

**AMENDED AND RESTATED BYLAWS  
OF  
EGRET LANDING  
PROPERTY OWNERS' ASSOCIATION, INC.**

The purpose of these Amended and Restated Bylaws is to continue the purpose of the original Bylaws recorded in the Palm Beach County public records at Official Records Book 14362, Page 937, et. seq., and amended at Official Records Book 14300, Page 0582, et. seq.

**ARTICLE I**

**DEFINITIONS**

All defined terms used in these Bylaws shall have the meaning assigned to them in the Declaration of Covenants and Restrictions for Egret Landing at Jupiter.

**ARTICLE II**

**LOCATION**

Section 1. The principal office of the Association shall be as designated by the Board of Directors from time to time.

**ARTICLE III**

**MEMBERSHIP**

Section 1. Membership of the Association is as set forth in the Declaration.

Section 2. The rights of membership are subject to the payment of any and all assessments levied by the Association, the obligation of which assessment is imposed against each Owner of, and becomes a lien upon, the Properties against which such assessments are made as provided by the Declaration to which the Properties are subject.

## ARTICLE IV

### FISCAL YEAR

Section 1. The fiscal year of the Association shall be the calendar year.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. The Directors of the Association shall be elected at the annual meeting of the members. The Board shall determine the number of Directors, but under no circumstances shall the Board consist of less than five directors or an even number of Directors. No change in the number of Directors shall be made within ninety (90) days preceding the Annual Meeting. The election procedure is set forth in Article VII of these Bylaws.

A. Directors shall serve for staggered terms of two years.

Section 2. Any director may be removed from office at any time with or without cause by a majority of the total voting interests of the Association membership.

Section 3. The first meeting of the Board of Directors, for the purpose of organization, shall be held immediately after the annual meeting of association members, provided the majority of the members of the elected Board are present. Any action taken at such meeting shall be by a majority of the Board. If the majority of the members of the Board elected shall not be present at that time, or if the Directors shall fail to elect officers, the meeting of the Board to elect officers shall then be held within thirty days after the annual meeting of members upon three days' notice in writing to each member of the Board elected, stating the time, place and object of such meeting.

Section 4. At least six (6), regular meetings of the Board of Directors shall be held each calendar year at reasonable intervals. Meetings may be held at any place or places within Palm Beach County, Florida, on such days and at such hours as the Board of Directors may, by resolution, appoint.

Section 5. Notice of all (special and regular) meetings of the Board of Directors shall be posted in a conspicuous place on the Association property and transmitted electronically at least 48 hours in advance, except in an emergency. The posted notice must include an agenda. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments. Written notice of any meeting at which Special Assessments will be considered or at which amendments to rules regarding Lot use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted in a conspicuous place at least fourteen (14) days in advance of the meeting.

Section 6. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board and may be held at any place or places within Palm Beach County, Florida, and at any time.

Section 7. Notice of all meetings of the Board of Directors, stating the time, place and purpose or purposes thereof, shall be given by or on behalf of the President, or by or on behalf of the Secretary, or by or on behalf of a majority of the members of the Board to each member of the Board not less than forty-eight (48) hours prior to the scheduled date of the meeting by mail, telephone, electronic transmission, overnight courier, hand delivery or telecopy. Emergency meetings of the Board may also be held at any place and time without notice by unanimous waiver of notice by all the Directors. Notices of all meetings of the Board of Directors will comply with Chapters 720 and 617, Florida Statutes. Board Members shall be provided the information on the agenda items at least forty-eight (48) hours in advance of the meeting.

Section 8. No Director shall receive any compensation from the Association for acting as such unless approved by Members representing a majority of the total vote of the Association at a regular or special meeting of the Association; provided any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

Section 9. Except as otherwise provided in Chapter 720, Florida Statutes, all meetings of the Board shall be open to all Members and Members may speak with reference to all designated items.

**Section 10.** Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

**Section 11.** The Board of Directors shall be responsible for the affairs of the Association and shall have the powers and duties necessary for the administration of the Association's affairs, as provided by law.

The Board of Directors shall delegate to one of its members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the Managing Agent or Manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by Chapters 720 and 617, Florida Statutes, together with these Bylaws, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- a. adoption of an annual budget in which there shall be established the contribution of each Owner to the Common Expenses;
- b. making assessments to defray the Common Expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, which may be payable in annual, semi-annual, or quarterly installments, as determined by the Board of Directors;
- c. providing for the operation, care, upkeep, and maintenance of all of the Common Areas;
- d. designating, hiring, and dismissing the personnel necessary for the maintenance, operation, repair, and replacement of the Association, its property, and the Common Areas where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

