

**EXHIBIT “D”
Amendment to By-Laws**

*[SUBSTANTIAL REWORDING. SEE ORIGINAL DOCUMENTS FOR PRIOR EXISTING
TEXT]*

**BYLAWS
OF
PALM BEACH ISLES PROPERTY OWNERS ASSOCIATION,
INC.
(A Not-for-Profit Corporation)**

ARTICLE I - NAME AND LOCATION

The name of the corporation is PALM BEACH ISLES PROPERTY OWNERS ASSOCIATION, INC. (hereinafter referred to as the “Association”), and its initial office for the transaction of its affairs shall be 1281 North Ocean Drive, PMB 138, Riviera Beach, Florida 33404. Meetings of members and directors may be held at such places within the State of Florida as may be designated by the Board of Directors (hereinafter referred to as the “Board”).

ARTICLE II - DEFINITIONS

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration of Protective Covenants, Restrictions, Reservations, Easements and other Charges Affecting Plats 1, 2 & 3, as they may be amended from time to time (collectively, the "Declaration").

ARTICLE III – MEETINGS OF MEMBERS

Section 1. **Annual Meetings.** All annual and special meetings of the Association shall be held in Palm Beach County, Florida, or at such other place as may be permitted by law and from time to time as fixed by the Board and designated in the notices of meetings.

Section 2. **Notice of Annual Meetings.** Annual meetings of the members of the Association shall be held in the first quarter of each calendar year. Notice of the meeting, which shall include an agenda, shall be hand-delivered, sent by first class mail to each member in the membership listing of the Association at the address shown therein ("Member of Record"), or sent via email where permitted by Florida law, at least fourteen (14) and no more than sixty (60) days prior thereto. The Association shall obtain and retain a written receipt of delivery or the post office certificate of mailing as proof that the notice was delivered or mailed or, alternatively, the person providing the notice shall prepare and sign an affidavit establishing compliance with this section and file the affidavit with the official records of the Association.

Section 3. **Special Meetings.** Special meetings of the members, for any purpose or purposes, whether specifically required by these Bylaws, the Articles of Incorporation or the Declaration may be called by a majority of the Board, or upon written request of one-fourth (1/4) of all the members who are entitled to vote, as defined in the Articles of Incorporation.

Section 4. **Notice of Special Meetings.** No business shall be transacted at any special meeting except as stated in the notice thereof. Except as otherwise provided herein, notice of all special meetings shall be given by the secretary to Members of Record, or if the secretary shall fail to do so, by the president or Board, not less than thirty (30) nor more than sixty (60) days prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices deposited in the United States mail, postage prepaid within the prescribed time or, in lieu of mailing, delivered by email where permitted by Florida law, or by hand to the members shall suffice. The Secretary shall obtain and retain a written receipt of delivery of the post office certificate of mailing as proof that the notice was delivered or mailed or, alternatively, the person providing the notice shall prepare and sign an affidavit establishing compliance with this section and file the affidavit with the official records of the Association.

Section 5. **Quorum.** A quorum of the members is 30% of the voting members across Plats 1, 2 & 3 entitled to vote (aggregated as one total sum across all such Plats).

Proxies may be used to establish a quorum except as otherwise provided in the Declaration or By-Laws.

Section 6. **Action Taken at Meeting.** When a quorum is present at any meeting, a majority of the votes duly cast by the members present at the meeting or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these Bylaws, a different vote is required, in which case the express provision shall govern and control. If any meeting of members cannot be organized because a quorum is not present, the meeting may be adjourned by a majority of the members present in person, until a quorum is present.

Section 7. **Order of Business.** The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the Members of Record with the notice of each meeting.

Section 8. **Action without a Meeting.** Action that can be taken at an annual or special meeting of members may be taken without a meeting, and without prior notice, to the extent that may be permitted pursuant to Chapter 617 and 720 of Florida Statutes, including but not limited to, Section 617.0701, Florida Statutes.

ARTICLE IV - DIRECTORS

Section 1. **Board of Directors.** The affairs of the Association shall be managed by a Board of at least five (5) but not more than seventeen (17) directors.

Section 2. **Election of Directors.**

- (a) Election of directors shall be held at the annual members' meeting.
- (b) The election of the directors shall be by a plurality vote of those present and by proxy. Each property is allocated one vote. There shall be no cumulative voting.
- (c) Except as to vacancies provided by removal of directors by members, all vacancies in the Board occurring between annual meetings of members, shall be filled by the vote of a majority of the remaining directors.
- (d) Any directors elected may be removed by a majority vote of the members of the

Association at a special meeting of the members called for that purpose. The vacancy in the Board so created shall be filled by the members of the Association at the same meeting.

Section 3. **Term of Office.** The term of each director's service shall be one year and until his successor is duly elected and qualified or until s/he is removed in the manner provided elsewhere herein.

