

By-Laws of Georgetown East Association, Inc.

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Amended and Restated
By-Laws
of Georgetown East Association, Inc.

Article I:

Name, Principal Office, and Definitions

Section 1. **Name**

The name of the Corporation is Georgetown East Association, Inc. (hereinafter referred to as the “Association”).

Section 2. **Principal Office**

The principal office of the Association shall be in Pinellas County, Florida at a location designated by the Board of Directors.

Section 3. **Definitions**

The words used in these By-Laws shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions (Declaration) unless defined differently in a specific context. If a definition is not so defined within the Declaration, then the definition found in Florida Statutes as amended will be the definition applicable to these By-Laws, Articles of Incorporation and Declaration.

Article II:

**Association: Membership, Membership Meetings, Voting,
Proxies and Quorum**

Section 1. **Membership**

Every record title lot owner shall be deemed a Member of the Association.

Section 2. **Annual Meeting**

A meeting of the Membership of the Association shall be held annually no later than 60 days after the close of the Association’s fiscal year.

The meeting shall be held at a location designated by the Board of Directors.

The purpose of the meeting shall be to elect Directors and conduct business authorized to be transacted by the Members. The Order of Business of the Annual Meeting is at the discretion of the Board of Directors.

Section 3. Regular Meetings

The President may call meetings of the Members.

Section 4. Special Meetings

The President or a majority of the Board of Directors may call a Special Meeting of the Members. In addition, it shall be the duty of the Secretary to call a Special Meeting of the Members in response to a petition signed by Members owning at least ten percent (10%) of the total lots.

Special Meetings of the Members shall be limited to those items on which Members are empowered to vote. Members, in accordance with Florida Statutes 720 as amended from time to time, shall petition the Board to consider at a regular Board meeting those issues on which members are not empowered to vote.

The purpose for which the Special Meeting of the Members is being called will be stated in the notice of the meeting and all business transacted at the Special Meeting shall be confined to the purpose stated in the notice.

Section 5. Notice of Meetings

Written notice of Annual, Regular and Special Meetings of the Members shall be delivered, either by mail or by electronic mail, to the extent permitted by law, to each Member at least fourteen (14) days prior to said meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at an address as it appears in the records of the Association, with postage prepaid. Any member may waive notice of any meeting in writing before or after such meeting.

Section 6. Adjournment of Members' Meetings

If any meeting of the Members cannot be held because a quorum is not present in person, electronically to the extent permitted by law, or by proxy, a majority of the Members who are present at such meeting in person may adjourn the meeting to a

time not less than seventy-two (72) hours or more than thirty (30) days from the time the original meeting was called.

At the reconvened meeting, if a quorum is present any business that might have been transacted at the meeting originally called may be transacted.

If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

Section 7. Voting

If a lot is owned by more than one natural person, any owner of record may vote, however only one vote per lot is permitted. Should more than one vote be cast for any lot, if same is not remedied by the time the votes are tabulated, the first proxy filed with the Secretary will be counted as cast for said lot.

If a lot is owned by a corporation or other non-person entity, (limited liability company, partnership, or trust) a person authorized to cast the vote of the lot for the corporation or other non-person entity shall be designated in a certificate signed by an officer or other authorized person of the non-person entity and filed with the Secretary of the Association.

Such certificate shall be valid until revoked or replaced by a subsequent certificate or until a change in the ownership of the lot.

Section 8. Proxies

Votes may be cast in person, electronically to the extent permitted by law, or by proxy at all meetings of Members. Proxies must be filed with the Secretary of the Association prior to the meeting. A proxy shall be valid only for the meeting for which it was executed and shall entitle the holder to vote unless revoked in writing by the grantor prior to the start of the meeting.

Section 9. Majority

When a quorum is present at any meeting, the vote of a majority of the Members in person, electronically to the extent permitted by law, or by proxy shall decide any question brought before the meeting. Exceptions to this include those questions brought before the Membership where the Articles of Incorporation, these By-Laws or Declaration provide for a different approval number.

Section 10. Quorum

The presence in person, electronically to the extent permitted by law, or by proxy of Members representing 30% of the total lots shall constitute a quorum for the transaction of business at any Annual, Regular, or Special Membership Meeting.

