

1.4.4 "Assessment" means a share of the funds required for the payment of common expenses, which from time to time are assessed against the Unit Owner, and additional sums as may be assessed directly against the Unit.

1.4.5 "Association" means VILLA TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida Not-For-Profit Corporation, the entity responsible for the operation of the Condominium identified in Article 1 of these Bylaws.

1.4.6 "Board of Directors" or "Board" or "Directors" means the representative body that is responsible for the administration of the Association's affairs, and is the same body that is sometimes referred to in the Act as the "Board of Administration."

1.4.7 "Charge" means any legal or equitable indebtedness to the Association incurred by, or on behalf of, a Unit Owner, other than assessments for Common Expenses. These obligations may arise by oral or written contract, by law, or in equity, or may be created by these Condominium Documents.

1.4.8 "County" means the County of Palm Beach, state of Florida.

1.4.9 "Rules and Regulations" means those Rules and Regulations promulgated by the Board of Directors governing the use, occupancy, alteration, maintenance, transfer, and appearance of Units, common elements, and limited common elements, subject to any limits set forth in the Declarations of Condominium.

1.4.10 "Unit" means a part of the condominium property subject to exclusive ownership.

1.4.11 "Unit Owner" or "Owner of a Unit" means the Owner of a condominium parcel.

2. MEMBERS' MEETINGS.

2.1 Annual Meetings. Annual members' meetings shall be held at such convenient location in Palm Beach County as may be determined by the Board of Directors. The annual meeting shall be held on the last Thursday in January as determined by the Board for the purpose of transacting any business authorized to be transacted by the members.

2.2 Special Meetings. Special members' meetings shall be held whenever called by the President or by a majority of the Board of Directors and shall be called by the President within a reasonable time of receipt of written notice from twenty-five percent (25%) of the Voting Interests of the Association. Members' meetings to recall a member or members of the Board of Directors may be called by ten percent (10%) of the Voting Interests of the Association who shall give notice of the meeting.

stating the purpose of the meeting, under F.S. 718.112(2)(j), as amended from time to time.

2.3 Notice of Members' Meetings. Notice of all members' meetings, stating the time, place, and purpose(s) of the meeting, shall be sent to each Unit Owner by United States regular mail, hand delivery or electronic transmission, at least fourteen (14) days prior to the meeting for annual meetings and ten (10) days for special meetings. Hand delivery is acceptable where permissible by law. Any members' meeting or election at which one (1) or more Directors are to be elected must be noticed as provided for in Section 2.4 below. An Officer of the Association or other person providing notice shall execute an affidavit of mailing per F.S. 718.112(2)(d)2, as amended from time to time, which shall be retained in the official records as proof of mailing. The notice of the annual meeting shall include an agenda for all known substantive matters to be discussed or have an agenda attached to it. A copy of the notice and agenda shall be posted at a conspicuous location on the Condominium Property or Association Property as designated by Board resolution.

Notice of specific meetings may be waived before or after the meeting and the attendance of any member (or person authorized to vote for such member) shall constitute that member's waiver of notice of the meeting except when the member's (or the member's authorized representative's) attendance is for the sole and express purpose of objecting at the beginning of the meeting to the transaction of business because the meeting is not lawfully called.

2.4 Board of Directors Election Meetings — Notice and Procedure. The regular election of Directors shall occur as the first item of business at the annual meeting.

2.4.1 Not less than sixty (60) days before a scheduled election, the Association shall mail or deliver, whether by separate Association mailing or included in another Association mailing or by delivery including regularly published newsletters, to each Unit Owner entitled to vote, a first notice of the date of the election. Any person desiring to be a candidate for the Board of Directors shall give written notice to the Association not less than forty (40) days before the scheduled election. Not less than fourteen (14) days before the election, the Association shall mail or deliver a second notice of the election to all Unit Owners entitled to vote therein, together with a written ballot that shall include an information sheet (if provided by the candidate), no larger than 8½ inches by 11 inches, to be included with the mailing of the ballot, with the costs of mailing and copying to be borne by the Association.

2.4.2 There is no quorum requirement necessary for an election. However, at least twenty percent (20%) of the Voting Interests of the Association must cast a ballot in order to have a valid election, and elections shall be decided by a plurality of those votes cast.

2.4.3 In the event that there are only as many (or fewer) candidates pre-qualified for election as there are open seats on the Board, no election shall be held and the pre-qualified candidates shall automatically become members of the Board after the annual meeting.

2.5 Quorum/Voting. A quorum at members' meetings shall consist of persons entitled to cast a majority of the Voting Interests of the Association. Decisions made by a majority of the voting interests present and voting, in person or by proxy, at a meeting at which a quorum is present, shall be binding and sufficient for all purposes except such decisions as may by F.S. Chapter 718 or the Documents require a larger percentage, in which case the percentage required in F.S. Chapter 718 or the Condominium Documents shall govern.

2.6 Indivisible Vote.

2.6.1 The Unit Owner(s) of each Unit shall be entitled to the number of votes equal to the total of the percentage of ownership in the Common Elements applicable to his Unit Ownership, as set forth in the Condominium's Declaration of Condominium. If a Unit Owner owns more than one Unit, he shall be entitled to vote for each Unit owned. The vote of a Unit shall not be divisible.

