

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE BYLAWS. FOR PRIOR TEXT, SEE ORIGINAL BYLAWS.**

**AMENDED AND RESTATED BYLAWS OF  
MAPLEWOOD HOMEOWNERS' ASSOCIATION, INC.**

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**1. GENERAL.** These are the Amended and Restated Bylaws of Maplewood Homeowners' Association, Inc., a Florida not-for-profit corporation originally incorporated under the same name on March 30, 1994 (the "Association"). The Association is organized under the laws of the State of Florida as a community association for the purpose of operating a residential community. These Bylaws supersede and replace all prior Bylaws in their entirety.

**1.1 Principal Office.** The principal office of the Association shall be the address listed with the Florida Department of State Division of Corporations, unless changed by resolution of the Board of Directors.

**1.2 Corporate Seal.** The seal of the Association, if so created by the Board of Directors, shall bear the name of the Association, the year of its incorporation, and the words "Florida" and "not-for-profit corporation." The seal may be used by impressing, affixing, reproducing, or otherwise placing it or a facsimile thereof upon any document where a seal is required or deemed appropriate.

**2. MEMBERS.** The members of the Association are the record owners of legal title to the Lots. In the case of a Lot subject to an agreement for deed, the purchaser in possession shall be deemed the owner of the Lot solely for purposes of determining use rights.

**2.1 Change of Membership.** A change of membership shall become effective only after all the following events have occurred:

(A) Recording in the Public Records of a deed or other instrument evidencing legal title to the Lot in the new member; and

(B) Delivery to the Association of a copy of the recorded deed or other instrument evidencing title; and

(C) Designation, in writing, of a primary occupant, which is required when title to a Lot is held in the name of two (2) persons who are not married, or three (3) or more persons, or held by a trustee, corporation, or other entity that is not a natural person.

**2.2 Voting Interests.** Each member is entitled to one (1) vote per Lot owned. The total number of votes (the voting interests) in the Association equals the total number of Lots, which is two hundred and seventeen (217). Votes attributable to a Lot are not divisible. The right to vote may be suspended for any monetary amounts delinquent for more than ninety (90) days. If a Lot is owned by one (1) natural person, the right to vote shall be established by the record title to the Lot. If a Lot is owned jointly by two (2) or more natural persons, that Lot's vote may be cast by any one (1) of the record owners. If two (2) or more owners of a Lot disagree on how to cast their vote, that vote shall not be counted for any purpose. If the owner of a Lot is other than a natural person, the vote shall be cast by the Lot's primary occupant. All votes must be cast by an Owner or the primary occupant.

**2.3 Approval or Disapproval of Matters.** Whenever a decision or approval from a Lot owner is required on any matter, whether or not in an Association meeting, the decision or response may be expressed by any person authorized to cast that Lot's vote as described in Section 2.2, unless all record owners' joinder is specifically required.

**2.4 Change of Membership.** A change of membership occurs when a new member's membership becomes effective as provided for in Section 2.1. At that time, the prior owner's membership is automatically terminated.

**2.5 Termination of Membership.** Termination of membership does not relieve or release any former member from obligations or liabilities incurred under or in any way connected with the Association during the period of his or her membership. Nor does it impair the Association's rights or remedies against former members related to their ownership or membership and the covenants and obligations associated therewith.

### **3. MEMBERS' MEETINGS; VOTING.**

**3.1 Annual Meeting.** An annual meeting of the members shall be held in December of each calendar year in Collier County, Florida, at a time and place designated by the Board of Directors. The purpose of the annual meeting shall be to elect directors and to transact any other business duly authorized by the members.

**3.2 Special Members' Meetings.** Special members' meetings must be held whenever called by the President, or in their absence, the Vice-President, or by a majority of the Directors, and may also be called by members having at least fifty percent (50%) of the voting interests. The business

conducted at a special meeting shall be limited to the items specified in the meeting notice.

**3.3 Notice Meetings; Waiver of Notice.** Notices of all members' meetings must state the date, time, and place of the meeting. Notices for special meetings must also describe the purpose(s) of the meeting. The notice must be mailed to each member at the member's address as it appears on the books of the Association or may be furnished by personal delivery or electronic transmission. Members are responsible for providing the Association with any change of address. The notice must be mailed, electronically transmitted, or hand delivered at least fourteen (14) days prior to the date of the meeting. If ownership of a Lot is transferred after notice has been mailed or transmitted, no separate notice to the new owner is required. Attendance at any meeting by a member constitutes waiver of notice by that member, unless the member objects to the lack of notice at the beginning of the meeting. Members may also waive notice of any meeting at any time by written waiver.

**3.4 Quorum.** A quorum at members' meeting shall be attained by the presence, in person or by proxy, of persons entitled to cast at least thirty percent (30%) of the total voting interests.

**3.5 Vote Required.** Acts approved by a majority of the votes cast by eligible voters at a meeting of the members at which a quorum has been attained shall be binding upon all Lot owners for all purposes, except where a different voting threshold is required by law or the governing documents.

**3.6 Proxy Voting.** Members may cast their votes at a meeting in person or by proxy. A proxy shall be valid only for the specific meeting for which it was originally given and any lawful adjournment of that meeting. No proxy shall be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. To be valid, a proxy must be in writing, dated, signed by the person authorized to cast the vote for the Lot, specify the date, time and place of the meeting for which it is given, and the original or a copy must be delivered to the Secretary by the appointed time of the meeting or adjournment thereof. No proxy shall be valid if it names more than one (1) person as the holder of the proxy, but the holder shall have the right, if the proxy so provides, to substitute another person to hold the proxy. Holders of proxies must be members.

**3.7 Participation at Meeting by Remote Communication.** Unless prohibited by Chapter 720, Florida Statutes, if authorized by the Board of Directors as provided in Section 617.0721, Florida Statutes, and subject to such guidelines and procedures as the Board of Directors may adopt, members and proxy holders who are not physically present at a meeting may, by means of remote communication:

- (A) Participate in the meeting; and
- (B) Be deemed to be present in person and vote at the meeting if:
  1. The Association implements reasonable means to verify that each person deemed present and authorized to vote by means of remote communication is a member or proxy holder; and
  2. The Association implements reasonable measures to provide such members or

proxy holders with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings.

**3.8 Adjourned and Reconvened Meetings.** Any duly called meeting of the members may be adjourned to be reconvened at a later time by vote of the majority of the voting interests present, regardless of whether a quorum has been attained. When a meeting is so adjourned, it shall not be necessary to give further notice of the time and place of its continuance if such are announced at the meeting being adjourned. Any business which might have been conducted at the meeting as originally scheduled may instead be conducted when the meeting is reconvened, but only if a quorum is present. At any reconvened meeting, the quorum shall be reduced to twenty-five percent (25%) of the total voting interests.

**3.9 Order of Business.** The order of business at members' meetings shall be substantially as follows:

- (A) Call of the roll or determination of quorum
- (B) Reading or disposal of minutes of last members' meeting
- (C) Reports of Officers
- (D) Reports of Committees
- (E) Election of Directors (annual meeting only)
- (F) Unfinished Business
- (G) New Business
- (H) Adjournment

**3.10 Minutes.** Minutes of all members' and Board meetings shall be kept in a businesslike manner and made available for inspection by members or their authorized representatives at all reasonable times. Minutes must be reduced to written form within thirty (30) days after the meeting.

**3.11 Parliamentary Rules.** Roberts' Rules of Order (latest edition) shall guide the conduct of the Association meetings when not in conflict with the law or governing documents. The presiding officer may appoint a Parliamentarian whose decisions on parliamentary procedure shall be final. Any question or point of order not raised at the meeting to which it relates shall be deemed waived.

**4. BOARD OF DIRECTORS.** The administration of the Association's affairs shall be vested in a Board of Directors. All powers and duties granted to the Association by law, as modified by the Declaration, Articles, and Bylaws, shall be exercised by the Board, subject to member approval only when specifically required.

**4.1 Number and Terms of Office.** The number of Directors which shall constitute the whole Board of Directors shall be not less than three (3) and not more than seven (7). In order to provide for continuity of experience, the system of staggered terms previously established shall be maintained. All Directors shall be elected for a term of two (2) years each. A Director's term will end at the annual election at which their successor is to be duly elected, unless they sooner resign or are recalled as provided for in Section 4.5. Directors shall be elected by the members as described in Section 4.3, or in the case of a vacancy, as provided for in Section 4.4.

