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**AMENDED AND RESTATED  
BYLAWS  
OF  
SPOONBILL COURTYARD HOMES ASSOCIATION, INC.  
A Florida Corporation Not-For-Profit**

*[Substantial rewording of Bylaws. See existing Bylaws  
and amendments thereto for present text.]*

10 The Members of **SPOONBILL COURTYARD HOMES ASSOCIATION, INC.** (herein, the  
11 "Association"), a corporation not-for-profit under the laws of the State of Florida, hereby adopt the following  
12 Amended and Restated Bylaws. The Amended and Restated Bylaws supersede and replace all previous  
13 Bylaws and amendments thereto. The original Declaration of Covenants and Restrictions for **SPOONBILL**  
14 **COURTYARD HOMES AT PERICO BAY CLUB** was recorded at Official Records Book 1357, Page 0319 *et*  
15 *seq.* of the Official Records of Manatee County, Florida.

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**ARTICLE 1.  
IDENTITY**

20 1.1 **Name.** The name of the corporation is **SPOONBILL COURTYARD HOMES**  
21 **ASSOCIATION, INC.** (herein, the "Association"). The Association was formerly known as Island  
22 Maintenance Association, Inc. and legally changed its name in 1996.

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24 1.2 **Principal Address.** The principal address of the Association is located at 1401 Manatee  
25 Avenue West, Suite 300, Bradenton, Florida 34205. The Association's Board of Directors may change the  
26 Association's principal address from time to time in the manner provided by law.

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28 1.3 **Adoption.** These Amended and Restated Bylaws of the Association have been adopted as  
29 the Bylaws of the Association.

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31 1.4 **Definitions.** All terms used in these Bylaws have the same meaning, to the extent  
32 applicable, as set forth in the Declaration of Covenants and Restrictions for Spoonbill Courtyard Homes at  
33 Perico Bay Club (herein, the "Declaration").

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35 1.5 **Corporate Seal.** The seal of the Association shall bear the name of the corporation, the  
36 word "Florida", the words "corporation not for profit" and the year of incorporation (1992). Alternatively, the  
37 words "Corporate Seal" may serve as the seal of the Association.

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**ARTICLE 2.  
POWERS OF THE ASSOCIATION**

42 The Association shall have all powers granted to it by Florida law, the Declaration, the Articles of  
43 Incorporation, and these Bylaws. The powers of the Association shall be exercised by its Board of Directors  
44 and its officers unless the exercise thereof is otherwise restricted in the Declaration, the Articles, the Bylaws  
45 or by law.

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**ARTICLE 3.  
MEETINGS OF MEMBERS**

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3.1 **Annual Meetings of Members.** An annual meeting of the Members shall be held between January 1<sup>st</sup> and March 31<sup>st</sup> of each year, at a date, time and place specified by the Board. At each annual membership meeting, the Members shall elect Directors and may conduct such other business as may be properly brought before the meeting. The membership shall meet at least once each calendar year.

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3.2 **Special Meetings.** The President or Vice President of the Association may call special meetings of the Members. In addition, it shall be the duty of the President to call a special meeting of the Members if so directed by resolution of a Majority of the Board of Directors, or upon receipt of a written petition signed by at least a Majority of the total eligible Voting Interests of the Association, which request shall state a valid purpose for the special membership meeting. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting except as stated in the notice.

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3.3 **Notice of Meetings.** The Association shall provide proper notice of all members' meetings. The meeting notice shall include an agenda and shall state the date, time and place for which the meeting is called. The notice shall be mailed, emailed or hand-delivered to each Member at the Member's designated address as it last appears on the books of the Association. The Association shall provide notice of the meeting to all Members not less than fourteen (14) days or more than sixty (60) days prior to the date of the membership meeting. The person providing the notice of the membership meeting shall provide proof of proper and timely notice by affidavit. Notwithstanding any other provision herein, notice of meetings of the Board of Directors, membership meetings, and committee meetings may be given by electronic transmission to those Members who consent to receive notice by electronic transmission.

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3.4 **Quorum.** The presence, in person or by proxy, of Members representing at least twenty percent (20%) of the eligible total Voting Interests in the Association shall constitute a quorum at all membership meetings of the Association. Members may attend a membership meeting in person or by proxy or by means of remote communication if permitted by Board resolution as provided in Section 617.0721, Florida Statutes. A voting interest or consent right allocated to a Lot or Member which has been suspended by the Association may not be counted towards the total number of Voting Interests necessary to constitute a quorum, the number of Voting Interests required to conduct an election, or the number of Voting Interests required to approve an action under the HOA Act or pursuant to the Declaration, Articles of Incorporation or these Bylaws.

3.5 **Proxies.** Members may vote in person, by means of remote communication if permitted by duly-adopted Board resolution as more fully provided in Section 617.0721, Florida Statutes or by proxy; provided, however, that the form of the proxy substantially meets the requirements of Florida law. A proxy may be made by any person entitled to vote, and must be filed with the Secretary of the Association before or at the appointed time of the meeting or prior to the reconvening of an adjourned meeting. Proxies shall not be used in the election of directors. To be valid, a proxy must state the date, time, and place of the membership meeting for which it was given, and must be signed by the person(s) authorized to cast the vote on behalf of the Lot. A proxy is effective only for the specific membership meeting for which it was originally

92 given, and as the meeting may lawfully be adjourned and reconvened from time to time. Proxies  
93 automatically expire ninety (90) days after the date of the membership meeting for which it was originally  
94 given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy so provides,  
95 any proxy holder may appoint, in writing, a substitute to act in his or her place.

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97 **3.6 Adjournment of Meetings.** A Majority of the Association's total eligible Voting  
98 Interests who are present (in person or by proxy) at a membership meeting may adjourn the  
99 meeting to a date, time and place no more than ninety (90) days from the date the original meeting was  
100 called. At the reconvened meeting, if a quorum is present, any business which might have been transacted  
101 at the meeting originally called may be transacted. If the date, time and place for reconvening the meeting  
102 are not announced at the meeting before an adjournment is taken, notice of the new date, time and  
103 place for the reconvened meeting shall be given to the Members in the manner prescribed in Article 3.4  
104 above. Any business that might have been transacted on the original date of the meeting may be transacted  
105 at the adjourned meeting.

