

**CORRECTED**  
**CERTIFICATE OF RECORDING**  
**BYLAWS FOR**  
**SERENOA HOME OWNERS ASSOCIATION, INC.**

The attached Bylaws for Serenoa Home Owners Association, Inc. were approved by the board of directors at a meeting held on October 7, 2021. A true and correct copy of the Bylaws are attached as Exhibit "A". The adoption of the Bylaws appears upon the minutes of said meeting and is unrevoked.

The undersigned President and Secretary of Serenoa Home Owners Association, Inc. certify that the attached document is a true and accurate copy of the Bylaws for Serenoa Home Owners Association, Inc.

**IN WITNESS WHEREOF**, the undersigned has caused these presents to be signed in its name by its President this 18<sup>th</sup> day of January 2022.

**WITNESSES:**

**SERENOA HOME OWNERS  
ASSOCIATION, INC.**

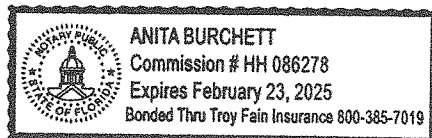
Peter L De Groot  
Print Name: PETER L DEGROOT

By: Steve Hogan  
Steve Hogan, President

Anita Burchett  
Print Name: ANITA BURCHETT

**STATE OF FLORIDA**  
**COUNTY OF INDIAN RIVER**

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization, by **Steve Hogan, President** of Serenoa Home Owners Association, Inc. who ☐ is personally known to me or who ☒ has produced FLORIDA DRIVERS License as identification this 18<sup>th</sup> day of January 2022.



Anita Burchett  
Notary Public, State of Florida  
Anita Burchett  
Print Name  
My Commission Expires: 02/23/25

ORIGINALLY Recorded IN  
OR BOOK 3502 Pg 399

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its Secretary this 19th day of January 2022.

WITNESSES:

[Signature]  
Print Name: Joe DeGroot

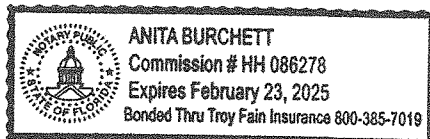
[Signature]  
Print Name: Anita Burchett

SERENOA HOME OWNERS  
ASSOCIATION, INC.

By: [Signature]  
George O'Malley Secretary

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was subscribed, sworn, and acknowledged before me by means of ☒ physical appearance or ☐ online notarization, by **George O'Malley, Secretary** of Serenoa Home Owners Association, Inc. who ☐ is personally known to me or who ☒ has produced Florida Drivers License as identification this 19th day of January 2022.



[Signature]  
Notary Public, State of Florida  
Anita Burchett  
Print Name  
My Commission Expires: 02/23/25

# **EXHIBIT A**



## **Bylaws of Serenoa Homeowners Association, Inc.**

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## **Article I — Identity**

**Section 1: Name.** The name of this corporation is SERENOA HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation" or "Association."

**Section 2: Office.** The principal office of the Corporation is 200 11th Square SW, Vero Beach, FL 32962 or such other place as may be designated by the Board of Directors.

**Section 3: Emblem.** The emblem of the Association, if any, shall be of a style and design approved by the Board of Directors.

**Section 4: Adoption.** These Bylaws have been adopted as the Bylaws of the Association in accordance with the Association's Articles of Incorporation.

**Section 5: Defined Terms.** All terms used herein that are defined in the Master Declaration of Covenants, Conditions, Reservations, and Restrictions of Serenoa Subdivision (the "Declaration") recorded in the public records of Indian River County, Florida, shall have the same meaning herein as defined therein.

## **Article II — Purposes**

This Association is organized to serve as the instrumentality of Owners and Members in the Serenoa Subdivision (the "Property") for the purpose of controlling and regulating use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of the Property and improvements for the benefit of all Owners; to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its Articles of Incorporation, these Bylaws, and the Declaration; to acquire, hold, convey, and otherwise deal with real and/or personal property; and to otherwise engage in additional lawful activities for the benefit, use, convenience, and enjoyment of its Members as it may deem proper.

## **Article III — Directors and Officers**

### **Section 1: Directors.**

A. The affairs of the Association shall be managed by a Board of Directors that shall consist of not less than three (3) nor more than seven (7) members. The number of directors shall be determined by the Board of Directors prior to the election.

B. Directors elected by Members of the Association shall be elected as follows: Election shall be by written ballot and by a plurality of votes cast using procedures the Board establishes. Members shall elect Directors of Association, at, or in conjunction with, the Annual Members Meeting. Notice that nominations that are open for the upcoming election to the Board of Directors shall be sent to all Members sixty (60) days prior to the Annual Meeting. Members in good standing may nominate themselves as a candidate for the Board of Directors by submitting their name, address, and lot number, in writing, to the Board of Directors at least thirty (30) days in advance of the Annual Members Meeting. The nomination period for candidates will be closed 30 days before the date of the Annual Members meeting. Nominations from the floor are not permitted.

