



CFN 20090452174  
 OR BK 23617 PG 0959  
 RECORDED 12/30/2009 15:57:09  
 Palm Beach County, Florida  
 Sharon R. Bock, CLERK & COMPTROLLER  
 Pgs 0959 - 972; (14pgs)

Return To:  
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**CERTIFICATE OF BYLAWS OF  
 EGRET NEST HOMEOWNERS' ASSOCIATION, INC.**

I HEREBY CERTIFY that the Amended and Restated Bylaws of Egret Nest Homeowners' Association, Inc. attached as Exhibit "1" to this Certificate were duly adopted by the members as amendments to the Bylaws of Egret Nest Homeowners' Association, Inc. The amendments were duly adopted by the members at a meeting of the members and in accordance with the provisions of the Bylaws. The original Declaration of Covenants, Conditions and Restrictions for Egret Nest Homeowners' Association, Inc. are recorded in Official Records Book 8065, Page 1079, et seq., Public Records of Palm Beach County, Florida.

DATED this 17<sup>th</sup> day of December, 2009.

As to witnesses:

EGRET NEST HOMEOWNERS' ASSOCIATION,  
 INC.

Theresa Lemme  
 Witness


BY: Sidney Taussig  
 SIDNEY TAUSSIG, PRESIDENT

Howard R. Kaplan  
 Witness

Attest: Madelaine Gunsher  
 MADELINE GUNSHER, SECRETARY

STATE OF FLORIDA )  
 COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 2009, by Sidney Taussig as President of Egret Nest Homeowners' Association, Inc., who affirmed that the said execution was made freely and voluntarily under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or produced \_\_\_\_\_ as identification. He did not take an oath.

NOTARY PUBLIC - STATE OF FLORIDA  
  
 Rose M. Eddy  
 Commission # DD618545  
 Expires: JAN. 06, 2011  
 BONDED THRU ATLANTIC BONDING CO., INC.

(SEAL)

Rose M. Eddy  
 NOTARY PUBLIC  
 State of Florida at Large.  
 My Commission Expires:

**AMENDED AND RESTATED BYLAWS OF**  
**EGRET NEST HOMEOWNERS' ASSOCIATION**  
**RECORDED DECEMBER 30, 2009**

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AMENDED AND RESTATED  
BYLAWS

EGRET NEST HOMEOWNERS' ASSOCIATION INC.

ARTICLE I

PRINCIPAL OFFICE AND DEFINITIONS

Section 1. PRINCIPAL OFFICE. The principal office of the Association shall be located at the address on file with the Florida Department of State, Division of Corporations. The Association may have such other office or offices as the Board of Directors may determine.

Section 2. DEFINITIONS. Terms used in these Bylaws and not otherwise defined shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Egret Nest Homeowner's Association, Inc. (Said Declaration, as amended, renewed or extended from time to time, is hereinafter sometimes referred to as the "Declaration.")

ARTICLE II

MEMBERSHIP, MEETINGS, QUORUM, VOTING AND PROXIES

Section 1. MEMBERSHIP. The Association shall have one (1) class of voting membership, as more particularly set forth in Article V of the Declaration.

Section 2. PLACE OF MEETINGS. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 3. ANNUAL MEETINGS. Annual meetings of the Members shall be held on the date and at such hour as may be determined by the Board of Directors. Each annual meeting shall take place not more than thirty (30) days prior to the end of The fiscal year.

Section 4. SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-third (1/3) of the Members who are entitled to vote. The notice of any special meeting shall state the date, time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. NOTICE OF MEMBERSHIP MEETINGS. It shall be the duty of the Secretary to send by regular mail or otherwise cause to be personally delivered to every Member entitled to vote, a notice of each annual or special meeting of the Members stating the purpose of the meeting, as well as the time and place where it is to be held.

