

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.

5.4 Secretary — Powers and Duties. The Secretary shall keep the minutes of all proceedings of the Directors and the members. He or she shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He or she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. The Secretary shall keep and have custody of the records of the Association except those of the Treasurer. He or she shall perform all other duties incident to the office of Secretary of the Association and as may be required by the Directors or the President.

5.5 Treasurer — Powers and Duties. 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 or she shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of the Treasurer of a corporation.

5.6 Officers' Compensation. Officers shall not be entitled to compensation for service as such but shall be entitled to reimbursement of expenses reasonably incurred. This provision shall not preclude the Board of Directors from employing an Officer or Director as an agent or employee of the Association.

5.7 Committees. The President may appoint committees and delegate to the committees those powers and duties of the Association as the President deems advisable. All committees and committee members shall serve at the pleasure of the President and shall have at least one (1) Board Member serving on each committee. Committees of the Association as defined in F.S. 718.103(7), as amended from time to time, shall conduct their affairs in the same manner as provided in these Bylaws for Board of Director meetings. All other committees may meet and conduct their affairs in private without prior notice or Owner participation unless otherwise directed by the Board of Directors.

6. Indemnification.

6.1 Indemnity. The Association shall indemnify any Officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, Officer, or committee member of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, lawsuit, or proceeding unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct