

This Instrument Prepared by and Return to:
Charles W. McKinnon, Esq.
McKinnon & Hamilton, PLLC
3055 Cardinal Drive, Suite 302
Vero Beach, FL: 32963
Courthouse Box #79

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JEFFREY R SMITH, CLERK OF COURT
INDIAN RIVER COUNTY FL
BK: 3460 PG: 1460 Page 1 of 7 9/2/2021 3:57 PM

**CERTIFICATE OF AMENDED AND RESTATED
BYLAWS OF
SEAGROVE PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, being the President and Secretary of **Seagrove Property Owners Association, Inc.**, a Florida non-profit corporation, hereby certify that at a duly called meeting of the members of the Association, held on the 29th day of July, 2021, in accordance with the requirements of Florida law, the Declaration of Covenants and Restrictions for Seagrove Subdivision and Seagrove South Subdivision, which was recorded in Official Records Book 551, Beginning at Page 395, of the Public Records of Indian River County, Florida, and the Bylaws of Seagrove Property Owners Association, Inc., not less than sixty-six percent (66%) of the members voting in person or by proxy, voted in favor of the Amended and Restated Bylaws as attached hereto.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Association have executed this Certificate of Amended and Restated Bylaws, this 13th day of August, 2021.

**SEAGROVE PROPERTY OWNERS
ASSOCIATION, INC.**

By: [Signature]
Laurie Barkhorn, President

(SEAL)

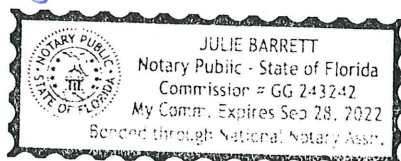
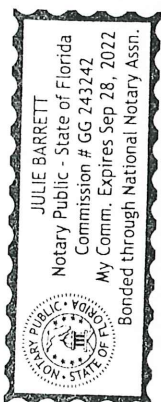
ATTEST:

By: [Signature]
James Field, Secretary

**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

I HEREBY CERTIFY that before me, a Notary Public, personally appeared, in physical presence, Laurie Barkhorn and James Field, respectively the President and Secretary of Seagrove Property Owners Association, Inc., who ☐ have produced _____ as identification or who ☒ are personally known to me to be the persons described in the foregoing instrument and who have acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.

WITNESS my hand and official seal in the state and county last aforesaid this 13th day of August, 2021.



[Signature]
Print Name: Julie Barrett
Notary Public, State of Florida at Large (Affix Seal)

BYLAWS OF
SEAGROVE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Section 1. The Seagrove Property Owners Association, Inc., (the "Association"), is located in Indian River County, Florida and its office shall be 100 Seagrove Drive, Vero Beach, Florida 32963.

Section 2. The corporate seal shall have engraved thereon the following:

"SEAGROVE PROPERTY OWNERS ASSOCIATION, INC., A NON-PROFIT
CORPORATION, INCORPORATED 1979, FLORIDA."

It shall remain in the custody of the Secretary and shall be by him affixed to all instruments in writing requiring the corporate seal for complete execution. An impression thereof is directed to be affixed to these By-Laws.

Section 3. The fiscal year of the corporation shall begin on the first day of January.

ARTICLE II

Section 1. Voting membership shall be limited to owners of fee title to residential property in the Seagrove Subdivisions. When two or more persons are joint owners of residential real property, one and only one, in accordance with the provisions of the Covenants and Restrictions, shall be entitled to vote.

Section 2. Whenever a member shall cease to own a legal or beneficial interest in any real property, such member shall be dropped from the membership roll.

Section 3. A member shall have no vested right, interest, or privilege of, in, or to, the funds, assets, property, functions, affairs, or franchises of this corporation, nor any right, interest or privilege which may be assigned, transferred, hypothecated or inherited except as an appurtenance to the real property owned by said member and sold or transferred while said member is in good standing to an owner who shall otherwise meet the conditions prescribed hereunder. When a member is

more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation due to the Association, the member shall not be entitled to vote.

ARTICLE III

Section 1. Annual Meetings. The annual meetings of the members shall be in February each year at a time and place to be determined by the Board of Directors. Notice of the annual meeting shall be given all members at least thirty (30) days, but not more than sixty (60) days, prior to such meeting.

