

March 24, 2016

CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC.

DEERFIELD BEACH, FLORIDA 33441

BYLAWS

ARTICLE I - NAME

- Sec. 1.1 The name of this organization shall be the "Condominium Owners Organization of Century Village East, Inc."*, hereinafter called the "Corporation," a corporation not for profit, organized and existing under Florida law, and also known by the abbreviation "COOCVE."

ARTICLE II – LOCATION

- Sec. 2.1 The office of the Corporation shall be located in Century Village East, or elsewhere in Broward County as may be determined by the Board of Directors.

ARTICLE III – PURPOSES

- Sec 3.1 The Condominium Owners Organization of Century Village East, Inc., is established as a civic organization and an umbrella organization for the following purposes:

- (a) To advance, promote and protect the rights and interests of the 253 member associations located in Century Village East, Deerfield Beach, Florida and of the unit owners thereof; to improve their well-being and living conditions; to provide a happy, healthful environment with common objectives.
- (b) To consult with and cooperate with all sections, building associations and management entities toward the solution of all common problems and achievement of common objectives.
- (c) To disseminate, publish, educate, enlighten and inform unit owners in member associations in matters of common interest and, where applicable, the status of any proceedings taken or supervised by COOCVE.
- (d) To represent member associations, when legally and duly authorized, on matters involving disputes, arbitration and legal proceedings which may be necessary for the legal protection and enforcement of the rights and remedies of the associations
- (e) To cooperate with and help to promote all civic, cultural and nonpartisan political activities not prohibited by law, for the benefit and betterment of the residents of Century Village and the citizens of Deerfield Beach, Broward County, and the State of Florida at large.

* Final quote mark absent from original document.

ARTICLE IV - MEMBERSHIP

- Sec. 4.1 Membership is available to all Condominium Associations in Century Village East.
- Sec. 4.2 The word "Section" as used in these By Laws means the "areas" of Century Village East known as Ashby, Berkshire, Cambridge, Durham, etc.
- Sec 4.3 Membership is effective when the Condominium Association pays the annual membership fee. Such association membership automatically confers on each unit owner an interest in the COOCVE organization through his/her membership in the member condominium association.

ARTICLE V - FISCAL YEAR – MEMBERSHIP FEE

- Sec 5.1 The Fiscal year of the corporation shall be the calendar year.
- Sec. 5.2 Fees for membership shall be determined by the Board of Directors and shall be payable in January of each year. Member associations whose fees are not paid by February 10 shall cease to be in good standing until the arrears have been paid. Failure to pay any fees will render the defaulting member association liable for expulsion. After February 10, those associations not in good standing shall be referred, by the COOCVE Treasurer, to the Executive Committee so it may vote on expulsion of individual associations at an expulsion meeting. Prior to the expulsion meeting the associations being referred shall be sent a letter of notification indicating the date, time, and location of the meeting. The associations shall have the opportunity to either pay the arrears or present reasons why they should not be expelled.

ARTICLE VI - UNIT OWNERS' MEETING

- Sec 6.1 (a) A general meeting of unit owners in member associations shall be held in the month of February.
- Sec. 6.2 (b) Such meetings shall be conducted in the form of an open "Town Hall" meeting to provide an opportunity for any interested unit owner, whose association is in good standing, to verbally present grievances, problems or requests for information relating to the well-being and general living conditions within the Village as set forth in ARTICLE III of these Bylaws.
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- Sec. 6.3 The presiding officer may impose time limits or other rules for the orderly conduct of the meeting and shall direct any officer or committee chairman or member most familiar with the subject matter to make a response or reply thereto.
- Sec. 6.4 Notice of the general unit owner meeting shall be given by the President, at least two (2) weeks prior to the meeting date, stating the time and place of the meeting. In case of a special meeting, notice of at least three (3) days shall be given and shall set forth the date, time, place and purpose thereof.