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107 **3.7 Waiver of Notice.** Notice of a membership meeting may be waived by a Member before or  
108 after a membership meeting. A Member waives any defect or lack of notice by attending a membership  
109 meeting, except when that attendance is for the expressed purpose of objecting at the beginning of the  
110 meeting to the transaction of business because the meeting is not lawfully called.

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112 **3.8 Presiding Officer.** The chairperson at all membership meetings shall be the President. The  
113 President may, however, designate any other person to preside. In the absence of the President or the  
114 President's designee, the Members present (in person or by proxy) may designate any other person to  
115 preside as chairperson of the meeting.

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117 **3.9 Minutes of Meetings.** The Secretary or the Secretary's designee shall keep the minutes of  
118 the membership meeting. The minutes of the membership meetings shall be kept in a business-like manner  
119 and be available for inspection and copying by the Members or their authorized representatives at any  
120 reasonable time. The Association shall maintain these minutes for as long as required by the Homeowner's  
121 Association Act.

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123 **3.10 Written Action by Members.** Any action required by law or the Governing Documents to  
124 be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be  
125 taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by the required  
126 percentage of Members entitled to vote with respect to the subject matter thereof. Such Member action by  
127 written agreement shall comply with the procedural requirements of Section 617.0701(4), Florida Statutes.

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129 **3.11 Order of Business.** Unless otherwise determined by the meeting chairman, the order of  
130 business at annual membership meetings, and as far as practical at all special membership meetings, shall  
131 be as follows:

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133 (A) Election of Chairperson (if President absent)  
134 (B) Calling of the roll and certifying proxies  
135 (C) Proof of meeting notice or waiver of notice  
136 (D) Reading and disposal of unapproved minutes  
137 (E) Reports of officers

- 138 (F) Reports of committees
- 139 (G) Appointment by President of inspectors of election
- 140 (H) Election of directors
- 141 (I) Unfinished business
- 142 (J) New business
- 143 (K) Announcements
- 144 (L) Adjournment

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146 **ARTICLE 4.**

147 **VOTING**

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149 4.1 **Voting Rights.** Unless otherwise provided in the HOA Act, the Owner of each Lot shall be  
150 entitled to one (1) vote as a Member of the Association. The manner of exercising such voting rights shall  
151 be determined by these Bylaws. Members shall have the right to vote only on Association matters requiring  
152 a membership vote pursuant to the Declaration, Articles of Incorporation, Bylaws or Florida law. The  
153 membership of the Association shall consist of all of the record Owners of Lots in the Subdivision. In any  
154 meeting of the Members, the Owners of Lots shall be entitled to cast one (1) vote per Lot.

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156 4.2 **Vote Required.** The acts approved by a Majority of the total eligible Voting Interests present  
157 (in person or by proxy) at a membership meeting at which a quorum is obtained shall constitute the acts of  
158 the Members, except when approval by a greater number of Members is required by Florida law, the  
159 Declaration, the Articles of Incorporation or these Bylaws. The term "Majority" as used in these Bylaws and  
160 other Governing Documents and instruments in reference to voting by Members and the Board of Directors  
161 shall mean more than fifty percent (50%).

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163 4.3 **Certificate of Voting Representative.**

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165 4.3.1 **Single Owner.** If a Lot is owned by one person, his or her right to vote shall be established  
166 by the record title to his or her Lot.

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168 4.3.2 **Multiple Owners.** If the Lot is owned by more than one person, the person entitled to cast  
169 the vote for the Lot shall be designated by a certificate signed by all of the record Owners of the Lot, and filed  
170 with the Secretary of the Association.

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172 4.3.3 **Married Owners.** In the event a Lot is owned by a married couple, that Lot's vote may be  
173 cast by person or by proxy by either spouse, provided that there shall be only one vote per Lot. No voting  
174 certificate shall be required. However, if both spouses cast a vote and the votes do not agree, the vote shall  
175 not be counted as to the matter under consideration in which the conflict arose, whether the conflict appears  
176 by vote in person or by proxy.

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178 4.3.4 **Corporation or LLC.** If a Lot is owned by a corporation or limited liability company  
179 ("LLC"), the person entitled to cast the vote for the Lot shall be designated by a certificate of his or her  
180 appointment signed by the president or vice president and attested by the secretary or assistant  
181 secretary of the corporation or an authorized member of the LLC, and filed with the Secretary of the  
182 Association.

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4.3.5 **Partnership.** If the Lot is owned by a partnership, the person entitled to cast the vote for the Lot shall be designated by a voting certificate signed by a partner.

4.3.6 **Trust.** If the Lot is owned by a trust, the person entitled to cast the vote for the Lot shall be designated by a voting certificate signed by the trustee of the trust.

Such voting certificate shall be valid until revoked and until superseded by a subsequent certificate or until a change in the ownership of the Lot concerned. A certificate designating the person entitled to cast a vote of Lot may be revoked by any Owner or Voting Representative thereof. All such voting certificates must be filed with the Association. If a voting certificate is not on file for a Lot owned by multiple Owners, a corporation, partnership or trust, then the vote for that Lot shall not be considered in determining a quorum or for any other purpose.

4.4 **Suspension of Voting Rights.** The Association may suspend the voting rights of a Member for the nonpayment of any monetary obligation due to the Association that is more than ninety (90) days delinquent. A voting interest allocated to a Lot or Member which has been suspended by the Association may not be counted towards the total number of Voting Interests for any purpose, including, but not limited to, the number of Voting Interests necessary to constitute a quorum, the number of Voting Interests required to conduct an election, or the number of Voting Interests required to approve an action under the HOA Act or pursuant to the governing documents. The suspension ends upon full payment of all obligations currently due or overdue to the Association. All suspensions of a delinquent Member's voting rights must be approved at a properly noticed Board meeting. Upon approval, the Association must notify the Lot Owner of the suspension by mail or hand delivery.

**ARTICLE 5.  
ELECTION OF BOARD OF DIRECTORS**

5.1 **Number and Term of Directors.** The governance and administration of the affairs of the Association shall be vested in the Board of Directors consisting of five (5) Directors. Directors shall serve two (2) year staggered terms of office. Any Director whose term is expiring may stand for re-election. All Directors shall serve until their respective successors shall have been duly elected and qualified, or until their earlier resignation or removal.

