

**AMENDED AND RESTATED  
BYLAWS  
OF  
ORMOND BY THE SEA ASSOCIATION, INC.  
(A Florida Not for Profit Corporation)**

**ARTICLE I**

Section 1. - Identity. These are the Bylaws of ORMOND BY THE SEA ASSOCIATION, INC. (hereafter Association), a corporation not for profit under the laws of the State of Florida. The Association has been organized for the purpose of administering and operating Ormond By the Sea Condominium, pursuant to Chapter 718, Florida Statutes, referred to as The Condominium Act in these Bylaws, as that statute may be amended from time to time.

Section 2. The office of the Association shall be located at 1601 Ocean Shore Boulevard, Ormond Beach, Florida.

Section 3. The seal or the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation.

**ARTICLE II**

Membership, Voting, Majority of Owners, Quorum, Proxies

Section 1. - Membership. The owners of each unit shall automatically be members of the Association as provided the Declaration of Condominium.

Section 2. - Voting. Voting shall be based on unit ownership as provided for in the Declaration and each unit shall be entitled to one vote, except that where a unit is owned by the Association no vote shall be allowed for such unit. If a unit is owned by one person, his right to vote shall be established by the record title to his unit. If a unit is owned by more than one person, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners of the unit and filed with the Secretary of the Association. If a unit is owned by a corporation, the person entitled to cast the vote for the unit shall be designated by a certificate signed by the President or Vice President and attested by the Secretary or Assistant Secretary of the corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the unit concerned. A certificate designating the person entitled to cast the vote of a unit may be revoked by any record owner of a unit. . If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirement for a quorum or for any other purpose.

Section 3. - Majority of Owners. As used in these Bylaws, the term "majority of owners" shall mean those owners holding a majority of the votes in accordance with the votes as assigned in the Declaration.

Section 4. - Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of a majority of the total voting interests shall constitute a quorum.

Section 5. - Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall name the person authorized to vote, shall state the date, time and place of the meeting for which the proxy is given and shall be valid only for the particular meeting designated in the proxy or if adjourned to date, time and place certain, to the continuation thereof, but in no event longer than ninety (90) days, provided that in all events the proxy holder or substitute must be a unit owner and in no event shall any unit owner hold more than three (3) proxies for the same meeting. A proxy must be filed with the Secretary at or before the appointed time of the meeting, or if given for the continued portion of an adjourned meeting, before the time to which the meeting is adjourned.

### **ARTICLE III**

#### **Administration**

Section 1. - Association Responsibilities. The owners of the units, being all of the members of this corporation, constitute the association of owners who have the responsibility of management of the condominium, including but not limited to the collection of assessments.

Section 2. - Place of Meetings. Meetings of the Association shall be held at the principal office of the condominium or such other place as may be determined by the Board of Directors.

Section 3. - Annual Meeting. The annual members' meeting of the Association shall be held annually, at such time and on such date as determined by the Board of Directors, for the purpose of transacting any business authorized to be transacted by the members.

Section 4. - Special Meetings. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by twenty-five (25 %) percent of the record owners having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. - Notice of Meetings. It shall be the duty of the Secretary to mail to each unit owner and to post at a conspicuous place on the condominium property a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is

to be held, at least fourteen (14) consecutive days prior to such meeting. A certificate of mailing shall be retained as proof of such mailing. Unit owners may waive notice of meetings in writing prior to, at or after said meeting, which waiver shall be filed as part of the minutes of the meeting.

Section 6. - Adjourned Meetings. If any meeting of owners cannot be conducted because a quorum is not present, the owners, either in person or by proxy, may adjourn the meeting to a date not to exceed sixty (60) days from the date of the initially-scheduled meeting.

Section 7. - Order of Business. At annual members' meetings and as far as practical at other members' meetings, the order of business shall be:

1. Calling of the roll and certification of proxies
2. Opening and counting of ballots for election of directors
3. Proof of notice of meeting or waiver of notice
4. Reading and disposal of minutes
5. Reports of officers
6. Reports of committees
7. Unfinished business
8. New business
9. Adjournment

Section 8. - Parliamentary Rules. Roberts Rules of Order (latest revision and edition) shall govern the conduct of the Association and Board of Directors meetings when not in conflict with the Declaration of Condominium or these Bylaws.

