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This instrument prepared by

Y
Paul L. Wean, Esquire
WEAN & MALCHOW, P A
646 East Colonial Drive
Orlando, Florida 32803

**CERTIFICATE OF APPROVAL OF AMENDMENTS
TO BYLAWS OF SYKES COVE COMMUNITY ASSOCIATION, INC.**

The undersigned authorities hereby certify that at a duly called meeting held on July 13, 2010, the Board of Directors of Sykes Cove Community Association, Inc. ("Association") adopted the attached amendments to the Bylaws of Sykes Cove Community Association, Inc. as originally recorded in the Public Records of Brevard County, Florida at Official Record Book 2762, Page 1374 and amended at Official Record Book 4717, Page 1689, at Official Record Book 4849, Page 590 and at Official Record Book 5910, Page 6497. The approval was achieved by a majority vote of the Board of Directors as set forth in Article X of the Articles of Incorporation for Sykes Cove Community Association, Inc.

Witness our hands and seals this 3 day of Sept, 2010.

ATTEST:

"ASSOCIATION"
SYKES COVE COMMUNITY ASSOCIATION, INC.

Jacyne E. Ells

JACYNE ELLS, Secretary

By *Susan K. Guthridge*

SUSAN K. GUTHRIDGE, President

STATE OF FLORIDA :
COUNTY OF BREVARD :

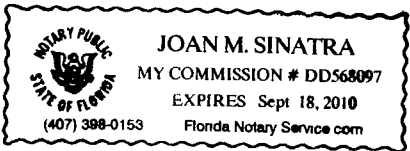
Before me, the undersigned authority, personally appeared Susan K. Guthridge and Jacyne Ells, to me personally known to be the President and Secretary, respectively, of Sykes Cove Community Association, Inc., or having produced personally known as identification and did/did not take an oath, and they severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said Association.

Witness my hand and official seal in the State and County last aforesaid, this 3 day of September, 2010

Joan M. Sinatra (SIGN)

JOAN M. SINATRA (PRINT)
Notary Public, State of Florida at Large

My Commission Expires:



**PROPOSED AMENDMENTS
TO
BYLAWS OF
SYKES COVE COMMUNITY ASSOCIATION, INC.**

Proposed additions shown in **bold underlining**

Proposed deletions shown in ~~strikeouts~~

Omitted but unaffected provisions are represented by * * *

ARTICLE I

MEMBERS

1 Membership The members of the Sykes Cove Community Association, Inc. (the "Association"), a corporation not for profit organized under Florida law, shall consist of the owners of lots ("Lots") in the property located in Brevard County, Florida, as described in the Declaration of Covenants, Conditions and Restrictions for Villa de Palmas Sykes Cove Section 1, recorded in the public records of Brevard County, Florida (the "Declaration"), and in any other property annexed in accordance with the Declaration. The membership of each Owner shall terminate when he ceases to be an Owner of a Lot. Upon the sale, transfer or other disposition of his ownership interest in a Lot, membership in the Association shall automatically be transferred to the new Lot Owner. The Association may issue certificates evidencing membership.

2. Shares: Votes. Each member shall have an interest in the funds and assets of the Association equal to the number of Lots owned by that member, as defined in the Declaration. The Association shall have two classes of voting membership as described in the Declaration.

3 Quorum. A quorum at Association ~~or Board~~ **membership** meetings shall consist of attendance in person, ~~telephone conference~~ or by proxy of members entitled to cast 10% of the votes of the Association ~~or Board, as applicable.~~ The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such person for the purposes of determining a quorum. **Notwithstanding the foregoing, no quorum requirement shall apply to the election of directors, which shall be valid so long as at least twenty (20%) percent of the voting interests shall cast a vote, as hereinafter provided.**

4. Proxies. Votes **by the membership on all matters except the election of directors** may be cast in person or by limited proxy. **Limited** Proxies shall be in writing, shall be valid only for the particular meeting designated thereon **and any adjournment or recess thereof** and must be filed with the Secretary before the appointed time of the meeting. **General proxies may not be used except to establish a quorum or for votes on non-material procedural matters.**

ARTICLE II

MEETINGS OF MEMBERSHIP

1. Rules. The meetings of the membership shall be held in accordance with the provisions of the Declaration and, subject to the Declaration, in accordance with these By-Laws. Except where in conflict with the Declaration, Roberts Rules of Order (as amended) shall govern the conduct of all membership meetings.

