

By-Laws

2018

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AMENDED AND RESTATED
BY-LAWS OF

QUAIL RIDGE ASSOCIATION AT SUNTREE, INC.

Including

THIRD AMENDMENT TO AMENDED

AND RESTATED BYLAWS OF

QUAIL RIDGE ASSOCIATION AT SUNTREE, INC.

January 29, 2018

WHEREAS, Quail Ridge Association at Suntree, Inc., a Florida not for profit corporation ("Association"), amended and restated the Bylaws of the Association in that Amended and Restated By-laws of Quail Ridge Association at Suntree, Inc. recorded on April 27, 1994 in Official Records Book 3387, Page 361, Public Records of Brevard County, Florida; and,

WHEREAS, the Association further amended the Bylaws in that Amendment to Amended and Restated By-laws recorded January 17, 2001 in Official Records Book 4275, Page 3125 of the public records of Brevard County, Florida; and,

WHEREAS, the Association further amended the Bylaws in that Amendment to Amended and Restated By-laws recorded August 9, 2007 in Official Records Book 5802, Page 9947 of the public records of Brevard County, Florida; and,

WHEREAS, pursuant to Article XV, the Bylaws may be amended by the affirmative vote of sixty six percent (66) of the Members present by Proxy or by mail;

WHEREAS, on January 29, 2018, at a duly called meeting of the members of Quail Ridge Association at Suntree, Inc., the following amendments were approved by not less than sixty-six percent (66) of the Members of the Association present by Proxy or by mail.

A Corporation Not for Profit under the Laws of the State of Florida

ARTICLE I
NAME AND LOCATION

The name of the Corporation is QUAIL RIDGE ASSOCIATION AT SUNTREE, INC., hereinafter referred to as the "Association".

The mailing address of the Association is 857 Ridge Lake Drive, Melbourne, Florida 32940, but meetings of members and directors may be held at such places within the State of Florida, County of Brevard, as may be designated by the Board of Directors ("Board"). The fiscal year of the Association shall be the calendar year.

ARTICLE II
DEFINITIONS

ALL TERMS DEFINED IN THE AMENDED AND RESTATED DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR QUAIL RIDGE ASSOCIATION AT SUNTREE RECORDED IN OFFICIAL RECORDS BOOK 2820 PAGE 713, AS AMENDED, OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA (THE "DECLARATION") SHALL HAVE THE SAME MEANINGS WHEN USED HEREIN.

ARTICLE III
MEMBERSHIP

THE MEMBERS OF THE ASSOCIATION SHALL BE THOSE PERSONS DESCRIBED IN ARTICLE V OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION.

ARTICLE IV
VOTING RIGHTS

EACH MEMBER SHALL HAVE THE VOTING RIGHTS AS SET FORTH IN THE AMENDED AND RESTATED ARTICLES OF INCORPORATION AND THE DECLARATION.

ARTICLE V
MEETINGS OF MEMBERS

NOW THEREFORE, pursuant to Article XV, the Bylaws are amended as follows:

1. **Section 5.1** is amended as follows:

Section 5.1 Meetings. An annual meeting will be held each year at the time and place designated by the Board. Special meetings may be called at any time by the President or by a majority of the Board or upon written request by ten percent (10) of the members (or eight (8) Owners) who are entitled to vote.

(Approved January 29, 2018)

Section 5.2. Notice of Meetings. Written notice of meetings of the members shall be given by the Secretary or other person authorized to call the meeting, by delivering or mailing (postage prepaid) to each member a copy of such notice at least thirty (30) days before such meeting. The notice will be addressed to the Member's address as appearing on the books of the Association, or supplied by such member to the Association for purposes of notice. The notice will specify the place, date and hour of the meeting.

Section 5.2.1. In addition to any business to be brought up at the meeting, the notice of the annual meeting will include a written ballot with the names of all nominees for the Board of Directors. This ballot may be cast in person or sent by mail to the Secretary. The notice will also include a proxy.

Section 5.3. The notice of a special meeting will include the specific purpose of that meeting.

Section 5.3.1. Quorum. The presence in person or by proxy at meetings of the members of least 30% (25) of the members entitled to vote, will constitute a quorum to conduct Association business. An exception to this will be any action requiring the consent of a greater number of members as provided elsewhere in these By-Laws, the Articles of Incorporation or the Declaration of Covenants and Restrictions.

Section 5.4. Proxies. Each member may vote at any meeting in person or by proxy except that elections to the Board of Directors shall be made by secret written ballot cast either in person or by mail.

Section 5.4.1. All proxies shall be in writing, filed with the Secretary of the Association. Any proxy is effective only for the specific meeting for which originally given or any lawfully adjourned meeting thereof.

ARTICLE VI
BOARD OF DIRECTORS

Section 6.1. Number, Selection and Term of Office. The Board of Directors shall be comprised of an odd number of members from three (3) to nine (9) members. Upon implementation of this section, at a meeting of the homeowners duly called for this purpose, an odd number of members, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50) of the total number of Directors rounded to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and

2. the remaining Directors' terms of office shall be established at one (1) year. At each Annual Members' Meeting thereafter. as many Directors of the Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

(Approved January 29, 2018)

Section 6.2. Vacancies. Vacancies on the Board will be filled by a majority vote of the remaining Directors. The person appointed to fill the vacancy shall serve for the remainder of the term of the person he/she replaces.

Section 6.3. Removal. Any Director may be removed from the Board, with or without cause, by a majority of the Members of the Association casting the vote.

Section 6.4. Conflict of Interest.

Section 6.4.1. An individual may not serve as a Director of the Association and as a Director of the SUNTREE Master Association concurrently.

Section 6.4.2. A Director cannot hold any financial interest in a company doing business with the Association.

Section 6.5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE VII
ELECTION PROCEDURES

Section 7.1. Election of Directors. Votes cast for persons nominated for election to the Board of Directors shall be by written, secret ballot as hereinafter provided. The persons receiving the largest number of votes shall be elected.

Section 7.2.1. Any Member or other eligible person desiring to be a candidate for the Board shall give written notice to the Secretary not less than forty (40) days before a scheduled election. No nominations for a candidate for the Board shall be taken after such date.

Section 7.2. Nominations. Nominations for election to the Board of Directors by the members shall be made by the Nominations Committee. This Committee shall consist of three (3) members appointed each year by the Board of Directors, one of whom will be a Director. The Nominating Committee will be formed at least sixty (60) days prior to the annual meeting and the nominations proposed by the Committee shall be included in the notice sent to all members as provided in Article V, Section 2 hereof.

Section 7.2.1. Any Member or other eligible person desiring to be a candidate for the Board shall give written notice to the Secretary not less than forty (40) days before a scheduled election. No nominations for a candidate for the Board shall be taken after such date.

(Approved January 29, 2018)

Section 7.3. Ballots. Written ballots shall be used. Each ballot will describe the vacancy to be filled and the names of those nominated by the Committee for such vacancies and those nominated from the floor. Ballots may be cast in person or by mail (to the Secretary).

Section 7.4. Election. The Member designated by the owners of a Lot to cast the vote for the Lot shall receive the ballot for such Lot at or prior to the Annual Meeting. After the ballots are marked, they shall be turned over to an Elections Committee which shall consist of three (3) members appointed by the Board of Directors.

Section 7.4.1. The Elections Committee will assure that the number of ballots turned in by each member corresponds with the number of Lots owned by such member.

Section 7.4.2. Elections shall be by secret, written ballot personally cast or mailed by the Member.

Section 7.4.3. Ballots will be opened, counted and verified by the Elections Committee upon the closing of the polls by the President.

Section 7.4.4. The persons receiving the greatest number of votes shall be elected. In case of a tie, a run-off will be held at the Annual Meeting and votes will be by those members present.

Section 7.4.5. The results shall be determined, announced and posted as soon as possible after the election.

ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.1. Powers. The Board of Directors shall have the power:

Section 8.1.1. to exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration, to delegate certain of its powers to the committees established from time to time by the Board;

Section 8.1.2. to declare the office of a member of the Board to be vacant in the event such a member is absent from three (3) consecutive regular meetings of the Board;

Section 8.1.3. to employ a licensed community association manager. The licensed Association manager shall be employed only after the approval to hire a manager has been given by a two thirds (2/3) vote of the members that are present, by proxy or by mail at a meeting duly called for this purpose;

Section 8.1.4. to employ such employees as they deem necessary and to prescribe their duties.

