

Instrument Prepared by:  
Shelley Meibeyer, Board Secretary  
Ocean Village Villas HOA  
635 Flamingo Drive  
Ormond Beach, FL 32176

**CERTIFICATE OF AMENDMENT  
AMENDED AND RESTATED BYLAWS  
OF OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC.**

The undersigned directors of OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC., the corporation not-for-profit in charge of the residential community known as OCEAN VILLAGE VILLAS, according to the Declaration of Covenants and Restrictions for Ocean Village Villas thereof as recorded in Official Records Book 3324, Page 0724, of the Public Records of Volusia County, Florida (the "Declaration"), and as has been amended from time to time, hereby certify that the following AMENDED AND RESTATED BYLAWS OF OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC. (the "BYLAWS") were approved by a vote of a majority of the Board of Directors of OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC. at a duly-noticed meeting of the Board of Directors on November 16, 2024. The undersigned further certify that the BYLAWS were proposed and approved pursuant to the Bylaws for Ocean Village Villas dated July 1, 2005, and all applicable law, and that the BYLAWS do not materially impair the common plan of development of the residential community. The attached Amended and Restated Bylaws of Ocean Village Villas Homeowners Association, Inc. completely repeal and replace all previous versions of any such Bylaws of Ocean Village Villas.

**SUBSTANTIAL REWORDING, SEE CURRENT TEXT**

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IN WITNESS WHEREOF, OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC. on the respective date set forth below.

OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit

WITNESSES:

Nancy Wilkins  
Signature

Nancy Wilkins  
Print Name

[Signature]  
Signature

Jamey Zielinski  
Print Name

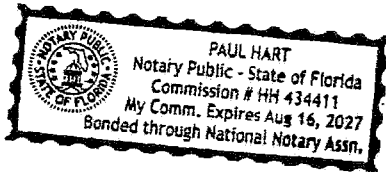
By: Robert McGrath  
Name: Robert McGrath  
Title: President

Attest: Shelley A Meibeyer  
Name: Shelley Meibeyer  
Title: Secretary

STATE OF FLORIDA        )  
  ) SS  
COUNTY OF VOLUSIA    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Robert McGrath, the President, and Shelley Meibeyer, the Secretary, of OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, freely and voluntarily under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. Robert McGrath is personally known to me or has produced DRIVERS LICENSE as identification. Shelley Meibeyer is personally known to me or has produced DRIVERS LICENSE as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of JANUARY, 2025.

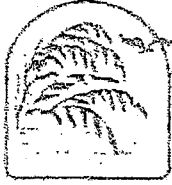


[Signature]  
Notary Public, State of Florida at Large

Paul Hart  
Typed, Printed or Stamped Name  
of Notary Public

My Commission Expires: 8/16/27

November 16, 2024



Ocean Village Villas  
Homeowners Association

## **AMENDED AND RESTATED BYLAWS OF OCEAN VILLAGE VILLAS HOMEOWNERS ASSOCIATION INC.**

These are the Bylaws of Ocean Village Villas Homeowners Association, Inc., a corporation not-for-profit under the laws of the State of Florida. The Association has been organized for the purpose of operating and administering the recreational and other common facilities for the use and benefit of the members of Ocean Village Villas.

The office of the Association shall be at 635 Flamingo Drive, Ormond Beach, Florida 32176 or at such other place as the Board of Directors may determine from time to time.

### **Article I**

#### **Definitions**

1.1 "Bylaws" as used herein shall mean procedures for administering the responsibilities of the Association as defined in the Amended and Restated Articles of Incorporation and the Amended and Restated Declaration of Covenants and Restrictions.

1.2 "Articles" as used herein shall mean the Amended and Restated Articles of Incorporation of Ocean Village Villas Homeowners Association.

1.3 "Declaration" as used herein shall mean the Amended and Restated Declaration of Covenants and Restrictions for Ocean Village Villas, recorded in the Public Records of Volusia County, Florida.