If a Member wishes notice to be given at an address other than the official address registered by the Member with the Association, said Member shall have so designated by notice in writing to the Secretary such other address. The mailing or other delivery of notice of a meeting in the manner provided in this Section shall be considered service of notice.

Notices shall be served not less than fourteen (14) nor more than thirty (30) days before a meeting, unless otherwise provided in these Bylaws.

Section 6. WAIVER OF NOTICE. Waiver of notice of any meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such Member of notice of the time, date and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before any business is put to a vote.

Section 7. ADJOURNMENT OF MEETINGS. If any meetings of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not more than ninety (90) days from the time the original meeting was called. All Members shall be notified of the time and place of the reconvened meeting. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting or if, for any reason, a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to Members in the manner prescribed in Section 5 of this Article.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that any action taken shall be approved by at least a majority of the number of Members required to constitute a quorum, unless the governing documents or statutes impose higher vote requirement. In the event that a meeting is recessed for any reason, no additional notice shall be required.

Section 8. VOTING. The voting rights of the Members shall be as set forth in the Declaration, and such voting rights provisions are specifically incorporated herein.

Section 9. PROXIES At all meetings of Members, each Member may vote in person or by proxy. A proxy may be given to any Member of the Association. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. No proxy shall be valid for longer than ninety (90) days after the date was given. All proxies shall be in writing and filed with the Secretary or the Property Manager before the appointed time of each meeting. Proxies which are filed without designating the name of the proxy holder shall be considered null and void. Every proxy shall be revocable at any time at the pleasure of the Member executing it and shall automatically cease upon conveyance by the

Member of his or her Lot within the Property or, in the case of a Member holding title as an individual, upon receipt of notice by the Secretary of the death or judicially declared incompetence of that Member. A proxy or ballot may provide an opportunity to specify approval or disapproval with respect to any proposal. The Board of Directors may authorize the issuance of absentee ballots in its sole discretion, which may be consolidated with the proxy into a single document.

Section 10. MAJORITY. As used in these Bylaws, the term "majority" shall mean those votes by Members totaling more than fifty percent (50%) of the total number.

Section 11. QUORUM. Except as otherwise provided in these Bylaws or in the Declaration, the presence in person or by proxy of thirty percent (30%) of the votes outstanding shall constitute a quorum at all meetings of the Association. In the event a quorum is not present another meeting may be called subject to the same notice requirement for the same purposes as originally stated, and the required quorum at the subsequent meeting shall be twenty percent (20%) of the total votes outstanding.

Section 12. CONDUCT OF MEETINGS. The President shall preside over all meetings of the Association, and the Secretary and/or the Property Manager shall keep the minutes of the meetings and record in a minute book all resolutions adopted at the meetings, as well as a record of all transactions occurring thereat. In the event that the President is unavailable, the Vice President shall act in the President's place and stead. In the case of successive unavailability, the Secretary or Treasurer, in that order, shall preside over the meeting.

Section 13. ACTION WITHOUT A MEETING. Any action which may be taken by the vote of Members at an annual or special meeting, except the election of Board members, may be taken without a meeting as and to the extent permitted by Florida law.

### ARTICLE III

#### BOARD OF DIRECTORS

##### A. COMPOSITION AND SELECTION

Section 1. GOVERNING BODY COMPOSITION. The affairs of the Association shall be governed by a Board of Directors. The Directors shall be Members of the Association.

Section 2. NUMBER OF DIRECTORS. The number of Directors on the Board shall be not less than three (3) nor more than seven (7), as the Board of Directors may from time to time determine by resolution of the Board of Directors.

Section 3. TERM OF OFFICE; STAGGERED TERMS The Directors elected by the members shall have terms of two (2) years which shall be staggered terms commencing with the annual meeting and election of Directors in 2000. To accomplish staggered terms, the following election procedure shall apply to the election of Directors by members at the 2000 annual meeting of the members and election of Directors. The four (4) Directors receiving the highest number of votes shall be elected for a two (2) year term. The remaining Directors elected

shall be elected for a one ( 1) year term. All Directors elected after the 2000 annual meeting and election of Directors shall be elected for two (2) year terms. Each Director shall serve until his/her successor is duly elected and qualified, or until he/she is removed in a manner elsewhere provided.

