Such notice may be in writing served to the members via US Postal Service first class mail or via e-mail to the members who have consented in writing to receiving e-mail notifications. Such notice shall state the time, date, place and reason for which the meeting is called. Such notice shall be given to each member not less than thirty (30) days prior to the date set for such meeting. If any membership meeting cannot be organized because of lack of a required quorum, the presiding chairperson may adjourn the meeting until a quorum is present.

D. Presiding Officer: At membership meetings the President, or in his or her absence, the Vice President shall preside, or in the absence of both, the membership shall elect a chairperson. In no instance shall a non-member of the Association be allowed to chair any meeting .

E. Order of business: The order of business at annual membership meetings and, as far as practical, at any other membership meetings, shall be:

- (1) Member and Board of Directors sign in and certifying of proxies.
- (2) Reading of minutes from previous meeting, which may be waived.
- (3) Reports of officers.
- (4) Reports of committees.
- (5) Unfinished business.
- (6) New business.
- (7) Election of Directors. If no election is to be held or if the Board has made provisions to hold election of Directors in an election independent of the annual membership meeting, this step may be omitted.
- (8) Adjournment.

F. Minutes of all meetings: Minutes of all meetings of Lot owners and Board of Directors shall be kept in a businesslike manner and shall be available for inspection by Lot owners and Board of Directors.

7. BOARD OF DIRECTORS AND OFFICERS:

A. Duty to Respond to Members: The Board of Directors and officers are representatives of the members of the Association. As such, they have an affirmative duty to respond to questions posed by the members in writing or via e-mail submitted to the e-mail address of the Association. Such response must be made within 10 business days of the date received. If posed questions involve information protected by attorney-client privilege or protected personal information, the Board has a duty to respond within 10 business days that the requested information is so protected.

B. Directors: Directors shall be elected at the annual meeting of the membership or at an election independent of the annual membership meeting, and shall serve for a term of two years. There shall be five directors. Directors must be Class A members of the Association. Directors may be removed with or without cause by an affirmative vote of Class A members owning not less than 20% of the Lots at a special meeting called for such purpose. No member of the same household as an incumbent director may serve on the Board of Directors. In instances where multiple vacancies on the Board of Directors may be filled at an election, only one member of any lot household shall be eligible for election to the Board.

(1) Elections for the Board of Directors: The Board of Directors may appoint an Elections Committee to determine specific procedures for voting by the members for the Board of Directors. The Board must approve the procedures for elections and any procedures so approved are incorporated into these By-laws of the Association.

(a) Elections for the Board of Directors may be conducted in conjunction with the annual membership meeting, in which case the requirements for a quorum of 20% of members attending in person, by proxy or by electronic voting (if such is adopted by the Board of Directors) as specified in paragraph 5 C of these by-laws is required. If an election is conducted in conjunction with the annual membership meeting, the procedures set forth in Appendix A to these by-laws will be followed.

(b) If the Board so chooses, elections independent of the annual membership meeting may be held and the procedures set forth in Appendix B of these by-laws will be followed. Any such procedures must provide that at least 20% of the total voting interests must actually cast a vote to be binding upon all members of the Association.

(2) Appointments to Board of Directors: Vacancies in the Board of Directors may be filled until the date of the next election by the majority vote of the remaining Directors. Notice of vacancy on the Board of Directors must be announced for thirty days on the Association web site and provided to members who have agreed to receipt of e-mail or electronic notice. Any qualified member who volunteers for appointment to such vacancy shall be considered by the Board of Directors. No family member or resident of the household of an incumbent Director may be appointed to membership on the Board of Directors. No person appointed by the Board of Directors as a Director may be subsequently appointed to the same position or any other position as a Director for one year.

(3) The organization meeting: The organization meeting of a newly elected Board of Directors shall be held within ten (10) days of their election, at such time and such place as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary provided a quorum shall be present. The officers of the Association shall be elected by the Board of Directors at the organizational meeting of each new Board, and shall hold office at the pleasure of the Board.

(4) Regular meetings of the Board of Directors: Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors, but at least two such meetings shall be held during each fiscal year. Notice of regular meetings shall be given to each Director personally, by mail or e-mail at least ten (10) days prior to the day named for such meeting, unless notice is waived. These meetings shall be open to all Lot owners and notice of the meeting shall be posted conspicuously forty eight (48) hours in advance.

