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Quail Lake Homeowners Association
1400 Quail Lake Drive
Venice, Florida 34293

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March 07, 2017 03:59:23 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FL

AMENDED AND RESTATED

BYLAWS OF QUAIL LAKE HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That heretofore, Quail Lake was formed by the recording of the Declaration of Covenants and Restrictions of Quail Lake (the "Original Declaration"), in Official Records Book 2009, Pages 0158, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Bylaws of Quail Lake Homeowners Association, Inc. The original Bylaws were submitted to the Secretary of State of the State of Florida on February 12, 1988. Quail Lake Homeowners Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of Quail Lake subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Bylaws of Quail Lake Homeowners Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Bylaws of Quail Lake Homeowners Association, Inc. ("Bylaws").

Article I

Identity

Section 1.1 Identity and Purpose. These are the Bylaws of Quail Lake Homeowners Association, Inc. ("the Association"). The Association was incorporated under the laws of the State of Florida on December 18, 1987. The Association has been organized for the purposes stated in the ARTICLES and shall have all of the powers provided in these BYLAWS, the ARTICLES, the DECLARATION, and any statute or law of the State of Florida, or any other power incident to any of the above powers.

DECLARATION, and any statute or law of the State of Florida, or any other power incident to any of the above powers.

Section 1.2 Principal Office. The principal office of the Association shall be at such place as the Board may determine from time to time.

Section 1.3 Seal. The seal of the Association shall have inscribed upon it the name of the Association, the year of its incorporation and the words "Corporation Not-For-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced upon any instrument or document executed in the name of the Association.

Section 1.4 Definitions. All words and terms used herein which are defined in the Declaration shall be used herein with the same meanings as defined in that instrument. If a definition is not so defined within these Bylaws, the Articles of Incorporation or the Declaration, then the definition found in Florida Statutes Chapter 720, as so amended, will be the definition to these Bylaws, the Articles of Incorporation and the Declaration.

Article II

Membership in General

Section 2.1 Qualification. Pursuant to the Articles, all of the record owners of Lots shall be Members of the Association.

Section 2.2 Changes in Membership. The transfer of the ownership of any Lot, either voluntarily or by operation of law, shall automatically terminate the membership of the prior owner, and the transferee or new owner shall automatically become a member of the Association. It shall be the responsibility of any such transferor and transferee of a Lot to notify the Association of any change in the ownership of any Lot, and the corresponding change in the membership, by delivering to the Association a copy of the deed or other instrument of conveyance which establishes a transfer of ownership. In the absence of such notification, the Association shall not be obligated to recognize any change in membership or ownership of a Lot for purposes of notice, voting, assessments, or for any other purpose.

Section 2.3 Membership Register. The Secretary of the Association shall maintain a register in the office of the Association showing the names and addresses of the members of the Association. It shall be the obligation of each

member of the Association to advise the Secretary of any change of their membership register information.

Article III

Membership Voting

Section 3.1 Voting Rights. There shall be one vote for each Lot. In the event any Lot is owned by more than one person, or is owned by a person other than an individual, the vote for such Lot shall be cast as set forth below, and votes shall not be divisible. In the event any member owns more than one Lot, the member shall be entitled to one vote for each such Lot.

Section 3.2 Majority Vote and Quorum. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum is present shall be binding upon all members and owners for all purposes, except where otherwise provided by law, in the Declaration, in the Articles, or in these Bylaws. Unless otherwise so provided, at any regular or special meeting, the presence in person or by proxy of persons entitled to cast the votes for a majority of the Lots shall constitute a quorum. In the event any meeting is adjourned or continued to another time because a quorum is not present at such meeting, then and in that event, the quorum requirements provided heretofore shall be reduced to be the presence in person or by proxy of persons entitled to cast the votes for one-third (1/3) of the Lots at the adjourned meeting, and the acts approved by a majority of the votes present in person or by proxy at such adjourned meeting at which such reduced quorum exists shall be binding upon all members and Owners for all purposes, except where otherwise provided by law, in the Declaration, in the Articles or in these Bylaws. This reduction of quorum requirement shall apply only if the Board posts or sends notice of the adjourned meeting to the members as elsewhere provided, which notice must specifically provide that the quorum requirement will be reduced at the adjourned meeting.

Section 3.3 Determination as to Voting Rights. When any Lot is owned by one person, his right to cast the vote for the Lot shall be established by the record title to his Lot. If any such Lot is owned by more than one person or an entity, the vote for the Lot may be cast at any meeting by any Co-Owner of the Lot, but if when the vote is to be cast, there is a dispute between Co-Owners as to how a vote will be cast, they shall lose the right to cast a vote for the Lot on the matter being voted upon, but their vote shall continue to be counted for purposes of

determining the existence of a quorum. For the purposes of this Paragraph, the principals or partners of any entity other than a corporation shall be deemed Co-Owners of the Lot, and the directors and officers of a corporation shall be deemed Co-Owners of the Lot.

