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KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
CEAGLETO Receipt#1443041

Prepared by and return to:  
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2011134143

**CERTIFICATE OF AMENDMENT  
AMENDED AND RESTATED BYLAWS  
FOR**

**ENGLEWOOD ISLES PROPERTY OWNERS ASSOCIATION, INC.**

We hereby certify that the attached Amended and Restated Bylaws of Englewood Isles Property Owners Association, Inc., was approved and adopted at the meeting of the Board of Directors held on NOVEMBER 9, 2011, by the affirmative vote of not less than two-thirds of the Board of Directors of the Association, which was sufficient under XII of the Bylaws for Englewood Isles Property Association, Inc. Englewood Isles Property Association, Inc., is the corporation responsible for the operation, administration and management of Englewood Isles Subdivisions, Units 4, 5, and 6, which are subject to the Amended and Restated Declaration of Covenants (herein, "the Declaration") of Englewood Isles Subdivisions, Units 4, 5 and 6, recorded at instrument #2011069785 of the Public Records of Sarasota County, which amended the Restated Declaration recorded at Instrument # 20021155784 of the Public Records of Sarasota County, that accurately restated the Declaration as recorded at Official Records Book 2882, Page 2118, of the Public Records of Sarasota County, Florida, and which merged and replaced the Declarations of Restrictions of Englewood Isles Subdivision, Unit No. 4 (which is recorded at Official Records Book 1202, Page 1591, et seq. of the Public Records of Sarasota County); Englewood Isles Subdivision, Unit No. 5 (which is recorded at Official Records Book 1267, Page 1256 et seq. of the Public Records of Sarasota County) and Englewood Isles Subdivision, Unit No. 6 (which is recorded at Official Records Book 1267, Page 1266 of the Public Records of Sarasota County, Florida).

Witnesses:

ENGLEWOOD ISLES PROPERTY OWNERS ASSOCIATION, INC.

sign: Kristina Watts

By: David Durham  
David Durham, President

print: Kristina Watts

sign: Tamara M. Weber

print: Tamara M. Weber

sign: Kristina Watts

Attest: Edward Baldwin  
Edward Baldwin, Secretary

print: Kristina Watts

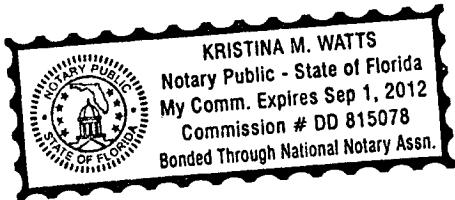
sign: Tamara M. Weber

print: Tamara M. Weber

STATE OF FLORIDA  
COUNTY OF SARASOTA

Charlotte

The foregoing instrument was acknowledged before me this 14 day of Nov, 2011, by David Durham as President of Englewood Isles Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced FL Driver License as identification.



NOTARY PUBLIC

sign Kristina M Watts

print Kristina M Watts  
State of Florida at Large (Seal)

My Commission expires:

STATE OF FLORIDA  
COUNTY OF SARASOTA

Charlotte

The foregoing instrument was acknowledged before me this 14 day of Nov, 2011, by Edward Baldwin as Secretary of Englewood Isles Property Owners Association, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced FL Driver License as identification.



NOTARY PUBLIC

sign Kristina M Watts

print Kristina M Watts  
State of Florida at Large (Seal)

My Commission expires:

**AMENDED AND RESTATED BY-LAWS  
OF  
ENGLEWOOD ISLES PROPERTY OWNERS ASSOCIATION, INC.  
UNITS 4, 5 AND 6**

These are the Amended and Restated By-laws of Englewood Isles Property Owners Association, Inc., ("the Association"), a Corporation not for profit under the laws of the State of Florida. The Articles of Incorporation for Englewood Isles, Unit 4, Improvement Association, Inc., Englewood Isles, Unit 5, Improvement Association, Inc., and Englewood Isles, Unit 6, Improvement Association, Inc., merged in 1996, with the surviving corporation being the Association. The Association has been organized for the purposes of administering all of the lots in Englewood Isles Subdivision, Unit 4, Englewood Isles Subdivision, Unit 5, and Englewood Isles Subdivision, Unit 6 (herein collectively "the Subdivision"), as per the plats thereof, recorded in the Public records of Sarasota County, Florida.

