

**BYLAWS OF
BAYTREE COMMUNITY ASSOCIATION, INC.**

Pursuant to Chapter 718, Florida Statutes (2016), and the provisions of the Bylaws of BAYTREE COMMUNITY ASSOCIATION, INC. ("Association"), which Association is responsible for the management and operation of the Baytree Golf & Country Club, according to the Declaration thereof, as recorded in Official Record Book 3324, Page 2673, Public Records of Brevard County, Florida; and all amendments thereto, and pursuant to the approval of the Board and members of the Association as set forth in the Bylaws, the Amended and Restated Bylaws of Baytree Community Association, Inc., are hereby amended as follows:

ARTICLE I

Identity

Section 1. Name. The name of the corporation is Baytree Community Association, Inc. (the "Association").

Section 2. Principal office. The initial principal office of the Association is at 1331 Bedford Dr, Suite 103, Melbourne, Florida, 32940.

Section 3. Adoption. These Bylaws have been adopted as the Bylaws of the Association.

Section 4. Definitions. Terms used in these Bylaws which are defined in the Declaration of Covenants, Conditions and Restrictions for Baytree Golf & Country Club recorded in Official Records Book 3324, Page 2673, Public Records of Brevard County, Florida, as from time to time amended, (the "Declaration") shall have the same meaning in these Bylaws as in the Declaration.

ARTICLE II

Powers and Duties of the Association and the Exercise Thereof

The Association shall have all powers granted to it by Florida law, the Declaration, the Articles of Incorporation, and these Bylaws, all of which shall be exercised by its Board of Directors unless the exercise thereof is otherwise restricted in the Declaration, the Articles, these Bylaws or by law.

ARTICLE III

Membership

Section 1. General Membership. The Association shall have one (1) class of membership as set forth in Article V of the amended and restated Declaration of Covenants, Conditions and Restrictions of

Baytree Golf & Country Club as recorded in Official Records Book 4834, Page 1353, Public Records of Brevard County, Florida, as from time to time amended. Each Owner of a Lot shall be a Member of the Association. General Members shall have no voting rights at Association meetings, but may participate in Association meetings.

Section 2. Voting Membership. Each Member shall be entitled to a vote for a Voting Member for the Neighborhood, as defined in the Declaration, in which the Member lives. There shall be as many Voting Members as there are Neighborhoods, plus one (1) Voting Member for the Golf Club who shall have one (1) vote. Only Voting Members, or their Alternate Voting Member when the Voting Member is not available, shall be entitled to vote at Association meetings. The Voting Member shall cast votes on behalf of Members of the Association within its Neighborhood. Each Voting Member shall be entitled to cast the number of votes attributable to the number of Lots within their Neighborhood. The Voting Member shall poll Members of the Association within its Neighborhood on Association matters; however, the failure of the Voting Member to conduct such a poll of its Neighborhood Members shall not invalidate a vote of the Voting Member.

ARTICLE IV

Election of Voting Members

Section 1. Neighborhood Committees and Neighborhood Meetings. Neighborhood meetings will be called by the Voting Member, or their Alternate Voting Member when the Voting Member is not available for their respective neighborhood, or by petition signed by twenty percent (20%) of the Owners of that neighborhood. The presence of twenty percent (20%) of the Owners at a Neighborhood Meeting in person or by proxy shall constitute a quorum. All Neighborhood Meetings shall require fourteen days (14) notice to the owners in the neighborhood.

Neighborhood Meeting shall be held at least every two years at which the Owners will elect a Neighborhood Committee. The number of members on each Neighborhood Committee shall not be less than three (3) nor more than five (5) per the Declaration. The Owners present in person or by proxy at the Neighborhood Meeting shall elect the Voting Member, an alternate Voting Member, and all members of the Neighborhood Committee. In the event that an individual who is elected to serve as a Voting Member is unable or unwilling to serve as such, and, in the event that the vacancy created by said Voting Member's inability to serve cannot be filled by any individual elected as an Alternate Voting Member for that Neighborhood, the Board of Directors shall appoint an Owner to fill said vacancy and serve as a Voting Member for that Neighborhood. Any Voting Member appointed by the Board of Directors shall serve as a Voting Member from the time of appointment for a period of no longer than one (1) year or until the next Neighborhood Meeting, whichever occurs first. Any Owner appointed by the Board of Directors to fill a vacancy occurring in a Voting Member position, as described in this subsection, must be the Owner of a Lot within the respective Neighborhood for which they are to serve as Voting Member.

