

**CERTIFICATE OF AMENDMENT AND RESTATEMENT TO THE BYLAWS**

**OF**

**LAKESIDE WOODS ASSOCIATION, INC.**

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

RECORDED IN OFFICIAL RECORDS  
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KAREN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FL



The Bylaws of Lakeside Woods Association, Inc. are recorded in O.R. Book 2563, page 1821 et. seq., and amended by Instrument #1999059255 et. seq., Instrument #2000158751 et. seq., Instrument #2001055584 et. seq., and Instrument #2012153895 et. seq. of the Public Records of Sarasota County, Florida, as amended. The following Amendment and Restatement to the Bylaws were submitted to the entire membership of the Association at its meeting called and held on February 24, 2023, and approved by affirmative vote of not less than two-thirds (2/3<sup>rds</sup>) of the total membership, as required by the Bylaws.

This Amendment and Restatement supersedes and replaces all of said previous Bylaws and amendments thereto, which are hereby revoked upon the recording of this Amendment and Restatement.

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1. Identity. These are the Amended and Restated Bylaws of LAKESIDES WOODS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida (herein called the "Association"), the Articles of Incorporation of which were filed in the office of the Secretary of State of Florida on July 22, 1993. The Association has been organized pursuant to the Florida Statutes, for the purpose of administering, operating and managing Lakeside Woods Association, a Subdivision (herein the "Subdivision"), which is located upon certain lands in Sarasota County, Florida.

1.1 The address of the Association shall be 1274 Lakeside Woods Drive, Venice, Florida 34292.

1.2 The fiscal year of the Association shall be on the calendar year.

1.3 The seal of the corporation shall bear the name of the corporation, the word "Florida", the words "not for profit" and the year of incorporation.

1.4 As used in these Bylaws, the term "Members" shall refer to owners of lots in the "Subdivision", as defined in above Section 1.

2. Members' meetings.

2.1 The Annual Members' Meeting shall be held in the Pinebrook South Clubhouse or such other place as may be stated in the notice on a day and time during the month of February each year as set by the Board of Directors for the purpose of electing Officers and transacting any other business authorized to be transacted by the Members.

2.2 Special Members' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon written request from three Members. A special meeting of the Members to recall a member or Members of the Board may be called by at least three Members giving notice of the meeting as required for a meeting of Members, which notice must state the purpose of the meeting.

2.3 The Association shall give all owners of lots actual notice of all Members' meetings, which notice shall be mailed, delivered, or electronically transmitted to the Members not less than 14 days prior to the meeting. The notice shall state the time and place and the purpose for which the meeting is called. The notice shall be to each Member at his/her mailing address, or e-mail address, as it appears on the Association's official records. Proof of such notice shall be given by the affidavit of the person giving the notice.

2.4 A quorum of the Members' meetings shall consist of majority of the voting interests of the Association. All decisions at a Members' meeting shall be made by a majority of the voting interest represented at a meeting at which a quorum is present, in person or by proxy, except when approval by a greater number of Members is required by the Articles of Incorporation or these Bylaws.

2.5 Voting.

- (a) In any meeting of the Members, each lot shall be entitled to cast one vote ("voting interest"), unless the decision to be made is elsewhere required to be determined in another manner.
- (b) When more than one person, corporation or other entity holds a voting interest, no more than one vote shall be cast for each lot. The vote of any such lot shall be exercised as the Members holding an interest in such lot determine among themselves, and in the event of disagreement, then the owner of the lot in attendance at a meeting shall cast the vote or if more

than one owner is in attendance, that owner designated by those in attendance shall cast the vote.

2.6 Votes of the Members may be cast in person or by proxy. Any person who has reached his/her majority may be named a proxy. A person named a proxy need not be a lot owner. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

2.7 If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present. If a quorum attends a meeting, but the meeting cannot be finished, then an adjournment of an annual or special meeting to a different date, time, or place must be announced at that meeting before an adjournment is taken, or notice must be given of the new date, time, or place.

2.8 The order of business at Annual Members' Meetings, and as far as practical at other Members' meetings, shall be:

- (a) The President or Vice President shall chair the meeting. In the absence of the President and Vice President, a Chairperson must be elected.
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading and disposal of any unapproved minutes.
- (e) Reports of officers.
- (f) Reports of committees.
- (g) Appointment of two election inspectors by President or Chairperson.
- (h) Election of directors.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

2.9 The Members may waive notice of any specific Members' meeting in writing or orally before or after any meeting. The Members may also act by written agreement without meeting.

