

**Osprey Landing Master HOA
Resolution No. 2018-01**

WHEREAS during a meeting of the Board of Directors of Osprey Landing Homeowners Association Inc. (“the Association”) on July 31, 2018 the homeowners present expressed a wish to amend the By-Laws of the Association (“the By-Laws”) to establish new term limits of the Board of Directors, to establish a term rotation for the Board of Directors, to establish a process to fill a Board of Director vacancy, to establish the number of officers, to establish a process of filling officer positions within the Board of Directors, and to increase the number of the Board of Directors.

WHEREAS Article IV section 1.7 of the Covenants Conditions and Restrictions of Osprey Landing as recorded in the Manatee County on February 23, 2017 allow for amendments of the By-laws, and that amendments to the By-laws do not need to be recorded in the public record of Manatee County.

WHEREAS Article XVI of the Articles of Incorporation of the Association state that the By-Laws of this corporation are to be made and adopted by a majority of the directors and the By-Laws may not be altered, amended, receded or added to accept as provided in the By-Laws.

WHEREAS Article VIII of the By-Laws state: These By-laws may be altered, amended, or rescinded by (i) the affirmative vote of a majority of a majority of the total Class A voting interests and Class B interest entitled to vote, and (ii) the affirmative vote of 100% of the Class B Members, if any. Notwithstanding the forgoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to the Declarant without written consent of the Declarant as long as the Declarant shall own any lots in the community, and (b) no amendment will affect any aspect of the surface water management system located on the property shall be effective without the prior written approval of the Southwest Water Management District.

BE IT RESOLVED that Article IV Section three (3) of the By-Laws be amended by striking through all text in Section three (3) and replacing with the following text:

Section 3. **Term of Board.** In order to establish the term rotation for the Board of Directors, the first election held after the passage of the amendments contained in the resolution numbered 2018-01 shall be the for Board of Directors seats with the following staggered terms. Two (2) Board members shall be elected to a two (2) year term, and until their successor is duly elected and qualified. Three (3) board members shall be elected to a one (1) year term, and until their successor is duly elected and qualified. After the initial terms for each board position have lapsed the rotation is established, and each subsequent election for any Board seat shall be for term of two (2) years and until their successor is duly elected and qualified. Should a Board seat become vacant during the term, the vacancy shall be filled at the next scheduled board meeting, or at a special board meeting within 30 days, whichever is sooner, provided the vacancy is announced to the members and one more member(s) has expressed interest to fill the vacancy, the vacancy shall be filled with any interested eligible member, pursuant to Article IV Section two(2) Subsection (c) of these By-Laws for the remaining time of the term. Except if more than one eligible member expresses interest in filling a vacant Board seat, the Board shall interview during open session all interested members individually, with each interested member being asked the same questions pertaining to their interest, qualifications, and board duties. After the interviews are complete, the Board shall fill the vacancy pursuant to Article IV Section two(2) Subsection (c) of these By-Laws for the remaining time of the term.

Only at the first election for the Board of Directors, after the passage of the amendments contained in the resolution numbered 2018-01, the following shall be the process of selecting the initial terms. Each Board of Director's term shall decided by rank of the total number of votes received, i.e., the member receiving highest number of votes shall be elected to a two (2) year term, the member receiving second highest number of votes shall be elected to a two (2) year term, the

member receiving third highest number of votes shall be elected to a one (1) year term, the member receiving fourth highest number of votes shall be elected to a one (1) year term, the member receiving fifth highest number of votes shall be elected to a one (1) year term.

BE IT FURTHER RESOLVED that Article IV Section four (4) of the By-laws be amended by striking through all text in Section four (4) and replacing with the following text:

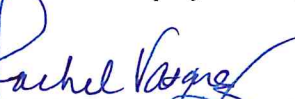
Section 4. **Composition of the Board of Directors.** The Board of directors shall be comprised of five (5) board members consisting of a President, Vice President, Secretary, Treasurer, and Director at Large. If in the event not enough interest from the members is attained during any election process, the board may conduct board business with not less than three members until such interest by a member to fill the vacant position presents. If an eligible member conveys such interest to fill a vacancy in the board, the board shall fill the vacancy pursuant to Article IV Section three (3) of the by-laws as amended by resolution numbered 2018-01.


BE IT FURTHER RESOLVED that Article V Section two (2) of the By-laws be amended by striking through all text in Section two (2) and replacing with the following text:

Section 2. **Executive Officers.** The executive officers shall be President, who shall be a director, a Vice President, who shall be a director, a Secretary, who shall be a director, and a Treasurer who shall be a director. The executive officers shall be elected by the Board. Except as provided in Section one (1) of this Article, such offices shall be elected annually by the board. If only a three (3) person board is seated, the office of Secretary and Treasurer shall be combined. If in the event additional Directors are appointed in the middle of the term, they shall be directors at large until the next annual officer election.

BE IT FURTHER RESOLVED after passage of this resolution by the Association Members, the Directors shall certify the resolution by affixing their signature, or the Secretary's attestation, onto this document. All amendments shall take effect October 11, 2018. A photographic copy of the certified resolution shall be delivered to each Member listed in the membership book of the Association ("Members of Record") at either street address or postal box address shown therein ("Member Address of Record") within seven (7) days after the date of passage. This document shall be deemed delivered to all Members of Record, upon placing in the United States Postal Service for delivery to each Member Address of Record. Following delivery of this resolution an affidavit of compliance by the person delivering said resolution shall be affixed thereto. The signed original resolution with affidavit of compliance regarding delivery, shall be placed into the official records book of the Association.

By: 
Name: TREVOR EKINS
Title: President Osprey Landing Homeowners Association

By: 
Name: RACHEL VASQUEZ
Title: Vice President Osprey Landing Homeowners Association

By: 
Name: Patrick Lavin
Title: Secretary/Treasurer Osprey Landing Homeowners Association

[Attach Affidavit of Compliance regarding Delivery to Members of Record]