Section 2. Elections of directors will be conducted in the following manner:

A. Election of directors will be held at the annual members' meetings.

B. The Association's Board of Directors shall be elected by a secret written ballot, electronically or voting machine as follows:

1. Not less than sixty (60) days before a scheduled election, the Association shall mail or deliver to each lot owner entitled to vote a first notice of date of election which shall include notification that any lot owner or other eligible person desiring to be a candidate for the Board shall give written notice to the Secretary of the Association not less than forty (40) days before a scheduled election, and that they may include an information sheet, no larger than 8 1/2" x 11," furnished by the candidate, to be included with the mailing of the ballot.

2. Not less than thirty (30) days before the election meeting, the Association shall mail and deliver a second notice of the meeting to all lot owners entitled to vote together with a ballot and any information sheets received from candidates.

3. Elections shall be decided by a plurality of ballots cast regardless of quorum; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election of members of the Board of Directors.

4. Notwithstanding the provisions of this paragraph, an election and balloting are not required unless more candidates file notices of intent to run than vacancies exist on the Board.

5. If two or more candidates for the same position receive the same number of votes which would result in one or more candidates not serving or serving a lesser term, the Association shall conduct a runoff election in accordance with the following procedures:

a. The only candidates eligible for the runoff election to the Board positions are the candidates who received the tie votes at the previous election.

b. The notice of the runoff election shall be mailed, sent electronically or personally delivered to the voters, by the Board within seven (7) days of the date of the election at which the tie vote occurred. The notice shall inform the voters of the date, time and place of the runoff election and shall include a ballot and copies of any candidate's information sheets previously submitted by the runoff candidates. The

runoff election must be held not less than twenty-one (21) days nor more than thirty (30) days after the date of the election at which the tie occurred.

Section 3. Special Meetings. A special meeting of the members shall be held whenever called by the Board of Directors. Notice of such special meetings, stating the time, place and in general terms, the purpose or purposes thereof, shall be given at the last known address of all members at least fourteen (14) days prior to said meeting.

Section 4. At each annual meeting of the Association, the following will be the order of business:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of the minutes of the preceding meeting.
4. Report of the President.
5. Report of the Secretary.
6. Report of the Treasurer.
7. Election of Directors.
8. Unfinished business including Committee Reports.
9. Adjournment.

This order of business may be modified or changed at any meeting at the discretion of the President.

Section 5. A quorum at a meeting of the members shall consist of thirty percent (30%) of the total number of votes of the entire membership, either present or by proxy. The acts thus approved shall constitute the acts of the membership except when approval by a greater number of members is required by the Articles of Incorporation or these By-Laws.

Section 6. Votes may be cast in person or by proxy. Members and proxy holders may participate in Association meetings in person, via telephone conference or other means of electronic participation, if permitted by the Association. Absent a resolution of the Board of Directors to the contrary, the President of the Association shall have the authority to determine how members and proxy holders may participate in Association meetings.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. The business and affairs of this corporation shall be managed by a Board of Directors which shall consist of seven (7) members. Each of the Directors shall be a member of the Association or a designated agent of a business entity owning a lot or lots in Seagrove.

Section 2. Regular Meetings. The Board shall meet for the transaction of business at such place as may be designated from time to time.

Section 3. Special Meeting Special meetings of the Board of Directors may be called by the President or by three (3) members of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for such

meeting.

Section 4. Quorum. The Directors shall act only as a Board, and the individual directors shall have no power as such. A majority of the Directors shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum be at hand. The acts of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise provided herein or by law.

Section 5. Order of Business. The Board of Directors may from time to time determine the order of business at its meetings.

Section 6. At all the meetings of the Board of Directors, the President, or in his absence, the Vice President, or in the absence of both, a Chairman chosen by the Directors present, shall preside.

Section 7. Annual Report. The Board of Directors, after the close of the fiscal year shall prepare and make available to members of the Association, a report as to the condition of the Association and its property, and shall also prepare and make available an account of the financial transactions of the past year.

Section 8. Vacancies in the Board. Should a vacancy occur at any time during a term for any reason in the membership of the Board of Directors, then a majority of the remaining members of the Board of Directors shall have the power to select a person to fill such vacancy until the expiration of the term of the said Director.

Section 9. The Board of Directors shall not be liable or responsible for the destruction or the loss of, or damage to, the property of any member or the guest of any member, or visitor, or any other person.

Section 10. The Board of Directors shall make and establish reasonable rules and regulations governing the improvement, use and maintenance of the Property subject to the Declaration of Covenants and Restrictions for the Seagrove Subdivisions filed with the Clerk of the Circuit Court in and for Indian River County, Florida.

