

**AMENDED AND RESTATED BYLAWS
OF
BUTTONWOOD HARBOUR ASSOCIATION, INC.**

WHEREAS, the Bylaws of Buttonwood Harbour Association, Inc. were established many years ago, amended on numerous occasions, and recorded in the public records at Official Records Book 2838, Page 2102, et seq. as Instrument #96039541, and as Exhibit C to Instrument #2008059690 recorded May 1, 2008 in Official Records of Sarasota County, Florida, and

WHEREAS, the Association desires to amend the Bylaws in their entirety at this time pursuant to the existing amendment procedures, and cause the Amended and Restated Bylaws to be recorded in the Public Records of Sarasota County, Florida, and

WHEREAS, these Amended and Restated Bylaws were adopted by not less than a majority of the entire membership of the Board of Directors, and

WHEREAS, these Amended and Restated Bylaws were approved by not less than two-thirds of the voting interests of the membership present in person or by proxy at a meeting held on February 16, 2022.

NOW THEREFORE, the following are adopted and recorded as the Amended and Restated Bylaws of Buttonwood Harbour Association, Inc.

1. Identity. These are the Bylaws of Buttonwood Harbour Association, Inc. (the "Association"), a corporation not for profit incorporated under the laws of the State of Florida, organized for the purpose of administering Buttonwood Harbour, a residential subdivision located in Sarasota County, Florida. The Articles of Incorporation of the Association were initially filed in the office of the Secretary of the State of Florida on September 7, 1961.

1.1 Mailing and Principal Addresses. The principal address shall be 5 Winslow Place, Longboat Key, Florida 34228, and the mailing address shall be P. O. Box 8054, Longboat Key, Florida 34228, or at such other places as may be designated by the Board of Directors from time to time

1.2 Seal. The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation Not for Profit", and the year of incorporation (1961). Alternately, the words "Corporate Seal" and "Seal" may serve as the seal of the Association. In no event shall a seal be required to validate corporate actions unless specifically required by law.

2. Definitions. The terms used herein shall have the same definitions as stated in the Declaration of Covenants, Restrictions, and Easements for Buttonwood Harbour (Declaration), unless the context requires otherwise.

3. Members. The members of the Association shall be the record owners of legal title to those Lots that have been submitted to the terms and provisions of the Declaration.

EXHIBIT C

3.1 Qualifications. Membership shall become effective as provided in the Declaration.

3.2 Voting Interests. There shall be one (1) vote for each separate property subject to the Declaration. For purposes of these Bylaws, each separate property shall be referred to as a Lot, although the property may in fact consist of one platted or unplatted lot and a portion of another lot, or two or more lots.

The vote allocated to a Lot is not divisible. The right of a member to vote may be suspended by the Association for the nonpayment of assessments that are delinquent in excess of 99 days. The following persons shall be authorized to cast a vote on behalf of a Lot depending on the specified ownership interests:

(a) If a Lot is owned by one natural person, that person has the right to cast the vote on behalf of the Lot.

(b) If a Lot is owned jointly by two or more persons, any of the record owners may cast the vote on behalf of the Lot.

(c) If a Lot is subject to a life estate, any of the life tenants may cast the vote on behalf of the Lot, or the holder(s) of the remainder interest may cast the vote.

(d) If the owner of a Lot is a corporation, any officer of the corporation may cast the vote of behalf of the Lot.

(e) If a Lot is owned by a partnership, any general partner may cast the vote on behalf of the Lot.

(f) If a limited liability company owns a Lot, any authorized agent may cast the vote on behalf of the Lot.

(g) If a Lot is owned by a trustee(s), the vote for the Lot may be cast by any trustee of the trust, or by any grantor or beneficiary of the trust provided the grantor or beneficiary occupies the Lot.

In a situation where two or more persons are authorized to cast a vote on behalf of a Lot, it shall be presumed that the person casting the vote has the consent of all such persons. In the event the persons who are authorized to vote on behalf of a Lot do not agree among themselves how their one vote shall be cast, that vote shall not be counted.

3.3 Approval or Disapproval of Matters. Whenever the decision of a Member is required upon any matter, whether or not the subject of an Association meeting, such decision may be expressed by any person authorized to cast the vote of such Lot at an Association meeting as stated in Section 3.2, unless the joinder of all Members is specifically required.

