

AMENDED AND RESTATED
BY-LAWS OF
TIARA TOWERS CONDOMINIUM ASSOCIATION, INC.

(a corporation not for profit under the laws of the State of Florida)

SECTION 1. IDENTIFICATION OF CONDOMINIUM ASSOCIATION

These are the By-Laws of TIARA TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida Non-Profit Corporation, hereinafter referred to as the "Condominium Association" as duly adopted by its Board of Directors. The Condominium Association is a corporation not for profit organized pursuant to and under Chapter 617 of the Florida Statutes for the purpose of being the "Association", as said term is defined in the Florida Condominium Act, Florida Statutes, Chapter 718 (the "Condominium Act"), for TIARA TOWERS, A CONDOMINIUM (the "condominium"), which Condominium is situated in St. Lucie County, Florida, and which Condominium shall be created by the recordation of a certain "Declaration of Condominium of Tiara Towers, a Condominium" (the "Declaration of Condominium") and to perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium.

1.1 The office of the Condominium Association shall be at:

3150 North A-1-A
Ft. Pierce, Florida 34949

and thereafter may be located at any place in St. Lucie County, Florida designated by the Board of Directors. (Citation 012)

1.2 The fiscal year of the Condominium Association shall be the calendar year, unless the Board of Directors shall determine otherwise. (Citation 012)

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida", and the words "Corporation Not For Profit".

SECTION 2. DEFINITIONS

2.1 When used in these By-Laws the following terms (unless the context clearly requires otherwise) shall have the same meaning respectively ascribed to them in the Declaration of Condominium:

Assessment
Common Expenses
Condominium Documents
Condominium Property
-(Citation 001)

2.2 "Articles" means the Articles of Incorporation of the Condominium Association.

2.3 "Board of Directors" means the representative body which is responsible for administration of the Association. (Citation 012)

2.4 "Members" means each and every member of Condominium Association and the "Membership" means all of Members.

2.5 "Address Register" means the register of addresses to be maintained by the Secretary of the Condominium Association.

SECTION 3. MEMBERSHIP, MEMBERS, MEETINGS, VOTING AND PROXIES

3.1. The qualification of Members, the manner of their admission of membership in the Condominium Association and the manner of the termination of such membership shall be as set forth in Article IV of the Articles and Article 3.22 of the Amended and Restated Declaration.

3.2 The Members shall meet annually at the office of the Condominium Association or other such place in St. Lucie County, Florida, as determined by the Board and as designated in the notice of such meeting in the month of December of each year (the "Annual Members Meeting"). The purpose of the Annual Members Meeting shall be to hear reports of the officers, elect members of the Board (subject to the provisions of Article VIII of the Articles) and to transact any other business authorized to be transacted by the Members.

3.3 Special meetings of the Members shall be held at any place within St. Lucie County, Florida, whenever called by the President, or in his absence, the Vice-President, or a majority of the Board. A special meeting must be called by the President or Vice-President of the Condominium Association upon receipt of a written request from twenty-five percent of the entire Membership. Such written request shall state the purpose of the special meeting. Business at a special meeting of Members is limited to the purpose or purposes stated in the notice. (Florida Statute 718.112(2)(6))

3.4 A notice of all meetings of the Members (whether the Annual Members Meeting or a special meeting of the Members) shall be mailed, sent by electronic transmission or delivered to each Member entitled to vote there at the address or email address as it appears in the Address Register not less than fourteen (14) days nor more than thirty (30) days prior to the date of such meeting. Proof of such mailing or delivery shall be given by the affidavit of the person who gives such notice. The notice shall state the time and place of such meeting and the object for which the meeting is called and shall be signed by an officer of the Condominium Association. Notice of all meetings of Members shall be posted in a conspicuous place on the Condominium Property at least fourteen days prior to any such meeting. Any provision herein to the contrary notwithstanding, notice of any meeting may be waived by any Member before, during or after such meeting, which waiver shall be in writing. No business shall be transacted and no action taken in any meeting other than as specified in the notice of the meeting. The affidavit of delivery shall be retained in the Association's official records.

3.5 The Membership may, at the discretion of the Board, act by written agreement in lieu of a meeting provided that notice of the matter or matters to be determined by such members is given to the Membership at the addresses and within the time periods set forth in Section 3.4 hereof or is duly waived in accordance with such Section. Any determination as to the matter or matters to be determined pursuant to such notice by the member or persons that would be able to determine the subject matter at a meeting shall be binding on the Membership, provided a quorum of the Membership responds in writing to such notice in the manner set forth in the notice. Any such notice shall set forth a time period during which a response may be made thereto.

