

This instrument was prepared by
and should be returned to:
Law Offices of John L. Di Masi, P.A.
801 N. Orange Ave., Suite 500
Orlando, Florida 32801

**FOURTH AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF
WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

THIS FOURTH AMENDMENT TO THE AMENDED AND RESTATED BYLAWS OF WYNDHAM LAKES ESTATES HOMEOWNERS ASSOCIATION, INC. (“Fourth Amendment”) is made and entered into this 16th day of April, 2020 by Wyndham Lakes Estates Homeowners Association, Inc., a Florida not for profit corporation, whose post office address is 14503 Wyndham Lakes Blvd., Orlando, Florida 32824 (the “Association”).

WITNESSETH

WHEREAS, the Association is a not-for profit homeowners association operating pursuant to Chapter 720, Florida Statutes; and

WHEREAS, the Bylaws of the Association were recorded as an Exhibit to the Declaration of Covenants, Conditions, and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 8267, Page 4394 of the Public Records of Orange County, Florida, and the Amended and Restated Bylaws were recorded as an Exhibit to the Second Amendment to Declaration of Covenant and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 9541, Page 2354 of the Public Records of Orange County, Florida, and the First Amendment to the Amended and Restated Bylaws were recorded as an Exhibit to the Eighth Amended to the Declaration of Covenants and Restrictions for Wyndham Lakes Estates, which was recorded in Official Records Book 10987, Page 5520 of the Public Records of Orange County, Florida, and the Second Amendment to the Amended and Restated Bylaws of Wyndham Lakes Estates Homeowners Association, Inc., which was recorded in DOC # 20170252089 of the Public Records of Orange County, Florida, and the Third Amendment to Amended and Restated Bylaws of Wyndham Lakes Estates Homeowners Association, Inc., which was recorded in DOC # 201703245744 (the original Bylaws, Amended and Restated Bylaws, First Amendment to the Amended and Restated Bylaws, Second Amendment to the Amended and Restated Bylaws, and Third Amendment to the Amended and Restated Bylaws are collectively referred to hereinafter as the “Bylaws”);

WHEREAS, Section 11 of the Bylaws provides that the Board of Directors may amend the Bylaws by adopting a resolution by a vote of the Board of Directors at a meeting of the Directors;

WHEREAS, at a meeting of the Board of Directors held on April 16, 2020 the Board of Directors voted to adopt a resolution to amend the Bylaws as more fully set forth herein;

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. **Recitals.** The above-mentioned Recitals are hereby incorporated and made a part of this Amendment as if more fully set forth herein.

2. **Definitions.** Unless otherwise expressly set forth in this Amendment, capitalized terms appearing in this Amendment shall have the meanings ascribed to those terms by the Bylaws.

3. **Amendment.**

(a) Section 4.7 of the Bylaws is hereby amended with the following insertions and deletions (if not specifically referenced below the language remains unchanged):

4.7 Order of Business. The order of business at annual Member's meetings, and as far as practical at all other Member's meetings, shall be:

.....

~~(g) Appointment of Nominating Committee~~

~~(h) (g) Unfinished business;~~

~~(i) (h) New Business; and~~

~~(h) (i) Adjournment~~

(b) Section 5.6 of the Bylaws is hereby amended with the following insertions and deletions:

5.6 Number. The Board at all times shall consist of five (5) Directors unless changed by amendment to these Bylaws. ~~not less than three (3) nor more than seven (7) Directors. The initial Board shall consist of three (3) Directors. After such a time as the Developer no longer is entitled to appoint a member of the Board pursuant to Section 5.4 above, the number of members may be increased from time to time to a maximum of seven (7) members; provided, however, the established number of Board members shall always be an odd number. This number may be increased to seven (7) by the affirmative vote of a majority of votes represented at a meeting in person or by proxy if a quorum is present. In the event that the number of members of the Board of Directors is changed such changes in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of Directors whose terms expire in any given year. All directorships shall expire during any given three (3) year period.~~

(c) Section 5.10 of the Bylaws is hereby amended with the following insertions and deletions:

5.10 Election. Elections of the Directors must be conducted in accordance with these Bylaws. All members of the Association who are homeowner residents are eligible to serve on the board. Election to the Board of Directors shall be by written ballot, which may be cast electronically, as hereinafter provided. At such election, the Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The names receiving the largest number of votes cast by eligible voters for each vacancy shall be elected.

(d) Section 5.11 of the Bylaws is hereby amended with the following insertions and deletions:

5.11 Nominations and Declaration of Candidacy. Nominations for election to the Board of Directors may be made by a Nominating Committee or by the Board of Directors themselves. ~~Notwithstanding the foregoing, a Member may nominate himself or herself as a candidate for the Board at~~

~~a meeting where the election is to be held. No more than seventy-five (75) days and no less than fifty (50) days prior to each election of directors, the Board shall provide a first notice of such election to all Members (the "First Notice"), which notice must at a minimum notify the Members of the date, time and location of the election. The first notice shall also prescribe the opening date and the closing date of a reasonable filing period in which prospective candidates shall declare their candidacy for the Board of Directors. In any event, such notice must state that the only names to be included on the ballot will be those eligible candidates submitted thirty (30) days prior to the date of the election. Said notice may be delivered by mail, hand delivery, and if consented to by the Member, electronically. Nominations from the floor of the Membership Meeting are not permitted. As such, in order to be a candidate for election by the membership to the Board of Directors such candidate must declare their candidacy to the Association during this period.~~

(e) **Section 5.12 of the Bylaws is hereby deleted in its entirety and replaced with the following language. This constitutes a substantial rewording of the Bylaws. See the original Bylaws for current text.**

5.12 Election Notice and Casting of Votes. Voting for the election of Board Directors may be conducted in person at the meeting, by proxy, or, at the discretion of the Board of Directors, through electronic voting in the manner described in Section 720.317, Florida Statutes, as the same may be amended or renumbered from time to time. A second notice of the meeting in which the election shall occur shall be delivered by mail, hand delivery, and if consented to by the Member, electronically, (the "Second Notice") at least fourteen (14) days prior to the date of the membership meeting in which the election shall occur. The Second Notice shall contain the list of the eligible candidates who declared their candidacy during the filing period contained in the First Notice. The Board of Directors may establish such other rules and regulations it deems appropriate to conduct the election in a fair, efficient, and cost-effective manner.

