

**Amended and Restated
Bylaws
Of
Venetian Villas Unit Owners' Association, Inc.
A
Florida Corporation, Not For Profit**

Note: Underline indicates additions to text,
and ~~Strikethrough~~ indicates deletions in text.

**ARTICLE ONE
Name and Location**

Section 1. The name of the corporation is Venetian Villas Unit Owners' Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation ~~shall be~~ is located at 400 105 Quay Assisi, New Smyrna Beach, Florida 32169.¹ ~~but~~ All meetings of the members and of the Board of Directors may be held at such place within the State of Florida, County of Volusia as may be designated by the Board of Directors shall be held in the Venetian Villas Unit Owners' Association, Inc.'s Clubhouse located at 105 Quay Assisi, New Smyrna Beach, Florida 32169.

**ARTICLE TWO
Definitions**

The following definitions shall govern these Bylaws:

Section 1. "Association" shall mean and refer to VENETIAN VILLAS UNIT OWNERS' ASSOCIATION, INC.

¹ The Association's business office is located at 308 North Orange Street New Smyrna Beach, Florida 32168.

1 Section 2. "Properties" shall mean and refer to that certain real property
2 described in the Declarations of Covenants, Conditions and Restrictions, and such
3 additions thereto as may hereinafter be brought within the jurisdiction of the
4 Association.

5 Section 3. "Common Area" shall mean all real property owned by the
6 Association for the common use and enjoyment of the Owners.

7 Section 4. "Access Court Yards" shall mean that real property owned by
8 the Association, but held for use for ingress, egress and parking lot owner
9 appurtenant to said limited common area.

10 Section 5. "Lot" shall mean and refer to any plot of land shown upon any
11 recorded subdivision map of the properties with the exception of the Common
12 Area.

13 Section 6. "Owner" shall mean and refer to the record owner, whether one
14 or more persons or entities, of the fee simple title to any lot which is a part of the
15 Properties, including contract sellers, but excluding those having such interest
16 merely as security for the performance of an obligation.

17 ~~Section 7. "Declarant" or "Developer" shall mean and refer to Regency~~
18 ~~Development Corporation, its successors and assigns if such successors or assign~~
19 ~~should acquire more than one developed Lot from the Declarant or Developer for~~
20 ~~the purpose of development.~~

1 request of the members who are entitled to vote one fourth (1/4) of all the votes of
2 the Class A. membership.³ by 25 percent of the total voting interest of the
3 association.

4 Section 3. Notice of Meetings. ~~Written notice of each meeting of the~~
5 ~~members shall be given by, or at the direction of, the secretary or person~~
6 ~~authorized to call the meeting, by mailing a copy of such notice, postage prepaid,~~
7 ~~at least 15 days before such meeting to each member entitled to vote thereat,~~
8 ~~addressed to the member's address last appearing on the books of the Association,~~
9 ~~or supplied by such member to the Association for the purposes of notice. Such~~
10 ~~notice shall specify the place, day and hour of the meeting, and, the in the case of~~
11 ~~a special meeting, the purpose of the meeting.~~⁴ The association shall give all
12 members actual notice of all membership meetings, which shall be mailed,
13 delivered, or electronically transmitted to the members not less than 30 days prior
14 to the meeting. Evidence of compliance with this 30-day notice shall be made by
15 an affidavit executed by the person providing the notice and filed upon execution
16 among the official records of the association.

17 Section 4. Quorum. ~~The presence at the meeting of the members entitled~~
18 ~~to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of each class of~~
19 ~~membership shall constitute a quorum for any action except as otherwise provided~~
20 ~~in the Articles of Incorporation, the Declaration, or these Bylaws. A quorum at a~~

³ Remove outdated references related to developer ownership prior to turnover to owners.

⁴ Preempted by §720.306(5), Fla. Stat. (2012).

1 meeting of the members shall be 30% of the total voting interests.⁵ If, however,
2 such quorum shall not be present or represented at any meeting, the members
3 entitled to vote thereat shall have power to adjourn the meeting. ~~from time to~~
4 ~~time, without notice other than announcement at the meeting, until a quorum as~~
5 ~~aforsaid shall be present or be represented.~~ Adjournment of an annual or special
6 meeting to a different date, time, or place must be announced at that meeting
7 before an adjournment is taken, or notice must be given of the new date, time, or
8 place pursuant to §720.303(2), Florida Statutes. Any business that might have
9 been transacted on the original date of the meeting may be transacted at the
10 adjourned meeting.⁶

11 Section 5. Proxies. At all meetings of members, each member may vote
12 in person or by proxy. All proxies shall be in writing and filed with the secretary.
13 Every proxy shall be revocable and shall automatically cease upon conveyance by
14 the member of his or her lot. To be valid, a proxy must be dated, must state the
15 date, time, and place of the meeting for which it was given, and must be signed by
16 the authorized person who executed the proxy. A proxy is effective only for the
17 specific meeting for which it was originally given, as the meeting may lawfully be
18 adjourned and reconvened from time to time, and automatically expires 90 days
19 after the date of the meeting for which it was originally given. A proxy is
20 revocable at any time at the pleasure of the person who executes it. If the proxy

⁵ Revised to mirror statutory language and remove outdated developer references. See §720.306(1)(a), Fla. Stat. (2012). The statute provides for 30% of members to meet quorum requirements, unless the bylaws provide for a lower number.

⁶ Revised to mirror statutory provision. See, §720.306(7), Fla. Stat. (2012).

1 form expressly so provides, any proxy holder may appoint, in writing, a substitute
2 to act in his or her place.⁷ Voting by secret ballot by members who are not in
3 attendance at a meeting of the members for the election of directors, such ballots
4 must be placed in an inner envelope with no identifying markings and mailed or
5 delivered to the association in an outer envelope bearing identifying information
6 reflecting the name of the member, the lot or lot for which the vote is being cast,
7 and the signature of the lot or lot owner casting that ballot. If the eligibility of the
8 member to vote is confirmed and no other ballot has been submitted for that lot or
9 lot, the inner envelope shall be removed from the outer envelope bearing the
10 identification information, placed with the ballots which were personally cast, and
11 opened when the ballots are counted. If more than one ballot is submitted for a
12 lot or lot, the ballots for that lot or lot shall be disqualified. Any vote by ballot
13 received after the closing of the balloting may not be considered.⁸

14 Section 6. Voting. Each lot shall cast only one vote. In the event that a lot
15 is owned by two or more persons, the lot owners shall designate in writing the
16 name of the owner who authorized to vote for the lot and shall file said
17 designation of voting rights for the lot with the association. The lot owner's
18 authorization to vote shall remain in full force and effect until revoked the lot
19 owner and the notice of revocation of voting rights is filed with the association.

20 Section 7. Minutes. The Minutes of all meetings of the members of an
21 association must be maintained in written form or in another form that can be

⁷ Revised to mirror statutory provision, See, §720.306(8)(a), Fla. Stat. (2012).

⁸ Revised to mirror statutory provision, See, §720.306(8)(b), Fla. Stat. (2012).

1 converted into written form within a reasonable time. A vote or abstention from
2 voting on each matter voted upon for each director present at a board meeting
3 must be recorded in the minutes.⁹

4 Section 8. Membership Approval of New Rules. All rules adopted by the
5 Board of Directors in the year prior to the annual membership meeting shall be
6 approved (ratified) by a vote of the membership at the annual meeting. Any rule
7 adopted by the Board of Directors in the previous year that is not approved by the
8 membership at the annual meeting as required by this section shall render the rule
9 to be null and void and unenforceable

10 **ARTICLE FOUR**
11 **Directors**
12

13 Section 1. Number of Directors. The affairs of this Association shall be
14 managed by a Board of ~~nine (9)~~ five (5) directors. ~~who need not be members of~~
15 ~~the Association.~~¹⁰ All members of the association are eligible to serve on the
16 Board of Directors.¹¹

17 Notwithstanding the forgoing, the following persons may not serve on the
18 Board of Directors

19 (a) A person who is delinquent in the payment of any fee, fine, or
20 other monetary obligation to the association for more than 90 days is not
21 eligible for board membership.