2.10 All owners of lots have the right to attend all Members' meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. Notwithstanding any provision to the contrary in the governing documents or any rules adopted by the Board of Directors or by the Members, a Member shall have the right to speak for at least three minutes on any item.

### 3. Directors.

3.1 Board of Administration. The affairs of the Association shall be managed by a Board of Directors.

3.2 Number and Term. The Board of Directors shall consist of five Directors; unless at an Annual Meeting the Members, by a majority vote of the Members present, elect to have three Directors or five Directors.

3.2.1. The term of each director shall be for two years, and (i) if the number of Directors are three, then one Director shall be elected in odd number years of Annual Members' Meeting and two Directors elected in even number years of Annual Members' Meeting; or (ii) if the number of Directors are five, then two Directors shall be elected in odd number years of Annual Members' Meeting and three Directors elected in even number years of Annual Members' Meeting.

3.2.2 A nominating committee of two owners of lots shall be appointed by the currently serving President not less than 60 days prior to the Annual Members' Meeting. The committee shall first determine if a Board of Directors consisting of three or five officers will be proposed for the next year starting after approval by the Members at the next Annual Members' Meeting. Recommendations, if any, by the current Board of Directors regarding the number of officers will be given consideration. At the Annual Members' Meeting the nominating committee chairperson shall make a motion regarding the number of Directors for the ensuing year and place in nomination the names of Directors to fill the Director positions pursuant to 3.2. The other member of the Committee shall second the motion and/or nominations for Directors may be made from the floor at the Annual Members' Meeting by an owner of a lot, and a second by another owner of a lot is required.

3.3 Election of Directors shall be conducted in the following manner:

- (a) Election of Directors shall be held at the Annual Members' Meeting for each Director position then being served and for whose term of office is expiring.
- (b) No more than one Member of each owner of a lot may serve on the Board during the same term of office.
- (c) The election shall be by ballot (unless dispensed with by unanimous consent of the Members). Each eligible person voting shall be entitled to cast one vote for each Officer vacancy.

- (d) A Director may be recalled and removed from office, with or without cause, by a majority of the owners of lots of the Association, and replaced according to Florida law.
- (e) Vacancies (other than recall) on the Board of Directors occurring between Annual Members' Meetings shall be filled from the Membership by a vote of the majority of remaining Directors.
- (f) A Director who cannot attend a scheduled meeting is encouraged to contact the presiding officer to discuss any concerns/opinions about agenda items, an absent Director may utilize a conference telephone call in order to vote on a specific agenda item over the telephone. A conference telephone call is sufficient to obtain a quorum at a Board meeting.

3.4 The organizational meeting of a newly-elected Board of Directors shall be held within 10 days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected. This organizational meeting may immediately follow the Annual Members' Meeting upon announcement during the Annual Members' Meeting and no further notice is required.

3.5 All Board meetings.

- (a) Notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the Association, notice of each Board meeting must be mailed, delivered, or electronically transmitted to each Member at least seven days before the meeting, except in an emergency. The notice shall be to each Member at his/her mailing address, or e-mail address, as it appears on the Association's official records.
- (b) Members of the Board of Directors may use e-mail as a means of communication, but may not cast a vote on an Association matter via e-mail. A meeting of the Board of Directors occurs whenever a quorum of the Board gathers to conduct Association business.
- (c) Members have the right to attend all meetings of the Board. The right to attend such meetings includes the right to speak at such meetings with reference to all

designated items. The Board may adopt written reasonable rules expanding the right of Members to speak and governing the frequency, duration, and other manner of member statements, which rules must be consistent with this paragraph and may include a sign-up sheet for Members wishing to speak. Notwithstanding any other law, meetings between the Board or a committee and the Association's attorney to discuss proposed or pending litigation or meetings of the Board held for the purpose of discussing personnel matters are not required to be open to the Members other than directors.

- (d) A meeting of the Board must be held at a location that is accessible to a physically handicapped person if requested by a physically handicapped person who has a right to attend the meeting.
- (e) Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballot may be used in the election of officers.
- (f) The provisions of this subsection shall also apply to the meetings of any committee or other similar body when a final decision will be made regarding the expenditure of Association funds and to meetings of any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

3.6. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors. Notice of the meeting shall state the time and place of the meeting.

3.7. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third of the Directors. Notice of the meeting shall state the time, place and purpose of the meeting.

