

EXHIBIT "C"

B Y L A W S

of

GARDENS II OF ST. ANDREWS ASSOCIATION, INC.

A corporation not for profit
existing under the laws
of the State of Florida

•• OFFICIAL RECORDS ••
BOOK 2908 PAGE 422

I. PRINCIPAL OFFICE

The principal office of the Association shall be located at 722 Shamrock Boulevard, Venice, FL 34293. The address of the principal office may be changed at the discretion of the board of directors.

II. MEMBERSHIP

1. MEMBERS. All persons owning a vested present interest in the fee title to a condominium unit in THE GARDENS II OF ST. ANDREWS PARK AT THE PLANTATION, a condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall automatically be members of this Association; their membership shall automatically terminate as their vested interest in the fee title terminates. Such membership may, at the discretion of the board of directors, be evidenced by the issuance of a membership certificate which shall be deemed automatically canceled when the membership it evidences is terminated as provided herein.

2. VOTING RIGHTS. Each condominium unit shall be entitled to one vote at Association meetings and shall have such voting rights as are provided in the articles of incorporation and the declaration of condominium applicable to such unit. Any vote may be cast in person or by proxy executed in writing and filed with the secretary. If a condominium unit is owned jointly by more than one person or entity, the vote to which the unit is entitled may be cast by any of the joint owners; provided, however, that if more than one of the joint owners cast the vote to which their unit is entitled, said vote shall be apportioned equally among such of the joint owners as cast the vote.

3. ANNUAL MEETING. An annual meeting of the members shall be held in December of each year at such time and place as may be designated by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

4. SPECIAL MEETINGS. Special meetings may be called by the president or by the board of directors, or by the written request of at least 10 percent of the voting rights of the members, for any purpose and at any time.

5. NOTICES. Notice of any meeting of members shall be posted in a conspicuous place on the condominium property and shall be mailed or delivered by an officer of the Association at least 14 days before such meeting to each member at his address as shown in the Association records. The notice shall be posted in a conspicuous place on the condominium property at least fourteen continuous days preceding the annual meeting, and which notice shall incorporate an identification of agenda items. Members may waive such notice and may act by written agreement without meetings, except in those instances where (i) the Association action to be taken or purpose to be served cannot be accomplished without an actual meeting, or (ii) the waiver would be prohibited by applicable law. An officer of the Association, or the manager or other person providing notice of the meeting of directors or of the members, shall provide an affidavit or United States Postal Service certificate of mailing, to be included in the official records of the Association affirming that the notice of meeting was mailed or hand delivered, in accordance with this provision, to each unit owner at the address last furnished to the Association.

6. QUORUM. One-third of the voting rights represented in person or by proxy shall constitute a quorum, and if a quorum is not present, a majority of the voting rights present may adjourn the meeting from time to time. A simple majority of all voting rights present in person or otherwise represented shall decide

any question brought before the meeting, except when otherwise required by the Florida Condominium Act, the declaration of condominium, the articles of incorporation, or these bylaws.

III. BOARD OF DIRECTORS

1. POWERS. The board of directors shall have all powers necessary to manage the affairs of the Association and to discharge its rights, duties, and responsibilities as provided in the Florida Condominium Act, the declaration of condominium, the articles of incorporation, and these bylaws.

2. NUMBER. The number of directors shall be determined by resolution of the membership from time to time, but in no event shall be less than three directors.

3. QUALIFICATION. Each director shall be a member, or a spouse, parent, or adult child of a member, of the Association or a person exercising the rights of an owner who is not a natural person, except that any director appointed by the Developer need not be a member of the Association. All directors shall act without compensation unless otherwise provided by resolution of the membership of the Association.

4. ELECTION AND TERM. Except as hereinafter provided, the term of each director shall expire upon the election of his successor at the next succeeding annual meeting of members. Commencing with the first annual meeting of members at which unit owners other than the Developer elect a majority of the board of directors, a majority of the directors receiving the highest number of votes shall serve two-year terms, and the other elected directors shall serve one-year terms. At each annual meeting of members thereafter, directors shall be elected for two-year terms to fill the vacancies of those directors whose terms are then expiring. All directors shall serve until their respective successors shall have been duly elected and qualified, or until their earlier resignation or removal.