The Neighborhoods are:

- (a) Kingswood;
- (b) Windsor;
- (c) The Hamlet;
- (d) Saddleworth;
- (e) Chatsworth;
- (f) Arundel;
- (g) Balmoral a/k/a Southpointe;
- (h) Turnberry;

Section 2. Recreational Properties. The owner of the Golf Club shall appoint one (1) Voting Member and one Alternate Voting Member who will represent the vote of the Golf Club at all meetings of the Voting Members of the Association.

ARTICLE V

Meeting of Voting Members

And Annual Meeting of Members

Section 1. Date and Place of Meetings. Meetings of the Voting Members shall be held on the date and at the place designated by the Board of Directors.

Section 2. Annual Meetings of Voting Members and Annual Meeting of Members.

- (a) An annual meeting of the Voting Members shall be held each year in March or April, in conjunction with the Annual Meeting of the Association Members. Subject to Article VI the Voting Members shall elect the Board of Directors of the Association. Nominees with the most number of votes cast are elected as Directors. Voting Members may conduct such other business as may be properly brought before the meeting in accordance with the Governing Documents.
- (b) After adjournment of the Annual Meeting of the Voting Members, the Annual Meeting of the Members shall be held by the outgoing board. Except as otherwise provided herein, or in the Declaration, no official action may be taken by the Members. However, general Association matters may be discussed for the benefit of Members and Board of Directors and for future action by the Board of Directors where appropriate.
- (c) If the Board of Directors chooses to conduct a regular meeting, that meeting must take place and be adjourned before the start of the Annual Meeting of the Voting Members and Annual Meeting of the Members.

Section 3. Special Meetings. The President of the Association may call special meetings of the Voting Members. In addition, it shall be the duty of the President to call a special meeting of the Voting Members if so directed by resolution of a majority of the Board of Directors or, upon a petition signed by Voting Members representing at least twenty percent (20%) of the total votes in the Association. Notice of a Special Meeting requested by twenty-percent (20%) of Voting Members shall be held within thirty (30) days of receipt of petition. 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 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of the Voting Members shall be delivered, either personally or by mail or electronically transmitted, to each Voting Member, not more than fifty (50) nor less than ten (10) days before the date of such meeting, by or at the direction of the President or the Secretary. In addition, such notice shall be posted at the main security entry gate to the Property on the date of its mailing to the Voting Members. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at his/her address as it appears on the records of the Association. Confirmation of receipt is required when notices are electronically transmitted. Notice of the annual meeting shall be posted at the main security entry gate fourteen (14) days prior to the annual meeting.

Section 5. Quorum. Except as otherwise provided in these Bylaws or in the Declaration, the presence in person of Voting Members representing thirty percent (30%) of the total Members in the Association shall constitute a quorum at all meetings of the Voting Members.

Section 6. Adjournment of Meetings. If any meeting of the Voting Members cannot be held because a quorum is not present, a majority of the Voting Members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if 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 reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Voting Members in the manner prescribed in Section 4.

Section 7. Vote Required. When a quorum is present at any meeting, sixty-seven percent (67%) of the votes represented by the Voting Members present at such meeting shall decide any question brought before the meeting, unless the Declaration, the Articles of Incorporation, these Bylaws or any applicable law provides otherwise. Each Voting Member shall be entitled to cast the number of votes attributable to the number of Lots in their Neighborhood,

Section 8. No Proxies. Voting Members may not vote by proxy, but may be represented only in person or by such Voting Members Alternate Voting Member

ARTICLE VI

Election of Board of Directors

Section 1. Number of Directors. The governance and administration of the affairs of the Association shall be vested in a Board of Directors. The number of Directors of the Association shall be

not less than three (3) nor more than five (5). As of the date of these Bylaws, the number of Directors is five (5).

Section 2. Election or Appointment of Directors. After the initial election of Directors, all future terms for Directors shall be for two (2) years. If any new Director seats are created, they shall also have terms which shall be staggered. Directors elected by the Voting Members at each annual meeting shall serve for a term of two (2) years. A Director who resigns from the Board of Directors is not eligible for election or appointment to another term until the expiration of the original term to which elected.

Section 3. Qualifications for Election. All Directors shall be Members and shall not have to be a Voting Member. No more than two Directors shall be from any one Neighborhood, unless approved by the Voting Members. All Directors shall be Members of good standing within the Association and shall not also hold office as a Neighborhood Voting Member or Alternate Voting Member, or a CDD Supervisor or employee. Once elected as a Director, Members serving as a Voting Member or Alternative Voting Member must resign from the respective Neighborhood elected office. A Voting Member or Alternate Voting Member, when nominated for election as a Director, shall refrain from voting in the general election. There shall be no more than one Director, CDD Supervisor, Voting Member, or Alternate Voting Member elected from any one household. Association Directors are expected to possess a working knowledge of the Governing Documents.

Section 4. Nomination of Directors. Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and at least three (3) Members of the Association. The Nominating Committee shall be appointed by the Board of Directors to serve for a term of one (1) year or until their successors are appointed, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled. The Nominating Committee shall recommend, at least thirty (30) days prior to the Annual Meeting of the Voting Members, the names of Members selected by a majority vote of the Nominating Committee to be submitted to the Voting Members for election to the Board of Directors. The Voting Members can nominate Members for election by filing with the Board a petition signed by Voting Members representing twenty percent (20%) of the total votes entitled to be cast by Voting Members. The names of any nominees, after having been certified by the Secretary or any other Officer that they are qualified for election and have been nominated in accordance with the provisions of these Bylaws shall be included in any mailing to the Voting Members. All candidates shall have a reasonable opportunity to communicate their qualifications to the Voting Members and to solicit votes. Nominations may also be made by Voting Members and Association Members from the floor at the Annual Meeting of Voting Members.

Section 5. Removal of Directors and Vacancies. Any Director elected by the Voting Members at large or by the Board of Directors may be removed, with or without cause, by a majority vote of the total votes of the Voting Members, per the applicable provisions of Florida Statutes. Upon removal of a Director, a successor shall be elected by the party entitled to elect or appoint the Director so removed to fill the vacancy for the remainder of the term of such Director, even if the remaining directors constitute less than a quorum or by the sole remaining Director. Any Director who has three (3) consecutive

unexcused absences from Board meetings, as determined by the Board, or who is delinquent in the payment of any Assessment or other charges due the Association for more than thirty (30) days may be removed by a majority of the Directors present at a regular or special meeting at which a quorum is present, and a successor may be elected by the remaining Directors. In the event of the death, disability, removal, or resignation of a Director, the members of the Board may elect a successor to fill the vacancy for the remainder of the term of such Director.

Section 6. Compensation. No Director shall receive a salary or any other compensation whatsoever from the Association for acting as such, but shall be entitled to be reimbursed for expenses reasonably incurred on behalf of the Association.

Section 7. Fiduciary Duty. The Directors shall act in good faith in a manner that represents the best interests of the Baytree Community.

ARTICLE VII

Meetings of Board of Directors

Section 1. Organizational Meeting. The organizational meeting of the Board of Directors shall be held within ten (10) days after the Annual Meeting of the Voting Members at such time and place as shall be fixed by the Board of Directors.

Section 2. Regular Meetings. A meeting of the Directors occurs whenever a quorum of the board gathers to conduct business. 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) regular meetings shall be held during each fiscal year with at least one (1) per quarter. Notice of the time and place of all board meetings, other than an annual meeting, shall be communicated to the Directors not less than ten (10) days prior to the meeting. Notice of meetings and the purpose of the meeting shall also be posted at the front entrance of the Baytree Community at least forty-eight (48) hours prior to the time of the meeting, unless the meeting is an emergency special meeting. Notice may be given by electronic transmission authorized by law for regular and special meetings of the Board of Directors, Special Meetings of the Voting Members, and the Annual Meeting of the Association. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the members and posted conspicuously at the Main Entrance to the Baytree Community, not less than 14 days before the meeting. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments.

Section 3. Special Meetings. Special Meetings of the Board of Directors shall be held when called by written notice by the President or by any three (3) Directors. The notice shall specify the time and place of the meeting, and the nature of the special business to be considered. The notice shall be given to each Director by personal delivery, first class mail, or given by electronic transmission in a manner authorized by law, at least ten (10) days prior to the date of the meeting, unless the special business is of a nature which, in the President's discretion, requires more immediate action, and then a minimum of twenty-four (24) hours' notice shall be deemed sufficient.

