

1  
2  
3  
4  
5  
6  
7  
8  
9

**AMENDED AND RESTATED BYLAWS OF THE  
KINGS POINT WEST RECREATIONAL FACILITIES  
RULES ASSOCIATION, INC.**  
(a not-for-profit corporation of the State of Florida)

10  
11  
12  
13  
14  
15  
16  
17  
18

**ARTICLE I  
NAME AND LOCATION**

19 The name of the corporation is KINGS POINT WEST RECREATIONAL FACILITIES RULES  
20 ASSOCIATION, INC., hereinafter referred to as the "Rules Association". Meetings of members  
21 and directors will be held within Kings Point West of Sun City Center West, Florida as designated  
22 by the Board of Directors.

23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33

**ARTICLE II  
PURPOSE**

34 The purpose of this Rules Association is to (1) adopt, amend, revise and promulgate rules and  
35 regulations concerning the use of lease property known as the Kings Point Recreational Facilities by  
36 lessees thereof who are owners of condominium or homeowner association units at Kings Point  
37 West, Sun City Center West, Florida, and (2) have and exercise any and all other powers, rights and  
38 privileges of a not-for-profit corporation organized under the laws of the State of Florida which may  
39 be inherent in or reasonably necessary for the fulfillment of the aforementioned rule making  
40 function. Unit Owner interests shall remain a paramount consideration in all decisions.

41 The Kings Point Recreational Facilities are located at Kings Point West which is a community of  
42 condominium and homeowner associations at Sun City Center West, Florida. Said Facilities is are  
43 more particularly defined and described by the terms of the long-term leases with Kings Point West,  
44 Inc. ("Lessor") whereby the owners of condominium and homeowner association units at Kings  
45 Point West have obtained non-exclusive leasehold interests in said facilities for recreation purposes  
46 ("unit owner/lessees").

47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57  
58  
59  
60  
61  
62  
63  
64  
65  
66  
67  
68  
69  
70  
71  
72  
73  
74  
75  
76  
77  
78  
79  
80  
81  
82  
83  
84  
85  
86  
87  
88  
89  
90  
91  
92  
93  
94  
95  
96  
97  
98  
99  
100

Limitation: This Rules Association shall adopt no rule which shall have the effect of violating or  
changing the terms of the aforesaid long-term leases with the various unit owner/lessees, restricting  
the rights of the Lessor as provided therein, permitting acts or practices which may injure or  
endanger any individual or the demised premises, or restricting unreasonably any unit  
owner/lessee's right to peaceably assemble or invite public officers or candidates for public office  
to appear and speak on or within the Recreational Facilities.

**ARTICLE III  
MEETING OF MEMBERS**

**Section 1. Annual Meetings**

The annual membership meeting shall be held at a place and hour chosen by the Board of Directors  
in the fourth quarter of each calendar year for the purpose of electing directors and transacting any  
other business authorized to be transacted by the members. The first annual membership meeting

50 shall be held as soon as practicable after this Association is formed even though the result may be  
51 that two annual membership meetings may be held in 1980. The Board of Directors may designate  
52 another membership meeting of the members as the annual membership meeting in lieu of the  
53 meeting otherwise to be held as the annual membership meeting, provided that, the notice thereof  
54 states that said meeting shall constitute the annual meeting. Notwithstanding the foregoing, any  
55 membership meeting called for the purpose of considering a proposed Rule Change shall be called  
56 in accordance with the provisions of Article III of the Articles of Incorporation.

57  
58 **Section 2. Special Meetings**

59 A. For Rule making Purposes: Article III of the Articles of Incorporation governs  
60 requirements regarding the steps of the rule making process of this Rules Association, notice  
61 requirements for special membership meetings to consider a Rule Change, and voting necessary  
62 to approve a Rule Change.

