

Changes to the By-Laws from 2/22/20

Article III. MEMBERS

Section B. Voting Rights

This Section will be deleted in its entirety and replaced with the following:

For each Lot the Owner(s) thereof shall have one vote on all matters to come before the Association. Where a Lot is owned by more than one person or by a corporation or other entity, the vote for such Lot shall be cast by the person named in a certificate signed by all the Owners of such Lot, or by the individual(s) with documented authority for the Lot (e.g., Executor, Power of Attorney), and filed with the Secretary of the Association. Only the person named in the certificate may vote in Association matters. Such certificate shall be valid until revoked by a subsequent certificate similarly signed and filed.

This will now match 'Voting Rights' in the Declaration.

Article IV. OFFICERS

Section D. Vacancies

A vacancy in any office may be filled by appointment by a majority vote of the Board. The ~~officer~~ **person** appointed to such vacancy shall serve for the remainder of the term(s) of the officer replaced.

Section F. Duties

5. **The Treasurer, in conjunction with a Management Company if contracted,** shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board; keep proper books of account; cause an annual audit, **or financial review as determined by vote of the membership,** of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and provide a notice of availability of such statement to the Members. **[FS 720.303 (7) (d)]**

6. **No member, director or officer shall have any apparent or actual authority to act on behalf of the Association except as expressly authorized by the Declaration, Articles, By-Laws or by an express act of the Association. [FS 720.303 (1)]**

Changes to the By-Laws from 2/22/20

Article V. MEETINGS

B. Meetings of the Board

6. Open Meetings

Meetings of the Board of Directors, except 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, shall be open to all Owners and notices of meetings shall be posted in a conspicuous place on the Association property at least 48 hours in advance, except in an emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

[720.303 (2) (a)]

C. Order of Business

This Section will be deleted in its entirety and replaced with the following:

The order of Business shall be as set forth in the agenda for the meeting. The following should be considered in preparing the agenda.

1. Roll Call of Directors
2. Proof of notice of meeting
3. Approval of minutes of previous meeting
4. Officer reports
5. Committee reports
6. Old business
7. New Business
8. Membership participation
9. Adjournment

Article VI, BOARD OF DIRECTORS

A. Nomination

Nomination for election to the Board of Directors shall be by a Nominating Committee. Nominations may also be made from the floor at the ~~September~~ October Board meeting after which all nominations will be closed. [FS 720.306 (9)]

D. Removal by Recall

This section shall be deleted in its entirety and replaced with the following:

Director may be removed by recall using the procedure described in Florida Statute Chapter 720.303 (10).

Changes to the By-Laws from 2/22/20

E. Vacancies

2. If vacancies occur as a result of a recall ~~and a majority of the directors are removed, the vacancies shall be filled by members voting in favor of the recall; if removal is at a meeting, any vacancies shall be filled by members at the meeting. If the recall occurred by agreement in writing or by written ballot, members may vote for replacement directors in the same instrument~~ pursuant to applicable law. [FS 720.303 (10) (e)]

G. Powers

The Board shall have all powers as ascribed in the applicable Florida Statutes, including the power to:

3. Declare the office of a member of the Board to be vacant in the event such Board member shall be absent, without cause and notification, from ~~three (3)~~ two (2) consecutive regular meetings of the Board;

H. Duties

It shall be the duty of the Board:

5. To make available to each Member ~~an audited~~ a financial statement ~~no later than one hundred (100) days~~ after the close of the fiscal year. [FS 720.303 (5)]

Article VII, COMMITTEES

A. Committee Chairpersons

All standing committee chairpersons shall be appointed by the President ~~following the December meeting.~~ A current list of the chairpersons shall be conspicuously posted in the Clubhouse. The chairperson of each committee shall then select the members. The President is an ex-officio member of each committee, except for the Nominating and Tabulating Committees. The President and/or Board of Directors shall have the power from time to time to replace committee chairpersons.

C. Standing Committees

2. Architectural Control Committee

This committee shall assist in the enforcement of restrictions/codes listed in the Declaration. It shall receive for approval requests for new home construction, changes, additions and/or improvements to the external structures of each Unit and Lot. The meetings of this committee are required to be open to all members, with agenda posted and minutes kept in the same manner as required for Board meetings. The chairperson shall report monthly to the Board. [FS 720.303 (2) (a)]

Changes to the By-Laws from 2/22/20

4. Education Committee

This committee shall coordinate classes/activities for interested residents. Particular attention shall be given to intellectual, cultural and recreational activities for elder adults age 55 and over. The chairperson shall maintain a working relationship with such institutions of higher learning to schedule courses which will be directed to maintaining the Association's "Elder Adult Status" per the requirements of the Fair Housing Act (Housing For Older Persons Act Of 1995, as updated). The chairperson shall report ~~monthly~~ as needed to the Board.

