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Exhibit "C"

2nd AMENDED AND RESTATED BYLAWS

OF

ROSEATE COURT ASSOCIATION, INC.

[*Substantial Rewording of the Bylaws. See existing Bylaws for present text.*]

ARTICLE 1
IDENTITY AND PURPOSE

These are the Bylaws of ROSEATE COURT ASSOCIATION, INC., ("the Association"), a Corporation not for profit under the laws of the State of Florida. The Articles of Incorporation of the Association were initially filed in the office of the Secretary of the State of Florida on March 23, 1990. The Association has been organized to administer the Declaration of Covenants and Restrictions for Roseate Court, formerly known as the Declaration of Covenants and Restrictions for Spoonbill Court at Perico Bay Club ("the Declaration"), located in Manatee County, Florida.

1.1 PRINCIPAL OFFICE. The principal office of the Association shall be located at 5602 Marquesas Circle #103, Sarasota, Florida 34233. The Board of Directors of the Association may change the location or address of the principal office of the Association from time to time.

1.2 CORPORATE SEAL. The seal of the Association shall bear the name of the corporation, the word "Florida," the words "Corporation Not for Profit," and the year of incorporation (1990). Alternatively, the words "Corporate Seal" or "Seal" may serve as the seal of the Association.

ARTICLE 2
DEFINITIONS

The terms used herein shall have the same definitions as stated in the Declaration and the Homeowners' Association Act (Chapter 720, Florida Statutes), unless the context requires otherwise. If there is a dispute over the proper definition of a vague or ambiguous term that is not otherwise defined by the Declaration or by the Homeowners' Association Act, the Association's Board of Directors shall provide a reasonable definition of the term or may adopt any standard dictionary definition of the term.

ARTICLE 3
MEMBERSHIP

3.1 Eligibility. Any person or entity that holds title in fee simple to a lot in the Subdivision shall by virtue of such ownership, automatically be a member of the Association.

3.2 Change of Membership. Change of an Owner's membership in the Association shall be established by recording in the Office of the Clerk of the Circuit Court of Manatee County, Florida, a deed or other instrument establishing record title to a Lot. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association, and the membership of the prior Owner shall terminate. The new Owner shall furnish the Association with a copy of the deed (or other instrument) within thirty (30) days after transfer of ownership.

3.3 Restraint upon Assignment of Membership, Shares, and Assets. The membership of an Owner and the share of a Member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Lot.

ARTICLE 4
VOTING

4.1 Voting Rights. The Member or Members who are the record owners of each Lot in the Subdivision shall be collectively entitled to one (1) vote for each such Lot. If a Member owns more than one Lot, the Member shall be entitled to one (1) vote for each Lot owned. A vote may not be divided.

4.2 Voting Procedure. All determinations of requisite majorities and quorums for all purposes under the Declaration, the Articles of Incorporation, and these Bylaws shall be made by reference to the number of Lots owned by Members entitled to vote. Decisions of the Association shall be made by a simple majority of votes entitled to be cast by Members represented at a meeting at which a quorum is present, unless a greater percentage is required by the Declaration, the Articles of Incorporation, or these Bylaws.

4.3 Designation of Voting Representative. The right to cast the vote attributable to each Lot shall be determined, established, and limited pursuant to the provisions of this Article 4.3 as follows:

(a) Single Owner. If the Lot is owned by one (1) natural person, that person shall be entitled to cast the vote for the Lot.

(b) Multiple Owners. If a Lot is owned by more than one (1) person, either as co-tenants or joint tenants, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by all of the record owners and filed with the Secretary of the Association.

(c) Life Estate with Remainder Interest. If a Lot is owned by a life tenant, with others owning the remainder interest, the life tenant shall be entitled to cast the vote for the Lot. If the life estate is owned by more than one person, the authority to vote shall be determined as herein otherwise provided for voting by persons owning a Lot in fee in the same manner as the life tenants own the life estate.

(d) Corporation. If a Lot is owned by a corporation, the Officers or employees thereof entitled to cast the vote for the Lot shall be designated by a certificate executed by an executive officer of the corporation and attested by the Secretary or an Assistant Secretary of the corporation, and filed with the Secretary of the Association.

