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**CERTIFICATE OF AMENDMENTS**

**TO THE**

**JEFFREY K BARTON, CLERK OF  
COURT**

**BYLAWS OF TRILLIUM HOMEOWNERS' ASSOCIATION, INC.**

**WITNESSETH**

**WHEREAS**, Article XII of the Bylaws of Trillium Homeowners' Association, Inc. permits the amending of the Bylaws by a favorable vote of seventy-five (75%) of the total votes of Class A and Class B members of the Association present at any regular or any special meeting called for that purpose; and

**WHEREAS**, a duly noticed Special Members' Meeting was held on January 17, 2012, at which a quorum was present, to consider amendments to the Bylaws of Trillium Homeowners' Association, Inc.;

**WHEREAS**, not less than seventy-five percent (75%) of the total votes of Class A and Class B members of the Association present at the Special Members' Meeting held on January 17, 2012 were cast in favor of the following amendments.

**NOW THEREFORE**, pursuant to Article XII of the Bylaws of Trillium Homeowners' Association, Inc. the Bylaws are hereby amended as follows:

I. **Article I** is amended to read as follows:

The Association is located in the County of Indian River, State of Florida, and its office shall be at, the office of the Property Manager for the Association or at such other location as shall be determined from time to time by the Board of Directors of the Association at a regular meeting of the Association.

II. **Article IV, Sections 2, 3 and 4** are amended to read as follows:

**Section 2:** Members shall be entitled to one vote for each lot or unit owned. When more than one person holds an interest in any lot or unit, all such persons shall be members. The vote for such lot or unit shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any lot or unit.

**Section 3:** When two or more persons are joint owners of a lot or unit, one and only one, selected in writing by the joint owners, shall become a member.

**Section 4:** Whenever a member shall cease to own his legal or beneficial interest in any lot or unit or in any entity that owns such interest, such member shall automatically be dropped from the membership roll of the Association, but shall remain liable for fees and assessments as levied by the Association prior to ceasing to own a lot or unit, at which time the new owner, as shown by the public records of Indian River County shall become a member of the Association and liable for fees and assessments.

III. **Article V, Sections 1, 2 and 3** are amended to read as follows:

**Section 1: Annual Meetings.** There shall be an Annual Meeting of the members of the Association at such place as may be designated by the Board of Directors, prior to the last day of the first quarter of each calendar year for the transaction of such business as may come before the meeting. The Secretary, or his/her designee, shall serve personally or send through the post office mail, or through electronic transmission at least fourteen (14) days before such meeting, notice thereof, addressed to each member at his last known address, which shall

be the lot or unit address unless owner provides the Secretary of the Association, c/o the Property Manager, a written notification of a change of address, but, at any meeting where all members are present or where all members are not present but have waived notice in writing, such notice shall not be required.

**Section 2: Special Meetings.** Special meetings of the members shall be held whenever called by the Board of Directors or by the holders of at least one-third (1/3) of the total vote of members of the Association. Notice of such Special Meeting, stating the time, place, and in general terms, the purpose or purposes thereof, shall be given at the last known address of all active members at least fourteen (14) days prior to said meeting.

**Section 3:** At each Annual Meeting of the Association, the following shall be the order of business:

1. Roll Call.
2. Proof of notice of meeting or waiver of notice.
3. Reading the Minutes of the preceding meeting or meetings.
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. New Business including induction of new members.
10. Adjournment.

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

**Section 4:** A quorum at Members' Meetings shall consist of thirty percent (30%) of the total number of eligible voting members of the Association as defined in the Florida Statutes §720.306, as amended from time to time. The

acts approved by a majority of the votes cast at a Members' Meeting at which a quorum is present shall constitute the acts of the membership, except when approval of a greater number of members is required by the Articles of Incorporation, these Bylaws or the Florida Statutes. A proxy written and signed by a member shall be considered for quorum purposes.

IV. **Section 5** has been added to the end of **Article V** and shall read as follows:

**Section 5:** A member's voting rights are automatically suspended for the non-payment of any monetary obligation due the Association that is more than ninety (90) days delinquent. A member's right to vote shall be reinstated at such time as the member becomes current in his/her monetary obligations to the Association.