C. Term of Office. The Directors of the Association shall have two- (2-) year staggered terms. At the next Annual Meeting following adoption of this amendment, three (3) directors shall be elected for two- (2-) year terms and two (2) directors shall be elected for one- (1-) year terms. The three (3) candidates receiving the highest number of votes will serve for the two- (2-) year terms. Then the next

two (2) candidates receiving the highest number of votes will serve for a term of one (1) year. Thereafter, all directors elected will serve for two (2) year terms.

D. The organizational meeting of the newly elected Board of Directors shall be held within ten (10) days of their election at the place and time fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

E. No director shall receive or be entitled to any compensation for services as director, but shall be entitled to reimbursement for all expenses incurred as a director, if incurred upon the authorization of the Board.

F. All directors and officers elected by the Members must be Members of the Association.

## **Section 2: Officers.**

The Officers of the Association shall be President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint. One person may hold more than one office. The Officers shall be elected by the Board of Directors at their annual meeting. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the directors, or until their successors shall have been appointed and shall qualify.

## **Section 3: Resignation, Vacancy, Removal**

A. Resignation. Any director or officer of the Association may resign at any time, by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, resignations shall take effect at the time of receipt by the President or Secretary of the Association. The acceptance of a resignation shall not be necessary to make it effective.

B. Director Vacancy. When a vacancy occurs on the Board of Directors, the vacancy shall be filled by the Directors at their next meeting. Any person appointed to fill a vacancy on the Board, by the Directors, shall serve the remainder of the term.

C. Officer Vacancy. When a vacancy occurs in an office for any reason before an officer's term has expired, the office shall be filled by the Board of Directors at its next meeting by electing a person to serve for the unexpired term or until such time as a successor has been **appointed** by the Board of Directors and shall qualify.

D. Removal. Any officer may be removed with or without cause by a majority vote of the full Board of Directors at a meeting of Directors called at least in part for the purpose of considering removal of the officer. Any officer or director may be removed with or without cause and, for any reason, upon a petition in writing by a majority of the Members of the Association approved at a meeting of Members called at least in part for this purpose, by a two-thirds (2/3) vote of the membership. The petition calling for the removal of an officer or director shall set forth a time and place for the meeting of Members, and notice shall be given to all Members of the special meeting of the Members in the manner provided in these Bylaws. At any such meeting, the officer or director whose removal is sought shall be given the opportunity to be heard.

## **Section 4: Indemnification of Directors, Officers, and Committee Members.**

The Association shall indemnify its Directors, Officers, and Committee Members in accordance with the terms of the Declaration.

## **Article IV — Powers and Duties of the Association and the Exercise Thereof**

The Association shall have all powers granted to it by common law, Florida Statutes, 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 of Incorporation, these Bylaws, or by law.

## **Article V — Duties of Officers**

**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 Members of the Association and of the Board of Directors.

B. Call special meetings of the Board of Directors.

C. Sign, with the Secretary or Treasurer if the Board of Directors so requires, all checks, contracts, promissory notes, and other instruments on behalf of the Association, except those that 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 ex-officio member of all committees, and render an annual report at the annual meeting of Members.

**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, 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:

Attend all regular and special meetings of the Members of the Association and of the Board of Directors, and keep all records and minutes of proceedings thereof or cause the same to be done.

B. Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, keep membership books, and receive all applications for membership.

C. Perform other duties as the Board of Directors may determine and, on all occasions in the execution of duties, act under the superintendence, control, and direction of the Board of Directors.

D. Have custody of the minutes book of the meetings of the Board of Directors and Members, and act as transfer agent of the corporate books. In the event the Association enters into a management agreement, it shall be proper to delegate any or all of the Secretary's functions to the management agent as is deemed appropriate by the Board of Directors.

**Section 4: Treasurer.** The Treasurer shall

A. Attend all meetings of the membership and of the Board of Directors.

B. Receive monies as shall be paid into 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 shall be kept safely deposited.

C. Supervise the accounts of all financial transactions of the Association in books belonging to the Association, and deliver the books to the successor to the Treasurer position. The Treasurer 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 to the Members at the annual meeting, and make all reports required by law. The Treasurer shall prepare the annual budget, and present it to the Board of Directors for its consideration.

D. 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 any or all of the Treasurer's functions to the management agent as is deemed appropriate by the Board of Directors.