(e) Trustee. If a Lot is owned by a Trustee or Trustees, such Trustee or Trustees shall be entitled to cast the vote for the Lot. Multiple Trustees may designate a single Trustee, or a beneficiary entitled to possession, and a single Trustee may likewise designate such beneficiary as the person entitled to cast the vote for the Lot by a certificate executed by all Trustees and filed with the Secretary of the Association.

(f) Estate and Guardianship. If a Lot is subject to administration by a duly authorized and acting Personal Representative or Guardian of the property, then such Personal Representative or Guardian shall be entitled to cast the vote for such Lot upon filing with the Secretary of the Association a current certified copy of his Letters of Administration or Guardianship.

(g) Tenants by the Entirety. If a Lot is owned by spouses as tenants by the entirety, they may designate a voting Member in the same manner as other multiple owners. If no certificate designating a voting Member is on file with the Association, and only one (1) of the spouses is present at a meeting, that person may cast the vote for their Lot without the concurrence of the other owner. If both spouses are present, they may jointly cast the vote for their Lot, but if they are unable to agree on the manner of casting such vote, they shall lose their right to vote on such matter, although the Lot may still be counted for purposes of a quorum.

4.4 Voting Certificate. Whenever a certificate designating a voting representative is permitted or required, such certificate shall, once filed, be valid until revoked. In the absence of a valid certificate [except as provided in Article 4.3(g) regarding spouses owning as Tenants by the Entirety], a Lot shall not be counted in determining a quorum unless all owners required to execute such certificate are present, in person or by proxy, and such Lot owners shall lose their vote on any particular matter unless they concur on the manner in which the vote of the Lot is to be cast on that matter.

4.5 Approval or Disapproval of Matters. Whenever the decision of a Lot owner is required upon any matter, whether or not the subject of an Association meeting, such decision shall be expressed by the same person who would cast the vote of such Owner if at an Association meeting, unless the joinder of record owners is specifically required by the Declaration or these Bylaws.

4.6 Proxies. Votes may be cast in person or by proxy. A proxy shall be in writing and signed by the designated voting representative, or the Owner, if no voting representative has been designated. A proxy shall be valid only for the particular meeting designated in the proxy, and must be filed with the Secretary of the Association before the appointed time of the meeting or any adjournments thereof. A properly executed and delivered proxy may be revoked by a writing delivered to the Secretary, prior to the appointed time of the meeting or any adjournments thereof, or by the attendance in person of the persons executing said proxy at any meeting or adjournment thereof. In no event shall a proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given.

4.7 Method of Voting. Subject to the provisions of the Declaration or Chapter 720, Florida Statutes, voting may be by roll call, voice vote or by written ballot; provided, however, that whenever written approval is required by the Declaration or Chapter 720, Florida Statutes, or whenever any amendment to the Declaration is proposed, or when any borrowing of funds, pledge, or other disposition of common properties or assets is proposed, the voting shall be by written ballot. Routine matters such as approval of minutes, adjournment, acceptance of reports, parliamentary questions and social business may be determined by "yeas" and "nays;" provided, that any five voting Members, or the chairman, may require a roll call vote or vote by written ballot.

ARTICLE 5
MEMBERS' MEETINGS

5.1 Place. Meetings of the Association Members shall be held at such place as the Board of Directors may designate in the Notice of Meeting.

5.2 Annual Meeting. The annual meeting of the Members shall be held on a date determined by the Board no more than thirteen (13) months from the last annual meeting. The annual meeting shall be for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

5.3 Special Meetings. Special meetings of the Members shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from voting Members entitled to cast not fewer than twenty (20%) percent of the total number of votes.

5.4 Notice of Meetings. Notice of all meetings of the Members, stating the time, place, and objects for which the meeting is called, shall be given by the President, Vice President, or Secretary. All such notices shall be given in writing to each Member at his address, as it appears on the books of the Association, or as the Member may have otherwise directed in writing, and shall be mailed or delivered not fewer than fourteen (14) days nor more than seventy (70) days, prior to the date of the meeting. In addition, a notice of each meeting of the membership shall be posted at a conspicuous place within the Subdivision at least fourteen (14) continuous days prior to the meeting. The notice for any meeting at which assessments against Lot owners are to be considered shall contain a statement of the nature of such assessments and that such assessments will be considered. Proof of such mailing or delivery shall be given by affidavit of the person giving the notice. Email or other electronic notice may be provided in addition to any other notice requirement and may be provided in lieu of any additional notice requirement upon the written consent of a member.