3.4 Termination of Membership. The termination of membership in the Association does not relieve or release any former Member from liability or obligation incurred under or in any way connected with the subdivision during the period of membership, nor does it impair any rights or remedies which

the Association may have against any former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

4.1 Annual Meeting. The annual Members' meeting shall be held in Sarasota or Manatee County in February of each year on a date, place and time determined by the Board of Directors from time to time. The purpose of the meeting shall be to elect directors and to transact any other business authorized to be transacted by the Members.

4.2 Special Meetings. Special Members' meetings may be held in Sarasota or Manatee County and may be called by the President, Vice President, or by a majority of the Board of the Association and must be called by the Association upon receipt of a written request from twenty percent (20%) of the voting interests. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.

4.3 Notice of Meeting: Waiver of Notice. Notice of a meeting of Members shall state the time, place, date, and the purpose(s) for which the meeting is called. The notice shall include an agenda. The notice of any Members' meeting shall be provided to every Member by one of the following methods: (1) mailed postpaid and correctly addressed to the Member's address shown in the current records of the Association, or (2) be hand delivered to the Member who must in that event sign a receipt, or (3) be electronically transmitted to a correct facsimile number or electronic mail address at which the Member has consented to receive notice. Each Member bears the responsibility of notifying the Association of any change of address. Consent by a Member to receive notice by electronic transmission shall be revocable by the Member by written notice to the Association. The mailing of the notice shall be affected not less than fourteen (14) days, nor more than sixty (60) days, prior to the date of the meeting. Notice must also be posted continuously for not less than 14 days before the meeting. Proof of notice shall be given by affidavit.

Notice of specific meetings may be waived before or after the meeting and the attendance of any Member shall constitute such Member's waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

4.4 Quorum. A quorum at Members' meetings shall be obtained by the presence, either in person or by proxy, of persons entitled to cast thirty (30%) percent of the votes of the Members.

4.5 Majority Vote. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum shall have been attained shall be binding upon all Members for all purposes, except where otherwise provided by law, the Declaration, the Articles or these Bylaws.

4.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote but shall only be valid for the specific meeting for which originally given and any lawful adjourned meetings thereof. 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 person executing it. A proxy must be filed in writing, signed by the person authorized to cast the vote for the Lot and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. Holders of proxies must be persons eligible to cast a vote on behalf of a Lot as set forth in Section 3.2 of these Bylaws, or a spouse or significant other of an eligible voter. For purposes hereof, a "significant other" shall mean a person who resides with the Member and is designated by the Member to qualify as such.

Any copy, facsimile transmission, or other reliable reproduction of the original executed proxy may be substituted or used in lieu of the original proxy for any purpose for which the original proxy could be used if the copy, facsimile transmission, or other reproduction is a complete reproduction of the entire proxy.

4.7 Adjourned Meetings. If any proposed meeting cannot be organized because a quorum has not been attained, the Members who are present in person or by proxy may adjourn the meeting from time to time until a quorum is present, provided notice of the newly scheduled meeting is given in the manner required for the giving of notice of a meeting.

4.8 Order of Business. If a quorum has been attained, the order of business at annual Members' meetings, and, if applicable, at other Members' meetings, shall be:

- (a) Call to order by President;
- (b) At the discretion of the President, appointment by the President of a chairperson of the meeting (who need not be a Member or a director);
- (c) Calling of the roll, certifying of proxies, and determination of a quorum, or in lieu thereof, certification and acceptance of the preregistration and registration procedures establishing the Members represented in person, by proxy;
- (d) Proof of notice of the meeting or waiver of notice;
- (e) Reading and disposal of any unapproved minutes;
- (f) Reports of officers;
- (g) Reports of committees;
- (h) Appointment of inspectors of election;
- (i) Election of directors;
 - 1. Nominations from floor, and close of nominations.
 - 2. Call for final balloting on election of directors, close of balloting, and collection of ballots.
 - 3. Announcement of election results.
- (j) Unfinished business;
- (k) New business;
- (l) Member comments.
- (m) Adjournment.

Such order may be waived in whole or in part by direction of the President or the chairperson.