⁹ §720.303(3), Fla. Stat. (2012).

¹⁰ Remove outdated references related to developer ownership prior to turnover to owners.

¹¹ §720.306(9), Fla. Stat. (2012).

1 **(b) A person who has been convicted of any felony in this state or**
2 **in a United States District or Territorial Court, or has been convicted of**
3 **any offense in another jurisdiction which would be considered a felony if**
4 **committed in this state, is not eligible for board membership unless such**
5 **felon's civil rights have been restored for at least 5 years as of the date on**
6 **which such person seeks election to the board.**¹²

7 Section 2. Term of Office. ~~At the first annual meeting the members shall~~
8 ~~elect three directors for a term of one year, three directors for a term of two years~~
9 ~~and three directors for a term of three years; and at each annual meeting thereafter~~
10 ~~the members shall elect three directors for a term of three years. Directors shall~~
11 serve a term of two (2) years. In the event of vacancy resulting from the
12 resignation, death, or removal of a director, the newly elected or appointed
13 director shall fill the vacated seat on the Board of Directors for the remainder of
14 the former Director's unexpired term.

15 Section 3. Removal. ~~Any director may be removed from the Board, with~~
16 ~~or without cause, by a majority vote of the members of the Association. In the~~
17 ~~event of death, resignation or removal of a director, his successor shall be selected~~
18 ~~by the remaining members of the Board and shall serve for the unexpired term of~~
19 ~~his predecessor.~~

20

¹² §720.306(9)(b), Fla. Stat. (2012) Provision became effective July 1, 2011.

1 Section 3. Recall of Directors and Vacancies.

2 (a) Any member of the Board of Directors may be recalled and
3 removed from office with or without cause by a majority of the total
4 voting interests. The Board of Directors may be recalled by an agreement
5 in writing or by written ballot without a membership meeting. The
6 agreement in writing or the written ballots, or a copy thereof, shall be
7 served on the association by certified mail or by personal service in the
8 manner authorized by Chapter 48 and the Florida Rules of Civil
9 Procedure. The board shall duly notice and hold a meeting of the board
10 within five (5) full business days after receipt of the agreement in writing
11 or written ballots. At the meeting, the board shall either certify the written
12 ballots or written agreement to recall a director or directors of the board, in
13 which case such director or directors shall be recalled effective
14 immediately and shall turn over to the board within five (5) full business
15 days any and all records and property of the association in their
16 possession. The members may also recall and remove a board director or
17 directors by a vote taken at a meeting. A special meeting of the members
18 to recall a director or directors of the board of administration may be
19 called by 10 percent of the voting interests giving notice of the meeting as
20 required for a meeting of members, and the notice shall state the purpose
21 of the meeting. The board shall duly notice and hold a board meeting
22 within five (5) full business days after the adjournment of the member

1 meeting to recall one or more directors. At the meeting, the board shall
2 certify the recall, in which case such member or members shall be recalled
3 effective immediately and shall turn over to the board within five (5) full
4 business days any and all records and property of the association in their
5 possession. If a vacancy occurs on the board as a result of a recall and less
6 than a majority of the board directors are removed, the vacancy may be
7 filled by the affirmative vote of a majority of the remaining directors. If
8 vacancies occur on the board as a result of a recall and a majority or more
9 of the board directors are removed, the vacancies shall be filled by
10 members voting in favor of the recall; if removal is at a meeting, any
11 vacancies shall be filled by the members at the meeting. If the recall
12 occurred by agreement in writing or by written ballot, members may vote
13 for replacement directors in the same ballot. If the board fails to duly
14 notice and hold a board meeting within five (5) full business days after
15 service of an agreement in writing or within five (5) full business days
16 after the adjournment of the member recall meeting, the recall shall be
17 deemed effective and the board directors so recalled shall immediately
18 turn over to the board all records and property of the association.¹³

19 (b) In the event of a vacancy on the Board of Directors caused by
20 resignation or death, the vacancy may be filled by an affirmative vote of
21 the majority of the remaining directors, even if the remaining directors

¹³ §720.303(10), Fla. Stat. (2012).

1 constitute less than a quorum, or by the sole remaining director. In the
2 alternative, or in the case of deadlock, the Board may hold an election to
3 fill the vacancy for the remainder of the unexpired term.¹⁴

4 Section 4. Compensation Prohibited. ~~No director shall receive~~
5 ~~compensation for any service he may render to the Association. However, any~~
6 ~~director may be reimbursed for his actual expenses incurred in the performance of~~
7 ~~his duties.~~ A director, officer, or committee member of the association may not
8 directly receive any salary or compensation from the association for the
9 performance of duties as a director, officer, or committee member and may not in
10 any other way benefit financially from service to the association. This subsection
11 does not preclude:¹⁵

12 (a) Participation by such person in a financial benefit accruing to
13 all or a significant number of members as a result of actions lawfully taken
14 by the board or a committee of which he or she is a member, including,
15 but not limited to, routine maintenance, repair, or replacement of
16 community assets.

17 (b) Reimbursement for out-of-pocket expenses incurred by such
18 person on behalf of the association, subject to approval in accordance with
19 procedures established by the association's governing documents or, in the
20 absence of such procedures, in accordance with an approval process
21 established by the board.

¹⁴ 720.306(9), Fla. Stat. (2012).

¹⁵ Revised to mirror the language in §720.303(12), Fla. Stat. (2012).

1 (c) Any recovery of insurance proceeds derived from a policy of
2 insurance maintained by the association for the benefit of its members.

3 (d) Any fee or compensation authorized in the governing
4 documents.

5 (e) Any fee or compensation authorized in advance by a vote of a
6 majority of the voting interests voting in person or by proxy at a meeting
7 of the members.

8 Section 5. Action Taken Without a Meeting. The Directors shall have the
9 right to take any action in the absence of a meeting which they could take at a
10 meeting by obtaining the written approval of all the Directors. The action must be
11 evidenced by one or more written consents describing the action taken and signed
12 by each Director. Action taken under this section is effective when the last
13 Director signs the consent, unless the consent specifies a different effective date.
14 ~~Any action so approved shall have the same effect as though taken at a meeting of~~
15 ~~the Directors. A consent signed under this section has the effect of a meeting vote~~
16 and may be described as such in any document.¹⁶

17 The following restrictions shall apply to the use of this section by the
18 Directors. This provisions of this section may not be utilized to approve any
19 expenditure in excess of \$2,500.00 unless:

¹⁶ Revised to mirror the language in §617.0821, Fla. Stat. (2012). State law requires 100% agreement for the Board to take an action without a meeting.

This provisions of this section may not be used to make a new rule.

ARTICLE FIVE

Director Elections

Section 1. Nomination.

(a) Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, who is not standing for reelection, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors ~~prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting~~ at its first regular board meeting in August of each year and shall serve until a term of one year. The Nominating Committee shall make as many nominations for

1 election to the Board of Directors as it shall in its discretion determine, but
2 not less than the number of vacancies that are to be filled. Such
3 ~~nominations may be made from among the member or non-members.~~¹⁷

4 (b) All members of the association are eligible to serve on the
5 Board of Directors, and a member may nominate himself or herself as a
6 candidate for the board at a meeting where the election is to be held or, if
7 the election process allows voting by absentee ballot, in advance of the
8 balloting. Members who nominate themselves must be placed on the
9 ballot with members nominated by the nominating committee. A blank
10 space must be placed on each ballot for write-in candidates nominated at
11 the meeting.¹⁸ Notwithstanding the forgoing, a person who is delinquent
12 in the payment of any fee, fine, or other monetary obligation to the
13 association for more than 90 days is not eligible for board membership.
14 Furthermore, a person who has been convicted of any felony in this state
15 or in a United States District or Territorial Court, or has been convicted of
16 any offense in another jurisdiction which would be considered a felony if
17 committed in this state, is not eligible for board membership unless such
18 felon's civil rights have been restored for at least 5 years as of the date on
19 which such person seeks election to the board.

