

INDEX
TO
FIRST AMENDMENT TO BY-LAWS
OF
LANSING ISLAND HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT

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**FIRST AMENDMENT TO
BY-LAWS
OF
LANSING ISLAND HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

Lansing Island Homeowners Association, Inc. (the "ASSOCIATION") is a Florida corporation not-for-profit which has been organized pursuant to the provisions of Chapter 617, Florida Statutes, for the purposes stated in its Articles of Incorporation (the "ARTICLES"), these BY-LAWS, and in that certain Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Lansing Island (the "DECLARATION") dated June 9, 1989 and recorded on July 10, 1989 in Official Records Book 3006 at Pages 0034 et seq. of the Public Records of Brevard County, Florida, are hereby adopted by the Board of Directors of the ASSOCIATION as the BY-LAWS of the ASSOCIATION, to wit:

ARTICLE I

DEFINITIONS

The definitions of terms set forth in the DECLARATION and in the ARTICLES are hereby specifically incorporate into these BY-LAWS by reference thereto as if there were fully set forth herein verbatim and at length, and such defined terms shall have the same meanings in the context of these BY-LAWS as is ascribed to them in the context of the DECLARATION and the ARTICLES. The "GOVERNING DOCUMENTS" are the recorded DECLARATION of Covenants, conditions, Restrictions, Easements and Reservations for LANSING ISLAND and all duly adopted and recorded amendments thereto and the ARTICLES and BY-LAWS of LANSING ISLAND HOMEOWNERS ASSOCIATION, INC. and all duly adopted amendments thereto. "MEMBER" means a member of the ASSOCIATION and includes any person or entity obligated by the GOVERNING DOCUMENTS to pay an assessment or amenity fee. "LOT OWNER" means a record owner of legal title to a LOT in LANSING ISLAND. "PARCEL OWNER" is the record owner of legal title to a parcel in LANSING ISLAND. "VOTING INTEREST" means the voting rights distributed to the members of the Homeowners Association pursuant to the GOVERNING DOCUMENTS.

ARTICLE II

NAME AND PRINCIPAL OFFICE

- 2.1 Name. The name of the ASSOCIATION is LANSING ISLAND HOMEOWNERS ASSOCIATION, INC.
- 2.2 Principal Office. The principal office of the ASSOCIATION shall initially be located at 231 LANSING ISLAND DRIVE, INDIAN HARBOUR BEACH, FLORIDA 32937, until another office is otherwise designated by the BOARD of the ASSOCIATION; but meetings of the members and directors of the ASSOCIATION may be held, upon proper notice, at such other places within Brevard County, Florida, as may from time to time be designated by the BOARD.

ARTICLES III

CORPORATE SEAL

The ASSOCIATION shall have a seal in circular form having within its circumference the words: "LANSING ISLAND HOMEOWNERS ASSOCIATION, INC."

ARTICLE IV

OBJECTS AND PURPOSES

The ASSOCIATION has been created and established for the objects and purposes of, and shall have exclusive jurisdiction over and the sole responsibility for, the ownership, administration, management, operation, regulation, care, maintenance, repair, restoration, replacement, preservation and protection of the COMMON PROPERTY; the establishment, levy, imposition, enforcement and collection of all ASSESSMENTS for which provision is made in the DECLARATION; and the promotion and advancement of the health, safety and general welfare of the member of the ASSOCIATION, and all having to do with and being related to LANSING ISLAND.

ARTICLE V

POWERS AND DUTIES

The powers and duties of the ASSOCIATION shall be as set forth in the DECLARATION and ARTICLES, which are specifically incorporated into these BY-LAWS by reference thereto as if they were fully set forth herein verbatim and at length, as the same may be amended from time to time. Any amendments to the power and duties of the ASSOCIATION as specified in the ARTICLES shall be and hereby are similarly incorporated into these BY-LAWS by reference. The ASSOCIATION shall have all powers and duties granted to homeowners associations in Chapter 720, Florida Statutes (the "HOA Act").

ARTICLE VI

MEMBERSHIP AND VOTING RIGHTS

The qualifications for membership in the ASSOCIATION, the manner of admission to membership in the ASSOCIATION, the voting rights of members in the ASSOCIATION, the limitation on such membership and voting rights, and the power of termination of membership in the ASSOCIATION shall all be as set forth in the DECLARATION and the ARTICLES, which are specifically incorporated into these BY-LAWS by reference thereto as if there were fully set forth herein verbatim and at length, as the same may be amended or modified from time to time. Any amendments to the DECLARATION or the ARTICLES having to do with membership and voting rights in the ASSOCIATION shall be and hereby are similarly incorporated into these BY-LAWS by reference.

ARTICLES VII

MEETING OF MEMBERS

- 7.1 Annual Meetings. The annual meeting of the members of the ASSOCIATION shall be held on the second Wednesday in February of each year, or other such time in January or February as deemed appropriate by the BOARD. The Members shall hold an annual meeting for the transaction of any and all proper business at a time, date and place stated in or fixed in accordance with the BY-LAWS. The location of the annual meeting and all other membership meetings shall be held within forty-five (45) miles of the ASSOCIATION PROPERTY. The election of directors, if one is required to be held, must be held at, or in conjunction with, the annual meeting or as otherwise provided in the GOVERNING DOCUMENTS.
- 7.2 Special Meetings. Special meetings must be held when called by the Board of Directors or, by at least ten percent (10%) of the total voting interests of the ASSOCIATION. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.
- 7.3 Notice of Meetings of Members. Unless law or the governing documents require otherwise, notice of an annual meeting need not include a description of the purposes for which the meeting is called. Notice of a special meeting must include a description of the

purposes for which the meeting is called. The Association shall give all lot owners and members actual notice of all membership meetings, which shall be mailed, delivered or electronically transmitted to the members not less than fourteen (14) days before the meeting. Evidence of compliance with the fourteen (14) day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. In addition to mailing, delivering, and electronically transmitting the notice of any meeting, the Association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed circuit cable television system serving the Association. If broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda.

- 7.4 Who May Attend. In the event any LOT is owned by more than one PERSON, all co-OWNERS of the LOT may attend any meeting of the members. In the event any LOT is owned by a corporation, any director or officer of the corporation may attend any meeting of the member. However, the vote for any LOT shall be cast in accordance with the provision of Article VI of these BY-LAWS. INSTITUTIONAL LENDERS have the right to attend all members meetings.

- 7.5 Quorum. Unless a lower number is provided in the BY-LAWS, the percentage of voting interests required for a quorum at a meeting of the members shall be thirty percent (30%) of the total voting interests of the entire membership.

- 7.6 Voting Proxies. At all meetings of member held pursuant to this Article VII, each member shall be entitled to vote either in PERSON or by proxy, as follows:
 - (a) members voting by limited proxy must use a form substantially conforming to a limited proxy form adopted by the Division of Florida Condominiums, Homeowners' Association, Timeshares and Mobile Homes (the "Division"). Limited proxies must be used for:
 - 1. Votes taken to waive or reduce reserves in accordance with Section 720.303(6), Florida Statutes;
 - 2. Votes taken to waive the financial reporting requirements of Section 720.303(7), Florida Statutes;
 - 3. Votes taken to amend the Declaration;
 - 4. Votes taken to amend the Articles of Incorporation or By-Laws pursuant to this subsection; and
 - 5. Any other matter for which the HOA Act requires or permits a vote of the lot or parcel owners.
 - (b) General proxies may be used for other matters for which limited proxies are not required and may also be used in voting for nonsubstantive changes to items for which a limited proxy is required and given.
 - (c) Limited proxies and general proxies may be used to establish a quorum.
 - (d) Voting interests or consent rights allocated to a lot or parcel owned by the ASSOCIATION may not be exercised or considered for any purpose, whether for a quorum, an election, or otherwise.

