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**AMENDED & REISSUED BYLAWS**  
**of the**  
**FEDERATION OF KINGS POINT ASSOCIATIONS, INC.**  
**(a not-for-profit Florida corporation)**

**ARTICLE I**  
**DEFINITIONS**

Section 1. The terms “Federation of Kings Point Association, Inc.” and “Federation” used throughout the Articles of Incorporation and these Bylaws, are synonymous and refer to the Federation of Kings Point Associations, Inc. as recorded in the public records.

Section 2. The term “Kings Point” used throughout these Bylaws shall mean the community of Kings Point in Sun City Center West, Florida.

Section 3. The term “Association” used throughout these Bylaws refer to a Condominium or Homeowner Association within Kings Point which has been approved as a member of the Federation by the full execution of Exhibit B attached hereto.

Section 4. The terms “Member” or “Federation Member” mean the condominium association or homeowner association that has executed a Membership Agreement and which has been approved and recorded as set forth in Article II.

Section 5. The term “Election District(s)” used throughout these Bylaws shall mean the voting districts established by the Federation Membership in Article 5, Section 1 D and used for the purpose of holding elections of Directors to the Federation Board.

Section 6. The term “Election Committee” used throughout these Bylaws shall mean the Standing Election Committee under Article V, Section 1 herein.

Section 7. The term “Annual Meeting” used throughout these bylaws shall mean the date in March of each year set by the board of Directors in accordance with Article IV, Section 1.

Section 8. The term “Voting Interest” used throughout these Bylaws shall mean the voting interest appurtenant to a Unit in a Member Association. Every Unit in a Federation Member has one vote appurtenant to the Unit.

Section 9. The term “Unit” shall mean the unit (in the case of a condominium association member) or lot (in the case of a homeowner’s association member) described in each Federation Member’s Governing Documents.

Section 10. The term “Unit Owner” used throughout these Bylaws and Articles of Incorporation, refers to the person or persons who own a Unit within a Federation Member Association within Kings Point.

49 Section 11. The term “Representative Capacity” is, when voting, a Member shall cast the  
50 number of votes equal to the number of voting interests in that Member’s Association.  
51

52 Section 12. The term “Developer” used throughout these Bylaws shall mean Watermark  
53 Communities, Inc., or any of its subsidiary companies or affiliates, or any subsequent owner of the  
54 undeveloped properties and/or recreational facilities within Kings Point.  
55

56 Section 13. The term “Recreational Facilities” shall mean the real property described in  
57 that certain trust deed dated the 30<sup>th</sup> day of April, 2007 and recorded at OR Book 17724, Page 743-  
58 754 of the public records of Hillsborough County, Florida, and any improvements thereon, or any  
59 personal property that may be associated either directly or indirectly with the administration of said  
60 real property. It shall also include the Security and Transportation services controlled by the  
61 Federation.  
62

63  
64 **ARTICLE II**  
65 **MEMBERSHIP**  
66

67 Section 1. Members are the Associations that have applied and have been approved for  
68 Federation Membership under Section 3. Members, being corporate entities, shall vote in their  
69 Representative Capacity, except regarding the acquisition of real property, except in the election of  
70 Board members, and except for any proposed amendment to the Bylaws or Articles of Incorporation  
71 that eliminates the direct election of Board members by the Unit Owners. In the case of such  
72 exceptions the Unit Owners shall vote directly.  
73

74 Section 2. When voting in its Representative Capacity a Member shall have the number of  
75 votes equal to the number of voting interests in that Member’s Association. Unless a Member  
76 chooses to abstain from voting, the Member shall cast its votes *en masse*, meaning the Member  
77 shall not split its votes.  
78

79 Section 3. Each Association in Kings Point shall become a member of the Federation by  
80 passing the amendment to their governing Documents (Exhibit A) and executing a Membership  
81 Application (Exhibit B) approved by the Federation’s Board of Directors and recorded upon the  
82 Federation’s Membership Roll.  
83

84 Section 4. The President or, in the absence of the President, the Vice President of a Federation  
85 Member shall exercise the vote for the Federation Member when a vote is taken in a representative  
86 capacity and otherwise represent its interests at meetings or in the conduct of the affairs of the  
87 Federation. Each Member Association shall submit to the Federation Secretary a list of its Directors  
88 and Officers, designating the directors or officers who, in the absence of both the President and  
89 Vice President may vote in a representative capacity for the Federation Member and the sequence in  
90 which they are authorized to represent the Federation Member. The Federation Member shall revise  
91 the list as needed, and the Federation may rely on the latest filed list.  
92

93 Section 5. To prevent diluting existing Member’s equity in the assets of the Federation, the  
94 current Federation Members shall determine in what amount, if any, each new Member shall pay to  
95 the Federation upon approval of its application for Membership.  
96  
97

98 Section 6. Attached as Exhibit "A" is a form of amendment to the documents of each  
99 prospective Member of the Federation which must be approved as required by law and provided to  
100 the Federation in conjunction with the Membership Application, attached as Exhibit "B".  
101

102 Section 7. When an Association becomes a Federation Member, it will be assigned to an  
103 established Voting District by the Standing Election Committee as set forth in Article V below.  
104

105  
106 **ARTICLE III**  
107 **BOARD OF DIRECTORS**  
108

109 Section 1. The Federation Members, by a majority vote in their representative capacity shall  
110 have the authority to increase or decrease the number of Directors from time to time provided there  
111 are never less than nine (9) Directors, nor an even number of Directors. No vote to decrease the  
112 number of Directors shall divest a Director of his office prior to the expiration of his term.  
113

114 Section 2. Each Director shall be entitled to cast one (1) vote on any matter upon which the  
115 Board of Directors may cast a vote.  
116

117  
118 **ARTICLE IV**  
119 **REGULAR AND SPECIAL MEETINGS OF FEDERATION MEMBERS**  
120

121 Section 1. Regular meetings of the Federation Members, including the annual March Federation  
122 meeting, shall be scheduled by the Board of Directors and approved by the Federation Members.  
123 When these regular meetings are scheduled, posted at 1902 Clubhouse Drive, Suite A, Sun City  
124 Center, Florida and the Federation Members notified of such regular meetings, no further notice  
125 shall be required unless such schedule is changed. When a change is made of the regular meeting  
126 schedule, the new schedule shall be posted as provided. Schedule changes shall be made only by a  
127 vote of the Board of Directors with the approval of the Federation Members.  
128

129 Section 2. Special meetings of the Federation Members, for any purpose, may be called at any  
130 time by the President, a Vice President, the Secretary or the Treasurer, or by any five (5) or more  
131 Directors, or upon written request of not less than ten percent (10%) of the Federation Members.  
132 Business transacted at all special meetings shall be confined to the matters stated in the notice.  
133

134 Section 3. Notice of special meetings shall be given to the Federation Members either  
135 personally or by sending a copy of the notice through the mail, postage thereon fully prepaid, to  
136 their address appearing on the records of the Federation. The person authorized by each Member of  
137 the Federation shall register his/her address with the Secretary for purposes of receiving any and all  
138 notices required. Notice of all meetings shall be placed in the mail or personally given to Members  
139 at least ten (10) days in advance of meetings and shall set forth the general nature of the business to  
140 be transacted.  
141

142 Section 4. The quorum for any meeting of the Federation Membership shall be a simple  
143 majority of the total voting interests as represented by the Federation Members who are personally  
144 in attendance at the meeting.  
145

146 Section 5. At a meeting at which the Federation Members will be voting on a matter in their  
147 Representative Capacity, and at which a quorum is present, or unless otherwise provided for by law,  
148 the Articles of Incorporation or elsewhere in these Bylaws, a majority vote of all the Federation  
149 Member's voting interests present at the meeting shall constitute an action of the Federation  
150 Membership.