## **Article VI — Membership and Voting**

**Section 1: Qualification for Membership.** The qualification for membership, and the manner of admission to membership and termination of membership, shall be as follows: A person or entity shall automatically become a Member of the Association upon acquisition of a fee simple title to any Lot in the Property by recording a deed to the Lot or Unit in the public records of Indian River County, Florida. Membership shall continue until the time as the Member transfers or conveys his/her fee simple title of record, or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the Lot or Unit conveyed, shall automatically be conferred upon the transferee. Membership shall be appurtenant to, and may not be separated from, ownership of Unit(s) or Lot(s) subject to the Declaration. No person or entity holding an interest of any type or nature whatsoever in a Lot or Unit only as security for the performance of an obligation, shall be a member of the Association.

**Section 2: Voting.** Voting members shall be all those Owners as defined in Section 1. Members shall be entitled to one (1) vote for each Unit or Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members but the single vote for such Unit or Lot shall be exercised as they among themselves determine but, in no event shall more than one (1) vote be cast with respect to any such Unit or Lot.

Votes shall be exercised or cast by a Member in accordance with the terms of the Declaration, the Articles of Incorporation, and these Bylaws.

## **Article VII — Meetings**

### **Section 1: Meetings of Members.**

A. Place of Meetings. All meetings of the Association shall be held at a time and place in Indian River County, Florida, as designated by the Board of Directors.

B. Annual Meetings. Annual Members' meetings shall be held on a date designated by the Board of Directors that shall fall between the first day of January and the last day of April in each calendar year. No meeting shall be held on a legal holiday. The meeting shall be held at the time designated by the Board of Directors. The purpose of the annual meeting shall be the election of Directors and the transaction of other business authorized to be transacted by the Members. The order of business shall be as determined by the Board of Directors.

C. Special Meetings. Special meetings shall be held whenever called by the President or by a majority of the Board of Directors, or when called by the Secretary, upon receipt of a written request from Members of the Association holding a majority of the total votes of the membership. Business transacted at all special meetings shall be confined to the objects and action to be taken as stated in the notice of the meeting.

D. Quorum. Unless a lower number is provided in the bylaws, the percentage of voting interests required to constitute a quorum at a meeting of the members shall be 30 percent of the total voting interests. Unless otherwise provided in this chapter or in the articles of incorporation or bylaws, decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained. A meeting of the members must be held at a location that is accessible to a physically handicapped person if requested by a physically handicapped person who has a right to attend the meeting (FL 720.306).

E. Voting Required to Make Decisions. When a quorum is present at any meeting, the vote of a majority of the Members' votes present either in person, or by proxy, shall decide any question brought before the meeting unless the Declaration, the Articles of Incorporation, these Bylaws, or any applicable statute provide otherwise.

## **Section 2: Directors' Meetings.**

A. Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the adjournment of the annual meeting of Members. The Board of Directors may establish a schedule of regular meetings to be held at the places, dates, and times as the directors may designate. Regular meetings may be held without further notice if such annual schedule is adopted and published by the Board.

B. Special Meetings. Special meetings of the Board of Directors may be called by the President, upon notice to each director to be delivered by telephone, mail, or in person. Special meetings may also be called on written request of two (2) directors. All notices of special meetings shall state the purpose, time, and place of the meeting.

C. Quorum. At all meetings of the Board of Directors, a majority of the votes eligible to be cast by the Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the votes cast by the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except where approval by a greater number is required by the Declaration, the Articles of Incorporation, or these Bylaws. At any meeting at which a quorum is not present, the presiding officer may adjourn the meeting from time to time, and at any adjourned meeting, any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

D. Joinder. The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of that director for the purpose of determining a quorum.

E. Written Action. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

E. Presiding Officer. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

F. Telephone Meeting. Any regular or special meeting of the Board of Directors may be held by telephone conference at which each participating member can hear and be heard by all other participating members.

G. Order of Business. The order of business at Directors' meetings shall be as determined by the Board of Directors.

## **Article VIII — Notice of Members' Meetings**

**Section 1: Annual Meeting.** Written notice of the annual meeting of Members shall be served upon or mailed to each Member entitled to notice, at least ten (10) days, and no more than sixty (60) days, prior to the meeting. Such notice shall be hand delivered or mailed to each Member at his/her address as it appears on the books of the Association. Proof of mailing may be given by affidavit of the person giving the notice.

**Section 2: Special Meeting.** Written notice of a special meeting of Members stating the time, place, and object of the meeting shall be served upon or mailed to each Member at least two (2) days, and no more than sixty (60) days, prior to such meeting.

**Section 3: Waiver.** Nothing herein is to be construed to prevent Members from waiving notice of meetings or acting by written agreement without meetings.

## **Article IX — Procedure**

*Robert's Rules of Order* (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and Bylaws of the Association, or with the Statutes of the State of Florida.