- (e) Any proxy given is effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event is a proxy valid for longer than 90 days after the date of the first meeting for which it was given. Every proxy is revocable at any time at the pleasure of the lot owner executing it.

Notwithstanding anything to the contrary set forth in this Article VII, every proxy shall automatically cease upon sale, transfer, devise, or other disposition by the member of such member's LOT.

- 7.7 Majority Vote. Unless otherwise provided in the HOA Act or in the DECLARATION, or ARTICLES of Incorporation or BY-LAWS, decisions that require a vote of the members must be approved by at least a majority of the voting interest present, in person or by proxy, at a meeting at which a quorum is present.
- 7.8 Adjournments. Adjournment of an annual or special meeting to a different date, time or place must be announced before an adjournment is taken, or notice must be given of the new date, time or place pursuant to Section 720.303(2), Florida Statutes. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed under Section 607.0707, Florida Statutes, notice of the adjourned meeting must be given to persons who are entitled to vote and/or are members as of the new record date but were not members as of the previous record date.
- 7.9 Organization. Meetings of members shall be conducted by the Officers in the order of their priority, that is, President, Vice President, or any other Officer present at the meeting. If no Officer or Director is present to conduct the meeting, then by a majority vote of the members present, any member present at the meeting may act as chairman of the meeting. If the Secretary is absent or unable to act, then any member appointed by the chairman of the meeting may act as Secretary of the meeting.
- 7.10 Order of Business. The order of business at all meetings of the members shall (unless waived) be as follows:
- a. Roll call to determine the voting interest represented at the meeting;
 - b. Reading of minutes of the preceding meeting;
 - c. Reports of Officers;
 - d. Unfinished business;
 - e. New business; and
 - f. Adjournment.
- 7.11 Minutes. Minutes of all meetings of the members of the ASSOCIATION and of the BOARD of Directors of the ASSOCIATION, must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each director present at a BOARD meeting must be recorded in the minutes.
- 7.12 Actions Without a Meeting. Any action which under the provisions of Florida law that may be taken at a meeting of the members may be taken without a meeting if authorized in writing by a majority of all members who would be entitled to vote at a meeting of members for such purpose and if filed with the Secretary.
- 7.13 Right to Speak. Members have the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. Notwithstanding any provision in the GOVERNING DOCUMENTS or any rules adopted by the BOARD or by the membership, a member has a right to speak for at least three (3) minutes on any item if the member submits a written request to speak before the meeting. The ASSOCIATION may adopt reasonable written rules governing the frequency, duration and other manner of members statements, which are consistent with this Section.
- 7.14 Recording. Any member may tape record or video tape meetings of the BOARD of Directors and meetings of the members. The BOARD of Directors of the ASSOCIATION may adopt reasonable rules governing the taping of meetings of the BOARD and the membership.

ARTICLE VIII

LIABILITY SURVIVES TERMINATION OF MEMBERSHIP

The termination of membership in the ASSOCIATION shall not relieve or release any such former member from any liability or obligations incurred pursuant to the DECLARATION, the ARTICLES, these BY-LAWS or the RULES AND REGULATIONS of the ASSOCIATION, or such membership in the ASSOCIATION, or impair any rights or remedies which to ASSOCIATION may have against such former member arising out of or in any way connected with membership in the ASSOCIATION.

ARTICLE IX

BOARD OF DIRECTORS

- 9.1 Purpose. The property, business and affairs of the ASSOCIATION shall be managed and governed by the BOARD of Directors of the ASSOCIATION.
- 9.2 Number. The number of directors on the BOARD from time to time shall never be less than three (3) nor more than eleven (11), but shall always be an odd number. The number of directors shall be determined from time to time by the BOARD, and may be increased or decreased by the BOARD from time to time, but shall never be less than three (3). The BOARD currently consists of seven (7) members.
- 9.3 Qualification. Each Director must be either a Member of the ASSOCIATION, an officer or director of a corporation or a member of a limited liability company, which are Members of the ASSOCIATION, a general partner in a partnership which is a Member, or an officer or director of a corporate general partner in a partnership which is a Member, or the Trustee of a Trust, which is a Member of the ASSOCIATION. The term "candidate" means an eligible person who has timely submitted the written notice, as described below, of his or her intention to become a candidate.

Any lot or parcel owner desiring to be a candidate for board membership must be eligible to serve on the board of directors at the time of the deadline for submitting a notice of intent to run as provided below in order to have his or her name listed as a proper candidate on the ballot. The following lot owners are not eligible to be a candidate or serve on the board of directors:

- (a) A lot or parcel owner who is delinquent in the payment of any fee, fine, or special or regular assessment as provided in below.
 - (b) A lot or parcel owner who has been convicted of any felony in this state or in a United States District or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, unless such felon's civil rights have been restored for at least 5 years as of the date such person seeks election to the board. The validity of an action by the board is not affected if it is later determined that a board member is ineligible for board membership due to having been convicted of a felony.
 - (c) Co-owners of a lot may not serve as members of the board of directors at the same time unless they own more than one lot or parcel or unless there are not enough eligible candidates to fill the vacancies on the board at the time of the vacancy.
- 9.4 Term of Office. The Directors shall serve for a period of two (2) years with staggered terms ending on the date of the second annual meeting, or until such director's resignation or removal, pursuant to the DECLARATION, the ARTICLES, and these BY-LAWS.
- 9.5 Resignation. Any director may resign at any time by giving written notice of his resignation to another director or officer. Any such resignation shall take effect at the time specified therein or, if the time when such resignation it to become effective is not

specified therein, immediately upon its receipt, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- 9.6 Removal of Directors. Regardless of any provision to the contrary contained in the governing documents, any Member of the Board of Directors may be recalled and removed from office with or without cause by a majority of the total voting interests.

Board of Director Members may be recalled by an agreement in writing or by written ballot without a membership meeting. The agreement in writing or the written ballots, or a copy thereof, shall be served on the ASSOCIATION by certified mail or by personal service in the manner authorized by Chapter 48, Florida Statutes, and the Florida Rules of Civil Procedure.

The Board shall duly notice and hold a meeting of the Board within five (5) business days after receipt of the agreement in writing or written ballots. At the meeting the Board shall either certify the written ballots or written agreement to recall a Director or Directors of the Board, in which case such Director or Directors shall be recalled effective immediately and shall turn over to the Board within five (5) full business days any and all records and property of the ASSOCIATION in their possession or proceed as described in the HOA Act.

When it is determined by the Department of Business and Professional Regulation pursuant to binding arbitration proceedings that an initial recall effort was defective, written recall agreements or written ballots used in the first recall effort and not found to be defective may be reused in one subsequent recall effort. However, in no event is a written agreement or written ballot valid for more than 120 days after it has been signed by the Member.

Any rescission or revocation of a Member's written recall ballot or agreement must be in writing and, in order to be effective, must be delivered to the ASSOCIATION before the ASSOCIATION is served with written recall agreements or ballots.