151  
152 Section 6. If any meeting of the Federation Members cannot be organized because a quorum is  
153 not present, the meeting may be adjourned, continued, and rescheduled from time to time until a  
154 quorum is established. The date and time of the rescheduled meeting shall be provided as set forth  
155 in Article IV, Section 3. A Member, who is present at a meeting that has been adjourned, continued  
156 and rescheduled, shall be deemed present at the rescheduled meeting for the purposes of  
157 establishing a quorum.

158  
159 Section 7. Unit Owners in Kings Point may attend Federation Member meetings and be allotted  
160 time to speak; however, the Members of the Federation shall have the sole right to adopt reasonable  
161 rules governing the frequency, duration and manner of Unit Owner statements.

162  
163 Section 8. Regular Membership Meetings of the Federation shall be called as set forth in Article  
164 IV, Section 1, September through May and as necessary in June, July, or August of any year.

165  
166  
167 **ARTICLE V**  
168 **ELECTION OF DIRECTORS**  
169

170 Section 1. Election of Directors shall be conducted by the Standing Election Committee  
171 (hereinafter the "SEC") in accordance with Florida Statutes governing this corporation, these  
172 Bylaws and Operating Procedure OP-5. The members of the SEC shall be those Board members  
173 whose terms do not expire at the next annual membership meeting.

174  
175 A. In order to be nominated for the office of Director of the Federation and serve, a  
176 candidate must, at the time of nomination and election, be a Unit Owner within a Federation  
177 Member Association. **A Director must also remain a Unit Owner for the duration of his or her**  
178 **term of office. In the event a Director's unit owner status is terminated, his or her**  
179 **directorship expires immediately.** *(09/19/08 Membership Approved Amendment)* An Owner may not be a  
180 candidate for the Board or serve on the Board for more than one District simultaneously.

181  
182 B. Not less than sixty (60) days prior to the earliest annual meeting of any Federation  
183 Member, the SEC shall notify all Unit Owners of vacancies on the Board of Directors within their  
184 respective district and invite Unit Owners to nominate themselves in writing for the Board  
185 vacancies. Nominations and a certificate stating the candidate's willingness to serve, shall be  
186 received by the SEC no later than forty (40) days prior to the earliest annual meeting of any  
187 Federation Member. In the event there are no nominations for a district then the SEC may nominate  
188 Unit Owners. All nominees who meet the qualifications for nomination as set forth in Sections 1A  
189 and 5A shall be placed on the ballot.

194 C. The election of Directors shall be by ballot, and by a plurality of the votes cast by  
195 Unit Owners in each Election District. Voting for Directors by Unit Owners shall take place at the  
196 annual meeting of each Federation Member Association. It is preferred that Unit Owners vote for  
197 their Election District Director at their Association's annual meeting, however, ballots will be  
198 available to facilitate any unit owner who was unable to vote at their Federation Member annual  
199 Association meeting, provided said ballot is returned to the Management Company prior to the  
200 beginning of the actual counting of the ballots at the Federation annual meeting. Voting shall be  
201 conducted in accordance with these Bylaws, and Operating Procedure (OP-5) and as may be  
202 required by law. In the event a Unit is owned by husband and wife, by more than one natural  
203 person, or by a corporation or other entity, the person who shall vote the Unit shall be determined  
204 by the Governing Documents of the respective Federation Member Association.  
205

206 D. The Federation Membership shall have the authority to increase or decrease the  
207 number of election districts from time to time provided there are never less than nine (9) Districts,  
208 nor an even number of Districts. Any changes in the number of Election Districts must be approved  
209 by the Federation Members at least ninety (90) days prior to the earliest annual Federation Member  
210 Association meeting of its Unit Owners. Proposals for an increase or decrease in the number of  
211 Districts shall be presented in the manner provided for the Amendment of the Bylaws under Article  
212 XIV.  
213

214 E. The Organizational Meeting of the newly elected Board will take place each year on  
215 the 1<sup>st</sup> business day in April, which will be a weekday that is not a national holiday.  
216

217 Section 2. Assignment and Reassignment to Election Districts:  
218

219 A. The SEC has the exclusive authority to assign and reassign Members to Election  
220 Districts.  
221

222 B. The SEC shall assign Members to Election Districts so that each Unit Owner's vote  
223 shall be proportionately equal, as nearly as practical to every other Unit Owner's vote in the  
224 Federation.  
225

226 C. The SEC shall have a fiduciary duty to all Unit Owners in Kings Point to preserve  
227 proportionately equal voting.  
228

229 D. Once assigned to an Election District (whether that assignment has taken place  
230 before or after the effective date of these Bylaws) a Member cannot be reassigned to a different  
231 Election District unless such reassignment is necessary to achieve equal proportionality when a  
232 Member joins or withdraws from the Federation, or if the number of Election Districts is increased  
233 or decreased. Reassignment shall be made by transferring the least number of Units between  
234 Election Districts to achieve equal proportionality as nearly as practical.  
235

236 Section 3. SEC Procedures: The SEC shall conduct the election of the Board of Directors. The  
237 initial SEC procedures shall be set forth in OP 5 and attached hereto as an exhibit. Thereafter, the  
238 OP 5 may be modified by a majority vote of the Board of Directors, but in no event may the OP 5  
239 be modified by the Board of Directors if the modification would expressly or by implication conflict  
240 with any terms or condition of the Bylaws or the Articles of Incorporation of the Federation.  
241

242 Section 4. Recall: Directors may be recalled, with or without cause. In addition to any recall  
243 procedures that may be provided by law, and to establish a procedure for recall that may not be  
244 contemplated by law when directors are chosen by Election Districts, the following procedures for  
245 recall of a Director may be employed: Ten Percent (10%) of the Voting Interests in an Election  
246 District may petition the Board in writing for a special meeting of the Unit Owners of the Election  
247 District to recall the Director from that District. The Petition shall be served on the President of the  
248 Federation either personally or by certified mail return receipt requested. Upon receipt of such a  
249 Petition, the President shall be required to call a special meeting of the Unit Owners of that Election  
250 District within thirty (30) days after receipt of the Petition. At the recall meeting, a quorum shall  
251 consist of a majority of the total Voting Interests in the Election District from which the recall  
252 petition was received. Upon a majority vote of the Voting Interests the Director shall be recalled  
253 and he/she shall surrender to the Board of Directors all books, records, and property of the  
254 Federation within his/her possession or control.