5.2 **Qualifications for Election.** A Director must be a natural person who is at least eighteen (18) years of age or older. A Director must be a Lot Owner or the spouse of a Lot Owner. If a Lot is owned in trust, a Director may be trust grantor or a trust beneficiary who occupies the Lot. A convicted felon whose civil rights have not been restored for at least five (5) years as of the date of election is not eligible to serve as a Director. A person who is more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the Association is not eligible to serve as a Director. The validity of any action by the Board of Directors is not affected if it is later determined that one or more Directors was not eligible to serve on the Board.

5.3 **Election of Directors.** The election of Directors shall be conducted at the annual membership meeting, in the following manner:

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5.3.1 Not less than sixty (60) days before a scheduled election of Directors, the Association shall mail, email or deliver to each Lot Owner entitled to vote, **a first notice** of the date of the election. Any Lot Owner or other eligible person desiring to be a candidate for the Board of Directors shall give written notice to the Association not less than forty (40) days before a scheduled election. Not less than fourteen (14) days nor more than thirty-four (34) days before the membership meeting at which the election will occur, the Association shall mail, email or deliver **a second notice** of the meeting to all Lot Owners entitled to vote, together with a written Director election ballot which shall list all Director candidates in alphabetical order by surname. Upon request of a Director candidate received by the Association at least thirty-five (35) days prior to the election, the Association shall include with the second mailing of the director election ballot a candidate information sheet, not larger than 8 1/2 inches by 11 inches, furnished by the Director candidate to the Association. The costs of mailing and copying of the Director candidate information sheets shall be paid by the Association.

5.3.2 Written Director ballots shall be sealed in an inner, smaller envelope labeled "Director Ballot". The Director ballot envelope shall be placed in a larger outer envelope. The larger outer envelope must be sealed and shall be signed by the Lot Owner in the upper right hand corner, with the Lot Owner's name and printed name stated thereon. It is the intent of the Members to follow the Director election procedures of the Condominium Act (Chapter 718, Florida Statutes) to the extent those procedures are not in conflict with the Homeowner's Association Act (Chapter 720, Florida Statutes) or these Bylaws.

5.3.3 Written Director election ballots will be available for use by those Owners attending the meeting in person. No Lot Owner shall permit another person to cast his or her Director election ballot, and any such improperly cast ballot shall be deemed invalid. Proxies shall not be used in the election of Directors. Any Lot Owner who violates this provision may be fined by the Association.

5.3.4 If more persons are nominated than there are vacancies to be filled, the election shall be by secret written ballot. Each person voting is entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled. The nominees receiving the greatest number of votes properly cast shall be elected. Elections shall be decided by a plurality of the votes cast. There shall be no cumulative voting. Tie votes shall be broken by agreement among the Director candidates who are tied, or absent such an agreement, by chance, such as the flipping of a coin by a neutral third party or the drawing of straws. An election is not required unless more candidates file notices of intent to run than Director vacancies exist.

5.3.5 There shall be no quorum requirement for the election of Directors; however, at least ten percent (10%) of the eligible voters must cast a Director election ballot to have a valid election.

5.3.6 Any election dispute between a Lot Owner and the Association shall be submitted to mandatory binding arbitration with the Division of Florida Condominiums, Timeshares and Mobile Homes in the manner provided by law.

**5.4 Removal of Directors and Vacancies.** Any Director may be removed or recalled from office with or without cause, upon the written agreement of a Majority of the total Voting Interests of the Association in the manner provided by law. Unless otherwise provided by law, upon removal of a Director, a successor shall be appointed by a Majority of the remaining Board of Directors to fill the vacancy for the remainder of the term of such Director. Any Director who is delinquent in the payment of any fee, fine,

274 Assessment or other monetary obligation to the Association for more than ninety (90) days is not eligible for  
275 Board membership and shall be automatically removed from office. In the event of the death, disability, or  
276 resignation of a Director, the remaining members of the Board may elect a successor to fill the vacancy for  
277 the remainder of the term of such Director.  
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279 **5.5 Compensation.** A Director, officer or committee member of the Association may not  
280 receive any salary or any other compensation from the Association for the performance of duties as a  
281 Director, officer or committee member and may not in any other way benefit financially from service to the  
282 Association. This subsection does not preclude: (A) participation by such person in a financial benefit  
283 accruing to all or a significant number of Members as a result of actions lawfully taken by the Board or a  
284 committee of which he or she is a Member, including, but not limited to, routine maintenance, repair, or  
285 replacement of community assets; (B) reimbursement for out-of-pocket expenses incurred by such person  
286 on behalf of the Association, subject to approval in accordance with procedures established by the  
287 Association's Governing Documents or, in the absence of such procedures, in accordance with an approval  
288 process established by the Board; (C) any recovery of insurance proceeds derived from a policy of insurance  
289 maintained by the Association for the benefit of its Members; (D) Any fee or compensation authorized in the  
290 governing documents; or (E) any fee or compensation authorized in advance by a vote of a Majority of the  
291 Voting Interests voting in person or by proxy at a meeting of the Members.  
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293 **5.6 Organizational Meeting.** The organizational meeting of a newly elected Board of Directors  
294 for the purpose of electing officers shall held within ten (10) days after the annual meeting of the Members at  
295 such date, time and place as shall be fixed by the Board of Directors at the membership meeting at which  
296 they were elected. No further notice of the Board's organizational meeting shall be necessary unless  
297 business in addition to the election of officers is to be considered at that meeting.  
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299 **5.7 Regular Board Meetings.** A meeting of the Board of Directors occurs whenever a quorum  
300 of the Board gathers to conduct Association business. Regular meetings of the Board of Directors may be held at  
301 such date, time and place as shall be determined, from time to time, by a Majority of the Directors or on the call of the President  
302 or Vice President. A meeting of the Board must be held at a location that is accessible to a physically handicapped person if  
303 requested by a physically handicapped person who has a right to attend the Board meeting.  
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305 **5.8 Special Board Meetings.** Special meetings of the Board of Directors may be called by the  
306 President, the Vice President or at the request of any two (2) directors. If at least twenty percent (20%) of the Voting  
307 Interests deliver a written request to the Board to address an item of business, the Board shall at its next regular meeting, or at a  
308 special meeting of the Board, but not later than sixty (60) days after the receipt of the request, place the item on the Board's  
309 meeting agenda.  
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311 **5.9 Notice of Board Meetings.** Notice of Board of Directors' meetings shall be given to each  
312 Director personally or by mail, email, telephone, facsimile transmission or telegraph, and posted in a  
313 conspicuous place in the community at least forty-eight (48) hours in advance of the meeting, except in the  
314 case of an emergency. Any Director may waive notice of a meeting before or after the meeting and such  
315 waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at a meeting shall  
316 constitute waiver of notice of the meeting, except where a Director attends a meeting for the express purpose  
317 of objecting to the transaction of any business because the meeting is not lawfully called or convened.  
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319           5.10    **Special Notice of Certain Board Meetings.** In addition to the notice required by Article 5.9  
320 herein, an Assessment may not be levied at a Board meeting unless the notice of the meeting includes a  
321 statement that Assessments will be considered and the nature of the Assessments. Written notice of any  
322 meeting at which special assessments will be considered or at which amendments to rules regarding Lot use  
323 will be considered must be mailed, delivered, or electronically transmitted to the Members and posted  
324 conspicuously on the property or broadcast on closed-circuit cable television not less than fourteen (14) days  
325 before the membership meeting.