(f) **Section 5.13 of the Bylaws is hereby deleted in its entirety. This constitutes a substantial rewording of the Bylaws. See the original Bylaws for current text.**

(g) **Section 5.14 of the Bylaws is hereby amended with the following insertions and deletions:**

5.14 Ballots. All elections to the Board of Directors shall be made on a written ballot which shall:

- (a) Describe the vacancies to be filled;
- (b) Set forth the names of each proper candidate to fill the vacancies ~~those nominated by the Nominating Committee for each such vacancy;~~ and
- (c) ~~Contain a space for write-in vote by the Members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the Members at least fourteen (14) days in advance of the date set forth therein for a return (which shall be a date not later than the day before the meeting at which the vote is to be taken);~~ made available at the meeting at which the vote is to be taken or accessible electronically to those Members who have opted to vote electronically.

(h) **Section 5.15 of the Bylaws is hereby amended with the following insertions and deletions:**

5.15 Number of Ballots. ~~Each Member shall be receive as many ballots as it has votes. Notwithstanding that a Member may be entitled to several votes, election to the Board shall be by secret written ballot unless unanimously waived by all Members present. Whether electronically, or at the Membership Meeting, each Member shall be permitted to cast as many ballots as such Member has votes. The persons receiving the largest numbers of~~

votes shall be elected. Other than through the proxy procedure described herein, the collection of multiple Owners' votes by any one Member ("Cumulative Voting") shall not be permitted.

(i) **Section 6.13 of the Bylaws is hereby added to the Bylaws:**

6.13 Member Conduct at Meetings. Pursuant to Section 720.303(2)(a), Florida Statutes Members have the right to attend Board Meetings. However, Members are only permitted to speak when recognized by the meeting's chairperson. Further, a Member is not permitted to speak longer than three (3) minutes on any designated agenda item unless permitted to do so by the meeting's chairperson. In the event any Member's conduct is so disruptive as to prevent the Board from reasonably conducting business, the Board by majority vote can require the Member excuse himself or herself from the meeting. In the event the Member fails to do so, the Association is entitled to seek equitable or injunctive relief, or both, in a court of competent jurisdiction in order to prevent the Member from causing future disruptions. In any such ensuing lawsuit, the prevailing party shall be permitted to seek an award of its reasonable attorneys fees and costs, at all levels, including on appeal. Further, by majority vote of the Board, the Board shall be permitted to suspend a Member's right to attend Board Meetings for up to five (5) consecutive Board Meetings in the event the Member's conduct is so disruptive as to prevent the Board from reasonably conducting business.

(j) **Section 6.14 of the Bylaws is hereby added to the Bylaws:**

6.14 Electronic Notification. Notwithstanding any language contained herein to the contrary, any notice to the Membership required under these Bylaws may be transmitted by electronic transmission rather than via U.S. Mail if consented to in writing by the Member.

4. Construction. To the extent that the terms, covenants and conditions of this Amendment are inconsistent with the terms of the Bylaws, the terms, covenants and conditions of this Amendment shall control. In all other respects, the terms, covenants and conditions of the Bylaws shall remain in full force and effect and unchanged in any manner.

5. Headings. The paragraph headings have been inserted for convenience and reference only, and shall not be considered or referred to in resolving questions and interpretation or construction. Unless the context requires a contrary construction, the singular shall include the plural and the plural the singular, and the masculine, feminine and neuter genders shall each include the others.

6. Severability. Invalidation of any of these covenants or restrictions or any part, clause, or word hereof, or the application thereof in specific circumstances, by judgment or court order, shall not affect any other provisions or applications in other circumstances, all of which shall remain in full force and effect.

IN WITNESS WHEREOF, the foregoing has been adopted by the owners in accordance with the Declaration.

Signatures on Following Page

Witnesses:

Signature: _____

Print Name: EURIOE CABALLERO

Signature: _____

Print Name: BRAD SCHULTZ

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16 day of April 2020, by DeVaughn Williams as the President of Wyndham Lakes Estates Homeowners Association, Inc, who is personally known to me or who produced a Driver's License as identification.

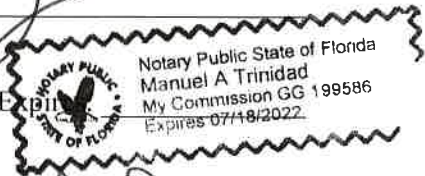
Association:

Sign: _____

Print: DEVVAUGHN WILLIAMS
as President of Wyndham Lakes Estates Homeowners Association, Inc

Notary Public

My Commission Expires



Witnesses:

Signature: _____

Print Name: EURIOE CABALLERO

Signature: _____

Name: BRAD SCHULTZ

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 16 day of April 2020, by Jeanette Pollard as the Secretary of Wyndham Lakes Estates Homeowners Association, Inc., who is personally known to me or who produced a Driver's License as identification.

Association:

Sign: _____

Print: Jeanette I. Pollard
as Secretary of Wyndham Lakes Estates Homeowners Association, Inc.

Notary Public

My Commission Expires

