

Amended By-Laws

of

EL DE ORO HOMEOWNERS' ASSOCIATION

Substantial re-wording of the By-Laws. Below is the current version.

ARTICLE I

Name and Purpose of Association

Section 1. This Association shall be known as the EL DE ORO HOMEOWNERS' ASSOCIATION, INC.

Section 2. The purpose of this Association shall be:

- A. To identify and communicate areas of a legal, social, economic or political nature that affect homeowners of the EL DE ORO SUBDIVISION.
- B. To initiate, promote and support action to protect and benefit the homeowners of EL DE ORO as citizens; as a group; as a part of the City of Largo, the County of Pinellas, and the State of Florida.
- C. To investigate facts and to collect and distribute information regarding appropriate matters affecting homeowners of the EL DE ORO SUBDIVISION.
- D. To take action regarding appropriate matters affecting the homeowners of EL DE ORO as a result of membership decisions.
- E. To engage in such other activities as may be of mutual benefit to the residents and homeowners of property located in EL DE ORO SUBDIVISION.
- F. To fulfill its rights and responsibilities under and pursuant to the recorded Deed Restrictions.
- G. To fulfill its rights and responsibilities under and pursuant to Chapter 720, Florida Statutes, as amended from time to time, and Chapter 617, Florida Statutes, as amended from time to time.

ARTICLE II

Membership

Section 1. All owners and subsequent owners of the properties within El De Oro Subdivision by virtue of taking title to said lot ownership become a member of the El De Oro Homeowners' Association.

Section 2. Each membership shall include the entire household. However, each membership shall be limited to one unit vote for all matters voted upon. If a lot is owned by one person, his or her right to vote shall be established by the record title to the lot. If a lot is owned by a corporation or other entity, the officer, agent or employee thereof entitled to cast the vote of the corporation or other entity therefore shall be designated in a certificate for this purpose signed by the President or a Vice President of a corporation or manager or other authorized agent of the entity, and filed with the Secretary of the Association. With regard to a lot owned by more than one (1) person, any of the joint owners may vote on behalf of such lot, but in no event shall more

than one (1) vote be cast for a particular lot. If more than one (1) vote is cast, the votes will nullify one another and shall not be counted.

Section 3. A membership shall remain in good standing and shall be entitled to all the rights, privileges and benefits of membership so long as such membership shall abide by the Governing Documents of the Association including the By-Laws and Deed Restrictions of this Association, as well as all amendments and other documents controlling the Association and the membership, and shall not be in default in payment of annual dues and/or assessment charges as herein provided.

Section 4. Membership in this Association shall automatically transfer, with the transfer of ownership in property, to the new owner.

### ARTICLE III

#### Assessment/Dues

Section 1. The annual assessment/dues of the Association shall be payable on or before October 1 of each year. The Association is not required to provide a reminder to members of the payment due but may do so as a courtesy. Any membership assessment/dues which remain unpaid for a period of thirty (30) days from said date shall be subject to the filing of a lien and shall bear interest from the due date at the maximum rate of interest allowed by law and be subject to a late fee at the maximum amount allowed by law as well as administrative fees. The delinquent member will be subject to pay the interest, late fees, administrative fees, attorney fees and legal costs as well as the assessments. The Association may bring an action at law against the member personally obligated to pay the same, and/or foreclose the lien against the lot.

Section 2. Dues shall be established each year at the annual meeting of the Association by a majority vote of the members present. If an annual meeting of the Members cannot be held because of a failure to meet quorum, the Board of Directors shall set a meeting within 10 days of when the Annual Membership Meeting was supposed to be held and Board of Directors by majority vote shall establish the assessment/dues.

Section 3. Special Assessment. In addition to the annual assessments/dues authorized above, the Association through the Board of Directors may levy in any assessment/dues year a special assessment for costs for which the Association is required to pay for any reason for which it has not have budgeted for, which all members are responsible to pay pursuant to the terms determined by the Board of Directors.

Section 4. Special Assessments for Lot Owners/Members Obligations. In the event a Lot Owner/Member fails to perform such maintenance, repair or replacement required or actions by the Lot Owner/Member or family, guest or invitee of the Lot Owner/Member results in the Association incurring costs for corrective action as a result of damage to the areas for which it is responsible for, the Association shall specially assess the Lot Owner/Member for the cost which shall be due and payable in 30 days. If not paid in 30 days, it shall be subject to interest, late fees, administrative fees, attorney fees and legal costs as set forth in Section 1 of the Article.

