

MARKUP #1 ->

ARTICLE X- SEAL

Section 1. Form. The Association shall have a corporate seal which shall be circular in form and have inscribed thereon the name of the Association, the State and year in which it was incorporated, and the words "Corporation Not for Profit."

Section 2. Affixing Seal. In the absence of the Secretary, any other officer may affix and attest the seal of the corporation to any instrument requiring it.

ARTICLE XI- AMENDMENT

ISSUE #1

Section 1. Amendment to Bylaws. These Bylaws may be amended by the Board of Directors and the Owners (one vote per Lot) by the following procedure:

(a.) Written notice of the proposed amendment(s) must be mailed or delivered by the Board of Directors to each Owner at least 25 days prior to any meeting and must set forth the amendment, or amendments, to be considered. If mailed, such notice shall be deemed delivered when mailed, postage prepaid, to the Owner.

(b.) Such amendments must be passed by the votes of a majority of the Board of Directors and sixty-seven percent (67%) of the sum of the voting interests of Members that are participating in the voting, in person or by proxy, at a duly called meeting of the members of the Association where a quorum is present. Any amendment must be recorded in the Public Records of Pasco County, Florida.

END OF AMENDED AND RESTATED BYLAWS

MARKUP #1 · GOVERNANCE & VOTING CONTROL RISK

BOARD & COUNSEL REVIEW

Sec. 1. (p. 13): Governing document authorizes the Board of Directors to unilaterally amend the Association Bylaws without a membership vote, creating statutory risk under Fla. Stat. §§ 720.306(1)(b)-(c) & 617.1002.

Statutory / Legal Reference: Fla. Stat. § 720.306(1)(b)-(c) & 617.1002

Statutory Comparison: Under Fla. Stat. §§ 720.306(1)(b)-(c) & 617.1002, amendments to the governing documents require the affirmative vote of the voting interests of the membership (defaulting to two-thirds (2/3) of the voting interests if not otherwise specified), and no amendment may materially and adversely affect the proportionate voting interest or rights of a parcel/unit owner without owner approval, nor takes effect until properly recorded in the public records with the required statutory text formatting (underlined additions and stricken deletions).

CURRENT WORDING IN DOCUMENT:

Amendment to Bylaws. These Bylaws may be amended by the Board of Directors and the Owners (one vote per Lot) by the following procedure: (a.) Written notice of the proposed amendment(s) must be mailed or delivered by the Board of Directors to each Owner at least 25 days prior to any meeting and must set forth the amendment, or amendments, to be considered. If mailed, such notice shall be deemed delivered when mailed, postage prepaid, to the Owner. (b.) Such amendments must be passed by the votes of a majority of the Board of Directors

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Pursuant to Fla. Stat. §§ 720.306(1)(b)-(c) & 617.1002, any amendment to these Bylaws shall require approval by the affirmative vote of the Members (not less than a majority of a quorum or two-thirds of the voting interests as required by statute) at a duly noticed meeting, shall show additions underlined and deletions stricken through, and shall become effective only upon recording in the public records of the County.