**4.2 Qualifications.** Each Director must be a member or the spouse of a member. If Lots owned by multiple individuals that are not spouses, a corporation, a limited liability company, a trust, a partnership or other entity, the Primary Occupant or their spouse is eligible to serve as a Director. Any person who is delinquent in any monetary obligation owed to the Association at the time of submitting their notice of candidacy is ineligible to be on the election ballot.

**4.3 Nominations and Elections.** Nominations for election to the Board of Directors shall be made in writing at least forty (40) days in advance of the day of election. Any nominations received by the Association less than forty (40) days prior to the election shall not be accepted. Any candidates who submit a single sheet of paper (no larger than 8.5" x 11") stating their qualifications for the Board no later than thirty-five (35) days before the election are entitled to have that sheet included with the final notice of the election meeting, which shall be sent to the members no later than fourteen (14) days prior to the election, along with a ballot. Election of the Board Directors shall be by secret ballot. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these Bylaws. The persons receiving the largest number of votes shall be elected, except that a run-off shall be held to break a tie vote. Cumulative voting and proxy voting in elections is not permitted. The Association may adopt electronic voting procedures in the manner permitted by Chapter 720, Florida Statutes.

**4.4 Resignation; Vacancies.** Any Director may resign at any time by giving written notice to the Association, and unless otherwise specified therein, the resignation shall become effective upon receipt. If the office of any Director becomes vacant for any reason, a successor shall be appointed by the Board at a special meeting of the Board of Directors of the Association. The successor so appointed shall fill the term of the Director being replaced. If for any reason there shall arise circumstances in which no Directors are serving and the entire Board is vacant, the members shall elect successors at a special meeting.

**4.5 Removal of Directors.** Any Director may be removed, with or without cause, by a majority vote of the total voting interests, either by a written agreement or at a meeting called for that purpose. An Officer may also be removed at any time by a majority vote of the Board of Directors. If a special meeting is called by ten percent (10%) of the voting interests for the purpose of recall, the notice of the meeting must be accompanied by a dated copy of the signature list, stating the purpose of the signatures. The meeting must be held not less than fourteen (14) days nor more than sixty (60) days from the date that notice of the meeting is given. If removal is effected by written agreement, the vacancy or vacancies shall be filled as provided by law. If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting. Any Director who is removed from office is not eligible to stand again for election to the Board until the next annual election and must turn over to the Association within seventy-two (72) hours any and all records and

other property of the corporation in his possession. If a Director who is removed does not relinquish their office or turn over records as required, the circuit court in the county where the Association has its principal office may summarily order the Director to relinquish their office and turn over corporate records upon application of any member. In any such action, the prevailing party shall be entitled to recover its attorney's fees and costs.

**4.6 Organizational Meeting.** The organizational meeting of a new Board of Directors shall be held within ten (10) days after the election of new Directors, at such place and time as may be fixed and announced by the Directors at the annual meeting at which they were elected. The organizational meeting may be held immediately after the adjournment of the annual Association meeting.

**4.7 Other Meetings.** Meetings of the Board may be held at such time and place as shall be determined from time to time by the President, or in his or her absence, a Vice-President, or by a majority of the Directors at any time. It shall be the duty of the Directors, the President, or a Vice-President, to call such a meeting whenever so requested by the Association Members constituting at least twenty percent (20%) or more of the total voting interests. Notice of meetings shall be given to each Director by the Secretary at least two (2) days prior to the time fixed for the meeting.

**4.8 Notice to Owners.** Meetings of the Board of Directors shall be open to members except for meetings in regard to personnel discussions and meetings between the Board and its attorney with respect to proposed or pending litigation where the discussion would otherwise be governed by the attorney-client privilege, and notices of all Board meetings, together, shall be posted conspicuously in the community at least forty-eight (48) continuous hours in advance of each Board meeting, except in an emergency. Notice of any Board meeting at which rules affecting the use of a Lot or Special Assessments are to be considered shall specifically contain a statement that rules or Special Assessments will be considered and the nature of the rule or Assessments and shall be mailed, delivered or electronically transmitted and posted at least fourteen (14) days in advance.

**4.9 Waiver of Notice.** Any Director may waive notice of a meeting before or after the meeting, and such waiver is deemed equivalent to the giving of notice. If all Directors are present at a meeting, no notice to Directors shall be required.