**ARTICLE I**

**PRINCIPAL OFFICE**

The principal office of the Association shall be located at such place as may be established by the Board of Directors of the Association from time to time.

**ARTICLE II**

**PURPOSES AND OBJECTIVES**

- 2.1 To develop a community designed for safe, healthful and harmonious living.
- 2.2 To promote the collective and individual property and civic interests and rights of all persons owning property in the confines of the Subdivision.
- 2.3 To maintain and care for any facilities of any kind dedicated to the community use of the Association.
- 2.4 To aid and cooperate with the members of the Association in the enforcement of these By-laws and the Declaration of Covenants of Englewood Isles Subdivisions, Units 4, 5 and 6, as amended from time to time, and to counsel with the governmental authority having jurisdiction in relation to any zoning that may affect any portion of the subject property.
- 2.5 By affirmative vote of the majority of the members of the Association to purchase, acquire or lease such real property as may be necessary or convenient for the benefit of the community or for the transaction of business and the fulfillment of its purposes and objects and to exercise all rights, powers and privileges of ownership to the same extent as natural persons might or could do.

2.6 To arrange social and recreational functions for its members.

2.7 In general, but in connection with the foregoing, to do all things necessary to promote the general welfare of the residents and owners of any lot or interest therein in the above described community.

### ARTICLE III

#### MEMBERS

3.1 The Association shall have one class of members.

3.2 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.

3.3 **CHANGE OF MEMBERSHIP.** Change of membership becomes effective upon a deed or other instrument establishing a change of recorded title on any property in the Association. The new title holder automatically becomes a member of the Association and the prior owner or owner's membership shall be terminated.

3.4 **Restraint upon Assignment of Membership, Shares and Assets.** The membership of a person or entity, 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.

3.5 **VOTING RIGHTS.** Each member shall be entitled to vote on each matter submitted to a vote of the general membership. Regardless of the number of owners appearing on the title there shall be only one (1) vote per lot. Votes shall be cast as provided in Article VI herein below.

### ARTICLES IV

#### MEETINGS

4.1 **ANNUAL MEETING.** An annual meeting for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held during the month of January of each year at a date, time and place fixed by the Board of Directors.

4.2 **SPECIAL MEETINGS.** Special meetings for the general membership and/or the Board of Directors may be called by the Officers of the Association at their discretion if a need arises.

4.3 **NOTICE OF MEMBERSHIP MEETINGS.** Notice of all meetings of the membership shall state the time, date, place and subjects for which the meeting is called and shall be given by the President, Vice President or Secretary. All such notices shall be given in writing to each

member at his/her 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 thirty (30) days, prior to the date of 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.

**4.4 BOARD OF DIRECTORS MEETINGS.** Meetings of the Board of Directors shall be open to all members and shall be held in accordance with the following provisions:

**4.4.1 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. The only topic of business at this meeting shall be the election of officers.

**4.4.2 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.

**4.4.3 Special Meeting.** Special meetings of the Board of Directors may be called by the President (or, if he/she is absent, by the Vice President) and shall be called by the Secretary at the written request of at least seven (7) of the Directors.

**4.4.4 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. 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.

**4.4.5 Special Notice of Certain Board Meetings.** A special assessment may not be levied at a Board meeting 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 and amount of the special assessment.

**4.4.6 Telephonic 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.

**4.4.7 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 another date, time and place. 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.

**4.4.8 Presiding Officer.** The presiding officer of Directors' meetings shall be the President or his/her designee. In the absence or disability of the President, the Vice-President or his/her designee 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.

**4.4.9 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.

**4.4.10 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.

**4.4.11 Meetings Open.** Meetings of the Board of Directors shall be open to all members, except for a meeting of the Board with its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by attorney-client privilege.

**4.4.12 Minutes.** Minutes of all meetings 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.

## ARTICLE V

### QUORUM

**5.1** A quorum of the Association members for the purpose of the Annual Meeting or a Special Meeting shall be established by the presence or the receipt of proxies of a minimum of 20% of the members. In the event that a quorum is not present, the members present may adjourn the meeting to a stated date, time and place.

