

**RIVER GLEN II HOMEOWNERS ASSOCIATION, INC.**

**RESOLUTION TO AMEND BYLAWS**

**THIS RESOLUTION** is made this 17 day of January, 2024, by the Board of Directors of River Glen II Homeowners Association, Inc. ("Association").

WHEREAS, the Board of Directors desires to amend the Bylaws to establish a more efficient election process with the goal of increasing membership participation at elections; and


WHEREAS, Article XI of the Articles of Incorporation and Article XVI of the Bylaws provide that the Bylaws may be altered, amended or repealed by resolution of the Board of Directors;

**NOW, IT IS RESOLVED that:**

1. The Board of Directors hereby adopts the proposed amendment to the Bylaws attached hereto, directs the Association to execute the amendment through any Officer, and directs the Association to cause the executed amendment to be recorded in the Official Records of Nassau County, Florida as required by law.

**RESOLVED** on the date written above by the vote of a majority of the Board of Directors at a duly noticed meeting at which a quorum was attained.

**RIVER GLEN II HOMEOWNERS  
ASSOCIATION, INC.**

  
\_\_\_\_\_  
President *Anthony Pages*

Attest:  
  
\_\_\_\_\_  
Secretary *Cristine Schneider*

Prepared by/Return to:  
McCabe|Ronsman  
James Roche, Esq.  
110 Solana Rd., Ste. 102  
Ponte Vedra Beach, FL 32082

**FIRST AMENDMENT TO THE  
BYLAWS  
OF  
RIVER GLEN II HOMEOWNERS ASSOCIATION, INC.**

**THIS FIRST AMENDMENT TO THE BYLAWS** of River Glen II Homeowners Association, Inc. (“Association”) is made as of the date indicated below by a majority vote of the Board of Directors at a duly constituted meeting of the Board per Article XI of the Articles of Incorporation and Article XVI of the Bylaws. Except where it would hinder, rather than assist, the understanding of the amendment, additions are indicated by underline; deletions are indicated by ~~strikethrough~~.

**III. ELECTION OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of an odd number of not less than three and no more than five (5) Directors. The specific number of Directors may be changed periodically by a majority vote of a quorum of the Members, provided such change shall not take effect until the first annual meeting and election following the Members’ approval to change the number of Directors. The Declarant and the Owners shall have the right to appoint Directors to the Board in accordance with the provisions of Section 720.307, Florida Statutes (2013).

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*Article III(C), Article III(D), Article III(E), and Article III(F) of the Bylaws are hereby deleted in their entirety and replaced with the following. Substantial rewording. See governing documents for current text.*

C. The Board of Directors shall be elected by written ballot. Regular elections shall occur in conjunction with annual meetings, and eligible candidates elected shall take office upon the adjournment of the annual meeting or special meeting (as applicable) at which they were elected. At least sixty (60) days before a scheduled election, the Association shall mail, deliver, or electronically transmit, whether by separate Association mailing or included in another Association mailing (including any regularly published newsletters) to each Member entitled to vote, a first notice of the date of the annual meeting (or special meeting, as applicable) and election. Any Member or other eligible person who desires to be a candidate for the Board of Directors must provide written notice to the Association of his or her desire to be a candidate at least forty (40) days before the scheduled election. Nomination of candidates from the floor at the annual meeting (or special meeting, as applicable) is prohibited. The Association shall thereafter mail, deliver, or electronically transmit a second notice of the annual meeting and election to all Members entitled to vote, together with an agenda, a ballot which shall list all eligible candidates in alphabetical

order by surname, balloting envelopes, and any candidate information sheets which have been timely provided to the Association, at least fourteen (14) days before the annual meeting (or special meeting, as applicable) and election. Members entitled to vote shall return their completed ballots using a two-envelope system, described further below, to preserve anonymity of ballots. The election shall be decided by a plurality of ballots cast. There shall be no quorum requirement to conduct an election; however, the Association must receive ballots from at least ten percent (10%) of the total, eligible voting interests of the Members in order to have a valid election for the Board of Directors. Cumulative voting is prohibited, and no Member shall permit any other person to vote or cast his or her ballot. Ballots for the election of Directors may not be cast by proxy. Any improperly cast ballots will be deemed invalid and disregarded; provided, however, that the Association may accept ballots cast in a manner that does not strictly comply with the two-envelope system so long as the Board, in its reasonable discretion, does not have reason to suspect that the ballot was cast fraudulently or by someone other than the Member eligible to vote.

