

**AMENDED AND RESTATED**

**BYLAWS  
OF  
GROVE POINTE HOMEOWNERS ASSOCIATION, INC.**

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## ARTICLE I. - NAME, PRINCIPAL OFFICE, AND DEFINITIONS

1.1 NAME. These are the Amended and Restated Bylaws of GROVE POINTE HOMEOWNERS ASSOCIATION, INC. (herein “the Association”), a Corporation not for profit under the laws of the State of Florida.

1.2 PRINCIPAL OFFICE. The Association’s principal office is 2477 STICKNEY POINT RD #118A, SARASOTA, FL 34231, or at such other place as may be established by resolution of the Board of Directors of the Association (herein “the Board”) from time to time.

1.3 DEFINITIONS. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration of Restrictions for Grove Pointe, as it may be amended from time to time (herein “the Declaration”), unless the context indicates otherwise.

1.4 CORPORATE SEAL. The Association shall have an official seal, which shall be in circular form bearing the name of the Association, the word “Florida,” the words “Corporation Not For Profit,” and the year of incorporation. Alternatively, the words “Corporate Seal” or “Seal” may serve as the seal of the Association. In no event shall a seal be required to validate corporate actions unless specifically required by law.

## ARTICLE II. - MEMBERSHIP, VOTING, QUORUM AND PROXIES

2.1 QUALIFICATION. The qualification of Members, the manner of their admission to membership and termination of such membership and voting by the Members shall be as set forth in the Amended and Restated Articles of Incorporation of the Grove Pointe Homeowners Association (*herein “Articles of Incorporation”*).

2.2 QUORUM. A quorum at any meeting of the Association's members shall consist of persons entitled to cast votes representing at least thirty percent (30%) of the total voting interests of the Association.

2.3 MANNER OF VOTING. Votes may be cast either in person, online, or by proxy. Proxies shall be valid only for the particular meeting designated thereon, and valid extensions of that meeting up to 90 days, and must be filed with the Secretary at or before the designated time of the meeting. The Association may conduct elections and other Owner votes through an Internet-based online voting system if an Owner consents in writing to online voting and if the requirements specified in the Homeowners’ Association Act regarding online voting are met.

2.4 VOTING. The total number of votes to which any eligible member is entitled at any meeting of members shall be determined as of the date fixed by the Board of Directors as the record date for such meeting, provided that such record date shall not be more than sixty (60) days or less than thirty (30) days prior to the date of such meeting. In the event the Board of Directors does not set a record date for any meeting of members, the record date for such meeting shall be the date which is forty-five (45) days prior to the date of such meeting. The determination of the

number of votes to which any member is entitled as of the record date shall be final, and no conveyance or acquisition of any lot arising after such record date shall be taken into consideration in determining the number of votes to which such member is entitled at such meeting.

2.5 APPROVAL. Except where otherwise required by the provisions of the Articles of Incorporation, these Bylaws, or the Declaration of Restrictions, or where the same may otherwise be required by law, the affirmative vote of the holders of more than one-half (1/2) of the total votes of the Association represented at any duly called Members' meeting at which a quorum is present shall be necessary for approval of any matter and shall be binding upon all Members.

2.6 NOTICES. The Association shall be entitled to give all notices required to be given to the Members of the Association by these Bylaws, the Articles of Incorporation, and the Declaration of Restrictions to the person or entity shown by the Association's records to be entitled to receive such notices at the last known address shown by the records of the Association, until the Association is notified in writing that such notices are to be given to another person or entity or at a different address. To the extent allowed by law, notices may be provided by electronic transmission to all Members who have consented in writing to receive notices electronically.

### **ARTICLE III. - ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP**

3.1 ANNUAL MEETING. An annual meeting of the membership of the Association shall be held each year during December or such other month as the Board may determine. The date, time, and place of the annual meeting shall be designated by the Board. The annual meeting shall be held for the purpose of electing directors and transacting any other business authorized to be transacted by the Members.

3.2 SPECIAL MEETING. Special meetings of the Members shall be held whenever called by the President or Vice President or by a majority of the Board. Such meeting must be called by such officers upon receipt of a written request from Members whose votes represent more than one-half (1/2) of the total votes of the Association.

3.3 NOTICE. Notice of all Members' meetings, annual or special, shall be given by the President, Vice President or Secretary or by such other officer of the Association as may be designated by the Board. Such notice shall be written or printed and shall state the time and place of the meeting and the purpose for which the meeting is called and shall be given not less than twenty (20) days prior to the date set for such meeting. If presented personally, a receipt of such notice shall be signed by the Member, indicating the date on which such notice was received. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, postage prepaid, addressed to the member at his or her post office address as the same appears on the records of the Association. Proof of such mailing shall be given by the affidavit of the person giving the notice and filed in the Association's official records. Notice may be provided by electronic transmission to all Members who have consented in writing to receive notices electronically. 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 (whether executed and filed

before or after the meeting), shall be deemed equivalent to the giving of such notice to such Member.

