

Prepared by and return to:  
Leland Wilson, Esq  
Association Legal Services  
Ft. Myers, FL 33907  
(239) 298-1238 (Telephone)  
(941) 237-5687 (Facsimile)

**CERTIFICATE OF AMENDMENT TO THE BYLAWS OF THE ROTONDA SANDS  
CONSERVATION ASSOCIATION, INC.**

This Amendment to the Bylaws of the Rotonda Sands Conservation Association, Inc. ("Amendment") is made this 13<sup>th</sup> day of APRIL, 2021 by the Rotonda Sands Conservation Association, Inc., a Florida non-profit corporation.

**RECITALS**

**WHEREAS**, the Rotonda Sands Conservation Association, Inc., a Florida non-profit corporation ("Association"), is the Association governed by the Bylaws executed on February 24, 1995 and recorded in the Official Records of Charlotte County, Florida on March 9, 1995 at O.R. Book 1390, Page 1966 (the "Bylaws").

**WHEREAS**, pursuant to the Bylaws for the Association, the Board of Directors of the Association (the "Board") holds the authority to alter, amend or rescind the Bylaws for the Association.

**WHEREAS**, at a meeting of the Board on March 17, 2021, the following Amendment was adopted by a vote of the Board.

**WHEREAS**, the Board has adopted this Amendment in accordance with the requirements of its Bylaws and intends that the Bylaws and all amendments thereto, including but not limited to all amendments and restatements identified in these recitals, shall be further amended by this instrument.

**NOW, THEREFORE**, it is declared that the Amendment shall be and is as follows:

1. **RECITALS**. The foregoing recitals are true and correct and hereby incorporated into the Bylaws by reference.

2. **ARTICLE II, Section 1** is hereby amended as follows:

Section 1. **NUMBER AND TERM**: The Association shall be governed by a Board of Directors consisting of five (5) directors.

Commencing with the March 1995 election, three (3) directors shall be elected for a term of two (2) years and two directors shall be elected for a term of one (1) year by the members entitled to vote at said meeting. Annually thereafter, all directors will be elected to two (2) year terms in the voting membership shall elect directors to the board to fill only those seats for which the term of office is then expiring. Provided, however, that the minimum number of directors shall be three.

After the date of the first annual meeting of the voting membership, the Board shall have the right at any annual or special meeting called for that purpose to change the number of directors constituting the Board of Directors within the limits set forth herein and in the Articles of Incorporation, any additional seats created shall be filled at the next annual meeting of the voting membership.

Reduction in the number of members of the Board shall not affect the terms of those members duly elected to the Board.

Persons seeking to be members of the Board of Directors must be members in good standing of Rotonda Sands Conservation Association, Inc., ninety (90) days prior to the notice of election, with all current and past assessments, fees, penalties or other charges paid in full. Further, no member shall serve as an officer or director of this Association while such member is employed by the Association. all applications and resumes for the Board must be received by the Secretary ninety (90) days prior to the election.

Election to the Board of Directors shall be by ~~secret~~ written ballot and/or electronic ballot. This balloting procedure may apply to amendments of the Bylaws as well. The Board may, in its sole discretion, utilize a numbered ballot voting system in which each member is assigned a ballot and the record of such assignment is kept confidential and only available to the Board and count tabulators. The ballot vote counting process will focus on vote privacy. At such election the members may ~~easte~~ cast, in person or by absentee ballot in respect to each such vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons and/or amendment receiving a majority of the votes ~~easet for that office~~ cast shall be elected. Cumulative voting is not permitted.

3. **CONFLICT OF PROVISIONS.** Except as modified and amended by the terms hereof, the Bylaws shall remain in full force and effect as if fully restated herein.

IN WITNESS WHEREOF, Declarant has made and executed this Amendment to Declation this 13<sup>th</sup> day of APRIL, 2021.

**ROTONDA SANDS CONSERVATION ASSOCIATION, INC.**

Brenda D. Himmelhauser  
Signature of 1<sup>st</sup> witness

BY: Mark H. Clabaugh

BRENDA D. HIMMELHAUSER  
Printed name of 1<sup>st</sup> witness

PRINT NAME: MARK H. CLABAUGH

Cynthia C. Filipowicz  
Signature of 2<sup>nd</sup> witness

TITLE: President

CYNTHIA C. FILPOWICZ  
Printed Name of 2<sup>nd</sup> witness

DATE: APRIL 13, 2021

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this on this 13<sup>th</sup> day of APRIL 2021, by MARK H. CLABAUGH as PRESIDENT of Rotonda Sands Conservation Association, Inc., who is personal known to me ~~or has produced~~ \_\_\_\_\_ as identification.

[Notary Seal]  BRENDA D. HIMMELHAUSER  
Commission # GG 926493  
Expires January 24, 2024  
Bonded Thru Budget Notary Services

Brenda D. Himmelhauser  
Notary Public

Brenda D. Himmelhaver BY: A. Kevin Cote  
Signature of 1<sup>st</sup> witness

BRENDA D. HIMMELHAVER PRINT NAME: A. Kevin Cote  
Printed name of 1<sup>st</sup> witness

Cynthia C Filipowicz TITLE: Vice President  
Signature of 2<sup>nd</sup> witness

CYNTHIA C FILIPOWICZ DATE: APRIL 13, 2021  
Printed Name of 2<sup>nd</sup> witness

The foregoing instrument was acknowledged before me by means of  physical presence or  online notarization, this on this 13<sup>TH</sup> day of APRIL 2021, by A. KEVIN COTE as VICE PRESIDENT of Rotonda Sands Conservation Association, Inc., who is personal known to me or has produced \_\_\_\_\_ as identification.

[Notary Seal]



BRENDA D. HIMMELHAVER  
Commission # GG 926493  
Expires January 24, 2024  
Bonded Thru Budget Notary Services

Brenda D. Himmelhaver  
Notary Public