The agreement in writing or ballot shall list at least as many possible replacement Directors as there are Directors subject to the recall, when at least a majority of the Board is sought to be recalled; the person executing the recall instrument may vote for as many replacement candidates as there are Directors subject to the recall.

The Members may also recall and remove a Board Director or Directors by a vote taken at a special meeting of the Members to recall a Director or Directors of the Board of Administration which meeting may be called by ten (10%) percent of the voting interests giving notice of the meeting as required for a meeting of Members, and the notice shall state the purpose of the meeting. Electronic transmission may not be used as a method of giving notice of a meeting called in whole or in part to recall a Director or Directors.

The Board shall duly notice and hold a Board meeting within five (5) full business days after the adjournment of the Member meeting to recall one or more Directors. At the meeting the Board shall certify the recall in which case such Member or Members shall be recalled effective immediately and shall turn over to the Board within five (5) full business days any and all records and property of the ASSOCIATION in their possession or shall proceed within five (5) full business days after the meeting by filing with the Department a petition for binding arbitration.

- 9.7 Vacancies. A vacancy on the BOARD caused by the expiration of a director's term shall be filled by electing a new board member. The election must occur on the date of the annual meeting.

- (a) An election is not required unless more candidates file notices of intent to run or are nominated than board vacancies exist. If the number of board members whose terms expire at the annual meeting equals or exceeds the number of candidates, the candidates become members of the board effective upon the adjournment of the annual meeting.

- (b) Any remaining vacancies shall be filled by the affirmative vote of the majority of the directors making up the newly constituted board even if the directors constitute less than a quorum or there is only one director.

9.8 Compensation. A director, officer or committee member of the ASSOCIATION may not directly receive any salary or compensation from the ASSOCIATION for the performance of duties as a director, officer or committee member and may not in any other way benefit financially from service to the ASSOCIATION. However, the following is not precluded by the HOA Act:

- (a) Participation by such person in a financial benefit accruing to all or a significant number of members as a result of actions lawfully taken by the BOARD or a committee of which he or she is a member, including but not limited to, routine maintenance, repair or replacement of community assets.
- (b) Reimbursement for out-of-pocket expenses incurred by such person on behalf of the ASSOCIATION subject to approval in accordance with procedures established by the ASSOCIATION'S governing documents or in the absence of such procedures, in accordance with an approval process established by the BOARD.
- (c) Any recovery of insurance proceeds derived from a policy of insurance maintained by the ASSOCIATION for the benefit of its members.
- (d) Any fee or compensation authorized in the governing documents.
- (e) Any fee or compensation authorized in advance by a vote of a majority of the voting interests voting in person or by proxy at a meeting of the members.
- (f) The DEVELOPER or its representative from serving as a director, officer or committee member of the ASSOCIATION and benefitting financially from service to the ASSOCIATION.

9.9 Powers and Duties. The property and business of the ASSOCIATION shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by the Articles or Declaration. The powers of the Board of Directors shall specifically include, but not be limited to, the following:

- (a) Levying and Collecting Assessments. To levy and collect periodic assessments and special assessments and to establish the time within which their payments are due.
- (b) Maintaining the Common Properties. To use and expend the assessments collected by it to maintain the Common Properties.
- (c) Reconstruction After Casualty. To reconstruct and repair the Common Properties after casualty damage in accordance with the pertinent provisions of the Declaration.
- (d) Purchasing Equipment. To purchase equipment and tools required to maintain the Common Properties.
- (e) Entering Lots. To enter Lots when necessary (and with as little inconvenience to their Owners as practicable) in connection with maintaining the Common Properties.
- (f) Insuring the Common Properties. To insure the Common Properties against loss from casualty and the Members and the ASSOCIATION against public liability, and to purchase whatever other insurance the Board deems advisable, all in the manner set forth in the Declaration.

- (g) Enforcing the ASSOCIATION'S Rights. To collect delinquent assessments by suit or other reasonable means, to abate nuisances, to enjoin Members and their tenants, guests and invitees from violating the Declaration and to fine them or seek damages from them if they do so.
- (h) Employing Personnel. To employ and compensate whatever personnel may be reasonably required for maintaining the Common Properties and administering the ASSOCIATION.
- (i) Promulgating Rules. To make reasonable rules and regulations for the use of the Common Properties that do not conflict with the Declaration and to amend or repeal existing rules and regulations.
- (j) Contracting for Maintenance and Administration. To contract for the administration of the ASSOCIATION and to delegate to the party contracted with all powers and duties of the ASSOCIATION except the power and duty to perform those acts which require the specific approval of the membership.
- (k) Borrowing. To borrow money in accordance with Section 5 of Article 7 hereof.
- (l) Duties. All duties of the ASSOCIATION as stated in Article IV, Duties and Powers, of the Articles of Incorporation.
- (m) Additional Powers. All powers granted to corporations by Chapters 617 and 720, Florida Statutes, as amended from time to time, and by the governing documents of LANSING ISLAND.

ARTICLE X

ELECTION OF DIRECTORS; NOMINATIONS COMMITTEE; ELECTION COMMITTEE

- 10.1 Election. At each annual meeting of the members, directors shall be elected by written ballot or voting machine by a majority of members present entitled to vote at the meeting, each PERSON being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting. Elections shall be as follows:
- 10.1.1 Candidates. Any lot or parcel owner or other eligible person desiring to be a candidate for the board must give written notice of his or her intent to be a candidate to the ASSOCIATION at least 40 days before the scheduled election.
 - 10.1.2 Ballots. The members of the board shall be elected by secret ballot using a written ballot or voting machine. Proxies may not be used in electing the board in general elections or elections to fill vacancies called by recall, resignation or otherwise unless otherwise provided in the HOA Act.
 - 10.1.3 First Notice of Election. At least 60 days before a scheduled election, the ASSOCIATION shall mail, deliver or electronically transmit by separate ASSOCIATION mailing or by inclusion in another ASSOCIATION mailing, delivery or transmission, including regularly published newsletters to each lot or parcel owner entitled to a vote, a first notice of the date of election.
 - 10.1.4 Second Notice of Election. Together with the notice and agenda required herein, the ASSOCIATION shall mail, deliver, or electronically transmit a second notice of the election to all lot owners entitled to vote, which includes a ballot that lists all candidates. Upon request of a candidate, an information sheet, no larger than 8 ½ inches by 11 inches, which must be furnished by the candidate at least 35 days before the election, must be included with the mailing, delivery, or transmission of the ballot, with the costs of mailing, delivery, or electronic transmission and copying to be borne by the ASSOCIATION. The ASSOCIATION is not liable

for the contents of the information sheets prepared by the candidates. In order to reduce costs, the ASSOCIATION may print or duplicate the information sheets on both sides of the paper.

Elections shall be decided by a plurality of ballots cast. There is no quorum requirement; however, at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. A lot or parcel owner may not permit any other person to vote his or her ballot, and any ballots improperly cast are invalid. A lot or parcel owner who violates this provision may be fined by the ASSOCIATION in accordance with Section 720.305, Florida Statutes. A lot or parcel owner who needs assistance in casting the ballot for the reasons stated in Section 101.051, Florida Statutes, may obtain such assistance.

10.1.5 Voting Procedures. The division shall by rule establish voting procedures consistent with the HOA Act, including rules establishing procedures for giving notice by electronic transmission and rules providing for the secrecy of ballots.