Section 4. REMOVAL OF DIRECTORS. At any regular or special meeting of the Association, any one or more of the members of the Board of Directors may be removed, with cause, by a majority vote of the Members, and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Members shall be given at least ten (10) days notice of the calling of the meeting and the purpose thereof, and shall be given an opportunity to be heard at the meeting. In the event of death, resignation or removal of a Director, his successor shall be elected by a majority of the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 5. VOTING PROCEDURE FOR DIRECTORS Any Member wishing to serve as a Director shall submit his/her name along with an optional résumé to the Property Manager or the Secretary of the Association, at a time prior to the annual meeting to be determined by the Board, for inclusion on the ballot. Nominations will also be permitted from the floor at the annual meeting prior to the commencement of voting. The election of the Board shall be conducted at the annual meeting of the Association, at which time, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The Members receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

## B. MEETINGS

Section 1. ANNUAL/ORGANIZATIONAL MEETINGS. Each year the first meeting of the members of the Board of Directors shall be held within ten (10) days after the annual meeting of the Members of the Association, at such time and place as shall be fixed by the Board.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors but at least four (4) such meetings shall be held during each calendar year with at least one (1) per quarter. Notice of the time and place of the meeting shall be posted at a prominent place within the Common Area and shall be communicated to Directors in the manner set forth in Article II of these Bylaws, but not less than forty-eight (48) hours prior to the meeting, provided however, that notice of a meeting need not be given to any Director who may sign a waiver of notice or a written consent to holding of the meeting. Where Chapter 720 of the Florida Statutes requires a greater notice requirement for a Board Meeting, the Association shall comply with the notice requirements of Chapter 720.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by written notice signed by the President of the Association, or by a majority of the members of the Board of Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director



by either ( a ) personal delivery; ( b ) written notice by first class mail; ( c ) telephone communication, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director. Notice shall be given at least forty-eight hours before the time set for the meeting, unless an emergency situation requires waiver of this requirement as may be determined by the Board. Notices shall be posted at a prominent place within the Common Area not less than forty-eight (48) hours prior to the scheduled time of the meeting. Where Chapter 720 of the Florida Statutes requires a greater notice requirement for a Board Meeting, the Association shall comply with the notice requirements of Chapter 720.

Section 4. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, 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 (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5. QUORUM OF BOARD OF DIRECTORS. At all meetings of the Board of Directors, 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 decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. At an adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 6. COMPENSATION. No Director shall receive any compensation from the Association for acting in such capacity or capacities.

Section 7. CONDUCT OF MEETINGS. The President shall preside over all meetings of the Board of Directors and the Secretary and/or the Property Manager shall keep a minute book for the Board of Directors, recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. In the absence of the President, the Vice President shall act in the President's place and stead. In the case of successive unavailability, the Secretary or Treasurer, in that order, shall preside over the meeting. Members of the Board shall be deemed present in person at a meeting of such Board if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other at the same time.

Section 8. OPEN MEETINGS. All meetings of the Board shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless expressly authorized by the President or other Officer or Director presiding over the meeting, or unless otherwise permitted by law.

Section 9. EXECUTIVE SESSION. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved and other business of a similar confidential nature to the extent permitted by Florida law.

Section 10. ACTION WITHOUT A FORMAL MEETING. Any action to be taken at a meeting of the Board or any action that may be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. An explanation of the action taken shall be given to the Members within three ( 3 ) days after the written consents of all the Board members have been obtained, except for items discussed in executive session.