5. REGULAR MEETINGS. An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of the membership. Additional regular meetings may be held as provided by resolution of the board.

6. SPECIAL MEETINGS. Special meetings of the board may be called by the president or a majority of the directors for any purpose and at any time or place.

7. NOTICES. Notice of any meeting of the board, except an emergency meeting, shall be mailed or delivered to each director at his address shown in the Association records at least five days before such meeting, unless notice is waived by such director. Notices of special meetings shall state the purpose thereof. Notice of any meeting of the board, except an emergency meeting, shall be posted conspicuously on the condominium property at least 48 continuous hours in advance of the meeting. Any item not included on the notice may be taken up on an emergency basis by at least a majority plus one of the members of the Board. Such emergency action shall be noticed and ratified at the next regular meeting of the Board. All meetings of the board shall be open to the members. However, written notice of any meeting at which nonemergency special assessments, or at which amendments to rules regarding unit use, will be considered, shall be mailed or delivered to unit owners and posted conspicuously on the condominium property at least fourteen (14) days prior to the meeting. Upon notice to unit owners, the board shall designate a specific location on the condominium property or association property upon which notices of board meetings and unit owners meetings can be posted.

8. QUORUM. A majority of directors shall constitute a quorum. If a quorum is not present, a majority of those present may adjourn the meeting from time to time. The vote of a majority of directors present shall decide any matter before the board, except as may be otherwise required by the articles of incorporation, these bylaws, or the declaration of condominium.

9. REMOVAL. Any director appointed by the Developer may be removed by the Developer at any time by giving written notice to the board of directors, and the vacancy created by such removal shall be filled by appointment by the Developer. The removal of any director elected by the members shall be subject to the provisions of Section 718.112(2)(d)(3).

IV. OFFICERS

1. NUMBER. The officers shall be a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such assistant officers as may be deemed necessary may be elected by the board of directors. The officers need not be members of the Association. All officers shall act without compensation unless otherwise provided by resolution of the membership.

2. ELECTION AND TERM. Each officer shall be elected annually by the board of directors at the first meeting of directors following the annual meeting of members and shall hold office until his successor shall have been elected and duly qualified, or until his earlier resignation or removal.

3. PRESIDENT. The president shall be the principal executive officer of the Association and shall supervise all of the affairs of the Association. He shall preside at all meetings of members and directors. He shall sign all agreements and recordable instruments on behalf of the Association, unless otherwise provided by resolution of the board of directors.

4. VICE PRESIDENT. In the absence of the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers and responsibilities of the president. The vice president shall also perform such duties as may be designated by the board of directors.

5. SECRETARY. The secretary may attest to any agreement or recordable instrument on behalf of the Association, but such attestation shall not be required. The secretary shall record

the minutes of meetings of members and directors. The secretary shall have the primary responsibility, but not the exclusive right, to give notices required by these bylaws. He shall have custody of and maintain the records of the Association, other than those maintained by the treasurer. The board of directors may elect an assistant secretary, who shall perform the duties of the secretary when the secretary is absent.

6. TREASURER. The treasurer shall have custody of all funds of the Association, shall deposit the same in such depositories as may be selected by the board of directors, shall disburse the same, and shall maintain the Association's financial records, which shall be available for inspection by any member during business hours on any weekday. At the discretion of the board of directors, the functions of the treasurer may be delegated to and performed by a managing agent or financial institution located in Sarasota County.

7. FIDELITY BONDS. All officers, directors and other persons who control or disburse funds of the Association shall be bonded by a surety company selected by the board in an amount determined by the board to be sufficient to insure the proper handling of all cash funds and other corporate assets (but not less than required by Chapter 718 Florida Statutes). The cost of such bond shall be paid by the Association.

8. REMOVAL. Any officer may be removed by a majority vote of the board of directors present at any meeting of the board, and the vacancy thereby created shall be filled by an election by the board of directors.

V. MANAGER AND EMPLOYEES

The board of directors may employ the services of a manager and other employees and agents as they shall determine appropriate to manage, operate, and care for the condominium property, with such powers and duties and at such compensation as the board may deem appropriate and provide by resolution from

time to time. Such manager, employees, and agents shall serve at the pleasure of the board.

