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**AMENDED AND RESTATED BYLAWS OF THE
KINGS POINT WEST RECREATIONAL FACILITIES
RULES ASSOCIATION, INC.**
(a not-for-profit corporation of the State of Florida)

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**ARTICLE I
NAME AND LOCATION**

19 The name of the corporation is KINGS POINT WEST RECREATIONAL FACILITIES RULES
20 ASSOCIATION, INC., hereinafter referred to as the "Rules Association". Meetings of members
21 and directors will be held within Kings Point West of Sun City Center West, Florida as designated
22 by the Board of Directors.
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**ARTICLE II
PURPOSE**

34 The purpose of this Rules Association is to (1) adopt, amend, revise and promulgate rules and
35 regulations concerning the use of lease property known as the Kings Point Recreational Facilities by
36 lessees thereof who are owners of condominium or homeowner association units at Kings Point
37 West, Sun City Center West, Florida, and (2) have and exercise any and all other powers, rights and
38 privileges of a not-for-profit corporation organized under the laws of the State of Florida which may
39 be inherent in or reasonably necessary for the fulfillment of the aforementioned rule making
40 function. Unit Owner interests shall remain a paramount consideration in all decisions.
41

42 The Kings Point Recreational Facilities are located at Kings Point West which is a community of
43 condominium and homeowner associations at Sun City Center West, Florida. Said Facilities is are
44 more particularly defined and described by the terms of the long-term leases with Kings Point West,
45 Inc. ("Lessor") whereby the owners of condominium and homeowner association units at Kings
46 Point West have obtained non-exclusive leasehold interests in said facilities for recreation purposes
47 ("unit owner/lessees").
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Limitation: This Rules Association shall adopt no rule which shall have the effect of violating or
changing the terms of the aforesaid long-term leases with the various unit owner/lessees, restricting
the rights of the Lessor as provided therein, permitting acts or practices which may injure or
endanger any individual or the demised premises, or restricting unreasonably any unit
owner/lessee's right to peaceably assemble or invite public officers or candidates for public office
to appear and speak on or within the Recreational Facilities.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings

The annual membership meeting shall be held at a place and hour chosen by the Board of Directors
in the fourth quarter of each calendar year for the purpose of electing directors and transacting any
other business authorized to be transacted by the members. The first annual membership meeting

50 shall be held as soon as practicable after this Association is formed even though the result may be
51 that two annual membership meetings may be held in 1980. The Board of Directors may designate
52 another membership meeting of the members as the annual membership meeting in lieu of the
53 meeting otherwise to be held as the annual membership meeting, provided that, the notice thereof
54 states that said meeting shall constitute the annual meeting. Notwithstanding the foregoing, any
55 membership meeting called for the purpose of considering a proposed Rule Change shall be called
56 in accordance with the provisions of Article III of the Articles of Incorporation.

57
58 **Section 2. Special Meetings**

59 A. For Rule making Purposes: Article III of the Articles of Incorporation governs
60 requirements regarding the steps of the rule making process of this Rules Association, notice
61 requirements for special membership meetings to consider a Rule Change, and voting necessary
62 to approve a Rule Change.

63
64 B. Other Special Meetings: Special membership meetings for purposes other than the rule
65 making process of the Rules Association shall be held whenever called by the President or Vice
66 President or by a majority of the Board of Directors. Special membership meetings shall also be
67 called by such officers upon receipt of written request from one-fourth ($1/4$) of the members
68 provided such request for a meeting sets forth the agenda for such meeting and is received by
69 the President at least fifteen (15) days before the requested special membership meeting date.
70 No other business but that specified in the notice of a special membership meeting may be
71 transacted without the unanimous consent of the representatives of all members present at such
72 meeting.

73
74 **Section 3. Notice**

75 A. For Rule Making Meetings: Requirements regarding notice for a membership meeting at
76 which a Rule Change shall be considered are set forth in Article III of the Articles of
77 Incorporation. Such notice to the president of each member association shall be in written form
78 and inserted in each president's mailbox not less than ten (10) days prior to the meeting.

79
80 B. For Other Meetings: No other membership meeting may be held without prior notice thereof
81 unless such notice is waived at the respective meeting. The President, Vice President or
82 Secretary shall give notice of other membership meetings stating the time and place and
83 business for which the meeting is called, unless waived in writing. Such notice to each member
84 association shall be in written form and inserted within each president's mailbox not less than
85 ten (10) days prior to the meeting.

86
87 **Section 4. Quorum and Acts**

88 A quorum at all membership meetings shall consist of the presence of a simple majority of fifty-one
89 percent (51%) of the total voting interests of all of the Rules Association Members in aggregate.
90 The acts approved by a simple majority of the votes present at a meeting at which a quorum is
91 present shall constitute the acts of the membership except when a different voting requirement is
92 prescribed by the Articles of Incorporation, or these Bylaws, or the laws of the State of Florida.