255  
256 Section 5. Term of Office:

257  
258 A. The term of office for a director shall be two (2) years. If a director consecutively  
259 serves two full or partial terms, he/she is required to take a one (1) term (two [2] year) hiatus prior  
260 to becoming eligible to run for election again.

261  
262 B. To insure continuity in the administration of Federation business, a program of  
263 staggered two-year terms shall be implemented for Directors, so that there will always be at least  
264 four (4) holdover Directors each election year, and that each election District shall be represented  
265 by one (1) Director.

266  
267 C. In the event a vacancy is created, due to resignation, death, or recall, the Board shall  
268 appoint a successor who resides in the Election District in which the vacancy occurs and who also  
269 meets the eligibility criteria to serve the balance of the term of the vacancy as described in Article  
270 V, Sections 1A and 5A of these Bylaws. Appointment of an eligible successor shall be held at the  
271 next regularly scheduled Board of Directors Meeting.

272  
273  
274 **ARTICLE VI**  
275 **MEETINGS OF DIRECTORS**  
276

277 Section 1. The first meeting of the duly elected Board of Directors for the purpose of electing a  
278 Chairman of the Board of Directors who shall also be the President, and elect a Vice President,  
279 Secretary and Treasurer of the organization, all of whom shall currently be Directors, shall be held  
280 as described in Article V, Section 1E provided a majority of the Board is present. Any action taken at  
281 such meeting shall be by a majority of the entire Board. If a majority of the Board of Directors is  
282 not present at that time, or if the Directors shall fail to elect a Chairman, the meeting shall be  
283 recessed until a quorum is present and the Chairman is elected.

284  
285 Section 2. The Board shall, by resolution duly adopted, establish twelve (12) regular monthly  
286 meetings, which shall be held without further notice until subsequent resolution altering same. All  
287 meetings shall be held within Kings Point.

290 Section 3. Special meetings of the Board of Directors may be called at any time by the  
291 President or by any five (5) or more Directors and said meetings shall be held within the community  
292 of Kings Point. When five or more directors call a meeting, they shall do so in writing. The writing  
293 shall be delivered to the Management Company who shall then notice a meeting with an agenda to  
294 take place no later than seven (7) business days following the day of his receipt of the Directors'  
295 written call for a meeting. Except in case of an emergency, Directors shall receive not less than  
296 three (3) business days notice stating the agenda. A business day is any day which is not a Saturday,  
297 Sunday, or legal holiday.

298  
299 Section 4. Any meeting of the Board of Directors at which a majority of the Directors is present  
300 in person or via conference phone shall be deemed a quorum. If a meeting of Directors cannot be  
301 organized because a quorum is not present, the meeting may be adjourned and continued to a later  
302 date from time to time until a quorum is present.

303  
304 Section 5. Unit Owners in Kings Point may attend meetings and be allotted time to speak;  
305 however, the Board of Directors shall have the sole right to conduct the business and adopt  
306 reasonable rules governing the frequency, duration and manner of unit owner statements, as allowed  
307 by law.

308

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**ARTICLE VII  
DUTIES OF THE DIRECTORS**

311

312

313 Section 1. Generally, the duties of the Directors shall be as follows:

314

315 A. The Board of Directors of the Federation shall be responsible for the implementation  
316 of the purposes of the corporation as provided in its Articles of Incorporation and these Bylaws and  
317 carry out the corporate policies and agenda as determined by the membership.

318

319 B. Present an annual budget and/or any amendments thereto for the Federation  
320 Members approval and determine when the assessment for same is due.

321

322 C. Collect assessments approved by the Federation Members.

323

324 Section 2. Approval by a majority of the Directors present at a meeting where a quorum is  
325 established constitutes an action of the Board of Directors unless otherwise provided in the  
326 Federation's Articles of Incorporation or its Bylaws.

327

328 Section 3. Any Director may resign at any time by written notice delivered to the Federation  
329 office or it's Secretary. Unless otherwise specified, such resignation shall take effect upon receipt  
330 by the Secretary.

331

332 Section 4. The Board of Directors of the Federation shall enter into contracts with community  
333 association management companies for the management of the affairs of the Federation and its  
334 Members. All such contracts shall be with management companies whose managers for the  
335 Federation are in conformance with the licensing requirements of Chapter 468, Part VIII, Florida  
336 Statutes. The management company shall be the agent of the Federation and its Members. It shall be  
337 under the direction of the Federation Board of Directors and be responsible for the needs and

338 services of the Federation and individual associations and its unit owners in conforming to Statutes  
339 governing condominiums and homeowner associations in the State of Florida. All contracts under  
340 this section shall be subject to competitive bidding. Bids shall be requested from at least five (5)  
341 qualified management companies, and the Federation will make reasonable efforts to obtain at least  
342 three (3) bids for consideration. All contracts to which the Federation shall be a party under this  
343 section shall be approved by a majority vote of the Federation Board of Directors and a majority  
344 vote of the Members in their Representative Capacity. This section shall apply to management  
345 contracts for the management of the Recreational Facilities, but nothing in this section shall be  
346 construed to be in conflict with the Recreational Facilities Land Trust Agreement. In the event of a  
347 conflict in the terms of the Land Trust Agreement and this section, the Land Trust Agreement will  
348 control.

349  
350 Section 5. The Board of Directors, whether more or less than a majority, Individual Directors,  
351 Committee Members, whether more or less than a majority, or any other person or persons acting as  
352 a representative of the Federation, shall not make commitments to any party or person which may  
353 have the authority to assess or levy charges on the Kings Point Unit Owners, any Kings Point  
354 Associations or the Federation without prior approval of the Federation Members.

355  
356 Section 6. The Management contracts shall be for a period of not more than three (3) years.  
357 Employees of the management companies serving the Federation shall not be an officer or director  
358 of the Federation at any time.

359  
360 Section 7. Minutes shall be kept of all meetings and be made available to Members. Minutes  
361 will also be available for review by unit owners, if requested.

362  
363 Section 8. The Board of Directors shall oversee, control, review and submit for approval to the  
364 membership all Federation master contracts pertaining to the maintenance and services required for  
365 all member associations and unit owners, as provided for under FS-718 governing condominiums,  
366 or FS-720 governing homeowner associations, where applicable.

