

THIS INSTRUMENT PREPARED BY AND
AFTER RECORDING RETURN TO:

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**AMENDMENT TO THE BY-LAWS OF
KINGSLEY CREEK HOMEOWNERS ASSOCIATION, INC.**

THIS AMENDMENT TO THE BY-LAWS OF KINGSLEY CREEK HOMEOWNERS ASSOCIATION, INC. (the "**Amendment**") is made by Kingsley Creek Homeowners Association, Inc., a Florida not-for-profit corporation (the "**Association**").

RECITALS

WHEREAS, the Amended and Restated Declaration of Covenants, Conditions Restrictions and Easements for Kingsley Creek was recorded on December 20, 2019 in OR Book 2326, Page 1592, in the Official Records of Nassau County Florida, as the same has been amended from time to time (collectively, the "**Declaration**"); and

WHEREAS, Exhibit C to the Declaration was the By-Laws of Kingsley Creek Homeowners Association, Inc. ("By-Laws"); and

WHEREAS, pursuant to Paragraph XIV of the By-Laws, the By-Laws may be amended by a majority vote of the Board of Directors at a duly constituted meeting; and

WHEREAS, the Board of Directors desires to amend the By-Laws.

NOW THEREFORE, the Board of Directors, hereby amends the By-Laws as follows:

Amendments

1. **Recitals**. The foregoing Recitals are true and correct and are incorporated into and form a part of this Amendment.
2. **Conflicts**. In the event that there is a conflict between this Amendment and the By-Laws, this Amendment shall control. Whenever possible, this Amendment and the By-Laws shall be construed as a single instrument. Except as modified in this Amendment, the By-Laws shall remain

in full force and effect. In the event that any amendment(s) to the By-Laws have been recorded prior to this Amendment, this Amendment shall be deemed to follow such prior recorded amendment(s) in time and title. In the event of a conflict between this Amendment and any such prior recorded amendment(s), this Amendment shall control.

3. Definitions. All initially capitalized terms not defined herein shall have the meanings set forth in the By-Laws.

4. Amendment to Section V – Election of Directors. Section V. of the By-Laws is hereby deleted in its entirety and replaced as follows:

[NOTE – Substantial rewording. See governing documents for current text]

V. Process for Nominations and Election of Directors.

A. At least 60 days before a scheduled election, the Association shall mail, deliver, or electronically transmit, by separate association mailing or included in another association mailing, delivery, or transmission, including regularly published newsletters, to each Owner of record, a first notice of the date of the election. A Member or other eligible person desiring to be a candidate for the board must give written notice of his or her intent to be a candidate to the Association at least 40 days before a scheduled election. Together with the written notice and agenda as set forth in in these Bylaws, the Association shall mail, deliver, or electronically transmit a second notice of the election to all Owners of record, together with a ballot that lists all candidates alphabetically by last name not less than 14 days before the date of the election. Upon request of a candidate, an information sheet, no larger than 8 1/2 inches by 11 inches and in black and white print only, which must be furnished by the candidate at least 35 days before the election, must be included with the mailing, delivery, or transmission of the ballot, with the costs of mailing, delivery, or electronic transmission and copying to be borne by the Association. The Association is not liable for the contents of the information sheets prepared by the candidates. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper.

B. The election shall be by secret ballot. The Association shall implement use of the dual envelope method or allow voting by electronic ballot if electronic voting has been authorized and established by the Board of Directors in advance of sending the second notice of the Annual Meeting.

C. Written secret ballots may not contain information on the Member casting the ballot but will not be deemed void or voidable should the Member indicate their identity on the ballot. Voting for Board members

may be permitted by U.S. Mail, in person by delivery of the written ballot, or by electronic voting is established.

D. Floor Nominations and write-in candidates are strictly prohibited. Only those eligible candidates who submitted timely intent for candidacy forms shall be permitted to stand for election and only those advance candidates shall appear on the pre-printed ballot which will be distributed to each Member in advance of the Membership Meeting along with the outer and inner ballot envelopes.

5. Amendment to Section IX – Committees. Section IX of the By-Laws is hereby deleted in its entirety and replaced as follows:

[NOTE – Substantial rewording. See governing documents for current text]

IX. Committees. The Board shall have the power and authority to create committees and appoint members as it deems advisable. Any committee appointed by the Board shall consist of a Chairman and two (2) or more other members, and shall include a member of the Board. Committee members shall serve at the pleasure of the Board, and shall perform such duties and functions as the Board may direct.