2. Annual **Business Meeting and Election.** The annual **business** meeting of the Association membership **and election of directors** shall be held at the offices of the Association or at such other place in the state of Florida as shall be designated by the Board or the President of the Association. The annual meeting shall be held in October of each year unless otherwise determined by the Board.

3. Special Meetings Unless specifically provided otherwise herein or in the Declaration, meetings of the membership shall be held when directed by the President or the Board or when requested in writing by members holding a majority of the votes having the right to vote at such meeting. The call for the meeting shall be issued by the secretary

4. Notice. Notice of **the election of directors and** all members' meetings, regular or special, shall be given by the President, Vice President or Secretary of the Association to each member unless waived in writing. Such notices shall be written or printed, and shall be mailed or personally delivered to each member as follows:

(a) For annual **business meetings and elections**, not less than fourteen nor more than sixty days prior to the date set for the **commencement of such** meeting, **which notice shall also state the continuation date, time and place of such meeting as discussed in Article III hereof;**

(b) For any meetings, annual or special, at which the budget of common expenses will be considered, not less than thirty nor more than sixty days prior to the date of the meeting;

(c) For special meetings called by the membership pursuant to Section 3 above, not less than ~~ten~~ **fourteen (14)** nor more than sixty days prior to the meeting; and

(d) For any other **regular or special meetings of the Board**, not less than forty-eight hours prior to the date of the meeting, unless the Board determines that an emergency exists, in which case the Board shall give such notice as is reasonable under the circumstances.

All notices of **membership meetings** may be sent to members by regular mail. In addition, except in an emergency, when such notice requirement shall be waived,

written notice shall be posted at a conspicuous place on the Property not less than forty-eight (48) hours prior to any **regular or special Board** meeting and not less than fourteen (14) days prior to the annual **membership meeting and election or any special membership meeting**.

5. **Waiver.** Any Owner may waive notice of a meeting or consent to the holding of a meeting without notice or consent to action taken without a meeting, by execution of a waiver or consent in writing. Such waiver or consent may be executed prior to, at, or subsequent to the meeting or Association action to which the waiver or consent relates

6. **Action Without Meeting.** Any action required to be taken by vote or assent of the Members may be taken in the absence of a meeting (or in the absence of a quorum at a meeting) by obtaining the written approval of the requisite percentage of the Membership. Any action so approved shall have the same effect as though taken at a meeting of the Members, and such approval shall be duly filed in the minute book of the Association

7 Telephone Conferences. **Board** Members present by telephone conference shall be considered as present at a **Board** meeting for the purposes of a quorum, and may vote in any matters presented for a vote of the membership **of the Board**.

ARTICLE III

BOARD OF DIRECTORS

1. **Election.** The Board of Directors ("Board") of the Association shall consist of not less than three **nor more than nine** persons who shall be originally appointed as provided in the articles of incorporation ("Articles") **The size of the Board may be changed by vote of the Board of Directors taken at least sixty (60) days prior to the annual membership meeting and election, provided that there shall always be an odd number of directors and provided further that no change in the size of the Board may operate to prematurely end the term of a qualified sitting director.** Thereafter, subject to the provisions of the Declaration and the Articles, the members at each annual **membership meeting and election** shall ~~determine the number of directors for the Board and shall~~ elect such directors. Directors shall hold office for a term of one year and until their successors shall be elected and qualified. At each election for directors, each member shall be entitled to vote for as many persons as there are directors to be elected. No cumulative voting shall be permitted. The candidates receiving the highest number of votes shall be declared elected.