3.4 ADJOURNMENT. If any Members' meeting cannot be organized because a quorum has not attended or because the greater percentage of the membership required to constitute a quorum for a particular purpose has not attended, wherever the latter percentage of attendance may be required as set forth in the Articles of Incorporation, these Bylaws, or said Declaration of Restrictions, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

3.5 PRESIDING OFFICER. At meetings of the membership, the President or, in his or her absence, the Vice President, shall preside, or in the absence of both, the Board of Directors shall select a chairperson.

## **ARTICLE IV. - BOARD OF DIRECTORS; ELECTIONS; VACANCIES**

4.1 BOARD OF DIRECTORS. The affairs of the Association shall be managed by a Board consisting of no less than three (3) directors and a maximum of five (5) directors as determined by resolution of the Board. A majority of the Board shall constitute a quorum to transact business at any meeting of the Board, and the action of a majority present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

4.2 SKILLS. All Directors must know how to use e-mail, PDFs, and teleconferencing, and have other basic computer skills needed for participating as a Director.

4.3 ELECTION. An election for the Board of Directors is not required unless there are more candidates than positions available. Nominations from the floor will not be allowed. All candidates must complete the Intent to be a Candidate form and return it to the Association Secretary or Property Management Company by the deadline as instructed in the first notice of the annual meeting. Elections will be decided by a plurality of the votes cast by eligible voters.

4.4 VACANCY. Any vacancy occurring on the Board of Directors because of death, resignation, or other termination of services by any Director shall be filled by the Board of Directors. A Director appointed by the Board to fill a vacancy shall be appointed for the unexpired term of his or her predecessor. A vacancy because of a recall shall be filled in accordance with the pertinent statutes.

4.5 RECALL. If a Director is recalled and removed from office by the membership he or she must wait at least five (5) years before being allowed to run for or serve on the Board of Directors again.

## **ARTICLE V. - POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

5.1 THE BOARD OF DIRECTORS SHALL HAVE POWER:

A. To call meetings of the members.

B. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member, officer, or Director of the Association in any capacity whatsoever.

C. To establish, levy and assess, and collect the assessments necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

D. To adopt and publish rules and regulations governing the use of any limited private roads and any neighborhood common areas, or any portion thereof, which the Association is obligated to maintain and, also, governing the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

E. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.

F. To appoint such committees as the Board of Directors may desire and to grant to such committees such duties and responsibilities as the Board of Directors may deem advisable.

G. To exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the members in said Declaration of Restrictions or in the Articles of Incorporation of the Association.

5.2 IT SHALL BE THE DUTY OF THE BOARD OF DIRECTORS:

A. To cause to be kept a complete record of all its acts and corporate affairs.

B. To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

C. With reference to assessments of the Association:

(1) To fix the amount of the assessment against each lot for each fiscal year in accordance with the provisions of said Declaration of Restrictions, the Articles of Incorporation, and these Bylaws; and

(2) To prepare a roster of the members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member; and,

(3) To send written notice of each assessment to every member subject thereto.

D. To issue or to cause an appropriate officer to issue, upon demand by any authorized person, a certificate in recordable form setting forth whether any assessment has been paid; and, if not, the amount then due and owing.

E. To make payment of all ad valorem taxes assessed against Association property, real or personal.

F. To pay all expenses incurred by the Association for repairs, maintenance, services, insurance, and other operating expenses.

G. To enforce by appropriate legal means the provisions of said Declaration of Restrictions, the Articles of Incorporation, and these Bylaws.

## ARTICLE VI. - MEETINGS OF DIRECTORS

6.1 ORGANIZATIONAL MEETING. An organizational meeting of the Board of Directors shall be held after and on the same day as, and at the same place as, the annual meeting of Members.

6.2 REGULAR MEETING. Regular meetings of the Board of Directors shall be held at such time and place as is provided by appropriate resolution of the Board of Directors.

6.3 SPECIAL MEETING. Special meetings of the Board of Directors shall be held when called by the President or by any two (2) Directors of the Association.

6.4 NOTICE. Notice of all meetings shall be given to each director, personally or by mail, electronically, telephone or facsimile and shall be transmitted at least three (3) days prior to the meeting. Adequate notice of such meetings, which notice shall specifically incorporate an identification of agenda items, shall be posted conspicuously in the common areas at least forty-eight (48) continuous hours preceding the meeting, except in the event of an emergency. The Board shall adopt by rule, and give notice to the Members of specific locations in the common areas upon which all notices of Board and/or committee meetings shall be posted.

6.5 WAIVER. A Director may waive in writing notice of a meeting of the Directors before or after the date and time stated in the notice. Attendance of a Director at any meeting shall constitute waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not thereafter vote for or assent to action taken at the meeting.