3.8 Meeting to adopt annual budget.

3.8.1 The Association shall prepare an annual budget that sets out the annual operating expenses. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges paid for by the Association for recreational amenities, whether owned by the Association or another person. The

Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member.

3.8.2 In addition to annual operating expenses, the budget may include reserve accounts for capital expenditures and deferred maintenance for which the Association is responsible.

3.8.3 The Members must be given written notice of the time and place of the meeting at which the Board of Directors will consider the annual budget. A copy of the proposed budget of common expenses and proposed assessments must be mailed to the Members not less than 14 days prior to such meeting, together with the written notice of such meeting. The meeting shall be open to the owners of all lots.

3.9 Waiver of Notice. Any Director may waive the notice of a meeting of the entire Board of Directors.

3.10 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 required by the Articles of Incorporation of these Bylaws.

3.11 Adjourned Meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting originally called may be transacted without further notice.

3.12 Joinder of Meeting by Approval of Minutes. A Director may join in the action of a meeting by signing and concurring in the minutes of that meeting but such concurrence may not be used for the purpose of determining a quorum.

3.13 The presiding officer of Board of Directors' meeting shall be the President or Vice President. In the absence of the President and Vice President, a chairperson must be elected.

3.14 The order of business at Board of Directors meeting shall be:

- (a) Calling of roll
- (b) Proof of due notice of meeting
- (c) Reading and disposal of any not approved minutes
- (d) Treasurer's report
- (e) Report of other officers and committees

- (f) Election of Officers
- (g) Unfinished business
- (h) New business
- (i) Open discussion
- (j) Adjournment

3.15 Compensation. Officers shall not receive compensation for their services as such; however, this shall not apply to reimbursement for out-of-pocket expenses incurred by an Officer on behalf of the Association in accordance with an approval process established by the Board.

3.16 The Board of Directors may adopt reasonable rules and regulations to be uniformly applied to the all Members governing the details of the operation and use of the common elements.

4. Powers and Duties of the Board of Directors. All of the powers and duties of the Association existing under the Declaration of Covenants and Restrictions, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors and employees, subject only to approval by lot owners when such is specifically required. The Association shall have all of the powers and duties necessary to enforce and administer the Declarations of Covenants and Restrictions, as it may be amended from time to time, including but not limited to the powers as set forth in the Articles of Incorporation and these Bylaws.

5. Officers.

5.1 Following the Annual Members' Meeting, the Board of Directors shall elect Executive Officers consisting of a President, a Vice President and a Secretary/Treasurer, all of whom shall be elected for a term of one year, and shall be one of the currently serving Board of Directors. If the number of Directors are five, the two Directors not elected to an office shall be Non-Executive Officers. The Board of Directors shall designate the duties of the Executive and Non-Executive Officers as the Board of Directors shall find to be required to manage the affairs of the Association.

5.2 The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties usually vested in the office of President of an Association, including but not limited to the power to appoint committees from among Members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

5.3 The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He/she also shall assist the President generally and exercise such other duties as shall be prescribed by the President.

However, the primary duties of the Vice President shall be Chairperson of the Ground Committee and as such shall be responsible for the maintenance of the common grounds and all other grounds owned by the individual homeowners, including turf, shrubbery, trees, plantings and sprinkler system. He/she shall carry out routine responsibilities in keeping with approved budget items and contracts with approved vendors. In all cases maintenance decisions must reflect all requirements of existing covenant and restrictions. Expenses in excess of the annual budget must be approved by the Board of Directors.

5.4 The Secretary/Treasurer shall have custody, or direct who shall have custody, of all property of the Association, including funds, securities and evidence of indebtedness. He/she shall keep, or shall direct who shall keep, the books of the Association in accordance with good accounting practices. He/she shall keep the minutes of all proceedings of the directors and Members. He/she shall attend to the giving and serving of all notices to the Members and directors and other notices required by law. He/she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He/she shall keep the records of the Association and shall perform all other duties incident to the office of Secretary/Treasurer of an Association and as may be required by the Board of Directors or the President.

5.5 The Secretary/Treasurer shall have the authority to appoint another member of the Association, subject to approval by the Board of Directors, to assist him/her in the taking and publishing the minutes of the Board of Directors and Members Meeting and other generally recognized secretarial duties.