Section 5. Lien for Assessments. All sums assessed to any member together with interest, late fees, administrative costs and expenses of collection including attorney fees and legal costs, shall be secured by a continuing lien on such lot(s) held by the Member in favor of the Association and be a personal obligation due by the member which may be enforced by the Association bringing an action at law against the member personally or foreclosure.

## ARTICLE IV

### Directors and Officers

Section 1. The business of the Association shall be managed by a Board of Directors. They shall be elected by the Association's membership annually. Board members shall not be from the same household unless there are no other candidates willing to fill the vacancy on the Board. The Board should consist of seven (7) Directors. However, when vacancies occur, a minimum of five (5) Directors may function as a legitimate Board until such time as the existing Board can nominate additional Directors from the Association's membership. Nominations for vacancies between elections are voted on by the Board. These nominated Directors will serve until the next annual election cycle.

Section 2. A majority of the existing Board will constitute a quorum for the transaction of Association business. All votes by the Board must pass by a majority. A tie vote is not a majority and consequently is lost if it is a tie vote.

Section 3. The Officers of the Board of Directors will consist of a President, a Vice President, a Secretary and a Treasurer. Officers cannot be from the same Association member household.

Section 4. The President will be a member; ex officio, on all committees.

## ARTICLE V

### Election of Directors and Officers

Section 1. The Board of Directors of the Association will be elected on a yearly basis at the annual Association Meeting. Each candidate for the Board of Directors must complete a short biographical form that will be submitted for distribution at least 30 days in advance of the Annual Meeting so as to include information with the Notice Package for the Annual Meeting.

Section 2. Nominees must meet the requirements as set by Chapter 720, Florida Statutes.

Section 3. During an election, each Association member household will be allowed one vote. Renters may not vote. Proxies will be allowed and anyone holding a proxy may vote a ballot as a proxy holder. All legitimate ballots will be accounted for.

Section 4. The existing Board may form a committee whose goal is to solicit additional nominees if there will be less than seven (7) candidates interested in serving on the Board of Directors.

Section 5. Additional nominations may be accepted from the assembled Association members during the annual meeting after being nominated and seconded, so as to be included in the Election.

Section 6. All elections to the Board of Directors shall be made on a ballot, which is to be completed by the eligible voter, or alternatively the eligible voter may provide a proxy to another member for purposes of voting at the election meeting. In order to be valid, the ballot must be completed by an authorized voting member or his or her proxy holder.

Section 7. At the election of Directors by Members, the Members or their proxy holders may cast as many votes as they are entitled under the Declaration with respect to each vacancy. The candidates receiving the largest number of votes shall be elected.

Section 8. If there are fewer candidates than vacancies to be filled, the candidates who have been nominated shall be automatically elected to fill vacancies, and the remaining vacancies shall be filled by appointment by the newly constituted Board, including the new board members who have automatically assumed a position on the Board.

Section 9. In the event of a tie vote, a runoff election shall be held with ten (10) days notice to the Members, pursuant to a written ballot which is to be submitted at or prior to the special membership meeting to be held for this purpose unless one candidate steps down.

Section 10. Immediately after the newly elected Board of Directors has been identified through the election process at the Annual Homeowners' Association Meeting, and the meeting has been adjourned, the new Board members will hold an Organization Meeting to elect the Officers of the Board by secret ballot; those ballots to become a record of the association. The Officers shall be chosen from the members of the Board of Directors. The Organization Meeting can be postponed if there is a delay with the election of the Board because of a tie.

Section 11. Officers serve at the pleasure of the Board and can be removed and replaced from Office with a majority vote of the Board.

Section 12. Vacancies, as they occur among the Officers or among the Board Members, can be filled for the unexpired yearly term by simple appointment by a majority of the Board of Directors.

## ARTICLE VI

### Duties of Officers

Section 1. President – The President shall preside at all meetings of the membership of the Association and of the Board of Directors and shall appoint and oversee such committees as the Directors shall consider expedient or necessary. The President shall sign all contracts and other legal documents for the Association. The President shall see that orders and resolutions of the Board are carried out.

In the absence of any Officer positions, the President and Vice President will either assume responsibility of said position(s) or delegate to other Officers as appropriate, until the position(s) are filled.

Section 2. Vice President – In the absence of the President, the Vice President shall perform the duties, and in the absence of both President and Vice President, the Secretary shall preside and assume the duties, of the President. As mentioned in Section 1 above, the Vice President will work with the President to fill Officer positions that may be left open.

