

RESOLUTION OF STONEYBROOK WEST MASTER ASSOCIATION,
INC. REGARDING PROPOSED BY-LAW AMENDMENTS
GOVERNING ELECTION PROCEDURES

BACKGROUND

A. The By-Laws for the Stoneybrook West Master Association, Inc. (“Association”), were originally enacted on April 18, 2000 and were recorded in the Official Records of Orange County, Florida at O.R. Book 6063, Pages 2758-74, and were previously amended via Certificates of Amendment recorded in the Official Records of Orange County, Florida at O.R. Book 9204, Pages 1248-49 and O.R. Book 9537, Pages 2112-13;

B. The By-Laws as drafted provide for election procedures that are inconsistent with the spirit and intent of Chapter 720, *Florida Statutes*; specifically, they contemplate that actions undertaken *prior to* the membership meeting at which elections are to occur determine to an unhealthy degree who may be elected to office, and undermine as a matter of practicality the open policy established by Section 720.306(9), *Florida Statutes*, that “[a]ll members of the association shall be eligible to serve on the board of directors, and that a member may nominate himself or herself as a candidate for the board at a meeting where the election is to be held”;

C. The Board desires to publish and record a By-Law amendment that it believes best reconciles the expansive intent of Section 720.306(9), *Florida Statutes*, to allow all the members of the community to have an opportunity each year to offer himself or herself as a candidate for open Board seats, while simultaneously informing the membership of the backgrounds and qualifications of each nominee well in advance of the actual election;

NOW, THEREFORE, BE IT RESOLVED, done and made effective this 10th day of March, 2008, by the Board as follows:

1. Amendments to the By-Laws will be considered by the Board at its Special Meeting to be held at the Stoneybrook West Town Center, 1201 Black Lake Blvd., Winter Garden, Florida 34787, on Monday, April 28, 2008 at 6:00 p.m., which new By-Law provisions shall eliminate all references in the By-Laws to the Nominating Committee, and revise sections 5.11, 5.12, 5.13, 5.14(b), 5.15, 5.16 and 5.17 as follows:

5.11 shall now read: “Any Member wishing to nominate himself or herself as a candidate for an open Board of Director position shall send written notification of that interest to the Association c/o its on-site property manager. Email delivery of such notice is deemed proper notice. The notice must contain the following information: (a) the nominee’s full legal name and address; (b) the date the nominee became a Member of the Association; (c) the nominee’s participation in any Association Boards, Committees and/or Sub-Committee, as applicable; (d) the nominee’s biographical background (not to exceed one 8 ½” x 11” page, 12-point

Additionally, Any Member may tape record or videotape meetings of the Board of Directors and meetings of the Members, provided, however, that the Board of Directors may adopt reasonable rules governing the taping of meetings of the Board and the membership.

ATTEST: STONEYBROOK WEST MASTER ASSOCIATION, INC.

Secretary's signature



Date: March 10, 2008

Print name

David M Vander Weide

President's signature



Date: March 10, 2008

Print name

Doug Vays AS