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327           5.11    **Attendance at Board Meetings.** A Director may attend and participate in a Board meeting  
328 via telephone, real-time videoconferencing, or similar real-time electronic or video communication and such  
329 participation counts toward a quorum, and such Director may vote as if physically present. A speaker must  
330 be used at the meeting site so that the conversation of such person may be heard by all persons attending  
331 the meeting in person. Directors may use e-mail as a means of communication, but may not cast a vote on  
332 an Association matter via e-mail.

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334           5.12    **Quorum and Agenda.** A quorum at Director's meetings shall consist of a Majority of the  
335 entire Board of Directors. The acts approved by a Majority of those present at a meeting at which a quorum  
336 is present shall constitute the act of the Board of Directors; except where approval by a greater number of  
337 Directors is required by the HOA Act, the Declaration, the Articles of Incorporation or these Bylaws. The  
338 designation of the agenda for Board of Directors' meetings shall be at the discretion of the President.  
339 However, the President shall be obligated to include any lawful item on the agenda for a Board meeting if  
340 requested in writing by two (2) Directors.

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342           5.13    **Adjournment.** A Majority of the Directors who are present at a Board meeting may adjourn  
343 the meeting from time to time as determined appropriate by the Directors. At the adjourned meeting, any  
344 business which might have been transacted at the Board meeting as originally called may be transacted  
345 without further notice.

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347           5.14    **Conduct of Meetings.** The President shall preside over all meetings of the Board of  
348 Directors and the Secretary or management shall keep a minute book containing written records of  
349 meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and  
350 all transactions and proceedings occurring at such meetings as well as a notation as to any Director who  
351 abstained from voting or voted contrary to the prevailing opinion. No votes at any Board of Directors  
352 meeting may be by proxy or secret ballot, except that secret ballots may be utilized in the election of  
353 officers. A Director who is present at a Board meeting at which action on any corporate matter is taken  
354 shall be presumed to have assented to the action taken unless the Director votes against the action or  
355 abstains from voting. A vote or abstention shall be recorded in the minutes.

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357           5.15    **Open Meetings.** Except for meetings with the Association's attorney for the purpose of legal  
358 advice with respect to proposed or pending litigation and meetings to discuss personnel matters, meetings  
359 of the Board of Directors shall be open to all Lot Owners. Any Member may tape record or videotape open  
360 meetings of the Board of Directors subject to reasonable rules adopted by the Board. The right to attend  
361 Board meetings includes the right to speak at such meetings with reference to all designated agenda items  
362 in accordance with any reasonable rules adopted by the Board of Directors. The Member's right to speak  
363 shall not exceed three (3) minutes unless the time to speak is extended by the presiding officer.

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409 in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of  
410 Directors for the unexpired portion of the term.

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412           **6.3 Removal.** Any officer may be removed by a Majority vote of the Board of Directors in the  
413 sole discretion of the Board and the removal of a Director who also is an officer shall automatically act as  
414 a removal from such Director's position as an officer.

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416           **6.4 Resignation.** Any officer may resign at any time by giving written or email notice to the  
417 Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the  
418 receipt of such notice or at a later time specified in the notice and unless otherwise specified in the notice,  
419 the acceptance of the resignation shall not be necessary to make it effective.

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421           **6.5 President.** The President shall be a director and the chief executive officer of the  
422 Association and shall: act as presiding officer at all meetings of the Members and the Board of Directors, call  
423 special meetings of the Members and the Board of Directors, sign, with the Secretary or Treasurer if the  
424 Board of Directors so requires, all checks, contracts, promissory notes, leases, subleases and other  
425 instruments on behalf of the Association, except those which the Board of Directors specifies may be signed  
426 by other persons, perform all acts and duties usually required of a chief executive to ensure that all orders  
427 and resolutions of the Board of Directors are carried out, and act as an ex-officio member of all committees  
428 and render an annual report at the annual meeting of Members.

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430           **6.6 Vice President.** The Vice President, in the absence or disability of the President, shall  
431 exercise the powers and perform the duties of the President. The Vice President also shall assist the  
432 President generally, and exercise other powers and perform other duties as shall be prescribed by the  
433 Directors.

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435           **6.7 Secretary.** The Secretary shall have the following duties and responsibilities: attend the  
436 regular and special meetings of the Members and the Board of Directors and keep all records and minutes  
437 of proceedings thereof or cause the same to be done, have custody of the corporate seal, if any, and affix  
438 the same when necessary or required, attend to all correspondence on behalf of the Board of Directors and  
439 Members and act as agent for the transfer of the corporate books, and have custody of the minute book of  
440 the meetings of the Board of Directors and Members and act as agent for the transfer of the corporate books.

