

This instrument prepared by:  
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**AMENDED AND RESTATED**  
**BYLAWS OF EAST VILLAGE MASTER ASSOCIATION, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That heretofor, East Village was formed by the recording of the Declaration of Covenants and Restrictions of East Village (the “Original Declaration”), in Official Records Book 1646, Pages 0093, et seq. in the Public Records of Sarasota County, Florida.

These are the Amended and Restated Bylaws of East Village Master Association, Inc. The original Bylaws were submitted to the Secretary of State of the State of Florida on January 4, 1984. East Village Master Association, Inc. has been organized pursuant to Chapter 720, Florida Statutes, for the maintenance, operation, and management of East Village subdivision, located in Sarasota County, Florida.

Pursuant to Section 720.306, Florida Statutes, the Bylaws of East Village Master Association, Inc. are hereby amended and restated in their entirety by the recording of this Amended and Restated Bylaws of East Village Master Association, Inc. (“Bylaws”).

**This is a substantial rewording of the original Bylaws. See original Bylaw text and prior amendments for text that is amended by this document.**

**Article I**  
**Identity**

These are the Bylaws of East Village Master Association, Inc. (“the Master Association”). The Association was incorporated under the laws of the State of Florida on December 22, 1983.

**Article II**  
**Name and Purpose**

Section 2.1 Purpose of the Association. The Master Association has been organized for the purpose of promoting the health, safety, and welfare of the Owners of Lots and Units located within East Village, a subdivision in Sarasota County, Florida, and performing all duties assigned to it under the provisions of the Original Declaration, as amended. The terms and provisions of these Bylaws are expressly subject to the Articles of Incorporation of the Master

Association and to the terms, provisions, conditions and authorizations contained in the Original Declaration, as amended.

Section 2.2 Definitions of terms used in these Bylaws. 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 III**  
**Membership, Voting, Quorum and Proxies**

Section 3.1 Qualification. The qualification of Members, the manner of their admission to Membership and termination of such Membership, and voting by the Members shall be as set forth in the Master Association's Articles of Incorporation.

Section 3.2 Membership Register. The Secretary of the Master Association shall maintain a register in the office of the Master Association showing the names and addresses of the Members of the Master Association. Each Homeowners and Condominium Association Member shall advise the Secretary of the names of its officers and directors, and of the number of Lots or Units within the Property subject to the administration of Homeowners or Condominium Association Member. Upon request from the Master Association, the Homeowners or Condominium Association Member shall provide a list with the current names and addresses of the Lot or Unit Owners within such Association.

Section 3.3 Quorum. The presence in person or by proxy of persons entitled to cast a vote of the votes of the entire Membership at the time of such vote shall constitute a quorum.

Section 3.4 Determination as to Voting Rights. The Voting Rights of the Members is determined as follows:

- (a) Lot or Unit Owner Members: Pursuant to the Articles of Incorporation, each Lot or Unit Owner Member has one (1) vote for each Lot or Unit contained within the Property which is not subject to the administration of a Homeowners or Condominium Association Member. If any such Lot or Unit is owned by more than one person or an entity, the vote for the Lot or Unit may be cast at any at any meeting by any Co-Owner of the Lot or Unit, 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 or Unit 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 Lots or Units, and the directors and officers of a corporation shall be deemed Co-Owners of the Lots or Units.

- (b) Homeowners or Condominium Association Members: Pursuant to the Articles of Incorporation, each Homeowners or Condominium Association Member has one (1) vote for each Lot or Unit contained within the Property which is subject to the administration of such Association. The board of directors of each Homeowners or Condominium Association shall designate a person (“the Representative”) to act on behalf of such Association at all Member’s meetings of the Master Association. The Representative shall be designated by a certificate signed by the president or vice-president of such Association, and shall be filed with the Secretary of the Master Association. The Representative designated by such certificate shall conclusively be deemed to be the person entitled to cast the votes for such Association Member at any meeting. In the absence of such certificate or in the event that the Representative does not appear in person or by proxy at any meeting, the votes of the Homeowners or Condominium Association Member may be cast at any meeting by its president, vice-president, secretary or treasurer.