20 Section 2. Election. Election to the Board of Directors shall be by secret
21 written ballot. At such election the members or the proxies may cast, in respect to

¹⁷ Remove outdated references related to developer ownership prior to turnover to owners.

¹⁸ §720.306(9), Fla. Stat. (2012) allows for self-nomination to the Board of Directors by ballot or at the board meeting.

1 each vacancy, as many votes as they are entitled to exercise under the provisions
2 of the Declaration. The person receiving the largest number of votes shall be
3 elected.¹⁹ Cumulative voting is not permitted. In the event of a tie vote, a runoff
4 election between the tied nominees shall be held.

5
6 **ARTICLE SIX**
7 **Meetings of the Board of Directors**
8

9 A meeting of the Board of Directors of an association occurs whenever a quorum
10 of the board gathers to conduct association business.²⁰

11 Section 1. Regular Meetings. Regular meetings of the Board of Directors
12 shall be held monthly ~~without notice, at such place~~ Venetian Villas Unit Owners'
13 Association, Inc.'s Club House located at 105 Quay Assisi, New Smyrna Beach,
14 Florida 32169 and hours as may be fixed from time to time by resolution of the
15 Board. Should said meeting fall upon a legal holiday, then the meetings shall be
16 held at the same time on the next day which is not a legal holiday.

17 Section 2. Special Meetings. Special meetings of the Board of Directors
18 shall be held when called by the president of the Association, or by any two
19 Directors, after not less than three days' notice to each Director.

20 Section 3. Petition for Special Meeting. If 20 percent of the total voting
21 interests petition the board to address an item of business, the board shall at its
22 next regular board meeting or at a special meeting of the board, but not later than

¹⁹ §720.306(9), Fla. Stat. (2012) provides a member of the boards of directors must be elected by a plurality of the votes cast by eligible voters. A plurality the number of votes that an election winner gets, or the number exceeding the nearest rival, when no one has more than 50 percent of the total votes cast.

²⁰ §720.302(2), Fla. Stat. (2012) provides for at least 48 hours advanced notice of meetings, except in an emergency.

1 60 days after the receipt of the petition, take the petitioned item up on an agenda.
2 The board shall give all members notice of the meeting at which the petitioned
3 item shall be addressed in accordance with the fourteen (14) day notice
4 requirement pursuant to §720.303 (c)2, Florida Statutes. Each member shall have
5 the right to speak for at least 3 minutes on each matter placed on the agenda by
6 petition, provided that the member signs the sign-up sheet, if one is provided, or
7 submits a written request to speak prior to the meeting. Other than addressing the
8 petitioned item at the meeting, the board is not obligated to take any other action
9 requested by the petition.²¹

10 Section 4. Quorum. A majority of the number of Directors shall
11 constitute a quorum for the transaction of business. Every act or decision done or
12 made by a majority of the Directors present at a duly held meeting at which a
13 quorum is present shall be regarded as the act of the Board.

14 Section 5. Director Voting. Directors may not vote by proxy or by secret
15 ballot at board meetings, except that secret ballots may be used in the election of
16 officers. This provision also applies to the meetings of any committee or other
17 similar body, when a final decision will be made regarding the expenditure of
18 association funds, and to anybody vested with the power to approve or disapprove
19 architectural decisions with respect to a specific lot of residential property owned
20 by a member of the community.

²¹ §720.303(2)(d), Fla. Stat. (2012).

1 Section 6. Notice of Meetings. Meetings of the Board of Directors shall
2 be noticed as follows:

3 (a) Notices of all board meetings must be posted in a conspicuous
4 place in the community at least 48 hours in advance of a meeting, except
5 in an emergency. An agenda that lists all the items of business to be
6 considered at the meeting shall be prepared and shall be attached to the
7 notice of meeting. The Board of Directors shall not take action upon any
8 matter that is not listed on the agenda for the meeting. In the alternative, if
9 notice is not posted in a conspicuous place in the community, notice of
10 each board meeting must be mailed or delivered to each member at least 7
11 days before the meeting, except in an emergency.²²

12 (b) An assessment may not be levied at a board meeting unless the
13 notice of the meeting includes a statement that assessments will be
14 considered and the nature of the assessments. Written notice of any
15 meeting at which special assessments will be considered or at which
16 amendments to rules regarding lot use will be considered must be mailed
17 to each member not less than 30 days before the meeting.²³

18 (c) A new rule may not be adopted at a board meeting unless the
19 notice of the meeting includes a statement that a new rule will be
20 considered and the nature of the new rule. Written notice of any meeting
21 at which a new rule will be considered, or at which amendments to rules

²² §720.303(2)(c)1., Fla. Stat. (2012).

²³ §720.303(2)(c)2., Fla. Stat. (2012) The statute requires at least 14 days' notice..

1 regarding lot use will be considered, must be mailed to each member not
2 less than 30 days before the meeting.²⁴

3 (d) All written contracts and renewal of contracts concerning the
4 purchase of goods or services must be an agenda item and approved at a
5 properly noticed meeting of the Board of Directors. Written contracts
6 concerning the purchase of goods or services may not be approved by
7 written consent of all the Directors.

8 Section 7. Minutes. Minutes of all meetings of the Board of Directors of
9 an association must be maintained in written form or in another form that can be
10 converted into written form within a reasonable time. A vote or abstention from
11 voting on each matter voted upon for each director present at a board meeting
12 must be recorded in the minutes.²⁵ The minutes shall be presented and approved
13 by the Board of Directors and upon approval become the official minutes of the
14 Association.

15 Section 8. Members Right to Attend Board Meetings. All meetings of the
16 board must be open to all members except for meetings between the board and its
17 attorney with respect to proposed or pending litigation where the contents of the
18 discussion would otherwise be governed by the attorney-client privilege. The
19 provisions of this section shall also apply to the meetings of any committee or
20 other similar body when a final decision will be made regarding the expenditure
21 of association funds and to meetings of any body vested with the power to

²⁴ §720.303(2)(c)2., Fla. Stat. (2012). The statute requires at least 14 days' notice.

²⁵ §720.303(3), Fla. Stat. (2012).

1 approve or disapprove architectural decisions with respect to a specific parcel of
2 residential property owned by a member of the community.²⁶

3 Section 9. Members Right to Speak at Board Meetings. Members have
4 the right to attend all meetings of the board. The right to attend such meetings
5 includes the right to speak at such meetings with reference to all designated items.
6 The association may adopt written reasonable rules expanding the right of
7 members to speak and governing the frequency, duration, and other manner of
8 member statements, which rules must be consistent with this paragraph and may
9 include a sign-up sheet for members wishing to speak. Notwithstanding any other
10 law, meetings between the board or a committee and the association's attorney to
11 discuss proposed or pending litigation or meetings of the board held for the
12 purpose of discussing personnel matters are not required to be open to the
13 members other than directors.²⁷

14 **ARTICLE SEVEN**

15 **Powers and Duties of the Board of Directors**

16 The Board of Directors shall have the following powers and duties.

17 Section 1. Powers. The Board of Directors shall have the power to:

18 (a) Adopt and publish rules and regulations governing the use of
19 the Common Area and facilities, and the personal conduct of the members
20 and their guests thereon, and to establish penalties for infraction thereof;

21 ~~(b) suspend the voting rights and right to use of recreational~~
22 ~~facilities of a member during any period in which such member shall be in~~

²⁶ §720.303(2)(a), Fla. Stat. (2012).