V. **Article VI, Section 1** is amended to read as follows:

**Section 1: Number of Members.** The business and affairs of this Association shall be managed by a Board of Directors that shall consist of not less than three (3) and not more than seven (7) active members, all of whom must be voting members of the Association. Only those Association members in good standing whose assessments are current can serve on the Board of Directors. Directors shall be elected by a plurality of votes cast at the Annual Meeting. No member shall permit any other person to vote his ballot and any such ballots improperly cast shall be deemed invalid.

VI. **Article VI, Sections 2, 3 and 4** have been added after Section 1 and shall read as follows:

**Section 2: Election of Directors.** The Association shall, not less than sixty (60) days before a scheduled election, mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery, including regularly published newsletters, to each member entitled to vote, a first notice of the date of the election. Not less than fourteen (14) days before the election, the Association shall mail or deliver a second notice of the election to all members entitled to vote, together with a written ballot. Upon the request of a candidate for the Board of Directors, the Association shall include, at its expense, a Candidate Information Sheet, together with mailing of the ballot.

**Section 3: Term.** All Directors shall be elected for a two (2) year term. It is the intention of these Bylaws that a staggering of Directors' terms be maintained. To maintain staggered terms, the Board may hold seats in future elections open for one or two year terms when necessary or appropriate. In order to initiate staggered terms, beginning with the election in 2012, the four (4) Directors who receive the largest number of votes shall be elected to serve a two (2) year term. The three (3) Directors who receive the smallest number of votes shall be elected to serve a one (1) year term. In 2013, the Directors elected to fill the three (3) Board vacancies shall serve a two (2) year term. The term of each Director's service will extend until their elected term is completed and, thereafter, until their successor is elected, until the Director is recalled in the manner provided for in the Florida Statutes, or resigns.

**Section 4: Organizational Meeting.** The Organizational Meeting of

a newly elected Board and election of Officers by the Board of Directors shall be held within fifteen (15) days of the election of the Board of Directors at such time and place as shall be fixed at the meeting at which they were elected.

VII. **Original Sections 2 through 12 of Article VI** have been amended and renumbered as follows:

**Section 5: Regular Meetings.** The Board shall meet for the transaction of business at such place as may be designated from time to time.

**Section 6: Special Meetings.** Special Meetings of the Board of Directors may be called by the President or by two (2) 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 7: 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 act 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 8: Order of Business.** The Board of Directors may, from time to time, determine the order of business at its meeting.

**Section 9:** At all 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 10: 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 11: 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, 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 next Annual Meeting.

**Section 12:** 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 other person.

**Section 13:** The Board of Directors, from time to time, may make and establish reasonable rules and regulations governing the improvement, use and maintenance of the Association property and individual lots or units.

**Section 14:** The Declaration of Restrictions on Real Estate and Architectural Guidelines and Rules and Regulations for Trillium Subdivision and such amendments thereto as are from time to time made, shall be incorporated in these Bylaws by reference and the Board of Directors is charged with the responsibility of insuring compliance with and interpretation of said Restrictions

and Guidelines.

**Section 15:** Any director may be removed by concurrence of two-thirds (2/3) of the total votes of members of the Association at a special meeting of the members called for the purpose. The vacancy in the Board of Directors so created will be filled by a majority vote of the active members of the Association.

VIII. **Article VII, Sections 1, 8 and 9** are amended to read as follows:

**Section 1: Executive Officers.** The Executive Officers of the Association shall be a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors to those offices for a one (1) year term. The officers of the corporation shall be members of the Board of Directors and active members in good standing of the Association.

**Section 8:** Any Officer of the Board of Directors may resign at any time, by instrument in writing. Upon an affirmative vote of the members of the Board of Directors, any Officer may be removed with or without cause, but shall remain a member of the Board of Directors. All vacancies, in any office, shall be filled by the Board of Directors without undue delay, at its regular meeting or at a meeting specially called for that purpose.

**Section 9:** All officers of the Association shall serve without compensation except for the payment of reasonable expenses approved by the Board of Directors for services rendered for the Association.