367  
368  
369 **ARTICLE VIII**  
370 **DUTIES OF OFFICERS**

371  
372 Section 1. The officers of this Federation shall consist of a President, Vice President, Secretary  
373 and Treasurer, and other such officers, assistant officers and personnel as may be deemed necessary  
374 or appropriate by the Board from time-to-time.

375  
376 Section 2. The President shall be the Chief Executive Officer of the Federation. The President  
377 shall preside at all meetings of the Federation. The President shall have the general powers and  
378 duties of supervision and management of the Federation which usually pertain to his office, and  
379 shall perform all such duties as are properly required of the President by the Board of Directors.

380  
381 Section 3. The Vice President shall have such powers and perform such duties as usually  
382 pertain to such office or as are properly required by the Board of Directors. In the absence or  
383 disability of the President, the Vice President shall perform the duties and exercise the powers of the  
384 President.

385

386 Section 4. The Secretary shall issue notices of all Federation meetings, where notices of such  
387 meetings are required by law or in these Bylaws. The Secretary shall keep Minutes of said meetings  
388 and shall record the results of all votes cast by voice or hand and by tallied counts when done by  
389 roll call and shall determine and include in these minutes the total voting interest of the Federation  
390 at the time such vote was taken. The Secretary shall record the results of elections of directors  
391 together with the date the elected director's term expires. The Secretary shall publish and update a  
392 Book of Resolutions and Federation Policy and amendments to the Bylaws or Articles of  
393 Incorporation and shall perform such other duties normally expected of the office.  
394

395 Section 5. The Treasurer shall have or arrange for the care and custody of all the assets of the  
396 Federation. The Treasurer shall enter or arrange to enter on the books of the Federation full and  
397 accurate accounts of all monies received and paid on accounts of the Federation. The Treasurer  
398 shall sign and have co-signed by one (1) additional Federation officer such instruments as require  
399 the Treasurer's signature and shall perform all such duties as usually pertain to the office or as are  
400 properly required by the Board of Directors.  
401

## 402 **ARTICLE IX**

### 403 **INDEMNIFICATION**

404

405  
406 Section 1. The FEDERATION shall indemnify any person who was or is a party, or is  
407 threatened to be made a party, to any threatened, pending or contemplated action, suit or  
408 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the  
409 right of the FEDERATION) by reason of the fact that the person is or was a Director, employee,  
410 officer, committee member or agent of the FEDERATION, against expenses (including attorneys'  
411 fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and  
412 reasonably incurred in connection with the action, suit or proceeding if the person acted in good  
413 faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of  
414 the FEDERATION; and with respect to any criminal action or proceeding, if the person had no  
415 reasonable cause to believe the conduct was unlawful; except, that no indemnification shall be made  
416 in respect to any claim, issue or matter as to which such person shall have been adjudged to be  
417 liable for gross negligence or willful misfeasance or malfeasance in the performance of his or her  
418 duty to the FEDERATION unless and only to the extent that the court in which the action or suit  
419 was brought shall determine, upon application, that despite the adjudication of liability, but in view  
420 of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for  
421 such expenses which the court shall deem proper. The termination of any action, suit or proceeding  
422 by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall  
423 not, in and of itself, create a presumption that the person did not act in good faith and in a manner  
424 which he or she reasonably believed to be in, or not opposed to, the best interest of the  
425 FEDERATION; and with respect to any criminal action or proceeding, that the person had no  
426 reasonable cause to believe that the conduct was unlawful.  
427

428 Section 2. To the extent that a Director, officer, employee or agent of the FEDERATION has  
429 been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in  
430 Section 1, or in defense of any claim, issue or matter therein, such person shall be indemnified  
431 against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably  
432 incurred by such person.  
433

434 Section 3. Any indemnification under Section 1 above (unless ordered by a court) shall be made  
435 by the FEDERATION only as authorized in a specific case upon a determination that  
436 indemnification of the Director, officer, employee or agent is proper under the circumstances  
437 because such person has met the applicable standard of conduct set forth in Section 1. Such  
438 determination shall be made (a) by the Board with a majority vote of the Directors who were not  
439 parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if  
440 obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in written  
441 opinion, or (c) by approval of the Federation Members voting in their Representative Capacity.  
442

443 Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be  
444 paid by the FEDERATION in advance of the final disposition of such action, suit or proceeding as  
445 authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the  
446 Directors, officer, employee or agent to repay such amount unless it shall ultimately be determined  
447 that such person is entitled to be indemnified by the FEDERATION.  
448

449 Section 5. The indemnification shall not be deemed exclusive of any other rights to which those  
450 seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw,  
451 agreement, vote of members or otherwise; and as to action taken in an official capacity while  
452 holding office, shall continue as to a person who has ceased to be a Director, officer, employee, or  
453 agent and shall inure to the benefit of the heirs, executors and administrators of such a person.  
454

455 Section 6. The FEDERATION shall have the power to purchase and maintain insurance on  
456 behalf on any person who is or was a Director, officer, employee or agent of the FEDERATION, or  
457 is or was serving at the request of the FEDERATION as a Director, officer, employee or agent of  
458 another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted  
459 against said person and incurred by any person in any such capacity, as arising out of said person's  
460 status as such, whether or not the FEDERATION would have the power to indemnify said person  
461 against such liability under the provisions of this Article.  
462

463  
464 **ARTICLE X**  
465 **FISCAL AFFAIRS**  
466

467 Section 1. The fiscal year shall begin on April 1 and end on March 31 of each year.  
468

469 Section 2. The Board shall cause to be prepared a proposed budget to be considered at least five  
470 (5) months prior to the beginning of the fiscal year. Members shall be entitled to receive a copy of  
471 the budget by mail at least fifteen (15) days prior to a meeting of the Federation at which the budget  
472 will be adopted by the members. Upon the request of a Unit Owner in a Member Association, the  
473 Federation shall provide copies of the approved budget and its breakdown by association. In the  
474 event the budget is not made as required above, the budget shall be set at the same per unit amount  
475 as exists in the current year's budget, exclusive of any real or personal property amounts, which  
476 approved expenditure shall apply only to the current year's budget and not to future years.  
477

482 Section 3. Unless otherwise provided by law, the Board of Directors shall: 1) cause to render a  
483 financial statement of the Federation to its members and unit owners if requested, not later than four  
484 (4) months following the end of a fiscal year; and 2) cause to render an internal audit of the  
485 Federation's financial records for the purpose of verifying the same but no independent or external  
486 audit shall be required of it. These requirements do not preclude a certified audit of such records  
487 when approved by a majority vote of the Members voting in their Representative Capacity.  
488

489 Section 4. Instruments for the distribution of the Federation funds shall require the written  
490 approval of the Treasurer or Assistant Treasurer and one (1) additional Officer as recorded in the  
491 banking records of the Federation.  
492