Section 11. The notice requirements set forth herein with regard to Board meetings shall also apply to the meetings of any committee or other similar body, where a final decision will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

#### C. POWERS AND DUTIES

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 all acts and things as are not by the Declaration, Articles, or these Bylaws directed to be done and exercised exclusively by the Members.

In addition to the duties imposed by these Bylaws or by any Resolution of the Association that may be hereafter adopted, the Board of Directors shall have the power to and be responsible for the following, by way of explanation, but not limitation:

( a ) Preparation and adoption of an annual budget in which there shall be established the contribution of each Member to the Common Expenses.

( b ) Making general, special, emergency and individual special assessments to defray the Common Expenses, establishing the means and methods of collecting such Assessments, as more particularly set forth in the Declaration. Unless otherwise determined by the Board of Directors, the annual assessment against the proportionate share of the Common Expenses shall be due and payable by each Member in quarterly installments. All general or special assessments shall be equal, regardless of the house or lot size.

( c ) Collecting the Assessments, depositing the proceeds thereof in a financial institution which it shall approve and using the proceeds to administer the Association.

( d ) Opening of bank accounts on behalf of the Association and designating the signatories required, which shall be a minimum of two (2) among the Treasurer, President, Vice President and Secretary of the Board of Directors.

( e ) Providing for the operation, care, upkeep and maintenance of all of the Common Area.

( f ) Designating, hiring and dismissing the personnel for the Association necessary for its maintenance, operation, repair and replacement of the Common Area and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties.

( g ) Making and amending Rules and Regulations regarding the use of the common areas and use of the Lots.

( h ) Making or contracting for the making of repairs, additions and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty.

( i ) Enforcing by legal means the provisions of the Declaration, these Bylaws and any Rules and Regulations adopted by it and bringing any proceedings which may be instituted by the Association on behalf of or against the Members.

( j ) Obtaining and carrying insurance against casualties and liabilities, as may be available, as provided in the Declaration, and paying the premium cost thereof; and

( k ) Keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Members and their mortgagees, their duly authorized agents, accountants or attorneys, during reasonable business hours on working days as may be determined by the Board of Directors. All books and records shall be kept in accordance with generally accepted accounting practices.

## Section 2. MANAGEMENT AGENT.

( a ) The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board shall authorize. The Board of Directors may delegate to the management agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws, as determined by the Board from time to time.

( b ) No management contract may have a term in excess of one ( 1 ) year and must permit termination by either party without cause and with out a termination fee upon thirty (30) days notice.

( c ) No remuneration shall be accepted by the Management agent from vendors, independent contractors or others providing goods or services to the Association, whether in the

form of commissions, finder's fees, service fees, prizes, gifts or otherwise. Anything of value received shall benefit the Association.

( d ) Any financial or other interest which the management agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors.

Section 3. ACCOUNTS AND REPORTS. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

( a ) Accounting and controls should conform with established American Institute of Certified Public Accountants (AICPA) guidelines and principles. A segregation of accounting duties should be maintained and disbursements by check or any acceptable banking practices. Checks shall require such signatures as may be determined by the Board;

( b ) Any and all accounts of the Association shall not be commingled with any other accounts.

( c ) Annual financial reports shall be prepared for the Board of the Association containing a balance sheet as of the last day of the Association's fiscal year, and an income statement for said fiscal year, which shall be distributed to the Board within ninety (90) days after the close of the fiscal year and these accounting reports shall be distributed to the members at that time.

Section 4. BORROWING The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Area and facilities without the approval of the Members of the Association. If the Association should ever borrow money from a bank, the Association may grant a collateral assignment of assessments as security for the loan.

Section 5. RIGHTS OF THE ASSOCIATION. With respect to the maintenance of the Common Area or other Association responsibilities and in accordance with the Articles of Incorporation and the Declaration, the Association shall have the right to contract with any person or entity for the performance of various duties and functions. Without limiting the foregoing, this right shall entitle the Association to enter into common management, operational or other agreements with trusts, condominiums, cooperatives, the Master Association or other Associations or Condominium Associations, both within and without the Property. Such agreements shall require the consent of two-thirds (2/3) of the total votes of all Directors of the Association.

