

THIS INSTRUMENT WAS PREPARED BY  
AND RETURN TO:  
Robert N. Manning, Esq.  
MANNING LAW FIRM, PLLC  
7827 N. Wickham Rd., Suite C  
Melbourne, FL 32940

**CERTIFICATE OF FIRST AMENDMENT TO**  
**AMENDED AND RESTATED BY-LAWS**  
**OF QUAIL VILLAGE HOMEOWNERS ASSOCIATION, INC.**

THE UNDERSIGNED as President and Secretary of Quail Village Homeowners Association, Inc., a Florida corporation not-for-profit (hereinafter the "Association"), pursuant to Florida Statutes and the Amended and Restated By-laws for Quail Village Homeowners Association, Inc., recorded in the Public Records of Brevard County, Florida in Official Records Book 8969, Page 1692 do hereby certify the First Amendment to the Amended and Restated By-laws of Quail Village Homeowners Association, Inc., which amendment is attached hereto as and by reference made a part hereof (hereinafter the "Amendment") was duly adopted on January 9, 2025 at a regular meeting of the Association's Board of Directors.

Said Amendment was approved in accordance with the requirements of section 720.306(b) Florida Statutes and the By-laws of Quail Village Homeowners Association, Inc. Proper notice was given for the meeting of the members pursuant to the By-laws of the Association and Florida Statutes.

The Association is a homeowners association created pursuant to the laws of the State of Florida. With the exception of the attached Amendment, all other terms and conditions of the By-laws remain in full force and effect.

IN WITNESS WHEREOF, the Association has caused these presents to be executed in its name, this 7<sup>th</sup> day of March, 2025.

[SIGNATURE PAGE FOLLOWS]

Signed, sealed and delivered in the presence of:  
**QUAIL VILLAGE HOMEOWNERS  
 ASSOCIATION, INC.**

By: William McKinney  
 William McKinney, President

Anne Marie Toland  
 Anne Marie Toland, 7827 N. Wickham Rd., Ste. C  
 Melbourne, FL 32940

Robert Manning  
 Robert Manning, 7827 N. Wickham Rd., Ste. C  
 Melbourne, FL 32940

STATE OF FLORIDA  
 COUNTY OF BREVARD

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 7th  
 day of March, 2025 by William McKinney, President of Quail Village Homeowners Association, Inc.

Anne Marie Toland  
 NOTARY PUBLIC

☒ Personally Known or  
☒ Produced Identification FL DL

(SEAL)  
**ANNE MARIE TOLAND**  
 Notary Public-State of Florida  
 Commission # HH192310  
 Expires Nov. 20, 2025  
 Bonded through  
 National Notary Assn.

**QUAIL VILLAGE HOMEOWNERS  
 ASSOCIATION, INC.**

By: Lurinda Platt  
 Lurinda Platt, Secretary

Anne Marie Toland  
 Anne Marie Toland, 7827 N. Wickham Rd., Ste. C  
 Melbourne, FL 32940

Robert Manning  
 Robert Manning, 7827 N. Wickham Rd., Ste. C  
 Melbourne, FL 32940

STATE OF FLORIDA  
 COUNTY OF BREVARD

Sworn to and subscribed before me by means of ☒ physical presence or ☐ online notarization, this 7th  
 day of March, 2025 by Lurinda Platt, Secretary of Quail Village Homeowners Association, Inc.

Anne Marie Toland  
 NOTARY PUBLIC

☐ Personally Known or  
☒ Produced Identification FL DL

(SEAL)

(SEAL)  
**ANNE MARIE TOLAND**  
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**FIRST AMENDMENT TO AMENDED AND RESTATED BY-LAWS  
QUAIL VILLAGE HOMEOWNERS ASSOCIATION, INC.**

**APPROVED BY THE BOARD OF DIRECTORS ON JANUARY 9, 2025**

**ARTICLE I  
IDENTITY**

Section 1. **OFFICE.** The office of the Association shall be designated from time to time by the Board of Directors. The mailing address is 3521 Quail Trail, Melbourne, FL 32935-2274.

Section 2. **FISCAL YEAR.** The fiscal year of the Association shall be the calendar year.

Section 3. **SEAL.** The seal of the Association shall bear the name of the corporation, and the words "Florida Corporation not-for-profit".

Section 4. **DEFINITIONS.** All words shall be defined as in the Articles and Declaration.

**ARTICLE II  
MEMBERS**

Section 1. **ROSTER.** The Association shall maintain a roster of the names and mailing addresses of unit owners. The roster shall be maintained from evidence of ownership and change of address furnished to the Association by members and mortgage holders.