63  
64 B. Other Special Meetings: Special membership meetings for purposes other than the rule  
65 making process of the Rules Association shall be held whenever called by the President or Vice  
66 President or by a majority of the Board of Directors. Special membership meetings shall also be  
67 called by such officers upon receipt of written request from one-fourth ( $1/4$ ) of the members  
68 provided such request for a meeting sets forth the agenda for such meeting and is received by  
69 the President at least fifteen (15) days before the requested special membership meeting date.  
70 No other business but that specified in the notice of a special membership meeting may be  
71 transacted without the unanimous consent of the representatives of all members present at such  
72 meeting.

73  
74 **Section 3. Notice**

75 A. For Rule Making Meetings: Requirements regarding notice for a membership meeting at  
76 which a Rule Change shall be considered are set forth in Article III of the Articles of  
77 Incorporation. Such notice to the president of each member association shall be in written form  
78 and inserted in each president's mailbox not less than ten (10) days prior to the meeting.

79  
80 B. For Other Meetings: No other membership meeting may be held without prior notice thereof  
81 unless such notice is waived at the respective meeting. The President, Vice President or  
82 Secretary shall give notice of other membership meetings stating the time and place and  
83 business for which the meeting is called, unless waived in writing. Such notice to each member  
84 association shall be in written form and inserted within each president's mailbox not less than  
85 ten (10) days prior to the meeting.

86  
87 **Section 4. Quorum and Acts**

88 A quorum at all membership meetings shall consist of the presence of a simple majority of fifty-one  
89 percent (51%) of the total voting interests of all of the Rules Association Members in aggregate.  
90 The acts approved by a simple majority of the votes present at a meeting at which a quorum is  
91 present shall constitute the acts of the membership except when a different voting requirement is  
92 prescribed by the Articles of Incorporation, or these Bylaws, or the laws of the State of Florida.

93  
94 **Section 5. Voting**

95 Each member association as defined in Article III, A of the Articles of Incorporation shall be  
96 entitled to cast one (1) vote.

97  
98 The Articles of Incorporation have designated the president of each member association as the  
99 principal voting representative of said member; however, in the absence of the president, the vice

100 president or any other duly appointed officer of the member association may cast its vote at any  
101 meeting of the Rules Association.

102  
103 **Section 6. Proxies**

104 No proxy shall be necessary from the member association unless the said member wishes its vote to  
105 be cast by a person who is not an officer thereof. The presence of the president (or vice president or  
106 duly appointed officer in the absence of the president) at a meeting shall constitute a presence of the  
107 member association and the vote by such present officer shall constitute the vote of the member  
108 association. To be valid, a proxy must be signed by a Board officer and filed with the Rules  
109 Association Secretary before the appointed time of the meeting.

110  
111 In the event of a controversy concerning who shall cast the vote of the member association in the  
112 absence of the president, the right to cast such vote shall first succeed to the vice president, then to  
113 the secretary, then to the treasurer, and finally to the person holding a valid proxy of the member  
114 association.

115  
116 **Section 7. Adjourned Meetings**

117 If any meeting of the members cannot be organized because a quorum has not attended, the  
118 members who are present, either in person or by proxy, may adjourn the meeting from time to time  
119 until a quorum is present.

120  
121 **Section 8. Order of Business**

122 The order of business at annual members' meetings and as far as practical at other members'  
123 meetings, shall be:

- 124  
125 A. Calling of the roll and certifying the proxies  
126 B. Proof of notice of meeting or waiver of notice  
127 C. Call meeting to order  
128 D. Pledge of Allegiance  
129 E. Approval of minutes from preceding meeting  
130 F. Reports of Officers  
131 G. Reports of Committees  
132 H. Unfinished business  
133 I. New business  
134 J. Elections  
135 K. Adjournment  
136

137 **Section 9. Presiding Officers**

138 At each meeting of the members, the President, or in his absence the Vice President, shall preside  
139 and the Secretary of the Association shall be the Secretary for the meeting.

140  
141  
142 **ARTICLE IV**  
143 **DIRECTORS**  
144

145 **Section 1. Board of Directors**

146 A Board of three (3) directors shall manage the affairs of the Rules Association. The composition of  
147 the Board, qualification for directors, and provisions for staggered terms of the directors are set  
148 forth in Article VI of the Articles of Incorporation.  
149

150 **Section 2. Election of Directors**

- 151
- 152 A. Election of Lessee Directors shall be held at the annual membership meeting.
- 153
- 154 B. The President may appoint a nominating committee prior to the annual membership
- 155 meeting. The committee shall nominate one person for each directorship to be filled.
- 156 Nominations may also be made from the floor.
- 157
- 158 C. The election of directors shall be by ballot and shall be determined by a majority of
- 159 the votes cast of all the member associations. There shall be no cumulative voting.
- 160
- 161 D. Except for vacancies created by term limits or as provided by removal of Lessee
- 162 Directors by members, all vacancies on the Board of Directors occurring between
- 163 annual meetings of members, including vacancies created by increasing the size of
- 164 the Board, shall be filled by the vote of a majority of the remaining directors.
- 165
- 166 E. Any Lessee Director may be removed by concurrence of two-thirds of the members
- 167 represented at a special meeting of the members called for that purpose. The
- 168 members of the Rules Association at the same meeting shall fill the vacancy in the
- 169 Board of Directors so created.
- 170

171 **Section 3. Term of Office**

172 Except for one of the Lessee Directors elected at the first annual memberships meeting for a one

173 year term, the term of each Lessee Director shall be two years and until his successor is duly elected

174 and qualified or until he is removed in the manner provided elsewhere herein. The term of each

175 Lessee Director shall be staggered so that the term of one Lessee Director shall expire each year.

176 The term of the Lessee Director shall be until another person appointed by the Lessee replaces said

177 Director.

178

179 **Section 4. First Board of Directors**

180 In accordance with the Articles of Incorporation, the Board of Directors appointed and named in

181 said Articles of Incorporation shall serve at least until an election of directors is held at the first

182 annual meeting.

183

184 **Section 5. Annual Meetings**

185 The annual meeting of the Board of Directors may be held at such time and place as shall be

186 determined by the directors, except that such annual directors' meeting shall be held as soon as

187 practicable following the annual membership meeting. If held at any time other than immediately

188 following the annual membership meeting, there shall be three (3) days notice given to the President

189 personally or by mail, telephone or e-mail, which notice shall state the time and place of the

190 meeting.

191

192 **Section 6. Special Meetings**

193 Special meetings of the directors may be called by the President or may be called by the Secretary

194 at the written request of two-thirds of the directors. Not less than three days' notice of the meeting

195 shall be given in writing, personally, ~~or~~ by mail or e-mail, which notice shall state the time, place

196 and purpose of the meeting.

197

198

199

200 **Section 7. Waiver of Notice**  
201 Any director may waive notice of a meeting and such waiver shall be deemed equivalent to the  
202 giving of the notice. Attendance at a meeting shall constitute a waiver of notice.  
203  
204 **Section 8. Quorum and Voting**  
205 A quorum at directors' meetings shall consist of a majority of the entire Board of Directors. The  
206 acts approved by a majority of directors shall constitute the acts of the Board of Directors except  
207 when approval by a greater number of directors is required by the Articles of Incorporation, these  
208 Bylaws, or the laws of the State of Florida.  
209  
210 **Section 9. Adjourned Meetings**  
211 If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of  
212 those present may adjourn the meeting from time to time until a quorum is present. At any  
213 adjourned meeting, any business that might have been transacted at the meeting as originally called  
214 may be transacted without further notice at a succeeding meeting.  
215  
216 **Section 10. Joinder in Meeting by Approval of Minutes**  
217 The joinder of a director in the action of a meeting by signing and concurring with the minutes of  
218 that meeting shall constitute the presence of such director for the purpose of determining a quorum.  
219  
220 **Section 11. Presiding Officer and Secretary for Meetings**  
221 The presiding officer of the directors' meetings shall be the chairperson of the Board if such an  
222 officer has been elected; and if none, the President shall preside. In the absence of the presiding  
223 officer, the directors present shall designate one of their members to preside. The Secretary of the  
224 Rules Association shall be the secretary for the meetings of directors, unless absent, in which case  
225 the directors shall designate one of their members to act as secretary for the meeting.  
226  
227 **Section 12. Compensation**  
228 No director shall receive compensation for any service he or she may render to the Rules  
229 Association as director.  
230  
231 **Section 13.** The Board may appoint such committees and delegate such duties and powers  
232 thereto as it may deem advisable.  
233  
234 **Section 14. Attendance by Telephone**  
235 Any member or members of the Board of Directors shall be deemed present and voting at a meeting  
236 of such Board if said member or members participate in the meeting by means of a conference  
237 telephone or similar communications equipment or device enabling all persons participating in the  
238 meeting to hear each other.  
239  
240 **Section 15. Action Without Meeting**  
241 Any required or permitted action can be taken at any meeting if written consent to the action signed  
242 by all the members of the Board is filed with the minutes of the proceedings of the Board.  
243  
244 **Section 16. Powers**  
245 The Board of Directors shall have the power to:  
246  
247 A. Initiate Rule Changes in accordance with the procedure set forth in the Articles of  
248 Incorporation.  
249