1.4 The Definitions of Article I of the Declaration are expressly incorporated herein.

### **Article II**

#### **Membership-Quorum-Voting**

2.1 The qualification of members, the manner of their admission to membership, termination of such membership, and voting by members shall be as set forth in Article VIII of the Declaration and in Article IV of the Articles of Incorporation, and such provisions are incorporated herein by and for reference.

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Email: [oceanvillagehoa@gmail.com](mailto:oceanvillagehoa@gmail.com) • Website: [oceanvillagevillas.com](http://oceanvillagevillas.com)

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2.2 The quorum for any action of the Association shall be the presence at the meeting of the members of the Association, or proxies, entitled to cast thirty percent (30%) of all votes of the membership. In the event of any conflict with the Amended and Restated Declaration or the Amended and Restated Articles of Incorporation, the quorum created in, and required by, these Amended and Restated Bylaws shall prevail. Furthermore, if the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the requirement that written notice of said meeting be sent to all members at least ten (10) days in advance of meeting, setting forth the purpose of the meeting.

The required quorum at any such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

2.3 Votes may be cast in person, by proxy or electronic means (if applicable). Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary of the Association before the appointed time of the meeting.

2.4 Except where otherwise required under the provisions of the Amended and Restated Articles, the Amended and Restated Declaration or law, the affirmative vote of a majority of the votes entitled to be cast at any duly-called member's meeting at which a quorum is present shall be binding upon the members.

### **Article III**

#### **Annual and Special Meetings**

3.1 The Annual Meeting of the membership shall be held during the month of January, or at a later month as may be adjourned and noticed by the Board of Directors, each year, at a specific date, time and place designated by the Board of Directors.

3.2 Special Meetings of the membership shall be held whenever called for by a majority of the Board of Directors and must be called upon receipt of a written request therefore by members of the Association to whose lots a majority of the total votes are appurtenant.

3.3 Notice of all Membership Meetings shall be given, by the Secretary of the Association or Property Manager, to each member, unless waived in writing, and such notice shall be in writing and state the time, place and purpose for which the meeting is called. Such notice shall be mailed or electronically mailed or presented personally to each member not less than ten (10) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the U.S. mail, addressed to the member at his/her post office address as it appears on the records of the Association, the postage thereupon prepaid, or when sent by electronic transmission to the email address on record of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice. Any member may, by written waiver of notice, signed by such member, waive such notice, and such waiver, when filed in the records of the Association shall be deemed equivalent to the giving of such notice to such member.

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3.4 At meetings of the members of the Association, the President shall preside, or in his/her absence, the Vice President shall preside or in the absence of both, the membership shall elect a Chair for that particular meeting.

### 3.5 Elections

- (a) At any annual Membership Meeting when elections of the Directors are to occur, written or electronic (if applicable) ballots are to be supplied to members for such purposes. Members may not vote for Directors by proxy, but may vote by absentee ballot. No floor nominations will be accepted. Furthermore, at any annual Membership Meeting at which Directors are to be elected, the President shall appoint an "Election Committee" consisting of three (3) persons to supervise the election, count and verify ballots, disqualify votes if such disqualification is justified under the circumstances and certify the results of the election to the Board. The Election Committee shall be able to determine questions within its jurisdiction by plurality vote of all three (3) members, but matters resulting in deadlocked votes of the Election Committee shall be referred to the entire Board for resolution. The Election Committee shall not consist of any candidate in that election, or any person who resides with a candidate. The Election Committee need not be entirely comprised of Owners. The President may appoint employees, agents, attorneys of the Association or other disinterested parties to the Election Committee.
- (b) Voting rights of members shall be as stated in the Declaration, Article VIII. Such votes may be cast in person or by absentee ballot. Proxies may be used to vote on agenda items other than the election of Directors at meetings at which Directors are to be elected, and may also be used to establish a quorum. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted in the place and stead of the person or authorized representative of an entity entitled to vote. Proxies shall be in writing signed by the person or authorized representative of an entity giving the same and shall be valid only for the particular meeting designated therein and, if so stated, in the proxy, any adjournments thereof, provided, however, any proxy automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy must be filed with the Secretary of the Association before the appointed time of the meeting in order to be valid. Any proxy may be revoked prior to the time a vote is cast in accordance with such proxy.
- (c) A vacancy on the Board caused by the expiration of a Director's term must be filled by electing a new Board member, and the election must be by secret ballot. An election is not required if the number of vacancies equals or exceeds the number of candidates. For purposes of this paragraph, the term "candidate" means an eligible person who has timely submitted the written notice, as described in Paragraph 3(d) of his or her intention to become a candidate. If the number of Board members whose terms expire at the annual meeting equals or exceeds the number of candidates, the candidates become members of the Board effective upon the adjournment of the annual meeting. Any remaining vacancies shall be filled by the affirmative vote of the majority of the Directors making up the newly constituted Board, even if the Directors constitute less than a quorum or there is only one Director. An Owner desiring to be a candidate for Board membership must comply with paragraph 3(d) and