Section 4. **Meetings of the Board.** A meeting of the Board occurs when a quorum of the Board gathers to conduct Association business. All meetings of the Board must be open to all members except for meetings between the Board and its attorney where the contents of the discussion are governed by the attorney-client privilege. Notices of all Board meetings must be posted in a conspicuous place in the community or emailed (where permitted by law and with any individualized opt-in by each member where required by applicable law) to members at least forty-eight (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 community or emailed to every member, notice of each Board meeting must be mailed, or hand delivered to each member at least seven (7) days before the meeting, except in an emergency. An assessment may not be levied at a Board meeting unless notice of the meeting is provided to all members at least fourteen (14) days before the meeting, which notice includes a statement that assessments will be considered at the meeting and the nature of the assessments. Rules that regulate the use of parcels in the community may not be adopted, amended, or revoked at a board meeting unless a notice of the meeting is provided to all members at least fourteen (14) days before the meeting, which notice includes a statement that changes to the rules regarding the use of parcels will be considered at the meeting. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. This section also applies to the meetings of any committee or other similar body, including any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property in the community owned by a member of the Association.

Section 5. **Special Meetings.** Special meetings of the directors may be called by the president or must be called by the secretary at the request of two thirds (2/3) of the directors. Notice of special meetings shall be consistent with Section 4 above.

Section 6. **Waiver of Notice.** Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. Attendance at a meeting shall constitute a waiver of notice.

Section 7. **Quorum and Voting.** A quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of directors present at a meeting, shall constitute the acts of the Board except when approval by a greater number of directors is required by the Articles of Incorporation, or the laws of the State of Florida.

Section 8. **Adjourned Meetings.** If at any meeting of the Board there shall 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 as originally called may be transacted without further notice.

Section 9. **Joinder in Meeting by Approval of Minutes.** The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

Section 10. **Presiding Officer and Secretary for Meetings.** The presiding officer of the directors' meetings shall be the chairman of the Board if such an officer has been elected; and if none, the president shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside. The secretary of the Association shall be the secretary for meetings of the directors, unless absent, in which case the directors shall designate one of their members to act as secretary for the meeting.

Section 11. **Compensation.** No director shall receive compensation for any service s/he may render to the Association as director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties, and this provision shall not preclude a person who is also a director to receive compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than director.

Section 12. **Committees.** The Board may from time to time appoint such committees and delegates such duties and powers thereto as it may deem advisable.

Section 13. **Attendance by Telephone or Video Conference.** Any member or members of the Board shall be deemed present and voting at a meeting of such Board if said member or members participate in the meeting by means of telephone, video conference, or similar communications equipment or device enabling all persons participating in the meeting to hear each other.

Section 14. **Action without Meeting.** Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent to the action signed by all the members of the Board is filed with the minutes of the proceedings of the Board.

Section 15. **Powers.** The Board shall have the powers set forth in the Declaration and the Florida Not-For-Profit Corporation Act (currently Chapter 617) and Homeowners' Association Act (currently Chapter 720), including, but not limited to, the power to:

- (a) adopt and promulgate rules and regulations governing or contemplated by the Declaration, and to establish penalties for the infraction thereof (a rule shall be deemed promulgated when a copy thereof is furnished to each member in

person, mailed or emailed to each such member at the address on the records of the Association);

- (b) levy fines and suspensions in accordance with Article VIII herein;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, or the Declaration including the establishment of the assessments provided for in the Declaration.
- (d) employ a manager, or such other independent contractors or employees as they deem necessary, and to prescribe their duties; and
- (e) accept such other functions or duties with respect to, including architectural control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board.

Section 16. **Duties.** It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present an oral or written statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by 1/4 of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the assessment against each Lot;
 - (2) exercise the duties of the Board as set forth in the Declaration and enforce the restrictions and covenants contained therein; and

(3) take appropriate and timely action against members whose assessments are in default;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate officer and director liability insurance;

(f) cause the Common Areas and other property of the Association as set forth in the Declaration to be maintained;

(g) cause all officers or employees having fiscal responsibilities to be bonded, if such bonding may be deemed appropriate; and

(h) perform such other acts as may be required of a board of directors under the Florida Not-For-Profit Corporation Act or Florida's Homeowners' Association Act.

Notwithstanding any provision hereinabove to the contrary, any power that the Board is permitted or authorized to take pursuant to the provisions of the Declaration, the Articles or these Bylaws shall not be exercised without a vote of the Board as required by the Declaration, the Articles or these Bylaws, and if no voting requirements are specifically described, the stated power can be exercised upon a vote of a majority of the members of the Board.

ARTICLE V - OFFICERS

Section 1. **Executive Officers.** The executive officers of the Association shall be a president, who shall be a director, a vice president, who shall be a director, a treasurer, who shall be a director, a secretary, who shall be a director and other officers as shall be elected by the Board. Except as provided in Section 1 of this Article, such officers shall be elected annually by the Board. All Officers must be Lot owners. The Board from time to time may elect such assistant or other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. Each officer shall serve until a qualified successor is elected by the Board.