10.1.6 Certification of Directors. Within 90 days after being elected or appointed to the board, each newly elected or appointed director shall certify in writing to the secretary of the ASSOCIATION that he or she has read the homeowners' association's declaration, articles of incorporation, by-laws and current written policies; that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the association's members. In lieu of written certification, within 90 days after being elected or appointed to the board, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum administered by a division-approved homeowners' association education provider within 1 year before or 90 days after the date of election or appointment. The written certification or educational certificate is valid and does not have to be resubmitted as long as the director serves on the board without interruption.

- (a) A director who fails to timely file the written certification or educational certificate is suspended from service on the board until he or she complies with this paragraph. The board may temporarily fill the vacancy during the period of suspension.
- (b) The secretary shall cause the ASSOCIATION to retain a director's written certification or educational certificate for inspection by the members for 5 years after a director's election. Failure to have such written certification or educational certificate on file does not affect the validity of any board action.
- (c) A director or officer more than 90 days delinquent in the payment of any monetary obligation due the ASSOCIATION shall be deemed to have abandoned the office, creating a vacancy in the office to be filled according to law.
- (d) A director or officer charged by information or indictment with a felony theft or embezzlement offense involving the ASSOCIATION'S funds or property must be removed from office, creating a vacancy in the office to be filled according to law until the end of the period of the suspension or the end of the director's term of office, whichever occurs first. While such criminal charges are pending, he or she may not be appointed or elected to a position as a director or officer. However, if the charges are resolved without a finding of guilt, the director or officer shall be reinstated for the remainder of his or her term of office, if any.

10.2 Nominations at Meeting. Nominations for the BOARD of Directors at the meeting are prohibited.

- 10.3 Ballots. All elections to the BOARD shall be made on written ballots or voting machines..
- 10.4. Vote at Meeting. Proxies may not be used in electing the BOARD in general elections or elections to fill vacancies caused by recall, resignation or otherwise unless otherwise provided in the HOA Act.
- 10.5 Election; Vote Tabulation. Upon receipt of the written ballots from the members present at the meeting at which directors are to be elected, the Election Committee shall do the following:
- 10.5.1 Tabulate Votes. Tabulate all of the votes of the members.
- 10.5.2 Announce Director(s). Announce the name or names of the director or directors, if any, elected by the members.
- 10.6 Secrecy. The ballots of members who are not in attendance at the meeting of the members for the election of Directors must be placed in an inner envelope with no identifying markings and mailed or delivered to the ASSOCIATION in an outer envelope bearing identifying information reflecting the name of the member, the LOT or PARCEL for which the vote is being cast, and the signature of the LOT or PARCEL OWNER casting that ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that LOT or PARCEL the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast and opened when the ballots are counted. If more than one ballot is submitted for a LOT or PARCEL, the ballots for that LOT or PARCEL shall be disqualified. Any vote by ballot received after the election of the balloting may not be considered.

ARTICLE XI

POWERS AND DUTIES OF THE BOARD

- 11.1 Powers and Duties, Generally. All of the powers and duties of the ASSOCIATION as are, respectively, conferred and imposed upon it pursuant to Chapter 617 Florida Statutes, Chapter 720 Florida Statutes, the DECLARATION, the ARTICLES and these BY-LAWS shall be exercised by and through the BOARD.
- 11.2 Specific Powers and Duties. The BOARD shall, in addition to those general and specific powers and duties as are, respectively, conferred and imposed upon the ASSOCIATION as set forth in Article V of these BY-LAWS, have the following specific powers and duties:
- 11.2.1 Call Meetings. To call special meetings of the members whenever it deems necessary; provided, also, that the BOARD shall call a special meeting of the members upon the written request by at least ten percent (10%) of the total voting interests of the ASSOCIATION. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.
- 11.2.2 Keep Records. To cause to be kept a complete record of all of its acts, and all affairs of the ASSOCIATION, including specifically, but without limitation, financial records and accounts in accordance with Article XVII of these BY-LAWS.
- 11.2.3 Elect Officers, Etc. In accordance with Section 14.2 of these BY-LAWS, to elect all officers of the ASSOCIATION, and with respect to such officers prescribe such duties as the BOARD may deem expedient.
- 11.2.4 Hire and Fire Employees and Agents. To hire and fire such employees and agents of the ASSOCIATION, as it deems necessary to carry out and discharge the duties and responsibilities of the ASSOCIATION including, without limitation, a manager or executive director of the ASSOCIATION who shall not

be an elected officer or director of the ASSOCIATION, in accordance with the terms and provisions of any contracts or employment or agency between the ASSOCIATION and such employees or agents, and with respect to such employees and agents to prescribe their duties and fix their compensation as the BOARD may deem expedient; all subject, however, to the provisions of Section 4.3.7 of the ARTICLES.

- 11.2.5 Supervise Officers, Etc. To supervise and direct all officers, employees and agents of the ASSOCIATION, and to see that their duties are properly performed.
- 11.2.6 Approve Budget. To cause to be prepared, and to receive review and approve budgets for and expenses incurred, or to be incurred, (a) in connection with upkeep and maintenance of the COMMON PROPERTY, including, without limitation, the COMMON STREETS AND ROADS, the BRIDGE, the SURFACE WATER MANAGEMENT SYSTEM, the security system, and the cable television system (if any), and (b) in connection with the performance of all other duties of the ASSOCIATION as set forth in the DECLARATION, the ARTICLES and these BY-LAWS.

The ASSOCIATION shall prepare an annual budget that sets out the annual operating expenses. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges paid for by the ASSOCIATION for recreational amenities, whether owned by the ASSOCIATION, the DEVELOPER, or another person. 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. A copy must be provided to the member within ten (10) business days after receipt of a written request for a copy of the budget.

In addition to annual operating expenses, the budget may include reserve accounts for capital expenditures and deferred maintenance for which the ASSOCIATION is responsible. If reserve accounts are not established pursuant to the HOA Act, funding of such reserves is limited to the extent that the governing documents limit increases in assessments, including reserves. If the budget of the ASSOCIATION includes reserve accounts established pursuant to the HOA Act, such reserves shall be determined, maintained and waived in the manner provided in the HOA Act. Once an association provides for reserve accounts, the association shall thereafter determine, maintain and waive reserves in compliance with the HOA Act. A reserve account may be terminated upon approval of a majority of the total voting interests of the ASSOCIATION. Upon such approval, the terminating reserve account shall be removed from the budget.

If the budget of the ASSOCIATION does not provide for reserve accounts pursuant to the HOA Act, and the ASSOCIATION is responsible for the repair and maintenance of capital improvements that may result in special assessments if reserves are not provided, each financial report for the preceding fiscal year required by the HOA Act must contain the following statement in conspicuous type:

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

If the budget of the ASSOCIATION does provide for funding accounts for deferred expenditures, including but not limited to, funds for capital expenditures and deferred maintenance, but such accounts are not created or established pursuant to the HOA Act, each financial report for the preceding fiscal year required by the HOA Act must also contain the following statement in conspicuous type:

THE BUDGET OF THE ASSOCIATION PROVIDES FOR LIMITED VOLUNTARY DEFERRED EXPENDITURE ACCOUNTS, INCLUDING CAPITAL EXPENDITURES AND DEFERRED MAINTENANCE, SUBJECT TO LIMITS ON FUNDING CONTAINED IN OUR GOVERNING DOCUMENTS. BECAUSE THE OWNERS HAVE NOT ELECTED TO PROVIDE FOR RESERVE ACCOUNTS PURSUANT TO SECTION 720.303(6), FLORIDA STATUTES, THESE FUNDS ARE NOT SUBJECT TO THE RESTRICTIONS ON USE OF SUCH FUNDS SET FORTH IN THAT STATUTE NOR ARE RESERVES CALCULATED IN ACCORDANCE WITH THAT STATUTE.