**4.10 Quorum of Directors.** A quorum at a Board meeting shall be attained by the presence in person of a majority of all Directors. Directors may participate in any meeting of the Board, or meeting of an executive or other committee, by means of a conference telephone call or similar communicative arrangement whereby all persons present can hear and speak to all other persons. Participation by such means shall be deemed equivalent to presence in person at a meeting.

**4.11 Vote Required.** The acts approved by a majority of those Directors present and voting at a meeting at which a quorum has been attained shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the governing documents or by applicable statutes. A Director who is present at a meeting of the Board is deemed to have voted in favor of every action taken, unless he voted against such action or abstained from voting because of an asserted conflict of interest. The vote or abstention of each Director present on each issue voted upon shall be recorded in the minutes of each meeting. Directors may not vote by proxy or secret ballot at Board meetings, except that secret ballots may be used in the election or removal of officers.

**4.12 Adjourned Meetings.** A majority of the Directors present at any meeting of the Board of Directors, regardless of whether a quorum exists, may adjourn the meeting to be reconvened at a specified later time. When the meeting is reconvened, provided a quorum is present, any business that might have been transacted at the meeting originally called may be transacted.

**4.13 Presiding Officer.** The President of the Association, or in his or her absence, the Vice-President, is the presiding officer at all meetings of the Board. If neither officer is present, the presiding officer shall be selected by majority vote of the Directors present.

**4.14 Directors' Fees and Reimbursement of Expenses.** Neither Directors nor officers shall receive compensation for their services as such. Directors and officers may be reimbursed for all actual and proper out-of-pocket expenses related to the proper discharge of their respective duties. Directors and officers shall be required to provide receipts and other documentation as may be reasonable to prove both the legitimacy of the expenditure as an Association expense and the cost of the expense.

**4.15 Committees.** The Board of Directors may appoint from time to time such standing or temporary committees, including a search committee, as the Board may deem necessary and convenient for the efficient and effective operation of the Association. Except as otherwise provided in applicable law, the Governing Documents, or duly adopted Board policies, the Board of Directors shall follow Roberts' Rules of Order (latest edition) in all matters related to the creation of committees, the appointment or election of committee members, and the determination of committee duties. In the event of a conflict between Roberts' Rules of Order and Florida law or the Governing Documents, the latter shall control. Any such committee shall have the powers and duties assigned to it in the resolution creating the committee. Only committees assigned with the power to make final decisions regarding the expenditure of Association funds or committees vested with the power to approve or disapprove architectural decisions with respect to specific parcel of residential property owned by a member of the community are required to hold meetings that are open to members and notice and hold their meetings with the same formalities as required for Board meetings. Committees vested with the power to approve or disapprove architectural decisions with respect to a specified parcel of residential property owned by a member of the community may not vote by proxy or secret ballot. The Board of Directors may appoint and remove members of any committee by majority vote as it deems necessary, with or without cause.

**4.16 Emergency Powers.** The Board of Directors may exercise the emergency powers authorized by Sections 617.0207, 617.0303, and 720.316, Florida Statutes, as amended from time to time hereafter.

**4.17 Fiduciary Duty.** Each member of the Board of Directors and each officer of the Association have a fiduciary relationship with the members of the Association. This fiduciary relationship imposes obligations of trust and confidence in favor of the Association and its members. It requires each member of the Board to act in good faith and in a manner he or she believes to be in the best interests of the members of the Association. It means the Board members must exercise the care and diligence of an ordinarily prudent person when acting for the community, and it requires each of them to act within the scope of their authority.

Directors and officers of the Association must devote enough time and effort to the performance of their duties to ensure that they are reasonably and faithfully carried out on behalf of the Association. The fact that the Association is a corporation not-for-profit, or that the members of the Board are volunteers and unpaid, does not relieve them from the standards of trust and responsibility that the fiduciary relationship requires. When confronted with an issue involving special expertise such as a question of law, building or construction matters, insurance or accounting questions, or other similar issues, the law also contemplates that the Board of Directors or an officer will seek the appropriate advice of a professional considered competent in the field and rely upon that advice provided.