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must be eligible to be a candidate to serve on the Board of Directors at the time of the deadline for submitting a notice of intent to run in order to have his or her name listed as a proper candidate on the ballot or to serve on the Board. A person who is delinquent in the payment of any monetary obligation due to the Association is not eligible to be a candidate for Board membership and may not be listed on the ballot. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, is not eligible for Board membership unless such felon's civil rights have been restored for at least five (5) years as of the date such person seeks election to the Board. The validity of an action of the Board is not affected if it is later determined that a Board member is ineligible for Board membership due to having been convicted of a felony.

- (d) At least 60 days before a scheduled election, the Association shall mail, deliver or electronically transmit, by separate Association mailing or included in another Association mailing, delivery or transmission, including regularly published newsletters, to each Owner entitled to a vote, a first notice of the date of the election. An Owner or other eligible person desiring to be a candidate for the Board must give written notice of his or her intent to be a candidate to the Association at least forty (40) days before a scheduled election. Together with the written notice and agenda, the Association shall mail, deliver, or electronically transmit a second notice of the election to all Dwelling Unit Owners entitled to vote, together with a ballot that lists all candidates, together with an unmarked envelope, and an outer signature envelope, in which to return the secret ballot to the Association. Upon request of a candidate, an information sheet, no larger than 8 1/2 inches by 11 inches, which must be furnished by the candidate at least 35 days before the election, must be included with the mailing, delivery, or transmission of the ballot, with the costs of mailing, delivery, or electronic transmission and copying to be paid for by the Association. The Association is not liable for the contents of the information sheets prepared by the candidate. In order to reduce cost, the Association may print or duplicate the information sheets on both sides of the paper. Absentee ballots must be returned at least three (3) days before the scheduled election.
- (e) Elections shall be decided by a plurality of ballots cast. No cumulative voting is permitted. An Owner may not authorize any other person to vote his/her ballot, and any ballots improperly cast are invalid.

#### Article IV Directors

4.1 The affairs of the Association shall be managed by a Board of Directors. There shall be five (5) Directors, unless changed by amending these Bylaws. Their term shall be for three (3) years and will be elected by the membership at the Annual Meeting, sequentially, with one (1) being elected in one year, two (2) elected the following year and two (2) the following year, and so on. Any vacancies occurring before such election may be filled by the remaining Directors, through appointment for the remainder of the unexpired term.

4.2 Election of Directors shall be by written, secret ballot. Each vote being cast by a member may be cast for each position of Director being voted on at the

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Annual Meeting or any Special Meeting at which Directors are being elected. Election shall be by plurality. No cumulative voting is permitted.

4.3 Any Director may be removed by a vote of two-thirds (2/3) of the total vote of members voting at a Special Meeting called for that purpose. Any vacancy on the Board, if so created by this action, shall be filled by the members of the Association at the same meeting.

4.4 The organizational meeting of the newly elected Board shall be held following the meeting of their election. The time and place of such meeting shall be fixed by the Board of Directors at the meeting of the Board determining the Annual Membership meeting date.

4.5 Regular Meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors. Notice of Regular Meetings shall be given to each Director in writing, personally, by U.S. postal mail, or by electronic mail, at least five (5) days prior to the day named for such meeting. Likewise, notices of Board Meetings, Regular and Special Meetings including Board Workshops together with Committee Meetings must be conspicuously posted on the Association bulletin board at least forty-eight (48) hours in advance of each meeting.