Notwithstanding any other provision of these Bylaws to the contrary, the election of directors shall proceed as follows:

a. On the date set for the commencement of the annual membership meeting and election the first and only order of business shall be to open the floor for nominations to permit any member to nominate himself or herself as a candidate for the board. After all nominations have been accepted, nominations shall be closed and the meeting shall be adjourned to a continuation date, time and place falling no less than fourteen (14) and not more than thirty (30) days later. The names of all nominees, including without limitation, those persons who have nominated themselves at the commencement of the meeting or who have been nominated by action of a nominating committee shall be placed on an election ballot, listed alphabetically by surname and without designation of any incumbency, and the election ballot shall be given to the members in the manner provided in Article II, Section 4 hereof together with a second notice of continuation of the annual membership meeting and election. The notice shall also be accompanied by a blank ballot envelope and a larger self-addressed return envelope with space for the member to sign the envelope and indicate the record address of the member.

b. Members may vote by mail by personally completing the ballot, placing it inside the anonymous ballot envelope, by placing the sealed ballot envelope inside the larger return envelope, by legibly signing the return envelope same and indicating the members' record address thereon, and by returning the sealed return envelope to the Association by no later than the start of the continuation meeting. Members who have not voted by mail may vote in person at the commencement of the continuation meeting by a like procedure and the Association shall have a supply of blank ballots, ballot envelopes and return envelopes at the continuation meeting. No proxies shall be permitted to be used in the election of directors.

c. Once an election ballot has been submitted it may not be reclaimed. The voting materials shall not be deemed to be part of the official records and not available for inspection until after the conclusion of the election. There shall be only one ballot inside a ballot envelope and only one ballot envelope inside a return envelope. Owners of multiple lots shall use separate ballots and envelopes for each lot. Limited proxies and designations of voting representatives found inside the voting envelopes are not thereby disqualified and may be registered and used for their intended purposes. No election ballot may have more votes thereon than there are vacancies to be filled. Election ballots not conforming to these requirements shall not be counted and unsigned return envelopes shall be retained, but shall not be opened for any reason. For purposes of this provision a signature may be any printed, typed or written expression which is intended to identify the member submitting the ballot and which is readily understood as identifying a specific member.

d. All return envelopes received by the Association shall remain unopened and shall be brought to continuation meeting as they were received.

The Association may, however, record in advance of the continuation meeting the names of those members who signed and submitted return envelopes by mail in order to track who has voted and who has not. At the commencement of the continuation meeting the first order of business shall be the election of directors, and all voting interests who have not previously submitted a ballot may do so. The election shall conclude and no further voting shall be permitted when the persons appointed at the continuation meeting to act as vote counters have opened the first outer envelope. The vote counting shall proceed by first separating all signed return envelopes from the anonymous ballot envelopes within, and once completed, by opening and counting the ballots in the sealed ballot envelopes. No quorum shall be required in order to conduct the election, and the election shall be valid as long as twenty (20%) percent of the voting interests of the Association shall have cast a vote in the election. The counting of votes shall be conducted in a location where it may be observed by the members present at the continuation of the annual members business meeting and election, but the members' business meeting may proceed with the determination of a quorum and the conduct of the balance of the business meeting. In the event of an election dispute not covered by the foregoing provisions, it is intended that the ballot submission, handling and counting process conform to the extent possible to that in effect in Florida condominiums as of the date of this amendment.

e. In the event of a tie, if neither candidate willingly withdraws, the tie shall be resolved by the drawing of lots or similar random selection device, without need of a runoff election.

2. **Qualifications.** After termination of the Class B Membership (as defined in the Declaration), each director shall be a Lot Owner or the spouse of a Lot Owner (or, if a Lot Owner is a corporation, partnership or trust, a director may be an officer, partner or beneficiary of such Owner). If a director shall cease to meet such qualifications during his term, he shall thereupon cease to be a director and his place on the Board shall be deemed vacant.

3. **Vacancy.** Any vacancy occurring in the Board may be filled by a majority vote of the remaining members thereof; provided, however, that a vacancy resulting from removal of a director by the members shall be filled by a vote of the membership **if required by law.**

4. **Meetings** An **annual organizational** meeting of the Board shall be held immediately following the **conclusion of the election and** annual **business** meeting of the membership and at the same place. Special meetings of the Board shall be held upon call by the President or a majority of the Board on not less than forty-eight (48) hours notice in writing to each director, unless the Board determines an emergency to exist, in which event the Board shall give such notice as is reasonable under the circumstances. All meetings of the Board shall be open to all members and, except in an emergency as provided above, notices of all meetings shall be posted in a

conspicuous place on the Property at least 48 hours prior to the meeting. However, members shall not be entitled to vote or participate in any other way at the meeting.

5 Waiver. Any director or Owner may waive notice of a meeting or consent to the holding of a meeting without notice or consent to any action of the Board without a meeting. Such waiver or consent may be executed prior to, at, or subsequent to the meeting or Board action to which the waiver or consent relates.

6 Quorum. A quorum for the transaction of business shall consist of a majority of the directors present in person, proxy or by telephone conference. However, less than a quorum may adjourn a meeting from time to time. A majority of directors who are present at any meeting where a quorum is present shall decide any question before the meeting.

~~7 Action Without Meeting. Any action required to be taken by vote or assent of the Board may be taken in the absence of a meeting (or in the absence of a quorum at a meeting) by obtaining the written approval of the requisite percentage of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board, and such approval shall be duly filed in the minute book of the Association.~~

7. 8: Removal.

(a) Except for Directors appointed by the Declarant, any director may be removed from office, with or without cause, by at least a majority vote of all Owners, at a duly called meeting of Owners **or by written agreement without a meeting as provided in Section 720.303(10), Fla. Stat., or any equivalent successor statute.** Notwithstanding any other provisions herein, a special meeting of Owners to remove a director or directors from office may be called by ten percent (10%) of all Owners giving notice to all Owners of the meeting, which notice shall state the purpose of the meeting and shall be given to all Owners in writing as provided in Article II section 4.

(b) The Board shall have the power to declare the office of a member of the Board vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board or four (4) regular meetings of the Board during a one year Term of Office.

~~(c) Any Director may be removed from the Board for cause by a majority vote of the Board. Cause as used herein shall mean an intentional act or acts of fraud, embezzlement or theft constituting a felony and resulting directly or indirectly in gain or personal enrichment for the Director, at the expense of the Association, the continued, repeated, intentional and willful refusal to perform the duties associated with the Director's position which is not cured upon 15 days written notice to the Director, or Continued, repeated, intentional and willful acts of disruptive, abusive, derogatory, intemperate, or profane behavior, acts taken to establish Policy without Board approval, acts taken while acting as a One-Member Board or acts circumventing or contrary to the legal authority of the Board.~~

~~8.~~ 9. Compensation. Directors shall receive no compensation for their services unless expressly provided for in resolutions duly adopted by the Owners.

~~9.~~ ~~10.~~ Powers and Duties The Board shall have the following powers and duties

- (a) To elect the officers of the Association as hereinafter provided;
- (b) To administer the affairs of the Association and the Property and formulate policies for such purposes;
- (c) To adopt administrative rules and regulations governing the administration, management, operation and use of the Property and to amend such rules and regulations from time to time,
- (d) To provide for the maintenance, repair and replacement of those parts of the Property stated in the Declaration to be maintained by the Association,
- (e) To provide for the designation, hiring and removal of employees and other personnel or service companies, including a property manager, to engage or contract for the services of others, to make purchases for the maintenance, repair, replacement, administration, management and operation of the Property and to delegate any such powers to the employees or agents of the Association,
- (f) To estimate the amount of the annual budget, to provide the manner of assessing and collecting from the Owners their respective shares of such estimated expenses as hereinafter provided and to assess any supplemental assessment as the Board shall deem necessary,
- (g) Unless otherwise provided herein or in the Declaration, to comply with the instructions of a majority of the Owners as expressed in a resolution duly adopted at any annual or special meeting of the Owners; and
- (h) To exercise all other powers and duties of the Board provided for in the Declaration and the Articles.

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Prepared by Paul L. Wean, Esquire
Dated April 30, 2010