- 11.2.7 Prepare Membership Roster. To prepare a roster of all members and their LOTS or PARCELS and the status of all ASSESSMENTS applicable thereto, which shall be kept at the offices of the ASSOCIATION and be open to inspection by any member in accordance with Section 16.2 of the BY-LAWS.
- 11.2.8 Adopt RULES AND REGULATIONS. To adopt, publish and enforce the RULES AND REGULATIONS governing the use of the COMMON PROPERTY and the facilities incident thereto and the personal conduct of the members and their guests thereon, as more particularly set forth in the DECLARATION.
- 11.2.9 Require Bonding. To require and cause, at the expense of the ASSOCIATION, all or any officer; or employees of the ASSOCIATION having fiscal responsibilities for the ASSOCIATION to be bonded, as the BOARD may deem appropriate.
- 11.2.10 Exercise Powers and Discharge Duties. To generally exercise all powers, rights and privileges of the ASSOCIATION and to generally discharge all duties, obligations and responsibilities of the ASSOCIATION, as the same are conferred by and imposed in the DECLARATION, the ARTICLES and these BY-LAWS, and to take any action which it deems necessary or advisable in connection therewith.

ARTICLE XII

MEETINGS OF THE BOARD

- 12.1 All Business. The business and affairs of the ASSOCIATION may be transacted by the BOARD at any regular or special meeting.
- 12.2 Regular Meeting. A meeting of the Board of Directors of the ASSOCIATION occurs whenever a quorum of the Board gathers to conduct ASSOCIATION business. All meetings of the Board must be open to all members except for a meeting between the Board and its Attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. These provisions of this subsection shall apply also to the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of the ASSOCIATION funds and the meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

Members have the right to attend all meetings of the BOARD. The right to attend such meetings includes the right to speak at such meetings with reference to all designated item. The ASSOCIATION may adopt written reasonable rules extending the right of

members to speak and governing the frequency, duration and other manner of member statements, which rules must be consistent with this Section and may include a sign-up sheet for members wishing to speak. Notwithstanding any other law, meetings between the BOARD or a committee and the ASSOCIATION'S attorney to discuss proposed or pending litigation or meetings of the BOARD held for the purpose of discussing personnel matters are not required to be opened to the members other than Directors.

Notices of all board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of the meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each board meeting must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. An assessment may not be levied at a board meeting unless the notice of the meeting includes the statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the members and posted conspicuously on the property or broadcast on closed circuit cable television not less than fourteen (14) days before the meeting. Directors may not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers. This Section also applies to the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of the ASSOCIATION funds, and to anybody vested with the power to approve or disapprove architectural decisions with respect to a specific lot owned by a member of the community. If twenty (20%) percent of the total voting interests petition the board to address an item of business, the board shall at its next regular board meeting or at a special meeting of the board, but not later than sixty (60) days after receipt of the petition, take the petitioned item up on an agenda. The board shall give all members notice of the meeting at which the petitioned items shall be addressed in accordance with the fourteen (14) day notice requirement set forth herein. Each member shall have the right to speak for at least three (3) minutes on each matter placed on the agenda by petition, provided that the member signs the sign-up sheet, if one is provided, or submits a written request to speak prior to the meeting. Other than addressing the petitioned items at the meeting the board is not obligated to take any other action requested by the petition.

- 12.3 Special Meeting. Special meetings of the BOARD of Directors shall be open to all members and may be called by the President (or, if he is absent or refuses to act, by the Vice-President) or by any two (2) Directors. Notice of the special meeting and participation in the meeting shall be in accordance with the provisions set forth in Section 12.2 above.
- 12.4 Majority Vote. Matters approved by a majority vote of the directors present at a meeting of the BOARD at which a quorum is present shall constitute official action of the BOARD, except as may be otherwise specifically provided or required by the terms and provisions of the DECLARATION, the ARTICLES or these BY-LAWS.
- 12.5 Waiver of Notice and Consent. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof.
- 12.6 Action Taken Without a Meeting. The directors shall have the right to take any action in absence of a meeting which they could take at a meeting by obtaining the vote or written consent of all the directors. Any action so approved shall have the same effect as though taken at a duly constituted meeting of the directors.
- 12.7 Quorum. Except as otherwise expressly provided herein, at all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business

which might have been transacted at the meeting as originally called may be transacted without further notice.

- 12.8 Minutes. Minutes of all meetings of the members of the ASSOCIATION and of the BOARD of Directors of the ASSOCIATION must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a Board Meeting must be recorded in the minutes. The minutes of all meetings of the BOARD of Directors and of the members, must be retained for at least seven (7) years.
- 12.9 Presiding Officer. The presiding officer at all meetings of the BOARD shall be the President of ASSOCIATION and in his or her absence the Vice President shall preside. In the absence of the Preside or Vice President, the directors present at such meeting shall designate a presiding officer from aim themselves.
- 12.10 Committees. The BOARD of Directors by resolution may, from time to time, designate whatever committees it desires, and may establish the purposes and powers of any committee it creates. The resolution designating and establishing the committee shall provide for the appointment of its members and a chairman, shall state the purpose of the committee, and shall provide for reports, termination and whatever other administrative matters the BOARD deems appropriate.

ARTICLE XIII

PARLIAMENTARY RULES

All meetings of the members of the ASSOCIATION and all meetings of the BOARD of the ASSOCIATION shall governed by the latest edition of Robert's Rules of Order; with any terms or provisions of the DECLARATION the ARTICLES or these BY-LAWS, then the applicable terms and provisions of the DECLARATION, the ARTICLES these BY-LAWS shall control.

ARTICLE XIV

OFFICERS

- 14.1 Officers. The day to day business and affairs of the ASSOCIATION shall be administered by its officers. The principal officers of the ASSOCIATION shall be a President, a Vice President, a Secretary and a Treasurer all of whom shall be elected by the BOARD of Directors. The BOARD of Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. Officers need not be Directors. Any two (2) offices may by held by the same person, except that the office of President and Secretary may not be held by the same person.
- 14.2 Election: The officers shall be elected annually by the BOARD at the organizational meeting of each new BOARD, and each officer shall hold his or her office at the pleasure of the BOARD, until he or she resigns or he or she is removed or otherwise disqualified to serve or his or her term expires and his or her successor is elected and is qualified to serve.
- 14.3 Term. All officers shall hold office for a term of one (1) year or until he or she resigns or is removed as provided in Section 14.2.
- 14.4 President: The President shall be the chief executive Officer. He shall preside at all meetings of the ASSOCIATION and of the BOARD of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of a corporation. The President shall, subject to the control of the BOARD of Directors, have general supervision, direction and control of the business of the ASSOCIATION. The President shall be an ex officio member of all standing committees, and he shall have such other powers and duties as may be prescribed by the BOARD of Directors or these BY-LAWS.