Section 4. Waiver of Notice. Any meeting of the Board of Directors, however called or noticed or wherever held, shall be as valid as when taken at a meeting duly held after a regular call and notice if: (a) a quorum is present; and (b) either before or after the meeting if each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. 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 Board shall constitute a quorum for the transaction of business, and the votes of a majority of Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. Directors may not vote by proxy or secret ballot, except that secret ballot may be used in the election of officers. This section also applies to the meetings of any committee when a final decision will be made regarding the expenditure of association funds, and to anybody vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property.

If any meeting of the Board of Directors cannot be held because a quorum is not present, a majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 6. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings. Minutes of all meetings of the Voting Members and the Board of Directors must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each director present at a board meeting must be recorded in the minutes.

Section 7. Open Meetings. All meetings of the Board shall be open to all Voting Members and Members, but Voting Members and Members, other than Directors, -may not participate in any discussion or deliberation unless permission to speak is granted by the President. In such case, the President may limit the time any Voting Member or Member may speak up to three minutes. The President at a board meeting may expand the right of Voting Members and Members to speak if, in his or her judgment, it serves the purpose of the meeting. Notwithstanding the above, the President may adjourn any meeting of the Board of Directors and reconvene in executive session, excluding Voting Members and Members, when such action is authorized by Chapter 720 of Florida Statutes.

ARTICLE VIII

Officers

Section 1. Officers. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer to be elected from among the members of the Board. The Board of Directors may appoint such other Officers, including one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, as it shall deem desirable. Such Officers shall have the authority and perform the

duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary or President and Treasurer.

Section 2. Election, Term of Office and Vacancies. The Officers of the Association shall be elected annually by the Board of Directors at the Organizational Meeting of the Board of Directors. A vacancy in any office arising because of death, disability, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any Officer may be removed from their position by a majority vote of the Board of Directors. The removal of a Director who also is an Officer shall automatically act as a removal from such Director's position as an Officer.

Section 4. Resignation. Any Officer 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 a later time specified in the notice and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IX

Duties of Officers

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 are from time to time specifically conferred or imposed by the Board of Directors.

Section 1. President. The President shall be the Chief Executive Officer of the Association and shall:

- (a) Act as Presiding Officer at all meetings of the Voting Members and the Board of Directors.
- (b) Call special meetings of the Voting Members and the Board of Directors.
- (c) Sign, with the Secretary or Treasurer if the Board of Directors so requires, all checks, contracts, promissory notes, leases, subleases and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons.
- (d) Perform all acts and duties usually required of a chief executive to ensure that all orders and resolutions of the Board of Directors are carried out.
- (e) Act as an ex-officio member of all committees and render an annual report at the Annual Meeting.
- (f) Appoint to vacancies in committee memberships, with subsequent confirmation at the next scheduled Board of Directors meeting.

Section 2. Vice President. The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. The Vice President also shall assist the

President generally, and exercise other powers and perform other duties as shall be prescribed by the Directors.

Section 3. Secretary. The Secretary shall have the following duties and responsibilities:

(a) Attend all regular and special meetings of the Voting Members and the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.

(b) Have custody of the corporate seal, if any, and affix the same when necessary or required.

(c) Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings and keep membership books.

(d) Have custody of the minute book of the meetings of the Board of Directors and Voting Members and act as agent for the transfer of the corporate books.

(e) Certify at all meetings of the Voting Members that the voting representatives of the neighborhoods have been duly elected per these Bylaws.

(f) Ensure that the Association is maintaining Official Records as designated in Chapter 720, Florida Statutes.

Section 4. Treasurer. The Treasurer shall have the following duties and responsibilities:

(a) Receive monies as shall be paid into his/her hands for the account of the Association and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for disbursements and be custodian of all contracts, leases and other important documents of the Association which he/she shall keep safely deposited.

(b) Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association and deliver the books to his/her successor. He/she shall prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Association from the preceding year. The Treasurer shall make a full and accurate report on matters and business pertaining to the Office at the Annual Meeting and make all reports required by law. He/she shall serve as the Chairman of the Budget Committee.

(c) The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Association. In the event the Association enters into a management agreement, it shall be proper to delegate some of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors. Audit and other oversight activities shall remain with the Treasurer.