4.6 Special Meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of a majority of the Directors. Notice will give the time, place and purpose of such meeting.

4.7 Any Director may waive notice of a meeting, before the meeting, and such waiver shall be deemed equivalent of the giving of notice.

4.8 A quorum at Directors' Meetings shall consist of a majority of the entire Board of Directors. A Director will be permitted to participate in a meeting by any means of communication, such as a conference call, so long as all Directors may simultaneously hear each other during the meeting. A Director participating in a Board meeting in this manner is considered to be present. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors.

4.9 If, at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business which might have been transacted at the meeting, as originally called, may be transacted without further notice.

4.10 Director fees, if any, shall be determined by the members of the Association at an Annual Meeting or Special Meeting called for such purpose.

#### **Article V** **Officers**

5.1 The Officers of the Association shall be the President, Vice President, Secretary and Treasurer, all of whom shall be appointed, by a majority vote of the Directors, at its annual Organizational Meeting. All Officers shall serve at the pleasure of the Board of Directors and may be removed, with or without cause, by

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a majority vote of the Directors at any meeting of the Board of Directors. An Officer may be any Director or any other person so appointed by the Board of Directors.

5.2 The President shall be the Chief Executive Officer of the Association and Chairman of the Board of Directors. He/she shall have all the powers and duties that are usually vested in the office of the President of an Association, including but not limited to the power to appoint Committees, from among the membership, to assist in the conduct of the affairs of the Association. The meetings of such committees need not be noticed to the Owners. The President will execute contracts and other documents in the name of the Association.

Committees include:

- (a) Finance Committee. The Finance Committee shall make recommendations to the Board on the adoption of the annual budget and shall provide financial updates from time-to-time to the Board of Directors and membership.
- (b) Enforcement/Appeals Committee. The Enforcement/Appeals Committee shall be comprised of Owners who are neither Board members nor persons residing with Board members. The Enforcement/Appeals Committee is responsible for confirming fines and suspension for violations of the restrictive covenants, rules and regulations of the Association, pursuant to Article IX, Section 1 of the Amended and Restated Declaration, and in conformance with 720.305(2), Florida Statutes (2019).
- (c) Architectural Review Committee. The Architectural Review Committee ("ARC") is responsible for the duties elaborated in Article V of the Declaration.
- (d) Election Committee. The Election Committee is responsible for the duties elaborated in Article III, Section 3.5 of these Bylaws.
- (e) Such other committees as the Board may deem necessary or helpful in the execution of its duties.

5.3 The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President.

5.4 The Secretary shall keep the minutes of all proceedings of the Directors and members of the Association. The Secretary or Property Manager shall attend to the giving and serving of all notices of meetings to the Directors and members and any such other notices as may be required by law. The Secretary shall have custody of the Seal of the Association and shall affix it to instruments requiring such and duly sign. The Secretary or Property Manager shall be responsible for the safe keeping of the records of the Association. The Secretary shall perform all other duties incident to the office of a Secretary of an Association and such as may be required by the Directors or President.

5.5 The Treasurer shall be responsible for the custody of all the property of the Association, including the Reserve Fund, Securities and any evidence of indebtedness. He/she shall keep, or review as provided by a management service, the assessment rolls and accounts of the members and keep, or review as provided by the management service, the monthly Operating Account activity and Reserve Account to assure accordance with accepted accounting practices.



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5.6 The compensation for all Officers, if any, and employees of the Association or services and management fees contracted shall be fixed by a majority vote of the Board of Directors. A Director, Officer, or committee member of the Association may not directly receive any salary or compensation from the Association for the performance of duties as a Director, Officer, or committee member and may not in any other way benefit financially from service to the Association. This provision shall not preclude the Directors or committee members from employing one of their members as an employee of the Association; neither shall it preclude contracting with a Director or committee member, or a person, firm or entity with which a Director or committee member is associated, for services or management of the Association, so long as the potential conflict of interest is disclosed prior to engaging the Director or committee member as proposed.