Section 3.4 Proxies. Every member entitled to vote at a meeting of the members, may authorize another person or persons to act on the member's behalf by a proxy signed by such member. Any proxy shall be filed with the Secretary of the Association at or before the designated time of the meeting. Any proxy shall be effective only for the specific meeting designated and remain valid for a period of no longer than ninety (90) days after the date of the original meeting for which it was given. Each proxy shall be revocable at any time at the pleasure of the Voting Member executing it. Every proxy shall specifically set forth the name of the person voting by proxy, and the name of the person authorized to vote the proxy. Every proxy shall contain the date, time, and place of the meeting for which the proxy is given.

Article IV

Membership Meetings

Section 4.1 Attendees of Membership Meetings. In the event any Lot is owned by more than one person, all Co-Owners of the Lot may attend any meeting of the members. In the event any Lot is owned by a corporation, any director or officer of the corporation may attend any meeting of the members. However, the vote for any Lot shall be cast in accordance with the provisions of Article III above.

Section 4.2 Notice of Member Meetings. Written notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member entitled to vote at such meeting not less than fourteen (14) days prior to the date set for such meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. Such notice shall be mailed, delivered, posted or electronically transmitted to each Member, as required by Florida law. For the purpose of determining members entitled to notice of any meeting of the members of the Association, the Board shall be entitled to rely upon the member register as same exists ten (10) days prior to the giving of the meeting notice.

Section 4.3 Waiver of Notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of notice to such member.

Section 4.4 Annual Meeting. The annual meeting of the Membership, for the purpose of electing directors and transacting any other business shall be held at a time and place chosen by the Board on the second Tuesday in February of each year, or at such other time in the months of February or March of each year as shall be selected by the Board and as is contained in the notice of such meeting.

Section 4.5 Special Meetings. Special meetings of the Members may be called at any time by any director, the president, or at the request, in writing, by not less than twenty-five percent (25%) of the entire membership, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting. Notice of any special meeting shall be given to all of the members within thirty (30) days after same is dully called, and held within forty-five (45) days after same is dully called.

Section 4.6 Adjournments. Any meeting may be adjourned or continued by a majority vote of the members present in person or by proxy and entitled to vote. If no member entitled to vote is present, then any officer of the Association may adjourn the meeting. If a meeting is adjourned for lack of a quorum, notice of the adjourned meeting must be given to all members in order for the quorum requirement at the adjourned meeting to be reduced pursuant to Section 3.2 of these BYLAWS.

Section 4.7 Member Meeting Chairman. At meetings of the Membership, the President, or in his or her absence, the Vice President, shall preside, or in the alternative, the Board of Directors shall select a chairman.

Section 4.8 Order of Business. The order of business at the annual meeting of the Members shall be as follows:

- Determination of chairman of the meeting;
- Calling of the role and certifying of proxies;
- Proof of notice of meeting or waiver of notice;

Reading and disposal of any unapproved minutes;

Election of inspectors of election;

Determination of number of Directors;

Nomination and election of Directors;

Reports of Directors, officers or committees;

Unfinished business;

New business; and

Adjournment

Section 4.9 Minutes. The minutes of all meetings of the members shall be kept in a book available for inspection by the members or their authorized representatives, and the Directors, at any reasonable time.

Article V

Board of Directors

Section 5.1 Number of Directors and Terms of Offices. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than nine (9) Directors. There shall always be an odd number of Directors. Each Director shall serve for a term of two (2) years, provided however, that the Board shall have the authority to temporarily assign a one (1) year term to one or more director positions if necessary to re-implement a scheme of staggering Board terms, to promote continuity of leadership, so that approximately one-half (1/2) of the Board members are elected each year. Directors must be Lot Owners of the Property, or a person exercising the rights of a Lot Owner who is not a natural person, provided however that a Lot may only be represented by one person on the Board at a time.

Section 5.2 Election of Directors. The following procedures shall govern the election of Directors:

- (a) Members shall elect Directors at the annual meeting.
- (b) The Board may appoint a nominating committee to nominate or recommend specific persons for election to the Board, and shall generally recruit and encourage eligible persons to run as candidates

for election to the Board. Any eligible person desiring to be a candidate may submit a self-nomination, in writing, not less than forty (40) days prior to the scheduled election and shall be automatically entitled to be listed on the ballot.

- (c) The ballot prepared for the annual meeting shall list all Director candidates in alphabetical order. Ballots shall be mailed to Members with notice of the annual meeting and may be returned to the Association prior to the meeting, or cast at the meeting.
- (d) Additional nominations shall be permitted from the floor on the date of the election.
- (e) The election shall be by plurality of vote of the Members (the nominees receiving the highest number of votes are elected). Tie votes shall be broken by agreement among the candidates who are tied.