493 Section 5. The Federation shall secure, bear the cost and keep in force a fidelity bond on each  
494 of its Officers, Directors, Member's Representative(s), Federation's Agent(s) or other Person(s)  
495 who shall have control or disburse funds of the Federation. The principal sum of said fidelity bond  
496 shall be in excess of the funds of the Federation, but in no case shall be less than TEN THOUSAND  
497 DOLLARS (\$10,000.00). Any management company with which the Federation has a contract shall  
498 provide fidelity bonding for its own employees, at its own expense, as directed by the Federation  
499 Board.  
500

501 Section 6. The Federation Members shall, according to law and in a fair and equitable manner,  
502 determine how the budget previously approved by the Membership shall be charged to each  
503 Federation Member. If any item or activity is of such a nature that the cost therefore should not be  
504 shared equally by all associations, then the Federation Members may allocate to the Association(s)  
505 an amount which is fair and equitable and according to law.  
506

507 Section 7. All monies duly paid to the Federation by its Member Associations shall become the  
508 property of the Federation. Surplus funds shall not be returned to the Member Associations, but may  
509 be credited to the following year's budget or used by the Federation in the manner approved by the  
510 Membership.  
511

512 Section 8. Certain funds, such as, but not limited to, Legal, Self Insurance and Emergency, may  
513 be established for the use or protection of Member associations. The funding and use of these funds  
514 shall be administered by the Federation's Board of Directors in compliance with established  
515 Administrative Codes approved and/or amended by the Federation Members. These funds must be  
516 budgeted as common expense of the Member associations.  
517

518  
519 **ARTICLE XI**  
520 **ACQUISITION OF PROPERTY**  
521

522 Section 1. Acquisition of Real property, except the acquisition of real property in trust as  
523 described in section 3 below, shall require a SEVENTY FIVE PERCENT (75%) direct, affirmative  
524 vote of the total voting interests of all of the Members of the Federation in aggregate. The vote may  
525 be taken at a meeting duly called by the Federation President, or the vote may be taken at each of  
526 the Member Associations' membership meetings according to respective Governing Documents and  
527 the applicable law. Unit Owners may vote in person, or by limited proxy.  
528

529

530 Section 2. Acquisition of property, other than Real, shall be limited to the funds provided for in  
531 the budget. Any proposed expenditure that exceeds the budgeted amount shall have the prior  
532 approval of the Members of the Federation before expenditure.  
533

534 Section 3. The Federation, upon a vote of a majority of the Board of Directors at a meeting duly  
535 called for the purpose, shall have the right to take as trustee title to the real property described in  
536 that certain trust deed dated the 30<sup>th</sup> day of April, 2007 and recorded at OR Book 17724, Page 743-  
537 754 of the public records of Hillsborough County, Florida, and any improvements thereon, or any  
538 personal property that may be associated either directly or indirectly with the administration of said  
539 real property.  
540

541  
542 **ARTICLE XII**  
543 **DEFAULT**  
544

545 Section 1. In the event of an alleged violation of the Articles of Incorporation or these Bylaws,  
546 the party alleging the default shall first be required to invoke the dispute resolution procedure  
547 contained in Article XIII. In the event that the parties to the dispute resolution procedure are not  
548 satisfied with the outcome of the dispute resolution, any of the parties may seek relief in a court of  
549 competent jurisdiction for equitable relief, damages or both. In the event such action takes place, the  
550 prevailing party in such an action shall be entitled to recover its attorneys' fees and costs, including  
551 any attorneys' fees and costs incurred as the result of an appeal.  
552

553 Section 2. The dispute resolution procedure contained in these Bylaws shall not be invoked and  
554 shall not be required, if the law otherwise requires some other mandatory mediation or arbitration  
555 procedure before suit is filed.  
556

557  
558 **ARTICLE XIII**  
559 **DISPUTE RESOLUTION PROCEDURE**  
560

561 Section 1. If a dispute arises between Members of the Federation or a Member(s) and the  
562 Federation which cannot be resolved by the personnel directly involved, either party may invoke  
563 this Dispute Resolution Procedure by giving written notice to the other, designating an executive  
564 officer with appropriate authority to be its representative in negotiations relating to the dispute.  
565

566 Section 2. Upon receipt of this notice, the other party shall, within five business days, designate  
567 an executive officer with similar authority to be its representative.  
568

569 Section 3. The designated executive officers shall, following whatever investigation each  
570 deems appropriate, but in no event later than fifteen (15) days following the designation of  
571 executive officers, promptly enter into discussions concerning the dispute.  
572

573 Section 4. If the dispute is not resolved as a result of such discussion within thirty (30) days  
574 following the designation of executive officers, the parties will initiate binding arbitration with the  
575 American Arbitration Association. The prevailing party in the binding arbitration shall be entitled to  
576 an award of prevailing party attorney fees and costs, including fees and costs on appeal.  
577

578 **ARTICLE XIV**  
579 **AMENDMENTS**  
580

581 Section 1. Proposals for amendment of these Bylaws may be made by the Board of Directors or  
582 by the holders of not less than twenty percent (20%) of all the Federation Members voting in their  
583 representative capacity or by a petition of Unit Owners representing fifteen percent (15%) of the  
584 total Unit Owners. Such proposals shall be delivered to the President who shall be required to call a  
585 special meeting of the Members within thirty (30) days. Notice of the meeting shall be given by the  
586 President in accordance with the Bylaws upon not less than ten (10) days notice. The notice of the  
587 meeting shall contain the full text of the language to be changed.  
588

589 Section 2. Adoption of the amendments shall require the affirmative Roll Call Vote of the  
590 members voting in their Representative Capacity of not less than sixty-six and two-thirds percent  
591 (66-2/3%) of the total voting interests of all of the Federation Members in aggregate. A copy of  
592 amendments which are approved shall immediately be certified as true and correct by the President  
593 and Secretary and recorded in the Book of Resolutions. Unless stated otherwise within the original  
594 motion, amendments will be filed within ten (10) business days with the Secretary of State of  
595 Florida and recorded amongst the Official Records of Hillsborough County, Florida.  
596

597  
598 **ARTICLE XV**  
599 **TERMINATION OF MEMBERSHIP**  
600

601 An Association may terminate its membership in the Federation effective at the end of any  
602 fiscal year by 1: giving written notice to the Secretary of the Federation, not less than ONE  
603 HUNDRED AND EIGHTY (180) DAYS prior to the end of the fiscal year; and 2: paying all  
604 assessments, dues, fees or other financial obligations to which the Association became obligated to  
605 pay during its term of membership.  
606