250 B. Exercise for the Rules Association all powers, duties and authority vested in or  
251 delegated to this Rules Association and not reserved to the membership by other  
252 provisions of these Bylaws or the Articles of Incorporation.  
253

254 **Section 17. Duties**

255 It shall be the duty of the Board of Directors to:

256  
257 A. Cause to be kept a complete record of all its acts and corporate affairs and to present  
258 an oral or written statement thereof to the members at the annual meeting of the  
259 members.  
260

261 B. Cooperate with the Lessor in the enforcement of promulgated rules and regulations.  
262

263

264

265 **ARTICLE V**  
266 **OFFICERS**

267

268 **Section 1. First Officers**

269 In accordance with the Articles of Incorporation, the first officers of the Rules Association named  
270 and appointed in such Articles of Incorporation shall serve until the Board of Directors elects their  
271 qualified successors.

272

273 **Section 2. Executive Officers**

274 The executive officers of the Rules Association shall be a President, a Vice President, a Treasurer-  
275 Secretary and other officers as shall be elected by the Board. The President, Vice President and  
276 Secretary-Treasurer must be directors. Except as provided in Section 1 of this Article, the Board of  
277 Directors shall elect such officers annually. The Board of Directors may appoint such assistant or  
278 other officers and designate their powers and duties as the Board shall find to be required to manage  
279 the affairs of the Rules Association. Each officer shall serve until the Board elects a qualified  
280 successor. The Board by a two-thirds affirmative vote may remove an officer with or without cause  
281 and fill such vacancy.

282

283 **Section 3. President**

284 The President shall be the chief executive officer of the Rules Association. He shall have all the  
285 powers and duties that are usually vested in the office of President of an association, including but  
286 not limited to the power to appoint committees from among the representatives of members as he or  
287 she in his or her discretion may determine appropriate, to assist in the conduct of the affairs of the  
288 Rules Association.

289

290 **Section 4. Vice-President**

291 The Vice-President, in the absence or disability of the President, shall exercise the powers and  
292 perform the duties of the President. He or she also shall assist the President generally, and exercise  
293 such other powers, and perform such other duties as shall be prescribed by the directors.

294

295 **Section 5. Secretary**

296 The Secretary shall keep the minutes of all proceedings of the directors and members. He or she  
297 shall attend to the giving and serving of all notices to the members, directors, and others that are  
298 required by law. He or she shall have custody of the seal of the Rules Association and affix it to any  
299 instruments requiring a seal when duly signed. He or she shall keep the records, of the Rules

299

300 Association except those of the Treasurer unless the Secretary is also the Treasurer of the Rules  
301 Association. The Secretary shall perform all other duties incident to the office of Secretary of a  
302 corporation and as may be required by the Board of Directors or the President. Any Assistant  
303 Secretary elected shall perform the duties of the Secretary when the Secretary is absent.  
304

305 **Section 6. Treasurer**

306 The Treasurer shall have custody of all property of the Association. He or she shall keep the books  
307 of the Rules Association in accordance with good accounting practices; and he or she shall perform  
308 all other duties usually incident to the office of Treasurer.  
309