Section 5.3 Vacancies on the Board. If the office of any Director becomes vacant for any reason, a successor or successors to fill the remaining unexpired term or terms shall be appointed or elected as follows:

- (a) If a vacancy is caused by the death, disqualification or resignation of a Director, a majority of the remaining Directors, even though less than a quorum, shall appoint a successor, who shall hold office for the remaining unexpired term, unless otherwise provided by law.
- (b) If a vacancy occurs as a result of a recall and less than a majority of the Directors are removed, the vacancy may be filled by appointment of the majority of the remaining Directors, though less than a quorum.

Section 5.4 Removal of Directors. Directors may be removed from the Board with or without cause by a majority vote of the remaining Board members pursuant to procedures set forth in Florida law.

Section 5.5 Resignation of Directors. Any Director may resign at any time by giving written notice of resignation to the Board Secretary. Any such resignation shall take effect at the time specified therein.

Section 5.6 Committees. The Board may, by resolution duly adopted, appoint committees. Any committee shall have and may exercise such powers, duties and functions as may be determined by the Board from time to time, which may include any powers which may be exercised by the Board and which are not prohibited by law from being exercised by a committee.

Section 5.7 Compensation. Directors shall not be entitled to any compensation unless the members elect to pay them compensation, and set the amount of such compensation, at any meeting of the members.

Section 5.8 Powers and Duties. The Directors shall have the right to exercise all of the powers and duties of the Association, express or implied, existing under these BYLAWS, the ARTICLES, the DECLARATION, or as otherwise provided by statute or law.

Article VI

Meetings of Directors

Section 6.1 Organizational Meeting. An organizational meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of Members, at which time the Directors shall appoint the Officers of the Association.

Section 6.2 Regular Board Meetings. Regular meetings of the Board shall be held at such time and place as is provided by appropriate resolution of the Board.

Section 6.3 Special Board Meetings. Special meetings of the Board shall be held when called by the President of the Association or by any two (2) Directors.

Section 6.4 Quorum. A majority of the Board shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board. Board members may attend a Board meeting by speakerphone.

Section 6.5 Notice of Board Meetings. Notice of regular or special meetings of the Board shall be given to each Director, personally, by mail, facsimile, telephone, email or telegram, at least forty-eight (48) hours prior to the day named for such meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose of the meeting, unless such notice is waived. Notice may be waived in writing by any Board member except in an emergency.

Section 6.6 Order of Business. The order of business at a Board meeting shall be as follows:

Calling of the role;

Proof of due notice of meeting;
Reading and disposal of any unapproved minutes;
Reports of Officers and Committees;
Election of Officers;
Unfinished business;
New business; and
Adjournment

Section 6.7 Members' Right to Attend Board Meetings. All meetings of the Board shall be open to all Members except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the meeting would be governed by the attorney-client privilege.

Section 6.8 No Voting by Ballot or Proxies. Directors may not vote by proxy or secret ballot at Board of Directors meetings.

Article VII

Officers

Section 7.1 Officers. The Officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary. Any person may hold two (2) or more offices, except that the President shall not also be the Secretary.

Section 7.2 Election of Officers. All of the Officers of the Association shall be elected by the Board at the organizational meeting of the Board. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until a successor has been duly elected and qualified or until the Officer's earlier death, resignation, or removal.

Section 7.3 Resignations. Any Officer may resign at any time by giving written notice of his resignation to the Secretary. Any such resignation shall take effect at the time specified therein.

Section 7.4 Vacancies. Except for recalls, which vacancies must be filled in accordance with Florida Statutes 720.303, a vacancy in any office because of

death, resignation, or other termination of service may be filled by the Board for the unexpired portion of the term.

Section 7.5 Removal of Officers. All Officers shall hold office at the pleasure of the Board and may be removed by a majority of the Board of Directors.

Section 7.6 Duties of the President. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds, and all other written instruments affecting the Association and its Common Areas.

Section 7.7 Duties of the Vice President. The Vice President, so designated by the Board, shall perform all the duties of the President in his absence. The Vice President shall perform such other acts and duties as may be assigned by the Board of Directors.

Section 7.8 Duties of the Secretary. The Secretary shall record the votes and keep the minutes of all proceedings. The Secretary shall keep the records of the Association and maintain a roster of the names of all members of the Association, together with the addresses as registered by such Members.

Section 7.9 Duties of the Treasurer. The Treasurer shall receive and deposit in appropriate institutional accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board; provided, however, that a resolution of the Board shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his/her appointed agent, shall keep proper books of accounting and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request of a Member.

Section 7.10 Manager and Employees. The Board may employ the services of a manager and other employees and agents as they shall determine appropriate to actively manage, operate, and care for the activities and assets of the Association.

