SECOND AMENDMENT TO THE BYLAWS OF THE COMMUNITY ASSOCIATION INSTITUTE, CENTRAL FLORIDA CHAPTER, INC.

This Second Amendment to the Bylaws of The Community Association Institute, Central Florida Chapter, Inc. ("Amendment") is made and approved by the Board of Directors of The Community Association Institute, Central Florida Chapter, Inc. ("Chapter").

WITNESSETH

WHEREAS, the Chapter is governed by, among other documents, those certain Bylaws of The Community Association Institute, Central Florida Chapter, Inc. ("Bylaws"),

WHEREAS, pursuant to Article XI of the Bylaws, the Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Members of the entire Board of Directors at a duly called meeting thereof;

WHEREAS, at a meeting of the Board of Directors held on _____a decision of the Board of Directors was made to adopt the Amendment stated herein;

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

1. Recitals. The above-mentioned Recitals are hereby incorporated and made a part of this Amendment as if more fully set forth herein.

2. Definitions. Unless otherwise expressly set forth in this Amendment, capitalized terms appearing in this Amendment shall have the meanings ascribed to those terms by the Bylaws.

3. Amendment.

A. Article V, Section 4 of the Chapter's Bylaws is hereby amended with the following additions and ~~deletions~~ as follows:

> Section 4. Ten (10%) of Members of the Chapter present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the Members present may adjourn the meeting, without further notice, until a quorum is present. Electronic voting is permitted. Any individual voting electronically through a system authorized by the Board of Directors shall be considered to be present for purposes of establishing quorum.

B. Article VI, Section 11 of the Chapter's Bylaws is hereby amended with the following additions and ~~deletions~~ as follows:

Section 11. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, including if the remaining Directors constitute fewer members than required to achieve a quorum. Any Director elected to fill a vacancy shall serve the remainder of the unexpired term of his predecessor in office.

~~An individual who has served more than one-half of a full term shall be deemed to have served a full term~~. For purposes of calculating the six (6) year term limit stated in Article VI, Section 3, any portions of a year served shall be treated as having served the full calendar year. In the event an individual serves less than a full year on the Board, it shall be considered one full year of service.

C. Article VI, Section 4(e) of the Chapter's Bylaws is hereby amended with the following additions as follows:

e. No candidate may campaign for election or cause another individual or individuals to campaign on behalf of the candidate. The definition of "campaign" shall be established by the Board of Directors from time to time.

Rather than campaigning, when a candidate declares their intent to be a candidate in a CAI Chapter Board of Director election they shall include one candidate information sheet in a form to be provided by the Board of Directors with such limitations in size as determined from time to time by the Board of Directors. Such form shall include a section for the individual to include their experience with CAI. In the event that no candidate information sheet is provided individuals shall not be considered to be a candidate for the Board and shall not appear on the ballot. Candidates are also permitted to submit a video of three minutes or less expressing their desire to serve on the Board of Directors. The Chapter reserves the right to reject any candidate information sheet or video received if it believes the content is not in keeping with the ethics or principles of CAI.

All candidate information sheets and videos received accepted by the Chapter for candidates which will appear on the ballot shall be displayed on the Chapter's website (the "Candidate Page"). Candidates, and individuals supporting candidates, are permitted to announce a candidate's candidacy and post online or take other action to direct individuals to the Candidate Page where all candidates' information sheets and videos are displayed but may not campaign in any other fashion.

In the event any candidates are determined to campaign, either because they are campaigning themselves or someone is campaigning for them, they will be provided with one warning that a violation of the rules has occurred. In the event a second campaigning violation occurs in the same election they will be removed from the ballot. Any votes that the removed candidate received will be disregarded. For purposes of this section, if an individual is campaigning for a candidate, it is still deemed to be a violation regardless of

whether the candidate was aware of the campaigning or not and the candidate can be warned and ultimately removed from the ballot.

4. Construction. To the extent that the terms, covenants and conditions of this Amendment are inconsistent with the terms of the Bylaws, the terms, covenants and conditions of this Amendment shall control. In all other respects, the terms, covenants and conditions of the Bylaws shall remain in full force and effect and unchanged in any manner.

5. Headings. The paragraph headings have been inserted for convenience and reference only and shall not be considered or referred to in resolving questions and interpretation or construction. Unless the context requires a contrary construction, the singular shall include the plural and the plural the singular, and the masculine, feminine and neuter genders shall each include the others.

6. Severability. Invalidation of any of these covenants or restrictions or any part, clause, or word hereof, or the application thereof in specific circumstances, by judgment or court order, shall not affect any other provisions or applications in other circumstances, all of which shall remain in full force and effect.

IN WITNESS WHEREOF, the foregoing has been adopted in accordance with the Bylaws and has been executed by the following on January 20, 2026.

Witnesses 1:

Signature: _____

Print Name: Sonia Nieves

Witness 2:

Signature: _____

Print Name: Amber Persinger

CAI:

Signature: _____

Print Name: STEFANIE NICHOLSON
As President of The Community Association Institute, Central Florida Chapter, Inc.

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

SWORN TO AND SUBSCRIBED before me, ☒ by means of physical presence or ☐ online notarization, this 20 day of January, 2026, by STEFANIE NICHOLSON as President of The Community Association Institute, Central Florida Chapter, Inc. who is personally known to me, and who did take an oath.

_____

Notary Public
My Commission Expires: 3/24/2028

THERESA GRACE
Notary Public
State of Florida
Comm# HH507218
Expires 3/24/2028