Article III:

Board of Directors: Composition, Number, Elections, Terms, Nominations, Vacancies, Recall, Meetings, Powers

A. Composition and Selection

Section 1. Board Composition

The affairs of the Association shall be administered by a Board of Directors with each Director having one (1) vote. The Directors shall be Members of the Association. No co-owners of the same lot may serve on the Board at the same time. In the case of a Member that is a corporation, partnership, limited liability company, trust, or other non-person entity, the person designated in writing to the Secretary of the Association as the representative of that entity shall be eligible to serve as a Director.

Section 2. Number of Directors

The number of Directors may not be less than three (3) or more than seven (7).

Section 3. Election and Term of Office

Directors shall be elected at the Annual Meeting of the Members and shall hold office until their successors are elected and qualified. Each Member shall be entitled to cast one (1) vote with respect to each vacancy to be filled. Directors shall be elected by a plurality.

Election to the Board of Directors shall be by secret written ballot.

Terms shall be for two years. The Directors serve staggered terms as follows: beginning with the next annual election after the adoption of these By-Laws, four (4) directors will be elected for two-year terms, and three (3) directors will be elected for one-year terms, based upon the number of votes received by each candidate. In the case of a tie, the Board will determine the method by which one term or the other will be assigned. Thereafter, as the term of a seat expires, that seat shall be filled for a two-year term.

In the event the Members fail to elect a sufficient number of Directors to fill all vacancies, the remaining Directors may appoint Directors to fill any vacancies.

Section 4. Nomination of Directors

All members of the Association are eligible to serve on the board of directors, and any member may submit an Intent to be a Candidate Form to the Nominating Committee as follows: An Intent to be a Candidate Form, adopted by the Board of Directors, will be sent to each Association Member with the Notice of the Annual Meeting 14 days prior to the Annual Meeting and posted on the Georgetown website year-round. Members intending to submit the Intent to be a Candidate Form must do so no later than 5 days prior to the Annual Meeting. Members are encouraged to submit the Intent to be a Candidate Form year-round with the exception of the period 5 days prior to the Annual Meeting.

The Nominating Committee consisting of the Vice President of the Board and two or more members of the Association will be responsible for facilitating and promoting interest among members to serve on the Board and presenting a competitive slate of candidates at the Annual Meeting.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. The Nominating Committee need not slate the names of all those who have submitted an Intent to be a Candidate Form if the number of Intent to be a Candidate Forms received exceeds the number of vacancies to be filled. Nominations, including self-nominations, from the floor are permitted.

Section 5. Resignations and Board Vacancies

Any Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect upon receipt of said notice unless stated. Transfer of title to the Director's lot will automatically terminate that Director's seat on the board. When a vacancy occurs, the Board may appoint a new Director for the remainder of the term vacated.

Section 6. Recall

The Members of the Association may recall any member of the Board of Directors with or without cause. The recall shall be conducted in accordance with the procedures set forth in Florida Statute Chapter 720.

B. Board Meetings

Section 1. **Organizational Meeting**

The first meeting of the Board of Directors shall be held immediately following the adjournment of the Annual Meeting.

Section 2. **Regular Board Meetings**

Regular Meetings of the Board of Directors may be held at such time determined by the majority of the Directors. At least four (4) quarterly meetings shall be held during each fiscal year. Notice of time and place shall be communicated to all Directors not less than four (4) days prior to the meeting. Directors may sign a written waiver of notice before or after a meeting. Notice of regular Board meetings to the Members of the Association will be in compliance with Florida Statute Chapter 720.

Section 3. **Special Board Meetings**

Special meetings of the Board of Directors may be called by the President or by three (3) Directors. Notice of time, place and purpose shall be communicated to all Directors not less than four (4) days prior to the meeting. Notice of Special Board meetings to the Members of the Association shall state the purpose of the Special Meeting and will be in compliance with Florida Statute Chapter 720.

Section 4. **Quorum and Votes of Board of Directors**

A majority of the Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. The President may adjourn any meeting at which a quorum is not present. Should such meeting be reconvened, the business that might have been transacted at the originally called meeting can be conducted.

Section 5. **Compensation**

No Director shall receive or be entitled to any compensation for services as a Director. The Director however shall be entitled to reimbursement for all reasonable expenses incurred as a Director and approved by the Board of Directors.

Section 6. **Open Meetings**

All meetings of the Board of Directors shall be open to attendance by all Members of the Association. Members may speak at such meetings in accordance with the

rules adopted by the Board of Directors that govern the frequency, duration, or manner of the Members' statements.