ARTICLE VII – BOARD OF DIRECTORS

Sec 7.1 The power and authority to manage the affairs of the Corporation shall be vested in a Board of Directors so constituted that every member association building within the village shall be entitled to elect at least one director as follows:

- (a) Each 16, 20 and 24 unit building shall elect one of its unit owners as a member of the Board.
- (b) Each 56 and 64 unit building shall elect two of its unit owners as members of the Board.
- (c) Each 72, 80 and 96 unit building shall elect three of its unit owners as members of the Board.
- (d) There is thereby created an elected Board of Directors with a maximum number of 350 members.
- (e) Each building shall also elect an alternative for each member it is entitled to elect the Board.
- (f) The immediate past president of COOCVE shall serve as a voting member of the Board for a period of one year.
- (g) The member associations shall elect COOCVE directors and alternate directors. These directors and alternates shall take office on January 15 until January 14 of the ensuing year.
- (h) A quorum of the Board of Directors to transact business shall consist of one third of the total number of Directors of all member associations in good standing. The acts approved and motions carried by a majority of the directors present and voting shall constitute the acts of the Board, except where a different number or percentage is otherwise provided for in these Bylaws.

Sec 7.2 The order of business for Board of Directors meetings shall be:

- (a) Meetings Called To Order.
- (b) Pledge of Allegiance.
- (c) Reading of the Minutes of Previous Meeting.
- (d) Correspondence.
- (e) President's Report.
- (f) Report of the Treasurer and Financial Secretary.
- (g) Reports of Committees.
- (h) Old Business.
- (i) New Business.
- (j) Good and Welfare.
- (k) Adjournment.

Sec 7.3 No unit owner shall be eligible for election to the COOCVE Board of Directors, who is employed, or any of whose immediate family members is employed full time, part-time, or

otherwise by CENVILL COMMUNITIES, INC., CENTURY VILLAGE EAST, INC. OR CEN-DEER COMMUNITIES, INC., or any other subsidiary, successor or associated company or contractor of such corporations, or is so employed or otherwise connected with any company doing business with COOCVE or its associations or individual unit owners. Excluded from the foregoing provisions shall be any person elected to or otherwise connected with any firm or corporation established and/or controlled by the corporation.

- Sec 7.4 Only unit owners in associations which are in good standing shall be eligible to act as directors. In determining the total number of Directors, unit owners in nonmember condominium associations and in those which are not in good standing, shall be excluded. Additionally, no person, currently instituting or participating in any legal action against the COOCVE Corporation or the CVE Master Management Co. Inc., shall be eligible to serve as an officer of either corporation.
- Sec. 7.5 The Board of Directors shall hold regular meetings. The President, with the advice and consent of the Executive Committee shall decide, when meetings shall be held. At a minimum, one meeting per month shall be held during the months of October, November, December, January, February, March and April.
- Sec 7.6 Special meetings of the Board of Directors shall be called by the President or upon written request to the President signed by at least twenty-five (25) directors. The purpose for which such special meeting was called, as set forth in the notice thereof, shall be the only item on the agenda.
- Sec. 7.7 AGENDA: The President shall, whenever possible, prepare and distribute to the directors, at least three (3) days before the next scheduled meeting, an Agenda of the business to be transacted thereat, setting forth the committee reports to be made and the motions to be presented under old or new business.
- Sec. 7.8 Complaints against directors of the Corporation, including all individuals elected or appointed in accordance with these bylaws, not including officers of the corporation, shall be in writing signed by the complainant, shall specify the charges and shall be delivered to the President who, in turn, shall direct the Grievance Committee to investigate same and determine if the complaint is sufficiently substantial and substantiated to require action by the Executive Committee. All such complaints shall be held confidential pending final action taken by the Executive Committee. The Executive Committee shall thereupon fix a date, time and place at which a hearing thereon is to be held. Written notice thereof shall be given to the person so charged at least two (2) weeks prior to such hearing date, and the person so charged may file a written answer with the Executive Committee at least seven (7) days before the date set for the hearing. The Executive Committee shall consider all evidence and may take such action as it deems just and proper under the circumstances. The complaints against persons hereinabove referred to may include charges deemed to be prejudicial and inimical to the best interests of the Corporation. If such person is removed, the affected body shall be notified thereof and shall elect a replacement. A person so removed may not be elected as such replacement for the balance of his original term.
- Sec. 7.9. A hearing on the aforesaid charges shall require the presence of not less than 23 members of the Executive Committee to constitute a quorum.