Section 2. **ANNUAL MEMBERSHIP MEETING.** The annual meeting of the members shall be held on the date and time determined by the Board of Directors and will be held at a place in Brevard County, Florida. There shall be an annual meeting every calendar year, and to the extent possible, no later than twelve (12) months after the preceding annual meeting. The purpose of the annual meeting shall be to elect Directors and to transact any other business authorized by the members. Election of the Directors shall be in the month of November and Directors shall be present and take office at the regular December meeting of the Board of Directors.

Section 3. **SPECIAL MEMBERSHIP MEETINGS.** Special membership meeting of the members shall be held at such places provided for annual meetings and may be called by the President or by a majority of the Board of Directors, and must be called by the President or the Secretary on receipt of a written request from the members entitled to vote twenty percent (20%) of all the votes. Requests for a meeting by the members shall state the purpose for the meeting, and business conducted of any special meeting shall be limited to the matters stated in the notice for the meeting.

Section 4. **NOTICE OF MEMBERSHIP MEETINGS.** Written notice stating the time and place and the purpose of the meeting, and business to be conducted, will be delivered (or mailed electronically or by USPS) to each member at least 14 (fourteen) days in advance of the meeting.

Section 5. **QUORUM.** The number of owners present in person or by proxy required to constitute a quorum is thirty percent (30%) of the membership for any assessments or amendments to the documents and ten (10) percent for transactions of any other business.

**Section 6. VOTING.** In any meeting of members, the owner of each unit shall be entitled to cast one vote for each unit owned. If a unit is owned by one person, his/her right to vote shall be established by the roster of members. If a unit is owned by more than one person, or is owned by a corporation or is under lease, the person entitled to cast the vote for the unit shall be designated by a certificate signed by all of the record owners or the President or Vice President of the corporation, and filed with the Secretary. Such certificates may be revoked by any owner of a share to the unit. For election of members of Board of Directors, homeowners shall vote in person or by proxy at a meeting of the homeowners or by a ballot that the homeowner personally casts.

**Section 7. SUSPENSION OF VOTING RIGHTS.** If any assessment or thereof remains unpaid for ninety (90) days after the due date, such owner's voting rights and right to use common areas and facilities shall be suspended as provided by Section 720.305 Florida Statute until all assessments along with any interest and penalty are paid in full.

**Section 8. PROXIES.** Votes may be cast in person or by proxy. Any proxy given shall be effective for the specific meeting for which given and for any properly adjourned meeting thereof. A proxy must be filed with the Secretary before the appointed time of the meeting. A proxy is revocable at any time at the pleasure of the homeowner who executes it.

**Section 9. ORDER OF BUSINESS.** The order of business at a meeting of the members shall be:

- a. Call to order by the President
- b. Calling of the roll and certifying of proxies
- c. Proof of notice of meeting
- d. Approval of minutes of last general membership meeting
- e. Reports of Officers and Directors
- f. Reports of Committees
- g. Election of inspectors of election
- h. Election of Directors i.Old Business
- j. New Business
- k. Adjournment

**Section 10. MINUTES.** Minutes of all meetings shall be kept in a book available for inspection by owners and their representatives at any reasonable time. These minutes shall be retained for at least seven (7) years.

### **ARTICLE III DIRECTORS**

**Section 1 . MEMBERSHIP.** The Board of Directors shall consist of not less than three (3) nor more than nine (9) Directors, the exact number to be determined at the time of election.

**Section 2. ELECTION.** Except as otherwise authorized herein, Directors shall be elected at the annual meeting of the membership.

**Section 3. TERM OF OFFICE.** Directors are elected for a term of two (2) years.

**Section 4. NOMINATING COMMITTEE.** The Board of Directors shall appoint a Nominating Committee of three (3) members at least sixty (60) days in advance of the annual meeting. The committee shall make as many nominations as it may determine, but not less than the number of vacancies to be filled. Other nominations, including those for additional Directors, may be made from the floor.

**Section 5. VACANCIES.** Vacancies occurring between annual meetings will be filled by the remaining Board members (though less than a quorum). Any director selected by the Board to fill a vacancy will serve until the next annual meeting, regardless of the term of the vacating Director.

**Section 6. REMOVAL.** Any Director may be recalled and removed with or without cause by a majority of the total voting interest of the Association pursuant to section 720.303 (10) Florida Statute. If a director or officer is charged by information or indictment for certain criminal offenses listed under Section 720.3033(4)(a), then that person must be removed from office and a vacancy must also be declared for their position.

**Section 7. BOARD MEETINGS.** An organizational meeting will be held within thirty (30) days of the annual meeting to elect officers. Regular meeting shall be held at a time and place determined by a majority of Directors. Special meetings may be called by the President and must be called by the Secretary on written request of one-third (1/3) of the Directors.