**5.2** A quorum of the Board of Directors shall be established by a minimum of a majority of the Board of Directors. 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. In the event that a quorum is not present, the Directors may adjourn the meeting to a stated date, time and place.

## **ARTICLE VI**

### **MEMBERSHIP VOTING**

**6.1 VOTING PROCEDURE.** Any determination of requisite majorities and quorums for all purposes under the Declaration of Covenants, the Articles of Incorporation and these By-laws 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 of Covenants, the Articles of Incorporation, or these By-laws.

**6.2 METHOD OF VOTING.** Subject to the provisions of the Declaration of Covenants, voting may be by roll call, voice vote or by written ballot; provided, however, that whenever written approval is required by the Declaration of Covenants or by law, 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 meeting chairman, may require a roll call vote or vote by written ballot.

**6.3 PROXIES.** Votes may be cast in person or by proxy. A proxy shall be in writing and signed by the member. 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.

## **ARTICLE VII**

### **DIRECTORS**

**7.1 GENERAL POWERS** – The affairs of the Association shall be managed by a Board of Directors. The Board shall have the authority to exercise all powers, duties and authority of the Association, including those provided by Chapters 617 and 720, Florida Statutes, the Declaration of Covenants, the Articles of Incorporation and these By-laws, except those expressly requiring a vote of the members.

**7.2 NOMINATIONS** – The president shall appoint a nominating committee of three (3) Board members during a Board meeting in October of each year. The nominating committee

shall research the membership for Director nominees and submit its report at the December Board meeting.

**7.3 NUMBER OF DIRECTORS** – There shall be directors representing each Unit operated by this Association for a total of fifteen (15) Directors. In the event that there are not enough volunteers for Director within a Unit then the newly Directors may nominate and elect to fill the vacant positions from the general membership.

**7.4 DIRECTOR QUALIFICATIONS.** Every Director shall be at least eighteen (18) years of age and a member of the Association.

**7.4 TENURE** – Directors shall be elected for a three (3) year term.

**7.6 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 and shall be for the unexpired portion of the term.

**7.7 REMOVAL.** As provided by law, 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 without a meeting by written agreement. The vacancy in the Board so created shall be filled in accordance with the requirements of law.

## **ARTICLE VIII**

### **OFFICERS**

**8.1 GENERAL PROVISIONS** - The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer.

**8.1.1 PRESIDENT** – The President has a dual role in that he/she serves as the chairperson for the Board of Directors and as a Board member. Essentially the duties of the President will be to preside at all Board and membership meetings; to sign contracts and other documents and to be an ex officio member of all standing committees. Additionally, the President has the authority to assume the general charge of the specific actions to execute Board policies, Committee assignments and to serve as the Spokesman for the Community. The President cannot, without specific Board approval, act beyond the scope of his/her authority.

**8.1.2 VICE PRESIDENT** – The Vice President's role will be to step into the President's role should he/she be unable to perform their duties.

**8.1.3 SECRETARY** - The Secretary shall be responsible for keeping and maintaining a record of all meetings of the Board of Directors and membership. The Secretary is the custodian of the official records of the Association; sends notices, prepares and posts agendas; and if a management company is employed to perform these duties, the Secretary should oversee and work with the property manager to best carry out these duties. All minutes of all meetings must



be kept for a period of no less than seven years. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary when the Secretary is absent.

**8.1.4 TREASURER** – The Treasurer is the custodian of the funds and financial records of the Association. The Treasurer shall receive all Association funds and deposit them to the credit of the Association in a Bank in an account approved by the Board; review the collection of assessments, dispense appropriate funds through checks that will be co-signed by another officer of the Association; maintain proper records and coordinates the development of the proposed annual budget.

**8.2 ELECTION, TERM OF OFFICE, VACANCIES, AND REMOVAL.** The officers shall be elected by the Board of Directors at the first meeting of the Board after the annual meeting of the members of the Association each year. If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his/her successor shall have expired unless reelected by the Board. Any officer may be removed by the Board with or without cause.