- 14.5 Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or disabled or refuses or is unable to act. If neither the President nor the Vice President is able to act, the BOARD of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the BOARD of Directors or these BY-LAWS.
- 14.6 Secretary. The Secretary shall keep the minutes of all meetings of the BOARD of Directors and the minutes of all meetings of the Members of the ASSOCIATION at the principal office of the ASSOCIATION or at such other place as the BOARD of Directors may order. The Secretary shall keep the seal of the ASSOCIATION in safe custody and shall have charge of such books and papers as the BOARD of Directors may direct; and the Secretary shall, in general, perform all of the duties incident to the office of Secretary. The Secretary shall give, or cause to be given, notices of meetings of the Members of the ASSOCIATION and of the BOARD of Directors required by these BY-LAWS or by law to be given. The Secretary shall maintain a current roster of all members and their mailing addresses and parcel identifications. The Secretary shall also maintain the electronic mailing addresses and the numbers designated by members for receiving notice sent by electronic transmission of those members consenting to receive notice by electronic transmission. Electronic mailing addresses and numbers provided by Unit Owners to receive notice by electronic transmission shall be removed from ASSOCIATION records when consent to receive notice by electronic transmission is revoked. However, the ASSOCIATION is not liable for an erroneous disclosure of the electronic mail address or the number for receiving electronic transmissions and notices. The Secretary shall perform such other duties as may be prescribed by the BOARD of Directors.
- 14.7 Assistant Secretary. The Assistant Secretary of the ASSOCIATION shall perform all duties of the Secretary in the absence of the Secretary and shall otherwise assist the Secretary in the performance of the Duties, responsibilities and obligations of the Secretary as set forth therein, and shall have other duties as from time to time may be assigned by the President or imposed by the BOARD.
- 14.8 Treasurer. The Treasurer shall have responsibility for the ASSOCIATION'S funds and securities and shall be responsible for keeping, or causing to be kept, full and accurate accounts, tax records and other records of the business transactions of the ASSOCIATION, including accounts of all assets, liabilities, receipts and disbursements in books belonging to the ASSOCIATION. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the ASSOCIATION in such depositories as may from time to time be designated by the BOARD of Directors. The Treasurer shall disburse the funds of the ASSOCIATION as may be ordered by the BOARD of Directors in accordance with the DECLARATION, shall render to the President and Directors, upon request, an account of all of his transactions as Treasurer and of the financial condition of the ASSOCIATION, and shall have such other powers and perform such other duties as may be prescribed by the BOARD of Directors or these BY-LAWS.
- 14.9 Removal of Officers. Upon the affirmative vote of the majority of the entire BOARD at any regular or special meeting, any officer may be removed, with or without cause, and his successor elected.
- 14.10 Resignation. Any officer may resign his position at any time by delivering a written notice of his resignation to the BOARD of Directors. The resignation shall take effect upon the later of (a) receipt of the notice by the BOARD or (b) whatever later date is specified in the notice. No acceptance of the resignation by the BOARD or the membership shall be required to make it effective. The conveyance by an officer of all of the LOTS or PARCELS owned by him shall automatically result in his resignation as an officer.
- 14.11 Compensation. The compensation of officers is restricted as provided in Section 9.10 of the BY-LAWS.

ARTICLE XV

FISCAL MANAGEMENT

- 15.1 Fiscal Year. The fiscal year of the ASSOCIATION shall be the calendar year.
- 15.2 Accounting; Accounts. The ASSOCIATION shall use the accrual basis method of accounting and shall maintain accounting records in accordance with good accounting practices, which shall be open to inspection in accordance with Section 16.1 of these BY-LAWS.
- 15.3 ASSESSMENTS. All ASSESSMENTS, whether Regular ASSESSMENTS, Special ASSESSMENTS, Capital Expenditure ASSESSMENTS or Individual Lot or Parcel ASSESSMENTS, shall be fixed, assessed, levied, enforced and collected in accordance with, and pursuant to, the terms and provisions of the DECLARATION.
- 15.4 Budget. The ASSOCIATION shall prepare an annual budget that sets out the annual operating expenses. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges for recreational amenities, whether owned by the ASSOCIATION, or another person. 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 copy must be provided to the member within the time limits set forth in Section 16.2 below.
- 15.5 Deposit of Funds. The monies of the ASSOCIATION, whether collected by ASSESSMENTS or otherwise, shall be deposited in accounts in such bank or banks as shall be designated from time to time by the BOARD. Withdrawal of monies from such accounts shall be only by checks signed by such officers as are authorized pursuant to Article XIV of these BY-LAWS. All sums collected by the ASSOCIATION from ASSESSMENTS or any other source may be commingled in a single fund or divided into more than one fund, as determined by the BOARD; provided, however, that all reserve funds shall be maintained as, and deposited in, a separate bank account, and shall be used only for the purpose or purposes for which such reserve fund is created and maintained, unless said reserves have been waived by the BOARD.
- 15.6 Financial Reporting. Within 90 days after the end of the fiscal year, the ASSOCIATION shall prepare and complete, or contract with a third-party for the preparation and completion of, a financial report for the preceding fiscal year. Within twenty-one (21) days after the final financial report is completed by the ASSOCIATION or received from the third-party, but not later than 120 days after the end of the fiscal year, the ASSOCIATION shall within ten (10) days of receipt of the report provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member. The ASSOCIATION shall prepare or cause to be prepared a complete set of financial statements in accordance with generally accepted accounting principles as adopted by the Board of Accountancy. If the ASSOCIATION'S total annual revenues exceed \$150,000.00 but are less than \$300,000.00, the financial report will be compiled financial statements. If the total annual revenues are \$300,000.00 but less than \$500,000.00, the financial report will be a reviewed financial statement. If the total annual revenues exceed \$500,000.00 or more, the financial report shall be an audited financial statement. The financial report shall include, but not be limited to:

Costs for security, professional and management fees and expenses, taxes, costs of recreation facilities, expenses for refuse collection and utility services, expenses for lawn care, costs for building maintenance and repairs, insurance costs, administration and salary expenses, and reserves if maintained by the ASSOCIATION.

If approved by a majority of the voting interests present at a properly called meeting of the Association, the Association may prepare or cause to be prepared:

1. A report of cash receipts and expenditures in lieu of a compiled, reviewed, or audited financial statements; or
2. A report of cash receipts and expenditures or a compiled financial statement in lieu of a reviewed or audited financial statement; or
3. A report of cash receipts and expenditures, a compiled financial statement or a reviewed financial statement in lieu of an audited financial statement.