Notwithstanding the above, the President, may adjourn any meeting of the Board of Directors and reconvene in executive session, excluding Members, to discuss matters of a sensitive nature such as pending or threatened litigation or personnel matters.

C. Board Powers and Management Standards

Section 1. **Powers**

The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do or cause to be done all acts and things that do not expressly require a vote of the Membership.

Section 2. **Management**

The Board of Directors may employ a professional management agent. Accordingly, the property manager works for and is a contracted agent of the Board of Directors who shall delegate certain of its duties and powers to the property manager.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters related to the supervision of the property manager and property management firm.

Section 3. **Borrowing**

The Board of Directors shall have the power to borrow money for the purpose of maintenance, repair or restoration of the common areas, or for any other purpose necessary for the administration of the Association's affairs.

Section 4: **Enforcement**

The Board of Directors shall have the power to impose reasonable fines and suspend Members' use of the common areas, due to reasons unrelated to failure to pay assessments, in accordance with Chapter Florida Statute Chapter 720, as amended from time to time.

Article IV:

Officers

Section 1. Officers

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. All officers shall be members of the Association.

Only the President and Vice-President need be Directors.

The Board of Directors may designate other officers as it deems necessary.

Any two (2) or more offices may be held by the same person, except the offices of the President and Secretary.

Section 2. Election, Term of Office, Resignations and Vacancies

The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting.

An officer may resign at any time by giving written or oral notice to the Board of Directors. The resignation is effective upon receipt by the Association. Resignation from an officer position is not a resignation as a Director. The person who resigns as an Officer remains on the Board as a Director. Officer positions may be filled by the Board at any Board meeting.

Section 3. Removal

Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association will be served. The removed officer, however will remain a Director unless and until recalled by the Members of the Association.

Article V:

Duties of Officers

Section 1. Duties of the President shall include

Call meetings of the Members and Board of Directors.

Act as the presiding officer at all meetings of the Members and of the Board of Directors.

Call Special Meetings of the Members and of the Board of Directors.

Sign all checks, contracts, promissory notes, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons.

Perform all acts and duties usually required of an executive to ensure that all orders and resolutions of the Board of Directors may be carried out.

Appoint the members of all committees; be an ex-officio member of all committees.

Provide an annual report at the Annual Meeting of the Members.

Section 2. Duties of the Vice-President shall include

Act as presiding officer at all meetings of the Members and of the Board of Directors when the President is absent.

Perform other acts and duties required of the President in the President's absence.

Perform such other duties as may be required by the Board of Directors.

Facilitate and promote interest in nomination to the Board of Directors amongst the Members.

Review or cause to be reviewed the Governing Documents for needed updates every five (5) years beginning in 2022.

Section 3. Duties of the Secretary shall include

Attend all meetings of the Members and of the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.

Have custody of the corporate seal and affix same when necessary or required.

Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, and keep Membership books.

Perform such other duties as the Board of Directors may determine.

Have custody of the minute book of the meetings of Members and Board of Directors. The minute book shall at all times be available at the office of the

Association for inspection by the Members or their authorized representatives as provided by law.

Act as transfer agent to record transfers, and regulations in the Association's records.

Ensure the Association is in compliance of the record retention requirements of Florida Statute Chapter 720.

In the event the Association enters into a management agreement, it shall be proper to delegate Secretary functions to the management agent as deemed appropriate by the Board of Directors.

Section 4. Duties of the Treasurer shall include

Attend all meetings of the Membership and of the Board of Directors.

Act as presiding officer at all meetings of the Members and of the Board of Directors when the President and Vice-President are absent.

Receive such moneys as shall be paid for the account of the Association, and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.

Be the custodian of all securities, contracts, leases and other important documents of the Association.

Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association; deliver and transition such books to any newly elected successor.

Prepare and distribute to all Directors at least ten (10) days prior to each Annual Meeting, and whenever else required, a summary of the financial transactions and condition of the Association for the preceding year. Make a full and accurate report on matters and business pertaining to the Association's finances to the Members at the Annual Meeting.

Make or cause to be made all reports required by law.

Ensure the Association prepares an annual financial report within sixty (60) days after the close of the fiscal year and notify each Member that the financial report is

available.

In the event the Association enters into a management agreement, it shall be proper to delegate Treasurer's functions to the management agent as deemed appropriate by the Board of Directors.

Article VI:

Committees

Section 1. General

The Board of Directors may, by charter adopted by a majority of the Board of Directors, establish committees or task forces to perform roles or specific projects and tasks. Each committee or task force shall operate within the terms of its adopted charter.