2.6.2 A majority of the Unit Owners' total votes shall decide any question, unless the Declaration of Condominium, Bylaws, Articles of Incorporation of the Association, provide otherwise, in which event the voting percentage required in the said Declaration of Condominium, Bylaws, Articles of Incorporation or Management Agreement, shall control.

2.7 Proxies. Votes may be cast in person or by proxy. Proxies shall be in writing, signed, and dated, and shall be valid only for the particular meeting designated therein or an adjournment thereof, but in no event for more than ninety (90) days, and must be filed with the Association before or at the voter registration immediately preceding the meeting or adjournment thereof. Except as specifically otherwise provided by law, Unit Owners may not vote by general proxy but may vote by limited proxies substantially conforming to a limited proxy form adopted by the Division of Florida Land Sales, Condominiums, and Mobile Homes (the "Division"). Limited proxies and general proxies may be used to establish a quorum. Limited proxies shall be used for votes regarding reserves, to waive financial statement requirements, to amend the Declaration, to amend the Articles of Incorporation or Bylaws, and for any other matter as to which F.S. Chapter 718 requires or permits a vote of the Unit Owners. No proxy, limited or general, shall be used in the election of Board members. General proxies may be used for other matters for which limited proxies are not required, and also may be used in voting for nonsubstantive changes to items for which a limited proxy is required and given. An executed telegram or cablegram appearing to have been transmitted by the proxy giver, or a photographic, photostatic, facsimile, or equivalent reproduction of a proxy, is a sufficient proxy. Owners may retroactively cure any

alleged defect in a proxy by signing a statement ratifying the Owner's intent to cast a proxy vote. The use of proxies is to be liberally construed.

2.8 No Quorum. If any meeting of members cannot be organized because a quorum is not present, or if insufficient voting interests are represented to approve a proposed item of Association business, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

2.9 Order of Business. The order of business at annual members' meetings, and as far as applicable at all other members' meetings, shall be:

2.9.1 Call to order by the President;

2.9.2 At the discretion of the President, appointment by the President of a Chair of the meeting (who need not be a member or a Director);

2.9.3 Appointment by the Chair of inspectors of election;

2.9.4 Election of Directors (who will be seated at the Board's organizational meeting following the annual meeting);

2.9.5 Calling of the roll, certifying of proxies, and determination of a quorum; or, in lieu thereof, certification and acceptance of registration procedures establishing the number of persons present in person or by proxy;

2.9.6 Proof of notice of the meeting or waiver of notice;

2.9.7 Disposal of unapproved minutes;

2.9.8 Reports of Officers;

2.9.9 Reports of committees;

2.9.10 Unfinished business;

2.9.11 New business;

2.9.12 Adjournment.

2.10 Action Without a Meeting. Except for election of Directors, an action that may be taken at any annual or special meeting of 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 requisite number of voting interests to approve the action. Members may also consent in writing to action taken at a meeting, before or after the meeting, by providing a written statement to that effect and their vote shall be

fully counted as though they had attended the meeting. Within ten (10) days after obtaining 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.

3. BOARD OF DIRECTORS.

3.1 Number, Term, and Qualifications. The affairs of the Association shall be governed by a Board composed of five (5) Directors. All Directors shall be Unit Owners or spouses of Unit Owners. All Officers of a Corporate Unit Owner shall be deemed to be Members of the Association so as to qualify as a Director herein. A grantor of a trust described in F.S. 733.707(3), or a beneficiary as defined in F.S. 737.303(4)(b) and the spouses of these persons, shall be considered eligible for Board membership. No more than one (1) natural person from each Unit shall be eligible to stand for election for Board membership or serve on the Board. Persons who are convicted felons and who have not had their civil rights restored are not eligible to serve on the Board. All Directors will be elected for a staggered two (2) year term. The term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director is recalled in the manner provided in the Condominium Act or resigns. Resignations of Directors are effective when received by the Association in writing unless a later date is stated.

3.2 Board Vacancies. Vacancies in the Board of Directors occurring between annual meetings of members shall be filled by appointment by a majority vote of the remaining Directors until the next election; provided that when a Director has been recalled by the membership, the vacancy created by his or her removal cannot be filled with the same person as has been removed from the Board.



3.3 Organizational Meeting. The organizational meeting of each newly elected Board of Directors to elect Officers shall be held at a place and time as shall be fixed by the Directors provided a quorum shall be present. Unless otherwise noticed, the organizational meeting shall be held immediately following the annual meeting of the members.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held at a time and place as shall be determined from time to time by a majority of the Directors. Notice of regular meetings, unless fixed by Board resolution, shall be given to each Director personally or by mail, telephone, or facsimile at least two (2) days prior to the day named for the meeting.

3.5 Special Meetings. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of any two (2) Directors. Not less than two (2) days' notice of the meeting except in an emergency shall be given to each Director personally or by mail, electronic mail, telephone, or facsimile, which notice shall state the time, place, and purpose of the meeting.