BYLAWS
OF
PALM BEACH COUNTRY ESTATES LANDOWNERS ASSOCIATION, INC.
A Florida Corporation Not for Profit

ARTICLE ONE
Organization

Section 1: The name of this voluntary association shall be PALM BEACH COUNTRY ESTATES LANDOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE TWO
Purposes

The following are the purposes for which this Association has been established:

Section 1: For the purposes set forth in the Articles of Incorporation of this Association.

Section 2: For providing an entity to represent the interests of its members owning property located in Palm Beach Country Estates.

Section 3: Inform the landowners about matters which may affect the community.

This voluntary landowners' Association shall have no enforcement capacity or mandatory assessment ability over its members and is not organized under Florida Statue Title XL Chapter 720.

ARTICLE THREE
Definitions

Section 1. Landowners: Those persons or entities whose name holds title to land located in Palm Beach Country Estates according to the Palm Beach County Property Appraiser records.

Section 2. Members/Membership: All of those persons or entities that are current voluntary dues paying landowners in Palm Beach Country Estates. The Association shall remain a voluntary Association requiring no mandatory restrictions. Membership is counted as 1 vote per paid parcel, regardless of acreage.

Section 3. Palm Beach Country Estates: The residential lots as described in the unrecorded plat of Palm Beach Country Estates and located in those portions of Township 41 South, Range 42 East, Sections 9,15,16,17 & 22 lying West of the Florida Turnpike, East of the C-18 canal and North of Donald Ross Road.

Section 4. Quorum of the Board: At least 3 of the 5 Board members with one of those being the President, or as per the request by the President a Vice President acting in capacity of the President, must be present to constitute a quorum.

Section 5. Parcel: Land described in a single title, regardless of acreage, counts as 1 parcel.

Section 6. Dues: Annual voluntary dues shall be due in January of each year in an amount to be determined by the Board of Directors.

Section 7. Notifications: Shall be defined as the most appropriate method to notify the members of events, meetings, elections and issues affecting Palm Beach Country Estates. Acceptable methods of notification are Community Newsletter, Community website, email, text, official Palm Beach Country Estates Landowners Facebook group, U.S. Mail or signage. One or more of these methods may be used depending on the need and shall constitute adequate notice.

ARTICLE FOUR
Meetings of Membership

Section 1. Place: All meetings of the Association membership shall be held at a place that may be designated in the Notice of the Meeting.

Section 2. Annual Meeting:

(A) DATE: The Annual Meeting shall be held on the second Thursday in May of each year at a time determined by the Board of Directors.

(B) NOTICE: Notification (as defined in Article Three) must be done at least fourteen (14) days prior to the Annual Meeting.

(C) ELECTION: Results of the election of Officers will be reported at the Annual Meeting. The Officers so elected at the Annual Meeting shall immediately become members of the Board of Directors until their term of office expires.

Section 3. Special Meetings:

(A) Any Special Meeting(s) of voluntary dues paying members must be noticed by the Board stating the time, place and object thereof. Said notice will be seven (7) days in advance to the members, using the appropriate notification option as listed in Article 3.

(B) The business transactions at all Special Meetings shall be confined to the agenda items stated in the Notice thereof.

Section 4. Regular Meetings: A regular membership meeting can be held provided that a quorum of the Board is present and the appropriate notification is done at least five (5) days prior to the meeting date. All landowners are welcome to attend. Meetings are generally held the second Thursday of every other month, unless noted.

ARTICLE FIVE
Voting

Section 1. Voting Members: Although all of the landowners in Palm Beach Country Estates are eligible to become voluntary members of the Association and are welcome to attend all Association meetings, only those landowners who have paid their annual voluntary dues to the Association shall be entitled to vote in the annual election of officers.

Section 2. Right to Vote and Designation of Voting Member: Any record title holder of land in Palm Beach Country Estates shall be eligible to be a voting member upon timely payment of the voluntary dues. Any record title holder of property owned by more than one person may vote as long as the voluntary dues are currently paid to date. If the lot is jointly owned, the first recorded vote shall be considered the vote of record. If a lot in Palm Beach Country Estates is owned by a corporation or other entity, the appointed Officer thereof shall be entitled to cast the vote of the lot for the corporation or other entity as designated in a certificate for this purpose, filed with the Secretary of the Association.

Section 3. Vote Counts: Votes are counted 1 vote per paid parcel regardless of acreage.