Section 11. The Board of Directors may cause the Association to borrow money and pledge its assets to repay any loan, upon the approval of a majority vote of the Association members, at a membership meeting at which a quorum is present.

ARTICLE V **OFFICERS**

Section 1. Executive Officers. The Executive Officers of the Association shall be a President, Vice President, Secretary, and Treasurer. They shall be members of the Board of Directors and be elected by the Board of Directors.

Section 2. The President. Subject to the direction of the Board of Directors, the President shall be

the chief executive officer of the Association, and shall perform such other duties as from time to time may be assigned to him by the Board. The President shall be ex-officio member of all committees.

Section 3. The Vice President. The Vice President shall have such power and perform such duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the President, the duties of that officer shall be performed by the Vice President.

Section 4. The Secretary. The Secretary shall keep the minutes of all proceedings of the Board of Directors and the minutes of the member's meetings in the books provided for that purpose. He shall have custody of the corporate seal and such books and papers as the Board may direct. He shall in general perform all duties incident to the office of Secretary, subject to control of the Board of Directors and the President.

Section 5. The Treasurer. The Treasurer shall have the custody of all of the receipts, disbursements, funds and security of the Association and shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors and the President. He shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the President. If required by the Board, he shall give a bond for the faithful discharge of his duties in such sum as the Board may require.

Section 6. Subordinate Officers. The President, with the approval of the Board of Directors, may appoint such other officers and agents as the Board may deem necessary who shall hold office at the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President and the Board.

Section 7. All vacancies, in any office, shall be filled by the Board of Directors without undue delay at its regular meeting or a meeting called for that purpose.

Section 8. All officers of the Association shall serve without compensation.

ARTICLE VI **FEES AND ASSESSMENTS**

Section 1. Every member shall pay to the Association annual and special assessments and expenses of the cost of operating the Association and to fund a reserve for maintenance of the common areas should the Board of Directors elect to set up such a fund. The amount of the assessments shall be determined and assessed by the Board of Directors from year to year, subject to the approval of the members of the Association as set forth in the Declaration of Covenants and Restrictions.

Section 2. The Board of Directors shall adopt a budget for each calendar year on or before January 1st of that year, and such budget shall contain estimates of the cost of performing the projects of the Association. The annual assessments shall be based upon such budget and may be adjusted or reduced or increased from year to year by the Board of Directors, in its judgment, as the needs of the Association, may require. Apart from estimated Association operating costs, such budget shall not exceed the previously approved level or maintenance charges and capital expenditures by more

than fifteen percent (15%) without the approval of sixty-six percent (66%) of the votes of those present or by proxy at a meeting called for such purpose.

Section 3. Annual assessments shall be payable in advance in monthly, quarterly, semi-annual or annual installments as determined by the Board of Directors.

ARTICLE VII

BILLS, NOTES, CONTRACTS, ETC.

All bills payable, notes, checks, or other negotiable instruments of the Association shall be made in the name of the Association and shall be signed by the President or Vice President and the Treasurer or by such other person(s) as the Board of Directors may from time to time direct. Officers or Agents of the Association, either singly or jointly with other Officers or Directors, shall have the power to make any bill payable, note, check, draft or warrant or other negotiable instrument, or endorse the same in the name of the Association, or contract or cause to be contracted any debt or liability in the name of, or on behalf of, the Association, subject to such limitations as the Board of Directors may determine. The Association may not borrow money or pledge its assets to repay any loan without the prior approval by a majority vote of the Association members, at a membership meeting at which a quorum is present.

ARTICLE VIII

NOTICE

Section 1. Notice. Whenever, according to these By-Laws, notice shall be required to be given to any member or director, it shall not be construed to mean personal notice. Such notice may be given by hand delivery, electronically or in writing, addressed to such member or director at his address as the same appears on the books of the Association, and the time when such notice is mailed, sent electronically or hand delivered shall be the time of giving of such notice.

Section 2. Waiver of Notice. Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

ARTICLE IX

These By-Laws may be amended, altered, or rescinded only by two-thirds (2/3) of the votes cast by the members of the Association present or by proxy at any special meeting called for that purpose.

ARTICLE X

PARLIAMENTARY RULES

Roberts Rules of Order (Latest edition) shall govern the conduct of the corporation meetings when not in conflict with the Articles of Incorporation or these By-Laws.