Section 6. HEARING PROCEDURE. The Board shall not impose a fine (a late-charge does not constitute a fine) or suspend voting rights of a Member or occupant for violations of these Bylaws unless and until the procedure set forth in the Declaration is followed.

## ARTICLE IV

### OFFICERS AND POA GOVERNOR

Section 1. OFFICERS. The officers of the Association shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may elect such other officers as it shall deem desirable, such officers to have the authority and to perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. All officers shall be elected from among the members of the Board of Directors.

(a) The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties usually vested in the office of President of an Association, including but not limited to, the power to appoint committees from among the members as he/she in his/her discretion may determine appropriate to assist in the conduct of the affairs of the Association. The President shall act as the chairperson of all Members meetings and Board of Directors meetings.

(b) The Vice President, in the absence, or disability of the President, shall exercise the powers and perform the duties of the President. He/she shall also assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

(c) The Secretary shall cause to be kept the minutes of all proceedings of the Directors and the members; shall attend to the giving and serving of all notices to the members and Directors and other notices required by law; shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed; he/she 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 and as may be required by the Directors or the President.

(d) The Treasurer shall have the custody of all property of the Association, including funds, securities and evidence of indebtedness; he/she shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of Treasurer. The Treasurer shall cause financial reporting as required by Chapter 720 or the Florida Statutes of the Association books to be made by an accountant at the completion of each fiscal year. He/she, or an appointed agent, shall assist in the preparation of an annual budget and an annual balance sheet statement.

Section 2. POA GOVERNOR. The Association shall elect one Governor to the River Bridge POA Board of Governors following the rules set down in the River Bridge P.O.A. Bylaws.

(a) The Governor will be elected for a term of two (2) years by a majority vote of the members of the Association in an election held before December 31 in the odd numbered years (2001, 2003, etc.).

(b) Any member in good standing of the Association may submit their name for nomination to the Property Manager or the Secretary of the Association for inclusion on the ballot and nominations will be accepted from the floor prior to the commencement of the voting process.

(c) The members may recall and remove the Governor, with cause, by the vote or agreement in writing by a majority of all the members of the Association. If a vacancy is created by resignation or by other means, the Board of Directors, by a majority vote, shall appoint a new Governor to serve until the end of the unexpired term.

(d) The Governor shall attend Egret Nest Board and membership meetings to discuss current issues that may arise.

Section 3. ELECTION TERM OF OFFICE AND VACANCIES. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board following each annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board for the unexpired portion of the term.

Section 4. REMOVAL. Any officer may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

Section 5. POWERS AND DUTIES. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed upon them by the Board of Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent or in such other manner as deemed appropriate by the Board.

Section 6. RESIGNATION. Any officer or Governor may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. AGREEMENTS, CONTRACTS, DEEDS AND LEASES. All agreements, contracts, deeds, leases and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board of Directors.

Section 8. COMPENSATION. No officer shall receive any compensation from the Association for acting in such capacity.

## ARTICLE V

### COMMITTEES

Committees shall perform such tasks and serve for such periods as may be designated by a resolution adopted by a majority of the Directors. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Section 1. APPOINTMENT AND REMOVAL OF COMMITTEE CHAIRS AND MEMBERS.

Committee Chairs shall be appointed by the President and Committee members shall be appointed by the Board of Directors. All committees and committee members serve at the will of the Board of Directors. Committees, other than Standing Committees, may be eliminated by the President and/or a majority vote of the Board. Committee Chairs may be removed by the President and/or a majority vote of the Board. Committee members may be removed by the President or the Committee Chair.

Section 2. STANDING COMMITTEES. Standing Committees are the Modifications Committee And the Covenants Compliance Committee.