6.6 PARTICIPATION. A Director's participation in a Board meeting via telephone, real-time videoconferencing, or similar real-time electronic or video communication counts toward a quorum, and such Director may vote as if physically present. A speaker must be used so that the

conversation of such Directors may be heard by the Directors attending in person as well as by any Owners present at a meeting.

## ARTICLE VII. - OFFICERS

7.1 OFFICERS. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected annually by the Board. The President shall be a member of the Board of Directors, but other officers are not required to be Members of the Board of Directors, however they must all be Members of the Association. Any person may hold two or more offices, except that the President shall not also be the Secretary. The Board may from time to time designate such other officers and define their powers and duties as the Board shall find to be required to manage the affairs of the Association. Any officer may be peremptorily removed by vote of the Directors at any meeting. If an Officer or Director is removed from an officer position by the Board, he or she must wait at least five (5) years before being allowed to run for or serve on the Board of Directors again.

7.2 PRESIDENT. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the Board at which he or she is present. He or she shall have all of the general powers and duties which are usually vested in the office of the president of a corporation, including but not limited to the power to appoint committees as the President may deem appropriate to assist in the conduct of the affairs of the Association, and to see that orders and resolutions of the Board of Directors are carried out and to sign all contracts, notes, checks, leases, mortgages, deeds and all other written instruments.

7.3 VICE PRESIDENT. The Vice President shall take the place of the President and perform his or her duties whenever the President is absent or refuses or is unable to act. In addition, the Vice President shall generally assist the President, and exercise such other powers and perform such other duties as shall be prescribed by the Board.

7.4 SECRETARY. The Secretary shall keep (or cause to be kept) the minutes of all meetings of the Directors and the Members and shall attend to the giving and serving of all notice to the Members and Directors, and other notices required by law and the governing documents. In addition, the Secretary shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of secretary of an association, as may be required by the Directors or the President. The Secretary may delegate duties to an Association manager, if authorized by the Board.

7.5 TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as may be directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer, or his or her appointed agent, shall keep proper books of account and shall prepare an annual budget, a statement of receipts and disbursements, and a balance sheet, and the same shall be available for inspection upon reasonable request by a member.



7.6 RESIGNATION. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VIII. - FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in the Declaration shall be supplemented by the following provisions:

8.1 FISCAL YEAR. The fiscal year of the Association shall be the calendar year unless otherwise established by Board resolution.

8.2 BUDGET. The Board shall adopt a budget for each fiscal year, which shall contain estimates of the cost of performing the functions of the Association, and shall levy an annual assessment based thereon against each lot subject to assessment. The adoption of a budget shall not, however, be construed as restricting the right of the Board, at any time in their sole discretion, to levy any additional or special assessment in the event that the budget originally adopted shall appear to be insufficient to pay costs and expenses of operation, maintenance, and management; in the event of emergencies; or in the event the Association's reserves are insufficient to cover expenditures for capital improvements or replacements.

8.3 ASSESSMENT. Notices of the annual assessment applicable to each individual lot subject thereto, together with a copy of the budget as adopted by the Board, shall be transmitted to each member on or before December 1 of the year prior to the fiscal year for which the budget is made, and such assessment shall be due and payable on or before January 1 of such fiscal year and shall become delinquent after such date.

8.4 LOANS. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. The Board may authorize the pledge and assignment of any regular or special assessment and the lien rights of the Association as security for the repayment of such loans.

8.5 CHECKS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board.

8.6 DEPOSITORIES. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such savings and loan associations, banks, trust companies, or other depositories as the Board may select.

8.7 BOARD OF DIRECTORS INSURANCE. Fidelity bonds or proper insurance shall be required by the Board for all persons authorized to sign checks or otherwise disburse, withdraw, or control

Association funds. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time. The premiums on such bonds shall be paid by the Association as a common expense of the Association. Notwithstanding the foregoing, if annually approved by a majority of the voting interests present at a properly called meeting of the Association, the Association may waive the requirement of obtaining an insurance policy or fidelity bond for all persons who control or disburse funds of the association.

## **ARTICLE IX. - PARLIAMENTARY RULES**

Except as may be modified by Board resolution, Robert's Rules of Order (the edition published on the date closest to the meeting) shall govern the conduct of Association proceedings when not in conflict with applicable law or the Governing Documents. The Board of Directors may adopt additional rules by majority vote.

## **ARTICLE X. - RECORDS**

10.1 INSPECTION AND COPYING OF RECORDS. Any Member wishing to inspect or make copies of the Official Records of the Association must submit a written request to the Secretary or other Association representative as designated by the Board. The request should state which record or records are to be inspected, and must be signed and dated by the person requesting the inspection. The inspection and/or copying of records shall be in compliance with such reasonable rules as may be adopted, in writing, by the Board. The Member making the inspection may be charged for the costs of the inspection, including personnel costs and copying costs, in accordance with the pertinent statutes and rules. See the latest edition of the HOA Rules and Regulations, article "Access to HOA Official Records" for additional details.