Section 9. - Indemnification of Directors and Officers. The Association may indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, legal fees, or amounts paid in settlements (before or after suit is commenced), actually incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them, or any of them, by reason of having been a director or officer of the Association, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or willful malfeasance, in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members or otherwise.

## ARTICLE IV

### Board of Directors

Section 1. - Number and Qualifications. The affairs of the Association shall be governed by a Board-of Directors composed of not less than seven (7) persons.

Section 2. - Election. Election of directors shall be conducted in accordance with Florida Statutes Section 718.112, or its successor, as it may be amended from time to time, and the administrative rules promulgated pursuant thereto.

Section 3. - Term. The terms of each director's service shall be annually and shall continue until his or her successor is elected and qualified.

Section 4. - Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the owners.

Section 5. - Other Duties. In addition to the duties imposed by these Bylaws or by the resolutions of the Association, the Board of Directors shall be responsible for the following:

- A. Compliance with all terms and conditions of the Declaration.
- B. Care and maintenance of the condominium and the common elements, limited common elements and other common recreational facilities as may be required by the Declaration of Condominium.
- C. Collection of assessments from the owners.
- D. Employment, dismissal and control of personnel necessary for the maintenance and operation of the condominium.

Section 6. - Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a director by a vote of the owners as herein provided shall be filled by the vote of a majority of the remaining directors, and each person so selected shall be a director until a successor is elected and qualified.

Section 7. - Removal of Directors. One or more directors may be recalled in accordance with Florida Statutes Section 718.112(2)(k) or its successor, as it may be amended from time to time, and the administrative rules promulgated pursuant thereto.

Section 8. - Organizational Meeting. The first meeting of a newly-elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the

directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly-elected directors in order legally to constitute such meeting, providing a majority of the directors shall be present.

Section 9. - Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of meetings of the Board of Directors shall be given to each director, personally or by mail, telephone or telegraph, at least forty-eight (48) hours prior to the time set for such meeting and notice thereof shall be posted in accordance with Florida Statutes.

Section 10. - Special Meetings. Special meetings of the Board of Directors may be called by the President upon forty-eight (48) hours notice to each director, given personally or by mail, telephone or telegraph, which notice shall state the meeting time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon the written request of at least three (3) directors. Notice of any special meeting shall be posted in accordance with Florida Statutes.

Section 11.- Waiver of Notice. Before, at or after any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no other notice to the directors shall be required and any business may be transacted at such meeting as permitted by Florida Statutes.

Section 12. - Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. .

Section 13. - Notice of Board of Directors Meeting to Unit Owners. Notwithstanding any other provision of these Bylaws, all meetings of the Board of Directors shall be open to all unit owners and notices of meetings shall be posted at a conspicuous place on the condominium property forty-eight (48) consecutive hours in advance of the meeting for the attention of unit owners, except in an emergency.

Section 14. - Rules of Conduct. The Board shall adopt reasonable rules regarding the frequency ,duration and manner of unit owner participation at meetings. Unit owners shall not be denied the opportunity to speak at meetings of the Board of Directors.

## ARTICLE V

### Officers

Section 1. - Designation. The principal officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors and all of whom shall be members of the Board of Directors. The directors may appoint an assistant treasurer, an assistant secretary, or such other officers, including one or more vice presidents, as in their judgment may be necessary. The officers of the Association shall have a fiduciary relationship to the unit owners.

Section 2. - Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board, and shall hold office at the pleasure of the Board.

Section 3. - Removal of Officers. Upon an affirmative vote of a majority of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular or special meeting of the Board of Directors.

Section 4. - President. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are customarily vested in the office of the president of an association including, but not limited to, the power to appoint committees from time to time as he may, in his discretion, deem appropriate.

Section 5. - Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be requested of him by the Board of Directors.

Section 6. - Secretary. The Secretary shall keep the Association's records and the minutes of all meetings of the Board of Directors and of all meetings of the Association. The minutes shall be retained for a period of not less than seven (7) years. He shall have charge of such books and records as the Florida Statutes and the Board of Directors may direct and he shall perform all of the duties incident to the office of Secretary.