## **Article X — Assessments and Manner of Collection**

The Board of Directors shall have the power to levy and enforce Assessments against Lot or Unit Owners, as more fully set forth in the Declaration.

## **Article XI — Fiscal Management**

**Section 1: Fiscal Year.** The fiscal year of the Association shall commence upon the first day of January and conclude on the last day of December, unless a different fiscal year is selected by the Board of Directors.

**Section 2: Depositories.** The funds of the Association shall be deposited in such accounts in Indian River County, Florida, 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. Association funds shall be withdrawn only over the signature of the President or such other persons as the Board may authorize. The Board may require more than one (1) signature on checks and bank drafts. The funds shall be used only for Association purposes.

**Section 3: Reserve Accounts.** The Association shall establish and maintain an adequate reserve account for the periodic maintenance, repair, and replacement of Improvements to the Common Property and Recreation Facilities, unless reserve accounts are waived by the majority vote of the Members.

**Section 4: Fidelity Bonds.** The Association may purchase blanket fidelity bonds for all 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.

**Section 5: Records.** The Association shall maintain accounting records according to good practice that shall be open to inspection by the Members of the Association in accordance with Florida Statutes. Such records shall include a record of receipts and expenditures and accounts for each Member, which accounts shall designate the name and address of the Member, the due dates and amount of all Assessments against the Member, the amounts paid upon the account, and the balance due.

**Section 6: Annual Statement.** The Board of Directors shall present annually to the Members a full and clear statement of the business and condition of the Association, as may be prepared by an independent accountant.

**Section 7: Insurance.** The Association shall procure, maintain, and keep in full force and effect, insurance as may be required to protect the interests of the Association and the Members.

**Section 8: 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.

**Section 9: 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.

## **Article XII — Administrative Rules and Regulations**

The Board of Directors may, from time to time, adopt Rules and Regulations governing the details of the operation and use of the Property, provided the Rules and Regulations shall be equally applicable to all Members and uniform in application and effect.

## **Article XIII — Violations and Defaults**

In the event of a violation of any of the provisions of the Declaration, the Architectural Criteria set forth in the Declaration, these Bylaws, the Rules and Regulations adopted by the Association, or the Articles of Incorporation, the Association shall have all rights and remedies provided by law and equity, including without limitation (and such remedies shall be cumulative) the right to sue for damages, the right to impose an Individual Lot Assessment for noncompliance, as provided in Article IV of the Declaration, the right to injunctive relief, the right to correct the breach and charge or recover the cost thereof from the Member, and, in the event of a failure to pay Assessments, the right to foreclose its lien as provided in the Declaration, and in every proceeding, the Owner shall be liable for interest, court costs, and the Association's attorneys' fees. A suit to collect unpaid Assessments may be prosecuted by the Association without waiving the lien securing the unpaid Assessments, interest, costs, and attorneys' fees.

## **Article XIV — Discipline**

Any Member, or any family member, guest, employee, agent, lessee, licensee, or invitee of such Member, whose conduct shall be deemed by the Board of Directors to be improper or likely to endanger the welfare, safety, harmony, or good reputation of the Association or of its Members, may be reprimanded or fined by action of the Board of Directors. All fines shall be levied, administered, and collected in the manner set forth in the Florida Statutes. The Board of Directors shall be the sole judge of what constitutes improper conduct or conduct likely to endanger the welfare, safety, harmony, or good reputation of the Association or its Members.

Any such Member shall be notified of the proposed action and shall be given an opportunity to be heard by the Board of Directors to show cause why he or she should not be disciplined in accordance with this Article and the provisions of the Declaration. If the Member desires to be heard, the Board of Directors shall set a time and date for a hearing.

## **Article XV — Amendment of Bylaws**

These Bylaws may be amended, altered, or rescinded by a majority vote of the Directors, at any regular or special meeting; provided, however, that at no time shall the Bylaws conflict with the terms of the Declaration or the Articles of Incorporation. Amendment(s) to these Bylaws shall take effect immediately upon approval by the Board and supersede and take the place of any prior Bylaws. Any Member of the Association may propose an amendment to the Board, and the Board shall act upon the proposal at its next meeting.

## Article XVI — Validity

If any ByLaw, rule, or regulation shall be adjudged invalid, such fact shall not affect the validity of any other Bylaw, rule, or regulation.

## Article XVII — Construction

The Articles of Incorporation and these Bylaws of tile Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, the Articles of Incorporation, or these Bylaws, the following order of priority shall apply: The Declaration, the Articles of Incorporation, and the Bylaws.

**SERENOA HOMEOWNERS ASSOCIATION, INC.**

  
\_\_\_\_\_  
Steve Hogan, President

  
\_\_\_\_\_  
George O'Malley, Secretary

Adopted: October 7, 2021