IX. **Article VIII, Sections 5, 7 and 8** are amended to read as follows:

**Section 5:** The Association, by a majority vote of the Board of



Directors, may assess a special assessment to be paid at such time and in such manner as determined by the Board of Directors. Individual special assessments will be based upon an equal share per lot or unit of the total special assessment, except where the membership votes for a special area of the Association property, in which event a majority of the members to be affected and assessed must approve the special assessment.

**Section 7:** The provisions of ARTICLE VIII, Sections 1 through 6, shall be subject to the terms and conditions of ARTICLE V, Sections 1 through 11 of the Declaration of Restrictions on Real Estate. In the event a conflict exists between these Bylaws and the Declaration of Restrictions on Real Estate, the terms of the Declaration of Restrictions on Real Estate shall prevail.

**Section 8:** By a majority vote of the Board of Directors, the Board shall have the right and power to enforce the payment of legally imposed assessments, and enforce the provisions of the Bylaws, Declaration of Restrictions on Real Estate, and Architectural Guidelines and Rules and Regulations, if promulgated, by imposition of fines in such reasonable sums it deems appropriate, in accordance with ARTICLE X, Section 29 of the Declaration of Restrictions on Real Estate, against lot or unit owners for violations of the above documents by said lot or unit owners or their guests or their lessees. No fine shall be imposed without a written notice first being sent by the Board. If the failure is not corrected as soon as is reasonably practical and in any event within ten (10) days after such written notice is sent, or in the event of a subsequent similar failure by

the lot or unit owner, then without further notice, the Board may impose a fine as provided herein. However, in any event, the Board shall afford the violators an opportunity to be heard regarding the alleged violation. There shall be a presumption of innocence at said hearing and the violator shall have an opportunity to confront, cross examine and be represented by an attorney, if desired.

X. **Article IX** is amended to read as follows:

The Board of Directors may create such standing and special committees as they determine necessary, and the President shall appoint the Chairman of any such committees from the active members, as it is deemed necessary, to assist the committee in the discharge of its assigned duties.

XI. **Article XI, Section 1** is amended to read as follows:

**Section 1: Notice.** Whenever, according to these Bylaws, a Notice shall be required to be given to any member or Director, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a post office in Indian River County, Florida, in a postpaid sealed wrapper, addressed to such member or Director at his address as the same appears on the books of the Association, or by electronic notification or by personal delivery. The time when such notice is mailed, electronically transmitted or delivered shall be deemed the time of the giving of such notice.

XII. **Article XII** is amended to read as follows:

These Bylaws of the Association may be amended, altered or rescinded only by a seventy-five percent (75%) vote of the total votes cast by the members at an Annual Members Meeting or a Special Members Meeting called for that purpose.

IN WITNESS WHEREOF, TRILLIUM HOMEOWNERS' ASSOCIATION, INC., by and through its authorized representatives, have hereunto set their hands and seal this 30<sup>th</sup> day of January, 2012.

WITNESSES:

TRILLIUM HOMEOWNERS'  
ASSOCIATION, INC.

Jacqueline McKinnon  
Signature

By: Michael DeGeorge  
Michael DeGeorge, President

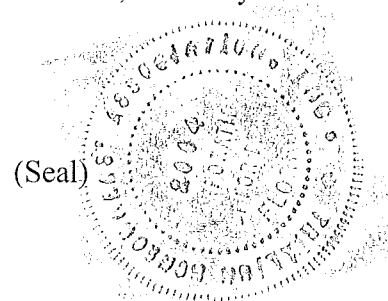
Jacqueline McKinnon  
Print

Constance A. Johnson  
Signature

CONSTANCE A. JOHNSON  
Print

ATTEST:

Patricia Faubel  
Patricia Faubel, Secretary



STATE OF FLORIDA )  
 ) ss.  
COUNTY OF Indian River )

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Michael DeGeorge, the President of **TRILLIUM HOMEOWNERS' ASSOCIATION, INC.**, and Patricia Faubel, Secretary who have  produced FL Drivers License as identification or  who are personally known to me to be the persons described in the foregoing instrument and who has 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 30 day of January, 2012.

Constance Ann Johnson  
Name: \_\_\_\_\_  
Notary Public, State of Florida  
(affix seal)