3.6 A quorum of the Membership shall consist of persons entitled to cast a majority of the votes of the entire Membership. When a quorum is present at any meeting and a question is presented, the holders of a majority of the voting rights present in person or represented by written proxy shall be required to decide the question. However, if such question is one which by express provisions of the Condominium Act or the Condominium Documents requires a vote other than such majority vote, then such express provision shall govern and control the required vote on the decision of such question.

3.7 If any meeting of the Membership cannot be organized because a quorum is not in attendance, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. In the case of adjournment of a meeting, notice to the Members of such adjournment shall, subject to the Condominium Act, be in the manner determined by the Board.

3.8 Minutes of all meetings shall be kept in a business-like manner and shall be available for inspection by the Members and Directors at all reasonable times.

3.9 Voting rights of Members shall be as stated in the Declaration of Condominium and the Articles. Such votes may be cast in person, by proxy or by electronic voting as may be authorized by Florida Statute 718. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted by a Member to vote for him and in his place and stead. Proxies shall be in writing and shall be valid only for the particular meeting designated therein and any adjournments thereof as so stated. A scanned and electronically transmitted proxy may be accepted provided the complete document must be transmitted showing all portions of the completed proxy document. A proxy must be filed with the Secretary of the Condominium Association before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast pursuant to such proxy,

3.10 In the event a Unit is owned by more than one person, by a corporation or by a limited partnership or other form of multiple ownership, then the Owners, corporation or other entity shall designate a representative who shall be a member of the owning entity to act and vote in their or its behalf. Such a designation shall be filed with the Secretary of the Association no less than 24 hours in advance of the Annual Meeting or any special meeting. Such designation shall thereafter remain effective until revoked by the Unit Owner or Owners. In the event the designation is not filed with the Secretary timely, the Unit shall not be allowed to participate in the Meeting and shall not be counted as a part of a quorum for attendance purposes.

3.11 At any time prior to a vote upon any matter at a meeting of the Membership, any Member may raise the question of the use of a secret written ballot for the voting on any matter. In the event of the use of such secret written ballot, the chairman of the meeting shall call for nominations and the elections of inspectors of election to collect and tally such written ballots upon the completion of the balloting upon such matter.

3.12 The order of business at Annual Membership Meetings and, as far as practical, at any special meeting of the Member, shall be as follows:

- (a) Election of Directors (F.S. 718.112)
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of Notice of meeting or waiver of notice.
- (d) Reading of minutes of previous meeting.
- (e) Reports of officers.

- (f) Reports of committees.
- (g) Appointment by chairman of inspectors of election if applicable.
- (i) (h) Unfinished business.
- (i) New business.
- (j) Adjournment.

SECTION 4. BOARD OF DIRECTORS MEETING (Citation 012)

4.1 The form of administration of the Condominium Association shall be by a Board of Directors which shall consist of seven (7) Directors and at no time shall there be less than three Directors on the Board. (Citation 012)

4.2 The election, of Directors shall be conducted in accordance with the Florida Statute 718.112(2)(d).

- (a) The regular election of Directors shall occur as the first item of business at the annual meeting.
 1. Not less than sixty (60) days before a scheduled election, the Association shall 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. Any person desiring to be a candidate for the Board of Directors shall give written notice to the Association not less than forty (40) days before scheduled 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 therein, together with a written secret ballot containing the names of all properly pre-qualified candidates which shall include an information sheet (if provided by the candidate), no larger than 8½ inches by 11 inches furnished by the candidate, to be included with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.
 2. There is no quorum requirement necessary for an election. However, at least twenty percent (20%) of the Voting Interests must cast a ballot in order to have a valid election and elections shall be decided by a plurality of those votes cast.
 3. In the event that there are only as many (or fewer) candidates pre-qualified for election as there are open seats on the Board, no election shall be held and the pre-qualified candidates shall automatically become Members of the Board after the annual meeting.
 4. The Board may establish additional election rules or procedures as it deems appropriate to ensure a fair election process. Substantial compliance with these Bylaws and the Act relative to election procedures is sufficient..
 5. Candidates for the Board must be Unit Owners as reflected on the deed to the Unit as recorded in the Public Records of St. Lucie County and, as required by Florida Statute 718.112, may not be delinquent in the payment of any monetary

amount due to the Association nor have a felony conviction for which civil rights have been restored for at least five (5) years.