310 **Section 7. Compensation**

311 No Officer shall receive any compensation by reason of his office.  
312  
313

314 **ARTICLE VI**  
315 **FISCAL MANAGEMENT**  
316

317 All expenses of the Rules Association shall be paid by the Lessor of the Kings Point Recreational  
318 Facilities, provided however, that no payment or reimbursement of expenses by the Lessor shall be  
319 made unless (1) pursuant to a budget approved in writing by Lessor or (2) approved in writing by  
320 the Lessor on an item by item basis.  
321

322 The fiscal year of the Association shall be the calendar year.  
323  
324

325 **ARTICLE VII**  
326 **AMENDMENTS**  
327

328 **Section 1.** These Bylaws shall be adopted by the initial Board of Directors as constituted under  
329 Article VIII of the Articles of Incorporation, at the organizational meeting of the board. Thereafter,  
330 these Bylaws may be altered, amended, or rescinded by:  
331

332 A. The unanimous vote of the entire Board of Directors, and  
333

334 B. After notice to the members, by the affirmative vote of sixty six and two-thirds ( $66 \frac{2}{3}$ ) of  
335 the member associations present at any regular or special meeting of the membership  
336

337 However:  
338

339 C. Without the written consent of the Lessor, no amendment to the Bylaws shall be valid which  
340 affects any of the rights and privileges provided to the Lessor pursuant to the long-term leases,  
341 and  
342

343 D. Amendments to Article VIII, Section 2, of these Bylaws shall be considered a Rule Change  
344 and governed by Article III, C of the Articles of Incorporation rather than this Article VII.  
345

346 **Section 2.** In the case of any conflict between the Articles of Incorporation and these Bylaws,  
347 the Articles of Incorporation hereof shall control.  
348  
349

350 **ARTICLE VIII**  
351 **INITIAL RULES AND REGULATIONS**  
352

353 **Section 1.** This Rules Association has been created subsequent to the first leasing of the Kings  
354 Point Recreational Facilities and at a time when several hundred owners of condominium units of  
355 the Kings Point West community of condominiums have previously been enjoying the use of said  
356 facilities pursuant to the existing rules and regulations. In order to provide continuity and to prevent  
357 any period of time during which there would be no effective rules and regulations pertaining to the  
358 use of the Kings Point Recreational Facilities, the rules and regulations existing ~~as of~~ at the time this  
359 Association is created have been set forth within Administrative Code AC-I pursuant to the  
360 directive of Article II of the Articles of Incorporation. Until changed, these rules and regulations  
361 shall govern the unit owner/lessees' use of the Kings Point Recreational Facilities. These rules and  
362 regulations may be amended or revised, and new rules and regulations may be adopted, in  
363 accordance with the provisions regarding rule-making set forth in these Bylaws and the Articles of  
364 Incorporation.

365  
366 **Section 2.** All established and approved rules and regulations within Administrative Code AC-I  
367 shall be published and posted accordingly by the Facilities Management Company.

368  
369 **Section 3.** The Rules Association or the Facilities Management Company may need to post ~~or~~  
370 and enforce temporary rules and regulations for the safety and general welfare of the community.

371  
372 **Section 4.** The Rules Association may act as mediator if called upon to do so.  
373

374  
375 **ARTICLE IX**  
376 **MISCELLANEOUS**  
377

378 Section 1. ADMINISTRATIVE CODE  
379

380 A. The term "Administrative Code (AC)" as used herein, shall refer to and be considered a legal  
381 and binding supplement of the Articles of Incorporation and these Bylaws pursuant to the directive  
382 of Article II of the Articles of Incorporation..  
383

384 B. The Rules and Regulations set forth by the Rules Association in accord with Article III, C of  
385 the Articles of Incorporation shall be maintained within the Kings Point West Recreational  
386 Facilities Rules Association Administrative Code (AC-1).  
387

388 \* \* \*

389  
390  
391  
392  
393 **THIS SPACE INTENTIONALLY LEFT BLANK**  
394  
395  
396  
397  
398  
399