Section 2. **President.** The president shall be the chief executive officer of the Association. S/He shall have all the powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as s/he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

Section 3. **Vice-President.** The vice-president, in the absence or disability of the president, shall exercise the powers and perform the duties of the president. S/He also shall assist the president generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

Section 4. **Secretary.** The secretary shall keep the minutes of all proceedings of the directors and members. S/He shall attend to the giving and serving of all notices and communications to the members and directors and others that are required by law. S/He shall ensure the records of the Association including the membership book are maintained, except those of the treasurer unless the secretary is also the treasurer of the Association. The secretary shall perform all other duties incident to the office of secretary of a corporation and as may be required by the Board or the President. Any board member shall perform the duties of the secretary when the secretary is absent.

Section 5. **Treasurer.** The treasurer shall have custody of all property of the Association including funds, securities, and evidence of indebtedness. S/He shall keep the books of the Association in accordance with good accounting practices, and s/he shall perform all other duties usually incident to the office of treasurer.

Section 6. **Term.** The officers of this Association shall be elected annually by the Board, and each shall hold office for one year unless the officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 7. **Resignation and Removal.** The Board may remove any officer from an officer position with or without cause and fill such vacancy so created. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. **Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer s/he replaces.

Section 9. **Multiple Offices.** The same person may hold the offices of Secretary and Treasurer. No person shall simultaneously hold more than one of any of the other offices.

Section 10. **Compensation.** No officer shall receive any compensation by reason of their office; however, this provision shall not preclude a person who is also an officer to receive compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than as an officer.

ARTICLE VI - FISCAL MANAGEMENT

Section 1. **Depositories.** All funds of the Association shall be deposited in the name of the Association in such bank, banks or other financial institutions as the Board may from time to time designate, and shall be drawn out on checks, drafts or other orders signed on behalf of the Association by such person or persons as the Board may from time to time designate.

Section 2. **Contracts, Etc.** Except as otherwise specifically provided by these By-Laws, 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, or agent(s), as the Board may authorize by majority vote.

Section 3. **Budget.** The Board shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. Such budget shall be adopted prior to, and a copy shall be distributed at, the annual members' meeting next preceding the fiscal year for which the budget shall apply.

Section 4. **Assessments.** As more fully provided in the Declaration, each member is obligated to pay to the Association certain assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 18% per annum, or such other rate as may be, from time to time, established by the Board. Such delinquency shall also permit the Association to charge a late fee up to the maximum amount permitted by Florida law. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein.

Section 5. **Special Assessments.** As contemplated by the Declaration, special assessments may be adopted by the Association to meet expenses which exceed the budget adopted by the Board of Directors. Such special assessments shall be adopted and levied upon approval of: (a) a majority of the Board of Directors at a duly noticed meeting of the Board; and (b) a majority of the votes cast by the majority of the aggregate number of members across Plats 1, 2 and 3 that are present at a special meeting called for that purpose where a quorum of the members are present.

Section 6. **Financial Report.** The Treasurer of the Association shall report the financial status of the Association to the members within ninety (90) days following the end of the fiscal year.

ARTICLE VII – AMENDMENTS

Section 1. These Bylaws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board, and after notice to the members, by the majority vote of members present at any regular or special meeting of the membership.

Notwithstanding anything herein to the contrary, no amendment to the Bylaws shall be valid which:

- (a) makes any material change to these Bylaws without the prior written approval of sixty-seven (67%) of the total allocated votes of the members. For purposes of this Article, a “material change” to these Bylaws shall be deemed any change concerning:
 - (1) voting rights;
 - (2) rights to use of the Common Area or Common Property;
 - (3) responsibility for maintenance and repair of the Common Property;
 - (4) boundaries of any Lot;
 - (5) convertibility of Lots into Common Area, Common Property or of Common Area into Lots;
 - (6) leasing of Lots;
 - (7) imposition of any right of first refusal or similar restriction on the right of an Owner to sell, transfer, or otherwise convey his or her Lot; or
 - (8) the expansion or contraction of the Community, or the addition, annexation, or withdrawal of property to or from the Community.

ARTICLE VIII - FINES AND SUSPENSIONS

The Association shall have the power to suspend, and to levy reasonable fines to the maximum extent permitted by Florida law (presently \$100 per violation) , and pursuant to the procedures set forth in F.S. 720.305, and as otherwise permitted pursuant to Chapter 720 of Florida Statutes, as amended from time to time: per occurrence or the maximum amount allowed under applicable law for activities which violate the provisions of the Declaration, these Bylaws or any rules and regulations duly promulgated by the Association. Paragraph 9 of the Declaration), and the failure to pay such Special Assessment shall permit the

Association to proceed towards foreclosing the lien of such Special Assessment.

ARTICLE IX - MISCELLANEOUS

Section 1. The fiscal year of the Association shall be February 1st to January 31st or as designated by the Board.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.