93
94 **Section 5. Voting**

95 Each member association as defined in Article III, A of the Articles of Incorporation shall be
96 entitled to cast one (1) vote.

97
98 The Articles of Incorporation have designated the president of each member association as the
99 principal voting representative of said member; however, in the absence of the president, the vice

100 president or any other duly appointed officer of the member association may cast its vote at any
101 meeting of the Rules Association.

102
103 **Section 6. Proxies**

104 No proxy shall be necessary from the member association unless the said member wishes its vote to
105 be cast by a person who is not an officer thereof. The presence of the president (or vice president or
106 duly appointed officer in the absence of the president) at a meeting shall constitute a presence of the
107 member association and the vote by such present officer shall constitute the vote of the member
108 association. To be valid, a proxy must be signed by a Board officer and filed with the Rules
109 Association Secretary before the appointed time of the meeting.

110
111 In the event of a controversy concerning who shall cast the vote of the member association in the
112 absence of the president, the right to cast such vote shall first succeed to the vice president, then to
113 the secretary, then to the treasurer, and finally to the person holding a valid proxy of the member
114 association.

115
116 **Section 7. Adjourned Meetings**

117 If any meeting of the members cannot be organized because a quorum has not attended, the
118 members who are present, either in person or by proxy, may adjourn the meeting from time to time
119 until a quorum is present.

120
121 **Section 8. Order of Business**

122 The order of business at annual members' meetings and as far as practical at other members'
123 meetings, shall be:

- 124
125 A. Calling of the roll and certifying the proxies
126 B. Proof of notice of meeting or waiver of notice
127 C. Call meeting to order
128 D. Pledge of Allegiance
129 E. Approval of minutes from preceding meeting
130 F. Reports of Officers
131 G. Reports of Committees
132 H. Unfinished business
133 I. New business
134 J. Elections
135 K. Adjournment
136

137 **Section 9. Presiding Officers**

138 At each meeting of the members, the President, or in his absence the Vice President, shall preside
139 and the Secretary of the Association shall be the Secretary for the meeting.

140
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142 **ARTICLE IV**
143 **DIRECTORS**
144

145 **Section 1. Board of Directors**

146 A Board of three (3) directors shall manage the affairs of the Rules Association. The composition of
147 the Board, qualification for directors, and provisions for staggered terms of the directors are set
148 forth in Article VI of the Articles of Incorporation.
149

150 **Section 2. Election of Directors**

- 151
- 152 A. Election of Lessee Directors shall be held at the annual membership meeting.
- 153
- 154 B. The President may appoint a nominating committee prior to the annual membership
- 155 meeting. The committee shall nominate one person for each directorship to be filled.
- 156 Nominations may also be made from the floor.
- 157
- 158 C. The election of directors shall be by ballot and shall be determined by a majority of
- 159 the votes cast of all the member associations. There shall be no cumulative voting.
- 160
- 161 D. Except for vacancies created by term limits or as provided by removal of Lessee
- 162 Directors by members, all vacancies on the Board of Directors occurring between
- 163 annual meetings of members, including vacancies created by increasing the size of
- 164 the Board, shall be filled by the vote of a majority of the remaining directors.
- 165
- 166 E. Any Lessee Director may be removed by concurrence of two-thirds of the members
- 167 represented at a special meeting of the members called for that purpose. The
- 168 members of the Rules Association at the same meeting shall fill the vacancy in the
- 169 Board of Directors so created.
- 170

171 **Section 3. Term of Office**

172 Except for one of the Lessee Directors elected at the first annual memberships meeting for a one

173 year term, the term of each Lessee Director shall be two years and until his successor is duly elected

174 and qualified or until he is removed in the manner provided elsewhere herein. The term of each

175 Lessee Director shall be staggered so that the term of one Lessee Director shall expire each year.

176 The term of the Lessee Director shall be until another person appointed by the Lessee replaces said

177 Director.

178

179 **Section 4. First Board of Directors**

180 In accordance with the Articles of Incorporation, the Board of Directors appointed and named in

181 said Articles of Incorporation shall serve at least until an election of directors is held at the first

182 annual meeting.

183

184 **Section 5. Annual Meetings**

185 The annual meeting of the Board of Directors may be held at such time and place as shall be

186 determined by the directors, except that such annual directors' meeting shall be held as soon as

187 practicable following the annual membership meeting. If held at any time other than immediately

188 following the annual membership meeting, there shall be three (3) days notice given to the President

189 personally or by mail, telephone or e-mail, which notice shall state the time and place of the

190 meeting.