(5) Special meetings of the Directors: Special meetings of the Directors must be called by the President at the written request of two (2) Directors with not less than three (3) days notice. Notice of such meeting shall be given to each Director personally, by mail, by e-mail or telephone which notice shall state the time date, place and purpose of the meeting.

(6) A quorum of a Directors' Meeting: A quorum at any Directors' meeting shall consist of the majority of the Directors. The acts of the Board at which a quorum is present shall constitute the act of the Board of Directors. If any Directors' meeting cannot be organized because a quorum has not attended, the Directors who are present may adjourn the meeting until a quorum is present.

(7) The presiding officer of Directors' meetings: The presiding officer of Directors' meetings shall be the President. In the absence of the President, the Vice-President shall preside. If the President and Vice-President are not in attendance the remaining Directors may appoint a President Pro-tem, which appointment is valid only for the duration of that particular meeting.

(8) Compensation: The Directors shall not receive any compensation, payment in kind, personal gifts or favors resulting in personal financial gain.

C. Powers and Duties of the Board of Directors: All of the powers and duties of the Association shall be exercised by the Board of Directors, including those existing under the common law and statutes, the Articles of Incorporation of the Association, these By-Laws and the CCRs. Such powers and duties shall be exercised in accordance with said Articles of Incorporation, these By-laws and the CCRs, and shall include but are not limited to the following:

(1) To make, levy and collect assessments against members and members' Lots to defray the costs of the Association, and to use the proceeds of said assessments in the exercise the powers and duties granted to the Association;

(2) To provide for maintenance, repair, replacement, operation and management of the Long Lake Recreation Area facilities and all other Association owned property when the same is required to be done for the benefit of its members;

(3) To provide for reconstruction or improvements after casualty and further improvement of the property both real and personal;

(4) To make and amend rules governing the use of the property of the Long Lake Recreation, Area, so long as such rules do not conflict with the restrictions and limitations which may be placed upon the use of such property under the terms of the Articles of Incorporation and CCRs;

(5) To acquire, operate, lease, manage and otherwise trade and deal with property real and personal, including the Long Lake Recreation Area, as may be necessary or convenient for the operation and management of the Association, and in accomplishing the purposes set forth in the CCRs;

(6) To enforce by legal means the provisions of the Articles of Incorporation, the By-Laws of the Association and the CCRs concerning use of the property in WINDOVER FARMS, UNITS III through VII;

(7) To pay all taxes and assessments which are liens against any part of the Association property and the appurtenances thereto;

(8) To carry insurance for the protection of the members, the Board of Directors and the Association against casualty and liability;

(9) To pay all costs of power, water, sewer and other utility services rendered to the Long Lake Recreation Area, and

(10) To contract with persons or companies to perform the services required for proper administration of the Association. The payment for services shall be fixed by the Directors.

(D) OFFICERS: Officers are Directors elected by the Board of Directors to fulfill specific roles and functions. The principal officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and as many additional Vice Presidents and Assistant Secretaries and Treasurers as the Board of Directors may deem necessary.

(1) The President: The President shall be the chief officer of the Association. He or she shall preside at all meetings of the Association and of the Board of Directors. He or she shall have all of the general powers and duties which are usually vested in the office of president of an association, including, but not limited to the power to appoint committees from among the owners as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. All committee members must be members of the Association.

(2) The Vice President: The Vice President shall take the place of the President and perform his or her duties whenever the President shall be absent or unable to act. The Vice President shall also perform such other duties as shall be imposed upon him or her by the Board of Directors.

(3) The Secretary: The Secretary shall keep the minutes of all proceedings of the Directors and the members. He or she shall attend to the giving and serving of all notices of the members and Directors, and such other notices required by law. He or she shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. The Secretary is the custodian of all Association records and shall maintain same in a businesslike manner.

(4) The Treasurer: The Treasurer shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. He or she shall keep the books of the Association in accordance with generally accepted accounting practices. The Treasurer is the primary liaison to any financial services or accountants. The Treasurer shall prepare, or cause to be prepared, the annual tax return of the Association. The Treasurer shall file the Florida not-for-profit corporation annual report. The Treasurer responds to all estoppel requests. The Treasurer prepares the annual budget for the Association and provides continuing guidance to the Board of Directors on variances in the budget throughout the fiscal year.

(5) Officer may be removed: Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed with or without cause and his or her successor elected at any regular meeting of the Board of Directors, or any special meeting of the Board of Directors called for such purpose. An officer removed from incumbency in any officer position remains a Director on the Board of Directors but may be removed from that office by vote of the majority of the Board of Directors.