Section 3.5 Proxies. Votes may be cast in person, by proxy, or by written ballot. Proxies shall be valid only for the particular meeting designated thereon and any adjournments of said meeting provided such adjourned meetings occur within ninety (90) days of the original meeting, and must be filed with the Secretary of the Master Association (or other person designated by the Secretary) at or before the designated time of the meeting. Each proxy shall be revocable at any time at the pleasure of the Voting Member executing it. Any proxy issued by a Representative of a Homeowners or Condominium Association Member may only authorize a director or officer of such Association to act on the Representative’s behalf.

Section 3.6 Member Approval of Agenda Items. 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 Lot and Unit Owners for all purposes, except where otherwise provided by law, in the Declaration, the Articles of Incorporation or these Bylaws.

Section 3.7 Notice Information. The Master Association shall be entitled to give all notices required to be given to the Members of the Master Association to the person or entity shown by the Master Association’s records to be entitled to receive such notices at the last known address shown in the records of the Master Association, until the Master Association is notified in writing that such notices are to be given to another person or entity or at a different address.

**Article IV**  
**Annual and Special Meetings of Members**

Section 4.1 Attendees of Membership Meetings. The Representative and any officers or directors of any Homeowners or Condominium Association Member may attend any meeting of the Members. Any Lot or Unit Owner Member, or person entitled to cast the vote of such Member, may attend any meeting of the Members. Lot and Unit Owners within the Property

which are administrated by a Homeowners or Condominium Association Member may attend membership meetings but are not entitled to receive notice of any Master Association meetings.

Section 4.2 Annual Meeting. An annual meeting of the Membership of the Master Association shall be held at a time and place chosen by the Board of Directors between February and April. The annual meeting shall be held for the purpose of electing Directors and transacting any other business authorized to be transacted by the Members.

Section 4.3 Special Meetings. Special meetings of the Members of the Master Association shall be held whenever called by the President or Vice President, by a majority of the Board of Directors or by any Member having not less than twenty-five percent (25%) of the entire membership, or as otherwise provided by law.

Section 4.4 Notice of Member Meetings. Notice of all Members' meetings, annual or special, shall be given by the President, Vice President, or Secretary or by such other Officer of the Master Association as may be designated by the Board. Such notice shall be mailed, delivered or electronically transmitted to each Member, as required by Florida law, and shall state the time and place of the meeting and the purpose for which the meeting is called, and shall be given not less than fourteen (14) days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the Member indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail and addressed to the Member at the address as it appears on the records of the Association. If a Lot or Unit is transferred after the notice is mailed, the transferee need not be notified. Proof of such mailing may be given by the affidavit of the person giving the notice and filed in the Master Association's minute book. 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 Master Association (whether executed and filed before or after the meeting), shall be deemed equivalent to the giving of notice to such Member. Notice may be given by facsimile or email with proof of transmission by affidavit by the Secretary of the Master Association.

Section 4.5 Lack of a Quorum. If any Members' meeting cannot be organized because a quorum has not been attained, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. Prior to adjournment, an announcement must be made stating the time and place for the reconvened meeting, which announcement shall serve as notice of the rescheduled meeting.

Section 4.6 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 4.7 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 roll 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.  
Adjournment.

## **Article V** **Board of Directors**

**Section 5.1 Number of Directors and Terms of Offices.** The affairs of the Master Association shall be managed by a Board of Directors consisting of not less than three (3) and no more than nine (9) Directors and shall be fixed at nine (9) until changed by a Membership resolution. 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 the Board, to promote continuity of leadership, so that approximately one-half (1/2) of the Board members are elected each year. Directors must be Lot or Unit Owners of the Property, or a person exercising the rights of a Lot or Unit Owner who is not a natural person, provided however that a Lot or Unit may only be represented by one person on the Board at a time.