191

192 **Section 6. Special Meetings**

193 Special meetings of the directors may be called by the President or may be called by the Secretary

194 at the written request of two-thirds of the directors. Not less than three days' notice of the meeting

195 shall be given in writing, personally, ~~or~~ by mail or e-mail, which notice shall state the time, place

196 and purpose of the meeting.

197

198

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200 **Section 7. Waiver of Notice**
201 Any director may waive notice of a meeting and such waiver shall be deemed equivalent to the
202 giving of the notice. Attendance at a meeting shall constitute a waiver of notice.
203
204 **Section 8. Quorum and Voting**
205 A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The
206 acts approved by a majority of directors shall constitute the acts of the Board of Directors except
207 when approval by a greater number of directors is required by the Articles of Incorporation, these
208 Bylaws, or the laws of the State of Florida.
209
210 **Section 9. Adjourned Meetings**
211 If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of
212 those present may adjourn the meeting from time to time until a quorum is present. At any
213 adjourned meeting, any business that might have been transacted at the meeting as originally called
214 may be transacted without further notice at a succeeding meeting.
215
216 **Section 10. Joinder in Meeting by Approval of Minutes**
217 The joinder of a director in the action of a meeting by signing and concurring with the minutes of
218 that meeting shall constitute the presence of such director for the purpose of determining a quorum.
219
220 **Section 11. Presiding Officer and Secretary for Meetings**
221 The presiding officer of the directors' meetings shall be the chairperson of the Board if such an
222 officer has been elected; and if none, the President shall preside. In the absence of the presiding
223 officer, the directors present shall designate one of their members to preside. The Secretary of the
224 Rules Association shall be the secretary for the meetings of directors, unless absent, in which case
225 the directors shall designate one of their members to act as secretary for the meeting.
226
227 **Section 12. Compensation**
228 No director shall receive compensation for any service he or she may render to the Rules
229 Association as director.
230
231 **Section 13.** The Board may appoint such committees and delegate such duties and powers
232 thereto as it may deem advisable.
233
234 **Section 14. Attendance by Telephone**
235 Any member or members of the Board of Directors shall be deemed present and voting at a meeting
236 of such Board if said member or members participate in the meeting by means of a conference
237 telephone or similar communications equipment or device enabling all persons participating in the
238 meeting to hear each other.
239
240 **Section 15. Action Without Meeting**
241 Any required or permitted action can be taken at any meeting if written consent to the action signed
242 by all the members of the Board is filed with the minutes of the proceedings of the Board.
243
244 **Section 16. Powers**
245 The Board of Directors shall have the power to:
246
247 A. Initiate Rule Changes in accordance with the procedure set forth in the Articles of
248 Incorporation.
249

250 B. Exercise for the Rules Association all powers, duties and authority vested in or
251 delegated to this Rules Association and not reserved to the membership by other
252 provisions of these Bylaws or the Articles of Incorporation.
253

254 **Section 17. Duties**

255 It shall be the duty of the Board of Directors to:

256
257 A. Cause to be kept a complete record of all its acts and corporate affairs and to present
258 an oral or written statement thereof to the members at the annual meeting of the
259 members.
260

261 B. Cooperate with the Lessor in the enforcement of promulgated rules and regulations.
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264 **ARTICLE V**
265 **OFFICERS**
266

267 **Section 1. First Officers**

268 In accordance with the Articles of Incorporation, the first officers of the Rules Association named
269 and appointed in such Articles of Incorporation shall serve until the Board of Directors elects their
270 qualified successors.
271

272 **Section 2. Executive Officers**

273 The executive officers of the Rules Association shall be a President, a Vice President, a Treasurer-
274 Secretary and other officers as shall be elected by the Board. The President, Vice President and
275 Secretary-Treasurer must be directors. Except as provided in Section 1 of this Article, the Board of
276 Directors shall elect such officers annually. The Board of Directors may appoint such assistant or
277 other officers and designate their powers and duties as the Board shall find to be required to manage
278 the affairs of the Rules Association. Each officer shall serve until the Board elects a qualified
279 successor. The Board by a two-thirds affirmative vote may remove an officer with or without cause
280 and fill such vacancy.
281

282 **Section 3. President**

283 The President shall be the chief executive officer of the Rules Association. He shall have all the
284 powers and duties that are usually vested in the office of President of an association, including but
285 not limited to the power to appoint committees from among the representatives of members as he or
286 she in his or her discretion may determine appropriate, to assist in the conduct of the affairs of the
287 Rules Association.
288

