**8th AMENDMENT TO THE BYLAWS OF LELY RESORT MASTER PROPERTY OWNER ASSOCIATION, INC.**

ARTICLE II

DIRECTORS

Section 1. NUMBER AND TERM: The number of Directors which shall constitute the whole Board shall be seven (7). Directors must be Members or the spouse of Members. If the property is held in the name of a corporation, partnership, trust, limited liability company or other entity, any officer, director, partner, trustee or beneficiary of the trust or managing member is eligible to serve as a Director. In order to establish a system of staggered terms the three (3) Directors elected at the meeting on March 15, 2021, shall serve a term of four (4) years each. The four (4) Directors appointed to fill the four (4) Director seats created by this amendment shall serve an initial term of two (2) years each. Thereafter, all Directors shall be elected to serve a term of four years each or until their successors shall be elected and shall qualify. No Director may serve more than two (2) consecutive four (4) year terms and thereafter must take a hiatus of least two (2) years before being eligible to serve on the Board again. If a person is appointed to fill the seat of a Director that has vacated his or her seat before the end of the term, the time the appointed Director serves does not count towards the eight (8) year term limit restriction. However, if after the eight (8) years of service there are no other eligible persons desiring to serve, the Director may serve an additional term.

Section 2. VACANCY AND REPLACEMENT: If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or other~~w~~ise, a majority of the remaining Directors not less than a quorum at a meeting of Directors duly called for this purpose shall choose a successor or successors who shall hold office for the unexpired term in respect of which said vacancy occurred. The successor must be from the same class as the outgoing Director unless there is no eligible person willing to serve and then the Board may appoint any person that is eligible regardless of class.

In the event that less than a quorum of Directors remain~~s~~, the remaining Directors on a majority vote shall have the power to choose the successors to hold office for the unexpired term.

Section 3. REMOVAL: Any Director may be removed by a vote of a majority of the total votes of the Membership as provided in Chapter 720, Florida Statutes as amended from time to time.

Section 5. POWERS: The property and business of the corporation shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by statute or the certificate of incorporation. The powers of the Board of Directors shall specifically include, but not be limited to, the following:

K. To provide communication to the community on issues of community importance and to establish such ad-hoc subcommittees as necessary to address such issues.

Section 10. ELECTION OF DIRECTORS. There are two (2) classes of

Directors which shall be elected as follows:

Two (2) Directors must be Owners or the spouses of Owners of residential property within the jurisdiction of the Lely Community Development

District.

Two (2) Directors must be Owners or spouses of Owners of residential property within the jurisdiction of the of Community Services Agreement.

Three (3) Directors will be elected at large from any of the foregoing classes.

If at any time there are insufficient candidates in any particular class, the Board may appoint any eligible person regardless of class.

No later than October 31st of each year the Master Association shall mail or hand deliver to each Neighborhood Voting Representative (NVR) a first notice of annual meeting and election. The notice shall identify the number of seats on the Board of Directors that are open for election at the upcoming annual meeting. The notice shall also be posted on the Master Association website. The NVR’s Neighborhood Association shall within five (5) days of receipt of the notice mail, hand deliver or electronically transmit the notice to all Owners in the Neighborhood Association. The notice shall include an intent to be a candidate form that any eligible Owner or spouse of an Owner desiring to be a candidate for the Board must return to the Master Association no later December 1st . The candidate may also include with the intent to be a candidate form a candidate information sheet on an 8.5” x 11” sheet of paper with writing on only one side. The candidate information sheet must be included with the second notice of annual meeting and election. No later than January 7th Master Association shall mail or hand deliver to each NVR a second notice of annual meeting and election along with a ballot for electing Directors. The NVR’s Neighborhood Association shall within five (5) days of receipt of the second notice, mail, hand deliver or electronically transmit the notice to all Owners in the Neighborhood Association. The NVR, employing the Block Voting system, shall cast the votes for the candidates and deliver the ballot to Master Association on or before the day the annual meeting and election. All NVRs may vote for all Directors regardless of class however cumulative voting (i.e., casting as many votes as there are candidates for a single candidate) is not allowed. No nominations from the floor of the annual meeting are permitted. All candidates must meet the additional qualifications for Directors as imposed by Chapter 720, Florida Statutes as amended from time to time.

ARTICLE III

OFFICERS

Section 9. RESIGNATION: Any Director or officer may resign his or her office at any time, such resignation must be made in writing, and takes effect from the time of it~~’~~s receipt by the corporation, unless some other time is stated in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE V

MEETINGS OF THE MEMBERSHIP

Section 1. PLACE: All meetings of the corporate membership shall be held at the office of the corporation, or such other place as may be stated in the notice. Meetings may be held virtually as provided in Florida Statute Section 617.0721 as amended from time to time hereafter.

Section 2. ANNUAL MEETING:

1. The annual meeting shall be held on the fourth Monday of March of each year. If the meeting date should fall on a legal holiday, then the meeting shall fall on the next secular day following.

1. At the annual meeting, except as heretofore set forth as otherwise

provided in the Articles of Incorporation, a Board of Directors shall be elected, and such other business shall be transacted as may properly come before the meeting.

1. Written first notice of the annual meeting~~s~~ shall be

mailed or hand delivered by the Secretary to each Neighborhood Voting Representative (NVR)~~,~~ at such address as appears on the books of the corporation no later than October 31st  of each year. The NVR’s Neighborhood Association shall within five (5) days of receipt of the notice mail, hand deliver or electronically transmit the notice to all Owners in the Neighborhood Association. A second notice of the annual meeting and election ballot shall be mailed or hand delivered to the NVR’s no later than January 7th . The NVR’s Neighborhood Association shall within five (5) days of receipt of the second notice mail, hand deliver or electronically transmit the notice to all Owners in the Neighborhood Association.

Section 3. MEMBERSHIP LIST: At least 14 days before every election of Directors a complete list of members entitled to vote at said election, arranged numerically by dwelling unit, shall be prepared by the Secretary. Such list shall be produced and kept for said and shall be open to examination by any member in good standing throughout such time. The list shall be organized by Neighborhoods and identify the exact number of eligible votes that must be cast by the Neighborhood Voting Representative.

Section 5. SPECIAL MEETINGS:

A. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the President and shall be called by the President or Secretary at the request of in writing of a majority of the Board of Directors or at the request in writing of 20 percent of the members. Such requests shall state the purpose or purposes of the proposed meeting.

Section 6. RIGHT TO VOTE AND PROXIES: At any meeting of the members, every member shall have their vote cast via the Block Voting mechanism. Proxies may be used by the Neighborhood Voting Representatives but shall only be valid for such meeting or subsequent adjourned meeting thereof.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors and adopted by a two thirds (2/3’s) vote of the entire Board at any meeting called for that purpose; provided, that full text of any proposed amendment shall be included in the Notice of such meeting.

ARTICLE XIII

ASSESSMENTS

H. “Assessments” Each Member shall pay such assessments as the Board shall determine when it adopts the annual budget.

ARTICLE XIV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

All Directors and Officers must disclose any conflicts of interest and refrain from voting thereon as provided in Chapters 617 and 720 Florida Statutes as amended from time to time. In order to avoid conflicts, it is strongly encouraged that a person not serve on the Lely Community Development District Board and the Lely Resort Master Association Board at the same time.