4.9 Minutes of Meeting. The minutes of all meetings of Members shall be kept available for inspection by Members or their authorized representatives at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

4.10 Action Without a Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required or permitted to be taken at any annual or special meeting of Members may be taken without a meeting, provided the Association provides a letter or similar communication to each Member that explains the proposed action. The communication shall

include a form of consent to permit each Member to consent to the proposed action, and instructions on consent procedures. The Association may proceed with the proposed action without further notice and without a vote at a Membership meeting provided consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of Members at which a quorum of Members entitled to vote thereon were present and voted. If the requisite number of written consents are received by the Secretary within sixty (60) days after the earliest date which appears on any of the consent forms received, the proposed action so authorized shall be of full force and effect as if the action had been approved by vote of the Members at a meeting of the Members held on the sixtieth (60th) day. Within ten (10) days after obtaining such authorization by written consent, notice must be given to Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Members may also consent in writing to actions taken at a meeting by providing a written statement to that effect and their vote shall be fully counted as though they had attended the meeting.

5. Directors.

5.1 Number, Tenure and Qualifications The affairs of the Association shall be governed by a Board of Directors having not less than three nor more than nine directors and shall be fixed at seven until changed by adoption of a resolution by the Members. Approximately one-half of the directors shall be elected each year (either three or four directors for so long as the Board consists of 7 persons). All directors shall serve two-year terms, provided however, that either the Board or the Membership shall have the authority to temporarily assign a one-year term to one or more director positions if necessary, to reimplement a scheme of staggering the Board, to promote continuity of leadership, so that approximately one-half of the Board members are elected each year.

5.2 Qualifications. Every director must be at least 18 years of age and a person that is eligible to cast a vote on behalf of a Lot as set forth in Section 3.2 of these Bylaws, or a spouse or significant other of an eligible voter. No more than one (1) person per Lot may serve on the Board at the same time. No person shall be eligible for election to the Board, or be eligible for appointment to fill a vacancy, after serving two consecutive terms as a director until at least one (1) calendar year has elapsed since the last service on the Board.

5.3 Election of Directors. The following procedures shall apply to the election of directors when directors are to be elected by vote of the Membership:

- (a) The Board shall appoint a nominating committee prior to each annual meeting of the Members. The committee shall nominate or recommend persons for election to the Board and shall generally recruit and encourage eligible persons to run as candidates for election to the Board.
- (b) Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than thirty (30) days prior to the scheduled election and shall automatically be entitled to be listed on the ballot.
- (c) The ballot prepared for the annual meeting shall list all director candidates in alphabetical order. Ballots shall be communicated to all Members with notice of the annual meeting and may be returned to the Association prior to the meeting or cast at the meeting. Nominations shall also be accepted from the floor on the date of the election.
- (d) The election shall be by plurality vote (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are

tied, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.

(e) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies: the candidates shall automatically be elected, and their names announced at the annual meeting.

5.4 Vacancies on the Board.

If the office of any director becomes vacant for any reason, a successor, or successors to fill the remaining unexpired term or terms shall be appointed or elected as follows:

- (a) If a vacancy is caused by the death, disqualification or resignation of a director, a majority of the remaining directors, even though less than a quorum, shall appoint a successor, who shall hold office for the remaining unexpired term.
- (b) If a vacancy occurs as a result of a recall and less than a majority of the directors are removed, the vacancy may be filled by appointment by a majority of the remaining directors, though less than a quorum. If vacancies occur as a result of a recall in which a majority or more of the directors are removed, the vacancies shall be filled by the Members in the agreements used to recall the Board members, or by vote at the recall meeting, as applicable.

For purposes of the foregoing provisions, in order to establish a quorum at the Board meeting held to elect a replacement member to the Board, it shall be necessary only for a majority of the remaining directors to attend the meeting, either in person or by electronic conference participation. No other business may be transacted at the meeting until a quorum of the entire Board is present.

5.5 Removal of Directors. A Director may be removed from office pursuant to procedures described in Section 617.0808 of the Florida Statutes, as amended from time to time.

5.6 Organizational Meeting. An organizational meeting of the Board shall be held within ten (10) days of each annual meeting at such place and time as shall be fixed by the directors. Notice of the organizational meeting shall be posted at least 48 continuous hours in advance of the meeting.

5.7 Regular Meetings. Regular meetings of the Board shall be held in Sarasota or Manatee County at such times as shall be determined by a majority of the directors. Except for meetings with the Association's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice, all meetings of the Board shall be open to all Members who may participate in accordance with the written policy established by the Board. Notice of such meetings shall be posted at least forty-eight (48) continuous hours in advance for the attention of the Members of the Association, except in the event of an emergency in which case the notice shall be posted as soon as practicable after the need for emergency meeting is known to the Association. All notices shall include an agenda for all known substantive matters to be discussed. Written notice of any meeting at which an assessment will be considered shall be provided to the Members via one of the methods set forth in these Bylaws and posted not less than 14 continuous days prior to the meeting. Evidence of compliance with this 14-day notice shall be by affidavit by the person providing the notice and filed among the official records of the Association.

