



**AMENDMENTS TO THE
BY-LAWS OF
MACKINLEY'S MILL HOMEOWNERS ASSOCIATION, INC.**

Additions in **bold underline**;
Deletions indicated by strikethrough
Unaffected, omitted language indicated by ellipsis (...)

Substantial rewording of By-Laws. See governing documents for current text.

1. Article I of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended to read as follows:

NAME AND LOCATION. The name of the corporation is **MacKinley's Mill Homeowner's Homeowners Association, Inc.**, hereinafter referred to as the "Association". The principal address of the corporation shall be Post Office Box 972 **621110**, Oviedo, Florida **32762**, but meetings of members and directors may be held at such places within the State of Florida, County of Seminole, as may be designated by the Board of Directors.

2. Article II of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article II, Section 1 is hereby amended to read as follows: "**Association**" shall mean and refer to **MacKinley's Mill Homeowner's Homeowners Association, Inc., a Florida not for profit corporation, and** its successors and assigns.

Article II, Section 2 is hereby deleted in its entirety and the following is substituted in its place:

"Properties" shall mean and refer to that certain real property located in Seminole County, Florida and more particularly described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Declaration and/or the Association.

Article II, Section 6 is hereby deleted in its entirety.

Article II, Section 7 is deleted in its entirety and the following is substituted in its place:

"Declaration" shall mean and refer to that certain Declaration of Covenants, Conditions and Restriction for MacKinley's Mill Subdivision as recorded in the Public Records of Seminole County, Florida and as amended and/or supplemented from time to time.

Article II, Section 9 is created to read as follows: "Act" shall mean and refer to Chapter 720 of the Florida Statutes (2021), and as it may be amended and/or renumbered from time to time.

3. Article III of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article III, Section 1 is deleted in its entirety and the following is substituted in its place:

An annual meeting of the Association's Members shall be held at least once each calendar year on a date, at a time, and at a place to be determined by the Association's Board of Directors.

Article III, Section 2 is deleted in its entirety and the following is substituted in its place:

Special meetings of the Association's membership may be called at any time by the President of the Board of Directors or by the Board of Directors, or through a written petition submitted to the Association that has been signed by no less than twenty-five percent (25%) of the Association's total voting membership. The business to be conducted at a special meeting of the Association's membership shall be limited to the extent required by the Act.

Article III, Section 3 is deleted in its entirety and the following is substituted in its place:

Written notice of each meeting of the Association's membership shall be given by, or at the direction of, the President or Vice-President of the Board of Directors and/or any management company retained by the Association. A copy of the notice of the meeting shall be given to each Member entitled to vote, not less than fourteen (14) days before the date of the meeting. Written notice is effective: (a) when mailed, if mailed postpaid and correctly addressed to the Member's address last appearing in the records of the Association; (ii) when hand delivered to the Member; or (iii) when transmitted by any form of electronic transmission. The notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of that special meeting. Alternatively, and to the extent not prohibited by the Act, the Board may, by majority consent, adopt from time to time, other procedures for giving notice to the Members of the annual meeting or a special meeting. Notice of each meeting of the Association's membership must also be posted in a conspicuous place within the Properties not less than fourteen (14) days before the date of the meeting.

Article III, Section 4 is deleted in its entirety and the following is substituted in its place:

A quorum for purposes of conducting business at a meeting of the Association's membership shall be established by the presence, in person or by proxy, of the Members entitled to cast ten percent (10%) of the Association's total voting interests.

Article III, Section 5 is deleted in its entirety and the following is substituted in its place:

At all meetings of the Association's membership, Members may vote in person or by proxy. All proxies must be in writing, must comply with the provisions of the Act, and must be filed with the

Association and/or the Association's designee in advance of the applicable date of the meeting of the Association's membership. Every proxy shall be revocable prior to the meeting for which the proxy has been given.

Article III, Section 6 is created to read as follows:

Adjournment of Membership Meetings. If, however, a quorum of the Association's membership is not present any meeting of the Association's membership, that meeting may be adjourned as provided in the Act. In the absence of a provision in the Act, the Members present shall have the authority to adjourn that meeting and reschedule it to another date, time, and location.

Article III, Section 7 is created to read as follows:

Action of Members. Decisions that require a vote of the Members must be made by the concurrence of a majority of the Association's voting interests that are present in person or by proxy, which are represented at a meeting at which a quorum has been obtained, unless otherwise provided and/or required in the Declaration, the Articles of Incorporation, these By-Laws, and/or the Act.

4. Article IV of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article IV, Section 1 is deleted in its entirety and the following is substituted in its place:

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) persons and no more than five (5) persons. Directors must at least 18 years of age and must also be Members of the Association. The Members shall elect Directors of the Association at or in conjunction with the annual meeting of the Association's membership.

Article IV, Section 2 is deleted in its entirety and the following is substituted in its place:

At the annual meeting of the Association's membership, the Members entitled to vote shall elect the appropriate number of directors each for a term of one (1) year. Each director's respective term shall end upon the election of that director's successor at the next annual meeting of the Association's membership or until that director's earlier resignation, removal from office, or death.

Article IV, Section 3 is deleted in its entirety and the following is substituted in its place:

Vacancy and Removal. Any vacancy created by the resignation, death, and/or removal of a director prior to the expiration of that director's term shall be filled by the remaining directors, unless prohibited by the Act. Directors may be removed with or without cause by the vote or agreement in writing of Members holding at least a majority of the total voting interests in the Association in accordance with the recall procedures set forth in the Act. A person serving as a director who becomes more than 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 of Directors, creating a vacancy on the Board of Directors to be filled as set forth in these By-Laws.

5. Article V of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article V, Section 1 is hereby deleted in its entirety and the following is substituted in its place:

Prior to each election at which Members are entitled to elect any of the directors, the Board of Directors shall set and communicate to the Members the opening date and the closing date of a reasonable filing period (the "Candidate Filing Period") in which every eligible person who has an interest in serving as a director may file in writing as a candidate for such director position. The written notification of interest in serving as a director must be received by the Association and/or the Association's designee no later than the expiration of the Candidate Filing Period. If written notification of interest is received after the expiration of the Candidate Filing Period, it shall be disregarded and the person shall not be listed on any ballot for a director position.

Article V, Section 2 is hereby created to read as follows:

Eligibility. In order to be considered to be eligible to be a candidate for a director position, the person must: (a) be at least 18 years of age or older; (b) be a Member of the Association; (c) not be delinquent in the payment of any fee, fine, or other monetary obligation to the Association as of the expiration of the Candidate Filing Period; (d) not have been convicted of any felony in the State of Florida and/or in any federal court, or convicted of any offense in another jurisdiction which would be considered a felony if committed in the State of Florida, unless that person's civil rights have been restored for at least 5 years as of the expiration of the Candidate Filing Period; and/or (e) not be charged by information and/or indictment with a felony theft and/or embezzlement offense involving the Association's funds and/or property, and such criminal charges are still pending as of the expiration of the Candidate Filing Period.

Article V, Section 3 is hereby created to read as follows:

Election. Each Member may cast as many votes as the Member has under the provisions of the Declaration, for each vacancy on which such Member is entitled to vote. Cumulative and/or fractional voting shall not be permitted. If the number of eligible candidates is equal to or less than the number of director positions to be filled, then those candidates shall be deemed to automatically be elected without the necessity of a vote. If the number of eligible candidates exceeds the number of director positions to be filled, an election shall be held, and the person or persons receiving the largest number of votes cast by the Members entitled to vote is elected. As an illustration, and not as a limitation, if there are two (2) director positions to be filled, and there are three (3) eligible candidates, an election shall be held, and the candidate receiving the largest number of votes and the candidate receiving the second largest number of votes would be elected to the two (2) director positions.

6. Article VI of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby created to read as follows:

**ARTICLE VI
MEETINGS OF DIRECTORS**

Section 1. Meetings. Meetings of the Board of Directors shall be held on a schedule adopted by the Board of Directors from time to time. Meetings shall be held at such time, date, and place as may be set from time to time by the Board of Directors. Board meetings shall be held when called by the President of the Board of Directors or by any two (2) directors.

Section 2. Notice of Meetings. Notices of meetings of the Board of Directors shall be posted in a conspicuous place within the Properties at least 48 hours in advance of the scheduled meeting date and time, except in the event of an emergency. Alternatively, notice of meetings of the Board of Directors may be given to Members in any other manner and/or method allowed pursuant to the Act, including without limitation, any form of electronic transmission. For purposes of giving notice of meetings of the Board of Directors, the area for notices to be posted that has been selected by the Board of Directors shall be automatically deemed to be a conspicuous place. Notwithstanding anything to the contrary herein, notice of any meeting of the Board of Directors at which an assessment will be adopted and/or levied or any meeting of the Board of Directors where rules regarding the use of Lots will be adopted and/or considered must be provided to all Members at least fourteen (14) days in advance of the applicable meeting of the Board of Directors via mail, hand-delivery, and/or electronic transmission in addition to being posted in a conspicuous place within the Properties. The notice for any meeting of the Board of Directors at which an assessment will be adopted and/or levied must include a statement that assessments will be considered at that meeting and the nature of the assessments.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of those directors present at a duly held meeting of the Board of Directors, at which a quorum is present, shall be an action of the Board of Directors and binding on the Association. Directors may attend board meetings via telephone, real-time videoconferencing, or similar real-time electronic and/or video communication. A director's participation in a meeting via telephone, real-time videoconferencing, or similar real-time electronic and/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 directors not physically present may be heard by the entire directors who are physically present, as well as by any Members present at that Board meeting. Members do not have a right to attend any meeting of the Board of Directors via telephone, real-time videoconferencing, or similar real-time electronic and/or video communication.

Section 4. Open Meetings. Meetings of the Association's Board of Directors shall be open to all Members. Notwithstanding anything to the contrary herein, the following meetings shall be closed to the Members other than the directors: (a) Meetings between the Board of Directors and the Association's attorney to discuss proposed or pending litigation; (b) Meetings between the Board of Directors and the Association's attorney for the purpose of receiving legal advice; or (c) Meetings of the Board of Directors held for the purpose of discussing personnel matters.

Section 5. Voting. Directors shall cast votes at meetings of the Board of Directors in the manner provided in the Act and/or any other portion of the Florida Statutes. In the absence of any statutory provision, the Board of Directors shall establish the manner in which votes shall be cast. Directors may not vote by proxy and/or by secret ballot at meetings of the Board of Directors, except that secret ballots may be used only for the election of officers. Directors cannot vote on any Association matter by and/or through e-mail.

7. Article VII of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby created to read as follows:

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Association's Board of Directors shall have, subject only to limitations and/or reservations set forth in the Declaration, Articles of Incorporation, these By-Laws, and/or the Act, as each may be amended from time to time, the powers and/or authority reasonably necessary to manage, operate, maintain, and/or discharge the duties of the Association, including without limitation, the following:

- A. Exercise all powers, duties, authority, obligations, and/or responsibilities vested in and/or delegated to the Association by law and/or in these By-Laws, the Articles of Incorporation, and/or the Declaration.
- B. Adopt budgets, levy assessments, collect assessments, and/or pursue delinquent assessments.
- C. Adopt, publish, promulgate, and/or enforce rules and regulations governing the use of any portion of the Properties by Members, family members, tenants, guests, invitees, and/or visitors, and to establish penalties, fines, and/or suspensions for the infraction and/or breach thereof, subject only to limitations and/or requirements of the Act, if any.
- D. Suspend the right of use of the Common Area (other than for vehicular and/or pedestrian ingress and egress and for utilities) of any member during any period in which the Member is in default in the payment of any assessment, charge, and/or monetary obligation to the Association.
- E. Engage on behalf of the Association, community association management, independent contractors, professionals, and/or any employees as the Board of Directors reasonably deems necessary; to prescribe their respective duties and/or to delegate to such community association manager, contractor, professional, and/or employee, any or all of the duties and/or functions of the Association and/or its officers.
- F. Acquire, sell, operate, lease, manage, and/or otherwise trade and deal with property, both real and personal, including without limitation, the Common Area, as provided in

the Declaration, and with any other matters involving the Association and/or its Members, on behalf of the Association and/or for the discharge of its duties, as may be necessary or convenient for the operation and management of the Association.

- G. Grant any licenses, easements, permits, leases, and/or privileges to any individual or entity, which may affect the Common Area and/or to alter, add to, relocate, and/or improve the Common Areas as provided in the Declaration.
- H. Prepare, and/or have prepared on its behalf, all financial reports required by Florida and/or federal law.
- I. Maintain, and make available as required by Florida law, all official records of the Association.
- J. Supervise to the extent practicable all officers, agents, and/or employees of the Association.
- K. Fix and collect the amounts of assessments; take all necessary legal action; and pay, or cause to be paid, all obligations of the Association.
- L. Enforce the provisions of the Declaration, the Articles of Incorporation, these By-Laws, any rules and regulations adopted from time to time, and the Act.
- M. Exercise all powers, duties, authority, obligations, and/or responsibilities vested in and/or delegated to a Florida not for profit corporation.

Section 2. Vote. The Board of Directors shall exercise all powers and/or duties of the Association, except where the Declaration, the Articles of Incorporation, these By-Laws, and/or the Act specifically require a vote of the Members.

8. Article VIII of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article VIII, Section 1 is deleted in its entirety and the following is substituted in its place:

Section 1. Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect and/or appoint such other officers as the affairs of the Association may require, each of whom shall hold office such period of time, have such authority, and/or perform such duties as the Board of Directors may determine from time to time.

Article VIII, Section 2 is deleted in its entirety and the following is substituted in its place:

Section 2. Election of Officers. The election of officers shall be exclusively by the Board of Directors and shall take place at the first meeting of the Board of Directors following the annual meeting of the Association's membership. Each officer must also be a director.

Article XII, Section 2 (formerly Article XIII, Section 2) is hereby deleted in its entirety.

14. Article XIV of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article XIV is hereby renumbered as Article XIII, and the current content is hereby deleted in its entirety and the following is substituted in its place:

ARTICLE XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and shall end on the 31st day of December of each year.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control. In the event of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Section 3. Severability. Invalidation of any of the provisions of these By-Laws by judgment and/or court order shall in no way affect any other provision, and the remainder of these By-Laws shall remain in full force and effect.

Article VIII, Section 3 is deleted in its entirety and the following is substituted in its place:

Section 3. Term. Each officer shall hold his or her office until a successor is appointed and/or elected, unless such officer resigns, is removed, and/or it otherwise disqualified from serving.

Article VIII, Section 4 is deleted in its entirety and the following is substituted in its place:

Section 4. Resignation, Removal, and Vacancies. Any officer may be removed from office, without or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the Board of Directors receipt of such notice or at such later time specified in the written notice. Acceptance of such resignation shall not be necessary and/or required to make the resignation effective. A vacancy in any office shall be filled by appointment by the Board of Directors. The person appointed to fill such vacancy in an office shall serve for the remainder of the term of the replaced officer.

Article VIII, Section 5 is deleted in its entirety and the following is substituted in its place:

Section 5. Multiple Offices. The offices of President and Secretary shall not be held by the same person. All other offices may be held by the same person.

Article VIII, Sections 6 is deleted in its entirety and the following is substituted in its place:

Section 6. Delegation. Notwithstanding anything to the contrary in these By-Laws, and to the extent permitted by Florida law, the Board of Directors shall have the authority to delegate any duties of any officer to a community association management firm and/or community association manager.

Article VIII, Section 7 is hereby deleted in its entirety.

Article VIII, Section 8 is hereby renumbered as Article VIII, Section 7.

9. Article IX of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby deleted in its entirety and the following is substituted in its place:

ARTICLE IX COMMITTEES

Section 1. Architectural Control Committee. The Association shall have an Architectural Control Committee (the "ACC"), which shall consist of three (3) or more members that are appointed by the Board of Directors. Directors may also serve on the ACC. Each member of the ACC shall be a Member of the Association.

Section 2. Committees. The Board of Directors shall have the authority to create and appoint such committees as the Board of Directors deems appropriate. The Board of Directors may fill

any and all vacancies on any such committees that have been established. The Board of Directors shall further have the authority to disband any committee that has been established, other than the ACC.

Section 3. Eligibility. In order to be considered to be eligible to be a member of any committee, the person must: (a) be at least 18 years of age or older; (b) be a Member of the Association; (c) not be delinquent in the payment of any fee, fine, or other monetary obligation to the Association; (d) not have been convicted of any felony in the State of Florida and/or in any federal court, or convicted of any offense in another jurisdiction which would be considered a felony if committed in the State of Florida, unless that person's civil rights have been restored for at least 5 years as of the time of appointment to a committee; and/or (e) not be charged by information and/or indictment with a felony theft and/or embezzlement offense involving the Association's funds and/or property, and such criminal charges are still pending as of the time of appointment to a committee.

10. Article X of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby deleted in its entirety and the following is substituted in its place:

ARTICLE X
BOOKS AND RECORDS

The official records of the Association shall be maintained within the State of Florida and shall be made available to any Member for inspection and/or photocopying within forty-five (45) miles from the location of the Properties or at a location within Seminole County, Florida. The Association shall make the official records available for inspection and/or photocopying within ten (10) business days after receipt by the Association and/or the Association's designee of a written request for inspection and/or photocopying from a Member. Notwithstanding anything to the contrary herein, the official records identified in Section 720.303(5)(c) of the Act, as amended and/or renumbered from time to time, shall not be accessible to any Member for inspection and/or photocopying. The Association may comply by having a copy of its official records available to a Member electronically via the Internet and/or by allowing the official records to be viewed in an electronic format on a computer screen and printed upon request. If the Association has a photocopy machine available where the official records are maintained, the Association must provide a Member with copies upon request during the inspection, if the entire request is limited to no more than twenty-five (25) pages. The Association will allow a Member or that Member's authorized representative to use a portable device, such as a portable photocopier, a portable scanner, tablet, a smartphone, and/or any other technology capable of scanning or taking photographs, to make an electronic copy of the official records in lieu of the Association's providing the Member or that Member's authorized representative with a copy of such records. The Association may not charge a fee to a Member or that Member's authorized representative for the use of a portable device. The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and/or manner of inspections; provided, however, that the Association cannot require a Member to demonstrate any purpose for the inspection, cannot require a Member to state any reason for the inspection, and/or cannot limit a Member's right to inspect the official records to less than one 8-hour business day per calendar month. The Association may impose fees to cover the costs of providing any copies of the official records, including without limitation, the costs of copying and the costs required for

personnel to retrieve and copy the records if the time spent retrieving and copying the official records exceeds thirty (30) minutes and the personnel costs exceed \$20.00 per hour. Personnel costs may not be charged for records requests that result in copying fewer than 26 pages. The Association may charge up to twenty-five cents (\$0.25) per page for copies made on the Association's photocopier. If the Association does not have a photocopier available where its official records are maintained and/or kept, or if the records requested to be copied exceed a total of 25 pages, the Association may have the copies made by an outside duplicating or copy service and may charge the requesting Member the actual cost of the copying, as supported by the vendor invoice. The Association shall maintain an adequate number of copies of the Association's governing documents to ensure availability to Members and prospective members. The Association is not required to provide a prospective purchaser or lienholder with information about the Properties and/or the Association other than information or documents required by the Act to be made available or disclosed. The Association may charge a reasonable fee to the prospective purchaser or lienholder or the current Member for providing good faith responses to requests for information by or on behalf of a prospective purchaser or lienholder, other than that required by the Act, if the fee does not exceed \$150.00, plus the reasonable cost of photocopying and any attorneys' fees incurred by the Association in connection with the response.

11. Article XI of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby deleted in its entirety.

12. Article XII of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby renumbered as Article XI, and the following is substituted in its place:

ARTICLE XI
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: **MACKINLEY'S MILL HOMEOWNERS ASSOCIATION, INC.**

13. Article XIII of the By-Laws of Mackinley's Mill Homeowners Association, Inc. is hereby amended as follows:

Article XIII and all sections are hereby renumbered as Article XII

Article XII, Section 1 (formerly Article XIII, Section 1) is hereby deleted in its entirety and the following is substituted in its place:

Section 1. Amendments. These By-Laws may be amended with the approval of: (a) a majority of the Board of Directors; and (b) a majority of a quorum of Members eligible to vote present, in person or by proxy, at a duly called meeting of the Association's membership. Notwithstanding anything to the contrary, these By-Laws may be amended by a majority of the Board of Directors to change the number of directors on the Board of Directors. Such change shall not require the approval of the Members. Any change in the number of Directors shall not take effect until the next annual meeting. No amendment to these By-Laws shall be effective until such amendment is recorded in the Public Records of Seminole County, Florida.