4.3 Subject to Section 4.5, vacancies in the Board shall be filled by persons elected by the remaining Directors. Any such person shall be a Director and have all the rights, privileges, duties and obligations of a Director elected at an Annual Members Meeting and shall serve for the term prescribed in Section 4.4 of these By-Laws. (Citation 001)

4.4 The term of each Director's service shall extend until the next Annual Members Meeting and/or until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided herein. Provided, however, that in order to ensure a continuity of experience, the terms of office for Directors shall be staggered. Commencing at the 1994 annual meeting of the members seven Board members will be elected. The term of the four Board members who receive the highest number of votes cast shall be for two years. In the event of a tie, straws shall be drawn to determine the Director of Directors who shall serve for a one year term. At the 1995 annual meeting of the members and biennially thereafter, three directors shall be elected to two year terms. At the 1996 annual meeting of members and biennially thereafter, four Directors shall be elected for a two year term. (Citation 004)

–(Citation 004)

4.5 A director elected by the “Members” may be removed, with or without cause, from office by a vote or written agreement of a majority of Members. A special meeting of the Members to remove a Director may be called by ten percent of the Members. (Florida Statute 718.112(2)(j))

–(Citation 001)

4.7 The organizational meeting of a newly elected Board shall be held within ten days of their election at such place and time as shall be fixed by the Directors at the meeting at which they are elected. No further notice of the organizational meeting shall be necessary.

4.8 Regular meetings of the Board may be held at such time and place as shall be determined from for time to time by a majority of Directors.

4.9 Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Director personally or by mail, telephone or electronic transmission at least three (3) days prior to the day named for such meeting. Except in an emergency, notice of a Board meeting shall be posted conspicuously on the Condominium Property forty-eight (48) hours in advance for the attention of the Members. Any Director may waive notice of a meeting before, during or after such meeting, and such waiver shall be deemed equivalent to the receipt of notice by such Director.

4.10 Quorum of the Board of Directors shall consist of the Directors entitled to cast a majority of the votes of the entire Board. Matters approved by a majority of the Directors present at a meeting at which a quorum is present shall constitute official acts of the Board, except as specifically otherwise provided in the Declaration of Condominium, Articles or elsewhere herein. If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a

meeting, notice to the Directors of such adjournment shall, subject to the Condominium Act, be as determined by the Board. (Citation 012)

4.11 The presiding officer at Board meetings shall be the President.

4.12 Directors shall not receive any compensation by virtue of their service as Directors.

4.13 Minutes of all meetings of the Board shall be kept in a business-like manner and be available for inspection by Members and Directors at all reasonable times.

4.14 Meetings of the Board shall be open to all Members. Members have the right to attend all meetings of the Board except meetings with legal counsel covered by the attorney-client privilege or meetings on personnel matters. The right for Members to attend includes the right to comment on all agenda items provided that such comments may not interrupt Board deliberations. The Board may adopt rules on the time and manner of Member comments. This open meeting request shall not apply to meetings of committees unless the committee has the power to make a final decision on behalf of the Board (Florida Statute 718.112(2)(c).)Also, any Director shall have the right to exclude from any meeting of the Board any person who is not able to provide sufficient proof that he is a Member, unless said person was specifically invited by the Directors to participate in such meeting.

SECTION 5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS (Citation 012)

All the powers and duties of the Condominium Association, including those existing under the Condominium Act and the Condominium Documents, shall be exercised by the Board of Directors unless otherwise specifically delegated therein to the Members. Such powers and duties of the Board shall be exercised in accordance with the provisions of the Condominium Act and the Condominium Documents. (Citation 012)

SECTION 6. OFFICERS OF THE CONDOMINIUM ASSOCIATION

6.1 The officers of the Condominium Association shall be a President, who shall be a Director, a Vice-President, a Treasurer, a Secretary, and such other officers as may be authorized by the Board, all of whom shall be elected annually by the Board. Any officer may be removed, without cause from office by a majority vote of the Directors at any meeting of the Board.

