



AMENDED BY-LAWS OF BRIGHT WATER PLACE HOMEOWNERS ASSOCIATION, INC

(A Florida Corporation Not for Profit)

June 2026

ARTICLE I: NAME, PURPOSE, AND CORPORATE STRUCTURE

Section 1.1 – Name of the Association

The name of the corporation shall be Bright Water Place Homeowners Association, Inc., hereinafter referred to as the "Association." The Association is a Florida nonprofit corporation incorporated pursuant to Chapter 617, Florida Statutes.

Section 1.2 – Nonprofit Corporate Structure

The Association is organized and shall operate as a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. No part of the net earnings of the Association shall inure to the benefit of any individual Member, Director, officer, or any private person, except as expressly allowed under Chapter 617 and the Association's governing documents. The Association shall not carry on any activity not permitted for a corporation exempt from federal income tax under Section 528 of the Internal Revenue Code or any successor provision. Pursuant to §617.0301, the Association shall have all powers of a nonprofit corporation under Florida law, including those set forth in these Bylaws, the Articles of Incorporation, and the Declaration of Covenants.

Section 1.3 – Governing Law

The affairs of the Association shall be governed by:

- The Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes),
- The Homeowners' Association Act (Chapter 720, Florida Statutes),
- The Association's Declaration of Covenants, Conditions, and Restrictions (the "Declaration"),
- These Bylaws, and
- The duly adopted Rules and Regulations of the Association.

In the event of a conflict between these Bylaws and Chapters 617 or 720, the provisions of the applicable Florida Statute shall control. Where a conflict arises between Chapter 617 and Chapter 720, Chapter 720 shall prevail pursuant to §720.302(5), Florida Statutes.

Section 1.4 – Principal Office and Registered Agent

The principal office of the Association shall be located within Lake County, Florida, or at such other location as the Board of Directors may designate from time to time. The Association shall continuously maintain a registered office and registered agent in the State of Florida in accordance with §617.0501, Florida Statutes. The address of the registered office and the name of the registered agent may be changed by resolution of the Board and must be filed with the Florida Department of State, Division of Corporations.

ARTICLE II: DEFINITIONS

Except as otherwise provided herein, the terms used in these Bylaws shall have the same meaning as set forth in the Declaration of Covenants, Conditions, and Restrictions ("Declaration") for Bright Water Place, and in Chapter 720, Florida Statutes, as may be amended from time to time. The following definitions shall apply for purposes of interpreting and applying these Bylaws:

Section 2.1 – Association

"Association" shall mean and refer to Bright Water Place Homeowners Association, Inc., a Florida nonprofit corporation organized under Chapter 617, Florida Statutes, and operating pursuant to Chapter 720, Florida Statutes.

Section 2.2 – Member

"Member" shall mean and refer to each person or entity that holds record title to a Parcel subject to assessment by the Association. Membership is appurtenant to and may not be separated from ownership of any Parcel.

Section 2.3 – Parcel

“Parcel” shall mean and refer to a platted lot, tract, or other subdivided portion of real property, whether improved or unimproved, located within Bright Water Place and subject to the Declaration.

Section 2.4 – Common Areas

“Common Areas” shall mean all real property and improvements owned or maintained by the Association for the common use and enjoyment of Members, as defined in the Declaration.

Section 2.5 – Declaration

“Declaration” shall mean and refer to the recorded Declaration of Covenants, Conditions, and Restrictions for Bright Water Place, and any duly recorded amendments or supplements thereto.

Section 2.6 – Board or Board of Directors

“Board” or “Board of Directors” shall mean the duly elected governing body of the Association as authorized in the Articles of Incorporation and these Bylaws.

Section 2.7 – Governing Documents

“Governing Documents” shall collectively refer to the Declaration, Articles of Incorporation, these Bylaws, and any Rules and Regulations duly adopted by the Association.

Section 2.8 – Rules and Regulations

“Rules and Regulations” shall mean and refer to the policies and guidelines adopted by the Board pursuant to the Governing Documents to regulate use of the Common Areas and enforce community standards.

Section 2.9 – Voting Interest

“Voting Interest” shall mean the voting rights distributed to the Members per Parcel, as defined in §720.301(13), Florida Statutes.

ARTICLE III: MEMBERSHIP

Section 3.1 – Membership Eligibility

Every record owner of a Parcel subject to the Declaration shall be a Member of the Association. Membership is automatic and appurtenant to ownership of the Parcel and shall not be separated from ownership of any Parcel. No person or entity shall be a Member unless such person or entity holds legal title to a Parcel within the community.

Section 3.2 – Membership Rights and Obligations

Members shall have the right to:

- Attend and participate in meetings of the Association;
- Vote on matters submitted to the membership, as provided in the Governing Documents;
- Inspect official records of the Association;
- Use Common Areas in accordance with the Rules and Regulations;
- Petition for the recall of Directors, as provided in §720.303(10), Florida Statutes.

Members shall be subject to:

- The obligations set forth in the Declaration,
- these Bylaws, and
- the Rules and Regulations;
- The payment of assessments and other charges levied by the Association;

- Enforcement actions as provided by law and the Governing Documents.

Section 3.3 – Suspension of Membership Rights

The Association may suspend a Member's right to use Common Areas or vote in Association matters as permitted by law for:

- Failure to pay any monetary obligation due to the Association that is more than 90 days delinquent;
- Material violations of the Governing Documents following notice and opportunity for a hearing.
- Suspension may also extend to tenants, guests, and invitees. Voting rights may only be suspended for monetary delinquencies, not rule violations per §720.305(4).

Such suspensions shall be imposed in accordance with the procedures set forth in §720.305(2), Florida Statutes, including the right to a hearing before a fining or suspension committee.

Section 3.4 – Transfer of Membership

Membership in the Association shall automatically transfer with legal title to the Parcel. The transferring Member shall have no rights or obligations as a Member following the transfer, except for any obligations accrued prior to the date of transfer.

Section 3.5 – Voting Interests

Each Member shall be entitled to one (1) vote for each Parcel owned. In cases of joint or multiple ownership, the vote shall be cast as the co-owners collectively determine, and if they cannot agree, the vote shall be forfeited for that matter. Voting rights may be suspended as provided in Section 3.3 and §720.305(4), Florida Statutes.

ARTICLE IV: MEETINGS OF MEMBERS

Section 4.1 – Annual Meeting

The Association shall hold an annual meeting of the Members in Lake County, Florida, or at such other reasonable location as the Board may determine, during the month specified in the notice. The purpose of the annual meeting shall be to elect Directors (if applicable) and to conduct such other business as may lawfully come before the membership. Notice of the annual meeting shall be mailed or delivered to each Member at least 14 days prior to the meeting and shall include the date, time, place, and agenda, in accordance with §720.305(2), Florida Statutes.

Section 4.2 – Special Meetings

Special meetings of the Members may be called by:

- The President,
- A majority of the Board of Directors, or
- At least 10% of the total Voting Interests of the Association, in writing.

Notice of any special meeting shall be provided in the same manner as an annual meeting and shall state the specific purpose(s) for which the meeting is called. No business other than that stated in the notice may be conducted.

Section 4.3 – Notice Requirements

Written notice of all membership meetings shall:

- Be mailed, hand-delivered, or electronically transmitted (with Member consent) at least 14 days in advance; Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.
- Include the time, date, location, and agenda;
- Be posted in a conspicuous place within the community or on the Association's website, if applicable.

Evidence of proper notice shall be documented in the Association's records, such as an affidavit of mailing or a certificate of posting.

Section 4.4 – Quorum

A quorum at a meeting of the Members shall consist of 30% of the total Voting Interests, unless otherwise specified in the Articles or Declaration, or unless a higher threshold is required by law for a specific vote (e.g., amendments). If a quorum is not present, the meeting may be adjourned and reconvened without further notice, and the quorum requirement at the reconvened meeting shall be reduced to 20%.

Section 4.5 – Voting Procedures

Each Member shall be entitled to one vote per Parcel owned, which may be cast in person or by limited proxy. Voting shall be conducted in accordance with the procedures established by law and by these Bylaws. Director elections must be conducted by secret ballot/inner-outer envelope system per §720.306(9). Proxies may not be used for Board elections. Votes may be cast by:

- Written proxy, valid for 90 days;
- Ballot (for Director elections, as required by statute);
- In-person vote at the meeting;
- Electronically, if authorized by the Board and with Member consent.

Section 4.6 – Right to Speak

Members shall have the right to speak for at least 3 minutes on any agenda item at membership meetings, subject to reasonable time limits and rules of order adopted by the Board.

Section 4.7 – Order of Business

The typical order of business at the annual meeting shall include:

- Certifying quorum and proof of notice;
- Reading and approval of prior meeting minutes;
- Reports of officers and committees;
- Election of Directors (if required);
- Unfinished business;
- New business;
- Member comments;
- Adjournment.

The Board may modify the agenda, provided that Members retain the opportunity to speak on agenda items.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 – Authority and Duties

The affairs of the Association shall be governed by a Board of Directors (the “Board”). The Board shall have all powers and duties necessary for the administration of the Association’s business and affairs. It may do all acts and exercise all corporate powers not otherwise reserved to the Members by law, the Articles of Incorporation, these Bylaws, or the Declaration.

Section 5.2 – Number and Qualifications

The Board shall consist of not fewer than three (3) and not more than seven (7) Directors, with the number of Directors to be determined by a majority vote of the Directors in office. All Directors must be Members of the Association or, if the Parcel is owned by a legal entity, a person designated in writing by that entity. Directors must complete a Florida-approved education course within 90 days of election or appointment, pursuant to §720.3033(1)(a), Florida Statutes.

Section 5.3 – Term of Office

Directors shall serve a term of three (3) years, with staggered terms, so that 100 percent of the Board is elected every three (3) years. Directors may serve consecutive terms if re-elected.

Section 5.4 – Nomination and Election

Directors shall be elected at the annual meeting of Members per §720.306(9), Florida Statutes. Nominations may be made by a nominating committee or from the floor, and all qualified candidates shall have equal opportunity to appear on the ballot. Refer to the following two paragraphs in this section for Member restrictions. Ballots shall be cast in person or by proxy, unless the Board authorizes electronic voting. Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

A Member who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association for more than ninety (90) days is not eligible to be a Director. A Member who has been convicted of any felony in Florida or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony in committed in Florida, is not eligible to be a Director, unless such Members' civil rights have been restored for at least five (5) years as of the date on which such Member seeks election to the board. The validity of any action by the Board is not affected if it is later determined that a Member of the Board is ineligible to be a Director.

Section 5.5 – Vacancies and Appointments

Vacancies on the Board caused by resignation, death, removal, or any other cause may be filled by a majority vote of the remaining Directors, even if less than a quorum. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 5.6 – Removal and Recall of Directors

Any Member of the Board of Directors may be recalled and removed from office with or without cause by a majority vote of the Members pursuant to §720.303(10), Florida Statutes. The recall may be conducted at a meeting or by written agreement, and procedures must comply with statutory requirements for notice, validation, and replacement of recalled Directors.

Section 5.7 – Resignation

Any Director may resign at any time by delivering written notice to the Board, President, or Secretary. Such resignation shall be effective upon receipt unless a later date is specified.

Section 5.8 – Compensation

Directors shall serve without compensation for their services, but may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to Board approval.

Section 5.9 – Standard of Conduct and Conflicts of Interest

All Directors shall discharge their duties in good faith, with the care an ordinarily prudent person in a like position would exercise, and in the best interests of the Association. Directors shall comply with conflict-of-interest rules and disclosure requirements set forth in §720.3033 and Chapter 617, Florida Statutes.

ARTICLE VI: MEETINGS OF THE BOARD

Section 6.1 – Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place as determined by resolution of the Board. The Board shall meet at least quarterly to manage the affairs of the Association. Meetings may be held in person or, if permitted by law and the Board's policy, by telephone or electronic means that allow all participants to hear and speak to one another. Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

Section 6.2 – Special Meetings

Special meetings of the Board may be called by the President or by a majority of the Directors. Notice of any special meeting must be provided to all Directors and posted for Members as required by law.

Section 6.3 – Notice of Board Meetings

Notice of all Board meetings, including date, time, location, and agenda, shall be:

- Posted in a conspicuous place within the community at least 48 hours in advance, and
- Provided to each Director personally, by email, or by other reasonable means.

For meetings where a special assessment or rule affecting parcel use will be considered, notice must be mailed, delivered, or electronically transmitted to each Member at least 14 days in advance, in accordance with §720.303(2)(c), Florida Statutes. Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

Section 6.4 – Quorum and Voting

A majority of the Directors then in office shall constitute a quorum. A majority vote of those present at a meeting at which a quorum is present shall be the act of the Board. Directors may not vote by proxy or secret ballot, except for the election of officers.

Section 6.5 – Open Meetings and Member Participation

All Board meetings shall be open to all Members, except for meetings with the Association's attorney to discuss pending or proposed litigation or other matters subject to attorney-client privilege. Members shall be permitted to speak on any agenda item, subject to reasonable time limits and rules of order adopted by the Board as provided by §720.303(2)(b).

Section 6.6 – Emergency Meetings

In the event of an emergency affecting the health, safety, or welfare of the community, an emergency meeting may be called without formal notice, provided reasonable efforts are made to notify all Directors and a reasonable explanation for the emergency is documented in the minutes.

Section 6.7 – Action Without Meeting

The Board may not take action on Association matters outside of a duly noticed meeting. Any action taken without a meeting is void unless later ratified at a properly noticed meeting in accordance with §720.303(2)(a) and §617.0821.

Section 6.8 – Meeting Minutes

Minutes shall be taken at all meetings of the Board and shall include, at a minimum, the date, time, location, attendees, motions made, and votes cast. The approved minutes shall be maintained as part of the Association's official records and made available to Members upon request in accordance with §720.303(5).

ARTICLE VII: OFFICERS

Section 7.1 – Officers of the Association

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as the Board may from time to time create by resolution. All officers must be Members of the Board of Directors. One person may hold more than one office, except that the offices of President and Secretary may not be held by the same person.

Section 7.2 – Election and Term of Office

Officers shall be elected annually by the Board at the first Board meeting following each annual meeting of Members. Officers shall serve for a term of one (1) year or until their successors are duly elected and qualified. Officers may serve consecutive terms if re-elected by the Board.

Section 7.3 – Duties of Officers

7.3.1 President:

The President shall:

- Serve as the chief executive officer of the Association;
- Preside at all meetings of the Board and Members;
- Execute all official documents on behalf of the Association, unless delegated;
- Perform such other duties as are typically incident to the office or assigned by the Board.

7.3.2 Vice President:

The Vice President shall:

- Perform the duties of the President in the President's absence or inability to act;
- Assist the President as requested;
- Carry out other duties as assigned by the Board.

7.3.3 Secretary:

The Secretary shall:

- Ensure accurate minutes are kept of all Board and Member meetings;
- Maintain the Association's non-financial records and official documents;
- Issue notices of meetings as required by law and the Governing Documents;
- Authenticate records of the Association.

7.3.4 Treasurer:

The Treasurer shall:

- Oversee the receipt, safekeeping, and disbursement of Association funds;
- Supervise the preparation of the annual budget and financial reports;
- Ensure proper maintenance of financial records;
- Serve as the liaison to any external accountant or auditor.

Section 7.4 – Resignation and Removal

Any officer may resign at any time by giving written notice to the Board, President, or Secretary. Any officer may be removed, with or without cause, by a majority vote of the Board at any duly called meeting.

Section 7.5 – Vacancies

A vacancy in any office due to death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the Board. The successor shall serve the remainder of the unexpired term.

Section 7.6 – Standards of Conduct

Officers shall fulfill their duties in good faith, with the care an ordinarily prudent person in a similar position would exercise, and in a manner, they reasonably believe to be in the best interests of the Association. Officers shall comply with all disclosure and fiduciary duty requirements under §617.0830–0834 and §720.3033, Florida Statutes.

Section 7.7 – Compensation

Officers shall not receive compensation for their services, but may be reimbursed for reasonable, pre-approved expenses incurred in the performance of their duties.

ARTICLE VIII: COMMITTEES

Section 8.1 – Creation and Authority of Committees

The Board of Directors may create standing or ad hoc committees as necessary to support the effective governance of the Association. Each committee shall serve in an advisory capacity unless expressly granted limited decision-making authority by resolution of the Board, and all such authority shall remain subject to oversight and revocation by the Board. Committee appointments and charters shall be approved by the Board and recorded in the Association's official records.

Section 8.2 – Standing Committees

The Board may establish the following standing committees, among others, as deemed appropriate:

- Architectural Review Committee (ARC)
- Maintenance Committee
- A Fining/Suspension Committee of at least three (3) independent Members (not Board Members, spouses, or relatives) shall be appointed to approve or reject proposed fines/suspensions, as required by §720.305. The scope, composition, and duties of each standing committee shall be defined by the Board at the time of formation and may be amended from time to time.

Section 8.3 – Architectural Review Committee (ARC)

The Board shall appoint an Architectural Review Committee (ARC), or may serve as the ARC itself, to administer and enforce design guidelines and architectural controls consistent with the Declaration and applicable rules. The ARC shall:

- Review all applications for external modifications, improvements, or alterations to Parcels;
- Approve or deny applications based on published criteria in the governing documents;
- Provide decisions in writing within the time specified by the Declaration;
- Maintain records of all applications and decisions.

Any decision of the ARC may be appealed to the Board as the final authority, unless otherwise provided by the Declaration.

Section 8.4 – Appointment and Term

Committee Members shall be appointed by the Board and shall serve at the pleasure of the Board. Committee appointments may be rescinded at any time, with or without cause. Unless otherwise specified, committee Members shall serve until the next annual meeting.

Section 8.5 – Meetings and Records

Committees shall hold meetings as needed, in person or electronically. All committee meetings that make decisions on behalf of the Association shall present their decisions to the Board of Directors for approval, which will be documented via the Board's minutes per electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

Section 8.6 – Limitations

No committee shall have the power to:

- Levy assessments;
- Enter into contracts binding the Association;
- Amend the governing documents;
- Take disciplinary action unless expressly authorized by statute and the Board.

ARTICLE IX: BUDGETS AND FINANCIAL MATTERS

Section 9.1 – Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year, unless otherwise established by resolution of the Board of Directors.

Section 9.2 – Annual Budget

The Board of Directors shall adopt an annual budget for the Association prior to the start of each fiscal year. The budget shall include estimated revenues and expenses for the upcoming year and shall designate allocations for any reserve accounts maintained by the Association. A copy of the proposed budget shall be provided to all Members at least 14 days before the meeting at which the Board votes on the budget, in accordance with §720.303(6).

Section 9.3 – Reserve Accounts

The Association may establish one or more reserve accounts for capital expenditures and deferred maintenance. Reserve funding is not mandatory unless required by the Declaration or approved by a majority vote of the Voting Interests. If reserves are not maintained, the budget must disclose that decision to the Members, as required by §720.303(6)(c).

Section 9.4 – Budget Adoption and Member Objection

The budget shall be adopted at a duly noticed Board meeting. If the total annual assessments increase by more than 115% of assessments for the previous year, 10% of the Voting Interests may petition for a special meeting of the Members to consider a substitute budget, as allowed by law.

Section 9.5 – Special Assessments

The Board may levy special assessments to cover unanticipated expenses, provided such assessments are approved at a duly noticed Board meeting with 14 days mailed or delivered notice to each Member and clear notice of the purpose and amount. Notice of special assessments must also be posted in a conspicuous place within the community in addition to mailing/delivery, per §720.303(2)(c).

Section 9.6 – Depository Accounts and Expenditures

All Association funds shall be maintained in accounts held in the name of the Association at federally insured financial institutions. Association funds shall be expended only for lawful purposes authorized by the budget, a Board resolution, or the Governing Documents. Except as otherwise specifically provided by these Bylaws, all contracts, agreements, deeds, bonds, mortgages, and other obligations and the instruments shall be signed on behalf of the Association by the president or by such other officer, officers, agent, or agents as the Board may from time to time, by resolution provide. Two (2) officer signatures shall be required on all checks exceeding a threshold amount of \$10,000 to be set by Board policy.

Section 9.7 – Financial Reporting

Within 90 days after the end of each fiscal year, the Association shall prepare and provide to Members a financial report as required by §720.303(7).

Section 9.8 – Delinquencies and Collections

Assessments shall be due on the schedule set by the Board. Any assessment not paid within 30 days of the due date shall be considered delinquent and subject to late fees, interest, and collection action, as authorized by §720.3085 and §720.305. The Board shall adopt a collections policy consistent with law and fair debt practices.

ARTICLE X: RECORDS AND INSPECTION RIGHTS

Section 10.1 – Official Records of the Association

The Association shall maintain a complete and accurate set of official records, as required by §720.303(4), Florida Statutes. These records shall be maintained within the State of Florida and shall include, at a minimum:

- Copies of the Governing Documents (Articles, Bylaws, Declaration, Rules);
- Meeting minutes of the Board and Members for the past 7 years;
- A current roster of Members and mailing addresses;
- Insurance policies;
- Financial records, including budgets, accounting records, and financial reports;
- Contracts and agreements to which the Association is a party;
- Architectural review applications and decisions;
- Ballots, sign-in sheets, and proxies for elections held in the past 1 year;
- All other records required by law to be maintained.

Section 10.2 – Member Inspection Rights

Any Member has the right to inspect and copy the official records of the Association, subject to the following:

- Requests must be made in writing and directed to the Association's registered office or manager;
- Records must be made available within 10 business days of receipt of the written request;
- Inspection may take place during reasonable business hours at a mutually agreed location;
- The Association may charge actual costs for copies, as permitted by law.

Section 10.3 – Exempt Records

§720.303(5)(g), Florida Statutes identifies records that are not accessible to Members or parcel owners. Exempt records include attorney-client privileged communications, personnel records, medical records, personal identifying information (emails, phone numbers, etc.), and any other records protected under §720.303(5)(c)-(j).

Section 10.4 – Board and Manager Access

Officers, Directors, and any Association manager shall have unrestricted access to all official records necessary to fulfill their fiduciary duties, subject to confidentiality requirements under Florida law.

Section 10.5 – Website Access

If the Association maintains a website, the Board may post official records and notices electronically to improve transparency and convenience. Posted documents do not replace the Association's statutory obligations to maintain records and provide access upon request. Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 11.1 – Authority to Amend

These Bylaws may be amended by: A vote of a majority of the Voting Interests of the Association, present in person or by proxy at a duly noticed membership meeting where a 30% quorum is present; Director elections must be conducted by secret ballot/inner-outer envelope system per §720.306(9). Proxies may not be used for Board elections.

Section 11.2 – Notice of Proposed Amendment

Any proposed amendment shall be provided to all Members with the meeting notice mailed/hand-delivered at least 14 days in advance, and the notice shall:

- State that an amendment to the Bylaws is being considered;
- Include the full text of the proposed amendment or a summary;
- Identify the section(s) to be changed and the reason(s) for the proposed change.

Section 11.3 – Effective Date

An amendment shall become effective immediately upon:

- The affirmative vote required by Section 13.1, and
- Being recorded in the Association's official records.

If a later effective date is stated in the amendment, that date shall govern.

Section 11.4 – Restrictions on Amendments

No amendment may:

- Conflict with the Articles of Incorporation, the Declaration, or applicable law;
- Eliminate or materially reduce Member rights without required statutory or Declaration-based thresholds;
- Authorize a classification of voting rights that violates §720.306(1)(d) (i.e., no weighted voting based on lot type or use);
- Reinstate any developer rights that have expired or been relinquished.
- No amendment to these Bylaws, which will affect any aspect of the Surface Water Drainage and Management System located on the Property, shall be effective without prior written approval of the St. John's River Water Management District.

Section 11.5 – Correction of Errors

The Board may amend these Bylaws without a vote of the Members to correct scrivener's errors, update statutory references, or address inconsistencies with applicable law, provided no substantive changes to Member rights or responsibilities are made.

ARTICLE XII: INDEMNIFICATION AND INSURANCE

Section 12.1 – Indemnification of Directors, Officers, and Agents

To the fullest extent permitted by law, the Association shall indemnify any current or former Director, officer, committee Member, or volunteer of the Association who was or is a party to any threatened, pending, or completed legal proceeding by reason of service to the Association, against:

- Expenses (including attorney's fees),
- Judgments,
- Fines, and
- Amounts paid in settlement,

provided that the individual acted:

- In good faith, and
- In a manner reasonably believed to be in the best interests of the Association, and
- Without willful misconduct, gross negligence, or fraudulent conduct.

Section 12.2 – Advancement of Expenses

The Association may advance reasonable expenses incurred in defending a proceeding, upon receipt of a written undertaking by the person to repay such amounts if it is later determined they are not entitled to indemnification.

Section 12.3 – Mandatory Indemnification

Indemnification shall be mandatory when the person has been wholly successful on the merits or otherwise in defense of any proceeding. In such cases, they shall be indemnified for all reasonable expenses incurred in connection with the proceeding.

Section 12.4 – Insurance

The Association shall purchase and maintain liability insurance to protect:

- The Association,
- Its Directors and officers,
- Committee Members, and
- Property managers or employees, against claims and liabilities arising from their service to or employment by the Association. This includes Directors and Officers (D&O) Insurance, General Liability, and Property Insurance as appropriate.

Section 12.5 – No Personal Liability

To the extent permitted by law, no Director or officer of the Association shall be personally liable to the Members or the Association for monetary damages arising from their actions as a Director or officer, except for:

- Breach of fiduciary duty involving self-dealing or personal benefit,
- Willful misconduct or gross negligence, or
- Criminal acts or fraud.

Section 12.6 – Severability of Protections

If any portion of this Article is deemed unenforceable, the remaining protections shall remain in full force and effect to the greatest extent permitted by law.

ARTICLE XIII: GENERAL PROVISIONS

Section 13.1 – Conflict Between Documents

In the event of a conflict between these Bylaws and any other governing document of the Association, the documents shall control in the following order of priority, unless otherwise required by applicable law:

- Florida Statutes, including Chapters 617 and 720
- Articles of Incorporation
- Declaration of Covenants, Conditions, and Restrictions (Declaration)
- These Bylaws
- Rules and Regulations adopted by the Board

Section 13.2 – Severability

If any provision of these Bylaws or the Governing Documents is found to be invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect to the maximum extent permitted by law.

Section 13.3 – Construction

These Bylaws shall be construed liberally to promote the orderly administration of the Association and the harmonious use and enjoyment of the community. Headings are for convenience only and do not affect meaning or interpretation. The singular includes the plural and vice versa, and references to one gender include all genders.

Section 13.4 – Notice and Communication

Unless otherwise specified by law, any notice required by these Bylaws may be delivered:

- In person;
- By mail to the Member's address on record;
- By electronic transmission, if the Member has consented in writing to receive electronic notices; Electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.
- By posting in a conspicuous place within the community, as required for certain notices under §720.306(5).

Section 13.5 – Electronic Records

The Association may adopt procedures for the use of electronic records, signatures, and voting, provided they comply with Florida law and the Member has opted in as required by electronic voting requires prior written Member consent and Board adoption of procedures per §720.317.

Section 13.6 – Corporate Seal

The Association may, but is not required to, adopt a corporate seal. The absence of a seal on any contract or instrument shall not affect its validity or enforceability.