9. Kitchen/~~Breakfast~~ Committee,

This committee shall ~~provide a quarterly breakfast for interested residents. Profits there from shall be used to~~ purchase supplies and equipment for the clubhouse kitchen. The chairperson shall report ~~quarterly~~ as needed to the Board.

10. Lease Review Committee

This committee shall monitor and approve leases of residences as outlined in the Declaration as amended and the Lease Review Procedure. Particular care must be given to ensure that the age of each potential lessee does not affect the Association's ability to maintain its "Elder Adult Status". The chairperson shall report ~~monthly~~ as needed to the Board.

11. Legal Committee

This Committee shall have the overall responsibility to review and/or draft all documents governing and supporting the operations of the Association and to provide guidance or recommendations to the Board. The chairperson shall report ~~monthly~~ as needed to the Board.

14. Welcome Committee

This committee chairperson and members shall greet all new residents and deliver resident identification tags. They will briefly explain the rules and regulations and ascertain that each new resident has a copy of all necessary Edgewater Landing documents. The chairperson ~~shall introduce new members at each monthly meeting~~ will inform the Human Resources Committee of all new members and will use the Pelican's Pouch to identify new residents to the membership.

Article IX, PARLIMENTARY AUTHORITY

The rules contained in an edition of Robert's Rules of Order identified by the Board, or such other parliamentary authority as adopted by the Board of Directors from time to time, shall govern the Association in all cases to which they are applicable.

Changes to the By-Laws from 2/22/20

Article X, FISCAL MANAGEMENT

A. Accounting Methods

The Association shall use ~~the accrual basis method of accounting~~ generally accepted accounting principles for common interest realty associations and shall maintain accounting records for the Association and separate accounting records for each Lot in accordance with generally accepted accounting practices. The accounting records shall be open to inspection by Members and Mortgagees or their respective authorized representatives at reasonable times. ~~Such authorization as a representative of a Member must be in writing and signed by the person giving the authorization and dated within sixty (60) days of the date of the inspection.~~ Written summaries of the accounting records shall be available at least annually to the Members. Such records shall include but not be limited to those items as required by law. [FS720.303 (4)]

- ~~1. Accurate and detailed records of all receipts and expenditures.~~
- ~~2. A current account and a periodic statement of the account for each Member of the Association, designating the name of the Member, the due date and amount of each assessment, the amount paid upon the account and the balance due.~~
- ~~3. All audits, reviews, accounting statements, and financial reports of the Association.~~
- ~~4. All contracts for work to be performed. Bids for work to be performed shall also be considered official records and shall be maintained for a period of 1 year.~~

F. Audit

A report of the audited or reviewed accounts of the Association shall be made annually pursuant to applicable law. [FS 720.303 (7) (d)] ~~by an auditor, accountant or Certified Public Accountant and a copy of the report shall be posted in a prominent place within the Clubhouse at the earliest possible date. The report shall be deemed to be furnished to the Member or Owner upon its posting. Upon written request therefore, the holder, insurer or guarantor of a first mortgage upon any property in Edgewater Landing shall be entitled to receive, for a reasonable fee to be set by the Board, audited financial statements of the Association for the prior fiscal year.~~

Article XI, AMENDMENTS

1. These By-Laws may be altered, amended or rescinded by a the affirmative vote of fifty-one percent (51%) of all of the Members entitled to vote. Voting procedure used for amendments to Edgewater Landing Documents will be A Vote by Mail. Any proposal to alter, amend or rescind these By-Laws shall be submitted to the Members for consideration at least thirty (30) days prior to the date set for the meeting to announce the results.

Changes to the By-Laws from 2/22/20

2. Amendments for correction of a scrivener's error and non-material changes (as reasonably determined by the Board) may be made by the Board, without the need or consent of the owners, provided, however, that no amendment shall be effective which shall impair or prejudice the rights or priorities of any owner, the Association, or of any Mortgagee, under any of the Edgewater Landing Documents without the specific written approval of the owner, the Association or any Mortgage affected thereby; and

3. The Association shall provide a copy of any recorded amendment to the By-Laws to all Owners and to all Mortgagees having requested notice.

Article XIII, INDEMNIFICATION/INSURANCE/BONDS

A. Indemnification

Except for actions by the Association against a director or officer for a breach of fiduciary duty, eEvery Director and Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon the party in connection with any proceeding to which the Director, Officer, or Member may be a party or in which they may be involved by reason of the party being or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred. In the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of corporate duties, the indemnification shall apply only when the Board approves the settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person is entitled. 'Members of the Association serving the Association at its request' does NOT include club officers.