**Section 8. NOTICE AND QUORUM.**

- a. **NOTICE.** Notice shall be given the association membership stating the date, time, place and purpose of the meeting at least two (2) days in advance. A written notice of Board meetings and any other meetings (i.e. committees, when feasible) shall be posted onto the bulletin board or glass doors of the clubhouse at two (2) days in advance. This notice requirement shall be considered satisfied by announcing in the context of previous meeting minutes the date, time and place of the next Board or committee meeting.
- b. **QUORUM.** A simple majority of the Directors shall constitute a quorum for the transaction of any business.

**Section 9. ORDER OF BUSINESS.** The order of business at all Board of Directors meetings shall be:

- a. Call to order by the President
- b. Calling of roll
- c. Approval of minutes of last board meeting
- d. Reports of officers and committees
- e. Old business
- f. New business

**Section 10. OPEN MEETINGS.** All Board and committee meetings will be open to all Association members. Association members shall have the right to voice ideas or opinions, but no voting privileges, provided it is within the rules of the meeting and recognized by the presiding officer in accordance with Robert's Rules of Order and the Association's governing documents.

**Section 11 . MINUTES.** Minutes of all Board meetings will be kept in a book available for inspection by owners or their representatives at any reasonable time. These minutes shall be maintained for at least seven (7) years. A vote or abstention from voting on each matter voted upon for each director present at a board meeting must be recorded in the minutes pursuant to section 720.303(3) Florida Statutes.

**Section 12. COMPENSATION.** No director shall receive compensation for any service he/she may render to the association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

**Section 13. POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors shall have the power to:

- a. Adopt and publish rules and regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions of the rules and regulations.
- b. Suspend the voting rights and right to use the recreational facilities of a member during the period such member shall be delinquent in paying any assessment. Such rights may also be suspended (after notice and hearing) for no more than sixty (60) days for infraction of published rules and regulations.
- c. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership.
- d. Declare a vacancy on the Board if any Director shall be absent for three (3) consecutive regular board meetings and appoint his/her replacement.
- e. Employ a manager, an independent contractor, or other employees as they deem necessary and describe their duties and determine their compensation.

**Section 14. DUTIES OF THE BOARD OF DIRECTORS.** The Board of Directors shall have the duty and obligation to:

- a. Cause a complete record to be kept of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting or at any special meeting when such statement is requested by those calling the meeting.
- b. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- c. Fix the amount of the annual assessment and send notice to all owners at least thirty (30) days in advance of the assessment period (calendar year).
- d. File a lien against any property for which assessments are not paid within the timeframe as allowed by Florida Statutes, or to bring an action or law against the owner obligated to pay the assessment.
- e. Issue, on written demand of any owner, a certificate setting forth whether or not any assessment has been paid.
- f. Maintain adequate liability and hazard insurance on property owned by the Association and insure that all officers and employees having fiscal responsibilities are bonded, as the Board may deem appropriate.
- g. Cause the common area, all common facilities and all unit exteriors to be maintained.
- h. Maintain copies of all the governing documents and keys to recreational facilities, to be issued to any owner or new resident. A reasonable fee may be charged for documents and keys.

- i. Newly elected or appointed directors must certify that they have read and will abide by the association's declaration of covenants, articles of incorporation, by laws and current written rules and policies and that they will work to uphold the documents to the best of their ability and will faithfully discharge their fiduciary responsibility to the association's members.
- j. Newly elected or appointed directors must complete and submit a certificate proving that they have satisfactorily completed a Florida Department of Business and Professional Regulation (DBPR) approved educational course within 90 days after being elected or appointed to the Board. All directors are required to retake the DBPR-approved education course every 4 years. In addition, a director must complete at least 4 hours of continuing education annually. The Board will reimburse for required classes. This continuing education requirement must include training related to financial literacy and transparency, recordkeeping, levying of fines, and notice and meeting requirements.

#### **ARTICLE IV RULES AND REGULATIONS**

**Section 1 . BOARD MAY ADOPT.** The Board of Directors may adopt and amend, from time to time, reasonable rules and regulations governing use and operation of the common areas and recreational facilities.

**Section 2. POSTING AND FURNISHING COPIES.** A copy of the current rules and regulations shall be furnished to each owner, and one copy shall be posted on the bulletin board. No rule or regulation shall become effective until thirty (30) days after posting, except in emergency.

#### **ARTICLE V OFFICERS**

**Section 1 . EXECUTIVE OFFICERS.** The executive officers of the Association shall be a President, Vice President (when three (3) Directors are on the board), Treasurer and a Secretary, all of which will be members of the Board of Directors. The Board may, from time to time, create other officer positions and prescribe their duties. Officers shall be elected annually, at their organizational meeting in December and will serve one year terms unless they shall resign, be removed, or otherwise be disqualified to serve.