²⁷ §720.303(2)(b), Florida Statutes.

1 ~~default in payment of any assessment levied by the Association. Such~~
2 ~~rights may also be suspended after notice and hearing, for a period not to~~
3 ~~exceed 60 days for infraction of published rules and regulations; suspend~~
4 ~~the voting rights of a member for the nonpayment of regular annual~~
5 ~~assessments that are delinquent in excess of 90 days.~~²⁸

6 (c) if a member is delinquent for more than 90 days in paying a
7 monetary obligation due the association, an association may suspend, until
8 such monetary obligation is paid, the rights of a member or a member's
9 tenants, guests, or invitees, or both, to use common areas and facilities and
10 may levy reasonable fines of up to \$100 per violation, against any member
11 or any tenant, guest, or invitee. A fine may be levied for each day of a
12 continuing violation, with a single notice and opportunity for hearing,
13 except that a fine may not exceed \$1,000. A fine of less than \$1,000 may
14 not become a lien against a lot. In any action to recover a fine, the
15 prevailing party is entitled to collect its reasonable attorney's fees and
16 costs from the nonprevailing party as determined by the court. The
17 provisions regarding the suspension-of-use rights do not apply to the
18 portion of common areas that must be used to provide access to the lot or
19 utility services provided to the lot.²⁹

20 (i) fine or suspension may not be imposed without at least
21 fourteen (14) days' notice to the person sought to be fined or

²⁸ §720.305(4), Fla. Stat. (2012).

²⁹ §720.305(3), Fla. Stat. (2012).

1 suspended and an opportunity for a hearing before a committee of
2 at least three members appointed by the board who are not officers,
3 directors, or employees of the association, or the spouse, parent,
4 child, brother, or sister of an officer, director, or employee. If the
5 committee, by majority vote, does not approve a proposed fine or
6 suspension, it may not be imposed. If the association imposes a
7 fine or suspension, the association must provide written notice of
8 such fine or suspension by mail or hand delivery to the lot owner
9 and, if applicable, to any tenant, licensee, or invitee of the lot
10 owner.

11 (ii) suspension of common-area-use rights do not impair the
12 right of an owner or tenant of a lot to have vehicular and pedestrian
13 ingress to and egress from the lot, including, but not limited to, the
14 right to park.

15 (c) exercise for the Association all powers, duties and authority
16 vested in or delegated to this Association and not reserved to the
17 membership by other provisions of these Bylaws, the Articles of
18 Incorporation, or the Declaration.

19 (d) declare the office of a member of the Board of Directors to be
20 vacant in the event such member shall be absent from three (3)
21 consecutive regular meetings of the Board of Directors or misses more
22 than half of the regular meetings in the last 365 days; and

1 (e) employ a manager, an independent contractor, or such other
2 employees as they deem necessary, and to prescribe their duties.

3 Section 2. Duties. It shall be the duty of the Board of Directors to:

4 (a) cause to be kept a complete record of all its acts and corporate
5 ~~affairs. and to present a statement thereof to the members at the annual~~
6 ~~meeting of the members at the annual meeting of the members [sic], or at~~
7 ~~any special meeting when such statement is requested in writing by one~~
8 ~~fourth (1/4) of the Class A members who are entitled to vote;~~

9 (b) supervise all officers, agents and employees of this
10 Association, and to see that their duties are properly performed;

11 (c) as more fully provide in the Declaration, to:

12 (i) fix the amount of the annual assessment against each Lot
13 at least thirty (30) days in advance of each annual assessment
14 period;

15 (ii) send written notice of each assessment to every Owner
16 subject thereto at least thirty (30) days in advance of each annual
17 assessment period;

18 ~~(iii) foreclose the lien against the property for which~~
19 ~~assessments are not paid within thirty (30) days after due date or to~~
20 ~~bring an action at law against the Owner personally obligated to~~
21 ~~pay the same. The following shall be the association's lien and~~
22 ~~foreclosure process. The association may bring an action in its~~

1 name to foreclose a lien for assessments in the same manner in
2 which a mortgage of real property is foreclosed and may also bring
3 an action to recover a money judgment for the unpaid assessments
4 without waiving any claim of lien. The association is entitled to
5 recover its reasonable attorney's fees incurred in an action to
6 foreclose a lien or an action to recover a money judgment for
7 unpaid assessments. The association may not file a record of lien
8 against a property owner for unpaid assessments unless a written
9 notice or demand for past due assessments as well as any other
10 amounts owed to the association pursuant to its governing
11 documents has been made by the association. The written notice
12 or demand must:

13 1. Provide the property owner with 45 days
14 following the date the notice is deposited in the mail to
15 make payment for all amounts due, including, but not
16 limited to, any attorney's fees and actual costs associated
17 with the preparation and delivery of the written demand.

18 2. Be sent by registered or certified mail, return
19 receipt requested, and by first-class United States mail to
20 the property owner at his or her last address as reflected in
21 the records of the association, if the address is within the
22 United States, and to the property owner subject to the

1 demand at the address of the property if the owner's address
2 as reflected in the records of the association is not the
3 property address. If the address reflected in the records is
4 outside the United States, then sending the notice to that
5 address and to the property address by first-class United
6 States mail is sufficient.

7 3. The action to foreclose the lien may not be
8 brought until 45 days after the property owner has been
9 provided notice of the association's intent to foreclose and
10 collect the unpaid amount. The notice must be given in the
11 manner provided in paragraph 2 above, and the notice may
12 not be provided until the passage of the 45 days required in
13 paragraph 1 above.

14 4. The association may recover any interest, late
15 charges, costs, and reasonable attorney's fees incurred in a
16 lien foreclosure action or in an action to recover a money
17 judgment for the unpaid assessments.

18 5. The time limitations in this subsection do not
19 apply if the property is subject to a foreclosure action or
20 forced sale of another party, or if an owner of the property
21 is a debtor in a bankruptcy proceeding.

1 (d) ~~Issue, or to cause an appropriate officer to issue, upon demand~~
2 ~~by any person, a certificate setting forth whether or not any assessment has~~
3 ~~been paid. A reasonable charge may be made by the Board for the~~
4 ~~issuance of these certificates. If a certificate states an assessment has been~~
5 ~~paid, such certificate shall be conclusive evidence of such payment;~~
6 Estoppel certificates. Within fifteen (15) days after the date on which a
7 request for an estoppel certificate is received from a lot owner or
8 mortgagee, or his or her designee, the association shall provide a
9 certificate signed by an officer or authorized agent of the association
10 stating all assessments and other monies owed to the association by the lot
11 owner or mortgagee with respect to the lot. An association may charge a
12 fee for the preparation of such certificate, and the amount of such fee must
13 be stated on the certificate. The authority to charge a fee for the certificate
14 shall be established by a written resolution adopted by the board or
15 provided by a written management, bookkeeping, or maintenance contract
16 and is payable upon the preparation of the certificate. If the certificate is
17 requested in conjunction with the sale or mortgage of a lot but the closing
18 does not occur and no later than 30 days after the closing date for which
19 the certificate was sought the preparer receives a written request,
20 accompanied by reasonable documentation, that the sale did not occur
21 from a payor that is not the lot owner, the fee shall be refunded to that
22 payor within 30 days after receipt of the request. The refund is the

1 obligation of the lot owner, and the association may collect it from that
2 owner in the same manner as an assessment.³⁰

3 (e) procure and maintain adequate liability and hazard insurance on
4 the property owned by the Association;

5 (f) cause all officers of employees having fiscal responsibility to be
6 bonded, as it may deem appropriate;

7 (g) cause the Common Area to be maintained.

8
9 **ARTICLE EIGHT**
10 **Officers**

11
12 The officers, election of officers, term of officers, resignation and removal of
13 officers, filling of vacancies on the Board of Directors and the duties of the officers of the
14 association shall be as follows:

15 Section 1. Enumeration of Offices. The officers of this Association shall
16 be a president and vice-president, who shall at all times be members of the Board
17 of Directors, a secretary, and a treasurer, and such other officers as the Board may
18 from time to time by resolution create.

19 Section 2. Election of Officers. The election of officers shall take place at
20 the first meeting of the Board of Directors following each annual meeting of the
21 members.

22 Section 3. Term. The officers of this Association shall be elected
23 annually by the Board and each shall hold office for one year unless he shall
24 sooner resign, or shall be removed, or otherwise disqualified to serve.

³⁰ § [REDACTED] Fla. Stat. (2012).

1 Section 4. Special Appointments. The Board may elect other officers as
2 the affairs of the Association may require, each of whom shall hold office for
3 such period, have such authority, and perform such duties as the Board may, from
4 time to time, determine.

5 Section 5. Resignation and Removal. Any Officer may be removed from
6 office with or without cause by the Board. Any Officer may resign at any time
7 giving written notice to the Board, the president or the secretary. Such
8 resignation shall take effect on the date of receipt of such notice or at any later
9 time specified therein, and unless otherwise specified therein, the acceptance of
10 such resignation shall not be necessary to make it effective.

11 Section 6. Vacancies. A vacancy in any office may be filled by
12 appointment by the Board. The Officer appointed to such vacancy shall serve for
13 the remainder of the term of the officer he replaces.

14 Section 7. Multiple Offices. ~~The offices of secretary and treasurer may be~~
15 ~~held by the same person.~~ No person shall simultaneously hold more than one of
16 any of the other offices except in the case of special offices created pursuant to
17 Section 4 of this Article.

18 Section 8. Duties. The duties of the officers are as follows:

19 President

20 (a) The president shall preside at all meetings of the Board of
21 Directors; shall see that orders and resolutions of the Board are carried

1 out; shall sign all leases, mortgages, deeds and other written instruments
2 and shall co-sign all checks and promissory notes.

3 Vice-President

4 (b) The vice-president shall act in the place and stead of the
5 president in the event of his absence, inability or refusal to act, and shall
6 exercise and discharge such other duties as may be required of him by the
7 Board.

8 Secretary

9 (c) The secretary shall record the votes and keep the minutes of all
10 the meetings and proceedings of the Board and of the members; keep the
11 corporate seal of the Association and affix it on all papers requiring said
12 seal; serve notice of meetings of the Board and of the members; keep
13 appropriate current records showing the members of the Association
14 together with their addresses, and shall perform such other duties as
15 required by the Board.

16 Treasurer

17 (d) The treasurer shall receive and deposit in appropriate bank
18 accounts all monies of the Association and shall disburse such funds as
19 directed by resolution of the Board of Directors; shall sign all checks and
20 promissory notes of the Association; keep proper books and accounts;
21 cause an annual audit of the Association Books to be made by a public
22 accountant at the completion of each fiscal year; and shall prepare an

1 annual budget and statement of income and expenditures to be presented
2 to the membership at its regular meeting, and deliver a copy of each to the
3 members.

4 **ARTICLE NINE**
5 **Records of the Association**
6

7 ~~The books, records and papers of the Association shall at all times, during~~
8 ~~reasonable business hours, be subject to inspection by any member. The Declaration, the~~
9 ~~Articles of Incorporation and the Bylaws of the Association shall be available for~~
10 ~~inspection by any member at the principle office of the Association, where copies may be~~
11 ~~purchased at reasonable cost.~~

12 Section 1. Records Required to be Maintained. The association shall
13 maintain each of the following items, when applicable, which constitute the
14 official records of the association.³¹

15 (a) Copies of any plans, specifications, permits, and warranties
16 related to improvements constructed on the common areas or other
17 property that the association is obligated to maintain, repair, or replace.

18 (b) A copy of the bylaws of the association and of each amendment
19 to the bylaws.

20 (c) A copy of the articles of incorporation of the association and of
21 each amendment thereto.

22 (d) A copy of the declaration of covenants and a copy of each
23 amendment thereto.

³¹ §720.303(4), Fla. Stat. (2012).

1 (e) A copy of the current rules of the homeowners' association.

2 (f) The minutes of all meetings of the Board of Directors and of the
3 members, which minutes must be retained for at least 7 years.

4 (g) A current roster of all members and their mailing addresses and
5 lot identifications. The association shall also maintain the electronic
6 mailing addresses and the numbers designated by members for receiving
7 notice sent by electronic transmission of those members consenting to
8 receive notice by electronic transmission. The electronic mailing
9 addresses and numbers provided by unit owners to receive notice by
10 electronic transmission shall be removed from association records when
11 consent to receive notice by electronic transmission is revoked. However,
12 the association is not liable for an erroneous disclosure of the electronic
13 mail address or the number for receiving electronic transmission of
14 notices.

15 (h) All of the association's insurance policies or a copy thereof,
16 which policies must be retained for at least 7 years.

17 (i) A current copy of all contracts to which the association is a
18 party, including, without limitation, any management agreement, lease, or
19 other contract under which the association has any obligation or
20 responsibility. Bids received by the association for work to be performed
21 must also be considered official records and must be kept for a period of 1
22 year.

1 (j) The financial and accounting records of the association, kept
2 according to good accounting practices. All financial and accounting
3 records must be maintained for a period of at least 7 years. The financial
4 and accounting records must include:

- 5 • Accurate, itemized, and detailed records of all
6 receipts and expenditures.
- 7 • A current account and a periodic statement of the
8 account for each member, designating the name and current
9 address of each member who is obligated to pay
10 assessments, the due date and amount of each assessment
11 or other charge against the member, the date and amount of
12 each payment on the account, and the balance due.
- 13 • All tax returns, financial statements, and financial
14 reports of the association.
- 15 • Any other records that identify, measure, record, or
16 communicate financial information.

17 (k) A copy of the disclosure summary described in s. 720.401(1),
18 Florida Statutes.

19 (l) All other written records of the association not specifically
20 included in the foregoing which are related to the operation of the
21 association.

1 Section 2. Inspection and Copying of Records. The official records shall
2 be maintained within the state and must be open to inspection and available for
3 photocopying by members or their authorized agents at reasonable times and
4 places within 10 business days after receipt of a written request for access. This
5 subsection may be complied with by having a copy of the official records
6 available for inspection or copying in the community. If the association has a
7 photocopy machine available where the records are maintained, it must provide
8 lot owners with copies on request during the inspection if the entire request is
9 limited to no more than 25 pages.

10 Section 3. Allowable Fees to Inspect Records. The Association may not
11 require a lot owner to demonstrate any proper purpose for the inspection, state any
12 reason for the inspection, or limit a lot owner's right to inspect records to less than
13 one 8-hour business day per month. The Association may impose fees to cover
14 the costs of providing copies of the official records, including, without limitation,
15 the costs of copying. The Association may charge up to 50 cents per page for
16 copies made on the Association's photocopier. If the Association does not have a
17 photocopy machine available where the records are kept, or if the records
18 requested to be copied exceed 25 pages in length, the Association may have
19 copies made by an outside vendor or Association management company
20 personnel and may charge the actual cost of copying, including any reasonable
21 costs involving personnel fees and charges at an hourly rate for vendor or
22 employee time to cover administrative costs to the vendor or Association. The

1 Association shall maintain an adequate number of copies of the recorded
2 governing documents, to ensure their availability to members and prospective
3 members.