Section 7. - Treasurer. The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of receipts and disbursements of the Association in accordance with generally accepted accounting practices. Such accounting records shall include a record of all receipts and expenditures, an account for each unit which shall designate the name and address of the unit owners, the amount of each assessment, the dates and amounts in which the assessments become due, the amounts paid upon the account and the balance due. He shall be responsible for the deposit of all monies and other

valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors.

Section 8. - Fidelity Bonding. Any person who controls or disburses funds (as defined in Florida Statutes Chapter 718, or its successor) of the Association shall be covered by a fidelity bond in such amount as the Board of Directors may determine is adequate to safeguard the funds of the Association, but in no event less than the amount required by Florida Statutes. The Association shall bear the cost of such bonding.

## **ARTICLE VI**

### **Fiscal Management**

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

Section 1. - Budget. The Board of Directors shall adopt a budget for each fiscal year. A copy of the proposed annual budget of common expenses and reserves shall be mailed to all unit owners not less than thirty (30) days prior to the meeting at which the budget will be considered. The Secretary shall provide written notice to the unit owners of the time and place at which the meeting of the Board of Directors to consider the budget shall be held, and such meeting shall be open to all unit owners. If a budget is adopted by the Board of Directors which requires assessment against the unit owners in any fiscal year exceeding 115 % of the assessment for the preceding year, upon written application of ten (10%) percent of the voting interests, a special meeting of the unit owners shall be held upon not less than ten (10) days written notice to each unit owner, but within thirty (30) days of the delivery of such application to the Board of Directors or any member thereof, at which special meeting unit owners may consider and enact a revision of the budget, or recall any and all members of the Board of Directors and elect their successors. In either event, the revision of the budget or the recall of any and all members of the Board of Directors shall require a vote of not less than a majority of all voting interests. The Board of Directors may in any event propose a budget to the unit owners at a meeting of members and if such budget is approved by a majority of the voting interests at the meeting, such budget shall not thereafter be reexamined by the unit owners in the manner hereinabove set forth. In determining whether assessments exceed 115 % of the assessment for the preceding year, there shall be excluded in the computation any provision for reasonable reserves made by the Board of Directors in respect to repair or replacement of the condominium property or in respect of anticipated expenses by the Association which are not anticipated to be incurred on a regular or annual basis and there shall be excluded from such computation assessment for betterments to the condominium. Such proposed annual budget shall include those items specified in the Declaration and these Bylaws and as may be required by law from time to time.

Section 2. - Assessments. Assessments against the unit owners for their proportionate shares of the common expenses and reserves shall be made for the fiscal year annually in

advance. Such assessment shall be payable in twelve (12) equal monthly installments on the first day of each month or, at the discretion of the Board of Directors, in four (4) equal quarterly installments. If an annual assessment is not made as required, an assessment shall be presumed to have been made in the amount of the last prior assessment and installments on such assessment shall be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended by the Board of Directors. Assessments shall be paid timely and in amounts no less than are required to provide funds in, advance for payment of all of the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. Any funds remaining at the end of the fiscal year, at the discretion of the Board of Directors, may be applied to reduce the assessment for the following year.

Section 3. - Acceleration of Assessment Installments Upon Default. If a unit owner shall be in default in the payment of any installment, the Board of Directors may, to the maximum extent permitted by law, accelerate the remaining installments of the assessment upon notice to the unit owner, and then the unpaid balance of the assessment shall become due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the unit owner or not less than twenty (20) days after the mailing of such notice to him by certified mail, whichever shall first occur.

Section 4. - Special Assessments. The Board of Directors shall have the authority to levy and collect special assessments at any duly called regular or special meeting of the Board of Directors. Special assessments shall be made after notice thereof is provided to all unit owners. After such notice, the special assessment shall become effective, and it shall be due in such manner as the Board of Directors may require in the notice of assessment.

Section 5. - Late Payment, Penalty and Interest. The Board of Directors may impose a late payment penalty of up to \$25.00 per delinquent installment or five (5 %) percent of the amount of the delinquent installment, whichever is greater. In addition thereto, the Board of Directors may impose interest upon any delinquent installment at the maximum rate permitted by law.