(a) MODIFICATIONS COMMITTEE. The Modifications Committee (M. C.) shall have jurisdiction over modifications, additions or alterations made on or to Residential Units or structures and the open spaces appurtenant thereto and any other improvements made upon the Property following the rules set out in the Declaration.

(b) COVENANTS COMPLIANCE COMMITTEE. The President, with confirmation by a majority of the members of the Board of Directors, shall appoint a Covenants Compliance Committee of at least three (3) Members who are not Officers, Directors, P.O.A. Governor or employees of the Association, or the spouse, parent, child, brother or sister of an Officer, Director, P.O.A. Governor or employee. The Covenants Compliance Committee shall be the committee that conducts a hearing as a result of the Board's recommendation of a proposed fine or sanction as described in Article XIV of the Declaration. If the committee, by a majority vote, does not approve of the proposed fine or sanction, it may not be imposed. The Covenants Compliance Committee's authority shall not be as an arbitrator and shall not include any other remedies other than the approval or disapproval of the proposed fine or sanction levied by the Board of Directors

## ARTICLE VI

### MISCELLANEOUS

Section 1. FISCAL YEAR. The fiscal year of the Association shall be the

calendar year or as may be otherwise determined by the Board.

Section 2. PARLIAMENTARY RULES. Except as may be modified by Board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Florida law, the Declaration, the Articles of Incorporation or these Bylaws.

Section 3. CONFLICTS. If there are conflicts or inconsistencies between the provisions of Florida law, the Declaration, the Articles of Incorporation, and these Bylaws, the provisions of Florida law, the Declaration, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

Section 4. BOOKS AND RECORDS.

(a) INSPECTION BY MEMBERS. The official records of the Association shall be made available for inspection and copying by any Member of the Association or by its duly appointed representative, at any reasonable time and for a purpose reasonably related to their interests at the office of the Association or at such other place as the Board shall prescribe and in accordance with applicable law.

(b) RULES FOR INSPECTION. The Board shall establish reasonable rules with respect to:

- (i) Notice to be given to the custodian of the records by any authorized person desiring to make the inspection;
- (ii) Hours and days of the week when such an inspection may be made; and
- (iii) Payment of the cost of reproducing copies of documents requested by any authorized person.

(c) INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and copies of documents at the expense of the Association.

Section 5. NOTICES. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by regular mail.

(a) If to a Member, at the address which the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the legal address of such Member;

(b) If to the Association, the Board of Directors or the management agent, at the principal office of the Association or the management agent, if any, or at such other



address as shall be designated by notice in writing to the Members pursuant to this Section.

Section 6. AMENDMENT. These Bylaws may be amended, altered or rescinded by the Board of Directors at any regular or special meeting, provided, however, that at no time shall the Bylaws conflict with the terms of the Declaration or the Articles of Incorporation or the Master Association Declaration.

Section 7. VALIDITY. If any provision of these Bylaws or part thereof shall be adjudged invalid or become unenforceable in law or in equity, the same shall not effect the validity of any other provision and the remaining provisions of this instrument shall nevertheless be and remain in full force and effect.

The foregoing was adopted as the Amended and Restated Bylaws of Egret Nest Homeowners' Association, Inc., on this 17<sup>th</sup> day of November, 2009.

Witnesses (as to both):

EGRET NEST HOMEOWNERS' ASSOCIATION, INC.

[Signature]  
Signature  
Theresa Lemme  
Print Name

By: [Signature]  
Sidney Taussig, President

[Signature]  
Signature  
Howard R. Kaplan  
Print Name

Attest: [Signature]  
Signature  
Madeline Gunsher  
Print Name  
Association Secretary

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of December, 2009, by Sidney Taussig as President and Madeline Gunsher, as Secretary of the Egret Nest Homeowners' Association, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced \_\_\_\_\_ as identification.

[Signature]  
NOTARY PUBLIC, State of Florida