6. Amendment to Section XII.C. – Meetings of Members. Section XI.C. of the By-Laws is hereby deleted in its entirety and replaced as follows:

[NOTE – Substantial rewording. See governing documents for current text]

XI.C. Notice of Members Meetings. Notice of Members meetings shall be mailed, delivered, or sent by electronic transmission to each Member listed in the membership book of the Association at the street, post office, or electronic mail address (as applicable) shown therein, not less than 14 days prior to the meeting (provided, however, in the case of an emergency, 2 days' notice will be deemed sufficient), or posted in a conspicuous place at 2 days prior to the meeting. The notice shall specify the place, day, and hour of the meeting and, in the case of a Special Members Meeting or as otherwise required by law, the purpose of the meeting. Alternatively, and to the extent not prohibited by Florida Statutes, the Board may adopt, from time to time, other procedures for giving notice to the Members of the Annual Members Meeting or a Special Members Meeting. By way of example, and not limitation, such notice may be included in a newsletter sent to each Member by the Association in the ways indicated above.

7. Amendment to Section XI.D. – Meetings of Members. Section XI.D of the By-Laws is hereby deleted in its entirety and replaced as follows:

[NOTE – Substantial rewording. See governing documents for current text]

XI.D. Until and including the Turnover Date, a quorum shall be established by Developer’s presence, in person or by proxy, at any Meeting. After the Turnover Date, a quorum shall be established by the presence in person, by proxy, or by the prior electronic vote of the Members entitled to cast thirty percent (30%) of the Voting Interests, except as otherwise provided in the Articles, the Declaration, or these By-Laws.

8. Amendment to Section XII – Proxies. Section XII of the By-Laws is hereby deleted in its entirety and replaced as follows:

[NOTE – Substantial rewording. See governing documents for current text]

XII. Voting and Proxies

XII.A. Voting. At all meetings of the Members, each Member may vote in person, by limited or general proxy, or through electronic voting if the Association provides for electronic voting.

XII.B. Proxies. For written proxies, all proxies shall be in writing and shall state the date of the proxy and the date, time, and place of the meeting for which the proxy is given, and may be signed by the authorized Member giving the Proxy. A proxy shall be effective only for the specific meeting for which it is given, as such meeting may be lawfully adjourned and reconvened from time to time. No proxy shall extend beyond a period of ninety (90) days from the date of the meeting for which it was originally given, and every proxy shall automatically cease upon the sale by the Member of his interest in the Property. All proxies shall be revocable at any time at the pleasure of the Member who executes same, and may include powers of substitution.

XII.C. Election Votes. For elections of the Board of Directors, the Members shall vote in person, by written ballot, by proxy, or through electronic voting if the Association provides for electronic voting.

XII.D. Electronic Voting. Electronic voting may occur in and for the Association, under the terms and provisions of the following:

XII.D.1. In order for electronic voting to occur on any Association matter, the Board must first pass a resolution authorizing same, which resolution must:

XII.D.1.a. Provide that Members receive notice of the opportunity to vote through an online voting system;

XII.D.1.b. Establish reasonable procedures and deadlines for Members to consent, in writing, to online voting; and

XII.D.1.c. Establish reasonable procedures and deadlines for Members to opt out of online voting after giving consent.

XII.D.2. Once such a resolution has been passed, elections and other membership votes may be conducted through an internet-based online voting system if a Member consents, in writing, to online voting and if the following requirements are met:

XII.D.2.a. The Association shall provide each Member with a method or means:

XII.D.2.a.i. To authenticate the Member's identity to or within the online voting system;

XII.D.2.a.ii. To confirm, at least 14 days prior to the date of the vote or the voting deadline, that the Member's electronic device can successfully communicate with the online voting system; and

XII.D.2.a.iii. That is consistent with the election and voting procedures in these By-Laws and the other Governing Documents; and

XII.D.2.b The Association utilizes an online voting system that is able to:

XII.D.2.b.i. authenticate the Member's identity;

XII.D.2.b.ii. authenticate the validity of each electronic vote to ensure that the vote is not altered in transit;

XII.D.2.b.iii. transmit a receipt from the online voting system to each Member who casts an electronic vote;

XII.D.2.b.iv. permanently separate any authentication or identifying information from the electronic election ballot, rendering it impossible to tie an election ballot to a specific Member (this provision only applies if these By-Laws provide for

secret ballots for the election of Directors); and

XII.D.2.b.v. store and keep electronic ballots accessible to election officials for recount, inspection, and review.

XII.D.3. A Member voting electronically pursuant to or as a result of this section shall be counted as being in attendance at the meeting for purposes of determining a quorum.

XII.D.4. A Member's consent to online voting is and shall remain valid until the Member opts out of online voting pursuant to the procedures established by the Board.

XII.D.5. This section shall apply to any matter that requires a vote of the Members.

XII.D.6. To the extent that electronic voting procedures are adopted and the Board provides for electronic voting by its Members, any electronic votes cast shall be deemed to be votes cast in person, and shall also be used in determining quorum as set forth in these By-Laws.

9. Except as modified hereby, the By-Laws shall remain in full force and effect in accordance with the terms thereof.

NOW, THEREFORE, the Board of Directors approved the forgoing amendments at a duly noticed meeting by a vote of 3 to 0 on September 19, 2023.

Duly adopted on this 19 day of September 2023