8. FISCAL MANAGEMENT

A. Fiscal Year: The fiscal year of the Association shall be the calendar year.

B. Assessment Roll: An assessment roll shall be maintained in a set of accounting books in which accounting books there shall be an account for each Lot owner. Such an account shall designate the name and address of each owner or owners of a Lot, the amount of each assessment against the owners, the dates and amounts in which assessments come due, the amounts paid upon the account and any balance due upon assessments.

C. One Budget for Each Calendar Year: The Board of Directors shall adopt one unified budget for each calendar year. The budget shall contain estimates of the cost of performing the functions of the Association, including but not limited to the common expense budget which shall include the estimated amounts necessary for maintenance and operation of common elements and limited common elements, landscaping, office expenses, legal expenses, elections, financial services, mailings, utility services, casualty insurance, fidelity bonds for Directors authorized to disburse funds and liability insurance. The Board of Directors shall also establish the proposed assessment against each member as more fully provided in the CCRs.

(1) Proposed Budget Shall be Mailed: A copy of a proposed budget of Association expenses shall be mailed or e-mailed (for members who have consented to receive e-mail notifications) to members not less than thirty (30) days prior to the meeting at which the budget will be considered, together with a notice of the time, date and place at which such meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to the lot owners.

(2) Budget increases affecting assessments: If a budget is adopted by the Board of Directors which exceeds a 15% increase in assessments over the previous year's assessment, upon written application of ten percent (10%) of the Lot owners, a special meeting of the Lot owners shall be held within ten (10) days written notice to each Lot owner, but within no more than thirty (30) days of the delivery of such application to the Board of Directors or any member thereof. At such special meeting Lot owners may consider and enact a revision of the budget.

D. Depository of the Association: The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

E. Audit of All Accounts: An audit of all accounts of the Association shall be made annually by an accountant and a copy of the report shall be furnished to the Board of Directors not later than July 1st of the year following the year for which the report is made. Any negative or adverse findings by the audit shall be addressed by the Board of Directors within 30 days of receipt of such audit. A summary of the audit will be posted on the Association web site for member information.

F. Fidelity Bonds Required: Fidelity bonds shall be acquired for all Officers authorized to disburse funds of the Association. The costs for such fidelity bonds shall be borne by the Association.

9. AMENDMENTS TO BY-LAWS: Amendments to these By-Laws may be proposed by the Board of Directors acting upon vote of a majority of the Directors or by 10% of members of the Association via petition.

A. Amendments Transmitted to the President or Vice President: If any amendment to these By-Laws is proposed by the Board of Directors or members, such proposed amendment shall be transmitted to the President or Vice President of the Association. The President or Vice President receiving such proposal shall then call a special joint meeting of the Board of Directors and the membership. Such joint meeting will convene not sooner than twenty (20) days or later than sixty (60) days from receipt by such officer of the proposed amendment. The Secretary shall give each member notice of such meeting via first class mail, by e-mail if the member has agreed to receive e-mail notifications or via electronic voting means if such has been adopted by the Board.

B. Amendments to Become Effective: In order for such amendments to become effective, they must be approved by an affirmative vote of the majority of the Board of Directors and by an affirmative vote of a majority of the members present in person, by proxy or via electronic voting at the special joint meeting. Thereupon, such amendment or amendments to these By-Laws shall be transcribed, certified by the President and Secretary of the Association, and a copy shall be recorded in the Public Records of Brevard County, Florida within 30 days from the date on which any amendment or amendments have been affirmatively approved by the Directors and members.

10. INDEMNIFICATION OF DIRECTORS AND OFFICERS: Each Director and Officer, whether or not then an officer (and heirs, executors and administration), shall be and hereby is indemnified by the Association against all cost and expenses (including but not limited to counsel fees) reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a party by reason of being or having been a director or officer of the association, including costs and expenses paid in connection with the settlement of compromise of any such action, suit or proceeding: provided that nothing herein-contained shall protect or be deemed to protect any such director or officer against any liability to the association or to its security holders to which he/she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of duties involved in the conduct of his/her office.

APPENDIX A TO BY-LAWS
ELECTION PROCEDURES FOR ELECTIONS AT ANNUAL MEMBERSHIP MEETING

- 1. Elections:** Elections are held to elect Directors to the Board of Directors, not to individual positions on the Board. Any time a new Director is elected, a new Board of Directors is constituted and the new Board must hold an organization meeting to elect Officers in accordance with paragraph 7 B (3) of the by-laws.

Elections shall be held to select Directors as follows:

1.1. Notice of Upcoming Election.

- 1.1.1. No later than 90 days before the annual meeting the Board of Directors shall:
- 1.1.2. Establish membership, roles and responsibilities of the election committee.
- 1.1.3. Provide written notice of an election via mail, electronic voting notification or email (for members who have consented to electronic contact) to all members in November preceding the annual meeting. The notice shall identify how many positions are open, the open period for nominations, and instruction to any nominee to return a one page statement in either Word or PDF format regarding their candidacy for inclusion on the web page.
- 1.1.4. Place notice of the election and nominee instructions on the Association's Web site. Any candidate provided statement in support of their candidacy shall be posted without editing or censorship.
- 1.1.5. Campaign related signs/or postings are permitted as long as they comply with existing Brevard County Code of Ordinances concerning size, height, and placement rules. For signs, permission must be granted to install or display in homeowner yards and shall be removed the day after the election.

1.2. Nomination procedure. All members in good standing within the association are eligible to serve on the board of directors and may nominate themselves as a candidate during the nomination period. Nominations will be accepted for a minimum period of 30 days.

1.3. Election Qualifications. Although the election process is open to all members of the association, there are several disqualifying conditions that will prevent a member from being placed on a ballot:

- 1.3.1. The Nominee is not a member of the Association.
- 1.3.2. The Nominee is delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day that they could last be nominated for inclusion on the ballot.
- 1.3.3. Conviction of any felony, unless civil rights have been restored for at least 5 years on the day that they could last be nominated for inclusion on the ballot.
- 1.3.4. Multiple residents from a lot or lots if more than one lot is owned, may not serve simultaneously on the board.
- 1.3.5. Notification of nominee acceptance will be provided directly to the candidate by the

Election Committee. If the nomination is rejected by the Election Committee, a letter shall be sent via mail or e-mail stating the reason for such disqualification.

1.3.6. If the Election Committee determines an election is not required because there are an equal number or fewer qualified candidates than vacancies exist, such qualified candidates shall commence service on the board of directors regardless of whether a quorum is attained at the annual meeting.

1.3.7. If an election is to occur, the Election Committee shall perform the following no later than 30 days prior to the scheduled annual meeting:

1.3.7.1. Generate the Ballot

1.3.7.1.1. All ballots used must be uniform in appearance

1.3.7.1.2. Nominee names shall be listed in alphabetical order by surname

1.3.7.1.3. No write-ins allowed

1.3.7.1.4. Each ballot shall have clear language that identifies the specific date of the election to which it applies. Each ballot shall provide space for the member to enter their name, address, lot number and signature. If the ballot is cast by a named proxy holder, space must be provided that indicates "Vote cast by proxy holder" and a signature line of the named proxy holder.

1.3.7.2. Generate Proxy forms and cause notice of availability of proxy forms to be posted on the Association web site with instructions on how to obtain a proxy form.

1.3.7.2.1. Each proxy form must have language that details which election it is valid for.

1.3.7.2.2. Each proxy form shall have provision for one further assignment to a person other than the original named holder. Such assignment shall name the person to which it is assigned and be signed by the originally named proxy holder.

1.3.7.2.3. Each proxy form shall specify how the proxy may be withdrawn by the original lot owner completing the proxy.

1.3.7.2.4. Proxies shall be presented to the staff of the election check-in desk.

1.4. Voter Qualifications/Certification. Each Lot has one vote. Any lot owner with multiple lots shall have one vote for each lot owned.

1.4.1. All voters must be in good standing in the association to participate in voting and elections which means that the lot cannot be delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day of the vote or election.

1.4.2. Lots owned by a corporation or partnership shall be voted by an officer of that corporation or partnership.

1.4.3. A trustee of a trust shall vote for lots owned by that trust.

1.5. Voting.

1.5.1. Prior to the opening of voting, the Chairperson of the Election Committee will brief the Board of Directors on any instructions that the Board must convey to the members at the annual meeting.

1.5.2. Check-in.

1.5.2.1. A Register will be produced in preparation for the annual meeting that identifies homeowner names, lot numbers and valid/invalid voter status. This list will be used to check members in at the annual meeting:

1.5.2.2. Members will present identification that confirm their name against the register and a ballot will be provided to the member.

1.5.2.3. Members holding one or more proxy letters, will have their letters inspected, the register will be marked as a proxy check-in, the proxy holder will sign-in for both themselves and the person or persons naming them as a proxy holder, and ballots provided for the correct number of lots.

1.5.2.4. Instruct Members to hold their ballots pending voting initiation.

1.5.3. Vote Counting.

1.5.3.1. The chairperson of the Election Committee announces voting is now open.

1.5.3.2. Ballot boxes shall be monitored by the Election Committee during the voting period to ensure no tampering by unauthorized parties.

1.5.3.3. One election liaison shall remain co-located with the counting activities to entertain any questions or comments by members during the voting and counting activities.

1.5.3.4. No ballot shall be marked or altered after it has been submitted

1.5.3.5. Tally sheets shall be used to record votes for all candidates.

1.5.3.6. The following will not be counted:

1.5.3.6.1. Any ballot without the election's unique marking.

1.5.3.6.2. Any ballot with more votes than allowed.

1.5.3.6.3. Any ballot with some type of questionable deviation that may be later reviewed.

1.5.3.6.4. On ballots with write-ins, the write-ins will be discounted but any other valid vote will be counted.

- 1.5.3.7. Upon completion of the polling, all votes will be tallied in a master summary.
 - 1.5.3.8. If there is only one vacancy on the Board of Directors, the candidate with the highest number of votes shall be the winner. If there are multiple vacancies on the Board of Directors, the candidates with the highest number of votes, in descending order shall be the winners. The Chairperson of the Election Committee shall communicate the results of the election to the chairperson of the annual membership meeting who shall announce the results to the membership.
 - 1.5.3.9. The board may request a recount for any reason.
 - 1.5.3.10. The ballots and any related election material shall be secured for two years, after which time, they may be discarded. Uncounted votes will be collected and kept separate from the valid ballots, yet kept with the election records.
- 1.6. **Contesting Results.** If members wish to challenge the results of an election, they may petition a court of competent jurisdiction or petition the Florida Department of Business and Professional Regulation to invoke arbitration proceedings as provided in Florida Statute 720. Any challenge to the election process must be commenced within 60 days after the election results are announced.

APPENDIX B TO BY LAWS
ELECTIONS HELD SEPERATELY FROM ANNUAL MEMBERSHIP MEETING

- 2. Elections:** Elections are held to elect Directors to the Board of Directors, not to individual positions on the Board. Any time a new Director is elected, a new Board of Directors is constituted and the new Board must hold an organization meeting to elect Officers in accordance with paragraph 7 B (3) of the by-laws.

Elections may, at the discretion of the Board of Directors, be held separate from the annual membership meeting as follows:

2.1. Notice of Upcoming Election.

- 2.1.1. No later than 90 days before the annual meeting the Board of Directors shall:
- 2.1.2. Establish membership, roles and responsibilities of the election committee.
- 2.1.3. Provide written notice of an election via mail, electronic voting notification or email (for members who have consented to electronic contact) to all members in November preceding the annual meeting. The notice shall identify how many positions are open, the open period for nominations, and instruction to any nominee to return a one page statement in either Word or PDF format regarding their candidacy for inclusion on the web page.
- 2.1.4. Place notice of the election and nominee instructions on the Association's Web site. Any candidate provided statement in support of their candidacy shall be posted without editing or censorship.
- 2.1.5. Campaign related signs/or postings are permitted as long as they comply with existing Brevard County Code of Ordinances concerning size, height, and placement rules. For signs, permission must be granted to install or display in homeowner yards and shall be removed the day after the election.

2.2. Nomination procedure. All members in good standing within the association are eligible to serve on the board of directors and may nominate themselves as a candidate during the nomination period. Nominations will be accepted for a minimum period of 30 days.

2.3. Election Qualifications. Although the election process is open to all members of the association, there are several disqualifying conditions that will prevent a member from being placed on a ballot:

- 2.3.1. The Nominee is not a member of the Association.
- 2.3.2. The Nominee is delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day that they could last be nominated for inclusion on the ballot.
- 2.3.3. Conviction of any felony, unless civil rights have been restored for at least 5 years on the day that they could last be nominated for inclusion on the ballot.
- 2.3.4. Multiple residents from a lot or lots if more than one lot is owned, may not serve simultaneously on the board.

2.3.5. Notification of nominee acceptance will be provided directly to the candidate by the Election Committee. If the nomination is rejected by the Election Committee, a letter shall be sent via mail or e-mail stating the reason for such disqualification.

2.3.6. If the Election Committee determines an election is not required because there are an equal number or fewer qualified candidates than vacancies exist, such qualified candidates shall commence service on the board of directors regardless of whether a quorum is attained at the annual meeting.