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442           **6.8 Treasurer.** The Treasurer shall: receive monies as shall be paid into his hands for the  
443 account of the Association and disburse funds as may be ordered by the Board of Directors, taking proper  
444 vouchers for disbursements and be custodian of all contracts, leases and other important documents of the  
445 Association which he shall keep or cause to be kept safely deposited, supervise the keeping of accounts of  
446 all financial transactions of the Association, in accordance with good accounting practices, in books belonging  
447 to the Association and deliver the books to his successor. The Treasurer shall prepare and distribute to all of  
448 the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary  
449 of the financial transactions and conditions of the Association from the preceding year. The Treasurer shall  
450 make a full and accurate report on matters and business pertaining to his office to the Members at the annual  
451 meeting and make all reports required by law, may have the assistance of management, an accountant or  
452 auditor, who shall be in agreement, it shall be proper to delegate any or all of the Treasurer's functions to the  
453 management agent as is deemed appropriate by the Board of Directors.

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455 **ARTICLE 7.**  
456 **COMMITTEES**

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458 7.1 **Standing Committees.** Unless dissolved by the Board of Directors, the standing  
459 committees of the Association shall be as follows:

- 460  
461 (A) The Architectural Review Committee  
462 (B) The Compliance Committee  
463 (C) The Finance Committee  
464 (D) The Landscape Committee  
465 (E) The Insurance Committee  
466 (F) The Pool Committee  
467 (G) The Social Committee  
468 (H) The Welcome Committee  
469 (I) The Irrigation Committee  
470 (J) The Newsletter Committee

471  
472 Unless otherwise provided herein, each committee shall consist of at least two (2) members, all of whom  
473 must be Members of the Association or a Member's designated voting representative. The Board of  
474 Directors shall appoint committees within thirty (30) days after the annual membership meeting.  
475 Members of the committee shall elect their chairperson. The members of each committee shall serve at  
476 the pleasure of the Board of Directors or until the succeeding committee members have been appointed  
477 or until their earlier resignation.

478  
479 7.2 **Architectural Review Committee.** The Architectural Review Committee shall have the  
480 duties and functions as provided in the Declaration and Section 720.3035, Florida Statutes.

481  
482 7.3 **Compliance Committee.** The Compliance Committee shall advise the Board of  
483 Directors of all matters pertaining to maintenance, repair, alteration or improvement of the subdivision  
484 property and shall perform or see to the performance of such other functions as the Board, in its  
485 discretion, determines.

486  
487 7.4 **Finance Committee.** The Finance Committee shall perform such duties as the Board  
488 of Directors or the Treasurer may require. The Finance Committee shall assist with the audit, review or  
489 compilation of the Association's financial records by a CPA.

490  
491 7.5 **Landscape Committee.** At the option of the Board, the Board may appoint a Landscape  
492 Committee whose responsibilities among other things, shall be to oversee the landscaping of the  
493 grounds, beautification of and maintenance of the common properties as well as those properties  
494 situated outside of the several units. The Board may furnish the Landscaping Committee with such  
495 contractual services as may be required.

496  
497 7.6 **Insurance Committee.** The Insurance Committee shall function as advisor, research  
498 group, reviewer of all insurance proposals and such other duties relative thereto as may be required by

499 the Board of Directors to fulfill the obligations imposed upon the Association by the governing  
500 documents.

501  
502           7.7     **Pool Committee.** The Pool Committee shall be responsible for the day-to-day operation  
503 and maintenance of the pool and surrounding improvements.

504  
505           7.8     **Social Committee.** The Social Committee shall encourage social activities, cohesion  
506 and comradery within the Subdivision and may develop and hold social activities for the Owners and  
507 residents.

508  
509           7.9     **Irrigation Committee.** The Irrigation Committee shall be responsible for the operation,  
510 inspection, maintenance, repair and generally overseeing the various irrigation systems located within  
511 the Subdivision.

512  
513           7.10    **Newsletter Committee.** The Newsletter Committee shall develop and publish a  
514 newsletter (either in print or digitally, or both) for the Subdivision and its Lot Owners and residents.

515  
516           7.11    **Ad Hoc Committees.** The Board of Directors may from time to time appoint such ad hoc  
517 committees as it deems necessary.

518  
519           7.12    **Powers of Committees.** Committees will report to and be under the direction of the Board  
520 of Directors. Committee members may be removed, with or without cause, upon Majority vote of the Board  
521 of Directors.

522  
523           7.13    **Term of Office.** A person appointed to serve on a committee shall continue as such until  
524 the next annual membership meeting and until his or her successor is appointed, unless the committee be  
525 terminated sooner or the person be removed from the committee by the President, with the confirmation of  
526 the Board of Directors, the person resigns, or unless such person shall cease to qualify as a member on the  
527 committee.

528  
529           7.14    **Committee Meetings.** Unless otherwise provided by law, all meetings of any committee of  
530 the Association shall be open to all members. Notice of the time and place of any committee meeting shall  
531 be posted in a conspicuous place within the Community at least forty-eight (48) hours prior to the time of the  
532 meeting. In the alternative, notice of the meeting may be mailed or delivered to all members at least seven  
533 (7) days in advance of the meeting. Notice of committee meetings may be published or in the alternative  
534 each committee may provide members with a pre-arranged schedule of meetings.

535  
536           7.15    **Quorum and Procedures.** A committee may act only when a quorum (a simple Majority)  
537 is present. The act of a Majority of the members present at a committee meeting shall be the act of the  
538 committee. Any committee or other body with authority to make a final decision with regard to the expenditure  
539 of Association funds or with the power to approve or disapprove architectural decisions with respect to a Lot  
540 shall follow the same procedures as the Board of Directors with regard to posting or mailing of meeting notices  
541 for members, agendas, attendance and participation by members, as required by the Homeowner's  
542 Association Act. All other Association committees and similar bodies are exempt from the procedural meeting  
543 and notice requirements of Homeowner's Association Act and these Bylaws. Such committees shall adopt  
544 their own procedural rules and requirements.

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7.16 **Scope and Rules.** Each committee shall abide by the scope and stated purpose of the committee as defined by the President and as confirmed by the Board of Directors, and may adopt rules for its operation consistent with these Bylaws and with rules adopted by the Board of Directors.

7.17 **Reports and Action.** Every committee shall report its findings directly to the President, the Board of Directors or to the Board of Directors' designee. A committee may not take any action on behalf of the Association unless the Board of Directors adopts a written resolution specifically empowering the committee to take such action.

**ARTICLE 8.  
FISCAL MANAGEMENT**

8.1 **Fiscal Year.** The fiscal year of the Association shall commence upon the first day of January and conclude on the thirty-first day of December. The Board of Directors is authorized to change the dates of the fiscal year as it determines appropriate in the manner provided by law.