5.8 Special Meetings. Special meetings of the Board may be held in Sarasota or Manatee County and may be called by the President, or Vice President, and must be called by the President or Secretary at the written request of one-third (1/3) of the directors. Special meetings of the Board shall be noticed and conducted in the same manner as provided herein for regular meetings. If

20 percent of the total voting interests petition the board to address an item of business, the board shall at its next regular board meeting or at a special meeting of the board, but not later than 60 days after the receipt of the petition, take the petitioned item up on an agenda.

- 5.9 Notice to Board Members/Waiver of Notice. Notice of Board meetings shall be given to Board members by telephone or one of the methods set forth in Section 4.3 of these Bylaws, which notice shall state the time, place, and purpose of the meeting, and shall be transmitted not less than forty-eight (48) hours prior to the meeting. Any director may waive notice of a meeting before or after the meeting and that waiver shall be deemed equivalent to the due receipt by said director of notice. Attendance by any director at a meeting shall constitute a waiver of notice of such meeting, except when attendance is for the express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.
- 5.10 Quorum. Except as provided in Section 5.4 hereof, a quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board, except when approval by a greater number of directors is specifically required by the Declaration, the Articles or these Bylaws. Directors may not vote by proxy. Directors may vote by secret ballot for the election of officers. At all other times, a vote or abstention for each director present shall be recorded in the minutes. Directors may not abstain from voting except in the case of an asserted conflict of interest.
- 5.11 Adjourned Meetings. If, at any proposed meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present, provided notice of such newly scheduled meeting is given as required hereunder.
- 5.12 Joinder in Meeting by Approval of Minutes. A member of the Board may submit in writing his or her agreement or disagreement with any action taken at a meeting that the member did not attend, but such action may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.
- 5.13 Presiding Officer. The presiding officer at the directors' meetings shall be the President (who may, however, designate any other person to preside). In the absence of the presiding officer, the directors present may designate any person to preside.
- 5.14 Order of Business. If a quorum has been attained, the order of business at directors' meetings, as applicable, shall be:
- (a) Call to order by President;
 - (b) At the discretion of the President, appointment by the President of a chairperson of the meeting (who need not be a Member or a director);
 - (c) Proof of due notice of meeting;
 - (d) Calling of the roll and determination of a quorum,
 - (e) Reading and disposal of any unapproved minutes;
 - (f) Report of officers and committees;
 - (g) Election of officers;

- (h) Unfinished business;
- (i) New business;
- (j) Member comments;
- (k) Adjournment.

Such order may be waived in whole or in part by direction of the President, or the presiding officer.

5.15 Minutes of Meetings. The minutes of all meetings of the Board of Directors shall be kept in a book available for inspection by Members, or their authorized representatives, at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years. Minutes for each meeting must be reduced to written form within thirty (30) days after the meeting date.

5.16 Committees. The Board may by resolution create committees and may invest in such committees such powers and responsibilities as the Board shall deem advisable. The Board may authorize the President to appoint committee members and designate the chairpersons of each committee.

Any committee authorized to take final action on behalf of the Board regarding the authorization of expenditures of Association funds shall conduct their affairs in the same manner as provided in these Bylaws for Board meetings. All other committees may meet and conduct their affairs in private without prior notice or Member participation. Notwithstanding any other law or documentary provision, the requirement that committee meetings be open to the Members is inapplicable to meetings between a committee and the Association's attorney with respect to proposed or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice.

6 Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the subdivision and may take all acts, through the proper officers of the Association, in executing such powers, except such acts which by law, the Declaration, the Articles or these Bylaws may not be delegated to the Board by the Lot Owners. Such powers and duties of the Board shall include the following:

- (a) Operating and maintaining the common areas, including irrigation systems and boat facilities.
- (b) Determining the common expenses required for the operation of the subdivision and the Association.
- (c) Collecting the assessments for common expenses from Members.
- (d) Employing and dismissing the personnel necessary for the maintenance and operation of the common areas.
- (e) Adopting and amending rules and regulations concerning the operation and use of common areas.
- (f) Maintaining accounts at depositories on behalf of the Association and designating the signatories.
- (g) Purchasing Lots in the Subdivision at foreclosure or other judicial sales, in the name of the Association, or its designee.
- (h) Enforcing obligations of the Members.