2.3.7. If an election is to occur, the Election Committee shall perform the following no later than 30 days prior to the scheduled annual meeting:

2.3.7.1. Generate the Ballot

2.3.7.1.1. All ballots used must be uniform in appearance

2.3.7.1.2. Nominee names shall be listed in alphabetical order by surname

2.3.7.1.3. No write-ins allowed

2.3.7.1.4. Each ballot shall have clear language that identifies the specific date of the election to which it applies. Each ballot shall provide space for the member to enter their name, address, lot number and signature. If the ballot is cast by a named proxy holder, space must be provided that indicates "Vote cast by proxy holder" and a signature line of the named proxy holder.

2.3.7.2. Generate Proxy forms and cause notice of availability of proxy forms to be posted on the Association web site with instructions on how to obtain a proxy form.

1.3.7.2.1. Each proxy form must have language that details which election it is valid for.

1.3.7.2.2. Each proxy form shall have provision for one further assignment to a person other than the original named holder. Such assignment shall name the person to which it is assigned and be signed by the originally named proxy holder.

1.3.7.2.3. Each proxy form shall specify how the proxy may be withdrawn by the original lot owner completing the proxy.

1.3.7.2.4. Proxies shall be presented to the staff of the election check-in desk.

2.4. Voter Qualifications/Certification. Each Lot has one vote. Any lot owner with multiple lots shall have one vote for each lot owned.

- 2.4.1. All voters must be in good standing in the association to participate in voting and elections which means that the lot cannot be delinquent in the payment of any fee, fine, or other monetary obligation to the association on the day of the vote or election.
- 2.4.2. Lots owned by a corporation or partnership shall be voted by an officer of that corporation or partnership.
- 2.4.3. A trustee of a trust shall vote for lots owned by that trust.

2.5. Voting.

- 2.5.1.1. **Polling Place.** The polling place shall be staffed by at least two members of the Election Committee for the entire duration of the announced hours.
- 2.5.1.2. The election will be held from 10:00am through 4:00pm at the Long Lake Park Pavilion or alternative site as announced in the notification to members required in paragraph 1.1.3 above. The site shall also be announced on the Association's webpage.
- 2.5.1.3. A Voter Register will be produced in preparation for the election that identifies homeowner names, lot numbers and valid/invalid voter status. This list will be used to check members in at polling.

2.5.2. Check-in.

- 2.5.2.1. Upon arrival at the polling place, Members will present identification that confirms their name against the register. Members will sign in and then receive their ballot.
- 2.5.2.2. Members holding one or more proxy letters, will have their letters inspected, the lots marked as a proxy check-in, will sign in and then be presented ballots for themselves and for each lot for which they hold a proxy.
- 2.5.2.3. Instruct Members to complete their ballot and place them in the voting box.

1.5.3. Vote Counting.

- 1.5.3.1. No ballot shall be marked or altered after it has been submitted.
- 1.5.3.2. After the closing of the polls, counting may begin.
- 1.5.3.3. Tally sheets shall be used to record votes for all candidates.
- 1.5.3.4. The following will not be counted:
 - 1.5.3.4.1. Any ballot without the election's unique marking.
 - 1.5.3.4.2. Any ballot with more votes than allowed.
 - 1.5.3.4.3. Any ballot with some type of questionable deviation that may be

later reviewed.

1.5.3.4.4. On ballots with write-ins, the write-ins will be discounted but any other valid vote will be counted.

1.5.3.5. Upon completion of the polling, all votes will be tallied on a master summary.

1.5.3.6. If there is only one vacancy on the Board of Directors, the candidate with the highest number of votes shall be the winner. If there are multiple vacancies on the Board of Directors, the candidates with the highest number of votes, in descending order shall be the winners. The Chairperson of the Election Committee shall communicate the results of the election to the Association Secretary who shall post the results on the Association web site with 48 hours.

1.5.3.7. The board may request a recount at any time for any reason.

1.6. **Retention of election records.** The ballots and any related election material shall be secured for two years, after which time, they may be discarded. Uncounted votes will be collected and kept separate from the valid ballots, yet kept with the election records.

1.7. **Contesting results.** If members wish to challenge the results of an election, they may petition a court of competent jurisdiction or petition the Florida Department of Business and Professional Regulation to invoke arbitration proceedings as provided in Florida Statute 720. Any challenge to the election process must be commenced within 60 days after the election results are announced.