**Section 5.2 Replacement of Directors.** If the number of Board Directors drops below nine (9), the Secretary may receive nominations for a new Director from the present Board Directors. The nominations shall be voted upon at the next Board meeting. The vacancy will be filled only to the end of the particular Board Director's term.

**Section 5.3 Director Qualifications.** The Qualifications of Directors shall be as follows:

- (a) Each of the six (6) Homeowner or Condominium Association Members shall be entitled to designate one (1) person to serve as a Director of the Master Association. The person shall be elected or appointed by each such Member in accordance with the procedures provided in its governing documents. Each such Member shall promptly inform the Master Association of its representative. In the event that such Member fails to inform the Master Association of its chosen Director, it shall be assumed that the Association's President is the Director for that Association Member until such time as the Master Association receives a proper written notice notifying the Association of a different Director with a certificate stating that the Director was properly elected or appointed under the Association Member's governing documents.

- (b) The remaining members three (3) of the Board shall be elected by the Membership as At-Large Directors. To the extent that the Members adopt a resolution to change the number of Directors, the number of At-Large Directors shall be adjusted accordingly.

Section 5.4 Election of At-Large Directors. The following procedures shall govern the election of At-Large Directors:

- (a) 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 be entitled to be listed on the ballot.
- (b) 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.
- (c) Additional nominations shall be permitted from the floor on the date of the election.
- (d) 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, or if there is no agreement, by lot, such as the flipping of a coin by a neutral party.
- (e) No election shall be necessary if the number of candidates is less than or equal to the number of vacancies. In such case, the candidates shall automatically be elected and their names announced at the annual meeting.

Section 5.5 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. If vacancies occur as a result of a recall in which a majority or more of the Directors are removed, the vacancies shall be filled by the Members in the agreements used to recall the Board members, or by a vote at the recall meeting, if applicable.

- (c) Notwithstanding the above provisions, or the provisions of Section 5.06 hereof, a vacancy of a Homeowners or Condominium Association Member Director shall be filled by action of such Association, in accordance with procedures applicable under its governing documents, so as to always entitle Homeowner and Condominium Association Members to one (1) Board representative.
- (d) For purposes of the foregoing provisions, in order to establish a quorum at the Board's meeting held to elect a replacement member to the Board, it shall be necessary only for a majority of remaining directors to attend the meeting, either in person or by telephone conference. No other business may be transacted at the meeting until a quorum of the entire Board is present.

Section 5.6 Removal of Directors. Directors may be removed from the Board with or without cause by the procedures set forth in Florida law.

Section 5.7 Resignation of Directors. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a majority vote of the remaining Board members.

Section 5.8 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.

## **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 Master 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 Master 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 Business of the Board of Directors. The transaction of any business at any meeting of the Board shall be as valid as though made at a meeting, provided that either before or after the effective date of the action taken, each of the Directors not present signs a written waiver of notice and consent to the holding of such meeting, or an approval of the minutes thereof, or a consent to the action taken in lieu of the meeting. All such waivers, consents, or approvals shall be filed with the corporate minutes.

Section 6.7 Order of Business. The order of business at a Board meeting shall be as follows:

- Calling of the roll.
- 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.
- 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 Master 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 Master 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 Vacancies. Except for recalls, which vacancies must be filled in accordance with Florida Statutes Section 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 7.4 Removal of Officers. All Officers shall hold office at the pleasure of the Board and may be removed by a majority of the Board Directors.

Section 7.5 Duties of the President. The President shall be the Chief Executive Officer of the Master Association and 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 Common Areas. The President shall appoint committees to assist in the conduct of the affairs of the Master Association when needed.

Section 7.6 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 7.7 Duties of the Secretary. The Secretary shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep the records of the Master Association. The Secretary shall maintain a roster of the names of all Members of the Master Association, together with the addresses as registered by such Members.