- (i) Borrowing money on behalf of the Association when required in connection with the operation, care, upkeep, and maintenance of the common areas provided, however, that the consent of at least two-thirds of the voting interests present, in person or by proxy, at a duly noticed and convened membership meeting shall be required for the borrowing of any amount that singularly or in the aggregate exceeds ten (10%) percent of the total annual budget of the Association.
- (j) Suspend the rights of a Member, or a Member's tenants, guests, or invitees, or both, to use common areas and facilities for violations of the Declaration, Bylaws, or rules and regulations, including failure to pay assessments or other violations of the governing documents.

The party against whom the suspension is sought to be imposed shall be afforded an opportunity for hearing after reasonable notice of not less than fourteen (14) days and said notice shall include:

1. A statement of the date, time and place of the hearing;
2. A statement of the provisions of the governing documents that have allegedly been violated; and
3. A short and plain statement of the matters asserted by the Association.

The party against whom the suspension is sought shall have an opportunity to respond, to present evidence, and to provide written and oral argument on all issues involved and shall have an opportunity at the hearing to review, challenge, and respond to any material considered by the Association. The hearing shall be conducted before a panel of three (3) Owners appointed by the Board (sometimes referred to as the compliance committee or panel), none of whom may then be serving as a director, officer, or employee of the Association, or be a spouse, parent, child, brother, or sister of an officer, director, or employee. In no event shall more than one person from the same Lot be appointed to the compliance panel, and no person from a Lot may be appointed if another representative of that Lot is then serving on the Board. If the panel, by majority vote, which may be taken by secret ballot, does not agree with the suspension, it may not be imposed.

The Owner shall be liable for all attorney fees and costs incurred by the Association incident to the suspension or the enforcement of the suspension, including but not limited to attendance at the hearing. Any partial payments received by the Association shall be first applied against attorney fees and then costs.

- (k) Contracting for the maintenance of the subdivision property, and management services. All contracts for the purchase, lease or renting of materials or equipment, all contracts for services, and any contract that is not to be fully performed within one year, shall be in writing. For so long as required by law, the Association shall obtain competitive bids for any contract which requires payment exceeding ten (10%) percent of the total annual budget of the Association (except for contracts with employees of the Association, management firms, attorneys, accountants, architects, engineers, or landscape architects), unless the products and services are needed as the result of any emergency or unless the desired supplier is the only source of supply within the county serving the Association. The Board need not accept the lowest bid.
- (l) Exercising (i) all powers specifically set forth in the Declaration, the Articles, these Bylaws (ii) all powers incidental thereto, and (iii) all other powers granted by statute or other law to a Florida corporation not for profit.

- (m) Convey a portion of the common areas to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether negotiated or as a result of eminent domain proceedings.

7 Emergency Board Powers.

In the event of any "emergency" as defined in Section 7(g) below, the Board may exercise the emergency powers described in this section, and any other emergency powers authorized by Sections 617.0207 and 617.0303, Fla. Stat., as amended from time to time.

- (a) The Board may name as assistant officers persons, which assistant officers shall have the same authority as the executive officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any officer of the Association.
- (b) The Board may relocate the principal office or designate alternative principal offices or authorize the officers to do so.
- (c) During any emergency, the Board may hold meetings with notice given only to those directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The director or directors in attendance at such a meeting shall constitute a quorum.
- (d) Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.
- (e) Any officer, director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.
- (f) These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.
- (g) For purposes of this Section only, an "emergency" exists only during a period of time that the subdivision, or the immediate geographic area in which the subdivision is located, is subjected to:
 - (1) a state of emergency declared by local civil or law enforcement authorities;
 - (2) a hurricane warning;
 - (3) a partial or complete evacuation order;
 - (4) federal or state "disaster area" status; or
 - (5) a catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An "emergency" also exists for purposes of this section during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or other similar event. A determination by any two (2) directors, or by the President, that an emergency exists shall have presumptive quality.