4 Section 4. Records Not Subject to Inspection. The following records are
5 not accessible to members or lot owners: Any record protected by the lawyer-
6 client privilege as described in § 90.502 Florida Statutes and any record protected
7 by the work-product privilege, including, but not limited to, any record prepared
8 by an Association attorney or prepared at the attorney's express direction which
9 reflects a mental impression, conclusion, litigation strategy, or legal theory of the
10 attorney or the Association and which was prepared exclusively for civil or
11 criminal litigation or for adversarial administrative proceedings or which was
12 prepared in anticipation of imminent civil or criminal litigation or imminent
13 adversarial administrative proceedings until the conclusion of the litigation or
14 administrative proceedings. Information obtained by an Association in
15 connection with the approval of the lease, sale, or other transfer of a lot.
16 Personnel records of the Association's employees, including, but not limited to,
17 disciplinary, payroll, health, and insurance records. Medical records of lot owners
18 or community residents. Social security numbers, driver's license numbers, credit
19 card numbers, electronic mailing addresses, telephone numbers, emergency
20 contact information, any addresses for a lot owner other than as provided for
21 Association notice requirements, and other personal identifying information of
22 any person, excluding the person's name, lot designation, mailing address, and

1 property address. Any electronic security measure that is used by the Association
2 to safeguard data, including passwords. The software and operating system used
3 by the Association which allows the manipulation of data, even if the owner owns
4 a copy of the same software used by the Association. The data is part of the
5 official records of the Association.

6 Section 5. Lien Information. The Association or its authorized agent is not
7 required to provide a prospective purchaser or lienholder with information about
8 the residential subdivision or the Association other than information or documents
9 required by Florida law to be made available or disclosed. The Association or its
10 authorized agent may charge a reasonable fee to the prospective purchaser or
11 lienholder or the current lot owner or member for providing good faith responses
12 to requests for information by or on behalf of a prospective purchaser or
13 lienholder, other than that required by law, if the fee does not exceed \$150 plus
14 the reasonable cost of photocopying and any attorney's fees incurred by the
15 Association in connection with the response.

16 **ARTICLE TEN**
17 **Committees**
18

19 The Association shall appoint an Architectural Review Committee, as provided in
20 the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition
21 the Board of Directors shall appoint other committees as deemed appropriate in carrying
22 out its purpose. Any committee or other similar body meeting wherein a final decision
23 regarding the expenditure of Association funds and meetings of any body vested with the
24 power to approve or disapprove architectural decisions with respect to a specific lot of

1 residential property owned by a member of the community shall give notice in the same
2 manner provided by these Bylaws for a meeting of the Board of Directors.³² Committee
3 members may not vote by proxy or by secret ballot at board meetings, except that secret
4 ballots may be used in the election of officers.³³ A committee member of the Association
5 may not directly receive any salary or compensation from the Association for the
6 performance of duties as committee member and may not in any other way benefit
7 financially from service to the Association, except as provided in §720.303(12)., Florida
8 Statutes.

9 Section 1. Architectural Review Committee.³⁴

10 (a) The authority of an Association or any architectural,
11 construction improvement, or other such similar committee of an
12 Association to review and approve plans and specifications for the
13 location, size, type, or appearance of any structure or other improvement
14 on a lot, or to enforce standards for the external appearance of any
15 structure or improvement located on a lot, shall be permitted only to the
16 extent that the authority is specifically stated or reasonably inferred as to
17 such location, size, type, or appearance in the declaration of covenants or
18 other published guidelines and standards authorized by the declaration of
19 covenants.

20 (b) If the declaration of covenants or other published guidelines
21 and standards authorized by the declaration of covenants provides options

³² §720.303(2), Florida Statutes.

³³ §720.303(2)(c)3., Florida Statutes

³⁴ §720.3035, Florida Statutes.

1 for the use of material, the size of the structure or improvement, the design
2 of the structure or improvement, or the location of the structure or
3 improvement on the lot, neither the Association nor any architectural,
4 construction improvement, or other such similar committee of the
5 Association shall restrict the right of a lot owner to select from the options
6 provided in the declaration of covenants or other published guidelines and
7 standards authorized by the declaration of covenants.

8 (c) Unless otherwise specifically stated in the declaration of
9 covenants or other published guidelines and standards authorized by the
10 declaration of covenants, each lot shall be deemed to have only one front
11 for purposes of determining the required front setback even if the lot is
12 bounded by a roadway or other easement on more than one side. When
13 the declaration of covenants or other published guidelines and standards
14 authorized by the declaration of covenants do not provide for specific
15 setback limitations, the applicable county or municipal setback limitations
16 shall apply, and neither the Association nor any architectural, construction
17 improvement, or other such similar committee of the Association shall
18 enforce or attempt to enforce any setback limitation that is inconsistent
19 with the applicable county or municipal standard or standards.

20 (d) Each lot owner shall be entitled to the rights and privileges set
21 forth in the declaration of covenants or other published guidelines and
22 standards authorized by the declaration of covenants concerning the

1 architectural use of the lot, and the construction of permitted structures
2 and improvements on the lot and such rights and privileges shall not be
3 unreasonably infringed upon or impaired by the Association or any
4 architectural, construction improvement, or other such similar committee
5 of the Association. If the Association or any architectural, construction
6 improvement, or other such similar committee of the Association should
7 unreasonably, knowingly, and willfully infringe upon or impair the rights
8 and privileges set forth in the declaration of covenants or other published
9 guidelines and standards authorized by the declaration of covenants, the
10 adversely affected lot owner shall be entitled to recover damages caused
11 by such infringement or impairment, including any costs and reasonable
12 attorney's fees incurred in preserving or restoring the rights and privileges
13 of the lot owner set forth in the declaration of covenants or other published
14 guidelines and standards authorized by the declaration of covenants.

15 (e) Neither the Association nor any architectural, construction
16 improvement, or other such similar committee of the Association shall
17 enforce any policy or restriction that is inconsistent with the rights and
18 privileges of a lot owner set forth in the declaration of covenants or other
19 published guidelines and standards authorized by the declaration of
20 covenants, whether uniformly applied or not. Neither the Association nor
21 any architectural, construction improvement, or other such similar
22 committee of the Association may rely upon a policy or restriction that is

1 inconsistent with the declaration of covenants or other published
2 guidelines and standards authorized by the declaration of covenants,
3 whether uniformly applied or not, in defense of any action taken in the
4 name of or on behalf of the Association against a lot owner.

6 **ARTICLE ~~ELEVEN~~ FOURTEEN**

7 **Fiscal Year**

8 Section 1. The fiscal year of the Association shall begin on the first day of
9 ~~January~~ October and end on the ~~31st~~ 30th day of ~~December~~ September of every
10 year, ~~except the first year shall begin on the date of incorporation.~~

11
12 **ARTICLE TWELVE**

13 **Fiscal Management**

14 The association shall prepare an annual budget that sets out its annual operating
15 expenses. The budget shall be adopted by the Board of Directors.

16 Section 1. Required Budget Detail. A proposed annual budget of
17 common expenses shall be prepared by the Board of Directors that shall include
18 the estimated revenues and expenses for that year and the estimated surplus or
19 deficit as of the end of the current year. The budget must set out separately all
20 fees or charges paid for by the association for recreational amenities, whether
21 owned by the association, the developer, or another person. The board of
22 directors shall include the required reserve accounts in the budget.

1 Section 2. Lot Owner's Copy of Budget. The association shall provide
2 each member with a copy of the annual budget or a written notice that a copy of
3 the budget is available upon request at no charge to the member.

4 Section 3. Reserve Account Funding. The amount to be reserved in any
5 account established shall be computed by means of a formula that is based upon
6 estimated remaining useful life and estimated replacement cost or deferred
7 maintenance expense of each reserve item. The association may adjust
8 replacement reserve assessments annually to take into account any changes in
9 estimates of cost or useful life of a reserve item.

10 Section 4. Waiving the Reserves. After one or more reserve accounts are
11 established, the membership of the association, upon a majority vote at a meeting
12 at which a quorum is present, may provide for no reserves or less reserves than
13 required by this section. If a meeting of the unit owners has been called to
14 determine whether to waive or reduce the funding of reserves and such result is
15 not achieved or a quorum is not present, the reserves as included in the budget go
16 into effect.