Section 7.8 Duties of the Treasurer. The Treasurer shall receive and deposit in appropriate institutional accounts all monies of the Master 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 7.9 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 Common Areas, with such powers and duties and at such compensation as the Board may deem appropriate and provided by resolution from time to time. Such manager, employees and agents shall serve at the pleasure of the Board.

Section 7.10 Compensation. Neither Directors nor Officers shall be compensated for service on the Board.

Section 7.11 Liability and Indemnification. Every Director and every Officer of the Master Association shall be indemnified by the Master 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 Master Association, and shall levy an annual Assessment based thereon against each Lot and Unit 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.

Section 8.3 Annual Assessments. Notice of the Annual Maintenance Assessments levied against each Lot, together with a copy of the budget as adopted by the Board, shall be made available to each Member as set forth in the Declaration. If a Member 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 uniform administrative Rules and Regulations of the Board. The Master Association is also granted the power to file in the Public Records of Sarasota County, Florida, a written claim of lien against any Lot or Unit for which there remains any unpaid assessment, interest, and/or charges as provided herein.

Section 8.4 Master Association Loans. No loans shall be contracted on behalf of the Master Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the members of the Board. The Board may authorize the pledge and assignment of any regular or Special Assessment and the lien rights of the Master Association as security for the repayment of such loans.

Section 8.5 Signatories. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Master Association shall be signed by such Officer, Directors or agents of the Master Association and in such a manner as shall from time to time be determined by resolution of the Board.

Section 8.6 Deposits. All funds of the Master Association not otherwise employed shall be deposited from time to time to the credit of the Master Association in such banks, trust companies, or other depositories as the Board may select. All such depositories shall be FDIC insured.

Section 8.7 Fidelity Bonds. Fidelity bonds may be required by the Board for all Officers and employees of the Master 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 Master Association and shall be a Common Expense of the Master Association.

Section 8.7 Fidelity Bonds. Fidelity Bonds may be required by the Board for all Officers and employees of the Master 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 Master Association and shall be a common expense of the Master Association.

Section 8.8 Financial Reports. The Master Association shall prepare an annual financial report within ninety (90) days after the close of the fiscal year and so notify each Member that the financial report is available and prepared in accordance with the requirements of Florida Statutes Section 720.303, as amended from time to time.

### **Article IX** **Official Seal**

The Master Association shall have an official seal, which shall be circular in form bearing the name of the Master Association, the word “Florida,” the words “Corporation Not-For-Profit,” and the year of incorporation.

### **Article X** **Official Records**

The books, records, and other papers of the Master Association shall be available at the Master Association’s office and subject to inspection by any of the Master Association Members during regular business hours. The official records of the Master Association maintained at the Master Association’s office 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 two-thirds (2/3rds) vote of the voting Members (all Association Members and any Owner Members as defined in Article IV of the Articles of Incorporation) at the Annual Meeting or at any special meeting of the Members. An amendment to these Bylaws may be proposed by the Board or at least a majority of the Master Association’s Members. 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 Master Association, and restrictions upon and requirements regarding the use and maintenance of the Lots and of the Common Areas as may be deemed necessary and appropriate from time to time to assure the enjoyment of all the Lot and Unit Owners and to prevent unreasonable interference with the use of the Lots, Units and the Common Areas, as shall not be inconsistent with the Declaration, Articles of Incorporation, and these Bylaws.

**Article XIII**  
**Parliamentary Rules**

Robert's Rules of Order, the latest edition, shall govern the conduct of the meetings of the Master Association, the Board and committees of the Master Association when not in conflict with the Declaration, Articles of Incorporation or these Bylaws.

**Article XIV**  
**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 XV**  
**Construction**

The provisions hereof shall be liberally construed to grant to the Master 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 be or become unenforceable at law or in equity, remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

**[SEE CERTIFICATE FOR SIGNATURE PAGE]**