## **5. OFFICERS.**

**5.1 Officers and Elections.** The executive officers of the Association shall be a President and a Vice-President, who must be Directors, a Treasurer and a Secretary, all of whom shall be elected annually by a majority vote of the Board of Directors. Any officer may be removed with or without cause at any meeting by vote of a majority of the Directors. Any officer so removed shall return all books, records and property of the Association to the Association within seventy-two (72) hours of their removal. Any person except the President may hold two (2) or more offices. The Board may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association. If the Board so determines, there may be more than one (1) Vice-President, assistant secretaries or assistant treasurers and such other Officers and agents as may be deemed necessary.

**5.2 President.** The President shall be the chief executive officer of the Association; shall preside at all meetings of the members and Directors; shall be *ex-officio* a member of all standing committees; shall have general and active management of the business of the Association; and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages, and other contracts and documents requiring the seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Association.

**5.3 Vice-Presidents.** The Vice-Presidents, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and they shall perform such other duties as the Board of Directors shall assign.

**5.4 Secretary.** The Secretary shall attend meetings of the Board of Directors and all meetings of the members and shall cause all votes and the minutes of all proceedings to be recorded in a book or books to be kept for the purpose and shall perform like duties for standing committees when required. The Secretary shall give, or cause to be given, proper notice of all meetings of the members, and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the governing documents. Any of the foregoing duties may be performed by an Assistant Secretary, if one has been designated.

**5.5 Treasurer.** The Treasurer shall have the custody of Association funds and securities and be responsible for the keeping of full and accurate accounts of receipts and disbursements in books

belonging to the Association. The Treasurer is 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 are selected by the Board of Directors. The Treasurer shall oversee the disbursement of Association funds, keeping proper vouchers for such disbursements, and shall render to the President and Directors, at meetings of the Board, or whenever they may require it, a full accounting of all transactions and of the financial condition of the Association. The Treasurer shall prepare an annual budget of estimated revenues and expenses to present to the Board of Directors for approval. Any of the foregoing duties may be performed by an Assistant Treasurer, if one is elected.

**5.6 Compensation of Officers.** No compensation shall be paid to any officer for services as an officer of the Association. This provision does not preclude the Board of Directors from employing officers as employees of the Association, subject to applicable conflict-of-interest laws.

**6. FISCAL MATTERS.** The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following:

**6.1 Depository.** The Association shall maintain its funds in federally insured accounts at financial institutions located in the State of Florida, as designated from time to time by the Board. Withdrawal of monies from such accounts shall only be made by persons authorized by the Board. The foregoing notwithstanding, the Board may invest Association funds in interest-bearing accounts, money market funds, certificates of deposit, U.S. Government securities, and other similar investment vehicles.

**6.2 Accounts of the Association.** The Association shall maintain its accounting books and records according to generally accepted accounting principles. There shall be an individual account for each Lot, showing the owner's name and mailing address, assessment amounts and due dates, payments made with dates, and any balance due.

**6.3 Budget.** The Treasurer shall prepare, and the Board of Directors shall adopt a budget of Association estimated revenues and expenses for each coming fiscal year. Once adopted, the Association shall provide to each member 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 at least forty-five days prior to the beginning of each fiscal year. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and revenue and expense classifications. The estimated surplus or deficit as of the end of the current year shall be shown and all fees or charges for recreational amenities shall be set out separately. If the Board adopts in any fiscal year an annual budget which requires assessments against Owners to exceed one-hundred and fifteen percent (115%) of assessments for the preceding fiscal year, the Board shall conduct a special meeting of the Owners to consider a substitute budget if the Board receives, within twenty-one (21) days after adoption of the annual budget, a written request for a special meeting from at least ten percent (10%) of all voting interests. The special meeting shall be conducted within sixty (60) days after adoption of the annual budget. Owners may consider and adopt a substitute budget at the special meeting. A substitute budget shall be adopted if approved by fifty-one percent (51%) of all voting interests. If a quorum is not present at the special meeting or a substitute budget is not adopted, the annual budget previously adopted by the Board shall take effect as scheduled. Any determination of whether assessments exceed 115 percent of assessments for the prior fiscal year shall exclude any authorized provision for reasonable

reserves for repair or replacement of the common area and Association property, anticipated expenses of the Association which the Board does not expect to be incurred on a regular or annual basis, or assessments for betterments to the Common Area or Association property.