- e. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association; the reserve fund may be deposited, in the Directors' best business judgment, in depositories other than banks;
- f. making and amending rules and regulations;
- g. opening of bank accounts on behalf of the Association and designating the signatories required;
- h. making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Area in accordance with the other provisions of the Declaration and these Bylaws after damage or destruction by fire or other casualty;
- i. enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association after receiving the proper authorization, if any, required by the Declaration;
- j. obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;
- k. paying the cost of all services rendered to the Association or its Members and not chargeable to Owners;
- l. keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The said books and vouchers accrediting the entries thereupon shall be available for examination by the Owners and mortgagees, their duly authorized agents, accountants, or attorneys, during general business hours on working in accordance with Florida Statutes 720.303 (5)(2021) as amended from time to time. All books and records shall be kept in accordance with generally accepted accounting practices;

m. make available for review to any prospective purchaser of a Lot, any Owner of a Lot, any first Mortgagee, and the holders, insurers, and guarantors of a first Mortgage on any Lot, current copies of the Declaration, the Articles of Incorporation, the Bylaws, rules governing the Lot and all other books, records, and financial statements of the Association; and

n. permit utility suppliers to use portions of the Common Area reasonably necessary to the ongoing development or operation of the Properties;

o. exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to members in the Declaration of Restrictions and Protective Covenants for the Property or in the Articles of Incorporation of the Association.

Section 12. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all powers granted to the Board of Directors by these Bylaws, other than the powers set forth in sub-paragraphs a, b, f, g, and i of Section 11 of this Article. No management contract may have a term in excess of three (3) years and must permit termination by either party without cause and without termination fee on ninety (90) days, or less, written notice.

Section 13. The following management standards of performance will be followed unless the Board by resolution specifically determines otherwise:

a. accrual accounting, as defined by generally accepted accounting principles, shall be employed;

b. accounting and controls should conform with established AICPA guidelines and principles, which require, without limitation, (i) disbursements by check requiring two (2) signatures, (ii) cash disbursements limited to amounts of Seventy-Five (\$75.00) Dollars and under, and (iii) disbursements to an officer or director require signatures of two (2) other directors or officers;

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

d. no remuneration shall be accepted by a managing agent from vendors, independent contractors, or others providing goods or services to the Association, whether in the form of commissions, finder's fees, service fees, prizes, gifts, or otherwise; anything of value received shall benefit the Association;

e. any financial or other interest which a managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors; and

an annual financial report as required by Florida Statute 720.303(7)(2021) as amended from time to time shall be prepared and distributed to the Members.

Section 14. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Areas without the approval of the Members of the Association; provided, however, the Board shall obtain Member approval in the same manner provided in the Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed five (5%) percent of the budgeted gross expenses of the Association for that fiscal year.

Section 15. The Board shall have the power to impose reasonable fines, which, if in excess of \$1,000.00 shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the Common Area for violation of any duty imposed under the Declaration, these Bylaws, or any rules and regulations duly adopted hereunder; provided, however, nothing herein shall authorize the Association or the Board of Directors to limit ingress and egress to or from a Lot. In the event that any occupant of a Lot violates the Declaration, Bylaws, or a rule or regulation and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the Owner shall pay the fine upon notice from the Association. The failure of the Board to enforce any provision of the Declaration, the Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the Board to do so thereafter.

a. Notice. Prior to imposition of any sanction hereunder, the Board or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than fourteen (14) days within which the alleged violator may present a written request to the committee designated by the Board, if any, or Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within fourteen (14) days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed.

b. Hearing. If a hearing is requested in a timely manner, the hearing shall be held by a committee appointed by the Board of Directors pursuant to Florida Statute 720.305 (2021) as amended from time to time, which shall afford the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, Director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or his designated representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

c. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provision of the Declaration, these Bylaws, or the rules and regulations of the Association 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 for compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation for abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred.



## ARTICLE VI

### OFFICERS

Section 1. The officers of the Association shall be elected annually from the Members of the Board, by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 2. Any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board.

Section 3. The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the members of the Association and of the Board of Directors. The President shall have the power to carry out the resolutions and directives of the Board as approved by an affirmative vote of the Board, and duties of supervision and management of the Association, and shall perform all such duties as are properly required of him/her by the Board of Directors. The Board of Directors shall elect one Vice President, who shall have such powers and perform such duties as usually pertain to such office or as are properly required of him/her by the Board of Directors. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President, The Secretary shall issue notices of all meetings of the membership of the Association and the Board of Directors where notice of such meetings is required by law or in these Bylaws. The Secretary shall keep the minutes of the meetings of the membership and of the Board of Directors.

Section 4. The Treasurer shall have the care and custody of all the monies and securities of the Association. The Treasurer shall enter on the books of the Association, to be kept by him/her for that purpose, full and accurate accounts of all monies received by him/her and paid by him/her on account of the Association. The Treasurer shall sign such instruments as require his/her signature and shall perform all such duties as usually pertain to his/her office or as are properly required of him/her by the Board of Directors.

Section 5. Vacancies in any office arising from any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. 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 any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE VII**

### **MEETINGS OF MEMBERS**

Section 1. A meeting of members shall be held annually, no later than fourteen months after the last preceding annual meeting at such time and place as shall be determined by the Board of Directors.

Members may vote in person, by proxy, or through an internet-based online voting system as provided by Florida Statute 720.317 (2021) as amended from time to time.

Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the member who executes it.

Section 2. Special meetings of the members may be called for any purpose at any time by the President or a majority of the members of the Board of Directors.