ARTICLE X

Committees

Section 1. Powers of Committees. The several committees shall act only as committees and the individual members thereof shall have no power or authority to act on behalf of the Board or the Association.

Section 2. Quorum of Committees. At all committee meetings, a majority of the Members shall constitute a quorum for the transaction of business, and each member present is entitled to one vote.

Section 3. Standing Committees. Each year the President, subject to the approval of the Board of Directors, shall designate a Chairman (who shall be a Director, except in the case of the Due Process Committee) and members of each of the following committees, to the extent reasonable and/or possible:

(a) Architectural Review Committee. The Architectural Review Committee (ARC) shall be established pursuant to Article XII, Subsection 12.1 of the Declaration. All meetings must be open to all Members.

(b) Budget Committee. The Budget Committee shall be established to present a proposed annual budget for submission to the Board of Directors. The Budget Committee shall consist entirely of Voting Members. The Budget Committee shall be chaired by the Treasurer of the Association or some Officer otherwise designated by the Board of Directors.

(c) Bylaws Committee. The Bylaws Committee shall be established to review proposed amendments and revisions to the Baytree Community Association Bylaws and Covenants, and to forward such change proposals to the Directors of the Association with disposition recommendation, as appropriate. The Bylaws Committee shall be comprised entirely of Voting Members and the Chairman.

(d) Due Process Committee. The Due Process Committee (hereinafter "DPC") shall be established for the enforcement of any provisions of the Declaration or these By-Laws as defined in Article XI. The Board of Directors of the Association may appoint a DPC consisting of at least three Owners, to the extent authorized by the Board of Directors of the Association. The purpose of the DPC shall be to conduct hearings, consider alleged violations by Owners of the Declaration, By-Laws, Articles of Incorporation and/or any duly promulgated rules and regulations and to determine whether to confirm or reject the fine levied by the board. Owners appointed to the DPC shall not be officers, directors or employees of the Association or the spouse, parent, child, brother or sister of an officer, director or employee of the Association. A majority vote of the DPC is necessary to impose a fine (as more fully set forth below).

(e) Nominating Committee. The Nominating Committee shall be established to submit nominations to the Voting Members for Directors to be elected each year, per Article IV, Section 6 above.

(f) Community Relations Committee. The Community Relations Committee shall be established to promote a better understanding of the Declaration, Articles, and Bylaws, to encourage confidence and

participation in Association matters, to investigate and/or resolve issues of Owner concern, and to foster an active community spirit. The Community Relations Committee, to the extent possible, shall be comprised of one representative from each Neighborhood. The representative from each Neighborhood must be an Owner who owns a Lot within the Neighborhood, which he/she represents. The Community Relations Committee, at its discretion, is empowered to establish subcommittees for functions including, but not limited to: hospitality, social activities, seasonal decorations, and/or a neighborhood watch program.

(g) Professional Review Committee. The Professional Review Committee shall be established to advise the Board of Directors in all matters related to contracting professional services, ensuring adequate competition through the use of bids to obtain the best-value; and the annually required review of same.

Section 4 . Discretionary Ad Hoc Committees. Each year the President, subject to the Approval of the Board of Directors, may designate the chairman and members of each, not limited to, the following committees.

(a) Newsletter Committee. The Newsletter Committee shall supervise and control the preparation of a newsletter for distribution to all Members.

(a) Other Ad Hoc Committees. The President, subject to the approval of the Board of Directors, may, from time to time, appoint such ad hoc committees with such powers and composition as the President, with the approval of the Board of Directors, shall determine.

ARTICLE XI

Discipline

Section 1. Enforcement. In addition to all other remedies, and to the maximum extent lawful, a fine or fines may be imposed upon an Owner for failure of an Owner, an Owner's tenant or either's invitees to comply with any covenant, restriction, rule or regulation.