Section 2. Committee members

Committee or task force members shall be appointed by the President. Committee or task force members serve at the discretion of the President and may be removed with or without cause by the President.

Article VII:

Fiscal Matters

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the first day of January in each year and end on December 31.

Section 2. Depositories

The funds of the Association shall be deposited in a bank or banks in Pinellas County, Florida, in an account for the Association under resolution approved by the Board of Director. Funds shall be withdrawn only over the signature of officers or persons designated by the Board of Directors. Said funds shall be used only for the Association's purposes.

Section 3. Fidelity Bonds

Fidelity bonds are required by the Board of Directors from all officers and employees of the Association and from the person or firm handling or responsible for Association funds. The premium for such bonds shall be paid by the Association.

Section 4. Insurance

The Association shall procure, maintain, and keep in full force and effect all insurance required by the Declaration, By-Laws and Articles of Incorporation or by law.

Section 5. Reserve Study

A capital reserve study shall be completed in all fiscal years that end in the number "0" or the number "5". The Study shall be completed by licensed and qualified engineers.

Section 6. Fiscal Audit

An Audit shall be conducted in all fiscal years ending in the number "2" or the number "7". The Audit shall be completed by a licensed CPA in accordance with generally accepted audit standards.

Section 7. Budget of Assessments

- A. The Board shall adopt a budget of assessments for each fiscal year at least sixty (60) days before the beginning of each fiscal year. Such budget will include the known or estimated expenses of the Association during the coming year.
- B. Assessments to be levied against each lot for the coming year shall be set at a level to produce total income to the Association equal to the total budgeted expenses.
- C. Assessments will be levied to fund expenses for the benefit of all Members of the Association. Each lot is allocated an equal share of the assessments.
- D. The adoption of a budget shall not be construed as restricting the right

of the Board of Directors, at any time in their sole discretion, to levy any additional or special assessment in the event the budget originally adopted shall (1) appear to be insufficient to pay costs and expenses of operation, maintenance, and management, (2) in the event of emergencies, or (3) in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements. The Board of Directors shall maintain an appropriate level of previous years' surpluses, as determined by the Board of Directors, intended to in-part fill such unplanned needs.

- E. Special assessments, should they be required by the Board of Directors, shall be levied as required by law.

The Board of Directors shall mail copies of the budget to the Members fourteen (14) days prior to adoption. When the Board of Directors has determined the final amount of any assessment, the Secretary shall transmit an annual statement of assessment to each Member. Assessments are payable on the first of each month at the office of the Association.

Article VIII:

Miscellaneous

Section 1. **Parliamentary Rules**

The current edition of Robert's Rules of Order shall govern the conduct of Association proceedings when not in conflict with Florida law, the Articles of Incorporation, the Declaration or these By-Laws.

Section 2. **Conflicts**

If there are any conflicts between the provisions of Florida law, the Articles of Incorporation, the Declaration, and these By-Laws, the provisions of Florida law, the Declaration, the Articles of Incorporation, and the By-Laws in that order, shall prevail.

Section 3. Books and Records

The Board of Directors shall establish reasonable rules with respect to inspection of books and records in compliance with Florida Statute Chapter 720, as amended from time to time.

Furthermore, all outgoing officers, directors, and committee members must relinquish all official documents, records, and any materials and property of the Association to newly elected members of the Board of Directors within 20 days of election.

Section 4. Notices

Unless otherwise provided in these By-Laws, all notices, demands, bills, statements, and other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally, sent by the United States mail with first-class postage prepaid, or by electronic mail to the extent permitted by laws. All such items will be sent to the address the Member has on file in writing with the Secretary of the Association.

Section 5. Amendment

These By-Laws may be altered, amended, supplemented, or amended and rewritten with the affirmative vote of Members who represent a majority of the total lots if the change has received the unanimous approval of the Board of Directors. If the change receives less than unanimous approval of the Board of Directors, then the change shall be approved by the affirmative vote of members who represent seventy-five percent (75%) of the total lots.

Any amendment to be effective must be recorded in the public records of Pinellas County, Florida.

Secretary

Approved

President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of (___) physical presence or (___) online notarization, this ___ day of _____, 20__ , by _____, as President and _____ Secretary of GEORGETOWN EAST ASSOCIATION, INC., and are personally known to me or have produced _____ as identification.

NOTARY PUBLIC