

EXHIBIT "A"

BY-LAWS OF

THE SOMMERS PLACE HOMEOWNERS' ASSOCIATION, INC.

(A not-for-profit corporation organized under the laws of the State of Florida)

1. **Identity.** These are the By-Laws of **THE SOMMERS PLACE HOMEOWNERS' ASSOCIATION, INC.** (the "**Association**"), a notforprofit Florida corporation incorporated under the laws of the State of Florida, and organized for the purpose of administering that certain **DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS, RESTRICTIONS, LIMITATIONS AND RESTRICTIONS FOR SOMMERS PLACE SUBDIVISION** recorded in Official Records Book 3332, Page 1279 of the Public Records of Indian River County, Florida, as amended from time to time (the "**Declaration**") as well as the properties made subject thereto ("**The Properties**").
 - 1.1 **Principal Office.** The principal office of the Association shall be as provided in its Articles of Incorporation, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or in the office of any manager engaged by the Association.
 - 1.2 **Fiscal Year.** The fiscal year of the Association shall be the calendar year.
 - 1.3 **Seal.** The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation Not-for-Profit", and the year of incorporation.
2. **Definitions.** For convenience, these By-Laws shall be referred to as the "**By-Laws**" and the Articles of Incorporation of the Association as the "**Articles**". Also, Chapter 720, Florida Statutes (the Florida Homeowners Association Act) is referred to in these By-Laws as the "**Act**". The other terms used in these By-Laws shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary or unless the context otherwise requires.
3. **Members.**
 - 3.1 **Annual Meeting.** The annual Members' meeting shall be held on the date, at the place and at the time determined by the Board of Directors from time to time, provided that there shall be an annual meeting every calendar year and, to the extent possible, no later than twelve (12) months after the last preceding annual meeting. The purpose of the meeting shall be, except as provided herein to the contrary, to elect Directors and to transact any other business authorized to be transacted by the Members, or as stated in the notice of the meeting sent to Members in advance thereof. Unless changed

by the Board of Directors, the first annual meeting shall be held in the month of February or March following the year in which the Declaration is recorded.

- 3.2 Special Meetings. Special Members' meetings shall be held at such places as provided herein for annual meetings, and may be called by the President or by a majority of the Board of Directors of the Association, and must be called by the President or Secretary upon receipt of a written request from a majority of the Members of the Association. The business conducted at a special meeting shall be limited to that stated in the notice of the meeting.
- 3.3 Notice of Meeting. Notice of Members' meetings shall be given as provided in the Act.
- 3.4 Quorum. A quorum at Members' meetings shall be attained by the presence, either in person or by proxy, of persons entitled to cast in excess of thirty percent (30%) of the votes of Members in the Association.
- 3.5 Voting.
- (a) Number of Votes. In any meeting of Members, the Members shall be entitled to cast one vote for each Lot owned; provided that prior to the non-Declarant members electing a majority of the Board of Directors.
- (b) Majority Vote. The acts approved by a majority of the votes present in person or by proxy at a meeting at which a quorum shall have been attained shall be binding upon all Members for all purposes, except where otherwise provided by law, the Declaration, the Articles or these By-Laws.
- 3.6 Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote, but shall only be valid for the specific meeting for which originally given and any lawful adjourned meetings thereof. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be in writing, signed by the person authorized to cast the vote for the Lot (as above described), name the person(s) voting by proxy and the person authorized to vote for such person(s) and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. Each limited proxy shall set forth the matters on which the proxy holder may vote and the manner in which the vote is to be cast.
- 3.7 Order of Business. The Board of Directors shall establish an agenda for annual and special meetings.
- 3.8 Action Without A Meeting. Anything to the contrary herein notwithstanding, to the extent lawful, any action required to be taken at any annual or special

meeting of Members, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, shall be signed by the Members (or persons authorized to cast the vote of any such Members as elsewhere herein set forth) having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of Members at which a quorum of Members (or authorized persons) entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice must be given to Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

4. Directors.

- 4.1 Membership. The affairs of the Association shall be governed by a Board of not less than three (3) but no more than five (5) Directors, the exact number to be determined in the first instance in the Articles, and, thereafter, by the Board of Directors. Directors shall at all times be subject to the qualifications and obligations set forth in the Act. Directors shall be appointed by Declarant until ninety percent (90%) of the Lots have been conveyed by Declarant.
- 4.2 Vacancies and Removal. Vacancies in Board seats and the removal of Directors shall be governed by the Act and Chapter 617, Florida Statutes.
- 4.3 Term. Except as provided herein to the contrary, the term of each Director's service shall extend until the next annual meeting of the Members and subsequently until his successor is duly elected and has taken office, or until he resigns or is removed in the manner elsewhere provided.
- 4.4 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or telegraph, and shall be transmitted at least two (2) days prior to the meeting.
- 4.5 Special Meetings. Special meetings of the Directors may be called by the President with the same notice requirements as stated above.
- 4.6 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is specifically required by the Declaration, the Articles or these By-Laws.
- 4.7 Presiding Officer. The presiding officer at the Directors' meetings shall be the President (who may, however, designate any other person to preside).

- 4.8 Order of Business. The Board of Directors shall establish agenda, for its regular and special meetings.
- 4.9 All meetings of the Board of Directors shall be subject to the open meeting (subject to the exceptions set forth in the Act), notice, voting, agenda item, minutes and official records and other provisions of the Act applicable thereto.
5. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may take all acts, through the proper officers of the Association, in executing such powers, except such acts which by law, the Declaration, the Articles or these By-Laws may not be delegated to the Board of Directors by the Members.
6. Officers. The officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary (none of whom other than the President need be Directors), all of whom shall be elected by the Board of Directors and who may be peremptorily removed at any meeting by concurrence of a majority of all of the Directors. A person may hold more than one office, except that the President may not also be the Secretary. No person shall sign an instrument or perform an act in the capacity of more than one office. All officers shall have the power and duties normally given to their respective positions.
7. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration, the Articles or these By-Laws and subject to waiver in the discretion of the presiding officer if he determines that technical compliance with such Rules would interfere with the efficient conduct of a meeting or the will of its attendees.
8. Amendments. Except as in the Declaration provided otherwise, these By-Laws may be amended in the following manner:
- 8.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of a meeting at which a proposed amendment is to be considered.
- 8.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting.
9. Rules and Regulations. The Board of Directors may adopt and amend rules and regulations concerning the use of portions of The Properties.

The foregoing were adopted as the By-Laws of **THE SOMMER PLACE HOMEOWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation under the laws of the State of Florida, in the manner provided for in the amendment of its original By-Laws on the 28 day of December, 2022.

So certified:



Print Name: William Handler
Its: President