**Section 2. PRESIDENT.** The President shall be the chief executive officer of the Association. He/she shall have all of the powers and duties that are usually vested in the office of President of an Association. The President shall preside at all meeting, sign all leases, mortgages, deeds, and other written instruments.

**Section 3. VICE-PRESIDENT.** The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act.

**Section 4. SECRETARY.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve notice of meetings of the board and of the members; keep current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

**Section 5. TREASURER.** The Treasurer shall oversee receipts, deposit all monies of the Association into appropriate bank accounts, shall disburse such funds as directed by resolution of the Board, and shall sign all checks and promissory notes of the Association. The Treasurer shall oversee the keeping of proper books of the account, prepare a profit and loss statement for presentation at each board meeting and prepare an annual budget. At year end the Treasurer will contract with a third party for the preparation of all corporate income tax returns and the preparation of a financial report for the preceding year in accordance with Florida Statute 720.303(7).

**Section 6. COMPENSATION OF EMPLOYEES.** The compensation of all employees of the Association shall be fixed by the Board.

**Section 7. RESIGNATION AND REMOVAL.** Any officer may be removed from office with cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary.

**Section 8. VACANCIES.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill a vacancy will serve the remainder of the term of the officer he/she replaces.

**Section 9. MULTIPLE OFFICES.** No person shall simultaneously hold more than one of the offices, except in the case of special offices created by the Board of Directors.

## **ARTICLE VI COMMITTEES**

**Section 1 .** Chairmen of various standing committees (landscaping and trees, irrigation system, lawn care (mowing, etc.) exterior (wood stucco and roof) repairs and painting) shall report directly to the President of the Board. A nominating committee consisting of three (3) persons, and a budget committee, consisting of the Treasurer as Chairman and representation from each of the following committees and/or sub-committees: landscaping and trees, irrigation system, lawn care (mowing, etc.), exterior repairs (wood, stucco and roof) and painting. In addition, the board may appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE VII BOOKS AND RECORDS**

**Section 1 .** The books, minutes, financial reports, records and papers of the Association shall be maintained in accordance with QVHOA Records Retention Policy and will be available to any owner for inspection during reasonable hours. The Articles, Declaration, By-Laws, and Rules and Regulations will be available for inspection. Also, a copy of the plans, permits and warranties provided by the developer shall be retained. All current insurance policies of the Association and any agreement, leases, etc., will be retained.

## **ARTICLE VIII BUDGET AND ASSESSMENTS**

**Section 1 .** On or before October first of each year, the Budget committee shall present to the Board of Directors the proposed budget. The Board of Directors will adopt a budget for the next calendar year that will provide the estimated funds required to defray the common expense and

to maintain adequate reserves for the Association. The budget may be adopted by the Board of Directors unless it calls for an increase in the annual assessment of more than five (5) percent, in which case it requires approval of two-thirds (2/3) of the membership present in person or by proxy at the annual meeting.

**Section 2.** The Budget shall be detailed and show amounts budgeted by accounts and expenses classifications, including, but not limited to:

- a. Administration
- b. Maintenance
- c. Taxes
- d. Insurance
- e. Operating e.g. Lights, water, pest control, miscellaneous
- f. Reserves

**Section 3. ADOPTION.** Written notice of the board meeting that will consider the annual budget will be sent to all owners at least fourteen (14) days in advance of that meeting. A copy of the adopted budget will be sent to each owner at least fourteen (14) days in advance of the assessment period (calendar year).

**Section 4. ASSESSMENT.** Annual assessments will be divided into twelve equal payments, with one payment due on the first of each month. In the event that these monthly payments are insufficient, in the judgment of the board, to provide for both expenses and reserves, the board will amend the budget for the remainder of the year and notify the owners, provided that if the amended amount exceeds the limit established then a special meeting would be required for approval by the membership.

**Section 5. SUBPOENA FOR RECORDS.** If a subpoena from a law enforcement agency is received, the HOA must provide a copy or otherwise make the records available to the law enforcement agency within 5 business days after receipt of the subpoena, unless otherwise specified in the subpoena itself. HOAs must also assist the law enforcement agency in its investigation to the extent permissible by law.

## **ARTICLE IX MISCELLANEOUS**

**Section 1 . PARLIAMENTARY RULES.** The current Roberts Rules of Order shall govern the conduct of all Association meetings when not in conflict with the Articles, the Declaration, and these By-Laws.

**Section 2. AMENDMENT.** These By-Laws may be amended by a vote of a simple majority of a quorum at a meeting duly called for that purpose. Written notice stating the nature of the amendment(s) shall be included with the notice for the meeting at which a proposed amendment(s) will be considered.

**Section 3. CONTROL.** In the case of conflict between the article and these By-Laws, the Articles will control. In case of conflict between the Declaration and these By-Laws, the Declaration will control.