Section 8.1.5. The Board shall have the authority to authorize expenditures for the benefit of the Association not to exceed five percent (5%) of the annual assessment for all Homeowners, as defined in Section 3.2.1. of the Declaration, for the budget year. This limitation does not apply to expenditures defined in the annual budget and it does not apply to expenditures from reserve funds which are used for the stated purpose of the reserve fund.

Section 8.2. Duties. It shall be the duty of the Board of Directors:

Section 8.2.1 to keep a corporate record of all of its acts and corporate affairs and to make reports of major acts and financial condition to the Members at the Annual Meeting or by written report in lieu of a report at the Annual Meeting.

Section 8.2.2. to supervise all officers, agents and employees of the Association.

Section 8.2.3. As more fully provided in the Declaration, to fix the amount of the annual Assessment against each Lot, notify each Member at least thirty (30) days in advance of its due date and collect the assessments and fines for those not paid within thirty (30) days.

Section 8.2.4. to maintain a roster of the Lots of the Association and Assessments applicable thereto which shall be kept by the Secretary and shall be open to inspection by any Member.

Section 8.2.5. to issue, or cause to be issued upon demand by any person having a legitimate need a certificate setting forth whether all assessments against a Lot have been paid and identifying the amount of any unpaid assessment and the period to which such unpaid assessment relates. Such certificate shall be conclusive evidence to the requester of payment/non-payment of any assessment paid.

Section 8.2.6. to obtain and maintain a liability and hazard insurance policy for the protection of the Association covering Common Property and covering such risks and with such deductible amounts as the Board may determine. The Board shall also obtain a blanket casualty insurance policy on the Townhomes as provided in the Declaration.

Section 8.2.7. to provide to owners and lenders, and to holders, insurers, or guarantors of any first mortgages, current copies of the Articles, Declaration, By Laws and Rules and Regulations concerning the Association. The books, records and financial statements of the Association are available for inspection, upon request, during normal business hours or by special appointment.

Section 8.2.8. to provide any holder of a first mortgage, upon written request, a financial statement for the immediate preceding fiscal year.

Section 8.2.9. to make, amend, and rescind from time to time operating rules for the Association and its Common Property and to enforce the Declaration and the Rules and Regulations.

ARTICLE IX
MEETINGS OF DIRECTORS

Section 9.1. Openness. All meetings shall be open to all Members of the Association.

Section 9.2. Regular Meetings. The Board shall hold regular monthly meetings at such time and place as determined by the Board. Upon election of a new Board, an organizational meeting will be held within fourteen (14) days after the election.

Section 9.3. Special Meetings. Special meetings shall be held when called by the President or by any two Board members. Reasonable notice (usually forty eight (48) hours) must be given to each Director unless a written waiver of notice is executed.

Section 9.4. Notice. Notice of regular meetings shall be included in the minutes of the previous meeting, posted on the pool cabana bulletin board and in the information boxes near each mail box. Notice of a special meeting will also be posted on the cabana bulletin board, and in the information boxes near each mail box. Special note will be made in a notice when assessments are to be established. This notice will also include the nature of the proposed assessment.

Section 9.5. Quorum. Three Board Members will constitute a quorum.

Section 9.6. Action Taken Without a Meeting. The Board shall have the right to take any action in the absence of a meeting in the event of an emergency which they otherwise could take at a meeting. This may be done by the President via telephone with a follow-up written confirmation from each Board member sent to the President via email, facsimile or hand delivery. Any action so approved shall be ratified at the next meeting of the Board.

(Approved January 29, 2018)

ARTICLE X
OFFICERS

Section 10.1. Officers. The officers shall be a President, a Vice-President, a Secretary and a Treasurer. All officers shall be members of the Board.

Section 10.2. Election. The officers shall each be chosen by a majority vote of the Board.

Section 10.3. Term of Office. All officers shall be elected annually. Each shall hold office for one (2) year period unless he/she shall sooner resign or shall be removed from office or shall otherwise become disqualified to serve.

Section 10.4. Resignation or Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign by giving written notice to the Board, the President, or the Secretary. Such resignation will take effect on receipt by the Board or at the date specified in the resignation letter.