**Article VI**  
**Fiscal Management**

6.1 The assessment roll shall be maintained in an account book, or electronic record, by the Treasurer and/or the Management Service in an acceptable form in which there shall be an account for each Dwelling Unit. Such an account shall designate the name and address of the Owner or Owners, the amount of assessment against the Owner, the date the assessment is due, the amount paid and the amount due, if any.

6.2 The fiscal year of the Association shall be the calendar year, or as may be modified by a vote of the majority of the Board of Directors from time to time. The Budget shall be adopted in November of each year, by the Board of Directors, for the forthcoming calendar year which shall include the estimated funds required (assessment) to defray the common expenses and to provide and maintain funds for the Operating and Reserve Accounts according to good accounting practices. Copies of the proposed annual budget, including assessment, together with a notice of the meeting at which such budget will be considered, shall be sent to each member no less than thirty (30) days prior to the meeting. Failure to do so will not affect the liability of any member for payment of his/her proportionate share of the budget. Failure of the Board to timely adopt a budget for any given fiscal year shall result in the automatic adoption of the previous year's budget. The Board may amend the budget for any fiscal year upon no less than thirty (30) days' notice prior to the meeting at which the amended budget will be adopted.

6.3 Annual assessments against the Dwelling Unit Owners shall be due and payable in four (4) equal installments, each year, on the first (1<sup>st</sup>) day of the months of January, April, July and October. In the event the annual assessment proves to be insufficient, the budget and assessment may be amended, at any time by a majority vote of the Board of Directors, and the new unpaid assessment for the remaining portion of the calendar year shall be due and payable in accordance with the aforementioned referenced due dates.

6.4 If an Owner shall be in default in payment of an installment upon an assessment, the Board of Directors may accelerate the remaining installments of the assessment upon notice to the Owner, and then the unpaid balance to the assessment shall come due upon the date stated in the notice, but not less than ten (10) days after delivery of the notice to the Owner, or not less than twenty (20) days after the mailing of such notice to him by certified mail, whichever shall first occur.

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6.5 An assessment for emergency expenses, expenses that cannot be paid from the annual Operating or Reserve Accounts, may be levied without notice to the members or without member vote, pursuant to Article III, Section 4 of the Declaration. For purposes of this paragraph, "emergency work", for which Owner vote is not required, means any work reasonably necessary to protect, maintain, repair, replace, or ensure Common Areas or Association Property, or to comply with any local, state, or federal law or regulation, or as defined in Section 720.316, Florida Statutes (2019). Special assessments may be levied by the Board to meet unusual, unexpected, unbudgeted or non-recurring expenses. The special assessments may be payable in a single lump sum or by installments as determined by the Board. The Association may borrow money, pledge regular or special assessments and other personal property as collateral, and assign collateral assessment collection rights, when required in connection with the operation, care, maintenance, repair, replacement or improvement of the Association property, provided, however, that the consent of at least a majority of the voting interests present in person or by proxy at a duly-noticed and convened membership meeting shall be required for borrowing of any sum in excess of twenty-five percent (25%) of the annual budget, including reserves.

6.6 The depository of the Association shall be such bank or banks as shall be designated by the Directors from time to time in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks, or Electronic Funds Transfer (EFT), signed by such persons as are authorized by the Directors.

6.7 An audit of accounts of the Association shall be made annually and a copy of the report shall be posted and available to each member not later than the second Monday in February of the year following the year for which the report is made, if requested.

6.8 Written summaries of the accounting records of the Association shall be made available, annually, to each member, if requested.

#### **Article VII**

#### **Parliamentary Rules**

Robert's Rules of Order (latest edition) shall govern the conduct of the proceedings of the Association.

#### **Article VIII**

#### **Amendments to Bylaws**

8.1 Amendments may be proposed by any Director of the Board, or by instrument in writing signed by twenty-five percent (25%) of the membership of the Association.

8.2 Proposed amendments shall be delivered to the President, who shall call a Special Meeting of the Board, if needed, or placed on the agenda for the next scheduled Regular Board Meeting.

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8.3 In order for amendments to become effective, they must be approved by an affirmative vote of a majority of the entire Board of Directors.