- 8.1 Executive Officers. The executive officers of the Association shall be a President, Vice-President, a Treasurer, and a Secretary. Officers do not have to be directors. All officers shall be elected by the Board and may be peremptorily removed at any meeting by concurrence of a majority of all of the directors. A person may hold more than one (1) office, except that the President may not also be the Secretary or Treasurer. No person shall sign an instrument or perform an act in the capacity of more than one office. The Board from time to time shall elect such other officers and designate their powers and duties as the Board shall deem necessary or appropriate to manage the affairs of the Association.
- 8.2 President. The President shall be the chief executive officer of the Association, and shall have all of the powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees as the President may deem appropriate to assist in the conduct of the affairs of the Association, and to see that orders and resolutions of the Board of Directors are carried out and to sign all notes, checks, and all other written instruments.
- 8.3 Vice-President. The Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the President and shall assist the President and exercise such other powers and perform such other duties as are incident to the office of the vice-president of an association and as may be required by the directors or the President.
- 8.4 Secretary. The Secretary shall keep (or cause to be kept) the minutes of all proceedings of the directors and the Members, shall attend to the giving of all notices to the Members and directors and other notices required by law, shall have custody of the seal of the Association and shall affix it to instruments requiring the seal when duly signed, and shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the secretary of an association and as may be required by the directors or the President.
- 8.5 Treasurer. The Treasurer shall be responsible for all property of the Association, including funds, securities and evidences of indebtedness, shall keep books of account for the Association in accordance with good accounting practices, which, together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. The Treasurer shall submit a Treasurer's report to the Board at reasonable intervals and shall perform all other duties incident to the office of treasurer and as may be required by the directors or the President. All monies and other valuable effects shall be kept for the benefit of the Association in such depositories as may be designated by a majority of the Board.
- 8.6 Delegation. The Board may delegate any or all of the functions of the Secretary or Treasurer to an agent or employee, provided that the Secretary or Treasurer shall in such instance generally supervise the performance of the agent or employee in the performance of such functions.
9. Compensation. Neither directors nor officers shall receive compensation for their services as such, provided however, the Board may contract with a director or officer for management or any other compensable service, in their reasonable business discretion.
10. Resignations. Any director or officer may resign his post at any time by written resignation, delivered to the President or Secretary, which shall take effect upon its receipt unless a later date is specified in the resignation, in which event the resignation shall be effective from such date unless withdrawn. The acceptance of a resignation shall not be required to make it effective. The conveyance of all Lots owned by any director or officer shall constitute a resignation of such director or officer without need for a written resignation. The unexcused absence from three (3)

consecutive Board meetings shall also constitute a resignation of such director without need for a written resignation.

11. Fiscal Matters. The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following:
 - 11.1 Budget. The Board shall prepare a budget of common expense for the subdivision. The annual assessment shall be payable on the first day of January of each year, or as otherwise billed to the members. The budget must be approved by vote of a majority of the voting interests participating in person or by proxy at a membership meeting. If an annual budget has not been adopted by the first of the year, it shall be presumed that the annual assessment is the same as the prior year.
 - 11.2 Reserves. The Association may establish one or more reserve accounts for deferred maintenance and capital improvements upon approval of not less than a majority of the total voting interest of the membership. Funding formulas for reserves shall be based on either a separate analysis of each of the required assets or a pooled analysis of two or more of the required assets, in the reasonable discretion of the Board. Once established, these reserves must be funded each succeeding fiscal year unless the members subsequently determine, by vote of a majority of the voting interests participating in person or by proxy at a meeting, to fund no reserves, or less than adequate reserves, for a fiscal year. The vote to waive or reduce reserves, if any is taken, may be taken only after the proposed budget has been mailed to the Members. The funds in a reserve account established under this Section 11.2, and all interest earned on the account, shall be used only for the purposes for which the reserve account is established, unless use for another purpose is approved in advance by a majority of the voting interests participating in person or by proxy at a meeting.
 - 11.3 Contingency Account. In addition to the reserves described in Section 11.2 above, or in place of them if the Members so vote, the Association may establish one or more contingency accounts in the operating budget for contingencies, operating expenses, repairs, minor improvements, or special projects. These contingency funds may be used to offset cash flow shortages, provide financial stability, and avoid the need for special assessments on a frequent basis. The amounts proposed to be so funded shall be included in the proposed annual budget. These funds may be spent for any purpose approved by the Board.
 - 11.4 Special Assessments. Special assessments may be imposed by the Board, with approval by not less than a majority of the voting interests participating in person or by proxy at a membership meeting, to meet unusual, unexpected, unbudgeted, or necessary to fund specific capital requirements that cannot be met by the available funds in reserves. Special assessments are due on the date(s) specified in the resolution approving such assessments. The notice of any Board meeting at which a special assessment will be considered shall be given as provided in Section 5.7 above; and the notice to the Members that the assessment has been levied must contain a statement of the purpose(s) of the assessment. The funds collected must be spent for the stated purpose(s) or returned to the members as provided by law. All special assessments shall be secured by a lien in the same manner as regular assessments per the Declaration.
 - 11.5 Fidelity Bonds. The President, Vice-President, Secretary and Treasurer, and all other persons who are authorized to sign checks, shall be bonded in such amounts as may be required by law or otherwise determined by the Board. The premium on such bonds is a common expense.