1. Two-Envelope Election Process. Along with the second annual meeting notice, the Association shall provide a ballot, an outer envelope addressed to the agent authorized by the Association to receive the completed ballots, and a smaller, inner envelope into which the completed ballot is to be placed. The exterior of the outer envelope shall indicate the name of the Member authorized to cast the ballot, the Lot number (or property address) for which the vote may be cast, and shall contain a signature space for the Member authorized to cast the vote. Once the ballot is completed, the voting Member shall place the completed ballot in the inner, smaller envelope and seal the envelope, then place the inner envelope into the outer, larger envelope, then seal the outer envelope. Each inner envelope shall contain only one ballot. The person authorized to cast the ballot shall sign the exterior of the outer envelope in the space provided for such signature. The outer envelope containing the inner envelope and completed ballot shall either be mailed or hand delivered to the Association. Upon receipt by the Association, no ballot may be rescinded or changed.

2. Candidate Information Sheet. Upon request of a candidate, the Association shall include a one-page information sheet, no larger than one side of a 8 ½ inch by 11 inch page, which must be furnished by the candidate at least forty (40) days before the annual meeting (or special meeting, as applicable) and election to be included with the mailing of the second annual meeting notice, ballots, and envelopes. The costs associated with the copying, mailing, and delivery shall be borne by the Association. The candidate information sheet may contain information regarding the educational and professional background of the candidate along with other truthful information and reasons for which the candidate believes he or she should be elected.

3. Assistance for Disability. Any Member who needs assistance with casting a ballot for reasons related to blindness, inability to read or write, or disability may obtain assistance in casting his or her ballot by contacting the Association.

4. Counting of Ballots. The counting of ballots shall occur at the annual meeting (or special meeting, as applicable) in the presence of Members in attendance. The agent authorized to receive ballots on behalf of the Association shall bring all sealed outer envelopes to the annual meeting. A committee of at least three persons who are not current Directors, Officers,

candidates, or any of their spouses, shall either be appointed by the Board before the annual meeting (or special meeting, as applicable) or by the membership at the annual meeting. The committee shall first review all outer envelopes and compare the signatures thereon to the roster of Members maintained by the Association to confirm that the outer envelope was signed by a person authorized to exercise the vote for the Member and Lot. If the outer envelope is signed by an authorized person, it shall be opened, and the inner envelope shall be placed in a separate receptacle. If the outer envelope is not signed by an authorized person, it shall be marked “disregarded,” shall not be opened, and shall be set aside to be kept with the Association’s Official Records for at least one year following the annual meeting (or special meeting, as applicable). Once all outer envelopes have been reviewed and verified, the committee may begin to open the inner envelopes and count the ballots therein. If any ballot purports to indicate a number of votes exceeding the total number of positions available on the Board to be elected, it shall be marked “disregarded,” shall not be counted, and shall be set aside to be kept with the Association’s Official Records for at least one year following the annual meeting. After all ballots have been counted, the committee shall announce the results at the annual meeting (or special meeting, as applicable).

5. Election Not Required. An election and balloting are not required unless more candidates timely submit notices of intent to run than vacancies exist on the Board. If the number of eligible candidates who timely submit notices of intent to run is less than or equal to the total number of vacancies on the Board of Directors, then no balloting or election is necessary, and the eligible candidates shall take office upon adjournment of the annual meeting (or special meeting, as applicable), regardless of whether a quorum was attained.

D. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association on the last day that he or she could provide written notice of his or her intent to be a candidate for election may not seek election to the Board, and his or her name shall not be listed on the ballot. A person serving as a Director who becomes more than ninety (90) days delinquent in the payment of any fee, fine, or other monetary obligation to the Association shall be deemed to have abandoned his or her seat on the Board, creating a vacancy on the Board to be filled according to law. For purposes of this paragraph, the term “any fee, fine, or other monetary obligation” means any delinquency to the Association with respect to any parcel (Lot). A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, may not seek election to the Board and is not eligible for Board membership unless such person’s civil rights have been restored for at least 5 years as of the date on which such person seeks election to the Board. The validity of any action by the Board is not affected if it is later determined that a person was ineligible to seek election to the Board or that a member of the Board became ineligible or disqualified from service after being elected or appointed.