Section 4. Multiple Parcel Owners: Members who hold title of ownership in Palm Beach Country Estates for more than one (1) parcel, who have paid the voluntary Annual Membership Dues to become a member, are required to pay for additional memberships to have additional parcels, of which they hold title, count as votes.

Section 5: For the election of Officers voting will be done by ballot. Results will be reported at the annual meeting.

Section 6: Vote required to transact business of routine items in a regular meeting is by a majority vote of the Board of Directors.

ARTICLE SIX
Board of Directors

Section 1: The business of this Association shall be governed by a Board of Directors, as specified in the Articles of Incorporation with inclusion of an Officer with the title of 2nd Vice President, thus consisting of five (5) persons. All Directors shall be voting members of the Association. No Board member may hold more than one position concurrently. No owners of the same parcel may serve on the same Board.

Section 2. Terms of Office:

- The Officers for the ensuing term will be reported at the Annual Meeting.
- All officers shall serve for a term of two years except the President which is one year
- The President, 1st Vice-President and the Secretary shall be up for election on even numbered years. The President, 2nd Vice-President and the Treasurer shall be up for election on odd numbered years.
- Officers should attempt, however are not required to only serve for two consecutive terms in any one position.

Section 3. Election of Officers:

A. Candidate Qualifications: Open to any landowner provided the following criteria for candidate qualifications are met:

- The landowner is a resident in Palm Beach Country Estates
- The Association has received and recorded their voluntary annual dues payment by March 1st of the current election year.
- Has been a paid member of the Association for the full calendar year beginning no later than March 1st of the previous year.
- During the filing period has submitted in writing their interest in running and the office they are seeking with the option of submitting a biography detailing who they are, their qualifications and why they are running for officer.

B. Election Management:
The Board will appoint a person to manage the annual election of officers. The person must not be a landowner or an appointed representative of a landowner.

The Election Manager will be responsible for the following:

- Publishing all notifications as relates to the election process
- Obtaining the names of all parties interested in running
- Verifying their eligibility as defined in the previous Candidate section
- Publishing slate of candidates
- Preparing and issuing Ballots
    - If all candidates run unopposed then one ballot will be issued, signed-off by the current Secretary and election will be considered to be official.
- Report results at the Annual Associations' meeting
- Assembling all materials related to the election i.e. notifications, ballots etc. and turning over to the Association Secretary to be retained for a period of 12 months.

C. Voting:

- All paid members of the Association are eligible to vote. Members are personally responsible for timely payments. Paid is defined as the monies have been received, deposited and in the case of a check has cleared prior to voting.
- Membership must be paid prior to submitting their completed ballot.
- Votes are limited to 1 vote per paid parcel
- Ballots must be postmarked no later than May 1st or turned in by hand not later than May 5th to person managing the election
- Ballots will be tabulated by the person managing the election.
- No proxies or write in candidates.

D. Timeline:

DATE	ACTION
March 1st	Notification issued advising of offices up for election
March 1st – 31st	Period opens for candidates to file for office
Last week of March	Reminder notification sent out advising filing period ends on 31st
April 1st – 10th	Candidates announced & ballots mailed
May 5th	Election ends
May – prior to Annual Meeting	Votes are tabulated.
2nd Thursday of May	Annual meeting – Announcement of election results & newly elected officers are seated
Not later than 5 days after Annual Meeting	Notifications sent out with election results

Section 4: The Board of Directors shall manage the affairs and business of this Association and shall establish the amount of the annual voluntary membership dues, payable on a per parcel basis, for those who wish to become voting members of the Association.

Section 5: All meetings of Board of Directors shall be open to voting members of the Association. Notifications using the appropriate method as defined in Article Three will be used to notify all members on decisions reached at the meetings of the Board of Directors.

Section 6: The initial meeting of newly elected Officers with the rest of the Board of Directors shall be held not later than 14 days after the election of the new officers. The meeting shall take place at such time and place as shall be fixed by the incumbent President or newly elected President. All corporate and legal documents, financial and banking records, keys, website names, hosts and controls, post office boxes or any related Association materials used in connection with the Association are to be voluntarily turned over or transferred to the appropriate, newly elected Officer by the previous Officer prior to the first Board Meeting after the Annual Elections. Personal or unrelated business use of any Association properties, documents, communication methods or financial transactions is prohibited.

Section 7: A majority of the members which must consist of 3 of the 5 Officers, one of which must be the President (Vice President if President is not available) shall constitute a quorum, and the meetings of the Board of Directors shall be held regularly at such time and place as the Board of Directors shall designate. Conference call availability is acceptable with advanced notice where at such time the absentee Board member may cast a vote.

