

3.10 Presiding Officer. The presiding Officer at Directors' meetings shall be the President, and in his or her absence, the Vice President. In the absence of the presiding Officer, the Directors present shall designate one (1) of their number to preside.

3.11 Director Compensation. Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred.

4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS. All of the powers and duties of the Association existing under the laws of Florida generally, the Florida Not-For-Profit Corporation Act, the Condominium Act, and the Condominium Documents, all as amended from time to time, shall be exercised exclusively by the Board of Directors or its duly authorized agents, contractors, or employees, subject only to the approval by Unit Owners when approval is specifically required. The powers and duties of the Directors shall include, but shall not be limited to, the following:

4.1 To Assess. The Directors shall adopt budgets and make and collect special and periodic assessments against Owners to defray the costs of the Association.

4.2 To Expend Association Funds. The Directors shall use the proceeds of assessments in the exercise of their powers and duties.

4.3 To Maintain the Condominium Property and Association Property. The Directors shall maintain, repair, replace, and operate the property within the Condominiums.



4.4 To Adopt Regulations. The Directors shall enact and may amend Rules and Regulations concerning the transfer, use, appearance, maintenance, and occupancy of the Units, Common Elements, and Limited Common Elements, and enact Rules, policies, and resolutions pertaining to the operation of the Association, subject to any limitations contained in the Declaration of Condominium.

4.5 To Reconstruct After Casualty. The Directors may reconstruct the Units, Common Elements, and Limited Common Elements after casualty and to further improve the property, as specified in the Declaration of Condominium.

4.6 To Approve Transfers. The Directors may approve or disapprove proposed transactions or transfers in the manner provided by the Declaration of Condominium, and charge a preset fee, not to exceed the maximum permissible by law, in connection with such right of approval. In connection with the lease of Units, the Board may require the posting of a security deposit to protect against damages to the Common Elements or Association Property, in the manner provided by law.

4.7 To Enforce. The Directors may enforce by legal means the provisions of applicable laws and the Condominium Documents, and interpret the Condominium Documents, as the final arbiter of their meaning.

4.8 To Contract. The Directors may contract for management, maintenance, and operation of the Condominiums and the Association.

4.9 To Insure. The Directors shall carry insurance for the protection of the Unit Owners and the Association, under requirements contained in the Declarations of Condominium and F.S. Chapter 718, both as amended from time to time.

4.10 To Pay Utility Bills. The Directors shall pay the cost of all utility services rendered to the Condominiums and Association Property and not billed to Owners of individual Units.

4.11 To Hire and Discharge. The Directors may employ personnel and designate other Officers to be paid a reasonable compensation and grant them any duties as seem appropriate for proper administration of the purposes of the Association.

4.12 To Sue and Be Sued. The Directors may bring and defend lawsuits.

4.13 To Deal in Real and Personal Property. The Directors may make and execute contracts, mortgages, notes, and other evidence of indebtedness, leases, and other instruments by its Officers and purchase, own, lease, convey, and encumber real and personal property. The Directors may grant easements and licenses over the condominium property necessary or desirable for proper operation of the Condominiums.

4.14 To Enter into Contracts for Products and Services. All contracts for the purchase, lease, or renting of materials or equipment, or that are not to be fully performed within one (1) year, and all contracts for services, shall be in writing. As to any contract that requires payment exceeding five percent (5%) of the gross budget (including reserves) except for contracts with employees of the Association, attorneys, accountants, architects, engineers, and landscape architects, and community association managers, the Association shall obtain competitive bids unless the products and services are needed as the result of an emergency or unless the desired supplier is the only source of supply within the County serving the Association. The Association need not accept the lowest bid. If a contract was awarded under the competitive bid procedures of this Section, any renewal of that contract is not subject to such competitive bid requirements if the contract contained a provision that allowed the Board to cancel a contract on thirty (30) days' notice. Materials, equipment, or services provided to a condominium under a local government franchise agreement by a franchise holder are not subject to the competitive bid requirements of this Section.

4.15 To Ensure Fire Safety Compliance. The Directors may accept a Certificate of Compliance from a licensed electrical contractor or electrician as evidence of compliance of the condominium Units with the applicable Fire and Life Safety Code.

4.16 To Approve the Installation of Hurricane Shutters. The Directors shall adopt hurricane shutter specifications for the Condominiums that shall include color, style, and other factors deemed relevant by the Board. All specifications adopted by the Board shall comply with the applicable building code or shall be structured to ensure that installed shutters are in compliance with the applicable building code. Unit Owners wishing to install hurricane shutters must obtain prior approval of the Board of Directors. The Board shall not refuse to approve the installation or replacement of hurricane shutters conforming to the specifications adopted by the Board, provided that the Board may condition approval upon the Unit Owner's agreement to execute appropriate documentation regarding installation.

4.17 To Exercise Emergency Powers. In the event of any "emergency" as defined in Section 4.19.8 below, the Board of Directors may exercise the emergency powers described in this Section, and any other emergency powers authorized by F.S. 718, as amended from time to time.

4.17.1 The Board may name as assistant Officers persons who are not Directors, which assistant Officers shall have the same authority as the executive Officers to whom they are assistant during the period of the emergency, to accommodate the incapacity of any Officer of the Association.

4.17.2 The Board may relocate the principal office or designate alternative principal offices or authorize the Officers to do so.

4.17.3 During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at the meeting shall constitute a quorum.

4.17.4 Corporate action taken in good faith during an emergency under this Section to further the ordinary affairs of the Association shall bind the Association and shall have the rebuttable presumption of being reasonable and necessary.

4.17.5 The Board may use reserve funds to meet Association needs.

4.17.6 Any Officer, Director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

4.17.7 These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

4.17.8 For purposes of this Section only, an "emergency" exists only during a period of time that the condominium, or the immediate geographic area in which the condominium is located, is subjected to:

4.17.8.1 a state of emergency declared by local civil or law enforcement authorities;

4.17.8.2 a hurricane warning;

4.17.8.3 a partial or complete evacuation order;

4.17.8.4 federal or state "disaster area" status; or

4.17.8.5 a catastrophic occurrence, whether natural or manmade, that seriously damages or threatens to seriously damage the physical existence of the condominium, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism;

4.17.8.6 an unanticipated set of circumstances, which, if not acted upon with immediacy, is likely to cause imminent and significant financial harm to the Association, the Unit Owners, the condominium property, or association property.

4.18. Conveying Common Elements for the purposes of providing utility easements, right-of-way expansion, or other public purpose whether negotiated or as part of the eminent domain procedure, which authority can be exercised by the Board of Directors without approval of the Unit Owners.

## 5. OFFICERS.

5.1 Executive Officers. The executive Officers of the Association shall be the President, one (1) or more Vice Presidents, a Secretary, a Treasurer, and such assistant Officers as may be desired, all of whom shall be elected annually by and from the Board of Directors, and who may be peremptorily removed by a majority vote of the Directors at any meeting. Any person may hold two (2) or more offices except that the President shall not also be the Secretary. Assistant Officers need not be Directors.

5.2 President — Powers and Duties. The President shall be the chief executive Officer of the Association, shall appoint committees, and shall preside at all meetings of the Board of Directors and membership meetings. The President shall have general supervision over the affairs of the Association and shall have all of the powers and duties that are usually vested in the office of President of a corporation.

5.3 Vice President — Powers and Duties. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice President shall also generally assist the President and exercise other powers and perform other duties as shall be prescribed by the Directors.