5.5 Waiver of Notice. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of such notice to such Member. A Member's attendance at a meeting shall be deemed a waiver by such Member of notice of the meeting unless the Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting also shall be deemed a waiver of notice of all business transacted at the meeting unless an objection on the basis of lack of proper notice is raised before the business is put to a vote.

5.6 Quorum. A quorum shall exist when Members entitled to cast not fewer than twenty percent (20%) of all votes are present, either in person, by a designated voting representative or by proxy.

5.7 Adjournment of Meetings. If the Association cannot hold a meeting because a quorum is not present, a majority of the Members who are present may adjourn the meeting to a date and time not more than ninety (90) days from the date called for the original meeting. At the reconvened meeting, if the number required for a quorum is present, any business may be transacted which might have been transacted at the meeting originally called. If those in attendance at the original meeting do not fix a time and place for reconvening the meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, the Association shall give the Members notice of the date, time and place for reconvening the meeting, as provided herein.

5.8 Order of Business. The order of business at annual meetings of the Members, and as far as practical at other meetings of the members, should be:

(a) Calling of the roll and certifying of the proxies.
(b) Proof of notice of the meeting or waiver of notice.
(c) Reading and disposal of any unapproved minutes.
(d) Reports of officers.
(e) Reports of committees.
(f) Election of Directors.
(g) Unfinished business.
(h) New business.

(i) Announcements.
(j) Adjournment.

ARTICLE 6
ELECTION OF DIRECTORS

6.1. Number. The Board of Directors shall be set at five (5), each elected to a two (2) year term. As necessary to preserve the staggering of Board terms, the Board may shorten the term of a Director position to a single.

6.2 Director Qualifications. Every Director shall be at least eighteen (18) years of age and shall be a Member or the designated voting representative for a Lot. A grantor of a trust described in Section 733.707(3), Florida Statutes, or a beneficiary [as defined in Section 737.303(4)(b), Florida Statutes] of a trust which holds title to a Lot shall be eligible to serve as a Director of the Association, provided that said Trustee or Beneficiary occupies the Lot. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association on the day that he or she could last nominate himself or herself or be nominated for the board may not seek election to the Board, and his or her name shall not be listed on the ballot. A person serving as a Board member who becomes more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the Association shall be deemed to have abandoned his or her seat on the Board, creating a vacancy on the board to be filled according to law.

6.3 Election of Directors. The election of Directors shall be held at the Annual Members Meeting, in the manner provided by law and as follows:

(a) First Notice. Not less than sixty (60) days prior to a scheduled Annual Meeting of the Members, the Association shall provide to each Member, in the manner provided herein for notices, a First Notice of the Annual Meeting of the Members. The notice shall at a minimum state the date, time and place of the meeting and election. The notice shall also invite candidate nominations for the Board of Directors.

(b) Nominations. Any member who is good standing as provided in Article 6.2 of this Declaration may nominate him or herself for candidacy by returning a Notice of Intent to be a Candidate to the Association at least forty (40) days in advance of the election. Nominations are not permitted from the floor. The list of nominated candidates shall be included in the Second Notice of the annual meeting. Each candidate may also submit to the Association at least thirty-five (35) days in advance of the election a Candidate Bio sheet (single-sided (8.5 x 11)) to be included along with the Second Notice.

(c) Second Notice. Not less than fourteen (14) days prior to a scheduled Annual Meeting of the Members, the Association shall provide each Member, in the manner provided herein for notices, a Second Notice of the Annual Meeting of the Members. The notice shall at a minimum state the date, time and place of the meeting and election.

(d) Election. The election shall take place at the Annual Meeting and shall be by secret ballot in the same manner as a condominium. The Director candidates receiving the greatest number of votes cast shall be elected. Voting shall be non-cumulative. Tie votes shall be broken by agreement among the Director candidates who are tied, or absent such an agreement, by lot, such as the flipping of a coin by a neutral third party or the drawing of straws.

6.4 Vacancies. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors.

6.5 Removal. Any Director may be removed with or without cause by concurrence of a majority of the votes of the entire membership at a special meeting of the members called for that purpose or by written recall in accordance with state law. Any vacancy in the Board so created shall be filled by the members of the Association at the same meeting unless otherwise provided by law.