The DPC and/or the Board of Directors must adhere to the following guidelines:

(a) Notices: The Association Manager shall notify the Owner in writing of the alleged infraction or infractions and provide such Owner a grace period of twenty (20) days within which the Owner must remedy said infraction or infractions. Upon expiration of the aforementioned twenty (20) days grace period, if the alleged infraction or infractions are not remedied, the Association Manager shall notify the Owner of the continuing infraction or infractions in writing in a second notice. Included in the second and final notice-to-correct, shall be an explanation of the proposed fines for continuing violation(s) and that the Owner's continued violation will be referred to the Board of Directors for their review and assessment of a fine if the violation is not corrected in the next 14 days. If, after 14 days, the alleged infraction or infractions are not remedied, the Association Manager shall refer said violation(s) to the Board of Directors, who will meet either at the next regular board meeting or at a special single topic meeting called by the President of the Board to determine the appropriate fine for each violation referred by the Association Manager. The Association Manager shall then send the Owner a third notice, Notice of Fine, which will also offer the Owner the opportunity to request in writing, a hearing before the Due Process Committee, at which time the fine levied by the Board of Directors may be confirmed by majority vote of the DPC. The third notice shall give the Owner at least fourteen (14) days notice of the intent to

fine and advises the homeowner that, if desired, a DPC Hearing must be requested in writing within 14 days. The party sought to be fined may present evidence in writing to the Association Manager that the alleged infraction or infractions are being corrected and reasons why the fine(s) should not be imposed. A deliberate repeat of any infraction(s) for which an Owner has received a notice in the past shall be considered a continuing infraction and said Owner shall not be entitled to a first notice or a grace period for which to remedy the infraction(s).

(b) Hearing: The alleged non-compliance shall be presented to the DPC at a hearing at which time the party sought to be fined for the alleged violation shall have an opportunity to present defenses and reasons why the fine(s) should not be imposed. A written decision of the DPC shall be submitted to the party responsible for the alleged violation not later than twenty-one (21) days after the meeting of the DPC. The party sought to be fined shall have a right to be represented by counsel and to cross-examine witnesses.

(c) Fines and/or Revocation of Certain Privileges: The Board of Directors may levy a reasonable fine not to exceed \$100.00 per violation, or, in the case of a continuing violation, may impose a reasonable fine on the basis of each day of said continuing violation not to exceed \$2,000.00 in the aggregate, against any Owner, tenant, guest and/or invitee. The Association Manager will notify the Owner in writing of the fine and will confirm violations each day; upon resolution, a letter stating the full amount owed will be sent to the Owner.

(d) Payment of Fines: Fines shall be paid not later than thirty (30) days after notice of the imposition or assessment of the penalties.

(e) Application of Proceeds: All monies received from fines shall be allocated as directed by the Board of Directors.

(f) Non-exclusive Remedy: These fines shall not be construed to be the exclusive remedy of the Association, and shall exist in addition to all other rights and remedies to which the Association may be otherwise legally entitled.

Section 2. Reversal of DPC Decision. The role of the DPC is limited to determining whether to confirm or reject the fine levied by the board. Therefore, the Board of Directors may not overrule a decision made by the DPC not to levy a fine against any Owner, tenant, guest or invitee pursuant to a hearing.

Section 3. Additional Enforcement Rights. Notwithstanding anything contrary herein contained, it shall be within the sole discretion of the Board of Directors to enforce any provisions of the Declaration or these By-Laws by self-help (specifically including but not limited to, the towing of vehicles that are in violation of parking rules and regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, and to the maximum extent permissible, the Owner or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred. For unpaid fines totaling in excess of \$1000.00, the Association may impose a lien on that parcel.

ARTICLE XII

Fiscal and Records Management

Section 1. Fiscal Year. The fiscal year of the Association shall commence upon the first day of January and conclude on the thirty-first day of December.

Section 2. Depositories. The funds of the Association shall be deposited in such accounts as may be selected by the Board of Directors, including checking and savings accounts in one (1) or more banks and/or savings and loan associations, Certificates of Deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. The funds shall be used only for lawful purposes of the Association.

Section 3. Expenses. The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices as set forth in Section 7 below.

Section 4 Budget. The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the expenses of the Association for the fiscal year and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices as set forth in Section 7 below.

Section 5. Fidelity Bonds. The Association may purchase blanket fidelity bonds for all Directors, Officers and employees of the Association and for any management agent who controls or disburses funds of the Association and any contractor handling or responsible for Association funds. The following provisions shall govern the Association's purchase of the bonds.

(a) Each fidelity bond purchased by the Association shall name the Association as an obligee of the bond.

(b) The premiums for bonds shall be paid by the Association.

(c) The fidelity bonds shall cover the maximum funds that will be in the custody of Directors, Officers or employees of the Association, or a management agent, at any time while the bonds are in force.