VI. CONTRACTS AND FINANCES

1. **CONTRACTS.** In addition to the authority granted herein to the president and vice president, the board of directors may authorize any officer or agent to execute and deliver any contract or other instrument on behalf of the Association.

2. **LOANS.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. The board may authorize a lien to be placed upon any property owned by the Association and the pledge and assignment of proceeds of any regular or special assessment of the Association as security for the repayment of any loan.

3. **CHECKS AND NOTES.** All checks, drafts, and other orders for payment of money issued in the name of the Association shall be signed by the treasurer or such officers or agents of the Association as shall from time to time be authorized by resolution of the board of directors. All promissory notes or other evidences of indebtedness of the Association shall be signed by the president or vice president.

4. **DEPOSITS.** All funds of the Association shall be deposited to the credit of the Association in such banks, savings and loan associations, or other depositories as the board of directors may select from time to time.

5. **FISCAL YEAR.** Unless otherwise established by resolution of the board of directors, the fiscal year of the Association shall be a calendar year.

VII. VACANCIES

When there is a vacancy on the board of directors occurring at a time when both the developer and the unit owners other than

the developer are entitled to representation on that board, then the vacancy shall be filled as follows:

(a) Directors elected or appointed by unit owners other than a developer shall be subject to recall only by unit owners other than a developer. Voting interests owned or controlled by a developer shall not vote in such recall. For purposes of establishing a quorum, only units owned by unit owners other than a developer shall be counted.

(b) Directors elected or appointed by developer shall be subject to recall by only that developer. Voting interests owned or controlled by unit owners other than that developer shall not vote in such recall. For purposes of establishing a quorum, only units owned by that developer shall be counted.

(c) Subject to the entitlement to representation provisions of Section 718.301, Florida Statutes, only the developer may vote to fill a vacancy on the board previously occupied by a board member elected or appointed by that developer, in which case a quorum for that purpose shall consist of a majority of units owned by the developer. Only unit owners other than a developer may vote to fill a vacancy on the board previously occupied by a board member elected or appointed by unit owners other than the developer, in which case a quorum for purposes of that vote shall consist of a majority of unit owners other than the developer.

VIII. AMENDMENTS TO BYLAWS

These bylaws may be altered or repealed by new bylaws adopted by majority vote of the voting rights at the annual meeting or at any special meeting of the members. No modification of or amendment to the bylaws shall be valid unless set forth in or attached to a duly recorded amendment to the declaration of condominium.

IX. REGULATIONS

The board of directors may from time to time adopt such uniform administrative rules and regulations governing and restricting the use and maintenance of the condominium units and common elements and other property owned or operated by the Association as may be deemed necessary and appropriate to prevent unreasonable interference with the use thereof and to assure the enjoyment thereof by the unit owners. Such rules and regulations shall not be inconsistent with the Florida Condominium Act, the declaration of condominium, the articles of incorporation, or these bylaws. A copy of such rules and regulations shall be available at the office of the condominium and shall be

distributed to each unit owner, although the failure to furnish a copy thereof in any instance shall not affect the enforceability of any such rule or regulation.

X. SEAL

The board of directors shall provide a corporate seal, circular in form, showing the corporate name, the year and state of incorporation, and the words "corporation not for profit."

XI. COLLECTION OF ASSESSMENTS

Assessments for the payment of common expenses shall be levied annually by the board of directors in the manner provided in the declaration of condominium. One-fourth of each unit's annual assessment shall be due and payable in advance to the Association on the first day of the first, fourth, seventh, and tenth months of each fiscal year. Special assessments may be levied by the board of directors in the manner provided in the declaration of condominium or the Florida Condominium Act.

XII. ARBITRATION

In the event of a dispute (as defined in Section 718.1255) arising from the operation of the condominium among units owners, the Association, and their agents or assigns, prior to the institution of court litigation, the parties to the dispute shall petition the Division of Florida Land Sales, Condominiums and Mobile Homes for nonbinding arbitration.

XIII. THE FLORIDA CONDOMINIUM ACT

In the event of a conflict between the provisions of these bylaws and the Florida Condominium Act, Chapter 718, Florida Statutes (1995), or in the event the Florida Condominium Act sets forth mandatory bylaws provisions that are not expressly contained herein, the terms and provisions of the Florida Condominium Act shall control and, to that extent, are incorporated by reference herein.

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