

AMENDED AND RESTATED BYLAWS

OF THE GALLEON CONDOMINIUM APARTMENTS, INC. - A Condominium

Corporation Not-For-Profit under the ~~laws~~ Laws of the State of Florida

I. IDENTITY

These are the ~~By~~ Bylaws of The Galleon Condominium Apartments, Inc., a condominium corporation not-for-profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the Office of the Secretary of State of Florida on the 19<sup>th</sup> day of July, 1967, and subject to the charter granted by the Secretary of State and the Declaration affecting the land and all improvements thereon known as THE GALLEON. The Association has been organized for the purpose of administering a condominium upon the following lands in Broward County, Florida:

Lot 21, Block 34 in GALT OCEAN MILES ADD.  
N0. 2 as recorded in Plat Book 58, Page 24,  
of the Public Records of Broward County, Florida.

1. The office of the Association shall be at 4100 Galt Ocean Drive, Fort Lauderdale, Florida.
2. The fiscal year of the Association shall be the calendar year.
3. ~~If utilized by the Association,~~ The seal of the corporation shall bear the name of the Corporation, the word "Florida", the words "Corporation not-for-profit" and the year of incorporation.

II. MEMBERS

- ~~1.~~ 1. Annual Members Meeting. The annual members' meeting shall be held on the first day ~~Tuesday~~ of February of each year for the purpose of electing Governors and the transaction of any other business authorized to be transacted by the Membership. The Board of Governors shall establish from time to time the time of day and place for said meeting. If the day of the meeting is a legal holiday, then the meeting shall be held at the same hour on the next succeeding day.
- ~~2.~~ 2. Special Members' Meetings. Special members' meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Governors, and must be called by such officers upon receipt of a written request from one-third of the entire membership.
- ~~3.~~ 3. Notice of Members' Meetings. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the

President or Vice President or Secretary, or any other authorized designee of the Board, unless waived in writing. Such notice shall be in writing and furnished via mail or through electronic transmission to each member at his physical or email address as it appears on the books of the Association and shall be mailed in accordance with the time-frames set forth in Chapter 718 of the Florida Statutes as it may be amended from time to time not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meeting. In lieu of physical mailing, Notice of any Members' Meeting or Board Meeting may be provided via electronic transmission to any owner who consents to receive Notice by electronic transmission, or as otherwise provided in the Florida Statutes, as they may be amended from time to time.

4. 4. Quorum for Members' Meetings. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. ~~The joinder of a member in the action of the meeting by signing and concurring in the minutes thereof shall constitute a presence of such member for the purpose of determining a quorum.~~ Any action required or permitted to be taken at any Membership Meeting may be taken without a meeting, without prior notice, and without a vote, if a consent, in writing, setting forth the action so taken, is approved by sixty percent (60%) of the votes of the entire Membership.
5. 5. Votes. Each Apartment shall be entitled to one (1) vote. The vote of the owners of an apartment owned by more than one person ~~or by a corporation or other entity~~ shall be cast by the person named in a certificate signed by all of the owners of the apartment and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the vote of such owners shall not be considered in determining the requirements for a quorum or for any other purposes.
6. 6. Proxies. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting ~~as~~ designated therein and must be filed with the Secretary before the appointed time of the meeting. Under Florida Law, proxies may not be used to vote for board members.
7. 7. Owner's Approval or Disapproval. Approval or disapproval of an apartment owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person who would cast the vote of such owner if in an Association meeting.
8. 8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, the members who were present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

9. 9. Order of Business. When practicable, ~~The~~ the order of business at annual members' meetings and, as far as practicable, at all other members' meetings shall be:
- a. Election of Chairman of the meeting.
  - b. Calling of the role and certifying of proxies.
  - c. Proof of notice of meeting or waiver of notice.
  - d. Reading and ~~disposal~~ consideration of any unapproved minutes.
  - e. Report of Officers.
  - f. Report of Committees.
  - ~~a.~~ g. Election of Governors.
  - ~~a.~~ h. Unfinished Business.
  - ~~b.~~ i. New Business.
  - ~~e.~~ j. Adjournment.

### III. GOVERNORS

1. The Board of Governors shall consist of not less than three persons nor more than seven ~~nine~~ as shall be determined from time to time by the members of the Association. Each member of the Board of Governors shall be either the owner of an apartment, the spouse of the owner of an apartment, or have an interest therein.
- ~~1. or in the event of a corporate ownership, any officer or designated agent thereof.~~ Further, notwithstanding anything to the contrary contained herein, a person is not eligible to run for and/or serve on the Board of Governors, or to serve as the Chairperson for any Committee of the Association, if such person has not been the record title owner of an Apartment for at least one (1) year. Additionally, during each year of service on the Board, if a member of the Board fails to attend three (3) duly noticed meetings of the Board without a valid excuse, as determined by the Board, which shall include, without limitation, a medical or health issue involving the member of the Board, or should a member of the Board violate a provision of the governing documents or the Rules and Regulations and fail to resolve the violation to the satisfaction of the Board within ten (10) days of receipt of a written request for compliance, such individual shall be deemed to have resigned from the Board effective immediately, creating a vacancy in the Board, to be filled in accordance with Section III(2)(b) of these Bylaws, as it may be amended from time to time.