ARTICLE 7
BOARD OF DIRECTORS

7.1 Authority. The Association shall be managed and governed by the Board of Directors. Without limiting the generality of the preceding sentence, or any power vested in it by law, the Board of Directors shall have the power to:

(a) Exercise all of the General and Emergency powers conferred upon not-for-profit corporations by common law and Florida Statutes in effect from time to time, including Section 720.316, Florida Statutes, as amended from time to time; and

(b) Exercise all the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, and the Declaration, including, without limitation, the following:

(1) The power to fix, levy, and collect adequate assessments against Lots, as provided in and subject to the Declaration;

(2) The power to expend monies assessed and collected for the purpose of paying the expenses of the Association, including without limitation costs and expenses as provided in the Declaration;

(3) The power to manage, control, operate, maintain, repair and improve the Roseate Court Common Areas;

(4) The power to purchase supplies and materials and lease equipment required

for the maintenance, repair, replacement, operation, and management of the Subdivision as provided in the Declaration;

(5) The power to insure and keep insured Association Property and the Roseate Court Common Areas;

(6) The power to employ the personnel required for the operation and management of the Association and the Subdivision;

(7) The power to pay utility bills for utilities serving the Roseate Court Common Areas;

(8) The power to pay all taxes, licenses, assessments, or other governmental assessments which are liens against the Association Property or Roseate Court Common Areas;

(9) The power to establish and maintain a reserve fund for capital improvements, repairs, and replacements;

(10) Subject to applicable laws, ordinances, and governmental regulation, the power to control and regulate the use of the Lots and Roseate Court Common Areas;

(11) The power to acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, mortgage, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, provided that approval of not less than a majority of those members voting, in person or by proxy, at a meeting is obtained for any purchase, mortgage, or dedication of real property. This limitation shall not apply to the Association when taking title to a Unit through lien foreclosure or by deed in lieu thereof;

(12) The power to make reasonable Rules and Regulations and to amend the same from time to time;

(13) The power to enforce by any legal means the provisions of these Articles, the Bylaws, the Declaration and the Rules and Regulations promulgated by the Board of Directors from time to time;

(14) The power to borrow money, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, provided that the approval of not less than a majority of those members voting, in person or by proxy, at a meeting is obtained for any amount exceeding fifteen thousand dollars ($15,000.00).

(15) The power to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks

and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the Bylaws;

(16) The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, and administration of the Association and the Subdivision;

(17) The power to appoint committees as the Board of Directors may deem appropriate;

(18) The power to collect delinquent assessments and fines by suit or otherwise, to abate nuisances and to fine, suspend use or voting rights, enjoin or seek damages from Owners for violation of the provisions of the Declaration, these Articles of Incorporation, the Bylaws or the Rules and Regulations. A fine of $100.00 may be imposed for each day of a single violation of the provisions of the Declaration, the Articles of Incorporation, these Bylaws or the Rules and Regulations. The maximum aggregate fine for any ongoing violation shall be $5,000.00. Fines that may become a lien under the law shall be deemed an assessment under Chapter 720, Florida Statutes, and the Declaration and shall be collected in the same manner;

(19) Subject to the terms of the Declaration, the power to bring suit and to litigate on behalf of the Association;

(20) The Power to grant easements as to the Roseate Court Common Areas to public and private utility companies, and to the public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the properties, and the providing of utility and other services thereto;

(21) The power to implement electronic voting pursuant to Section 720.317, Florida States, as amended from time to time; and

(22) The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers described above.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article.

7.2 Compensation. The Association shall not compensate a Director or Officer for acting as such. The Association may reimburse any Director or Officer for expenses incurred on the Association's behalf if approved by a majority of the other Directors. In addition, nothing herein shall prohibit the Association from compensating a Director of Officer for services or supplies he or she furnishes to the Association in a capacity other than as a Director pursuant to a contract or agreement with the Association approved by a majority of the non-conflicted Directors. The foregoing also applies to any entity with which a Director or Officer is affiliated.

7.3 Directors Meetings. Meetings of the Board of Directors shall be open to all members and shall be held in accordance with the following provisions:

(a) Organizational Meeting. The organizational meeting of a newly-elected Board of Directors shall be held immediately after the close of the Annual Meeting. The outgoing President shall preside at the organizational meeting until a successor is elected.

(b) Regular Meeting. Regular meetings of the Board of Directors shall be held not less frequently than annually and at such a time and place as shall be determined by the President or a majority of the members of the Board of Directors.