Section 7.11 Compensation. Neither Directors nor Officers shall be compensated for service to the Board. However, this shall not preclude the Board from employing or contracting with a Director or an Officer for the provision of services to the Association.

Section 7.12 Liability and Indemnification. Every Director and every Officer of the Association shall be indemnified by the Association as provided in the Articles of Incorporation.

Article VIII

Fiscal Management

Section 8.1 Fiscal year. The fiscal year of the Association shall be the calendar year.

Section 8.2 Annual Budget and Special Assessments. The Board shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual Assessment based thereon against each Lot subject to the Assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board, at any time in their sole discretion, to levy any additional or Special Assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management, in the event of emergencies, or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

Section 8.3 Annual Assessments. Notice of the Annual Assessments levied against each Lot shall be made available at the start of each fiscal year and included as a part of the First Quarter Dues Statement issued to each Lot Owner. If a Lot Owner shall be delinquent in the payment of an Assessment due, the amount remaining shall bear interest from the due date at the highest rate of interest permitted by law and shall be subject to such late charges as may be established by the Board. The Association is also granted the power to file in the Public Records of Sarasota County, Florida, a written claim of lien against any Lot for which there remains any unpaid assessment, interest, and/or charges as provided herein.

Section 8.4 Accounting Records and Reports. The Association shall maintain accounting records according to good accounting practices. The records shall be open to inspection by Lot Owners and Institutional Lenders, or their authorized representatives, at reasonable times. The records shall include, but not be limited to, (a) a record of all receipts and expenditures, and (b) an Assessment roll of the Lot Owners showing the amounts paid and the remaining balances due. The Board may, and upon the vote of a majority, shall conduct an audit of the

accounts of the Association by a public accountant. The Association shall prepare an annual financial report within ninety (90) days after the close of the fiscal year and such shall be prepared in accordance with the requirements of Florida Statutes Section 720.303, as amended from time to time.

Section 8.5 Reserves. The budget of the Association shall provide for a reserve fund(s) for the periodic maintenance, repair and replacement of improvements to the Common Areas and those other portions of the Association property which the Association is obligated to maintain.

Section 8.6 Association Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the Board.

Section 8.7 Signatories. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer, Directors or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board.

Section 8.8 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select. All such depositories shall be FDIC insured.

Section 8.9 Fidelity Bonds. Fidelity Bonds may be required by the Board for all Officers of the Association and from any person handling or responsible for Association funds. The amount of such bonds shall be determined by the Board. The premiums on such bonds shall be paid for by the Association and shall be a common expense of the Association.

Article IX

Parliamentary Rules

Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings, Board, and Committees when not in conflict with any Declaration, the Articles, or these Bylaws.

Article X

Official Records

The books, records, and other papers of the Association shall be available and subject to inspection by any of the Association Members during regular business hours. The official records of the Association shall comply as required by Florida law. As permissible by Florida law, the Board may adopt written rules governing the frequency, time, location, records to be inspected, and manner of inspections, including imposing a charge for copying costs.

Article XI

Amendments

These Bylaws may be amended by majority vote of the Association's voting eligible membership at the Annual Meeting or at any Special Meeting of the Members. An amendment to these Bylaws may be proposed by any Director or at the direction of at least ten (10%) percent of the members of the Association. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. Upon successfully obtaining the Membership approval required herein, the Bylaw amendment along with a duly-executed certificate of amendment shall be recorded in the Public Records of Sarasota County, Florida. Upon the recording of the amendment and certificate of amendment in the Public Records, the amendment shall be legally effective.

Article XII

Regulations

The Board May from time to time adopt such uniform administrative Rules and Regulations governing the details of the operation of the Association, and restrictions upon the requirements regarding the use and maintenance of the Lots and of the Common Areas as may be deemed necessary and appropriate.

Article XIII

Conflict

The governing documents shall control in the following order of priority: Declaration; Articles of Incorporation; these Bylaws; and Rules and Regulations. In

the event of any conflict between the provisions hereof and Chapter 720, Florida Statutes, that Chapter shall control.

Article XIV

Construction

The provisions hereof shall be liberally construed to grant to the Association sufficient practical authority to operate the subdivision. Whenever 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.

Should any of the covenants herein imposed be void or become unenforceable at law or in equity, 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 the Association at the Annual Meeting of the Membership on the 21st day of February, 2017.

By: Ray W. Uhlhorn

President

By: Barbara Sheptak

Secretary

Sworn to and subscribed before me on this 7 day of March, 2017, by Ray W. Uhlhorn, as President, and Barbara Sheptak, as Secretary of QUAIL LAKE HOMEOWNERS' ASSOCIATION, INC., who have produced a driver's license as identification.

Stephanie Miller

Notary Public