8.2 **Budget.** A Majority of the Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the expenses of the Association for the fiscal year and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices as set forth herein. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member. The Association's Board of Directors may, but shall not be required to, establish, fund and maintain adequate reserve accounts for the periodic maintenance, repair and replacement of the common property and other matters as determined appropriate by the Board of Directors.

8.2.1 **Assessment Roll.** The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each Lot. Such an account shall designate the name and address of the Owner or Owners of each Lot, the amount of each assessment against the Owners, the dates and amounts in which the assessments come due, and the amounts paid upon the account, and the balance due upon assessments.

8.2.2 **Annual Budget.** The Board of Directors shall, upon advance written notice to the Members of the Association as required by the Homeowner's Association Act to adopt, in advance, an annual budget for each fiscal year that shall include the estimated funds required to defray the common expenses and to provide and maintain funds for the common expenses of the Association.

8.3 **Annual Budget Assessment.** The annual assessment, to fund the Association's annual budget, shall be paid by the Lot Owners per the payment schedule as provided in the Declaration. If an annual budget is not adopted or notice is not provided to the Lot Owners, the preceding budget and annual assessment shall continue until such budget is adopted or such notice is provided, as applicable. In the event the annual assessment proves to be insufficient, the budget and the assessment may be amended at any time by the Board of Directors. The unpaid assessment for the remaining portion of the fiscal year, for which the amended assessment is made, shall be due as provided by the Board of Directors. The Board may elect to allow Owners to pay the annual assessment in installments due not less frequently than monthly.

591           8.4     **Reserve Funds.** In addition to annual operating expenses, the budget may include reserve  
592 accounts for capital expenditures and deferred maintenance for which the Association is responsible.  
593

594           8.4.1   **Non-Statutory Reserve Accounts.** If the annual budget of the Association includes  
595 reserve accounts established by the Board of Directors and not by the developer or by a membership vote,  
596 such reserves shall be determined, maintained, and waived as determined appropriate by the Board of  
597 Directors of the Association.  
598

599           8.4.2   **Statutory Reserve Accounts.** If the annual budget of the Association includes reserve  
600 accounts established by the developer or by a membership vote, as more fully provided in Section  
601 720.303(6)(d), Florida Statutes, the Association shall thereafter determine, maintain, and waive those  
602 statutory reserves in compliance with that statute. This section does not preclude the termination of a reserve  
603 account established pursuant to this paragraph upon approval of a Majority of the total Voting Interests of the  
604 Association. Upon such approval, the terminating reserve account shall be removed from the budget. The  
605 amount to be reserved shall be computed by a formula that is based upon estimated remaining useful life  
606 and estimated replacement cost or deferred maintenance expense of each reserve item. The Association  
607 may adjust replacement reserve assessments annually to take into account any changes in estimates of cost  
608 or useful life of a reserve item. Funding formulas for reserves shall be based on either a separate analysis  
609 of each of the required assets or a pooled analysis of two or more of the required assets. Once a statutory  
610 reserve account or reserve accounts are established, the membership of the Association, upon a Majority  
611 vote at a meeting at which a quorum is present, may provide for no reserves or less reserves than required  
612 by Section 720.303(6), Florida Statutes. If a meeting of the owners has been called to determine whether to  
613 waive or reduce the funding of statutory reserves and a Majority of the Members present do not affirmatively  
614 vote to waive or reduce reserves, the statutory reserves as included in the budget shall go into effect. Any  
615 vote taken pursuant to this subsection to waive or reduce statutory reserves shall be applicable only to one  
616 budget year. Reserve funds and any interest accruing thereon shall remain in the statutory reserve account  
617 or accounts and shall be used only for authorized reserve expenditures unless their use for other purposes  
618 is approved in advance by a Majority vote at a meeting at which a quorum is present.  
619

620           8.5     **Expenses.** The receipts and expenditures of the Association may be credited and charged  
621 to accounts as the Board of Directors may determine, in accordance with good accounting practices as set  
622 forth herein.  
623

624           8.6     **Depositories.** The funds of the Association shall be deposited in such accounts as may be  
625 selected by the Board of Directors, including without limitation checking and savings accounts in one (1) or  
626 more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money  
627 market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board  
628 of Directors. The funds shall be used only for lawful purposes of the Association, as determined by the Board  
629 of Directors. Withdrawal of monies from such accounts shall be only by checks or other appropriate  
630 instruments signed by such persons as are authorized by the Board of Directors.  
631

632           8.7     **Fidelity Bonds.** The Association shall purchase and maintain blanket insurance or fidelity  
633 bonding for all persons who control or disburse funds of the Association, including without limitation those  
634 individuals who are authorized to sign checks and the Association President, Secretary and Treasurer and  
635 any contractor or employee handling or responsible for Association funds. Each fidelity bond purchased by  
636 the Association shall name the Association as an obligee of the bond. The premiums for bonds shall be paid

637 by the Association as a common expense. The fidelity bonds shall cover the maximum funds that will be in  
638 the custody of Directors, officers or employees of the Association, or a management agent, at any time while  
639 the bonds are in force. Each bond shall include a provision requiring ten (10) days' written notice to the  
640 Association before the bond can be cancelled or substantially modified for any reason.

641  
642 **8.8 Accounts and Reports.** The following management standards of performance will be  
643 followed unless the Board by resolution specifically determines otherwise:  
644

645 8.8.1 Accrual accounting (exclusive of depreciation and amortization); as defined by generally  
646 accepted accounting principles, shall be employed;

647  
648 8.8.2 Accounting and controls should conform to generally accepted accounting principles;

649  
650 8.8.3 Cash accounts of the Association shall not be commingled with any other accounts;

651  
652 8.8.4 No remuneration shall be accepted by a manager from vendors, independent contractors,  
653 or others providing goods or services to the Association, whether in the form of commissions, finder's fee,  
654 service fees, prizes, gifts, or otherwise;

655  
656 8.8.5 Any financial or other interest which a manager may have in any firm providing goods or  
657 services to the Association shall be disclosed promptly to the Board of Directors;