Section 3. Notice may be given to the member either personally, or by sending a copy of the notice through the mail (postage thereon fully paid), or by electronic transmittal, to his address appearing on the records of the Association. Each member shall register his address with the Secretary, and notices of meeting shall be mailed to him/her at such address. Notice of any meeting, regular or special, shall be mailed, personally delivered, or overnight couriered or electronically transmitted at least fourteen (14) days in advance of the meeting and shall set forth the general nature of the business to be transacted.

**Section 4.** The presence at the meeting of members entitled to cast thirty-percent (30%) of the membership votes shall constitute a quorum for any action governed by these Bylaws.

**Section 5.** If any meetings of the Association cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, may adjourn the meeting to a time not less than five (5) nor more than ninety (90) days from the time the original meeting was called. At the reconvened meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for 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 Members in the manner prescribed for regular meetings.

The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, provided that Members representing at least twenty-five (25%) percent of the total votes of the Association remain present, and provided further that any action taken shall be approved by at least a majority of the Members required to constitute a quorum.

**Section 6.** The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat. Roberts Rules of Order shall govern the conduct of meetings.

**Section 7.** Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Members.

**Section 8.** Directors shall be elected by the members at the annual meeting, and such directors shall serve until their successors are duly elected and qualified, or

until they are removed in the manner elsewhere provided. The procedure for electing directors by the members shall be as follows:

(a) At least sixty (60) days prior to the date of the annual meeting, the Association shall send to all members a notice of the date of election and a request that all members desiring to be candidates for the Board of Directors submit their name in writing along with a one (1) page summary of the candidate's qualifications.

(b) All members desiring to be candidates must submit their name and one-page summary of qualifications at least forty (40) days prior to the annual meeting, which must be delivered or mailed so as to be received at the Association office by the forty (40) day deadline. Applications received after the deadline will not be considered.

(c) There will be no nominations from the floor. Each Member shall be entitled to cast votes for as many candidates as there are vacancies to be filled. There shall be no cumulative voting.

(d) In the event that the number of candidates equals the number of vacancies or is less than the number of vacancies to be filled, no balloting will be necessary.

## **ARTICLE VIII**

### **COMMITTEES**

Section 1. The Architectural Control Board shall be a standing committee of the Association. The Board of Directors may appoint such other committees as it deems advisable on an annual basis.

Section 2. The Architectural Control Board shall be appointed, shall serve and shall have the duties and functions as described in the Declaration. A party aggrieved by a decision of the Architectural Control Board shall have the right to make a written request to the Board of Directors, within thirty (30) days of such decision, so that the Board of Directors may review such decision. The determination of the Board of Directors, upon reviewing such decision of the Architectural Control Board, shall in all events be dispositive.

**ARTICLE IX**

**BOOKS AND PAPERS**

The books, records and papers of the Association shall be subject to the inspection of any member of the Association in accordance with Florida Statute 720.303(5)(2021) as amended from time to time. Provided, however, a Member's right to inspect records shall not be limited to less than five (5) 8-hour business days per month.

**ARTICLE X**

**AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of members present, in person or by proxy, provided that the notice to the members of the meeting disclosed the information that the amendment of the Bylaws was to be considered; provided, however, the provisions which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matters stated herein to be or which are in fact governed by the Declaration of Restriction and Protective Covenants referred to herein may not be amended except as provided in such covenants.

Section 2. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between the Declaration and these Bylaws, the said Declaration shall control.

**WE HEREBY CERTIFY** that the foregoing Amended and Restated Bylaws of Egret Landing Property Owners' Association, Inc. were duly adopted by a majority of the members of the Association, present and voting at the Members' Meeting held on June 14, 2022.

**IN WITNESS WHEREOF**, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 28<sup>TH</sup> day of JULY, 2022.

**WITNESSES AS TO PRESIDENT:**

Tracey Freedland  
Tracey Freedland  
Printed Name: Tracey Freedland

Howard Freedland  
Printed Name: Howard Freedland

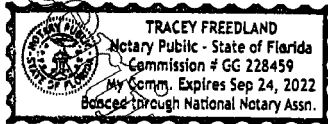
**EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.**

By: Laura Fowler  
Laura Fowler, President

STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on July 28, 2022, by Laura Fowler, as President of Egret Landing Property Owners' Association, Inc.  who is personally known to me, or  who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



Tracey Freedland  
Notary Public

**WITNESSES AS TO SECRETARY:**

Tracey Freedland  
Printed Name: Tracey Freedland

Howard Freedland  
Printed Name: Howard Freedland

**EGRET LANDING PROPERTY OWNERS' ASSOCIATION, INC.**

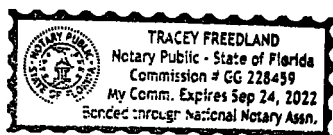
By: Justin MacIsaac  
Justin MacIsaac, Secretary



STATE OF FLORIDA  
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me on July 28, 2022, by Justin MacIsaac, as Secretary of Egret Landing Property Owners' Association, Inc.  who is personally known to me, or  who has produced identification [Type of Identification: \_\_\_\_\_].

Notarial Seal



Tracey Freedland  
Notary Public