2. Election of Governors shall be conducted in the following manner:

- a. Members of the Board of Governors shall be elected by a plurality of the votes cast at the annual meeting of the members of the Association.
  - b. Vacancies in the Board of Governors may be filled until the date of the next annual meeting by the remaining Governors.
- ~~2. e. So long as Developer owns ten or more apartments, a majority of the Board of Governors of the Association shall be selected by the Developer and such members as may be selected by the Developer need not be residents in the~~

building, but in no event shall the Developer select a majority of the Board of Governors for a period of longer than two years from date of recording of Declaration of Condominium.

3. ~~3.~~ The term of each Governor's service shall extend until the next annual meeting of the members and thereafter his or her successor is duly elected and qualified as set forth herein or until he or she is removed in the manner elsewhere provided.
3. ~~4.~~ The organization meeting of the newly elected Board of Governors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Governors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary providing a quorum shall be present.
4. ~~5.~~ Regular meetings of the Board of Governors may be held at such time and place as shall be determined from time to time by a majority of the Governors. Notice of regular meeting shall be given to each Governor, personally or by mail, or by electronic transmission to any Governor who consents to receiving notice by electronic transmission, or by telephone or telegraph at least forty-eight (48) hours three days prior to the date named for such meeting unless such notice is waived.
5. ~~6.~~ Special meetings of the Governors may be called by the President and must be called by the Secretary at the written request of one-third of the votes of the Board. Not less than three days notice of the meeting shall be given personally or by mail or telephone, which notice shall state the time, place and purpose of the meeting.
6. ~~7.~~ Waiver of Notice. Any Governor may waive notice of the meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.
7. ~~8.~~ A quorum of Governors meetings shall consist of the Governors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Governors except as specifically otherwise provided in the Declaration of Condominium. If at any meeting of the Board of Governors 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 an adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Governor in the action of the meeting by signing a concurring in the minutes thereof shall constitute the presence of such Governor for the purpose of determining a quorum.
8. ~~9.~~ The presiding officer of Governors' meetings shall be the chairman of the Board. If's such has not been elected, then the President shall preside. In the absence of the presiding officer, the Vice-President shall preside or the Governors present shall designate one of their number members to preside.

~~10. Governors' fees, if any, shall be determined by the members.~~

9. ~~10. A Governor may be removed from serving on the Board in the manner set forth in Chapter 718 of the Florida Statutes, as it may be amended from time to time, for cause or for the failure to be either the owner of an Apartment, have an interest therein or in the event of corporate ownership to be an officer or designated agent thereof. The removal of a Governor pursuant to this paragraph shall by the majority of the remaining Board members at a special meeting called for that purpose.~~

#### IV. POWERS AND DUTIES OF THE BOARD OF GOVERNORS

All of the powers and duties of the Association shall be exercised by the Board of Governors, including those existing under the common law and statutes, including, without limitation, Chapter 718 of the Florida Statutes, as it may be amended from time to time, the Articles of Incorporation of the Association, and the documents establishing the condominium. Such powers and duties of the Governors shall be exercised in accordance with the provisions of the Declaration of Condominium which governs the use of the land, and shall include but shall not be limited to the following:

1. To make and collect assessments against members to defray the costs of the condominium.
2. To use the proceeds of assessments and the exercise of its powers and duties.
3. To effect the maintenance, repair, replacement and operation of the condominium property.
4. To effect the reconstruction of improvements after casualty and the further improvement of the property.
5. To make and amend ~~regulations~~ Rules and Regulations respecting the use of the property in the condominium.
6. To approve or disapprove proposed purchasers or lessees and mortgagees of apartments in the manner provided by the condominium documents.
7. To enforce by legal means the provisions of the condominium documents, the Articles of Incorporation, the ~~By-Laws~~ Bylaws of the Association, ~~in and the regulations~~ Rules and Regulations for the use of the property in the condominium.
8. To contract for management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the condominium documents to have approval of the Board of Governors or the membership of the Association.