6.2 The President shall be the chief executive officer of the Condominium Association. He shall have all of the powers and duties which are usually vested in the office of the President of the Condominium Association, including, but not limited to, the power to appoint such committees at such times from among the Members as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Condominium Association. The President shall preside at all meetings of the Board. The President may authorize expenditures without prior Board approval not to exceed 1% of the annual budget in a fiscal year. When such expenditures are authorized, the President must inform the Board of his action within seven (7) business days.

6.3 In the absence or disability of the President, the Vice-President shall exercise the powers and perform the duties of the President. The Vice-President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board. Unless otherwise provided from time to time by resolution of the Board of Directors, the Vice-President shall

act as the "Designee" of the Members for the purposes of the Declaration of Covenants and the Articles of Incorporation and By-Laws of the Condominium Association.

6.4 The Secretary shall keep the minutes of all meetings of the Board and the Membership, which minutes shall be kept in a business-like manner and shall be available for inspection by Members and Directors at all reasonable times. He shall have custody of the seal of the Condominium Association and shall affix the same to instruments requiring such seal when duly authorized and directed by the Board to do so. He shall keep the records of the Condominium Association, except those of the Treasurer, and shall perform all of the duties incident to the office of Secretary of the Condominium Association as may be required by the Board or the President.

6.5 The Treasurer shall have the custody of all the property of the Condominium Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the Members; he shall keep the books of the Condominium Association in accordance with good accounting practices; and he shall perform all of the duties incident to the office of a Treasurer.

6.6 Officers of the Condominium Association shall not receive any compensation by virtue of their services as officers.

SECTION 7. ACCOUNTING RECORDS, FISCAL MANAGEMENT

7.1 The Condominium Association shall maintain accounting records in accordance with good accounting practices which shall be open to inspection by Members or their authorized representatives at reasonable times. Such authorization as a representative of a Member must be in writing and be signed by the Member given such authorization and dated within sixty days of the date of such inspection. Written summaries of the accounting records shall be supplied at least annually to the Members. Such records shall include:

- (a) a record of all receipts and expenditures; and
- (b) an account for each Member which shall designate the name of the Member, the amount of each Assessment charged to the Member, the amounts and due dates of each Assessment, the amount paid upon such account and the balance due.

7.2

(a) The Board of Directors shall adopt a budget of the Common Expenses of the Condominium Association for each forthcoming fiscal year (the "Budget") at a special meeting of the Board of Directors ("Budget Meeting") called for that purpose to be held during the first two weeks of December of each year commencing in 1989. Prior to the Budget Meeting, a proposed Budget shall be prepared by or on behalf of the Board, which Budget shall include, but not be limited to, the following items of expenses: (Citation 012)

- (i) Payroll
- (ii) Administration
- (iii) Maintenance and lawn care
- (iv) Security
- (v) Payroll taxes and related benefits
- (vi) Reserves (if any)

- (vii) Services
- (viii) Insurance
- (ix) Utilities
- (x) Professional and Management Fees
- (xi) Materials and Supplies
- (xii) Taxes upon Condominium Association Property, if any
- (xiii) Fees payable to the Division of Florida Land Sales and Condominiums
- (xiv) Costs of Recreational Facilities

Copies of the proposed Budget and notice of the exact time and place of the Budget Meeting shall be mailed to each Member at the Member's address as it appears in the Address Register not less than thirty (30) days prior to said Budget Meeting, and the Budget Meeting shall be open to the Membership.

(b) Subject to the requirements of Articles 13 of the Declaration of Condominium, the Board may also include in any such proposed Budget a sum of money as an Assessment for the making of improvements, additions or alterations to the Condominium Property either annually or from time to time as the Board of Directors shall determine the same to be necessary. (Citation 012)

(c) The depository of the Condominium Association shall be such bank or banks as shall be designated from time to time by the Board. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

(d) An audit of the accounts of the Condominium Association shall be made annually by an auditor, accountant, or a Certified Public Accountant designated by the Board, and a copy of a report of such audit shall be available to each Member not later than one hundred and twenty (120) days following the year for which the report is made. Members shall be notified when the report is prepared and upon request may receive a copy at no charge. (F.S. 718.112)

7.3 Until the provisions of Section 718.112(2) (e) of the Condominium Act are declared invalid by the Courts, or until amended by the Legislature, the following shall be applicable:

(a) Should the budget adopted by the Board at the Budget Meeting require Assessments against the Membership of an amount less than one hundred fifteen (115%) percent of such Assessments for the prior year, the Budget shall be deemed approved by all Members. If however, the Assessments required to meet the Budget exceed 115% of such Assessments for the preceding year (an "Excess Assessment"), then the provisions of subsections 7.3 (b), (c) and (d) hereof shall be applicable. There shall be excluded in the computation of the Excess Assessment the following expenses (the "Excluded Expenses"):