ARTICLE XVI

OFFICIAL RECORDS

16.1 Official Records. The ASSOCIATION shall maintain each of the following items, when applicable, which constitute the official records of the ASSOCIATION:

- (a) Copies of any plans, specifications, permits, and warranties related to improvements constructed on the common areas or other property that the ASSOCIATION is obligated to maintain, repair, or replace.
- (b) A copy of the BY-LAWS of the ASSOCIATION and of each amendment to the BY-LAWS.
- (c) A copy of ARTICLES of Incorporation of the ASSOCIATION and of each amendment thereto.
- (d) A copy of the DECLARATION of Covenants and a copy of each amendment thereto.
- (e) A copy of the current rules of the Homeowners' ASSOCIATION.
- (f) The Minutes of all meetings of the BOARD of Directors and of the members, which Minutes must be retained for at least seven (7) years.
- (g) A current roster of all members and their mailing address and lot identifications. The ASSOCIATION shall also maintain the electronic mailing addresses and the numbers designated by members for receiving notice sent by electronic transmissions of those members consenting to receive notice by electronic transmission. The electronic mailing addresses and numbers provided by unit owners to receive notice by electronic transmission shall be removed from ASSOCIATION records when consent to receive notice by electronic transmission is revoked. However, the ASSOCIATION is not liable for erroneous disclosure of the electronic mail address or the number for receiving electronic transmission of notices.
- (h) All of the ASSOCIATIONS' insurance policies or a copy thereof, which policies must be retained for at least seven (7) years.
- (i) A current copy of all contracts to which the ASSOCIATION is a party, including, without limitation, any management agreement, lease, or other contract under which the ASSOCIATION has any obligation or responsibility. Bids received by the ASSOCIATION for work to be performed must also be considered official records and must be kept for a period of one (1) year.
- (j) The financial and accounting records of the ASSOCIATION, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:
 1. Accurate, itemized, and detailed records of all receipts and expenditures.

2. A current account and a periodic statement of the account for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessments or other charge against the member, the date and amount of each payment on the account, and the balance due.
 3. All tax returns, financial statements, and financial reports of the ASSOCIATION.
 4. Any other records that identify, measure, record, or communicate financial information.
- (k) A copy of the disclosure summary described in Section 720.401(1) Florida Statutes.
- (l) All other written records of the ASSOCIATION not specifically included in the forgoing which are related to the operation of the ASSOCIATION.

16.2 Inspection and Copying of Records. The official records shall be maintained within the state and must be open to inspection and available for photocopying by members by members or their authorized agents at reasonable times and places within ten (10) business days after receipt of a written request for access. This subsection may be complied with by having a copy of the official records available for inspection or copying in LANSING ISLAND. If the ASSOCIATION has a photocopy machine available where the records are maintained, it must provide members with copies on request during the inspection if the entire request is limited to no more than 25 pages.

(a) The failure of the ASSOCIATION to provide access to the records within ten (10) business days after receipt of a written request submitted by certified mail, return receipt requested, creates a rebuttable presumption that the ASSOCIATION willfully failed to comply with this subsection.

(b) A member who is denied access to official records is entitled to the actual damages or minimum damages for the ASSOCIATION'S willful failure to comply with this subsection. The minimum damages are to be Fifty (\$50.00) dollars per calendar day up to 10 days, the calculation to begin on the 11th business day after receipt of the written request.

(c) The ASSOCIATION may adopt reasonable written rules governing the frequency, time, location, notice, and manner of inspections, but may not impose a requirement that a member demonstrate any proper purpose for the inspection, state any reason for the inspection, or limit a member's right to inspect records to less than one (1) eight (8) hour business day per month. The ASSOCIATION may impose fees to cover the costs of providing copies of the official records, including, without limitation, the costs of copying. The ASSOCIATION may charge up to 50 cents per page for copies made on the ASSOCIATION'S photocopier. If the ASSOCIATION does not have a photocopy machine available where the records are kept, or if the records requested to be copied exceed 25 pages in length, the ASSOCIATION may have copies made by an outside vendor and may charge the actual cost of copying. The ASSOCIATION shall maintain an adequate number of copies of the recorded governing documents, to ensure their availability to members and prospective members. Notwithstanding the provisions of this Section, the following records shall not be accessible to members:

1. Any record protected by the Lawyer-Client privilege and any record protected by the work-product privilege, including, but not limited to, any record prepared by an ASSOCIATION Attorney or prepared at the Attorney's express direction which reflects a mental impression, conclusion, litigation strategy, or legal theory of the Attorney or the ASSOCIATION and which was prepared exclusively for civil or criminal litigation or for adversarial administrative proceedings or which was

prepared in anticipation of such litigation or proceedings until the conclusion of the litigation or proceedings.

2. Information obtained by an ASSOCIATION in connection with the approval of lease, sale, or other transfer of a lot or parcel.
3. Personnel records of the ASSOCIATION'S employees, including, but not limited to, disciplinary, payroll, health and insurance records. The term "personnel records" does not include written employment agreements with an ASSOCIATION employee or budgetary or financial records that indicate the compensation paid to an ASSOCIATION employee.
4. Medical records of lot or parcel owners or community residents.
5. Social security numbers, driver's license numbers, credit card numbers, electronic mailing addresses, telephone numbers, facsimile numbers, emergency contact information, any addresses for a Member other than as provided for ASSOCIATION notice requirements and other personal identifying information of any person, excluding the person's name, lot or parcel designation, mailing address and property address. However, an owner may consent in writing to the disclosure of protected information described in this subsection. The ASSOCIATION is not liable for the disclosure of information that is protected under this subsection if the information is included in an official record of the ASSOCIATION and is voluntarily provided by an owner and not requested by the ASSOCIATION.
6. Any electronic security measures that are used by the ASSOCIATION to safe guard data, including passwords.
7. The software operating system used by the ASSOCIATION which allows the manipulation of data, even if the owner owns a copy of the same software used by the ASSOCIATION. The data is part of the official records of the ASSOCIATION.

(d) The ASSOCIATION or its authorized agent is not required to provide a prospective purchaser or lienholder with information about the residential subdivision or the ASSOCIATION other than information or documents required by Chapter 720, Florida Statutes, to be made available or disclosed. The ASSOCIATION or its authorized agent may charge a reasonable fee to the prospective purchaser or lienholder or the current member for providing good faith responses to requests for information by or on behalf of the prospective purchaser or lienholder, other than that required by law, if the fee does not exceed \$150.00, plus the reasonable cost of photocopying and any attorney fees incurred by the ASSOCIATION in connection with the response.

ARTICLE XVII

COMPLIANCE AND DEFAULT

- 17.1 Violations. In the event of a violation (other than the non-payment of an ASSESSMENT) by a member any of the provisions of the DECLARATION or of the ARTICLES, these BY-LAWS, or the RULES AND REGULATION of the ASSOCIATION, the ASSOCIATION, through its BOARD, may notify the violating member by written notice in accordance with Section 8.7(iii) of the DECLARATION of such violation and demand that such violation cease and be discontinued immediately and direct that any damages or injury caused thereby be immediately repaired or corrected at the sole cost and expense of the violating member.