658  
659 **8.9 Financial Report.** A financial report shall be prepared annually by the Association and  
660 completed, or its preparation and completion shall be contracted for with a third party within ninety (90) days  
661 after the close of the fiscal year. Within twenty-one (21) days after the final financial report is completed by  
662 the Association or received from the third party, but not later than 120 days after the end of the fiscal year,  
663 the Association shall either: (A) furnish a copy of the report to each Member, or (B) provide a written notice  
664 to each member that a copy of the report is available upon request at no charge to the member. Any copy  
665 requested by a Member shall be furnished within ten (10) business days after receipt of the request. Financial  
666 reports shall be prepared according to the requirements of Section 720.303(7), Florida Statutes and in  
667 accordance with generally accepted accounting principles. If not less than twenty percent (20%) of the  
668 Members petition the Board for a level of financial reporting higher than that required by Section 720.303(7),  
669 Florida Statutes, the Association shall duly notice and hold a meeting of Members within thirty (30) days of  
670 receipt of the petition for the purpose of voting on raising the level of reporting for that fiscal year. Upon  
671 approval of a Majority of the total Voting Interests of the Members, the Association shall prepare or cause to  
672 be prepared, shall amend the budget or adopt a special assessment to pay for the financial report regardless  
673 of any provision to the contrary contained in the Governing Documents and shall provide the required financial  
674 statements within ninety (90) days of the meeting or the end of the fiscal year, whichever occurs later.

675  
676 **8.10 Agreements, Contracts, Deeds, Leases, Checks, Etc.** All agreements, contracts, deeds,  
677 leases, checks, and other instruments of the Association shall be executed by the President and Secretary  
678 or by such other Members of the Board or officers of the Association as may be designated by resolution of  
679 the Board of Directors.

680





726           9.2.1 **Levy of Fine.** The Board of Directors may levy a fine at a duly-noticed Board of Directors'  
727 meeting. A fine or suspension levied by the Board of Directors may not be imposed unless the Board first  
728 provides at least fourteen (14) days' notice to the Lot Owner and, if applicable, any occupant, licensee, or  
729 invitee of the Lot Owner, sought to be fined or suspended and an opportunity for a hearing before a  
730 committee.

731  
732           9.2.2 **Committee.** A committee of at least three (3) members appointed by the Board who are not  
733 officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer,  
734 director, or employee. If the committee, by Majority vote, does not approve a proposed fine or suspension,  
735 the proposed fine or suspension may not be imposed. The role of the committee is limited to determining  
736 whether to confirm or reject the fine or suspension levied by the Board. If the proposed fine or suspension  
737 levied by the Board is approved by the committee, the fine payment is due five (5) days after the date of the  
738 committee meeting at which the fine is approved. The Association must provide written notice of such fine or  
739 suspension by mail or hand delivery to the Lot Owner and, if applicable, to any tenant, licensee, or invitee of  
740 the Lot Owner.

741  
742           9.2.3 **Enforcement and Collection.** A fine of less than \$1,000 shall become a lien against a Lot  
743 and may be foreclosed in the same manner as delinquent assessments. In the event a person refuses or  
744 otherwise fails to timely pay a fine, the Association may mediate if and as required by law and proceed with  
745 legal action in a court of competent jurisdiction to collect the sum. In any action to recover a fine, the  
746 prevailing party is entitled to reasonable attorney fees and costs from the non-prevailing party incurred  
747 incident to the collection of the fine, as determined by the court. Fines not paid within thirty (30) days shall  
748 accrue interest at the highest rate allowed by law (currently eighteen percent (18%) per annum) and a late  
749 fee of Twenty-Five (\$25) Dollars. Any final judgment obtained by the Association shall be recorded in the  
750 public records and filed with the Florida Secretary of State and shall accrue interest at the rate of eighteen  
751 percent (18%) per annum. The Lot Owner shall be jointly and severally liable with the Owner's family  
752 members, tenant, guest or invitee for the payment of the fine.

753  
754           9.3 **Suspension of Use Rights.** In the event of any noncompliance with this Declaration,  
755 subsequent to written notice and hearing pursuant to this Article 9, the Association may suspend, for a  
756 reasonable period of time, the rights of a Member or Member's tenants, guests or invitees, or both to use the  
757 common areas and facilities.

758  
759           9.4 **Nonpayment of Assessments; Voting Rights.** The Association may suspend the voting  
760 rights of a Member for the nonpayment of fines, fees, Assessments and other monetary obligations of the  
761 Member that are delinquent in excess of ninety (90) days. Such voting rights shall be automatically restored  
762 for future voting upon receipt of cleared funds for full payment of all amounts due to the Association.

763  
764           9.5 **Additional Enforcement Rights.** Notwithstanding anything to the contrary herein  
765 contained, the Association's Board of Directors may, but shall be under no legal duty or obligation to, enforce  
766 any provisions of the Declaration, these Bylaws or the Rules and Regulations by suit at law in equity to enjoin  
767 any violation or to recover monetary damages or both without the necessity of compliance with the procedure  
768 set forth above. In any such action, to the maximum extent legally permissible, the violator shall pay all costs,  
769 including reasonable attorney's and paralegal's fees, actually incurred by the Association.

770  
771

772 **ARTICLE 10.**  
773 **AMENDMENTS**

774  
775 These Bylaws may be amended by the following manner:

776  
777 10.1 **Proposal.** The Board of Directors or thirty percent (30%) of the total Voting Interests of the  
778 Association may propose an amendment to the Bylaws.

779  
780 10.2 **Adoption.** The Bylaws may be amended upon the affirmative approval of at least two-thirds  
781 (2/3) of the Association's Board of Directors at a duly-noticed Board meeting. Alternatively, an amendment  
782 to the Bylaws may be approved by at least two-thirds (2/3) of the eligible Voting Interests present (in person  
783 or by proxy) and voting at a duly-noticed membership meeting at which a quorum is obtained.

784  
785 10.3 **Automatic Amendment.** As an exception to the foregoing, the Bylaws may be amended by  
786 the Board of Directors, if necessary, to make the same consistent with the provisions of the Declaration.  
787 Whenever Chapters 607, 617 or 720, Florida Statutes, or other applicable Florida or Federal laws or  
788 administrative regulations are amended so that these Articles of Incorporation are inconsistent with the  
789 applicable law or administrative rules, the Board of Directors, without a vote of the Members, may, but shall  
790 not be under a duty or obligation to, adopt by Majority vote of the Board, amendments to the Bylaws of  
791 Incorporation to make them consistent.