289 **Section 4. Vice-President**

290 The Vice-President, in the absence or disability of the President, shall exercise the powers and
291 perform the duties of the President. He or she also shall assist the President generally, and exercise
292 such other powers, and perform such other duties as shall be prescribed by the directors.
293

294 **Section 5. Secretary**

295 The Secretary shall keep the minutes of all proceedings of the directors and members. He or she
296 shall attend to the giving and serving of all notices to the members, directors, and others that are
297 required by law. He or she shall have custody of the seal of the Rules Association and affix it to any
298 instruments requiring a seal when duly signed. He or she shall keep the records, of the Rules
299

300 Association except those of the Treasurer unless the Secretary is also the Treasurer of the Rules
301 Association. The Secretary shall perform all other duties incident to the office of Secretary of a
302 corporation and as may be required by the Board of Directors or the President. Any Assistant
303 Secretary elected shall perform the duties of the Secretary when the Secretary is absent.
304

305 **Section 6. Treasurer**

306 The Treasurer shall have custody of all property of the Association. He or she shall keep the books
307 of the Rules Association in accordance with good accounting practices; and he or she shall perform
308 all other duties usually incident to the office of Treasurer.
309

310 **Section 7. Compensation**

311 No Officer shall receive any compensation by reason of his office.
312
313

314 **ARTICLE VI**
315 **FISCAL MANAGEMENT**
316

317 All expenses of the Rules Association shall be paid by the Lessor of the Kings Point Recreational
318 Facilities, provided however, that no payment or reimbursement of expenses by the Lessor shall be
319 made unless (1) pursuant to a budget approved in writing by Lessor or (2) approved in writing by
320 the Lessor on an item by item basis.
321

322 The fiscal year of the Association shall be the calendar year.
323
324

325 **ARTICLE VII**
326 **AMENDMENTS**
327

328 **Section 1.** These Bylaws shall be adopted by the initial Board of Directors as constituted under
329 Article VIII of the Articles of Incorporation, at the organizational meeting of the board. Thereafter,
330 these Bylaws may be altered, amended, or rescinded by:
331

332 A. The unanimous vote of the entire Board of Directors, and
333

334 B. After notice to the members, by the affirmative vote of sixty six and two-thirds ($66 \frac{2}{3}$) of
335 the member associations present at any regular or special meeting of the membership
336

337 However:
338

339 C. Without the written consent of the Lessor, no amendment to the Bylaws shall be valid which
340 affects any of the rights and privileges provided to the Lessor pursuant to the long-term leases,
341 and
342

343 D. Amendments to Article VIII, Section 2, of these Bylaws shall be considered a Rule Change
344 and governed by Article III, C of the Articles of Incorporation rather than this Article VII.
345

346 **Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws,
347 the Articles of Incorporation hereof shall control.
348
349

350 **ARTICLE VIII**
351 **INITIAL RULES AND REGULATIONS**
352

353 **Section 1.** This Rules Association has been created subsequent to the first leasing of the Kings
354 Point Recreational Facilities and at a time when several hundred owners of condominium units of
355 the Kings Point West community of condominiums have previously been enjoying the use of said
356 facilities pursuant to the existing rules and regulations. In order to provide continuity and to prevent
357 any period of time during which there would be no effective rules and regulations pertaining to the
358 use of the Kings Point Recreational Facilities, the rules and regulations existing ~~as of~~ at the time this
359 Association is created have been set forth within Administrative Code AC-I pursuant to the
360 directive of Article II of the Articles of Incorporation. Until changed, these rules and regulations
361 shall govern the unit owner/lessees' use of the Kings Point Recreational Facilities. These rules and
362 regulations may be amended or revised, and new rules and regulations may be adopted, in
363 accordance with the provisions regarding rule-making set forth in these Bylaws and the Articles of
364 Incorporation.
365

366 **Section 2.** All established and approved rules and regulations within Administrative Code AC-I
367 shall be published and posted accordingly by the Facilities Management Company.
368

369 **Section 3.** The Rules Association or the Facilities Management Company may need to post ~~or~~
370 and enforce temporary rules and regulations for the safety and general welfare of the community.
371

372 **Section 4.** The Rules Association may act as mediator if called upon to do so.
373

374
375 **ARTICLE IX**
376 **MISCELLANEOUS**
377

378 Section 1. ADMINISTRATIVE CODE
379

380 A. The term "Administrative Code (AC)" as used herein, shall refer to and be considered a legal
381 and binding supplement of the Articles of Incorporation and these Bylaws pursuant to the directive
382 of Article II of the Articles of Incorporation..
383

384 B. The Rules and Regulations set forth by the Rules Association in accord with Article III, C of
385 the Articles of Incorporation shall be maintained within the Kings Point West Recreational
386 Facilities Rules Association Administrative Code (AC-1).
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