- 11.6 Financial Reports. The Board shall, as a minimal requirement, prepare a report showing in reasonable detail the financial condition of the Association as of the close of the fiscal year, and an income and expense statement for the year, detailed by accounts. The Board must if required by law and not waived by the membership, and may otherwise in their discretion, engage a CPA and have a more comprehensive analysis accomplished. The annual financial report shall be mailed or delivered to the members not later than June 1 of each year. In lieu of the distribution of financial reports as provided herein, the Association may mail or deliver to each Member not later than June 1 a notice that a copy of the financial report will be mailed or hand delivered to the Member, without charge, upon receipt of a written request from the Member.
- 11.7 Fiscal Year. The fiscal year for the Association shall be the calendar year. The Board may adopt a different fiscal year in accordance with law and the regulations of the Internal Revenue Service.
- 11.8 Depository. The depository of the Association shall be such bank, banks or other federally insured depository, in the State, as shall be designated from time to time by the Board and in which the monies of the Association shall be deposited not to exceed the amount of federal insurance available provided for any account. Withdrawal of monies from those accounts shall be made only by such person or persons authorized by the Board. All funds shall be maintained separately in the Association's name.
12. Roster of Members. The Association shall maintain a list of Members. Only Members of record on the date notice of any meeting requiring their vote is given shall be entitled to notice of and to vote at such meeting, unless prior to such meeting other owners shall produce adequate evidence of their ownership interest in a Lot subject to the Declaration and shall waive in writing notice of such meeting.
13. Parliamentary Rules. Roberts' Rules of Order (the edition published on the date closest to the meeting) shall govern the conduct of the Association meetings when not in conflict with the law, the Declaration, the Articles, these Bylaws, or rules and regulations adopted from time to time by the Board to regulate the participation of Members at Board, membership and committee meetings, and to otherwise provide for orderly corporate operations.
14. Amendments. These Bylaws may be amended in the following manner:
- 14.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.
- 14.2 Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board, or by not less than 20% of the voting interests of the Association.
- 14.3 Approval. Except as otherwise required by law, a proposed amendment to these Bylaws shall be adopted if it is approved by not less than two-thirds of the voting interests, present in person or by proxy, at any annual or special meeting, or by approval in writing by a majority of the total voting interests without a meeting.
- 14.4 A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted which certificate shall be executed by the President or Vice-President of the Association with the formalities of a deed. The amendment shall be effective when the certificate and a copy of the amendment is recorded in the Public Records of Sarasota County.
15. Rules and Regulations. The Board may, from time to time, adopt, amend, or add to rules and regulations governing the use of common areas, and the operation of the Association. However, any Board-promulgated Rule may be rescinded or amended upon the vote of not less than two-thirds of the voting interests, present

in person or by proxy, at any annual or special meeting, Copies of adopted, amended or additional rules and regulations shall be furnished by the Board of Directors to each Member not less than thirty (30) days prior to the effective date thereof, and shall be valid and enforceable notwithstanding whether recorded in the public records.

16. Construction. Wherever the context so permits, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders.
17. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define or limit the scope of these Bylaws or the intent of any provision hereof.
18. Document Conflict. If any irreconcilable conflict should exist, or hereafter arise, the provisions of the Declaration shall take precedence over the Articles of Incorporation, which shall prevail over the provisions of these Bylaws, which shall prevail over the rules and regulations.
19. Social Activities. Expenses for social activities, including without limitation, parties held for the benefit of Members and employees of the Association, get well cards, and flowers, may be included in the annual budget, and if approved as part of the budget, shall be a common expense of the Association.

In witness whereof Buttonwood Harbour Association, Inc. has adopted these Amended and Restated Bylaws this 16th day of February, 2022.