A fine or suspension may not imposed without at least fourteen (14) days notice to the person sought to be fined or suspended and an opportunity for an hearing before a committee of at least three (3) members appointed by the BOARD as provided in

Section 8.7(iii) of the DECLARATION. If the ASSOCIATION, through its BOARD, in its sole discretion, elects not to pursue a fine or suspension of the violator, the ASSOCIATION may then, at its option, elect to undertake any of the rights provided to the ASSOCIATION in the DECLARATION, the ARTICLES and these BY-LAWS, including, without limitation the following:

- 17.1.1 Action at Law. The ASSOCIATION may undertake an action at law against the violating member and the members tenants, guests and invitees, to recover for damages suffered by or on behalf of the ASSOCIATION or its members; and/or
 - 17.1.2 Action in Equity; Specific Performance. The ASSOCIATION may undertake an action in equity against the violating member and the members tenants, guests and invitees, to enforce specific performance on the part of the violation member; and/or
 - 17.1.3 Action in Equity; Injunctive Relief. The ASSOCIATION may undertake in action in equity against the violating member and the members tenants, guests and invitees, for such equitable relief as may be necessary under the circumstances, including injunctive relief.
 - 17.1.4 ASSESSMENT of Fines and Suspensions. The ASSOCIATION may, subject to Section 8.7 of the DECLARATION, assess a reasonable fine and collection fee and a suspension against the violating member and the members tenants, guests and invitees, for each violation.
- 17.2 Emergency. Action. Notwithstanding the foregoing provisions of this Article XVII any violations which are deemed by the BOARD to be hazardous to public health may be corrected immediately as an emergency matter by the ASSOCIATION and the cost thereof shall be charged to the violating member as an Individual Lot ASSESSMENT in accordance with the terms and provisions of the DECLARATION.
- 17.3 Non-payment of ASSESSMENTS. In the event of non-payment of the ASSESSMENTS pursuant to the DECLARATION, BY-LAWS and the HOA Act, the ASSOCIATION, through its BOARD, shall be entitled to exercise all of the rights conferred upon the ASSOCIATION in the DECLARATION, BY-LAWS and the HOA Act, including, without limitation, the right to impose, collect, enforce and foreclose any lien for ASSESSMENTS in accordance with the terms and provisions of the DECLARATION, BY-LAWS, and HOA Act.
- 17.4 Negligence or Carelessness of Member. Each member shall be liable for the costs and expenses incurred by the ASSOCIATION for any maintenance, repair or replacement rendered necessary by said member's acts, neglect or carelessness or by that of the member's family, guests, employees, agents or lessees, but only to the extent that such expense is not met by the proceeds of any insurance carried by the ASSOCIATION.
- Such liability shall include, without limitation, any increase in insurance rates occasioned by the use, misuse, occupancy or abandonment of any LOT or PARCEL or any COMMON PROPERTY, or the appurtenances thereto. Nothing herein contained, however, shall be construed so as to constitute any waiver by any insurance company of its rights of subrogation. The costs and expenses for and maintenance, repair or replacement required, as provided in this Section 17.4 shall be charged to said member as an Individual Lot or Parcel ASSESSMENT pursuant to the DECLARATION.
- 17.5 Costs and Attorneys' fees. In any proceeding arising because of an alleged default by a member under the DECLARATION, or the ARTICLES, these BY-LAWS or the RULES AND REGULATIONS of the ASSOCIATION, the prevailing party shall be entitled to recover the costs of the proceeding and such reasonable attorneys' fees, including costs and reasonable attorneys' fees on appeal, at may be determined by the Court.
- 17.6 No Waiver of Rights. The failure of the ASSOCIATION or of any member to enforce any right, provision, covenant or condition which may be granted by the

DECLARATION, the ARTICLES, these BY-LAWS or the RULES AND REGULATIONS of the ASSOCIATION shall not constitute a waiver of the right of the ASSOCIATION or any member to enforce such right, provision, covenant or condition in the future.

- 17.7 Election of Remedies. All rights, remedies and privileges granted to the ASSOCIATION, or any other party, pursuant to any terms provisions, covenants or conditions of the DECLARATION, the ARTICLES, these BY-LAWS or the RULES AND REGULATIONS of the ASSOCIATION, or at law or in equity, shall be deemed to be cumulative and the exercise of any one (1) or more of the same shall not be deemed to constitute an election of the remedies, not shall it preclude the party exercising the name, or any other party, from exercising such other and additional rights, remedies or privileges as may be granted by the DECLARATION, the ARTICLES, these BY-LAWS or the RULES AND REGULATIONS of the ASSOCIATION, or at law or in equity.

ARTICLE XVIII

PARAMOUNT RIGHTS OF DEVELOPER; CONFLICTS

- 18.1 Paramount Rights of DEVELOPER.
- 18.2 Conflicts. In the event of any conflict between the DECLARATION, ARTICLES and BY-LAWS, the terms and provisions of the DECLARATION shall control.

ARTICLE XIX

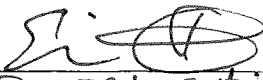

AMENDMENTS

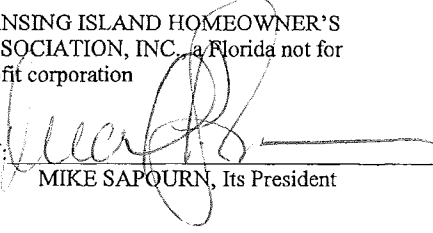
- 19.1 Vote of Directors. These BY-LAWS may be changed, amended, modified or repealed, and any new BY-LAWS of the ASSOCIATION may be adopted, only by resolution approved by at least two-thirds (2/3) of the members of the BOARD at a regular or special meeting of the BOARD duly called for such purpose.
- 19.2 Limitations on Amendment. Notwithstanding anything to the contrary set forth in the DECLARATION, the ARTICLES or these BY-LAWS of the ASSOCIATION, these BY-LAWS may not be changed, amended, Modified or rescinded in any fashion or respect which would result in any change, amendment, modification, diminution or elimination of, or otherwise affect the rights, privileges or benefits accruing hereunder to, either the CITY, or the St. Johns River Water Management District without first receiving the prior written consent and approval of the CITY and the St. Johns River Water Management District whose rights, privileges, benefits or interests may be adversely or otherwise effected by any such amendment to these BY-LAWS.
- 19.3 Amendments to BY-LAWS. An amendment may be proposed by the BOARD of Directors of the ASSOCIATION acting upon the vote of the majority of the Directors. Upon any amendment or amendments to these BY-LAWS being proposed by the BOARD of Directors such proposed amendment or amendments shall be transmitted to the President of the ASSOCIATION, or other Officer of the ASSOCIATION in the absence of the President, who shall thereupon call a special meeting of the Membership for a date not sooner than twenty (20) days or later than sixty (60) days from the receipt by such Officer of the proposed amendment or amendments and it shall be the duty of the Secretary to give each Member written or printed notice of such meeting in the same form and in the same manner as notice of the calling of a special meeting of the members is required as herein set forth. In order for such amendment or amendments to become effective, the same must be approved by the votes of the majority of the members of the ASSOCIATION who are present, in person or by proxy, at the meeting of the membership of which a quorum is present. The meeting of the Membership may be held at a special meeting called for that purpose or at the annual meeting in the discretion of the BOARD of Directors.

IN WITNESS WHEREOF, the above-stated Association has caused these presents to be signed and sealed on this 21st day of December, 2014.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

LANSING ISLAND HOMEOWNER'S
ASSOCIATION, INC. a Florida not for
profit corporation


Print Name: Eric Cash

Print Name: Ammie S. Stepien

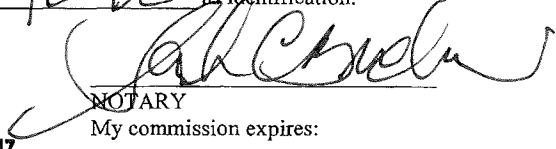
BY: 
MIKE SAPOURN, Its President

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 21st day of December, 2014 by Mike Sapourn, President of Lansing Island Homeowner's Association, Inc., a Florida not for profit corporation, on behalf of the corporation who is personally known to me or has produced FL DL as identification.



Sarah C. Brokman
State of Florida
My Commission Expires 10/13/2017
Commission No. FF 62417


NOTARY
My commission expires: