

Proposed Changes to WLCA Governing Documents

Several sections of the WLCA governing documents are no longer relevant, conflict with Florida statutes, or have other issues. The Long Range Planning Committee, the WLCA board and committees, and several neighborhood representatives proposed changes to address those issues. The proposed changes were sent to our attorney, who offered comments and corrections where needed to ensure that all aspects of the governing documents align with current Florida statutes. The list below is the current version of the recommended changes.

This list of proposed changes to WLCA governing documents is ready for distribution to the Members of WLCA for final review, after which they will be sent to our attorney to be converted into amendments. Members representing 75 percent of the homeowners will have to approve each amendment, and this final Member review is intended to determine whether the sufficient number of votes can be obtained.

After Member review, the list will be sent to the attorneys drafting the amendments. We currently envision a separate amendment for each major area outlined below, except that “Changes to ARC Rules and Regulations” will have a separate amendment for each of the nine proposed changes. Separate amendments will reduce the chance that a number of otherwise approved changes would fail because of the disapproval of one or two changes.

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Revisions

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| March 29, 2017 | Original Issue. |
| May 6, 2017 | <p>Rationales are expanded for proposed changes 1-14 (Removal of References to Developers and Builders) and 73 (Neighborhood representative voting).</p> <p>Items 18.1 and 18.2 are added to the section on Clarification of Dissolved Association Status (The Estates).</p> <p>The current document language has been included just below each proposed change for items 25 through 74.</p> <p>Item 54 (ARC rulings within 30 days) is still in process, to be presented later.</p> |
| May 14, 2017 | <p>For items 25 through 74 the ORIGINAL TEXT is presented first, followed by the PROPOSED CHANGE.</p> <p>The original text in Item 34 was wrong and has been corrected.</p> <p>Items 28.1, 28.2, 50.1, 54.1, 54.2, and 60.1 have been added.</p> <p>The rationale for Item 55 has been expanded.</p> <p>Item 59 has been changed to be consistent with Item 54.2</p> |

Removal of References to Declarant, Developers, and Builders

1. Articles of Incorporation, Article V (Membership),
2. Articles of Incorporation, Article VI (Voting Rights);
3. Declarations, Article 1 / L (Declarant) and 1 / NN (Voting Member),
4. Declarations, Article II / 3C and II / 3D,
5. Declarations, Article III / 2A (Classes of Members),
6. Declarations, Article VI / 4 (Rate of Assessment),
7. Declarations, Article VI / 5 (Builder Assessments),
8. Declarations, Article VI / 6 (Maximum Annual Assessment),
9. Declarations, Article VI / 11 (Date of Commencement of Annual Assessments...),
10. Declarations, Article VIII / 2R,
11. Declarations, Article VIII / 3 (Declarant Exemption),
12. Bylaws, Article II (Membership, Voting Rights, ...),
13. Bylaws, Article VI (Obligations of Owners for Assessments), and
14. Other locations if found

Since the developers and builders are gone there is only one class of members, delete all references to developers, Declarants, Builders, Class B members, and Class C members.

The developer still has two small tracts within Waterford Lakes that were not turned over to WLCA or to OC Public Schools. Each tract is smaller than two acres, neither is big enough for significant development, and both are up for sale.

This issue is about whether we want Developers, Builders, or other outsiders to vote on WLCA matters. Retaining all three membership classes would allow Developers and Builders to have votes that they would not otherwise have. Developers and builders generally have much more political power than WLCA does, and keeping them in our association documents would further increase that power.

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15. Declarations, Article VII / Para. 5 (dividing or combining neighborhoods))

The 5th paragraph refers to the developer in the first and fourth sentences. The rest of that paragraph is current.

Delete the first sentence and the other references to the developer.

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16. Declarations, Article X (Turnover)

Remove this article as it no longer applies.

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17. Declarations, Article XV / 3 (Amendments by Declarant)

Remove this section as it no longer applies.

Clarification of Dissolved Association Status

18. Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)

Clarify that a "Dissolved Association is not entitled to appoint a Neighborhood Representative and cannot vote unless the declaration for that association was annexed into with WLCA's Declaration before the association was dissolved."

Also state that all current neighborhoods were previously annexed into WLCA and would therefore be entitled to representation if they were to dissolve.

Add a provision to require the annexation to include language similar to that included in the “Voluntary Annexation to Amended and Restated Declaration of Master Covenants, Conditions and Restrictions of Waterford Lakes”, recorded at O.R. Book 5097, Pages 1922-1929, of the Public Records of Orange County, Florida.

18.1 Declarations, Article III Section 2, Part A(a)(2) (Dissolved Associations)

This part defines “Dissolved Associations” under which The Estates falls as a Class A Member. While this section seems to confer voting rights, the actual Voting Rights section (Article III, Section 2) is the final word on who gets to vote – see below.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

18.2 Declarations, Article III Section 2, Part A(c) (Voting Rights of Class A Members)

This paragraph gives Voting Rights only to a Class A Member “that is an association”. The Estates, since it is classified as a “Dissolved Association” and not an “Association” is thereby not entitled to any votes. This is another instance where “interpretation” comes into play. Since there are two types of Class A Members (Association and Dissolved Association) then The Estates is defined as not being an Association. This must be changed.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

19. By-Laws, 2nd Where-as (Class A Members)

The phrase “...delegate from each Class A Member that is a Neighborhood Association...” disenfranchises The Estates as they are not an “Association”.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

20. By-Laws II / 1 (Membership)

Section 1 legitimizes dissolved associations but Section 2 does not give representatives of dissolved associations voting rights.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

21. By-Laws II / 2 (Voting Rights)

Voting Rights apply only to “Each Class A member that is an association”

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

22. By-Laws VI / 1 (Payment) and 2 (Special Assessments)

What is a “member of a Class A Member that is an association?”

Clarify this wording to include venues for dissolved associations.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

23. By-Laws VII / 5 (Limitation)

Clarify this wording to include venues for dissolved associations.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

24. By-Laws XI / 2 (Inspection of By-Laws)

Clarify this wording to include venues for dissolved associations.

See notes under “Articles of Incorporation, Article VI / 6.1 (Voting Rights / Class A Members)”

Changes to Operating Procedures to Align with Florida Statutes

25. Articles of Incorporation, Article IX / 9.4 (Amendments)

ORIGINAL TEXT:

Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles shall require the affirmative vote of a majority of the members of the Board of Directors of the Association, and the affirmative vote of not less than seventy-five (75%) percent of the total votes that may be cast by the Members of the Association. Members of the Board of Directors and Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

PROPOSED CHANGE:

Change 75% approval to 2/3 approval.

26. Articles of Incorporation, Article XIII (Transactions in which Directors or Officers Are Conflicted)

ORIGINAL TEXT:

§ 13.1 No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of the Association’s Directors or officers have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

§ 13.2 Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

PROPOSED CHANGE:

Add that potentially conflicting financial interests of all board and committee members should be disclosed before issues are discussed, and conflicted persons should abstain from voting when the outcome would affect their personal finances. Also add that all parties will comply with Statute 720.3033(2)(a)-(d), as amended from time to time.

27. Declarations, Article I / E (Association)

ORIGINAL TEXT:

E. “Association” shall mean Huckleberry Community Association, Inc., a Florida non-profit corporation, its successors and assigns, and shall be a homeowner association, not a condominium formed pursuant to Chapter 718 of the Florida Statutes.

PROPOSED CHANGE:

Reference should be to "Waterford Lakes Community Association, Inc., formerly known as Huckleberry Community Association, Inc." Also, reference should be made to Chapter 720, Florida Statutes, as amended from time to time.

28. Declarations, Article V / 11-D (Roadway restrictions)

ORIGINAL TEXT:

D. The Board shall have the power to place (and remove after notice) any reasonable restrictions upon any roadways owned by the Association including, but not limited to, the maximum and minimum speeds of vehicles using said roads, all other necessary traffic and parking regulations, and the maximum noise levels of vehicles using said roads. The fact that such restrictions on the use of such roads shall be more restrictive than the laws of any state or local government having jurisdiction over the Properties shall not make such restrictions unreasonable.

PROPOSED CHANGE:

Delete 11-D. WLCA doesn't own the roads.

28.1 Declarations, Article VI Section 11 (Date of Commencement of Annual Assessments; Due Dates)

ORIGINAL TEXT:

The Annual Assessments provided for herein shall commence as to each Unit on the first day of the first month following: (i) as to each Unit owned by the Declarant, the date of subjection of the Lot or Residential Property to this Declaration by the filing of a supplement hereto; and (ii) as to each Unit owned by a Class A or Class C member, the date of conveyance to an Owner of any portion of the Property by Declarant or by a Class C member, as the case may be. The due date of Annual Assessments provided for herein shall be fixed by Board resolution. In fixing said due date, the Board may also provide the Owners with the right to extend the due date for the Annual Assessments by making quarterly assessment payments to be received no later than thirty (30) days after the following dates: January 1, April 1, July 1, and October 1. The failure by an Owner to meet the deadlines for the receipt of quarterly assessments shall provide the Board with the immediate right to accelerate and declare immediately due and owing, the entire amount of the Annual Assessment, less quarterly payments received to date. The Annual Assessment shall be adjusted according to the number of days remaining in the fiscal year at the time assessments commence on the Unit.

PROPOSED CHANGE:

The first and third paragraphs in Section 13 (see item 28.2) seem to allow WLCA to record a lien on the property of an Owner after one and 15 days of delinquency, respectively, while Section 11 allows a 30-day grace period.

All grace periods in Sections 11 and 13 should be consistent with Florida Statutes.

28.2 Declarations, Article VI Section 13 (Effect of Non-Payment ... Remedies of Association)

ORIGINAL TEXT (Paragraphs 1, 2, and 3):

If an assessment or any portion thereof (in the event the due date is extended by the Association pursuant to Section 11 of this Article VI) is not paid on its due date, then the entire assessment shall be delinquent and the entire assessment, together with interest thereon as provided below and costs of collection thereof, including a reasonable attorney's fee associated with recording a lien on the subject property and other costs incurred in connection with the collection of the amounts due as hereinafter provided, shall become immediately due and payable and shall be a continuing lien on the property and improvements thereon which shall bind such property in the hands of the then Owner

and the Owner's heirs, personal representative and assigns. The obligation of the Owner to pay such assessments, however, shall remain a personal obligation. The Association may record a notice of lien for delinquent assessments in the public records and foreclose the lien in the same manner as a mortgage. The lien shall not be valid against subsequent bona fide purchasers or mortgagees for value unless so recorded. Upon recording, the lien shall secure the amount of delinquency stated therein and all unpaid assessments thereafter until satisfied of record.

If an assessment or any portion thereof is not paid within fifteen (15) days after the due date thereof, there shall be added to the amount of such assessment all costs incurred by the Association at any time in connection with the collection of the amount due, which may include, but shall not be limited to, a reasonable administrative late fee, any fee charged by a management company retained by the Association for collecting such unpaid assessment and any reasonable attorney's fees incurred by the Association in collecting such unpaid assessment. If an assessment or any portion thereof is not paid within thirty (30) days after the due date thereof, the assessment shall bear interest from the due date at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the property. In the event a judgment is obtained against such Owner, such judgment shall include interest accrued on and the costs of collection of the assessment as above provided and a reasonable attorney's fee to be fixed by the court together with the costs of bringing the action.

In addition, all costs and reasonable attorney's fees incurred by the Association in connection with a bankruptcy proceeding or mortgage foreclosure proceeding involving an Owner or a lien recorded by the Association against the subject property of an Owner shall be reimbursed by said Owner within thirty (30) days of written notice by the Association. Any amounts not paid within this period shall be secured by the lien described in this Section 13 above and may be enforced in the manner provided in this Declaration.

PROPOSED CHANGE:

The first paragraph seems to allow WLCA to record a lien on the property of an Owner who is even one day late paying an assessment, while the second paragraph apparently extends that grace period to 15 days. Meanwhile, Article VI Section 11 (see Item 28.1) allows a 30-day grace period.

All grace periods in Sections 11 and 13 should be consistent with Florida Statutes.

29. Declarations, Article IX / 3 (Fines)

ORIGINAL TEXT:

In addition to all other remedies, in the sole discretion of the Board of the Association, a fine or fines may be imposed upon an Owner for failure of an Owner, his family, guests, invitees, tenants, or employees to comply with any covenant, restriction, rule or regulation, contained herein or promulgated pursuant to these Declarations provided the following procedures are adhered to:

A. NOTICE: Association shall notify the Owner of the infraction or the infractions and the proposed fine(s) and the proposed date on which such fine(s) shall become final, which date shall not be earlier than the next regularly scheduled Board meeting. Included in the notice shall be date and time of the next Board meeting.

B. HEARING: The Owner may petition the Board in writing to appear at the next scheduled Board meeting at which time the Owner shall present reasons why the fine(s) should not be imposed. A written decision of the Board shall be submitted to the Owner not later than twenty-one (21) days after the Board's meeting. Failure of the Owner to contest any proposed fine(s) in accordance with these procedures shall constitute a waiver of his rights to further contest such proposed fine(s).

C.FINES: The Board may impose fines against any Unit as follows:

(a) First non-compliance or violation: a fine not in excess of One Hundred Dollars (\$100.00).

(b) Second non-compliance or violation: a fine not in excess of five Hundred Dollars (\$500.00).

(c) Third and subsequent non-compliance, or violation or violations that are of a continuing nature: a fine not in excess of One Thousand Dollars (\$1,000.00) for each week of continued violation or non-compliance.

D.PAYMENT OF FINES: Fines shall be paid not later than thirty (30) days after notice of the imposition or assessment of the fines.

E.COLLECTION OF FINES: Fines shall be treated as a Special Assessment otherwise due to the Association, and as such will be a lien against the Owner's Unit or Lot.

F. APPLICATION OF FINES: All monies received from fines shall be allocated as directed by the Board.

G. NONEXCLUSIVE REMEDY: These fines shall not be construed to be exclusive, and shall exist in addition to all other rights and remedies to which the Association or the Neighborhood Association may be otherwise legally entitled; however, any fine paid by the offending Owner shall be deducted from or offset against any damages that the Association or Neighborhood Association may otherwise be entitled to recover by law from such Owner.

PROPOSED CHANGE:

These fining provisions are contrary to the provisions contained in the Florida Statutes

Revise these provisions to bring them into compliance with Section 720.305, Florida Statutes.

30. Declarations, Article XV / 2 (Amendments by Members)

ORIGINAL TEXT:

This Restated Declaration may be amended at any time by the affirmative vote or written consent, or any combination thereof, of Voting Members representing three-quarters (3/4) of each class of Members of the Neighborhood Association; provided, however, that if the affirmative vote required for approval of action under the specific provision to be amended is a higher or lower percentage, then such higher or lower percentage shall be required to approve amendment of that provision and further provided that so long as Declarant is the Owner of any Unit, or any property affected by this Restated Declaration, as amended from time to time, or appoints a Director of the Board, no amendment shall be effective without Declarant's express joinder and consent. If any proposed amendment to this Restated Declaration is approved by the Members as set forth above, the president and Secretary of the Association shall execute an Amendment to this Restated Declaration which shall set forth the amendment, the effective date of the amendment, the date of the meeting of the Association at which such amendment was adopted, the date that notice of such meeting was given, the total number of votes of Members of the Association, the number of votes necessary to adopt the amendment, the total number of votes cast for the amendment, and the total number of votes cast against the amendment. Such amendment shall be recorded in the Public Records of Orange County, Florida.

Notwithstanding anything above contained to the contrary, no amendment may impair the validity or priority of the lien of any Mortgage hold by a Mortgagee or impair the rights granted to Mortgagees herein without the prior written consent of such Mortgagees.

PROPOSED CHANGE:

Change three-quarters to 2/3 or 66.67%.

31. Declarations, Article XV / 13 (Interpretation by the Board)

ORIGINAL TEXT:

The Board shall have the right except as limited by any other provisions of this Restated Declaration or the By-Laws to determine all questions arising connection with this Restated Declaration and to construe and interpret its provisions, and its good faith, determination, construction or interpretation shall be final and binding. In all cases, the provisions of this Restated Declaration shall be liberally construed to effectuate its purpose of creating a uniform plan for the maintenance of Common Areas and the facilities located thereon.

PROPOSED CHANGE:

Delete the comma after "good faith."

32. By-Laws II / 4 (Quorum)

ORIGINAL TEXT:

A quorum at a Members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to a majority of the combined votes of all Members. If any proposed meeting cannot be organized because a quorum has not been attained, then notwithstanding anything contained herein to the contrary, if an additional meeting or meetings are necessary in order to obtain the reduced quorum as hereinafter provided, the presence either in person or by proxy of persons entitled to cast thirty-three and one-third percent (33 1/3%) of the combined votes of all Members shall constitute a quorum at such additional meeting or meetings; it being the intent of this sentence that in the event a majority of the votes of all Members cannot be obtained at any meeting of the Members, that the quorum requirements be reduced for the purposes of such additional meeting or meetings. At any such additional meeting or meetings at which a quorum exists, only business for which the original meeting was called may be transacted. After a quorum has been established at any meeting of the Members, the subsequent withdrawal of any Members, which reduces the number of shares entitled to vote below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

PROPOSED CHANGE:

The requirement for "additional meetings" to reduce quorum to 1/3 should be removed. The Board should not have the power to determine what is quorum simply because they choose if they want one meeting or two for an issue.

The quorum should always be 30% to match Florida law.

33. By-Laws II / 5 (Proxies)

ORIGINAL TEXT:

Votes may be cast in person or by proxy. Proxies must be in writing and filed with the Secretary at least twenty-four (24) hours before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease after the completion of the meeting for which the proxy was filed.

PROPOSED CHANGE:

This section, with proxy delivery 24 hours before the meeting, conflicts with Articles, Art. IX, Section 9.4, which only requires delivery "prior to the commencement of the meeting."

Remove from the By-laws because it's already in the Articles, or else refer to the Articles, Art. IX, Section 9.4, which only requires delivery "prior to the commencement of the meeting."

34. By-Laws III / 4 (Special Meetings of Members)

ORIGINAL TEXT:

Special meetings of the Members may be called at any time by the President or by a majority of a quorum of the Board of Directors, or upon a petition signed by Class A Members holding at least twenty-five percent (25%) of the voting power of the Class A Members having been presented to the Secretary. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice, unless Members holding at least four-fifths (4/5) of the voting power of the Association, either in person or by proxy, consent to the transaction of such business at such special meeting.

PROPOSED CHANGE:

Special Meetings require 25% of voting power, but F.S. 720.306(3) calls for a minimum of 10% of the voting members to petition for a Special Meeting.

Reduce the requirement in the By-Laws to 10% of the voting members.

35. By-Laws III / 8 (Action without Meeting – by Members)

ORIGINAL TEXT:

Any action, which under the provisions of Florida law may be taken at a meeting of the Members, may be taken without a meeting if authorized by a writing signed by all of the Members who would be entitled to vote at a meeting for such purpose, and such writing is filed with the Secretary. This action by a writing signed by all of such Members may be executed in counterparts, so that it shall not be necessary that the signature of each Member appear on each counterpart so long as each Member has executed and returned to the Secretary one counterpart.

PROPOSED CHANGE:

Change these provisions to clarify that actions can be taken without a meeting if all Members consent via e-mail. That is, in reality, how the WLCA Board has been operating for years. The Membership, however, has never used this method.

36. By-Laws IV / 2 (Powers and Duties)

ORIGINAL TEXT:

The Board of Directors has the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things which are not required by operation of law or by these By-Laws to be exercised and done exclusively by the Members.

PROPOSED CHANGE:

Change the words "...which are not required..." to "...other than those required..."

37. By-Laws IV / 3-a (required security from officers, agents, and employees when advisable)

ORIGINAL TEXT:

(a) To select, appoint and remove all officers, agents and employees of the Association; to prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation, the Declaration and these By-Laws; to fix their compensation; and to require from such officers, agents and employees security for faithful service when deemed advisable by the Board.

PROPOSED CHANGE:

This section requires "security." If "security" means formal Bonds, then it needs to simply state that, not use the one word "security" to hint at such an occurrence.

38. By-Laws IV / 3-c (Location of principal offices)

ORIGINAL TEXT:

(c) To designate other offices for the transaction of the business of the Association within the State of Florida which are in addition to the principal office of the Association designated in the Articles of Incorporation; to designate any place within said State for the holding of any annual or special meeting or meetings of Members consistent with the provisions of Article III, Section 2 hereof; and to adopt and use a corporate seal and to alter the form of such seal from time to time, as the Board, in its sole judgment, may deem best, provided that such seal shall at all times comply with the provisions of law.

PROPOSED CHANGE:

This allows offices within Florida. Articles of Incorporation, Art. III allows offices within or without Florida.

Remove the location restriction from the By-laws because it's already in the Articles, or else refer to the Articles.

39. By-Laws IV / 3-L (rules and regulations)

ORIGINAL TEXT:

(1) To adopt such uniform and reasonable rules and regulations as the Board may deem necessary for the management of the Common Areas and Easement Areas which rules and regulations shall become effective and binding after (1) they are adopted by a majority of the Board at a meeting called for that purpose, or by the written consent of such number of Directors attached to a copy of the rules and regulations of the Association, and (2) they are posted in a conspicuous place in or near the Common Areas. For so long as Declarant controls the Board of Directors of the Association, such rules and regulations shall not materially adversely affect the rights, privileges or preferences of any Member or Owner as established by the Declaration, the Articles of Incorporation of the Association and these By-Laws and such rules and regulations shall be enforceable only to the extent that they are consistent with the Declaration, the Articles of Incorporation and these By-Laws.

PROPOSED CHANGE:

Change "...a meeting called for that purpose..." to "...a regular or special meeting..."

40. By-Laws IV / 8 (Removal of Directors)

ORIGINAL TEXT:

At any regular or special meeting of the Members duly called, any one or more of the Directors may be removed with or without cause by a majority vote of the Members of the Association, and a successor may then and there be elected to fill the vacancy thus created to serve the remainder of the term. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. If any or all of the Directors are so removed, new Directors may be elected at the same meeting.

PROPOSED CHANGE:

Change the language to reflect that actions seeking to remove directors must comply with the provisions of this section of F.S. 720.303(10), as amended from time to time.

41. By-Laws IV / 11 (Special Meetings) and 12 (Notice of Meetings)

ORIGINAL TEXT:

Section 11. Special Meeting.

Special meetings of the Board of Directors shall be open to all Members and may be called by the President (or, if he is absent or refused to act, by the Vice President) or by any two (2) Directors. Notice of each special meeting, stating the purpose thereof, shall be given to each Director in the manner provided in Section 12 immediately below. Whenever any Director has been absent from any special meeting of the Board, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such meeting was given to such Director, as required by law and as provided herein.

Section 12. Notice of Meetings of Directors.

It shall be the duty of the Secretary to provide notice of each regular or special meeting of the Board of Directors to each Director at least seventy-two (72) hours prior to the date for such meeting, stating the day, hour, and place where it is to be held. The Secretary shall provide such notice in any manner provided by Florida law. The mailing of a notice, postage prepaid, in the manner provided in this Section, shall be considered notice served, if not actually received earlier, at 5:00 p.m. on the second day after said notice has been deposited in a regular depository of the United States mail. If permitted under Florida law, notice shall also be deemed to have been given to a Director, if hand delivered to such Director or if sent to such Director by facsimile, electronic mail or electronic communication device. Notice of each regular and special meeting shall also be posted in a conspicuous, prominent place on the Association Property at least seventy-two (72) hours prior to the date for such meeting.

PROPOSED CHANGE:

These two sections have different notification requirements and need to be coordinated.

Change the notice provisions to require only that the Board be given notice, via e-mail, of any meeting, whether a regular or special meeting, at least 72 hours in advance of the meeting, unless the meeting is of an emergency nature.

42. By-Laws IV / 16 (Action without Meeting - Directors)

ORIGINAL TEXT:

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the vote or written consent of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Any action by written consent may be executed in counterparts, so that it shall not be necessary that the signature of each Director appear on each counterpart so long as each Member has executed and returned to the Secretary of the Association one counterpart.

PROPOSED CHANGE:

Change these provisions to clarify that actions can be taken without a meeting if all Board members consent via e-mail. That is, in reality, how the WLCA Board has been operating for years.

43. By-Laws IV / 17 (Fidelity Bonds)

ORIGINAL TEXT:

The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Association.

PROPOSED CHANGE:

Add that the bond must comply with 720.3033(5), as amended from time to time. That provides additional requirements for amounts.

44. By-Laws IV / 18 (Committees)

ORIGINAL TEXT:

The Board of Directors by resolution may from time to time designate such committees as it shall desire, and may establish the purposes and powers of each such committee created. The resolution designating and establishing the committee shall provide for the appointment of its members, as well as a chairman, shall state the purposes of the committee, and shall provide for reports, termination and other administrative matters as deemed appropriate by the Board. Members of committees need not be members of the Board of Directors. Each such committee may exercise any authority granted by the Board to such committee and may make recommendations to the Board with respect to matters related to the purpose of such committee, except that no committee shall have authority to bind the Board of Directors.

The Board, by resolution of the majority of the full Board, may designate one or more persons as alternate members of a committee, who may act in the place and stead of any absent member or members at any meeting of such committee. Any committee established under this Section 18 may fix its own rules for the conduct of its activities, provided that reasonable notice of all meetings is given to the members thereof, and shall make such reports of its activities to the Board as the Board may request.

In addition to any other committees appointed as provided above, each Neighborhood may (upon direction and in the manner and for the term prescribed by the Board) elect a Neighborhood Committee to determine the nature and extent of services, if any, to be provided to the Neighborhood by the Association in addition to those provided to all Members of the Association in accordance with the Declaration. A Neighborhood Committee may advise the Board on any other issue, but shall not have the authority to bind the Board. Such Neighborhood Committee, if elected, shall consist of no less than three (3) nor more than five (5) members and shall, in the event the condominium or homeowner's association that represented such Neighborhood has dissolved, include, as members, the Neighborhood Representative and the Alternate Neighborhood Representative then serving on behalf of such Neighborhood.

PROPOSED CHANGE:

The 3rd paragraph requires that Neighborhood Committees must have between 3 and 5 members but other WLCA board committees (in the 2nd paragraph) do not have numerical requirements. (although the Declarations VIII / 2A states that the ARC must have at least 3 members).

Require at least 3 members on all committees.

45. By-Laws VII / 4 (Amendments)

ORIGINAL TEXT:

Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to By-Laws shall require the affirmative vote of a majority of the members of the Board of Directors of the Association, and the affirmative vote of not less than two-thirds (2/3) of the votes of each Class of Members of the Association. Members of the Board of Directors and Members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

PROPOSED CHANGE:

The quorum should always be 30% to match Florida law.

Clarification of ARC Authority

46. Declarations, Article I / K (Community-wide Standard)

ORIGINAL TEXT:

K. "Community-Wide Standard" shall mean the standard of conduct, maintenance, or other activity generally prevailing throughout the Properties. Such standard may be more specifically determined by the Board and the Architectural Review Committee.

PROPOSED CHANGE:

Community-wide standard may be "determined by the Board and the Architectural Review Committee."

Change wording to "determined by the Architectural Review Committee and approved by the Board."

47. Declarations, Article V / 12 (Discharge into water bodies)

ORIGINAL TEXT:

Nothing other than storm water or irrigation waters may be discharged into any lake, canal, or other body of water located within or adjacent to the Properties. Any device through which water is drawn (other than a pumping device from any Lake, canal, or other body of water onto) or within any portion of the Properties must not be visible unless necessary or unless its nonvisibility would pose a hazard to navigation or water recreation. The construction and/or installation of any such device through which water is drawn shall be subject to the prior written approval of the ARC as hereinbelow established in Article VIII of this Declaration. Irrigation water may not be withdrawn from any body of water within the Properties or the ground without the consent of the Association, which consent may be withheld in the sole discretion of the Association.

PROPOSED CHANGE:

Approval should be determined by the Board instead of by the ARC.

48. Declarations, Article VIII / 1, 2nd Para.: (no changes without approval)

ORIGINAL TEXT:

No construction, which term shall include within its definition, staking, clearing, excavation, grading, and other site work, no exterior alternation or modification of existing improvements, and not plantings or removal of plants, trees, or shrubs shall take place except in strict compliance with this Article until the requirements of the Board of ARC have been fully met, and until the approval of the appropriate entities has been obtained.

PROPOSED CHANGE:

Change "...the Board of ARC..." to just "the ARC."

49. Declarations, Article VIII / 1, 3rd Para.: (approval by licensed architect)

ORIGINAL TEXT:

All structures constructed on any portion of the Properties shall be designed by and built in accordance with the plans and specifications of a licensed architect or other person found to be qualified by the Board or the ARC.

PROPOSED CHANGE:

Delete "...found to be qualified by the Board or the ARC." Board and committees are not qualified to evaluate professionals.

50. Declarations, Article VIII / 2 (Architectural Review Committee) – Introductory paragraph

ORIGINAL TEXT:

The Board may establish an Architectural Review Committee (“ARC”) which shall have exclusive jurisdiction over all construction on any portion of the Properties and whose duties, powers and responsibilities shall be as follows:

PROPOSED CHANGE:

The ARC “...shall have exclusive jurisdiction over all construction on any portion of the Properties...”

Delete the word “exclusive” and reword the rest of this paragraph to say that the ARC reports to the board, as do all committees. No need to add language about veto power since the committee serves at the pleasure of the board.

Also, change “all construction” to “all construction, improvements, and alterations...”

50.1 Declarations, Article VIII / 2B (ARC’s sole discretion)

ORIGINAL TEXT:

B. The ARC shall have the right of specific approval or veto of all architectural, engineering, platting, planning and landscaping aspects of any improvement or development of individual units or buildings as well as the general plan for development of any individual lot or subdivision, tract or parcel of land within the Properties. All construction and development within the Properties is subject to local governmental control; however, the ARC may, in its sole discretion, impose standards of architectural and landscaping design, building setback lines or the general plan for the development, which standards are greater or more stringent than standards prescribed in applicable building, zoning, planning or other local governmental codes.

PROPOSED CHANGE:

Building, zoning, planning or other local governmental codes should not be arbitrarily superseded by the ARC.

In the last sentence delete “however, the ARC may, in its sole discretion... governmental codes” (everything after “governmental control”).

51. Declarations, Article VIII / 2C (ARC’s uncontrolled discretion)

ORIGINAL TEXT:

C. No building, sign, outside lighting, fence, hedge, living fence, wall, walk, dock or other structure or planting shall be constructed, erected, or planted until the plans and specifications showing the nature, kind, shape, height, materials, floor plans, color scheme and location of same shall have been submitted to and approved in writing by the ARC. Refusal of approval of plans, specifications or location may be based upon any grounds, including purely aesthetic considerations, which the ARC, in its sole and uncontrolled discretion, deems sufficient.

PROPOSED CHANGE:

The ARC’s refusal authority in the last sentence is too broad and unbridled. ARC members are no more qualified than any other homeowner to rule on aesthetic matters. Limit refusal authority to current statutory grounds and add the right of the Owner to appeal an ARC decision to the Board of Directors.

No need to add language about veto power since the committee serves at the pleasure of the board.

Also, the association no longer has the right to deny a requested modification due to “purely aesthetic considerations.” (See Section 720.3035, Florida Statutes).

Please provide better wording.

52. Declarations, Article VIII / 2F (ARC's sole discretion)

ORIGINAL TEXT:

F. The ARC shall have the right to refuse to approve any plans and specifications which are not suitable or desirable, in its sole discretion, for aesthetic or any other reasons, provided such approval is not unreasonably withheld and in approving or disapproving such plans applications, the ARC shall consider the suitability of the proposed building, improvements, structure or landscaping and materials of which the same are to be built, the site upon which the proposed are to be erected, the harmony thereof with the surrounding area and the effect thereof on adjacent or neighboring property.

PROPOSED CHANGE:

ARC disapproval criteria are too vague and disapproval authority is too broad.

Reword to limit ARC authority to specific restrictions in the governing documents and member-approved rules and regulations, aligning with Florida statutes.

53. Declarations, Article VIII / 2H (ARC's final and binding judgment)

ORIGINAL TEXT:

H. The ARC shall in all cases have the right to determine and designate building set back lines necessary to conform to the general plan of Waterford Lakes, in order to preserve the integrity of the Properties and the Master Plan. In this respect the ARC's judgment and determination shall be final and binding.

PROPOSED CHANGE:

"...ARC's judgment and determination shall be final and binding."

The Board, not the ARC, should have the final say, aligning with Florida statutes.

54. Declarations, Article VIII / 2I (ARC rulings within 30 days)

ORIGINAL TEXT:

I. In the event the ARC shall fail to specifically approve or disapprove the plans and specifications submitted in final and complete form, within thirty (30) days after written request for final approval or disapproval such plan and specification shall be deemed approved.

PROPOSED CHANGE:

The ARC gets 30 days to review, but there is no mention of neighborhood ARC participation.

Add something like "Each neighborhood has 15 days from the date the ARA was received by the office to recommend approval or disapproval of the ARA, after which the WLCA has 15 days to approve or disapprove the ARA."

~~Please ensure that the neighborhoods may recommend or not recommend, but cannot approve. Only the WLCA ARC should be able to approve or disapprove. This will remove the approval vs disapproval impasses between the neighborhood ARCs and WLCA ARCs.~~

NOTE: This proposed change is still in process. The original thought was to avoid having two ARCs with "approval" authority so that it was never clear who had the final say. We've had cases where one ARC "approved," the other ARC "disapproved," and an argument ensued. However, after hearing Matt Firestone's presentation on April 11th it seems that the neighborhood ARC approves or

disapproves the actual modification and the WLCA ARC checks to see that the neighborhood review was done correctly -- open meeting, modification meets neighborhood standards, meeting minutes taken. We are currently checking with Matt to be sure.

54.1 Declarations, Article VIII / 2J (right of entry)

ORIGINAL TEXT:

J. There is specifically reserved unto the ARC, the right of entry and inspection upon any Unit or Lot for the purpose of determination by the ARC whether there exists any construction of any improvement which violates the terms of any approval by the ARC or the terms of this Declaration or of any other covenants, conditions and restrictions to which its deed or other instrument of conveyance makes reference. The ARC is specifically empowered to enforce the provisions of this Declaration by any legal or equitable remedy, and in the event it becomes necessary to resort to litigation to determine the propriety of any constructed improvement, or to remove any unapproved improvements, the prevailing party shall be entitled to recovery of all court costs, expenses and reasonable attorney's fees in connection therewith. The Association shall indemnify and hold harmless the ARC from all costs, expenses, and liabilities including attorney's fees incurred by virtue of any member of the ARC's service as a member of the ARC.

PROPOSED CHANGE:

Conditions for right of entry (advance notice to homeowner, etc.) should align with Florida Statutes. Wording should be consistent with the corresponding wording in Item 60.1.

54.2 Declarations, Article VIII / 2M (ARC rules and regulations)

ORIGINAL TEXT:

M. The ARC may adopt such further rules and regulations as it deems necessary to carry out its functions and purposes hereunder, provided all such rules and regulations shall be filed with and made part of this Association's minutes.

PROPOSED CHANGE:

Rules and regulations from a committee should be approved by Board of Directors.

Change wording to: "...provided all such rules and regulations shall be approved by the Board of Directors and filed with and made part of this Association's minutes"

55. Declarations, Article VIII / 2N (Reasonable fees)

ORIGINAL TEXT:

N. The ARC may impose reasonable fees and charges upon Owners to enable it to carry out its functions.

PROPOSED CHANGE:

The ARC does not have assessment authority to charge fees to Owners. Change wording to state that Owners are responsible for all costs associated with the processing and enforcement of ARC applications.

56. Declarations, Article VIII / 2O (ARC's sole discretion)

ORIGINAL TEXT:

O. In each instance where a structure has been erected, or the construction thereof is substantially advanced, in such manner that the same violates the restrictions contained in this Declaration or any other covenants which the ARC has the power to enforce, or in such manner that the same encroaches on any easement or setback line,

the ARC reserves the right to release the property from the restriction which it violated and to grant an exception to permit the encroachment by the structure over the setback line or on the easement area, so long as the ARC, in the exercise of its sole discretion, determines that the release or exception will not materially and adversely affect the health, safety and appearance of the Properties.

PROPOSED CHANGE:

The ARC should not have the sole discretion to waive legitimate rules and regulations for selected Owners. Amend the provision to provide that the ARC can only take this action with the approval of the Board.

57. Declarations, Article VIII / 2Q (ARC's sole discretion)

ORIGINAL TEXT:

Q. The ARC has the right, but not the obligation, to grant waivers for minor deviations and infractions of this declaration. The granting of any waiver for any portion of the Properties may be given or withheld in the ARC's sole discretion and a prior grant of a similar waiver shall not impose upon the ARC the duty to grant new or additional requests for such waivers.

PROPOSED CHANGE:

"The ARC has the right... to grant waivers..."

Amend the provision to provide that the ARC can only take this action with the approval of the Board.

58. Declarations, Article VIII / 4 (Modification), 2nd para. (ARC promulgation of standards and procedures)

ORIGINAL TEXT:

The ARC shall promulgate detailed standards and procedures governing modifications to existing Units or structures, consistent with local government standards and codes. In addition thereto, the following shall apply: Plans and specifications showing the nature, kind, shape, color, size, materials, and location of such modifications, additions, or alterations, shall be submitted to the ARC for approval as to quality of workmanship and design and as to harmony of external design with existing structures, location in relation to surrounding structures, topography, and finish grade elevation. No permission or approval shall be required to repaint in accordance with an originally approved color scheme, or to rebuild in accordance with originally approved plans and specifications. Nothing contained herein shall be construed to limit the right of an Owner to remodel the interior of a Unit or to paint the interior of his Unit in any color desired. In the event that the ARC fails to approve or to disapprove such plans or to request additional information reasonably required within thirty (30) days after submission, the plans shall be deemed approved.

PROPOSED CHANGE:

"No permission or approval shall be required to repaint in accordance with an originally approved color scheme, or to rebuild in accordance with originally approved plans and specifications."

Change "originally approved..." to "originally approved or subsequently ARC-approved..."
The issue is with colors or other modifications that are not original but were approved by the ARC. An owner should not need a new approval if s/he wants to repaint with the current, previously approved color, even if it's not in the current color book.

The last sentence of this paragraph repeats Article VIII / 2I (rulings within 30 days).
Either delete this sentence or refer to Article VIII / 2I without repeating it.

59. Declarations, Article IX / 1 (Rules and Regulations) – Introductory paragraph

ORIGINAL TEXT:

Every Owner shall comply with the restrictions and covenants set forth herein and any and all rules and regulations adopted by the Board. The following are the Rules and Regulations of the Association which may be amended, modified or added to from time to time as provided in the By-Laws.

PROPOSED CHANGE:

Reword to state that Rules and Regulations may be proposed by the ARC and/or the Board, but must be approved by the Board of Directors.

Changes to ARC Rules and Regulations

60. Declarations, Article IX / 1-D (Burial of Pipes and Tanks)

ORIGINAL TEXT:

D. BURIAL OF PIPE AND TANKS: No water pipe, gas pipe, sewer pipe or storage tank shall be installed or maintained on the Properties above the surface of the ground, except hoses and movable pipes used for irrigation purposes. No property shall be used for the purpose of boring, mining, quarrying, exploring for or removing oil or other hydrocarbons, minerals, gravel, or earth. Provided, however, that nothing contained herein shall prohibit or restrict removal of fill or earth materials to construct or create approved drainage structures (including lakes) or landscaped berms.

PROPOSED CHANGE:

In 2011 most of the neighborhoods agreed that tanks should be allowed with certain conditions: they must not be visible from the street or a neighbor's property. If they are buried the burial must comply with local ordinances.

Add wording that tanks are permitted as long as they are either buried or screened from view from neighboring properties.

60.1 Declarations, Article IX / 1-F (Right of entry)

ORIGINAL TEXT:

F. WEEDS AND UNDERBRUSH: No weeds, underbrush, or other unsightly growths shall be permitted to grow or remain upon the Properties and no refuse pile or unsightly objects shall be allowed to be placed or suffered to remain anywhere thereon. In the event an Owner shall fail or refuse to keep his Lot or Unit free of weeds, underbrush, sight obstruction, refuse piles, or other unsightly growths or objects, then the Association may enter upon said property and remove the same at the expense of the Owner, and such entry shall not be deemed trespass; except, however, that the Owner shall be given ten (10) days prior written notice of such action.

PROPOSED CHANGE:

Conditions for right of entry (advance notice to homeowner, etc.) in the last sentence should align with Florida Statutes. Wording should be consistent with the corresponding wording in Item 54.1.

61. Declarations, Article IX / 1-S (Cable Television)

ORIGINAL TEXT:

S. CABLE TELEVISION: The Declarant (or its successor or assigns) shall have the right to install, or enter into contracts for the installation of, a cable television system providing cablevision entertainment of the Residential Units. Any agreement for services

may provide that basic service shall be mandatory for all residential Unit Owners. In connection with the installation, maintenance and operation of such systems the Declarant reserves access, installation and service easements over, across and under Common Property and Residential Property necessary to provide such cable television services to all Owners of Residential Units; provided, however, such easements shall be reasonably located by the Declarant so as to not unreasonably impair the value or use of Residential Property or the Residential Units.

PROPOSED CHANGE:

Reword to substitute WLCA for Declarant and to allow individual homeowner choice of provider while still allowing WLCA to enter into easement agreements with cable companies.

62. Declarations, Article IX / 1-T (Fences)

ORIGINAL TEXT:

T. FENCES: The composition, location and height of fences and walls must be approved by the ARC prior to installation in accordance with standards and requirements set by the ARC from time to time. The ARC is under no obligation whatsoever to approve any fences.

PROPOSED CHANGE:

The last sentence (“The ARC is under no obligation whatsoever to approve any fences.”) is too brief, broad, and vague. Delete last sentence.

63. Declarations, Article IX / 1-AA (Above-ground swimming pools)

ORIGINAL TEXT:

AA. SWIMMING POOLS AND TENNIS COURTS: Any swimming pool, tennis court and screening and fencing of either to be constructed on any Lot shall be subject to the approval and requirements of the ARC, which shall include, but which shall not be limited to the following:

- (a) Above-ground swimming pools normally will not be allowed;
- (b) Lighted tennis courts normally will not be allowed;
- (c) ...

PROPOSED CHANGE:

Delete the word “normally” in two places. There should be no exceptions.

64. Declarations, Article IX / 1-(new: Sheds)

THIS IS NEW TEXT:

Add a rule with general wording that one (1) shed per property is permitted provided they meet requirements published by the ARC.

65. Declarations, Article IX / 1-(new: Composting Bins)

THIS IS NEW TEXT:

Add a rule for Composting bins – that the bin must have a lid and the compost must be able to be turned or piled in accordance with University of Florida guidelines. The bins must be behind a fence and not visible from the street or a neighbor’s property.

Add wording that composting bins are permitted as long as they comply with the UF standards mentioned above.

66. Declarations, Article IX / 1-(new: Fire Pits)

THIS IS NEW TEXT:

Add a rule for Fire Pits with wording that fire pits are permitted subject to ARC restrictions as long as the owner provides proof that the fire pit meets all local ordinance and code requirements.

67. Declarations, Article IX / 1-(new: Permanent Barbeque Grills)

THIS IS NEW TEXT:

Add a rule that Permanent Barbeque Grills or Ovens are permitted subject to ARC restrictions as long as the owner provides proof that the barbeque meets all local ordinance and code requirements.

68. Declarations, Article IX / 1-(new: Outdoor Fireplaces)

THIS IS NEW TEXT:

Add a rule that Outdoor Fireplaces are permitted subject to ARC restrictions as long as they are located in the back yard and hidden from view by a fence that is no taller than maximum allowed fence height for the neighborhood, and that the owner provides proof that the fire pit meets all local ordinance and code requirements.

Functions, Powers, and Other Changes

69. Declarations, Article I / B (Annexed Property)

ORIGINAL TEXT:

B. "Annexed Property" shall mean the real property described on Exhibit "B" attached to this Restated Declaration.

PROPOSED CHANGE:

The property "described in Exhibit B" should be reviewed for accuracy.

As an exhibit, list all neighborhood and WLCA properties by their Orange County recorded references instead of by survey data.

70. Declarations Article IV Section 3K (Functions of the Master Association, Services)

ORIGINAL TEXT:

K. Constructing improvements on Common Property and easements as may be required to provide the services as authorized in this Article.

PROPOSED CHANGE:

Section 3K empowers WLCA for "Constructing improvements on Common Property and easements as may be required to provide the services as authorized in this Article."

The suggested change is a response to Member requests for prior reviews of large capital projects. The suggestion is to append Section 3K with language similar to the following:

"Capital projects that are estimated to cost more than \$250,000 shall be proposed to the Members of the Association in a special or regular meeting, and shall not be undertaken if a majority of a quorum of Members present in person or by proxy at a special or regular meeting of the Members object to the proposed project."

71. Declarations, Article VI, Section 8. (Neighborhood Assessments)

ORIGINAL TEXT of 2nd paragraph:

The Neighborhood Association for each Neighborhood may request that additional services or a higher level of services be provided by the Association, and in such case, any additional costs shall be added to the Neighborhood Assessment. Such Assessment may include a capital contribution establishing a reserve fund for repair and replacement of capital items within the Neighborhood, as appropriate. Neighborhood Expenses shall be allocated equally among all Units within the Neighborhood benefitting thereby and levied as a Neighborhood Assessment. The Board shall cause a copy of such budget and notice of the amount of the Neighborhood Assessment to be levied on each Unit in the Neighborhood at least thirty (30) days prior to the beginning of the fiscal year.

PROPOSED CHANGE:

The 2nd paragraph gives details about how a neighborhood pays WLCA for “higher level of services or special services.”

Delete the 2nd paragraph because it raises more questions than it answers. Nothing in the governing documents prevents any neighborhood from entering into any mutually acceptable service contract agreement with WLCA, so special arrangements are unnecessary. Also, the terms “higher level of services or special services” are not well defined.

72. Declarations, Article VII / Para. 3 (request for special services)

ORIGINAL TEXT of 3rd paragraph:

Each Neighborhood Association, upon the affirmative vote, written consent, or a combination thereof, of a majority of Owners within the Neighborhood, may request that the Association provide a higher level of service or special services for the benefit of Units in such Neighborhood, and if agreed to by the Board the cost of such additional services shall be assessed against the benefitted Units as a Neighborhood Assessment pursuant to Article VI.

PROPOSED CHANGE:

The 3rd paragraph requires that Neighborhood boards obtain majority approval from their homeowners to request “higher level of services or special services” from WLCA to be paid by the neighborhood.

Delete the 3rd paragraph. Neighborhood boards are responsible for deciding which contracted services to hire for their neighborhoods, and contracting with WLCA should be no different. Also, the terms “higher level of services or special services” are not well defined.

73. Declarations, Article VII / Para. 4 (Neighborhood representative voting)

ORIGINAL TEXT:

The senior elected officer of the Neighborhood Association or the Neighborhood Committee shall serve as the Neighborhood Representative for such Neighborhood and shall cast all voted attributable to Units in the Neighborhood on all Association matters requiring membership vote, unless otherwise specified in this Declaration or the By-Laws. The Neighborhood Representative may cast all such votes as he/she, in his/her discretion, deems appropriate.

PROPOSED CHANGE:

Add wording to explicitly preclude proportional voting; each Neighborhood Representative should take a stand.

The thought is that there are only two types of votes: candidates and issues. Candidates are allowed to be nominated from the floor, making polling of homeowners impossible. Issues might have a mix of “yeas: and “nays” from the homeowners, but we believe it is the responsibility of the Representative to decide one way or the other.

74. Declarations, Article VII / Para. 6 (WLCA power over neighborhoods)

ORIGINAL TEXT:

The Association shall have the right of specific approval or veto of annual budgets and all legal documents (and amendments thereof) associated with all Neighborhood Associations and Neighborhood Committees, including, but not limited to, Articles of Incorporation, By-Laws, Declarations of Covenants, Conditions and Restrictions, Declaration of Condominium, Declarations of Cooperative and Plats. No improvements shall be commenced on any Lot until all legal documents for the Neighborhood Association have been submitted to and approved in writing by the Association. All such documents shall be consistent and compatible with this Declaration and the By-Laws.

PROPOSED CHANGE:

“The Association shall have the right of specific approval or veto of annual budgets and all legal documents (and amendments thereof) associated with all Neighborhood Associations...”

Delete entire 6th paragraph because it gives WLCA unnecessary power over neighborhoods – especially veto power over neighborhood budgets. Master Association should have no control over these types of activities conducted by the Neighborhood Associations.