9. To pay taxes and assessments which are items against any part of the condominium other than individual apartments and the appurtenances thereto, and to assess the same against the apartment subject to such liens.
10. To carry insurance for the protection of apartment owners and the Association against casualty and liabilities.
11. To pay the cost of all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual apartments.
12. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

#### V. OFFICERS

1. The ~~executive Treasurer~~ Executive Officers of the Corporation shall be ~~a the President, who shall be a Governor, a the Vice-President, the Treas-Treasurer, a the Secretary, and an Assistant Secretary,~~ all of whom shall be elected annually by the Board of Governors and who may be peremptorily removed by a vote of the Governors at any meeting. Any person may hold two or more offices except that the ~~Pres-President~~ shall not also be the Secretary, ~~or an Assistant Secretary~~. The Board of Governors shall from time to time elect such other officers and designate their powers and duties as the Board determines necessary to manage the affairs of the Association.
2. The President shall be the chief executive of the Association. He or she shall have all the powers and duties which are usually vested in the office of president of an association, including but not limited to the power of appointing committees from among the members from time to time, as he or she may in his or her discretion determine appropriate, to assist in the conduct of the affairs of the Association.
3. The ~~Vice-Vice~~ President shall in the absence of or disability of the President exercise the powers and duties of the President. He or she shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Governors.
4. The Secretary shall keep the minutes of the proceedings of the Governors and the members. He or she shall attend to the giving and serving of all notices required by law; ~~He~~ shall have custody of the seal of the Association and affix the same ~~two to~~ instruments requiring a seal when duly signed. He or she shall keep the records of the Association except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an Association and as may be required by the Governors or the President. ~~The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.~~

5. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He ~~or she~~ shall keep the assessment rolls and accounts of the members; ~~he~~ shall keep the books of the Association in accordance with good accounting practices; and ~~he~~ shall perform all other duties incident to the office of Treasurer.
6. No owner or resident shall be a paid employee of the Corporation, nor shall any owner or resident have any employment contract with the Corporation for the management of the condominium.

## VI. FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation shall be supplemented by the following provisions:

- 1) 1. Assessment RoleRoll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each apartment. Such an account shall designate the name and address of the owner(s) ~~or owner~~, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessments.
- 2) 2. Budget.
  - a) (A) The Board of Governors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including but not limited to the following items:
    - 1) (1) Common Expense Budget
      - (i) Maintenance and operation of Common Elements: Landscapinglandscaping, office and shop, street and walkways, street and walkways, swimming pool, guest rooms, made roomsfitness center, and any other amenities.
      - (ii) Utilities
      - (iii) Liability Insurance
      - (iv) Casualty Insurance
      - (v) Administration
    - (2) Proposed assessments against each member.
  - 2) Copies of the proposed budget and proposed assessments shall be transmitted to each member in accordance with Chapter 718 of the Florida Statutes, as it may be amended from time to time on or before January 1 of the year for which the budget is made. If the budget is subsequently amended by the Board before the assessments are made, a copy of the amended budget ment shall be furnished to each member concerned.

- 3) 3. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Governors and in which the monies of the Association shall be deposited. Withdrawals of monies from such accounts shall be only by check signed by such persons as are authorized by the Governors.
- 4) 4. ~~An financial report prepared in accordance with the requirements of Chapter 718 of the Florida Statutes, as it may be amended from time to time audit of the accounts of the Association shall be made annually by a certified public accountant, and a copy of the report shall be furnished to each member not later than April 15 of the year following the year for which the report is made, or, alternatively, the Board may send written notice to the members that a copy of the financial report will be delivered to any member upon receipt of a written request from such owner.~~
- 5) 5. Fidelity bonds ~~may~~ shall be required by the Board of Governors from all officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Governors, but shall be at least the amount of the total annual assessments against members for common expenses. The premiums on such bonds shall be paid by the Association.

## VII. PARLIAMENTARY RULES

Robert's Rules of Order (latest edition) shall govern the conduct of corporate proceedings when not in conflict with the Articles of Incorporation and ~~By-Laws~~ Bylaws of the corporation over the Statutes of the State of Florida.

## VIII. AMENDMENTS

Amendments to the By-Laws shall be proposed and adopted in the following manner:

- 1) 1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 2) 2. Resolution. A resolution adopting a proposed amendment must receive approval of by sixty percent (60%) of the Governors and by not less than sixty percent (60%) of members of the Association present in person or by proxy. Governors and members not present at the meetings considering the amendment may express their approval in writing.
- 3) 3. Initiative. An amendment may be proposed by either the Board of Governors or by the membership of the Association, and after being proposed and approved by one of such bodies, it must be approved by the other.
- 4) 4. Effective date. An amendment when adopted shall become effective only after being recorded in the Public Records of Broward County, Florida.

- 5) 5. Consistency. These ~~By-Laws~~Bylaws shall be amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. The foregoing Bylaws were adopted as the ~~By-Laws~~Amended and Restated Bylaws of The Galleon Condominium Apartments, Inc., - a ~~econdominium~~Condominium Corporation not-for-profit under the ~~laws~~Laws of the State of Florida, at the first meeting of the Board of Governors on 21<sup>st</sup> day of June, 1967 ~~at the first meeting of the Board of Governors on the 21<sup>st</sup> day of June, 1967~~ on the \_\_\_\_ day of \_\_\_\_\_, 201\_\_.