607  
608 **ARTICLE XVI**  
609 **COMMITTEES**  
610

611 Section 1. The Board of Directors by majority vote or the President without the concurrence of  
612 the Board may establish committees. Once established, the Board or the President, in respect to the  
613 committees that each has established, has the power to appoint and remove committee members,  
614 appoint and remove the chairperson of the committees, and dissolve the committees. All  
615 committees' authority, regardless of who established it, shall be advisory only. Committees shall be  
616 limited to making recommendations to the Directors or President. Neither the Board nor the  
617 President shall be bound by any recommendation made by a Committee, nor shall the Board or the  
618 President be limited in their respective powers or authorities by any act, advice, or recommendation  
619 of a committee. Notwithstanding the powers given under this Section to the President, the Board of  
620 Directors by majority vote may reverse any decision of the President to establish or dissolve any  
621 committee, appoint or remove committee members, or appoint or remove a chairperson of a  
622 committee.  
623

626 Section 2. The Board of Directors or the President establishing the committee shall provide in  
627 writing to the committee its specific assignment and the committee shall limit its work to the  
628 specific assignment it has been given. Notwithstanding this limitation, the committee may consider  
629 other matters that are reasonably related to its assignment and that will assist it in giving sound  
630 advice and recommendations; however, the committee's report shall only respond to its specific  
631 assignment.

632  
633 Section 3. The term of all committees shall expire on March 31 of each year, upon dissolution or  
634 upon the termination of the President in the case where the President has established the Committee.  
635 The term of a committee may be extended by a majority vote of the Board of Directors. A  
636 committee member may resign his committee membership, or a committee chairperson may resign  
637 their chairpersonship at any time in the same manner and with the same effect as a director resigns  
638 as set forth in Article VII, Section 3.

639  
640 Section 4. Committees shall be comprised of Kings Point unit owners. Any Kings Point unit  
641 owner may submit his/her name to the Federation's Secretary for the President's or Board's  
642 consideration for appointment. Employees of any professional management corporation or with any  
643 organization that services the Federation, its Member Associations or unit owners are excluded  
644 from committees but may consult with a committee upon the invitation of the Committee, the  
645 Board, or the President.

646  
647 Section 5. Notwithstanding anything in this Article to the contrary, there shall be a standing  
648 committee named the Recreational Facilities Executive Committee (the "Executive Committee").  
649 The purpose of the Executive Committee is set forth in that certain resolution dated June 1, 2007, as  
650 may have been amended or superseded by other resolutions thereafter. The Executive Committee  
651 members, their term of office, and the chairperson of the Executive Committee, shall be determined  
652 by the Board of Directors. The Board of Directors shall have the power to remove Executive  
653 Committee members, remove the Chairperson, modify the terms for which they serve, and to modify  
654 the purpose of the Executive Committee.

655  
656  
657 **ARTICLE XVII**  
658 **MISCELLANEOUS**  
659

660 Section 1. There shall be no dividends paid to any of the Federation Members, nor shall any  
661 part of the income of the Federation be distributed to its Members, Board of Directors or Officers.  
662 In the event there are any excess receipts over disbursements as a result of performing services,  
663 such income shall not be distributed to the Federation Members, Directors or Officers but, with  
664 membership approval, shall be applied against future expenses of the Federation in connection with  
665 the general purposes for which the Federation was organized.

666  
667 Section 2. Limited proxies: Unless otherwise provided by law, votes may be cast by the  
668 Federation Members in person or by limited proxy. The proxy must be dated, must state the date,  
669 time, and place of the meeting for which it was given, and must be signed by the authorized person  
670 who executed the proxy. A proxy is effective only for the specific meeting for which it was  
671 originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and  
672 automatically expires 90 days after the date of the meeting for which it was originally given. A  
673 proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form

674 expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her  
675 place. Unless otherwise required by law, the proxies shall be filed with the Secretary prior to the  
676 meeting for which they are given. Unless the law requires otherwise, the foregoing shall be  
677 permitted only when there are no Directors of a Member Association available to attend a meeting  
678 in person.

679

680 Section 3. Parliamentary Rules: Roberts' Rules of Order (latest addition) shall govern the  
681 conduct of the Federation's meetings.

682

683 Section 4. The books, records and papers of the Federation shall at all times, during reasonable  
684 business hours, be subject to the inspection of any Member of the Federation and available for  
685 inspection to Unit Owners in any Member association upon request. Federation Articles of  
686 Incorporation and Bylaws shall be kept up-to-date and provided to all Unit Owners if requested.

687

688 Section 5. The Federation Membership may audit all multiple contracts that the management  
689 company or professional manager arranges for Member Associations. Unit Owners and Federation  
690 Members can access these records and audits if requested.

691

692 Section 6. The Federation Board shall require the management company to develop, maintain  
693 and keep an up-to-date true and accurate electronic copy of all Federation Governing Documents:

694

695 A. Only the signed paper copy along with a filing stamp and certificate shall be  
696 considered the legal copy;

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**Exhibit A**

722  
723  
724 Association shall have the power to become a member of Federation of Kings Point  
725 Associations, Inc. ("Federation"), pursuant to Federation's Articles of Incorporation and Bylaws,  
726 which are set forth in Book 5886, Page 1101 of the Official Records of Hillsborough County,  
727 Florida, and as have been amended and incorporated by reference as if fully set forth herein. All  
728 acts of Association and the members of its Board of Directors in the formation of the Federation are  
729 hereby ratified and confirmed.

730  
731 All assessments levied by Federation against Association, pursuant to Federation's Articles  
732 of Incorporation and By-Laws, including, but not limited to, any expenses associated with the  
733 acquisition and operation of recreation facilities which may hereafter be acquired by the Federation  
734 (which recreation facilities are currently subject to a Long-Term Lease), are and shall be common  
735 expenses of this Association. All Federation assessments against Association shall be secured by the  
736 lien described elsewhere in the Declaration of the Association. Unpaid assessments imposed by  
737 Federation shall be subject to collection in the same fashion as any other unpaid assessment of the  
738 Association as set forth in Declaration. Federation shall have a lien on each parcel for unpaid  
739 Federation assessments, together with interest thereon, against the unit owner of such parcel.  
740 Federation's lien shall also secure all reasonable attorney's fees incurred by Federation incident to  
741 the collection of such assessment or the enforcement of such lien, together with all sums advanced  
742 and paid by Federation for taxes and payments on account of superior mortgages, liens or  
743 encumbrances which may be required to be advanced by Federation in order to preserve and protect  
744 its lien. Federation's lien shall be effective as and enforceable in the manner provided for by the  
745 Condominium Act, Chapter 718 Florida Statutes, or Chapter 720, Florida Statutes, but shall be  
746 subject to the rights and privileges of persons obtaining title to a condominium parcel as provided  
747 for by law.

748  
749 (If the Association is a condominium the following shall be added: Association's interest in  
750 Federation shall be "Association Property", as that term is defined in Section 718.103(3), Florida  
751 Statutes (1988), and held by Association for the use and benefit of its members.)

752  
753 The Board of Directors of any Association shall have the power to enter into agreements and  
754 contracts with Federation for the operation, maintenance and management of the property managed  
755 by the Association, including, but not limited to, authorizing the Federation to enter into agreements  
756 and contract on behalf of the Association for that purpose.

770 **Exhibit B**

771  
772 **MEMBERSHIP APPLICATION**

773 **To**

774 **FEDERATION OF KINGS POINT ASSOCIATIONS, INC.**

775  
776  
777 This APPLICATION is an AGREEMENT made and entered into and effective on the  
778 \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ by and between the FEDERATION OF KINGS POINT  
779 ASSOCIATIONS, INC., a Florida nonprofit corporation, having for the purpose of this Agreement,  
780 its principal office at 1902 Clubhouse Drive, Suite A, Sun City Center West, Florida and hereinafter  
781 called the "Federation", party of the first part, and

782  
783 \_\_\_\_\_ ASSOCIATION, INC., a Florida nonprofit corporation, having for the  
784 purpose of this Agreement, its principal office at 1904 Clubhouse Drive, Sun City Center West,  
785 Florida and hereinafter called the "Association", party of the second part.

786  
787  
788 **WITNESSETH:**

789  
790 WHEREAS, the purpose of the Federation of Kings Point Associations, Inc. is to provide a  
791 multi-condominium and homeowner association administration using directors within a multi-  
792 condominium and homeowner association community to hold title to real and personal property, to  
793 protect the investment and enhance the value of the properties owned by its members, make  
794 determination over matters which affect the administration of all or less than all but more than one  
795 condominium or homeowner association, all of which shall be done in compliance with Florida  
796 Statutes. The administration shall not insert itself into the conduct of the affairs of any individual  
797 condominium or homeowner association carried out pursuant to its own Articles of Incorporation,  
798 Bylaws and the appropriate statutes; however, the Federation Membership may approve assisting a  
799 member if requested in writing to do so by said Member, and

800  
801 WHEREAS, the powers of the Federation of Kings Point Associations, Inc. shall include all  
802 powers granted to a not-for-profit corporation under the laws of the State of Florida. It shall have  
803 the power to do all things reasonable and necessary to effectuate its purposes, as the same may be  
804 permitted by law, and

805  
806 WHEREAS, the Association has amended its documents to include the following:

807  
808  
809 Association shall have the power to become a member of Federation of Kings Point  
810 Associations, Inc. ("Federation"), pursuant to Federation's Articles of Incorporation and By-Laws,  
811 which are set forth in Book 5886, Page 1101 of the Official Records of Hillsborough County,  
812 Florida, and as later amended and incorporated by reference as if fully set forth herein. All acts of  
813 Association and the members of its Board of Directors in the formation of the Federation are hereby  
814 ratified and confirmed.

**Exhibit B cont.**

All assessments levied by Federation against Association, pursuant to Federation’s Articles of Incorporation and By-Laws, including, but not limited to, any expenses associated with the acquisition and operation of recreation facilities which may hereafter be acquired by the Federation (which recreation facilities currently subject to a Long-Term Lease), are and shall be common expenses of this condominium or home owner association. All Federation assessments against Association shall be secured by the lien described elsewhere in the Declaration of the Association. Unpaid assessments imposed by Federation shall be subject to collection in the same fashion as any other unpaid assessment of the Association as set forth in Declaration.

(If the Association is a condominium, the following shall apply: Association’s interest in Federation shall be “Association Property”, as that term is defined in Section 718.103(3), Florida Statutes (1988), and held by Association for the use and benefit of its members.)

The Board of Directors of Association shall have the power to enter into agreements and contracts with Federation for the operation maintenance and management of the property managed by the Association, including, but not limited to, authorizing the Federation to enter into agreements and contract on behalf of the Association for that purpose.

NOW THEREFORE, be it known to all parties that \_\_\_\_\_ Association, Inc. did, on the date first written above, agree to be a Member of the Federation and comply with the Federation’s Articles of Incorporation, Bylaws, their amendments and determinations made by the Federation in accordance with said Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the parties have executed this Agreement and have affixed their seals as of the date first written above.

Association:  
Membership requested

Federation:  
Membership approved

By: \_\_\_\_\_  
President

By: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary

Attest \_\_\_\_\_  
Secretary

(Corporate Seal)

(Corporate Seal)

866 EXHIBIT C

867  
868 AMENDED AND RESTATED BYLAWS  
869 OF THE  
870 THE FEDERATION OF KINGS POINT ASSOCIATIONS, INC.  
871 (A not-for-profit Florida corporation)  
872

873 Page 1 of 2

874  
875 The Federation consists of a total of nine (9) Election Districts referred to in Article V, Section 1 D.  
876 Each Election District consists of Federation Members as stated below and as referred to in Article  
877 II, Section 7.

878  
879 **District I = 642 units**

880 Andover A, B, C, D, E, F, G, H & I consisting of 216 units  
881 Bedford A, B, C, D, E, F, G, H & J consisting of 216 units  
882 Fairfield A, B, C, D, E, F, G & H consisting of 210 units

883  
884 **District II = 634 units**

885 Cambridge A, B, C, E, F, H, I, J, K, L & M consisting of 284 units  
886 Canton Court D consisting of 24 units  
887 Dorchester A, B, C & D consisting of 100 units  
888 Gloucester A, B, C, D consisting of 120 units  
889 The Knolls, Knolls II, Knolls III consisting of 106 units

890  
891 **District III = 610 units**

892 Gloucester E, F, G, H, J, K, L, M, N & P consisting of 282 units  
893 Highgate A, B, C, D, E & F consisting of 138 units  
894 Idlewood consisting of 96 units  
895 Princeton consisting of 46 units  
896 Quail Pass consisting of 24 units  
897 T Pod consisting of 24 units

898  
899 **District IV = 648 units**

900 Highgate II, III & IV consisting of 374 units  
901 Lancaster I & III consisting of 274 units

902  
903 **District V = 639 units**

904 Lancaster II & IV consisting of 182 units  
905 Radison I & II consisting of 135 units  
906 Southampton I & II consisting of 110 units  
907 Tremont I & II consisting of 141 units  
908 Worthington consisting of 50 units  
909 Yorkshire consisting of 21 units

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913  
914 SEC Approved 10/11/2006 Filing Date 06/07/2007

Membership Approved 03/21/2008 Page 19 of 23 Recorded: 04/22/2008  
Replaces 03/17/95 Version and its Subsequent Updates