Section 8: Each Director shall have one (1) vote. In case of a Board member's absence, the President or Secretary may record a vote in writing by the absentee Board member. Board action shall be determined by majority vote.

Section 9: The Board of Directors may make policies, rules and regulations as it may, in its sole discretion, determine necessary and shall be in writing to be enforceable.

Section 10: The Board of Directors may establish a schedule of regular Board of Directors meetings to be held at such time and place as the Board of Directors may designate. The Board should conduct a minimum of three (3) Board meetings per calendar year. Notification (As defined is Article Three) of such meetings shall, nevertheless, be given to each Director personally at least three (3) days prior to the day named for such meeting.

Section 11: Special meetings of the Board of Directors may be called by the President, or in his or her absence, by the majority of the remaining members of the Board of Directors by giving a three (3) day notification (as defined in Article Three) to all of the members of the Board of Directors of the time, place and purpose of said meeting.

Section 12: Before or at any meeting of the Board of Directors any Director may waive notice of such meeting. Such waiver shall be deemed equivalent to the giving of notice. Participation by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are represented at any meeting of the Board, no notice to Directors shall be required and any business may be transacted at such meeting.

Section 13: If any number or all of the Board members are unable to physically attend any meetings, they may participate via conference call or text or any other real-time electronic means at their own expense. Decisions by the Board members still require a majority vote.

Section 14: The President of the Association by virtue of the position shall be Chairperson of the Board of Directors and preside at meetings of the Board of Directors and at meetings of the membership.

Section 15: An Officer may be removed for just cause with written notice signed by the remaining four members of the Board of Directors and followed by a majority vote of the entire Association membership. Once the officer is notified by the Board of Directors, they shall have seven business days to choose to resign in advance of the membership vote by submitting a written resignation to the Board and a membership vote would not be required.

Section 16: The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association as outlined by the Articles of Incorporation and these Bylaws and may do all such acts and things as are not prohibited by these Bylaws or by law. These powers shall specifically include, but shall not be limited to

(A) employ, dismiss and control the personnel necessary for the maintenance and operation of the front entrance of Palm Beach Country Estates, or any other recreational, land or facility located therein of which are affiliated with or affect the Association, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises.

(B) budget for Betterments, which shall include the funds to be used for the capital expenditures for additional improvements to any common property or new expense.

(C) Present matters concerning the community to the landowners through meetings, website, and/or publication. Make available any Association business documents by request by current members in a reasonable time frame.

Section 17: Should a Board member resign or no longer be capable of performing duties of his/her elected office, the Board of Directors may fill the vacancy by appointing a current member by a majority vote of the Board of Directors. Any position appointed by the Board can also be rescinded by a unanimous vote of the elected Board Members.

ARTICLE SEVEN
Officers

Section 1. Principal Officers: The principal Officers of the Association shall be as follows:

President
1st Vice President
2nd Vice President
Secretary
Treasurer

Section 2. President shall:

- Preside at all membership meetings.
- Be a Director and shall, by virtue of their office, be Chairman of the Board of Directors.
- Present at each Annual Meeting of the Association an Annual Report of the work of the Association.
- Appoint all committees, as approved by a majority vote by the Board.
- See to it that all books, reports and certificates, as required by law, are properly kept and filed by the Board member whose position dictates this responsibility.
- Be one of the Officers authorized to sign the checks or drafts of the Association. The Secretary may sign in place of the President.
- Have such duties as may be reasonably construed as belonging to the chief executive of any organization.

Section 3. First Vice President and Second Vice President:

- Shall be Directors
- First Vice President shall, in the event of the absence or inability of the President to exercise his or her office, become acting President of the Association with all the rights, privileges and powers of said office.
- In the absence or inability of the First Vice President and President then the Second Vice President will become acting President of the Association.

Section 4. Secretary shall:

- Be a Director
- Keep the Minutes and records of the Association in appropriate books.
- File any certificate required by any statute, Federal or State.
- Give and serve all notices to members of this Association
- Be the official custodian of the records and seal, if any, of this Association.
- Be one of the Officers authorized to sign the checks and drafts of the Association.

- Present to the Board of Directors and the membership at any meetings any communications addressed to or from an Officer or the Association.
- Maintain the attendance record (sign-in sheet) of members present at any meetings provided that members at meetings are responsible for recording their presence.
- Attend to all correspondence of the Association, maintain a current mailing list of members and exercise all duties incident to the office of the Secretary.

Section 5. Treasurer: shall be a Director and shall:

- Have the care and custody of all monies belonging to the Association and shall be responsible for such monies or securities of the Association. He or she shall cause to be withdrawn from a regular business bank or trust company a sum not exceeding an amount authorized by the Board of Directors and the balance of the funds of the Association shall be deposited in a savings bank, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.
- Be one of the Officers who shall be authorized to sign checks or drafts of the Association.
- Render at stated periods as the Board of Directors shall determine a written account of the finances of the Association, and such report shall be included in the Minutes of the Board of Directors at such meeting.
- Shall present a yearly financial report at the Annual Meeting.

Section 6: No Officer or Director shall, for reason of his or her office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Association for duties other than as Director or Officer.

ARTICLE EIGHT
Salaries

The Board of Directors shall hire and fix the compensation of any and all employees or services which the Board, in their discretion, may determine to be necessary in the conduct of the business of the Association. The necessity of the expenditures must be approved by a majority vote of the Board of Directors.

ARTICLE NINE
Committees

All committees of this Association, as approved by a majority vote of the Board of Directors, shall be appointed by and report to the Board of Directors for whatever period of time is designated by said Board of Directors.

ARTICLE TEN
Finances

Section 1. Depositories: The funds of the Association shall be deposited in such banks and depositories as may be determined by the Board of Directors, from time to time upon resolutions approved by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by an Officer of the Association.

Section 2. Fiscal Year: The fiscal year for the Association shall begin on the first day of June each year; provided, however, that the Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

Section 3. Operating Budget: The Board of Directors may, but is not required, to adopt an operating budget for each fiscal year which, if adopted, may be posted on the official website or made available to members by request. The treasurer will be responsible for providing said budget to be published.

ARTICLE ELEVEN
Minutes

Minutes of all meetings of the Association and the Board of Directors shall be kept in a businesslike manner and published in the appropriate manner as defined under Notifications in Article Three. Minutes of Board Meetings, Regular Meetings and Special Meetings may be recorded and retained for a minimum of twelve (12) months for the purpose of accurate minutes. An announcement should be made at the start of the meeting if it is being recorded.

ARTICLE TWELVE
Indemnification

The Association shall indemnify every Director and every Officer, their heirs, personal representatives and administrators, against all loss, cost and expense reasonably incurred by them in connection with any action, suit or proceedings to which they may be made a party by reason of their being or having been a Director and Officer of the Association, including reasonable counsel fees to be approved by the Association, except as to matters wherein they shall be finally adjudged in such action, suit or proceeding to be liable for a guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director and Officer may be entitled.

ARTICLE THIRTEEN
Amendments to the Bylaws

The Bylaws may only be amended at any duly called meeting of the Board of Directors by a majority vote of the Board of Directors.

Amendments to the By-Laws may be proposed by any member in good standing. The request must be submitted in writing (email or paper) to the Board of Directors for their consideration.

Copies of the Amendments must be made available on the official website and/or publication and at the next regular meeting. The Board may, but is not required, to call a Special Meeting for membership input regarding the revision as an agenda item. These Bylaws supersede and replace in their entirety those Bylaws dated May 14, 2006 and amended February 7, 2017.

ARTICLE FOURTEEN
Dissolution of Association

In the event the Association dissolves, the total cash assets, minus all current debts of the Association shall be disbursed to a 501(c)(3) charity as designated by the Board of Officers. No member shall have any claim to these assets.
All current debts shall be satisfied prior to disbursement.

ARTICLE FIFTEEN
Construction

Wherever the masculine singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires. Should any of the covenants herein imposed be void or become unenforceable at law or in equity, the remaining provisions (or portions thereof) of these instruments shall nevertheless be and remain in full force and effect. Headings are provided herein for convenience purposes only and shall not be construed for interpreting the meaning of any provisions of these Bylaws. The foregoing was adopted as the Bylaws of PALM BEACH COUNTRY ESTATES LANDOWNERS ASSOCIATION, INC., as approved by a majority of its Board of Directors on this 5th day of March, 2025.

President: Kenneth Trapasso — Date: 3 5 25

Vice President 1: Greta Foriere — Date: 3/5/25

Vice President 2: Eric Freeman — Date: 3 5 25

Secretary: Robert Berman — Date: 3/5/25

Treasurer: April Lundgren — Date: 3/5/25