(c) Special Meeting. Special meetings of the Board of Directors may be called by the President (or, if he/she is absent or refused to act, by the Vice President) and shall be called by the Secretary at the written request by at least two (2) of the Directors.

(d) Notice of Board Meetings. Notice of all meetings of the Board shall be given to each Director, personally or by mail, telephone, fax, or email, at least forty-eight (48) hours prior to the day and time named for such meeting, which notice shall state the date, time and place of the meeting and shall include all agenda items. As to special Board meetings, the purpose of the meeting shall be included with the notice to Directors. A Director may waive notice of a meeting before or after a meeting. Except for emergency meetings, notice of a Board meeting shall be posted in a conspicuous place within the Subdivision at least forty-eight (48) hours in advance of the meeting. In lieu of notice of each regular Board meeting, the Board may post or publish a schedule of upcoming Board meetings. The notice requirements hereof shall not apply to the organizational meeting of the Board nor in the event of an emergency, that is circumstances such that damage to persons or property or other material interests of the Association would occur by a delay of forty-eight (48) hours. Notice of any meeting at which assessments are to be established shall state that fact and the nature of the assessment. Email or other electronic notice may be provided in addition to any other notice requirement and may be provided in lieu of any additional notice requirement upon the written consent of a member.

(e) Special Notice of Certain Board Meetings. A nonemergency special assessment may not be levied at a Board meeting nor may any rule regarding the use of Lots in the Subdivision be adopted, amended, or revoked unless a written notice of the Board meeting is provided to all Members at least fourteen (14) days before the meeting, which notice includes a statement that a special assessment will be considered at the meeting and the nature of the special assessment or that a rule regarding Lot use will be considered at the meeting and the nature of that action.

(f) Quorum of Board. At all Board meetings, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the Board's decision, unless these Bylaws or the Declaration specifically provide otherwise. A meeting at which a quorum is initially present may continue, notwithstanding the withdrawal of Directors, if at least a majority of the required quorum for that meeting approves any action taken.

(g) Actions without Proper Notice. Transactions of any Board meeting, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (i) a quorum is present, and (ii) either before or after the meeting each Director not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

(h) Telephonic or Electronic Participation. Members of the Board may participate in a Board meeting by means of telephone or other electronic means, through which all persons participating in the meeting can hear each other at the same time. Participation in this manner shall constitute presence at the meeting for all purposes. Participants attending by electronic means may vote by electronic transmission.

(i) Adjourned Meetings. If the Board cannot hold a meeting because a quorum is not present, a majority of the directors present at such meeting may adjourn the meeting to a future date, time, and place for the purpose of obtaining a quorum. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

(j) Presiding Officer. The presiding Officer of Directors' meetings shall be the President. In the absence or disability of the President, the Vice-President shall exercise and perform the duties of the President. In the absence of both the President and Vice-President, the Directors present shall designate one of their number to preside.

(k) Vote. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election and removal of Officers.

(l) Comments. Comments from the floor by Members who are not Directors may be invited and permitted by the President whenever the President deems it appropriate or by vote of the Board of Directors; either with respect to the subject matter being discussed or on other issues, and shall also be allowed when required by law.

(m) Meetings Open. Meetings of the Board of Directors shall be open to all Members.

(n) Minutes. Minutes of all meetings of the Members of the Association and of the Board 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 by each Director present at a Board meeting must be recorded in the minutes.

(o) Joinder in Meeting by Approval of Minutes. The joinder of a Director in the action of a meeting, by signing and concurring in the minutes thereof shall constitute the concurrence of such Director for the purpose of determining requisite majorities on any action taken and reflected in such minutes or to create a quorum. Directors may join in minutes under this section only after an open meeting, for the purposes herein provided.

ARTICLE 8
OFFICERS

8.1 Executive Officers. The executive Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors. Each executive Officer of the Association shall be a Director of the Association. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary. The Board of Directors from time to time shall elect such other Officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. Any Officer may be peremptorily removed by vote of the Directors at any meeting.

8.2 President. The President shall be the chief executive Officer of the Association, shall have all the powers and duties usually vested in the office of President of a homeowners association, including but not limited to the power to appoint advisory committees as the President may deem appropriate to assist in the conduct of the affairs of the Association. The President shall serve as chairperson at all Board and Membership meetings, except that the President may designate another person to serve as chairperson. The President shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes and may affix the corporate seal as may be required on any document.