**EXHIBIT C** *cont.*

915		
916		
917		
918	<b>Districts VI = 621 units</b>	
919	Manchester I, II, III, & IV	consisting of 328 units
920	Nantucket I, II, III	consisting of 293 units
921		
922	<b>District VII = 631 units</b>	
923	Nantucket IV & V	consisting of 109 units
924	Oxford I & II	consisting of 194 units
925	Villeroy	consisting of 80 units
926	Acadia	consisting of 72 units
927	Acadia II	consisting of 66 units
928	S Pod	consisting of 110 units
929		
930	<b>District VIII = 600 units</b>	
931	Brookfield	consisting of 90 units
932	Corinth	consisting of 58 units
933	Devonshire	consisting of 60 units
934	Edinburgh	consisting of 42 units
935	Fairborne	consisting of 72 units
936	Grantham	consisting of 76 units
937	Huntington	consisting of 42 units
938	Inverness	consisting of 86 units
939	Nottingham	consisting of 74 units
940		
941	<b>District IX = 640 units</b>	
942	Jameson	consisting of 56 units
943	Kensington	consisting of 96 units
944	Lyndhurst	consisting of 98 units
945	Portsmouth	consisting of 108 units
946	Maplewood	consisting of 102 units
947	Oakley Greens	consisting of 124 units
948	Richmond	consisting of 56 units
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964 **Exhibit D**

965 **FEDERATION OF KINGS POINT ASSOCIATIONS, INC.**  
966 **OPERATING PROCEDURES (OP-5) STANDING ELECTION COMMITTEE**  
967 **PROCEDURES FOR THE ELECTION OF DIRECTORS**  
968

969  
970  
971 **SECTION 1. PREPARING FOR AND CONDUCTING ELECTIONS**  
972

973 **A.** The Standing Elections Committee (“SEC”) shall conduct the Election of Directors at the  
974 same time that each Member is conducting their respective Board of Director elections. The SEC  
975 shall direct the Management Company (“Management”) as necessary to assist in conducting the  
976 elections.  
977

978 **B.** Ballots and other voting materials will be mailed by first class U. S. mail by Management to  
979 all of the Voting Interests within any District that has a Director whose term is expiring at the next  
980 annual meeting of the Federation. The voting materials will be mailed at the same time that the  
981 voting materials for the election of the Member’s Board of Directors are mailed.  
982

983 **C.** So the voter may easily distinguish between the Federation voting materials and the Member  
984 voting materials, the Federation voting materials will be on color paper stock of a clearly different  
985 color than the Member voting materials.  
986

987 **D.** Each Voting Interest shall receive one (1) ballot which will have no markings to identify the  
988 voter; one (1) sealable, inner ballot envelope labeled with the word **BALLOT**, but which will have  
989 no markings to identify the voter; and one (1) larger, sealable outer envelope with information on its  
990 face that will identify the Voting Interest. The larger envelope will be preaddressed for U.S. mail to  
991 the Manager. The Voting Interest will also receive instructions about how to properly complete and  
992 submit the ballot.  
993

994 **E.** Ballots, inner envelopes, and outer envelopes shall also be available at the Member’s annual  
995 meeting. A Unit Owner may vote by mail or in person at the Member’s annual meeting.  
996

997 **F.** All outer envelopes received by Management will be collected, checked against the Unit  
998 Owner roster of the Member, stamped as received, and recorded onto the respective Member’s tally  
999 sheet. Then it shall be placed unopened into the respective Member’s ballot container. If an outer  
1000 envelope cannot be confirmed as from a Unit Owner on the roster, it will be marked as void, remain  
1001 unopened, but retained by Management.  
1002

1003 **G.** Management will have custodial responsibilities related to the ballots until all ballots have  
1004 been delivered to the Standing Election Committee at the Annual Meeting of the Federation  
1005 Membership in March of each year.  
1006

1013 **Exhibit D cont.**

1014

1015 **SECTION 2. Counting the Ballots**

1016

1017 **A.** Ballots shall be counted at the annual meeting of the Federation.

1018

1019 **B.** The members of the SEC shall be the tally keepers (“Counters”). There shall be at least  
1020 three counters, and they shall be seated at a “Counting Table” located in the same room as the  
1021 meeting. Each counter shall keep an independent, written tabulation of the vote. The SEC may  
1022 appoint additional support personnel as required to facilitate this process.

1023

1024 **C.** The Management Company (“Management”) shall assign personnel and provide equipment  
1025 and supplies sufficient so that Management’s election responsibilities can be carried out efficiently.

1026

1027 **D.** Management shall supply appropriate individual Recording Sheets to the Counters for the  
1028 purpose of recording their counts. The Recording Sheets shall list the Associations in order and  
1029 have a grid arrangement to make easier the job of marking the tally.

1030

1031 **E.** Prior to the annual meeting Management shall sort and order the sealed voting materials by  
1032 Association and place them in a file. The outer envelope shall not be opened prior to the Federation  
1033 annual meeting. At the Federation annual meeting Management, the Counters, and the additional  
1034 support personnel, if any, shall open the inner and outer envelopes and remove the ballot. When the  
1035 ballots have been removed from the inner envelopes they will at that time and at all times thereafter  
1036 be kept separate from the inner and outer envelopes to insure voter anonymity. The ballots shall be  
1037 passed, one at a time and ordered by Association, to the counters at a reasonable pace. After the  
1038 counters have recorded the vote from a ballot, that ballot shall be passed to a management person  
1039 who shall input the voting data from the ballots into a computer. The ballot shall then be placed in a  
1040 “Recorded Ballot File” where the ballots shall be kept ordered by Association.

1041

1042 **F.** At the conclusion of the count, a copy of Management’s computer tabulation shall be printed  
1043 out. The counters may use the computer printout as an aid in their work, but the election outcome  
1044 shall rest solely on the result determined by the Counters.

1045

1046 **G.** In the event of disagreement among the counters the computer printouts may be used to  
1047 pinpoint specific disagreements. Where necessary, disagreements among the counters may be  
1048 resolved by retrieving for reexamination the ballots in question from the Recorded Ballot File.  
1049 Ballots so retrieved shall be returned to the Recorded Ballot File after reexamination.

1050

1051 **H.** When all of the ballots have been counted, the names and vote count of all candidates  
1052 (“election results”) shall be read out to the Federation Membership by the Presiding Officer.

1053

1054 **I.** After the election results have been read to the Membership, election materials, including  
1055 but not limited to, ballots, computer printouts and written tabulations, shall be placed in an envelope  
1056 sealed and signed by the SEC Chairperson. The sealed envelope containing these election materials  
1057 shall be stored with the Federation records.

**Exhibit D cont.**

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- J.** The election results shall be published as part of the minutes of the annual election meeting.
- K.** The ballots are privileged. Subject to the exceptions enumerated in this paragraph, only the counters, selected management officials, and the observers may see the election materials. The exceptions to the foregoing restriction on viewing are:
  - 1.** In the event of a dispute on election day, the SEC Chairperson may authorize inspection of the election materials by the affected candidate and election committee.
  - 2.** Any statutory right to inspect the voting materials.
- L.** At the end of any statutorily required storage period the election materials may be destroyed.

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