Sec. 7.10 In the event the individual is found guilty of the charges leveled against him, he may demand a hearing before a full board of directors. The matter shall thereupon be placed on the Agenda for the next regularly scheduled meeting, and the hearing thereon shall follow item "f" on the order of business set forth in Section 7.2. hereof. After hearing all of the pertinent testimony, the Board may overrule and reverse the findings of the Executive Committee by a majority vote of the directors present and voting.

Sec. 7.11 Any director who fails to attend three (3) consecutive regular meetings without acceptable cause for such absences may be removed by the Executive Committee based upon the report and recommendations of the Grievance Committee. Such report and recommendations shall not be binding upon the Executive Committee but it shall consider same in its deliberations. In such event, the affected building shall be notified * thereof and shall elect a replacement. * *Original document said "notified"*.

Sec. 7.12 Any unit owner may attend meetings of the Board of Directors and may speak thereon at the discretion of the Chairman, but shall have no vote at such meeting.

Sec. 7.13 Election of COOCVE Directors and Alternate Directors.

(a) The election of COOCVE Directors and COOCVE Alternate Directors for each building shall take place at the Association annual meeting, or at another unit owner's meeting.

(b) The verification of the election of COOCVE Directors and Alternate Directors shall be done by submitting a copy of the Officers and Directors form containing the date the election of COOCVE Directors was held, the signature of the President attesting to the election, and the Condo Association seal imprinted on the form. The form must be submitted to the COOCVE office to complete the verification by January 10th. After the January 10th date, those Associations which have not submitted their new lists of COOCVE Directors and Alternates will forfeit their right to vote until such names are submitted and updated.

(c) The names of annually verified COOCVE Directors and COOCVE Alternate Directors are kept in a computer file of eligible Directors, from which is generated the COOCVE Directors and Alternate Directors sign-in sheet.

(d) If a COOCVE Director or Alternate Director vacates their position, or is removed pursuant to COOCVE Bylaws, section 7.8, the Condo Association board may vote to elect a replacement COOCVE Director or Alternate Director from the Condo Association's unit owners. If there are no verified COOCVE Directors and Alternate Directors duly elected at the annual meeting, the Condo Association shall conduct an election of COOCVE Directors and Alternate Directors at a duly constituted meeting of the general membership of the Association, and certify the results of such elections.

ARTICLE VIII - CORPORATE OFFICERS

Sec. 8.1 The Corporate Officers shall consist the following: President, Three (3) Vice Presidents, namely, First, Second and Third, Treasurer, Controller, Secretary, First, Second and Third Sergeant-At-Arms. (Underlined matter added by amendment 87-2 approved 12/22/87).

Sec. 8.2 The election of the Corporate Officers and Sergeants-At-Arms shall take place not later than the January meeting of the Board of Directors. Those elected shall serve two year

terms which shall commence on February 1st and shall expire two years later on January 31st. No corporate officer may hold the same office for more than two consecutive terms.

- Sec. 8.3 Nominees for the offices of President and Vice Presidents must be either present or past directors or elected corporate officers of COOCVE who have served at least one full term. All other nominees for corporate office need not be directors and may be filled by any qualified candidate.
- Sec. 8.4 At the September meeting of the Board of Directors, the president shall, with the approval of the Executive Committee, appoint a COOCVE Elections Committee (of which no member shall be a candidate for office) consisting of ten members from associations in good standing in Century Village East. The committee will elect its chairman.
- Sec. 8.5 The COOCVE Elections Committee, subsequent to its appointment, shall request and accept applications from candidates for the respective offices of the Corporation. Candidates from associations in good standing may be considered for an office in COOCVE. No person may apply for nomination to more than one office of the Corporation. No person may be nominated, in any manner, for an office in the Corporation, or as Director of CVE Master Management Company Inc., or as a member of the Recreation Committee, if their election would result in their service in more than one of the aforementioned offices.
- Sec. 8.6 The COOCVE Elections Committee shall thereupon prepare a list of such candidates and submit same, to the Board of Directors no later than the December meeting of the Board of Directors.
- Sec. 8.7 Election of officers and Sergeants-at-Arms shall be by closed ballot vote of the directors present and voting. Election shall be by a majority of the votes cast. If there are more than two candidates for any office, none of whom has received a majority of votes cast, a run-off election shall be held immediately between the two candidates who received the most votes. The candidate receiving the majority in the run-off election shall be declared elected. The COOCVE Elections Committee shall conduct the election of COOCVE Officers and Sgt.-at-Arms, members of the Recreation Committee and the election of the Board of Directors of Master Management.
- Sec. 8.8 The final vote shall be entered in the Minutes for public record with the names of the candidates and the votes each candidate received.
- Sec. 8.9 All of the elected officers as defined in Section 8.1 above shall be and become members of the Executive Committee, together with such other person or persons as are more fully set forth in Article X, Section 10.1 thereof.
- Sec. 8.10 Written and signed charges brought against any officer of the Corporation deemed to be prejudicial and/or inimical to the best interests of the Corporation shall be referred to the Grievance Committee. Written notice shall be given to the officer charged at least two weeks prior to the date a the Grievance Committee has fixed for a hearing of such charges, and the person so charged may file a written answer with the Grievance Committee at least seven (7) days before the date set for the hearing. The Grievance Committee shall investigate such charges and hear any evidence presented by the officer so charged. The Grievance Committee shall thereupon submit a written report and

recommendations to the full Board of Directors at a meeting of the Board of Directors which may further inquire of the Committee or the person so charged, following which they may remove the officer from his position by a two-thirds vote of the directors present and voting.

- Sec. 8.11 The Board of Directors shall thereupon fill the vacancy thus created, by voting at that, or the next, Board of Directors' meeting.
- Sec. 8.12 POWERS AND DUTIES: The President shall be the chief executive officer of the Corporation and shall act as Chairman of the Executive Committee; he shall have all the powers and duties usually vested in that office. He shall appoint all committee members and chairmen except as herein otherwise provided; he shall be a member ex officio of all committees except the COOCVE Elections Committee; he may approve expenditures not exceeding \$500 without prior approval of the Board of Directors, provided, however, that he may not incrementally fund in that manner expenditures greater than \$500 not previously approved by the Board of Directors; he may appoint a Vice President to represent him as ex officio member on committees except the COOCVE Elections Committee. He shall make a report covering the year's activities at the closing general unit owner meeting of the year.
- Sec. 8.13 The Vice Presidents shall aid and assist the President in all matters pertaining to that office as he, the President, may direct. A Vice President shall assume the duties of the President in his absence or incapacity in order of the Vice Presidents' position and availability.
- Sec. 8.14 The Treasurer shall have custody of all tangible and intangible properties of the Corporation, including funds, securities, property and evidence of indebtedness. He shall keep the books of the Corporation in accordance with good accounting practices and shall perform all other duties incidental of the Office of Treasurer. He may delegate some of his duties to other officers, directors or members as may be directed or authorized by the Executive Committee. He shall make monthly reports to the Board of Directors. He shall prepare a comprehensive report and submit same to the Board of Directors for the end of the year unit owner meeting. He shall be a member of the Budget and Finance Committee and subject to its supervision and direction.
- Sec. 8.15 The Controller shall have over-all supervision of the financial affairs of the corporation. He, or she, will oversee the handling of all fiscal matters by the Treasurer, the on site bookkeeper, the outside accountant and auditor, and advise, direct and participate in carrying out the corporation's financial and budget policies, and generally participate in all financial matters affecting the corporation.
- Sec. 8.16 The Secretary shall record and keep the minutes of all proceedings of the Board of Directors, Executive Committee and Unit Owners' Meetings and report thereon as required; receive and report all correspondence and shall be the official custodian of the corporate seal.
- Sec. 8.17 The Sergeants-At-Arms shall preserve order at all meetings, arrange for meeting rooms and seating; perform such duties as required by the presiding officer, keep records of attendance of the Board of Directors and Executive Committee meetings and report to the President absences at three or more consecutive regular meetings of such bodies. The First Sergeant-At- Arms, or one acting in his capacity, may appoint Assistant Sergeants-At-Arms as needed.

- Sec. 8.18 ~~No compensation shall be paid to officers or directors~~ of the Corporation except upon majority approval by the Board of Directors.
- Sec. 8.19 FUNDS OF THE CORPORATION: All monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks as the Executive Committee, on recommendation of the Fiscal Officer shall designate. All monies of the Corporation shall be withdrawn only by check, draft or other instrument bearing two (2) signatures of any of the following officers: The President, First Vice President, Second or Third Vice President (in the order of their availability), Controller or the Treasurer.
- Sec. 8.20 The Corporation shall, at its expense, procure a fidelity bond insuring it against the possible dishonesty of the President, First and Second Vice-presidents, and the Treasurer, in an amount set by the Board of Directors on recommendation of the Budget and Finance Committee, guided thereon by the amounts of funds involved.
- Sec. 8.21 No unit owner shall be eligible for election to an office in COOCVE who is employed, or any of whose immediate family is employed, full-time, part-time or otherwise by CENVILL COMMUNITIES, INC., CENTURY VILLAGE EAST, INC., or CEN-DEER COMMUNITIES, INC., or any other subsidiary, successor or associated company or contractor of such corporations or is so employed or otherwise connected with any company doing business with COOCVE, its member associations or individual members. Excluded from the foregoing provisions shall be any person elected to or otherwise connected with any firm or corporation established and/or controlled by the Corporation.

ARTICLE IX - COUNCIL of AREA CHAIRS

- Sec. 9.1
area in
- There is hereby created a Council of 21 (twenty-one) Area Chairs representing each Century Village East, to be elected by the unit owners of the area from among the unit owners in member associations in the area for a term to commence the following February 1st. The Area Chair elections shall take place in January.
- The area unit owners shall also elect an Area Vice-Chair in the same manner as the election of the Area Chair. The Area Vice-Chair, in the absence of the Area Chair from their area, will be entitled for all the rights, duties and privileges of an Area Chair, including representation on the Executive Committee and the Council of Area Chairs.
- (a) An Area Chair or Area Vice-Chair must provide a copy of the election meeting minutes as proof of election. The minutes are to be presented to the COOCVE President in order to be certified as elected.
- (b) Each area shall have a unit owner meeting with either the Area Chair or Vice-Chair who are required to convene and hold such meetings at least three times a year. A copy of the minutes of such meetings shall be given to the COOCVE President and the Chair of the Council of Area Chairs. Failure to meet these requirements is possible grounds for dismissal and such charges shall be handled as set forth in Section 8.10.
- Sec. 9.2 The Council Area Chairs shall have the following responsibilities:
- (a). To act as liaison between the unit owners and/or building associations in meeting with and presenting any grievances, suggestions and recommendations to the Recreation

Committee of COOCVE, formed and operating pursuant to the provisions of Paragraph 6.14 of the Amendment to the Long Term 99 Year Lease.

- (b). To perform the same function with relation to CVE Master Management Company, Inc.
- (c). To meet regularly with all management entities servicing the Village and its occupants pursuant to any existing service contract with a view to resolving any problems which may affect the unit owners, the respective associations or the areas within the Village, without encroaching upon the functions of the Recreation Committee or the CVE Master Management Co., Inc., as hereinafter or otherwise defined, and in all matters to report regularly and to be responsible and responsive to the Board of Directors.

Sec. 9.3 The council shall elect its own Chairman and Vice-chairman at its first scheduled meeting in February. The President of COOCVE shall be an ex-officio member of this committee.

ARTICLE X - EXECUTIVE COMMITTEE

Sec. 10.1 The Executive Committee shall consist of the duly elected President, Vice Presidents, the Treasurer, the Secretary, the Sergeants-at-Arms, the Twenty-one (21) members of the Council of Area Chairs, the President of CVE MASTER MANAGEMENT Co., INC., the Controller, the Chair of the Recreation Committee, the Chair of the Civic Committee, the Chair of the Advisory Committee, and the Chair of the Budget and Finance Committee. The Committee shall exercise general administration and supervision of the corporation's affairs. All decisions of the Committee shall be made by a majority vote of its members present and voting.

Sec. 10.2 Except in emergency situations requiring immediate action between regular meetings of the Board of Directors, any other decision, action or recommendation of the Executive Committee shall be subject to the approval of the Board of Directors. Regular meetings of the Executive Committee shall be held on the second Wednesday in the month except that the President, when necessary, may fix another day therefore, or cancel any such scheduled meeting.

Sec. 10.3 Special meetings of the Executive Committee shall be called at the discretion of the President or from among the Vice Presidents in the order of their availability or at the written request of at least five (5) members thereof.

Sec. 10.4 No member of the Executive Committee who is not a duly elected current member of the board of Directors may cast a vote at any Board of Directors meeting.

Sec. 10.5 Incumbent members of the Executive Committee shall retain their office until the new officers and/or members are elected or appointed.

Sec. 10.6 Any officer or member who fails to attend three (3) consecutive regular meetings of the Executive Committee without acceptable cause for such absences may be removed by the Executive Committee in accordance with the provisions of Sec. 7.11. In such an event the electing or appointing body of that individual shall be notified.

ARTICLE XI - STANDING COMMITTEES

Sec.11.1 There shall be established the following Standing Committees of the Corporation responsible to and reporting to the Board of Directors. The responsibilities and duties of each Committee are specified in Sec. 11.2 hereof. The prohibition contained in ARTICLE VII, Sec. 7.3. and ARTICLE VIII, Sec. 8.23 "Supra" shall apply to all committee members.

1. Advisory
2. Audit
3. Budget and Finance
4. Bylaws
5. Civic and Cultural
6. Grievance
7. Insurance
8. Recreation
9. Contract Negotiation

Sec. 11.2 RESPONSIBILITIES AND DUTIES:

The Advisory Committee shall act an advisory capacity for this Corporation, the member associations and unit owners, and shall seek and recommend the retention of counsel and the advice of counsel on legal matters pertaining to the affairs of the Corporation, its member associations, etc., when necessary.

Sec. 11.3

(a) The Audit Committee shall consist of not less than three (3) nor more than five (5) members appointed by the President none of whom shall be members of the Budget and Finance Committee. They shall be qualified members of the Corporation with an accounting background or experienced in a certified public accounting firm not connected directly or indirectly with COOCVE. The Audit Committee, or accountants, shall have access to all records, books and accounts of the Treasurer, as well as well as any policies of insurance or other documents pertinent to such audit. The report of the Annual Audit shall be submitted to the Board of Directors at a regular meeting not later than the month of March.

(b) The foregoing shall be without prejudice to the right of the Board of Directors to elect to hire an outside qualified accounting firm to perform such audit whenever they deem that type of audit necessary or, preferable, and to fix a reasonable fee for such services.

Sec. 11.4

(a) The Budget and Finance Committee shall be responsible for the financial structure of this corporation; shall prepare the Corporation's budget and submit same to the Board of Directors at the regular meeting in November of each year. The Committee shall have general supervision of the financial affairs of the Corporation, including bonding the officers as specified in ARTICLE VIII, Section 8.20, arrange for the annual audit of the organization's affair by the audit committee.

(b) The Budget and Finance Committee shall cooperate fully with the independent Audit Committee making the Annual Audit; it shall make all books and records available to the Audit Committee and furnish any information or documentation which they may require.

Sec. 11.5 The Bylaws Committee shall continually review these ByLaws and all proposals to amend, and shall report, as necessary, its recommendations to the Board of Directors.

Sec. 11.6 The Civic and Cultural Committee shall be concerned with civic activities and

participation in local, county, state and federal activities, including cultural, social and non- partisan political matters.

- Sec. 11.7 The Grievance Committee shall perform its duties as specified in ARTICLE via Sections 7.8 and 7.9 and ARTICLE VIII, Section 8.12. The Committee shall be composed of not less than three (3) nor more than five (5) directors appointed by the President.
- Sec. 11.8 The Insurance Committee shall act in an advisory capacity for the Corporation, and, when necessary, shall seek counsel and advice on all phases of insurance for the Corporation and its membership and for the placing of proper, sufficient and required coverage to serve the best interests of the member associations and all unit owners.
- Sec. 11.9 RECREATION COMMITTEE: In accordance with the provisions of Paragraph 6.14 of the agreement amending the long term 99 year lease, there shall be formed a committee of seven (7) members to be known as the "RECREATION COMMITTEE."

(a) The committee shall consist of seven members who shall serve for a term of two years, except that of the first appointments to be made by the President, three shall serve for a period of two years and four shall serve for a period of one year. The Committee shall elect its own chairman and secretary. The secretary need not be a member of its committee. Thereafter, replacements for the Committee members whose terms have expired shall be elected in the month of January by the Board of Directors for a term of two years commencing the following February 1st.

(b) Candidates for such committee membership shall submit resumes to the COOCVE Elections Committee appointed and acting as provided for in ARTICLE VIII, Sections 8.4, 8.5 and 8.6 supra. Elections shall follow the procedure set forth in ARTICLE VIII, Sections 8.7 and 8.8. In view of the duties and functions of such committee members, as hereinafter set forth and as more fully outlined in the aforesaid agreement, it is strongly recommended that wherever possible, candidates for such appointments or election be qualified by experience in accounting, law or business. (Additions are underlined, deletion is stricken. Amendment approved 2011.)

(c) The Committee shall meet at least quarterly with the Council of Area Chairs to ascertain the desires and needs of all of the Lessees under existing long term leases with respect to the use of the Main Clubhouse, including the quality and cost of all programming, cleanliness, sanitation and security as it affects the recreational facilities included under said lease so that same can be transmitted to the Lessor at their scheduled meetings; to check the books and records of the Lessor in accordance with the provisions of Paragraph 5.17 of the long term lease amendment, and in all things to report to the Board of Directors to establish and agree upon all matters of policy and expenditures, as well as the most satisfactory and economical operation, maintenance, and use of all the recreational facilities, whether such input is only advisory during the first period, or binding during the subsequent period as therein provided, and shall be subject to the provisions of ARTICLE XI, Section 11.12.

(d) Any member of the Recreation Committee, including the Chairman and Secretary, may be removed by the Board of Directors in the same manner as any officer of the Corporation as set forth in ARTICLE VII, Sections 7.8, 7.9 and 7.10. The vacancy thus created shall be filled at that, or the next Board of Directors' meeting.

- Sec. 11.10 Deliberately left blank
- Sec. 11.11 The Contract Negotiation Committee shall review all contracts, new or renewals, shall negotiate with the other contracting party to achieve the best terms possible under the circumstances and report back to the full Board of Directors with its recommendations.
- Sec. 11.12 All committees, whether hereinabove specifically referred to or not, shall perform the function for which they were constituted, render reports to the Executive Committee and/or Board of Directors and take such further action to fulfill the obligations of such committee as may be directed by the Executive Committee and/or the Board of Directors.

ARTICLE XII - CVE REPORTER

- Sec. 12.1 The CVE Reporter Inc. is a for profit corporation established under Florida Law and whose shares are owned by COOCVE. The Reporter is governed by its' Board of Directors who are appointed by the COOCVE President and approved by the COOCVE Board of Directors, and in accordance with the Reporter's Articles of incorporation and its Bylaws. The financial record of the Reporter are subject to audit by COOCVE.
- Sec. 12.2 The editorial policy and news content shall be subject to the supervision and control of the REPORTER Corporation subject to the following limitations:
- (a) The C.V.E. REPORTER is published monthly and distributed without charge to residents of Century Village East for their information concerning the monthly meetings of the COOCVE Corporation's Board of Directors and its' committees, and also contains news, bus and theatre schedules, and contributed articles of interest to the residents. The Reporter shall also serve as one of the distribution places for official notices of the COOCVE Corporation, The Recreation Committee, and CVE Master Management Co. Inc. along with CVEDB.com.
- (b) COOCVE is a not-for-profit corporation, its officers, directors, editors, staff, and committee people, are not responsible for typographical errors or misrepresentations in any advertisement or article. They are not responsible, and assume no liability for, the content of, or any opinions expressed in, any contributed articles which represent the author's own opinion and not necessarily the opinion of COOCVE or the Reporter. Acceptance of advertising for products or services in no way constitutes an official endorsement of the product.

ARTICLE XIII - PARLIAMENTARY PROCEDURES

- Sec. 13.1 All meetings shall be conducted in accordance with Roberts' Rules of Order without diminishing the power and authority of the presiding officer to alter the regular order of business or to accept motions with a view toward the overriding purpose of accomplishing the business of the meeting. The President shall appoint two (2) or more members of COOCVE to serve as parliamentarians.

ARTICLE XIV – AMENDMENTS TO BYLAWS

- Sec. 14.1 Proposed written amendments or revisions to these ByLaws shall be submitted to the ByLaws Committee. Proposed amendments or revisions shall require the signatures of at least twenty-five (25) members of the Board of Directors or 50 unit owners in member associations. All such proposed amendments or revisions together with the recommendations of the ByLaws Committee shall be submitted to the Board of Directors for their consideration and to vote thereon at their second meeting following publication in the CVE REPORTER. If approved by a two-thirds vote of the Directors present and voting, the amendments or revisions shall be adopted and made part of these ByLaws. Nothing herein contained shall diminish the authority the ByLaws Committee to propose and submit amendments and/or revisions on its own recommendations.

ARTICLE XV - UNAUTHORIZED STATEMENTS AND ACTS

- Sec. 15.1 No officers, director, association, unit owner or committee of the Corporation shall use the name, "Condominium Owners Organization of Century Village East, Inc.," for any purpose whatsoever without the prior written approval of the Board of Directors.
- Sec. 15.2 No person or committee shall speak or make any binding commitment on behalf of the Corporation without the express written approval of the Board of Directors and/or the Executive Committee.

ARTICLE XVI PREVAILING PARTY ATTORNEY'S FEES AND COSTS

- Sec. 16.1 ATTORNEY'S FEES AND COSTS

In the event of any legal action, or other proceeding, brought against COOCVE for any matter, including those arising under COOCVE's Articles of Incorporation, Bylaws, or any other governing corporate documents, for any alleged breach, default, claim, or misrepresentation arising out of the foregoing, whether or not a lawsuit or other proceeding is fixed, the prevailing party shall be entitled to recover its reasonable attorney' fees and costs, whether incurred before suit, during suit, or at the appellate level. The prevailing party shall also be entitled to recover any attorneys' fees and costs incurred in litigating the entitlement to attorneys' fees and costs, as well as in determining or quantifying the amount of attorneys' fees and costs due to it.

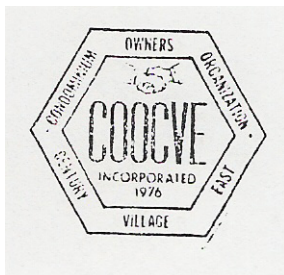
- Sec. 16.2 Recoverable Costs

The reasonable costs that the prevailing party shall be entitled to recover pursuant to Section 16.1 of these By-laws shall include any costs that are taxable pursuant to any applicable statute, rule, or guideline (including but not limited to, the Statewide Uniform Guidelines for Taxation and Costs) as well as costs not taxable thereunder. Such recoverable_costs shall specifically include but not be limited to 1) costs ; 2) costs of copying documents and other materials, whether for discovery, filing with the court, internal review, or any other purpose; 3) costs for electronic discovery; 4) Westlaw, Lexis Nexis, or other electronic research service charges; 5) telephone charges; 6) commercial delivery service, and courier charges; 7) travel expenses whether for investigation, depositions, hearings, trial, or any other purpose; 8) information technology support charges; 9) any and all consultant or expert witness fees, whether of not such fees are

incurred in connection with a court-ordered report or testimony at a deposition, hearing, or trial; 10) court reporter and transcript fees, whether for deposition, trial, or an evidentiary or non-evidentiary hearing; 11) mediator fees; and 12) any other reasonable cost incurred by the prevailing party in connection with the dispute.

ARTICLE XVII

Sec. 17.1 The following has been duly adopted by the Board of Directors as the Corporation's official logo:



CERTIFICATION

JOE KOPPEL, Outgoing President, ROSE SANDLE, Incoming President, and JOE GOLDBLATT as Secretary, respectively, of CONDOMINIUM OWNERS ORGANIZATION OF CENTURY VILLAGE EAST, INC., a Florida corporation not for profit, do hereby certify that the foregoing is a true and correct copy of the Corporation's ByLaw, revised to include all amendments which have been duly approved by the Corporation's Board of Directors through January 1, 1988.