17 Section 5. Limitation on use of Reserve Funds. Reserve funds and any
18 interest accruing thereon shall remain in the reserve account or accounts and shall
19 be used only for authorized reserve expenditures unless their use for other
20 purposes is approved in advance by a majority vote at a meeting at which a
21 quorum is present.

1 Section 6. Notice of Reserves.

2 (a) If the budget of the association does not provide for reserve
3 accounts and the association is responsible for the repair and maintenance
4 of capital improvements that may result in a special assessment if reserves
5 are not provided, each financial report for the preceding fiscal year
6 required by must contain the following statement in conspicuous type:

7 THE BUDGET OF THE ASSOCIATION DOES NOT PROVIDE
8 FOR RESERVE ACCOUNTS FOR CAPITAL EXPENDITURES
9 AND DEFERRED MAINTENANCE THAT MAY RESULT IN
10 SPECIAL ASSESSMENTS. OWNERS MAY ELECT TO
11 PROVIDE FOR RESERVE ACCOUNTS PURSUANT TO
12 SECTION 720.303(6), FLORIDA STATUTES, UPON
13 OBTAINING THE APPROVAL OF A MAJORITY OF THE
14 TOTAL VOTING INTERESTS OF THE ASSOCIATION BY
15 VOTE OF THE MEMBERS AT A MEETING OR BY WRITTEN
16 CONSENT.

17
18 (b) If the budget of the association does provide for funding
19 accounts for deferred expenditures, including, but not limited to, funds for
20 capital expenditures and deferred maintenance, but such accounts are not
21 created or established, each financial report for the preceding fiscal year
22 must also contain the following statement in conspicuous type:

23 THE BUDGET OF THE ASSOCIATION PROVIDES FOR
24 LIMITED VOLUNTARY DEFERRED EXPENDITURE
25 ACCOUNTS, INCLUDING CAPITAL EXPENDITURES AND
26 DEFERRED MAINTENANCE, SUBJECT TO LIMITS ON
27 FUNDING CONTAINED IN OUR GOVERNING
28 DOCUMENTS. BECAUSE THE OWNERS HAVE NOT
29 ELECTED TO PROVIDE FOR RESERVE ACCOUNTS
30 PURSUANT TO SECTION 720.303(6), FLORIDA STATUTES,
31 THESE FUNDS ARE NOT SUBJECT TO THE RESTRICTIONS
32 ON USE OF SUCH FUNDS SET FORTH IN THAT STATUTE.

1 NOR ARE RESERVES CALCULATED IN ACCORDANCE
2 WITH THAT STATUTE.
3

4 Section 7. Budget Insufficient. If at any time a budget shall prove
5 insufficient, it may be amended by the Board of Directors for the remaining
6 portion of the fiscal year, provided that notice of the Board meeting at which the
7 revised budget will be considered along with a copy of the proposed revisions to
8 the budget shall be mailed to each member

9 Section 8 Payment. The annual shares of the Lot Owners of the Common
10 Expenses shall be made payable in installments due monthly or quarterly (as
11 determined by the Board) in advance and shall become due on the first day of
12 each period and shall become delinquent 10 days thereafter. The Association
13 shall have the right to accelerate assessments of an Owner delinquent in the
14 payment of common expenses. Accelerated assessments shall be due and payable
15 on the date a claim of lien is filed and may include the amounts due for the
16 remainder of the fiscal year for which the claim of lien was filed.

17 Section 9. Special Assessments. Assessments for common expenses that
18 are not provided for and funded in the budget or an amendment to the budget may
19 be made by the Board of Directors, and the time of payment shall likewise be
20 determined by them. Notice of the Board meeting at which assessments shall be
21 considered shall be posted and mailed to each Lot Owner as provided by Chapter
22 720 of the Florida Statutes. The funds collected under a special assessment shall
23 be used only for the specific purpose or purposes set forth in such notice.

1 However, on completion of the specific purpose or purposes, any excess funds
2 will be considered common surplus, and may, at the discretion of the Board,
3 either be returned to the Lot Owners or be applied as a credit towards future
4 assessments.

5 Section 10. Assessment Roll. The assessments for Common Expenses
6 and Charges shall be set forth on a roll of the Lot Owners, which shall be
7 available for inspection at all reasonable times by Lot Owners. The roll shall
8 indicate for each lot the name and address of the Owner and the assessments and
9 charges paid and unpaid. A certificate made by a duly authorized representative
10 of the Association or by the Board of Directors as to the status of a Lot Owner's
11 account may be relied on for all purposes by any person for whom made.

12 Section 11. Accounts. All sums collected from assessments or charges
13 shall be credited to accounts from which shall be paid the expenses for which the
14 respective assessments or charges are made.

15 Section 12 Association Depository. The Depository of the Association in
16 which the funds of the Association shall be deposited shall be financial
17 institutions authorized to do business in Florida that carry FDIC insurance or
18 equivalent private insurance such as insurance placed through the Society Investor
19 Protection Corporation (SIPC), as shall be designated by the Board of Directors.
20 Alternatively, the Association may deposit funds with brokerage houses or
21 institutions that are members of the National Association of Securities Dealers,
22 Inc. and insured by SIPC or equivalent industry insurance. Principal of

1 association funds, whether reserves or operating funds, may not be placed at risk
2 for investment purposes. Withdrawal of money from those accounts shall be only
3 by checks or other withdrawal instruments signed by those persons as are
4 authorized by the Directors.

5 Section 13. Commingling of Funds. All funds shall be maintained
6 separately in the Association's name. No community association manager or
7 business entity required to be licensed or registered under §468.432 Florida
8 Statutes, as amended from time to time, and no agent, employee, Officer, or
9 Director of the association, shall commingle any Association funds with his or her
10 funds or with the funds of any other association as defined in § 468.431 Florida
11 Statutes, as amended from time to time, or with those of any other entity. Reserve
12 funds and operating funds of the Association may be commingled for investment
13 purposes, as provided by law.

14 Section 14. Financial Reports. A complete financial report of actual
15 receipts and expenditures of the Association shall be made annually that shall
16 comply with § 720.3086 Florida Statutes, as amended from time to time, as
17 determined in the Rule adopted by the Division, based upon the amount of the
18 Association's budget from time to time.

19 Section 15. Bonding. The Association shall obtain and maintain adequate
20 fidelity bonding in the minimum principal sum of \$1,000,000.00 or an amount
21 determined by the Association's accountant to be to be adequate and approved by
22 the board of directors, for each person (whether or not a Director) who controls or

ARTICLE THIRTEEN ELEVEN

Assessments

Amended and Restated Bylaws
Venetian Villas Unit Owners' Association
Adopted April 8, 2013

1 administrative late fee in an amount of \$25 or 5 percent (5%) of the amount of each
2 installment that is paid past the due date. Any payment received by the Association and
3 accepted shall be applied first to any interest accrued, then to any administrative late fee,
4 then to any costs and reasonable attorney's fees incurred in collection, and then to the
5 delinquent assessment. The Association may bring an action in its name to foreclose a
6 lien for unpaid assessments secured by a lien in the same manner that a mortgage of real
7 property is foreclosed and may also bring an action to recover a money judgment for the
8 unpaid assessments without waiving any claim of lien. The action to foreclose the lien
9 may not be brought until 45 days after the lot owner has been provided notice of the
10 Association's intent to foreclose and collect the unpaid amount.³⁵

11 **ARTICLE FOURTEEN**
12 **Parliamentary Rules**
13

14 Robert's Rules of Order Newly Revised, 11th edition,³⁶ shall be used in the
15 conduct of members' meetings, Board meetings, and committee meetings to ensure
16 fairness, impartiality, and respect for minority views without unduly burdening majority
17 rights. Meetings shall also be conducted in accordance with these Bylaws and the
18 procedures established by the Board from time to time, including the form of voting
19 documents to be used. The ruling of the Chair of the meetings, unless he or she or the
20 Board of Directors designates a third person as Parliamentarian, shall be binding unless
21 contrary to law.
22

³⁵ §720.3085, Florida Statutes.