**8.3 POWERS AND DUTIES OF OFFICERS.** Subject to the control of the Board of Directors, all officers as between themselves and the Association shall have such authority and perform such duties in the management of the affairs of the Association as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

**8.4 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.

## **ARTICLE IX**

### **FINANCES**

**9.1** The financial and accounting records of the Association shall be kept in accordance with good accounting practices.

**9.2** Accurate, itemized and detailed records of all receipts and expenditures.

**9.3** A current account and a periodic statement for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the member, the date and amount of each payment on the account and the balance due.

**9.4** All tax returns, financial statements and financial reports of the Association.

**9.5** Any other records that identify, measure, record or communicate financial information.

9.6 The fiscal year of the Association shall be the calendar year.

## ARTICLE X

### DUES AND ASSESSMENTS

**10.1 ANNUAL DUES** – Annual dues shall be fixed by the Board of Directors, provided that the members of the Association at the annual or a special meeting called for that purpose may, by majority vote of those present and by proxy, with a quorum represented, disapprove, modify or otherwise change annual dues.

**10.2 SPECIAL ASSESSMENTS** – In addition to annual dues, the Board of Directors may at a regular or special meeting levy a special assessment as needed to fund necessary or appropriate expenses of the Association.

**10.3 DEFAULT** – The Declaration of Covenants shall provide the method for the collection of assessments, as well as the imposition of late fees and interest on delinquent amounts.

**10.4 ASSIGNMENT** – In the event any member shall transfer title or interest therein in any property governed by the Association, the new title owner shall become jointly and severally liable for any unpaid dues and assessments on that property.

## ARTICLE XI

### RECORDS

**11.1 RECORD KEEPING** – Each officer and chairperson, who keeps official records during the course of their tenure, shall turn over such records to the succeeding officer or chairperson, who shall be responsible for safekeeping these records. These records must be kept on file for a period of no less than seven years in compliance with Florida law.

**11.2 INSPECTION & COPYING OF RECORDS** – The official records shall be maintained within the Community and must be open to inspection and available for photocopying by members or their authorized agents at reasonable times and places within ten (10) business days after receipt of a written request for access. This subsection may be complied with by having a copy of the official records available for copying in the community.

**11.3 BUDGETS** – In, or before December of each year, the Board of Directors shall adopt an annual budget for the succeeding year. The budget shall reflect the estimated revenues and expenses for the year and the estimated surplus or deficit as of the current year. The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available on request at no charge. This copy must be supplied to the member within ten (10) business days of a written request.

**11.4 FINANCIAL REPORTING** – The Association shall prepare or obtain an annual financial report, compilation, review or audit within sixty (60) days of the end of the fiscal year, which shall be made available to members within ten (10) days of a written request.

## **ARTICLE XII**

### **COMMITTEES**

**12.1** All committee chairpersons shall be members of the Board of Directors.

**12.2 Architectural Review Committee** shall consist of at least three (3) members. The Architectural Review Committee shall be responsible for inspecting, approving or disapproving site development plans, construction plans and specifications for all new and/or additional construction or alterations to existing homes. Committee progress and recommendations must be reported at monthly Board meetings.

**12.3 Beautification Committee** – The Beautification Committee shall be responsible for researching projects recommended by the Board or owners within the Units 4, 5 and 6 neighborhoods. These would be projects that would benefit the entire neighborhood. Committee progress and recommendations must be reported at monthly Board meetings.

**12.4 Communications Committee** – The Communications Committee shall consist of the following sub-committees: Annual Directory/Database, Newsletter, Sunshine, and Website. Committee progress and recommendations must be reported at monthly Board meetings.

**12.4.1 Annual Directory/Database Sub-Committee** – The Annual Directory/Database Sub-Committee shall maintain the database by keeping and making all updates to the database records for the Annual Directory and distribution of the Annual Directory. Sub-Committee progress and recommendations must be reported at monthly Board meetings.

**12.4.2 Newsletter Sub-Committee** – The Newsletter Sub-Committee shall prepare and distribute a newsletter to property owners in Units 4, 5 and 6 containing information about our neighborhood. Provide a listing of Board Members, Committee Members, meeting schedule dates and time and other general information that would be of interest to the community. Sub-Committee progress and recommendations must be reported at monthly Board meetings.