(d) Each bond shall include a provision requiring ten (10) days' written notice to the Association before the bond can be canceled or substantially modified for any reason.

Section 6. Accounts and Reports. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

(a) accrual accounting (exclusive of depreciation and amortization), as defined by generally accepted accounting principles, shall be employed;

(b) accounting and controls should conform to generally accepted accounting principles;

(c) cash accounts of the Association shall not be commingled with any other accounts;

(d) no remuneration shall be accepted by a manager or officer 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;

(e) any financial or other interest which a manager may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors;

(f) commencing at the end of the month in which the first Lot is sold, financial reports shall be prepared for the Association at least annually containing:

(i) an income statement reflecting all income and expense activity for the preceding period on an accrual basis;

(ii) a variance report reflecting the status of all accounts in an "actual" versus "approved" budget format;

(iii) a balance sheet as of the last day of the preceding period; and

(iv) a delinquency report listing all Owners who are delinquent in paying any Assessments at the time of the report and describing the status of any action to collect such Assessments which remain delinquent (An Assessment shall be considered delinquent thirty (30) days after the date due unless otherwise determined by the Board of Directors);

(g) The Association shall prepare an annual financial report within ninety (90) days after close of the fiscal year. Within ten (10) days after the report is prepared, the Association shall either provide each Member of the Association with a copy or provide each Member with a written notice that a copy of the financial report is available upon request at no charge to the Member. The report shall be prepared in accordance with the provisions of Chapter 720, Florida Statutes as from time to time amended.

(h) accounting records of the Association shall be maintained for at least seven (7) years after the date of the records.

Section 7. Agreements, Contracts, Deeds, Leases, Checks, Etc. All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by the President and Secretary or by such other Director or Officers of the Association as may be designated by resolution of the Board of Directors.

Section 8. Books and Records. The Association shall maintain, as a minimum, those official records as required by Title XL, Chapter 720, Florida Statutes.

(a) Inspection by Owners and Mortgagees. The Declaration; Articles of Incorporation; Bylaws; Rules and Regulations; Supplemental Amendments to the Declaration, Articles of Incorporation, Bylaws; membership register; books of account; minutes of meetings of the Voting Members, the Board, and committees; current insurance policies; association contracts; and copies of plans, permits, warranties shall be made available for inspection and copying by any Mortgagee, Owner or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as an Owner at the office of the

Association. Such records shall include a record of receipts, expenditures and accounts for each Owner, which accounts shall designate the names and addresses of the Owners, the due dates and amount of each Assessment, the amounts paid upon the account and the balance due. Accounts of Owners shall only be available for inspection by the Board, the Officers and the Owner or such Owner's Mortgagee, unless otherwise required by law. Minutes of grievance hearings will not be released to any person other than the person subject to the disciplinary action. Books and records of the Association may be kept at the Association office at the Properties or off-site at the office designated by the Board of Directors. Books and records of the Association shall be maintained for a period of at least seven (7) years after the date of the books and records.

(b) Rules for Inspection. The Board shall establish reasonable rules with respect to:

- (i) Notice to be given to the custodian of the records;
- (ii) Hours and days of the week when the inspection may be made; and
- (iii) Payment of the cost of reproducing copies of documents requested

(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 a copy of relevant documents at the expense of the Association.

Section 9. Insurance. The Association shall procure, maintain and keep in full force and effect insurance as may be required by the Declaration to protect the interests of the Association and the Owners.

Section 10. Budget Committee. The Budget Committee shall present a recommended budget to the Board of Directors on or before December 1st of each year. The Board of Directors shall adopt a budget for the next ensuing year, by December 31st. The budget may be passed upon a simple majority vote of the Board of Directors.

ARTICLE XIII

Miscellaneous

Section 1. Parliamentary Rules. Robert's Rules of Order (then current edition) shall govern the conduct of Association proceedings when not in conflict with Florida law, the Articles of Incorporation, the Declaration, or these Bylaws.

Section 2. Construction. If there are conflicts between the provisions of Florida law, the Articles of Incorporation, the Declaration and/or these Bylaws, the provisions of Florida law, the Declaration, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 3. Validity. If any By-Law or Rule or Regulation is adjudicated to be invalid, such fact shall not affect the validity of any other By-Law or Rule or Regulation.