10.2 RECORDING. Any Owner may tape record or videotape meetings of the Board and meetings of Members. Tape recording and videotaping of a meeting shall be in compliance with such reasonable rules as may be adopted, in writing, by the Board. See the latest edition of the HOA Rules and Regulations, article "Recording of Meetings" for details.

10.3 MEMBER INFORMATION. Members are responsible for supplying to the Association all information necessary to maintain and keep current the records of the Association, including but not limited to changes in mailing addresses and e-mail addresses submitted for notice purposes.

## **ARTICLE XI. - AMENDMENTS**

These Bylaws may be amended by a majority vote of the Directors present at a duly constituted meeting of the Board provided that the proposed amendment is contained in or included with the notice of such meeting.

## ARTICLE XII. - EMERGENCY BOARD POWERS

12.1 EMERGENCY POWERS UNDER CHAPTER 617, F.S. In the event of any “emergency” as defined in Subsection G below, the Board may exercise the emergency powers described in this Section 12.01, and any other emergency powers authorized by Sections 617.0207 through 617.0303, Florida Statutes, as amended from time to time.

A. The Board may name as assistant officers, persons who are not Directors, which assistant officers shall have the same authority as the executive officers whom they assist during the period of the emergency, to accommodate the incapacity or absence of any officer of the Association.

B. The Board may relocate the principal office, or designate alternative principal offices or authorize the officers to do so.

C. During any emergency the Board may hold meetings with notice given only to those Directors with whom it is practicable to communicate, and the notice may be given in any practicable manner, including publication or radio. The Director or Directors in attendance at such a meeting shall constitute a quorum.

D. Corporate action taken in good faith during an emergency under this Article to further the ordinary affairs of the Association shall bind the Association, and shall have the rebuttable presumption of being reasonable and necessary.

E. Any officer, Director, or employee of the Association acting with a reasonable belief that his or her actions are lawful in accordance with these emergency Bylaws shall incur no liability for doing so, except in the case of willful misconduct.

F. These emergency Bylaws shall supersede any inconsistent or contrary provisions of the Bylaws during the period of the emergency.

G. For purposes of this Section 12.1 only, an “emergency” exists only during a period of time that the Subdivision, or the immediate geographic area in which the Subdivision is located, is subject to:

(1.) A state of emergency declared by local civil or law enforcement authorities;

(2.) A hurricane watch or warning;

(3.) A partial or complete evacuation order;

(4.) Federal or state “disaster area” status; or

(5.) A catastrophic occurrence, whether natural or manmade, which seriously damages or threatens to seriously damage the physical existence of the

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Subdivision, such as an earthquake, tidal wave, fire, hurricane, tornado, war, civil unrest, or act of terrorism.

An “emergency” also exists for purposes of this Article during the time when a quorum of the Board cannot readily be assembled because of the occurrence of a catastrophic event, such as a hurricane, earthquake, act of terrorism, or another similar event. A determination by any two (2) Directors, or by the President or by a Director and the manager that an emergency exists shall have presumptive quality.

12.2 EMERGENCY POWERS UNDER CHAPTER 720, F.S. In response to damage or injury caused by or anticipated in connection with an event for which a state of emergency is declared in the pertinent area pursuant to Section 252.34(4), F.S., as amended from time to time, the Board may, but is not required to, exercise the emergency powers stated in Section 720.316, F.S., as amended from time to time, including, but not limited to, the following:

- A. The Board may cancel and reschedule any Association meeting.
- B. The Board may, based upon advice of emergency management officials or public health officials or upon the advice of licensed professionals retained by or otherwise available to the Board, determine any portion of the Common Areas or facilities unavailable for entry or occupancy by Owners, family members, tenants, guests, agents, or invitees to protect the health, safety, or welfare of such persons.

Reasons for this Section 12.2 being utilized include, but are not limited to, hurricane and pandemic.

## ARTICLE XIII. - GENERAL

13.1 CONFLICTS. In the case of any conflict between provisions set forth in the Declaration and these Bylaws, the Declaration shall control.

13.2 WAIVER. No provision of these Bylaws or any regulation promulgated by the Board of Directors pursuant hereto shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

13.3 SEVERABILITY. The provisions of these Bylaws are severable, and the invalidity of one or more provisions hereof shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

13.4 CAPTIONS. Captions are inserted herein only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision.

13.5 GENDER AND NUMBER. All nouns and pronouns used herein shall be deemed to include all genders, and the singular shall include the plural and the plural shall include the singular whenever the context requires or permits.

13.6 Governing Law. These Bylaws shall be governed by Florida law.