Section 3. Secretary – The Secretary shall keep records of the Association with exception of those that are the responsibility of the Treasurer. The Secretary shall keep minutes of all meetings of the Association and of the Board of Directors, and perform such duties as may be required of him or her by the By-Laws or other Governing Documents or by the applicable Florida Statutes, or as instruction by the President, or the Board of Directors; the Secretary shall distribute minutes of all meetings within seven (7) days of any meeting taking place. The Secretary shall post all notices of meetings of the Association and Board of Directors three (3) days prior to the scheduled meeting.

Section 4. Treasurer - The Treasurer shall have charge of all receipts and moneys of the Association, deposit same in the name of the Association in a depository designated by resolution of the Board of Directors, and shall disburse said funds as necessary for purposes as ordered or authorized by the Board of Directors. The policy of disbursement of the funds is set forth below which allows for the Treasurer along with the President, or specially designated Officer to sign checks.

The Treasurer shall keep regular accounts of and collect all charges due from members and shall keep regular accounts of receipts and disbursements; submit said record when requested and give an itemized statement of same at meetings of the Board of Directors and at regular meetings of the Association. The Treasurer shall prepare all checks and withdrawal accounts, and the same be honored when presented with both the Treasurer's signature and the signature of the President, and, in the absence of one or the other, by an Officer or Officers designated by special resolution of the Board of Directors.

Should the Association employ a Management Company to assume the responsibility of the above-mentioned financial tasks, the Treasurer will oversee the work performed by the Management Company by reviewing financial reports monthly. The Treasurer will keep records of the monthly reports.

## ARTICLE VII

### Duties of Board of Directors

Section 1. The Board of Directors shall have control of the property and affairs of the Association, shall fix its policies, and shall require such surety bonds, as it may deem advisable. The Board shall have power to hold meetings; appoint committees; authorize proper expenditures; designate by appropriate resolution the depositories of the funds of the

Association. The Board of Directors shall be responsible for complying with the Financial Reporting set forth in Section 720.303(7), Florida Statutes as amended from time to time. The Board of Directors must prepare a proposed budget for the annual meeting. The Board shall take all other proper and necessary steps to carry out the purpose of the Association and promote its best interests in compliance with Section 720.303(6), Florida Statutes, as amended from time to time.

It is the responsibility of all members of the Board of Directors to be aware of and understand the contents of the Association's Deed Restrictions and By-Laws, as well as all amendments and other documents controlling the Association and the membership as well as Chapter 720, Florida Statutes, as amended from time to time.

The Board of Directors shall have authority to levy fines upon a member for violations of the Governing Documents as allowed pursuant to Section 720.305, Florida Statutes, as amended from time to time.

## ARTICLE VIII

### Committees

Section 1. Financial Review Committee. The Board of Directors will appoint a financial review committee at the annual meeting of no less than three (3) members to conduct an independent review of the business accounts for the Association once a year.

Section 2. Other Committees. The President may, with the approval of the Board of Directors, at any time, appoint other committees on any subject for which there are no standing committees of the Association.

Section 3. Committee Quorum. A majority of any committee of the Association shall constitute a quorum for the transaction of business.

Section 4. Committee Vacancies. The President shall have the power to fill vacancies in the membership of any committees.

## ARTICLE IX

### Meetings of the Board of Directors

Section 1. Place of Meeting. Meetings of the Board of Directors shall be held at such place within the County of Pinellas, State of Florida, as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of meeting. Board meetings shall be open to the general membership. Meetings of the Board with an attorney representing the Association to discuss proposed or pending litigation or Board Meetings to discuss personnel matters are closed to the members.

Section 2. Members Speaking at Meetings. A member of the Association may speak at a Board meeting or membership meeting regarding any item on the agenda for a total of no more than

three minutes; however the member must sign in prior to the beginning of the meeting and indicate a desire to speak. This rule is not in effect during any open floor discussion at a meeting.

Section 3. Regular Meetings, Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors.

Section 4. Special Meetings. Special meetings may be held at any time upon the call of the President or Vice-President, or a majority of the Board members, with not less than three (3) days' notice before such meeting.

Section 5. Notice of Meetings. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. Meetings may be held at any time but require written notice to be posted on the message board at least 48 hours in advance of the meeting identifying the date, time and location. .

Section 6. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 7. Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in absence of a meeting which they could take at a meeting by obtaining written approval of all Directors. Email does qualify as written approval. Any action so approved shall have the effect as though taken at a meeting of the Directors.

## ARTICLE X

### Meetings of Association

Section 1. Time and place of meetings. Meetings of the Association shall be held at such place within the County of Pinellas, State of Florida, and at such times as herein provided, or as may be specified in the notice of meeting.