8.3 Vice President. The Vice President shall, in the absence of the President or during periods in which the President is unable to perform the duties of the office, perform the duties of President. If the President shall be removed or resign, die, become legally incompetent or be unable permanently to perform his/her duties as President, the Vice President shall succeed to the Presidency and a Vice President shall be elected by the Board of Directors. In addition, the Vice President shall generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

8.4 Secretary. The Secretary shall keep the minutes of all proceedings of the Directors and the Members and shall attend to the giving and serving of all notice to the Members and Directors, and other notices required by law and the governing documents. In addition, the Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an Association, as may be required by the

Directors or the President. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary, when the Secretary is absent.

8.5 Treasurer. The Treasurer shall be responsible for all property of the Association, including funds, securities, and evidence of indebtedness; shall ensure that the financial books of the Association are kept in accordance with good accounting practices; shall co-sign all checks and promissory notes; cause and annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall ensure that all financial records are kept in compliance with Florida Statutes; and shall perform all other duties incident to the office of Treasurer.

8.6 Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

8.7 Delegation of Functions and Reimbursement. The Board of Directors may delegate any or all of the functions of the Secretary or Treasurer to a management agent or employee, provided that the Secretary or Treasurer shall in such instance generally supervise the performance of the agent or employee in the performance of such functions. Upon request, the Association may reimburse a Director or Officer for reasonable expenses incurred on behalf of the Association.

ARTICLE 9
COMMITTEES

9.1 Appointment and Removal. In addition to the authority of the President, the Board of Directors may by resolution create committees and may invest in such committees such powers and responsibilities as the Board shall deem advisable. The Board may with or without cause remove committee members.

9.2 Minutes. All committees shall keep minutes of their meetings. Minutes shall be provided to the Secretary and shall be maintained as an official record of the Association.

9.3 Term of Office. Each member of a committee shall continue as such until the next annual membership meeting and until his or her successor is appointed unless the committee is terminated sooner or the member is removed from the committee, the member resigns, or unless such member shall cease to qualify as a member thereof.

9.4 Quorum. Unless otherwise provided in the resolutions of the Board of Directors designating the committee, a committee may meet only when a quorum (a simple majority) is present. The act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

9.5 Scope and Rules. Each committee shall abide by the scope and stated purpose of the committee as defined by the President or Board of Directors, and may adopt rules for its operation not inconsistent with these Bylaws and with rules adopted by the President or Board of Directors.

9.6 Reports and Action. Every committee shall report its findings directly to the Board of Directors. A committee may not take action on behalf of the Association and the Board of Directors unless the Board adopts a written resolution specifically empowering the committee to take such action.

9.7 Vacancies. Vacancy in the members of any committee may be filled by the Board of Directors or President, as applicable, in the same manner as provided in the case of original appointments.

ARTICLE 10
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him or her in connection with any proceeding or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer at the time such expenses are incurred, except when the Directors or Officer is adjudged-guilty of willful and wanton misfeasance or malfeasance in the performance of his duties provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights-to which such Director or Officer may be entitled.

ARTICLE 11
FINANCES

The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation shall be supplemented by the following provisions:

11.1 Fiscal Year. The fiscal year of the Association shall be the calendar year or as designated by the Board of Directors.

11.2 Accounting. Receipts and expenditures of the Association shall be credited and charged to accounts under the following general classifications, as shall be appropriate, all of which expenditures shall be common expenses:

(a) Current Expenses. Current expenses shall include all receipts and expenditures to be made within the year for which the funds are budgeted and may include a reasonable allowance for contingencies and working funds, except expenditures chargeable to reserves. The balance in this fund at the end of each year shall be applied to reduce the regular assessment for current expenses for the succeeding year or to fund reserves. The current expense classification shall be detailed and may include, but not be limited to, the following subclassifications where applicable:

(i) Administration of the Association.
(ii) Management fees.
(iii) Maintenance.
(iv) Insurance.
(v) Security provisions, if any.
(vi) Operating capital.
(vii) Contingency funds for advancement of special and service assessments.
(viii) Other expenses.

(b) Reserves for Deferred Maintenance. Reserves for deferred maintenance may include funds for maintenance items that occur less frequently than annually.

(c) Additional Accounts. The Board may establish additional accounts for specifically authorized improvements, or other categories consistent with accepted accounting practices.