**12.4.3 Sunshine Sub-Committee** – The Sunshine Sub-Committee is responsible for sending cards or flowers for illnesses or deaths of our owners or other special occasions. Sub-Committee progress and recommendations must be reported at monthly Board meetings.

**12.4.4 Website Sub-Committee** – The Website Sub-Committee is responsible for maintaining and making all updates to the website. Sub-Committee progress and recommendations must be reported at monthly Board meetings.

**12.5 Englewood Isles Alliance Committee** – The Englewood Isles Alliance Committee shall promote a good working relationship with the other Associations within Englewood Isles including Eden Harbor. Committee progress and recommendations must be reported at monthly Board meetings.

**12.6 Fine Committee** – The Fine Committee shall be established as required to review potential fines for violation of the Association Covenants recommended by the Board, the Architectural Review Committee, or the Property Maintenance Committee. Members of the fine committee must be made up of three (3) members of the Association, none of whom is an officer, Director or employee of the Association, nor a spouse, parent, child, brother or sister of an officer, Director, or employee of the Association. Fine Committee hearings and procedure shall be held and performed in accordance with the requirements of the Declaration of Covenantas. It shall not be necessary for this committee to report at monthly Board meetings.

**12.7 Parkway Association Committee** – The Park Association Committee shall attend Parkway Board Meetings and represent Units 4, 5 and 6 on actions taken by the Parkway Association. Report back to the Board of Directors any decisions or recommendations made by the Parkway Board to be considered and approved by the Board of Directors of Units 4, 5 and 6. Committee progress and recommendations must be reported at monthly Board meetings.

**12.8 Property Maintenance Committee** – The Property Maintenance Committee shall review all properties within Units 4, 5 and 6 to see if they are in compliance with the Declaration of Covenants adopted by the Board of Directors. The committee is responsible for sending the Board approved letters and following up to see that maintenance issues are corrected. The committee must develop and maintain a detailed procedure to follow, subject to final approval by the Board. Committee progress and recommendations must be reported at monthly Board meetings.

**12.9 Social Committee** – The Social Committee shall coordinate social events for the residents in Units 4, 5 and 6. Committee progress and recommendations must be reported at monthly Board meetings.

**12.10 South County Alliance Committee** – The South County Alliance Committee delegate shall attend and represent Units 4, 5 and 6 at all South County Alliance Meetings. Committee progress and recommendations must be reported at monthly Board meetings.

**12.11 Welcoming Committee** – The Welcoming Committee shall welcome all new residents to the neighborhood and provide them with a welcome package containing an Englewood Isles vehicle plate, current contact information for Officers, Directors, and Committees, information to obtain a current publication of the Declaration of Covenants and other items of interest to new residents. Committee progress and recommendations must be reported at monthly Board meetings.

## **ARTICLE XIII**

### **INDEMNIFICATION AND REIMBURSEMENT**

The Association shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid on judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Association, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of members, or otherwise.

## **ARTICLE XIV**

### **AMENDMENTS TO BY-LAWS**

These By-Laws may be amended by a majority vote of the total Board of Directors. Proxies shall not be included in the count.

## **ARTICLE XV**

### **PARLIMENTARY LAW AND PROCEDURE**

Robert's Rules of Order (latest edition) shall govern the conduct of the Association and Directors' meeting when not in conflict with the Declaration of Covenants, Articles of Incorporation, these By-laws, or state law. Strict adherence may be dispensed with by a majority vote at the meeting.

## **ARTICLE XVI - INTERPRETATION**

The provisions of these By-laws shall be construed together with the Declaration of Covenants and the Articles of Incorporation. In the event of a conflict between the provisions hereof and the provisions of the Declaration of Covenants or Articles of Incorporation, the provisions of the Declaration of Covenants or Articles of Incorporation shall control. The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to implement its obligations and authorities under the Declaration of Covenants. Wherever the context so requires, the use of any gender herein shall be deemed to include all genders and the use of the plural shall include the singular and the singular shall include the plural. Unless the context shall otherwise require, terms used herein shall have the same meanings as may be set forth in the Declaration of Covenants