

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  
GRAND CREEK SOUTH HOMEOWNERS ASSOCIATION, INC.**

**THIS FIRST AMENDMENT TO THE BYLAWS** of Grand Creek South Homeowners Association, Inc. ("Association") is made as of the date indicated below by unanimous resolution and written consent of the Board of Directors per Article VIII, Section 2 of the Articles of Incorporation and Section 617.0821 of the Florida Statutes (2023). Except where it would hinder, rather than assist, the understanding of the amendment, additions are indicated by underline; deletions are indicated by ~~strikethrough~~.

**V. ELECTION OF DIRECTORS**

*Article V of the Bylaws is hereby deleted in its entirety and replaced with the following.  
Substantial rewording. See governing documents for current text.*

A. Election of Directors by Class A Members. Except for Directors appointed by the Class B Member, the Board of Directors shall be elected by written ballot. The election shall occur in conjunction with the annual meeting, and eligible candidates elected shall take office upon the adjournment of the annual meeting. 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 and election. Any Member or other eligible person who desires to be a candidate for the Board of Directors shall give written notice to the Association not less than forty (40) days before the scheduled election. Nomination of candidates from the floor at the annual meeting 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, and any candidate information sheets which have been timely provided to the Association, at least fourteen (14) days before the annual meeting 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. There shall be no cumulative voting, and no Member shall permit any other person to vote his or her ballot. Ballots for the election of Directors may not be cast by proxy. Any improperly cast ballots will be deemed invalid; 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.

- i. 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 shall 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. The inner envelope shall be placed within the outer, larger envelope, and the outer envelope shall then be sealed. 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 so it is received before the last call for ballots at the meeting. Upon receipt by the Association, no ballot may be rescinded or changed.
- ii. Candidate Information Sheet. Upon request of a candidate, the Association shall include a one-page information sheet, no larger than one side of one 8 ½ inches by 11 inches page, which must be furnished by the candidate at least forty (40) days before the annual meeting 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.
- iii. Assistance for Disability. Any Member who needs assistance with casting a ballot for reasons related to blindness, inability to read or write, or other disability may obtain assistance in casting his or her ballot by contacting the Association.
- iv. Counting of Ballots. The counting of ballots shall occur at the annual meeting 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 persons within the third degree of consanguinity of Directors, Officers, or candidates, shall either be appointed by the Board before the annual meeting 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 cast 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. 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.

- v. Election Not Required. An election and balloting are not required unless more candidates timely submit notices of intent to be a candidate than vacancies exist on the Board. If the number of eligible candidates who timely submit notices of intent to be a candidate 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, regardless of whether a quorum was attained.
- vi. Candidate Eligibility; Director Delinquencies. 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 board member 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. 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 felon'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 is ineligible for board membership.
- vii. Electronic Notices & Voting. 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 e-mail address to the Association to be used for such purposes.

B. Appointment of Directors by Class B Member. The Declarant shall, within fourteen (14) days of the date set for the annual meeting of the Association, provide the Secretary of the Association with the names of the Directors that the Declarant is appointing to the Board. The Declarant is entitled, but not obligated, to appoint one member of the Board of Directors of the Association so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the parcels in all phases of the community.

C. Terms of Directors. Directors of the Association shall serve one-year terms, with the term of service of each Director commencing upon adjournment of one annual meeting until adjournment of the next annual meeting.

...

## IX. COMMITTEES.

A. The standing committees of the Association shall be the ~~Nominating Committee and the Architectural Control Board Committee.~~ The ~~Nominating Committee and Architectural Control Board Committee~~ shall have the duties and functions as described in the Declaration and as elsewhere described in these Bylaws.

...

## XI. MEETINGS OF MEMBERS.

...

C. Notice of all meetings of the Members shall be given to the Members by the Secretary. ~~Notice may be given to the Member either personally, by sending a copy of the notice through the mail, postage fully prepaid, to his address appearing on the books of the Association or via e-mail at the e-mail address appearing on the books of the Association~~ of all meetings of the Members shall be mailed, delivered, or electronically transmitted to the Members not less than fourteen (14) days prior to the meeting; provided however, that 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. Notice may only be electronically transmitted to Members who consent in writing to receive notices via electronic transmission and provide an e-mail address to the Association to be used for such purposes. Each Member shall be responsible for registering his or her mailing address, email address and telephone number with the Secretary and notice of the meeting shall be mailed, delivered, or electronically transmitted to him or her at such address. ~~Notice of the annual meeting of the Members shall be delivered at least forty-five (45) days in advance. Notice of any other meeting, regular or special, shall be mailed at least thirty (30) days in advance of the meeting and of all meetings of the Members shall include an agenda which shall set forth in general the nature of the business to be transacted;~~ provided however, that 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.



ADOPTED on this 8<sup>th</sup> day of November, 2023, by unanimous resolution and written consent of the Board of Directors per Article VIII, Section 2 of the Articles of Incorporation and Section 617.0821 of the Florida Statutes (2023).

**GRAND CREEK SOUTH  
HOMEOWNERS ASSOCIATION, INC.**

By: [Signature] "10/23"

Printed: MATTHEW STARK

As its: HOA - PRESIDENT

STATE OF FLORIDA  
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 8 day of November, 2023, by Matthew Stark, as HOA President, of Grand Creek South Homeowners Association, Inc., on behalf of the corporation.

Kayla McLain  
(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: Personally Known