792  
793 10.4 **Limitation on Amendments.** Pursuant to Section 720.306(1)(c), Florida Statutes, an  
794 amendment may not materially and adversely alter the proportionate voting interest appurtenant to a Lot or  
795 increase the proportion or percentage by which a Lot shares in the common expense of the Association  
796 unless the record Lot Owner and all record owners of liens on the Lots join in the execution of the amendment.  
797 A change in the quorum requirements is not an alteration of Voting Interests. The merger or consolidation of  
798 one or more associations under a plan of merger or consolidation pursuant to Chapter 617, Florida Statutes  
799 is not a material or adverse alteration of the proportionate voting interest appurtenant to a Lot.

800  
801 10.5 **Certificate of Amendment.** The Association shall record a copy of each amendment in  
802 the Public Records of Manatee County, Florida along with a Certificate of Amendment executed by the  
803 appropriate officers of the Association with the formalities of a deed. An amendment becomes legally effective  
804 when filed and recorded as provided herein.

805  
806 **ARTICLE 11.**  
807 **MISCELLANEOUS**

808  
809 11.1 **Interpretation.** Unless defined herein, terms used herein shall have the same meaning as  
810 provided in the Declaration. The Board of Directors is responsible for interpreting the provisions of the  
811 Declaration, the Bylaws, the Articles of Incorporation, and the Rules and Regulations. The Board of Directors'  
812 interpretation shall be binding upon all parties unless wholly unreasonable and arbitrary. A written opinion  
813 rendered by legal counsel that an interpretation adopted by the Board of Directors is not wholly unreasonable  
814 and arbitrary shall conclusively establish the validity of such interpretation.

815  
816 11.2 **Definitions.** If a term is not defined herein or in the Declaration or is deemed ambiguous,  
817 the Board of Directors shall be responsible for defining the term in its reasonable discretion. The Board of

818 Directors may refer to the Florida Building Code (latest edition), the common or historical use of the term in  
819 the community or refer to a common dictionary when defining a term. The Board of Directors' definition shall  
820 be binding on all parties unless wholly unreasonable and arbitrary. A written opinion rendered by legal  
821 counsel that a definition adopted by the Board of Directors is not wholly unreasonable and arbitrary shall  
822 conclusively establish the validity of such definition.

823           11.3   **Conflicts.** The term "Governing Documents," as used in these Articles of Incorporation and  
824 elsewhere shall include the Declaration, Articles of Incorporation, Bylaws, the Rules and Regulations of the  
825 Association, the Plats, Surveys, Plot Plans, and graphic descriptions of improvements of record, and all other  
826 exhibits to the original Declaration. In the event of a conflict between the language in the Declaration and the  
827 graphic descriptions of record, the graphic description of record shall control. In the event of a conflict in any  
828 of the Governing Documents, the documents shall control in the following order:

- 829
- 830           A.    Declaration;
  - 831           B.    Articles of Incorporation;
  - 832           C.    Bylaws; and
  - 833           D.    Rules and Regulations.
- 834

835           11.4   **Gender.** The use of the term "he," "she," "his," "hers," "their," "theirs" and all other similar  
836 pronouns should be construed to include all genders and encompass the plural as well as the singular.

837

838           11.5   **Severability.** In the event that any provisions of these Articles of Incorporation are deemed  
839 invalid, the remaining provisions shall be deemed in full force and effect. If any Bylaw, section, clause, phrase  
840 or provision is adjudicated to be invalid, such fact shall not affect the validity of any other Bylaw.

841

842           11.6   **Headings.** The headings of paragraphs or sections herein are for convenience purposes  
843 only, and shall not be used to alter or interpret the provisions therein.

844

845           11.7   **Parliamentary Rules.** *Robert's Rules of Order* (then current edition) shall guide the conduct  
846 of all membership and Board meetings when not in conflict with Florida law, the Articles of Incorporation, the  
847 Declaration, or these Bylaws.

848

849           11.8   **Enforcement of Documents.** Notwithstanding anything else contained herein, the  
850 Association's Board of Directors shall have the right, but never the duty or legal obligation, to enforce and  
851 require compliance with the Declaration, Articles of Incorporation, Bylaws, Rules and Regulations  
852 authorized hereby, and architectural standards or guidelines against Lot Owners, their tenants, residents,  
853 invitees, contractors, vendors and guests. In the discretion of the Board of Directors, enforcement shall be  
854 by proceedings for injunctive relief, declaratory relief and/or monetary damages.

855

856           11.9   **Attorney's Fees and Waiver.** The prevailing party in any civil action, mediation or arbitration  
857 proceeding brought to enforce the Governing Documents or state law shall be entitled to recover their  
858 reasonable attorney's fees and costs from the non-prevailing party. The Association may also charge a Lot  
859 for any reasonable attorney's fees and costs incurred in obtaining compliance by the Owner, tenant or  
860 resident thereof and such charge shall be payable and collectible in the same manner as an assessment by  
861 the Association as provided in the Declaration. The failure to enforce any provision of the Governing  
862 Documents shall in no event be deemed a waiver of the right to enforce as aforesaid thereafter as to the

863 same breach or violation occurring prior or subsequent thereto. Failure to enforce same shall not give rise  
864 to any liability on the part of the Association with respect to parties aggrieved by such failure.

865  
866 11.10 **Cumulative Rights.** All rights, remedies and privileges granted to the Association hereunder  
867 shall be deemed to be cumulative and the exercise of any one or more shall not be deemed to constitute an  
868 election of remedies, nor shall it preclude the party thus exercising the same from exercising such other and  
869 additional rights, remedies, or privileges as may be granted to such other party by the Association's  
870 Governing Documents, or at law or in equity.

871  
872 These Amended and Restated Bylaws were duly adopted at the \_\_\_\_\_, 2021 membership  
873 meeting of **SPOONBILL COURTYARD HOMES ASSOCIATION, INC.**

874  
875 **SPOONBILL COURTYARD HOMES ASSOCIATION, INC.**

876  
877 Sign: \_\_\_\_\_  
878 As its President

879 (Corporate Seal)

880 Attest: \_\_\_\_\_  
881 As its Secretary