11.3 Budget. The Board of Directors shall adopt an annual budget. A copy of the proposed budget shall be mailed to the owners not less than fourteen (14) days prior to the date of the meeting at which the proposed budget is to be considered. The annual budget shall be funded by an annual assessment paid monthly or quarterly as determined by the Board of Directors. Late fees and interest may be charged on delinquent payments. In the event the annual assessment proves to be insufficient, the budget and assessments may be amended at any time by the Board of Directors or a special assessment may be levied as provided in the Declaration.

11.4 Depository. The funds of the Association may be kept in such bank or banks, savings and loan association or other federally insured depository or depositories as shall be designated from time to time by the Board of Directors. Withdrawal of funds from such accounts may be by electronic transfers approved by or checks or other appropriate instruments signed by such persons as are authorized by the Board of Directors.

11.5 Financial Report. A complete financial report of the actual, total receipts of assessments and other funds received by the Association, and an itemized listing of the expenditures made by the Association shall be made annually in the manner required by law, and a copy of the report shall be furnished to each member not later than sixty (60) days following the year for which the report is made.

11.6 Board of Directors Insurance. Unless the members vote to forego pursuant to Section 720.3033, Florida Statutes, fidelity bonds or proper liability insurance shall be required by the Board of Directors from all persons authorized to sign checks or otherwise disburse or withdraw Association funds. The bonds or liability insurance shall be determined by the Directors, shall protect the Association against theft or embezzlement of the maximum amount of funds held by the Association at any time, and shall in no event be less than one-half of the total annual assessment. The premiums on such bonds shall be paid by the Association as a common expense. In addition, the Association shall secure and maintain Directors and Officers insurance.

ARTICLE 12
PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall guide the conduct of the member and Directors' meetings when not in conflict with the Governing Documents or state law. A deviation from Robert's Rules of Order (latest edition) shall not invalidate an otherwise properly approved action.

ARTICLE 13
RECORDS

13.1 Inspection and Copying of Records. Any member wishing to inspect or make copies of the Official Records of the Association must submit a written request to the Secretary not less than ten (10) business days preceding the date upon which the inspection is to be made. The request must state which record or records are to be inspected, and must be signed and dated by the person requesting the inspection. The member making the inspection will be charged for the costs of the inspection, including the costs of supervising the inspection, and any copying costs.

13.2 Recording. Any Lot Owner may tape record or videotape meetings of the Board or Membership. Tape recording and videotaping of a meeting shall be in compliance with such reasonable rules as may be adopted, in writing, by the Board. Video and audio recordings shall not be posted to any social media or internet website without prior written Board approval.

13.3 Member Information. Members are responsible for supplying to the Association all information necessary to maintain and keep current the records of the Association. The records of the Association shall include information required by Homeowners' Association Act and records necessary for effective operation of the Association. Members shall reply to requests for information from the Association within thirty (30) days of receipt.

ARTICLE 14
AMENDMENTS

These Bylaws may be amended in the following manner:

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) An amendment may be proposed by either the Board of Directors of the Association or by ten percent (10%) of the Members of the Association petitioning for a Membership meeting. Upon any amendment or amendments to these Bylaws being proposed by the Board of Directors or Members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive Officer in his or her absence, and a Meeting of the Members of the Association shall be called not later than sixty (60) days from the receipt of the proposed amendment or amendments. Except as elsewhere provided, an amendment must be approved by at least a majority of the Board of Directors.

(c) When an amendment has been so adopted, a copy of same shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of these Bylaws and referencing the Declaration by its original recording information. The certificate shall be executed by the officers of the Association with the formalities of a deed when such certificate and copy of amendment are recorded in the Public Records of Manatee County, Florida.

ARTICLE 15
RULES AND REGULATIONS

The Board of Directors may, from time to time, adopt, amend or add to rules and regulations governing the operation and use of the property.

ARTICLE 16
CONSTRUCTION AND CAPTIONS

Wherever the context so permits, the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be deemed to include all genders. The captions herein are inserted only as a matter of convenience and for reference, and in no way define or limit the scope of these Bylaws or the intent of any provision hereof.

ARTICLE 17
DOCUMENT CONFLICT

If any irreconcilable conflict should exist, or hereafter arise, the documents shall take precedence and prevail in the following order: (1) Declaration; (2) Articles of Incorporation; (3) Bylaws; and (4) Rules and Regulations.