Section 4. 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 United States Mail, first class postage prepaid:

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

(b) if to the Association, the Board of Directors, or the Manager, at the principal office of the Association or the Manager, if any, or at such other address as shall be designated by notice in writing to the Secretary pursuant to this Section.

Section 5. Amendments. All amendments to these Bylaws shall require the affirmative vote (in person or by alternate) or written consent, or any combination thereof of Voting Members voting a minimum of sixty-seven percent (67%) of the total votes in the Association. However, the percentage of votes necessary to amend a specific clause shall be not less than the prescribed percentage of affirmative votes required for action to be taken under that clause

THIS INSTRUMENT WAS PREPARED BY
AND RETURN TO:
Robert N. Manning, Esq.
MANNING LAW FIRM, PLLC
7827 N. Wickham Rd., Suite C
Melbourne, FL 32940

**CERTIFICATE OF AMENDMENT TO AMENDED AND
RESTATED BY-LAWS OF BAYTREE COMMUNITY ASSOCIATION, INC.**

THE undersigned, as President and Secretary of BAYTREE COMMUNITY ASSOCIATION, INC., (hereinafter "Association"), pursuant to the Florida Statutes and the Amended and Restated By-laws of Baytree Community Association, Inc., recorded in the Public Records of Brevard County, Florida, Official Records Book 5533, Page 0494, as amended (the "By-laws"), hereby certify the Third Amendment to the Amended and Restated By-laws of Baytree Community Association, Inc., a copy of which is attached hereto and incorporated herein, was approved at the February 14, 2022 meeting of the Voting Members. Proper notice was given for the Meeting pursuant to the By-laws of the Association and the Florida Statutes.

The Association is a homeowners association created pursuant to the laws of the State of Florida. With the exception of the above Amendment, all other terms and conditions of the By-laws shall remain in full force and effect.

IN WITNESS HEREOF, the Association has caused this Amendment to be executed in its name, this 20th day of April, 2022.

[SIGNATURE PAGE FOLLOWS]

Signed, sealed and delivered in the presence
Of:

Cheyenne Paige
(Witness 1)

Cheyenne Paige
(Print name - Witness 1)

By: Robert Eksten
Robert Eksten, President, BAYTREE
COMMUNITY ASSOCIATION, INC.

W E
(Witness 2)

Deborah Erickson
(Print name - Witness 2)

Attest: Michael Sherbin
Michael Sherbin, Secretary, BAYTREE
COMMUNITY ASSOCIATION, INC.

Cheyenne Paige
(Witness 1)

Cheyenne Paige
(Print name - Witness 1)

R E
(Witness 2)

Deborah Erickson
(Print name - Witness 2)

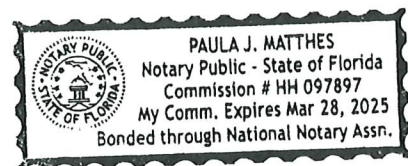
STATE OF FLORIDA
COUNTY OF BREVARD

Sworn to and subscribed before me by Robert Eksten, President, Baytree Community Association, Inc. and Michael Sherbin, Secretary, Baytree Community Association, Inc., on this 22nd day of April, 2022 who did take an oath.

Paula J Matthes
NOTARY PUBLIC

(SEAL)

Personally Known or
 Produced Identification
Type of Identification Produced: _____



**THIRD AMENDMENT TO THE AMENDED AND
RESTATED BY-LAWS OF BAYTREE COMMUNITY ASSOCIATION, INC.**

(additions indicated by underline; deletions indicated by ~~strike through~~):

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Article VI – Election of Board of Directors

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Section 3. Qualifications for Election. All Directors shall be Members and shall not have to be a Voting Member. No more than two Directors shall be from any one Neighborhood, unless approved by the Voting Members. All Directors shall be Members of good standing within the Association and shall not also hold office as a Neighborhood Voting Member or Alternate Voting Member, or a CDD Supervisor or employee. Once elected as a Director, Members serving as a Voting Member or Alternative Voting Member must resign from the respective Neighborhood elected office. A Voting Member or Alternate Voting Member, when nominated for election as a Director, shall refrain from voting in the general election. There shall be no more than one Director, CDD Supervisor, Voting Member, or Alternate Voting Member elected from any one household. Association Directors are expected to possess a working knowledge of the Governing Documents.

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