E. Directors of the Association shall serve two-year, staggered terms in accordance with Article VIII(B) of the Articles, with the term of service of each Director commencing upon adjournment of the annual meeting at which the Director was elected until adjournment of the second annual meeting following the annual meeting at which the Director was elected. If at any time the term of any Director cannot be established or determined for any reason, including because the number of candidates who timely submitted notices of intent to run for a Director position exceeded the total number of vacancies on the Board to be filled but the Association did

not receive the minimum number of ballots necessary to conduct an election, or because of a tie vote in an election, to maintain staggered terms, the terms of each such Director shall be determined by lot, such as by drawing straws or playing cards, and a runoff election to establish the terms of each such Director shall not be required in any instance. The specific method of the determination by lot shall be decided by the Association's President.

F. Notwithstanding anything herein to the contrary, the Association may conduct elections and other membership votes through an Internet-based online voting system if a Member consents, in writing, to online voting and any requirements imposed by law are followed. In addition, any notice required or permitted to be provided by the Association to a Member may be provided by electronic transmission if the Member consents in writing to receive notice by electronic transmission and provides an email address or facsimile number to the Association to be used for such purposes.

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**VI. DIRECTORS' MEETINGS.**

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D. The transaction of any business at any meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records of the Association and made a part of the minutes of the meeting. In addition, any action required or permitted to be taken by the Board or committee at a meeting may be taken without a meeting if the action is taken by all members of the Board or committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or committee member. Such action is effective when the last Director or committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this provision has the effect of a meeting vote and may be described as such in any document.

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**X. MEETINGS OF MEMBERS.**

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A. Notice of all meetings of the Members shall be given to the Members by or at the direction of the Secretary. Notice may be given to the Member either personally or by sending a copy of the notice through the mail, postage fully prepaid, to the address appearing on the books of the Association. The Association shall provide notice and an agenda to Members of all membership meetings, which shall be mailed, delivered, or electronically transmitted (to Members who consent in writing to receive notice by electronic transmission and provide an email address or facsimile number for such purpose) to each Member at least fourteen (14) days before the meeting. In addition to mailing, delivering, or electronically transmitting the notice and agenda of

any membership meeting, the Association may, by reasonable rule, adopt a procedure for posting notice of the meeting in a conspicuous place within the community. Each Member shall be responsible for registering his address and telephone number with the Secretary and notice of the meeting shall be mailed to him at such address. Notice of the annual meeting of the Members shall be delivered at least ten (10) days in advance. Notice of any other meeting, regular or special, shall be delivered at least ten (10) days in advance of the meeting and shall set forth in general the nature of the business to be transacted; provided, however, that must provide written notice to the Association designating an address, and if the Member desires to receive notice by electronic transmission, an email address or facsimile number, for the purpose of receiving meeting and other notices from the Association. If a Member fails to designate an address in writing as required, notice to the Member's property address within the River Glen II community shall be deemed proper notice. Notices of meetings of the Members shall include an agenda outlining the business proposed to be conducted at the meetings. Notwithstanding, if the business of any meeting shall involve any action as governed by the Articles of Incorporation or the Declaration in which other notice provisions are provided for, notice shall be given or sent as therein provided.

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D. Unless otherwise provided in the governing documents or by law, action required or permitted to be taken by the Members at a meeting of the Members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Members having the requisite number of votes and entitled to vote on such action, and delivered to the Association's Secretary at the Association's designated mailing address. Written consent to take the corporate action referred to in the consent is not effective unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 90 days after the date of the earliest dated consent and is delivered in the manner required by this section. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Within 30 days after obtaining authorization by written consent, notice must be given to those Members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action.

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## **XI. PROXIES.**

A. At all meetings of the Members, each Member may vote in person or by limited or general proxy, except Members may not cast ballots for the election of Directors by proxy. However, proxies may be used to attain a quorum at meetings of the membership and for other votes for which proxies are not prohibited by law other than to cast a ballot for the election of Directors.

ADOPTED on this 17 day of January, 2024, by a majority vote of the Board of Directors at a duly constituted meeting of the Board per Article XI of the Articles of Incorporation and Article XVI of the Bylaws.

**RIVER GLEN II HOMEOWNERS ASSOCIATION, INC.**

By: [Signature]

Printed: Anthony Pages

As its: President

Address: 2800 N. 6<sup>th</sup> St., Unit 1, #305  
St. Augustine, FL 32084

STATE OF FLORIDA  
COUNTY OF Nassau

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization this 17 day of January, 2024, by Anthony Pages, as President, of River Glen II Homeowners Association, Inc., on behalf of the corporation.

[Signature]

(Signature of Notary Public - State of Florida)  
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known or Produced Identification  
Type of Identification Produced: \_\_\_\_\_