5.6 The compensation, if any, of all employees of the Association shall be fixed by the Board of Directors.

5.7 Any Officer may be removed, with or without cause, by a vote of not less than a majority of the Board of Directors at a special meeting called for that purpose. Any Officer may also be removed, with or without cause, by a vote of not less than a majority of the owners of all lots at a special meeting called for that purpose. The Officer so removed shall be filled by the Directors and/or Members at the same meeting.

5.8 A vacancy (other than removal in 5.7) in the position of any Officer shall be replaced by a vote of not less than a majority of the Board of Directors at a special meeting called for that purpose.

6. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration of Covenants and Restrictions and Articles of Incorporation shall be supplemented by the following provisions:

## 6.1 Budgets.

6.1.1 The Association shall prepare an annual budget that sets out the annual operating expenses, which are due and payable as determined by the Board of Directors. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member.

6.1.2. Additional Assessment. In the event the yearly assessment proves to be insufficient to cover unexpected expenses, an additional assessment shall be made by the Board of Directors subject to a majority approval of the Membership of the Association. The amount of the additional amended assessment shall be due upon the first day of the next succeeding month or as otherwise provided by the Board of Directors. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and posted conspicuously on the property, or broadcast on closed-circuit cable television, not less than 14 days before the meeting.

6.2 The depository of the Association shall be in such bank or banks as shall be designated from time to time by the Board of Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors.

6.3 Within 45 days after the end of the fiscal year, or annually on the date provided in these Bylaws, the Association shall prepare and complete, or contract with a third party for the preparation and completion of, a financial report for the preceding fiscal year. Within 21 days after the final financial report is completed by the Association or received from the third party, but not later than 120 days after the end of the fiscal year or other date as provided in these Bylaws, the Association shall provide each Member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the Member. Financial reports shall be prepared in compliance with Florida law.

## 7. Official Records.

7.1 Minutes of all meetings of the Members and of the Board of Directors must be maintained in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each Director present at a Board meeting must be recorded in the minutes.

7.2 The Association shall maintain official records as required by Florida law.

8. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Declaration of Covenants and Restrictions, Articles of Incorporation, or these Bylaws.

9. Amendments. Any governing document of an Association may be amended by the affirmative vote of two-thirds of the voting interests of the Association. Within 30 days after recording an amendment to the governing documents, the Association shall provide copies of the amendment to the Members. However, if a copy of the proposed amendment is provided to the Members before they vote on the amendment and the proposed amendment is not changed before the vote, the Association, in lieu of providing a copy of the amendment, may provide notice to the Members that the amendment was adopted, identifying the official book and page number or instrument number of the recorded amendment and that a copy of the amendment is available at no charge to the member upon written request to the Association. The copies and notice described in this paragraph may be provided electronically to those owners who previously consented to receive notice electronically. The failure to timely provide notice of the recording of the amendment does not affect the validity or enforceability of the amendment.

9.1 A resolution adopting a proposed amendment be proposed by either the Board of Directors of the Association or the Members; provided however, that no amendment shall discriminate against any lot owner unless the lot owner so affected shall consent and no amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Covenants and Restrictions.

9.2 Execution and Recording. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Bylaws, which certificate shall be executed by the appropriate officers of the Association.

10. These Amended Bylaws shall supersede and replace all previous Bylaws and amendments thereto, effective upon recording with the Clerk of the Circuit Court, Sarasota County, Florida.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President on March 27, 2023.

ATTEST:

LAKESIDE WOODS ASSOCIATION, INC.

By [Signature]  
Ron Doering, Secretary

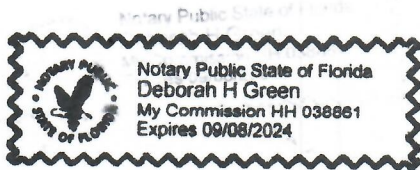
By [Signature]  
Tim W. Ryan, President

State of Florida,     )  
                                  ) ss:  
County of Sarasota )

I HEREBY CERTIFY that on this day before me, a Notary Public in and for said State of Florida at large, personally appeared Tim W. Ryan, as President of Lakeside Woods Association, Inc., John Fuzak, as Secretary of Lakeside Woods Association, Inc., and they acknowledged before me that they are such officers of said corporation, and they executed the foregoing Certificate of Amendment to the Bylaws on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Bylaws and the execution thereof is the free act and deed of said corporation. Said Tim W. Ryan and John Fuzak are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida on March 27, \_\_\_\_\_, 2023.

[Signature]  
Notary Public



Return to - ✓ Tim RYAN  
Prepared By - 1274 Lakeside Woods Dr  
VENICE FLORIDA 34285