³⁶ Robert's Rules of Order Newly Revised, 11th edition, Henry M. III Robert (Author), Daniel H. Honemann (Author), Thomas J. Balch (Author), Daniel E. Seabold (Contributor), Shmuel Gerber (Contributor).

1 **ARTICLE ~~FIFTEEN~~ TWELVE**
2 **Seal**

3
4 The Association shall have a seal in circular form having with its circumference
5 the words: Venetian Villas Unit Owners' Association, Inc.

6
7 **ARTICLE ~~SIXTEEN~~ THIRTEEN**
8 **Amendments to Bylaws**
9

10
11 Section 1. Procedure These Bylaws may be amended, at a regular or
12 special meeting of the members, by a vote of ~~a majority~~ two-thirds (2/3)³⁷ ~~of a~~
13 ~~quorum of members present, in person or by proxy~~ the voting interests of the
14 association.

15 Section 2. Effective Date. An amendment when adopted shall become
16 effective after being recorded in the Volusia County, Florida Public Records
17 according to law.

18 Section 3. Description of Proposed Amendment. Proposals to amend
19 existing Bylaws shall contain the full text of the article to be amended. New
20 words shall be underlined and words to be deleted shall be struck through. If the
21 proposed change is so extensive that this procedure would hinder rather than
22 assist understanding, a notation must be inserted immediately preceding the

³⁷ §720.306(1)(b), Fla. Stat., Florida Statutes Unless otherwise provided in the governing documents or required by law, and other than those matters set forth in paragraph (c), any governing document of an association may be amended by the affirmative vote of two-thirds of the voting interests of the association. Paragraph (c) states: an amendment may not materially and adversely alter the proportionate voting interest appurtenant to a lot or increase the proportion or percentage by which a lot shares in the common expenses of the association unless the record lot owner and all record owners of liens on the lots join in the execution of the amendment. For purposes of this section, a change in quorum requirements is not an alteration of voting interests.

1 proposed amendment stating, "SUBSTANTIAL REWORDING OF BYLAWS.
2 SEE BYLAW _____ NUMBER FOR PRESENT TEXT." ³⁸

3 Section 4. Automatic Amendments. These Bylaws shall be deemed
4 amended, if necessary, so as to make them consistent with the provisions of the
5 Declaration or the Articles of Incorporation. Whenever Chapter 720, Chapter 617
6 of the Florida Statutes, or other applicable statutes or administrative regulations,
7 as amended from time to time, are amended to impose procedural requirements
8 less stringent than set forth in these Bylaws, the Board of Directors may operate
9 the Association under the less stringent requirements. The Board of Directors,
10 without a vote of the Lot Owners, may adopt, by majority vote, amendments to
11 these Bylaws as the Board deems necessary to comply with operational changes
12 as may be enacted by future amendments to Chapters 617, and 720 of the Florida
13 Statutes, or other statutes or administrative regulations as required for the
14 operation of the Association, all as amended from time to time.

15 ~~Section 5. In the case of any conflict between the Article of Incorporation~~
16 ~~and these Bylaws, the Articles shall control; and in the case of any conflict~~
17 ~~between the Declaration and these Bylaws, the Declaration shall control.~~

18 **ARTICLE SEVENTEEN**
19 **Conflicts in Documents**
20

21 The term "Homeowner Association Documents," as used in these Bylaws and
22 elsewhere, shall include the Articles of Incorporation, Declaration, these Bylaws, the
23 Rules and Regulations of the Association, the Surveyor's Plat, and graphic descriptions of

³⁸ This provision mirrors the provision under the condominium statute (§718.110(1)(b), Fla. Stat.) for the process to amend a condominium declaration.

1 improvements of record, and all other exhibits to the original Declarations or
2 amendments thereof. In the event of a conflict between the language in the Declaration
3 and the graphic descriptions of record, the graphic descriptions of record shall control. In
4 the event of a conflict between language in any of the other Documents, the following
5 priorities shall control:³⁹

- 6 1. Declaration;
- 7 2. Articles of Incorporation;
- 8 3. Bylaws; and
- 9 4. Rules and Regulations.

10 **ARTICLE EIGHTEEN**
11 **Gender**

12 The use of the term "he," "she," "his," "hers," "their," "theirs" and all other similar
13 pronouns should be construed to include all genders and encompass the plural as well as
14 the singular.

15 **ARTICLE NINETEEN**
16 **Severability**

17 In the event that any provisions of these Bylaws are deemed invalid, the
18 remaining provisions shall be deemed in full force and effect.

³⁹ You must designate which documents control in the event of a conflict or the court will apply an in par material reading to the documents to determine the intent of drafters. This creates uncertainty and could result in expensive litigation. See, *Whitley v. Royal Trails Prop. Owners' Ass'n*, 910 So. 2d 381 (Fla. 5th DCA 2005); *Heron at Destin W. Beach & Bay Resort Condo. Ass'n v. Osprey at Destin W. Beach & Bay Resort Condo. Ass'n*, 94 So. 3d 623, 2012 (Fla. 1st DCA. 2012).

1 **CERTIFICATE OF AMENDMENT TO THE BYLAWS**

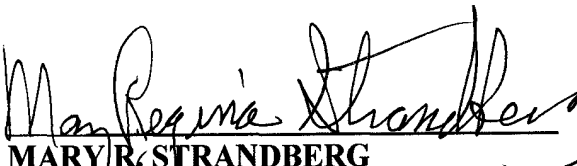
2 **OF HOMEOWNERS ASSOCIATION**

3 **OF THE VENETIAN VILLAS UNIT OWNERS' ASSOCIATION,**

4 **A FLORIDA HOMEOWNERS' ASSOCIATION**

5 The undersigned officers of the Venetian Villas Unit Owners' Association, Inc.,
6 the corporation in charge of the operation and control of Venetian Villas Unit Owners'
7 Association, Inc., according to the amended declaration of thereof as recorded in Official
8 Records of Volusia County, Florida, in Book 3021, Page 1724, and specifically as
9 recorded at Page 1746, hereby certify that the forgoing amendments to the Bylaws of
10 homeowners' association were proposed and approved by majority vote of the Board of
11 Directors at a board meeting held on April 8, 2013, and approved by vote of not less than
12 75% of the unit owners at a membership meeting held on April 8, 2013. The undersigned
13 further certify that the amendments were proposed and approved in accordance with the
14 homeowners' association documentation and applicable law.

15 IN WITNESS WHEREOF,

16
17 
18 **MARY R. STRANDBERG**
19 **PRESIDENT**
20

21
22 
23 **ALICE M. BURROWS**
24 **SECRETARY**
25

ACKNOWLEDGMENT

State of Florida)
County of Volusia)

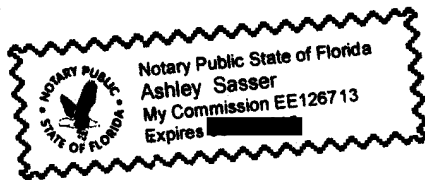
The foregoing instrument was acknowledged before me this 11th day of April,
2013, by Mary R. Strandberg and Alice M. Burrows. Personally Known _____ OR
Produced Identification ☒ (Check one).

Type of Identification produced:

Mary R. Strandberg: FL DL

Alice M. Burrows: FL DL

Witness my hand and official seal of the County estate last aforesaid this the 11th
day of April, 2013.



Ashley Sasser
NOTARY PUBLIC