**6.4 Reserves.** The Board of Directors may establish in the budget one (1) or more reserve accounts for capital expenditures, deferred maintenance, or contingency reserves for unanticipated operating expenses. Board adopted reserve funds are not controlled by Chapter 720, Florida Statutes, and therefore may be spent, waived or used as approved by the Board. Membership adopted reserves are restricted by Chapter 720, Florida Statutes, and therefore Membership adopted reserves may only be used, waived or reduced on a yearly basis according to Chapter 720, Florida Statutes. The purpose of reserves is to provide financial stability and to avoid the need for Special Assessments. The annual amounts proposed to be so reserved shall be shown in the annual budget.

**6.5 Assessments; Installments.** The regular annual Assessment based on an adopted budget shall be paid in quarterly installments, in advance, due on the first day of the quarter of each year. Written notice of the annual Assessment shall be sent to the owners of each Lot prior to the first quarterly installment being due, but failure to send (or receive) such notice does not excuse the obligation to pay. If an annual budget for a new fiscal year has not been adopted, or if notice of any increase has not been made at the time the payment for the first quarterly installment is due, it shall be presumed that the amount of such installment is the same as the last quarterly installment, and payments shall be continued at such rate until a budget is adopted and new annual Assessments are calculated, at which time an appropriate adjustment shall be added to or subtracted from each Lot's next due quarterly installment. Any Assessments which are not paid when due shall be delinquent. If the Assessment is not paid within fifteen (15) days after the due date shall accrue interest from the due date at the highest rate allowed by law and shall incur a late fee in the highest amount allowed by law. Interest and late fees will continue to accrue for each unpaid Assessment until such time as the Assessments, interest, late fees and any other costs of collection incurred by the Association, including, but not limited to, attorney's fees and costs are paid in full.

**6.6 Special Assessments.** Special Assessments may be imposed by the Board of Directors when necessary to meet unusual, unexpected, unbudgeted or non-recurring expenses, or for such other purposes as are authorized by the Declaration and these Bylaws. Special Assessments are due on the day specified in the resolution of the Board approving such Assessment. The notice of any Board meeting at which a Special Assessment will be considered shall be given as provided in Section 4.8 above; and the notice to the owners that the Assessment has been levied must contain a statement of the purpose(s) of the Assessment.

**6.7 Fidelity Bonds.** The President, Treasurer, and all other persons who are authorized to sign checks, shall be bonded in such amounts as may be required by law or as determined by the Board of Directors. The premiums on such bonds shall be paid as a Common Expense.

**6.8 Financial Reports.** Not later than ninety (90) days after the close of each fiscal year, the Board shall cause to be prepared a financial report as prescribed in Section 720.303, Florida Statutes. The Association shall provide each member with a copy of the financial report or a written notice that a copy of the financial report is available upon request at no charge to the member.

**6.9 Audits.** A formal, certified audit of the accounts of the Association, if required by law, by vote of a majority of the voting interests, or by a majority of the Directors, shall be made by a certified public accountant, and a copy of the audit report shall be available to all members.

**6.10 Application of Payments and Co-Mingling of Funds.** All monies collected by the Association may be co-mingled in a single fund or divided into two (2) or more funds, as determined by the Board of Directors. Regardless of any restrictive endorsement all payments on account by a Lot owner shall first be applied to late fees, interest, costs, attorney's fees, other charges, fines and then to regular or Special Assessments. Reserves established pursuant to Section 720.303(6)(d), Florida Statutes, shall be kept in a separate account and may not be co-mingled with other monies of the Association. Notwithstanding the foregoing, any restrictive endorsement purporting that a payment constitutes full satisfaction of the account, when the amount tendered is less than the total balance owed to the Association, shall not be deemed an accord and satisfaction. The Association may deposit such payment as a partial payment without waiving its right to collect the remaining balance.

**6.11 Fiscal Year.** The Association's fiscal year shall begin on January 1st and end on December 31st of each calendar year.

**7. RULES AND REGULATIONS; USE RESTRICTIONS.** The Board of Directors shall have the authority to adopt, amend, and repeal administrative Rules and Regulations from time to time. Such Rules and Regulations shall govern the use, maintenance, management, and control of the Common Areas, the Lots and the operation of the Association. Copies of all Rules and Regulations shall be provided to each Lot Owner.

**8. COMPLIANCE AND DEFAULT; REMEDIES.** In addition to the remedies provided in the Declaration, the following provisions shall apply:

**8.1 Fines; Suspensions.** The Board of Directors may levy fines and/or suspensions against members, or members' family, tenants or guests, or both, who commit violations of Chapters 617 or 720, Florida Statutes, the provisions of the governing documents, or the rules and regulations, or who condone such violations by their family members, tenants, guests, or lessees. Fines shall be in amounts deemed necessary by the Board to deter future violations, but in no event shall any single fine for a non-continuing violation exceed the maximum amount allowed by law. The maximum fine for a continuing violation shall be \$2,500.00. As allowed by law, fines shall be secured by a lien on the Owner's Lot. Suspensions of the use of Common Areas, facilities, and common non-essential services (such as bulk cable tv, internet, or "fast pass" gate entry access) may be imposed for a reasonable period of time to deter future violations. The procedure for imposing fines or suspending use rights shall be as follows:

(A) Notice. The party against whom the fine and/or suspension is sought to be levied or imposed shall be afforded an opportunity for hearing after reasonable notice of not less than fourteen (14) days, and the notice shall include:

- (1) a statement of the date, time and place of the hearing;

- (2) a specific designation of the provisions of Chapter 720, Florida Statutes, the governing documents, or the rules which are alleged to have been violated;
- (3) a short and plain statement of the specific facts giving rise to the alleged violation(s); and
- (4) the possible amounts of any proposed fine and/or possible use rights of Common Areas or facilities to be suspended.

(B) Hearing. At the hearing, the party against whom the fine and/or suspension may be levied shall have a reasonable opportunity to respond, to present evidence, and to provide written and oral arguments on all issues involved, and to review, challenge, and respond to any evidence or testimony presented by the Association. The hearing shall be conducted before a panel of three (3) Lot Owners appointed by the Board, none of whom may then be serving as Directors or officers, or who are employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee. If the committee, by majority vote, does not agree with the proposed fine and/or suspension, it may not be levied or imposed. If the committee agrees with the proposed fine and/or suspension, the Board of Directors shall levy same. Any such fine levied by the Board of Directors shall be paid within thirty (30) days from the date of delivery of the written notice to the Lot owner or at such other time as specified in Chapter 720, Florida Statutes.

(C) Attorney's Fees and Costs. If the Association initiates legal action to collect unpaid fines, the non-prevailing party in such action shall pay the prevailing party's reasonable attorney's fees and costs incurred in such action.

**8.2 Suspensions and Fines Without Hearing**. Notwithstanding the above, as provided in Section 720.305(3) and (4), Florida Statutes, no opportunity for a hearing is required for the imposition of a suspension upon any member because of the failure of the member to pay Assessments or other charges when due.

**8.3 Correction of Health and Safety Hazards**. Any violations of the Association rules which creates conditions of the property which are deemed by the Board of Directors to be a hazard to the public health or safety may be dealt with immediately as an emergency matter by the Association, and the cost thereof shall be charged to the Lot Owner.

**9. AMENDMENT OF BYLAWS**. Amendments to these Bylaws shall be proposed and adopted as follows:

**9.1 Proposal**. Amendments may be proposed by a majority vote of the Board of Directors or by a petition signed by at least twenty-five percent (25%) of the voting interests. Proposed amendments shall be submitted to a vote of the members no later than the next annual meeting.

**9.2 Vote Required**. Except as otherwise required by Florida law or these Bylaws, an amendment shall be adopted only if approved by the affirmative vote of at least two-thirds (2/3rds) of the voting interests present and voting, either in person or by proxy, at a duly called meeting of the members.

**9.3 Effective Date.** An adopted amendment shall become effective upon its recording in the Public Records of Collier County, Florida, with the same formalities required for recording amendments to the Declaration.

**10. MISCELLANEOUS.**

**10.1 Gender; Number.** Whenever the masculine or singular form is used in these Bylaws, it shall be interpreted to include the feminine, neuter, or plural form, as the context may require.

**10.2 Severability.** If any provision in these Bylaws is determined to be invalid or unenforceable, the remainder of the Bylaws shall remain in full force and effect.

**10.3 Conflict.** In the event of an irreconcilable conflict between the provisions of these Bylaws and those of the Declaration of Covenants, Conditions, Restrictions, and Easements, or the Association's Articles of Incorporation, the provisions of the Declaration or Articles shall control.