Section 2. Annual Meetings. There shall be an annual meeting of the Association during the month of September, in each year, for the election of members of the Board of Directors and for receiving the annual reports of Officers, Directors, and Committees, and the transaction of other business.

Section 3. Special Meetings. Special meetings of the Association may be held at such times and places as may be fixed by order of the Board of Directors.

Section 4. Notice of Meetings. Meetings of this organization may be called by the President when deemed in the best interest of the organization. All notices of meeting shall set forth the place, date, time, and general purpose of the meeting.

Section 5. Quorum. A quorum shall constitute twenty percent (20%) or more of the memberships entitled to vote in person or by proxy.

Section 6.

- A. Each owner-occupied residential parcel of real estate in El De Oro shall constitute a membership of the Association for the purposes of voting at meetings of the Association and each membership shall be entitled to cast one vote, except as otherwise provided by law, or the Certificate of Incorporation, or these By-Laws, and all actions shall be decided by a majority of the number of votes cast by memberships voting at the meeting in person or by proxy if quorum is met.
- B. To be entitled to vote at any meeting electing Directors by proxy or proxies, the holder thereof must file same with the Secretary prior to the meeting for said election.

Section 7. Order of Business for the Annual Meeting. The order of business at the annual meeting of the Association shall be as follows:

1. Report of the Roll
2. Proof of Notice of the Meeting
3. Reading of the Minutes of last Annual Meeting
4. Receiving Communications
5. Reports of Officers
6. Reports of Committees
7. Unfinished Business
8. Election of Directors
9. New business

This order of business may be altered or suspended at any meeting by the Board of Directors present and any questions as to priority of business shall be decided by the Chair without debate.

Section 8. Parliamentary Authority. All matters of Parliamentary Procedure covered by these By-Laws shall be regulated by Robert's Rules of Order. However, all membership meetings shall be chaired by the person designated by a majority vote of the Board of Directors.

## ARTICLE XI

### Amendments

Section 1. These By-Laws may be amended only by a majority vote of the membership of the Association voting in person or by proxy at a meeting at which a quorum is present, provided the amendments were submitted to the membership in writing at least two (2) weeks in advance of the meeting.

Section 2. Amendments may be proposed in two ways:

- A. By Board of Directors
- B. General Membership

Board of Directors must submit the proposed amendment in writing to the membership at least fourteen (14) days prior to the General Meeting at which action will be taken.

General Membership. Any ten (10) or more members may propose an amendment by submitting a signed petition to the Secretary for general distribution to the membership at least two (2) weeks prior to the General Meeting.

## ARTICLE XII

### Conflicts

In the case of any conflict between these By-Laws and the Deed Restrictions, the Deed Restrictions shall control.

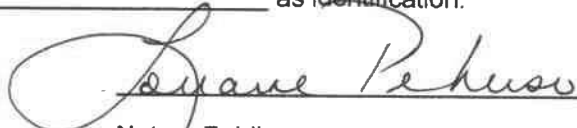
## ARTICLE XIII

### Indemnification of Officers and Directors

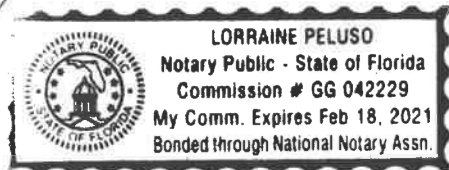
Every Director and Officer for the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees reasonably incurred by or imposed upon him in connection with any proceeding or settlement thereof in which he may become involved, by reason of his being or having been a Director or Officer of the Association. This indemnification shall apply whether or not he is a Director or Officer at the time such liabilities or expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement and reimbursement as being for 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 such Directors or Officer may be entitled. The Board of Directors of the Association shall have the power to purchase and maintain insurance to cover such indemnification.

State of Florida  
County of Pinellas

The forgoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 2018, by Cheryl Wonderly as President of El De Oro Homeowners' Association, Inc., on behalf of the corporation. She is personally known to me or provided \_\_\_\_\_ as identification.

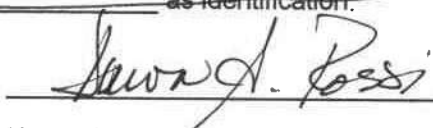
  
\_\_\_\_\_  
Notary Public (SEAL)

My Commission Expires:



State of Florida  
County of Pinellas

The forgoing instrument was acknowledged before me this 27<sup>th</sup> day of August, 2018, by Lorraine Peluso as Secretary of El De Oro Homeowners' Association, Inc., on behalf of the corporation. She is personally known to me or provided \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public (SEAL)

My Commission Expires:

