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**AMENDMENT TO THE AMENDED AND RESTATED BY-LAWS
OF
GULF LANDINGS ASSOCIATION, INC.**

Amendment to the Amended and Restated By-Laws of Gulf Landings Association, Inc., originally recorded at **Official Records Book 6668 at Page 1491, et. seq.**, of the Public Records of Pasco County, Florida, and as thereafter may have been amended from time to time.

PALLA S. O'NEIL, PH.D. PASCO CLERK & COMPTROLLER
12/01/2015 10:34am 1 of 4
OR BK **9291** PG **3909**

Additions indicated by underlining
Deletions indicated by ~~striking through~~
Unaffected text by "..."

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**ARTICLE VI
THE DIRECTORS**

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6.1 Powers. The Board Shall:

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- (i) Select the officers of the Association; It may establish committees of the Association and appoint the Members thereof; It may assign to such committees such responsibilities and duties not inconsistent with the provisions of these By-laws or with law as it may deem appropriate. However, notwithstanding the foregoing, no Director or Officer of the Association shall chair or sit on the Architectural Review Committee or any subcommittee thereof.

6.2 Board of Directors. The Board of Directors shall consist of seven Directors who need to be Members of the Association in good standing, serving staggered terms of three years. No Member shall be eligible to serve on the Board of Directors for a period of six (6) years following the expiration of a total of six (6) years of service on the Board of Directors (whether the six prior years of service were served consecutively or inconsecutively). Upon completion of the six (6) year period of ineligibility, the Member shall again be eligible to serve on the Board of Directors. No two Members residing at the same address can serve as a Director at the same time. *MSA*

6.3 Election of Directors.

- (a) Qualification. Any regular Association Member in good standing, at least twenty-one (21) years of age may serve as Director. Any individual residing at a Lot, the title to which is bestowed by virtue of a trust instrument, must

submit a copy of the trust instrument to the Association attorney no later than fourteen (14) days prior to the membership meeting at which an election of the Board of Directors is to be held. The Association attorney will advise the Association as to the Association Member's eligibility to serve as a Director.

(b) A nominating committee consisting of three Members shall be appointed by the President no less than two months before the date of the annual meeting; the committee will serve until close of election; The committee chairperson will publicize the number of vacancies on the Board and at two monthly Board meetings prior to the annual meeting will ask for nominations from the Membership; nominations for Directors shall also be accepted from the floor at the meeting at which the election occurs. Any Member may nominate himself or herself or any other Member at the meeting at which the election occurs. However, notwithstanding the foregoing, the pre-qualification requirements contained in subsection (a) of this section shall apply to any individual who wishes to nominate himself or herself from the floor at the meeting at which the election occurs.

6.4 Proxies. The Members have the right to vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time, and place of the meeting for which it was given, and must be signed by the property owner who executed the proxy. The proxy form provided to the Members by the Association shall contain a blank space for the Member to identify the individual authorized to serve as the Member's proxy holder. All Members wishing to submit a proxy must handwrite the name of their designated proxy holder on the form prior to returning the form to the Association. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may be lawfully adjourned and reconvened from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. An illegal proxy (fraudulently created) is immediately null and void and the perpetrator(s) will be prosecuted to the full extent of the law.

~~MS6.7 Action Without Meeting. Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in writing or electronic submission by all of the Directors who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Association. *MSA*~~

6.11 Invoices. All invoices, of any kind, will be received only by the property management company retained by the Association and not by any Director or Officer of the Association. Any invoice received directly by any Director or Officer of the Association shall be promptly forwarded to the property management company and that Director or Officer of the Association shall promptly notify the other Directors and Officers of the Association of his or her receipt of any such invoices.

ARTICLE VII
THE OFFICERS

7.1 Officers. The officers of the Association shall be the President, one or more Vice-Presidents, the Secretary, the Treasurer, and such other officers and assistant officers as the Board may from time to time elect. ^{met} ~~Any two or more offices may be held by the same person, except the offices of President and Secretary. No individual shall hold more than one officer position at any one time.~~ Officers shall be Members of the Association.