- (i) Reasonable reserves in respect of repair or replacement of Condominium Property;
- (ii) Anticipated expenses by the Association which are not anticipated to be incurred on an annual regular basis;
- (iii) Assessments for betterments to the Condominium Property;

(b) Upon written application of not less than ten (10%) percent of the Members, a special meeting of the Members shall be held upon not less than ten days written notice to each Member but within thirty days of the delivery of such written application to the Board or any members thereof, at which special meeting Members may consider and enact a revision of the Budget. The revision of the Budget shall require a vote of a majority of the Members.

(c) The Board may, in any event, propose a Budget to the Membership at a meeting of the Members or by writing any, if such Budget or proposed Budget be approved by the Members at such meeting or by a majority of the Members in writing, such Budget shall be deemed adopted and shall not thereafter be re-examined by the Members in the manner set forth in paragraph (b).

–(Citation 001)

7.4 The Board shall assess and collect the Assessments from Members pursuant to the terms of the Declaration of Condominium, the Act and these By-Laws. Assessments must be made not less frequently than quarterly and in an amount not less than required to provide funds in advance of payment of all of the anticipated current operating expenses and for all the unpaid operating expenses previously incurred.

SECTION 8. RULES AND REGULATIONS

The Board may adopt rules and regulations or amend or rescind existing rules and regulations for the operations of the Condominium Association and the use of Condominium Property at any meeting of the Board; provided, however, that such rules and regulations are not inconsistent with the Condominium Documents. Copies of any rules and regulations promulgated or amended or rescinded shall be mailed to all Members at their last known address as shown on the Address Register and shall not take effect until forty-eight (48) hours after such mailing. Such Rules and Regulations may specifically govern the use, maintenance and appearance of the Units, as well as the Limited Common Elements attached thereto.

SECTION 9. PARLIAMENTARY RULES

The then latest edition of Robert's Rules of Order shall govern the conduct of the meetings of the Condominium Association; provided, however, if such Rules are in conflict with Articles, these By-Laws, the Declaration of Condominium or Condominium Act, as the case may be, shall apply and govern.

SECTION 10. MEDIATION

Prior to the institution of any legal action between or among the Association and its Members (with the exception of collection of past due amounts) the issue shall first be submitted to mandatory non-binding mediation pursuant to Florida Statute 718.1255.

SECTION 11. AMENDMENT OF THE BY-LAWS

11.1 These By-Laws may be amended by the affirmative vote of not less than fifty-one {51%} percent of the Members of the Association present in person or by proxy at a regular or special meeting

of the Membership and the affirmative approval of a majority of the Board of Directors and/or Membership at which such amendment is proposed.

11.2 An amendment may be proposed by either the Board of Directors or by the Membership, and after being proposed by one of such bodies, it must be approved by the other as set forth above in order to become enacted as an amendment. (Citation 012)

11.3 No modification or amendment to these By-Laws shall be adopted which would affect or impair the priority of validity of any mortgage held by First Mortgagee (Citation 001)

References

Citation 001. (n.d.). *Remove "Developer" language, which no longer applies.*

Citation 004. (n.d.). *St. Lucie County Clerk, OR Instrument #1340876, Book 0912, Page 2073, 07/29/94.*

Citation 012. (n.d.). *Revert name "Board of Administration" to "Board of Directors".*

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 ___ day of _____, 2016.

WITNESSES:

Tiara Towers Condominium Association, Inc.

Witness #1 Signature

By: _____
Edward Galvin, President

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Witness #1 Signature

By: _____
Douglas Chartrand, Secretary

Witness #1 Printed Name

Witness #2 Signature

Witness #2 Printed Name

Corporate Seal

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 2016 by Edward Galvin as President of Tiara Towers Condominium Association, Inc., [] who is personally known to me or [] who has produced identification [Type of Identification: _____].

Notary Seal

Notary Public

STATE OF FLORIDA
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of _____, 2016 by Douglas Chartrand as Secretary of Tiara Towers Condominium Association, Inc., [] who is personally known to me or [] who has produced identification [Type of Identification: _____].

Notary Seal

Notary Public

ACTIVE: T18439/338835:8482155_1