Section 6. - Other Remedies. The Board of Directors shall have such authority to collect and enforce assessments, regular and special, as may be granted from time to time by Florida Statutes, including but not limited to, the recovery of attorneys' fees and costs.

Section 7. - Legal Action, Requirement to Notify Unit Owners. In any legal proceeding in which the Association may be exposed to liability in excess of insurance coverage protecting it and the unit owners, the Board of Directors shall give notice of the potential exposure within a reasonable time to all unit owners who may be exposed to the liability and they shall have the right to intervene and defend. A copy of each insurance policy obtained by the Association shall be made available for inspection by unit owners at reasonable times.

## **ARTICLE VII**

### **Obligations of Owners**

Section 1. - Assessments. Owners are obligated to pay all assessments dilly imposed by the Association. All owners agree to pay the taxes on their unit whether assessed directly or assessed against the condominium as a whole and prorated by the Board of Directors.

Section 2. – Maintenance and Repair

A. Each unit owner must promptly perform all maintenance and repair within his own unit, which if not performed would adversely affect the condominium in its entirety or any portion thereof. Each unit owner is responsible for any damage or liability resulting from the failure to maintain and repair.

B. Repairs to installations within the unit including, but not limited to, water, electricity, gas, sewage, telephone, air conditioners, sanitary installations, doors, windows, lamps, and other accessories comprising part of the unit, except repairs to installations which are the specific responsibility of the Association, shall be at the owner's expense, unless the repair is covered by insurance.

Section 3. – Use of Family Units – Internal Changes.

A. All units shall be used for residential purposes only.

B. No unit owner shall make any structural modifications or alterations in his unit or installations located therein except in the manner provided in the Declaration and these Bylaws.

Section 4. - Use of Common Areas. No unit owner shall place or cause to be placed in the lobbies, stairways, vestibules, and other common areas and facilities any furniture, obstructions or objects of any kind.

Section 5. – Right of Entry.

A. Each unit owner grants the right of entry to the manager or to any other person designated by the Board of Directors in the event of an emergency originating in or threatening any unit, whether or not the owner is present.

B. Any person designated by the Board of Directors shall be entitled to enter any unit for the purpose of performing installations, alterations or repairs to the mechanical or electrical services, provided that written notice is made in advance at a time convenient to the owner. In the event of an emergency, such right of entry may be immediate and without prior notice.

Section 6. - Rules of Conduct. The Board of Directors of the Association may adopt rules and regulations governing the conduct of unit owners in accordance with the provisions of these Bylaws.

Section 7. - Authority of Association. The Association may, in addition to other legal remedies available under Florida law, levy a reasonable fine, not to exceed the maximum amount permitted by law, for failure of a member, his tenant, occupant, licensee or invitee, to comply with or abide by any provision of the Articles of Incorporation, the Bylaws, the Declaration of Covenants and Restrictions or the rules and regulations of the Association, provided that the alleged violator has received written notice (no less than fourteen [14] days prior to the intended imposition of fine) of the section allegedly violated and a hearing is held at which the member is provided an opportunity to review, challenge and respond to evidence considered by the Association. Each day of continuing violation may be deemed a separate offense subject to separate fines.

## **ARTICLE VIII**

### **Amendments**

Section 1. - Bylaws. These Bylaws may be amended from time to time by resolution adopted at any regular or special meeting of the unit owners, such adoption to be by the affirmative vote of a majority of voting interests. Such amendment shall be duly recorded in compliance with requirements of Florida Statutes Chapter 718 or its successor. No amendment shall change any condominium parcel or the share of the common elements, common expenses or common surplus attributable to any parcel, or the voting rights appurtenant to any parcel, unless the record owner thereof and all record owners of liens upon such parcel or parcels join in the execution of such amendment.

## **ARTICLE VIII**

### **Compliance**

Section 1.- Conflict with Declaration. In the event any provision herein conflicts with the provisions of the Declaration of Condominium, the provisions of the Declaration of Condominium will prevail.

DATED: \_\_\_\_\_, 199\_\_\_\_.

\_\_\_\_\_  
, Secretary