Section 10.5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the office replaced.

Section 10.6. Multiple Officers. The offices of the President and Secretary may not be held by one person.

Section 10.7. Duties. The duties of the officers are:

Section 10.7.1. President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments and may co-sign all checks and promissory notes.

Section 10.7.2. Vice-President. The Vice-President shall perform all of the duties of the President in his absence.

Section 10.7.3. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and the Members, keep records of the Association and maintain a record of all Association Members and their addresses.

Section 10.7.4. Treasurer. The Treasurer shall receive or cause to be received and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board, provided, however, that a resolution of the Board shall not be necessary for the disbursement made in the ordinary course of business

conducted within the limits of an approved budget. The Treasurer shall keep or cause to be kept proper books of account and cause an annual review of the Association's books to be made upon the completion of the fiscal year. Based on inputs from the other Board Members and Committee Chairmen, he shall prepare the annual budget and annual balance sheet. A copy of the budget will be provided to each homeowner. The annual balance sheet will be reviewed at the Annual Meeting and copies will be available to any homeowner who so desires one.

ARTICLE XI
COMMITTEES

Section 11.1. Standing Committees. The Board may appoint such standing committees as seems necessary. Each committee shall have a chairman and one or more members and shall include a member of the Board.

Section 11.2. Special and Ad-Hoc Committees. The Board may from time to time appoint a special or ad-hoc committee to address a particular task or problem.

Section 11.3. Review of Suggestion/Complaints. Suggestions or complaints received by the Board will be referred to the appropriate committee. The committee shall recommend appropriate action to the Board.

ARTICLE XII
RESERVES

Section 12.1. Reserves for Replacement. The Association may establish and maintain adequate reserve funds for the periodic maintenance, repair and replacement of certain Capital Assets of the Association and those portions of the Townhomes as identified in the Declaration, which the Association may be obligated to maintain. The reserve funds may be funded out of regular assessments and/or any other income received by the Association.

(Approved January 29, 2018)

Section 12.2. Contingency Reserves. The Association shall establish and maintain a contingency reserve fund to handle such expenditures that may be needed during the course of the fiscal year. These funds shall be funded out of the regular assessments for common expenses.

ARTICLE XIII
BOOKS AND RECORDS

The books, records and papers of the Association shall be made available, during reasonable business hours, be subject to inspection by any member.

(Approved January 29, 2018)

ARTICLE XIV
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words, "QUAIL RIDGE ASSOCIATION AT SUNTREE, INC." The Secretary will maintain the seal and assure that it is affixed to papers, documents, etc., as may be required.

ARTICLE XV
AMENDMENTS

Except as otherwise provided herein, these By-Laws may be made, altered or rescinded by an affirmative vote of 66% of those voting* of the total number of votes cast at a meeting where a quorum is present, in person, by mail or by proxy.

*Changed by affirmative vote of December 8, 2006.

ARTICLE XVI
CONFLICTS

In case of any conflicts, the Declaration is the primary document with the Articles of Incorporation secondary and the By-Laws last.

ARTICLE XVII
INDEMNIFICATION

Section 17.1. Third Party Action. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the Association) by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another Association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, pm1nership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/she in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 17.2. Derivative Actions. The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or suit by, or in the right of the Association, or appeal therefrom, to procure a judgment in its favor by reason of the fact that he/she or his/her testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another association, or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise against expenses) ((including attorney's fees and amounts paid in settlement)) act reasonably occurred by him/her in connection with such action and suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Association, provided, however, that no person shall be entitled to indemnification under this Section in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duty to the Association.

Section 17.3. Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 17.1 and Section 17.2 or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith, and the president or vice president of the Association shall direct reimbursement of all such expenses to such person.

Section 17.4. Determination of Propriety of Indemnification. No person seeking indemnification under Section 17.1 or 17.2 of this Article XVII shall be indemnified unless pursuant to a determination by a court or unless the Board of Directors or the members in good faith by a majority vote of a quorum of Directors or members, as the case may be, who were not parties to such action, suit or proceeding, determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including, without limitation, those persons referred to in Sections 17.1 and 17.2 of this Article XVII) in each case except as otherwise ordered by a court or prohibited by law.