Jockey Club Bylaw Committee

# Meeting Minutes

# May 4, 2017

## Opening

The regular meeting of the Jockey Club Bylaw Committee was called to order at 6:10pm on May 4, 2017 in Jockey Club Clubhouse by Jenny Iiams

## Present

Jenny Iiams, Chair, Kevin McNeil , Barb Wolf, Secretary, David Casarsa, Board Liaison

## New Business

Discussion and recommended changes of the current amended Jockey Club By-Laws.

David explained that the temporary placeholder would be removed from the final document.

**ARTICLE I. DEFINITIONS Sections 1- 3 -** *No change recommended*

There was a discussion on why there was no definition of “Lots” in the By-laws. It was explained by David that this definition was in the Article of Incorporation. With that explanation.

**ARTICLE II. LOCATION –** *No change recommended*

**ARTICLE III. MEMBERSHIP Sections 1-3 –** *No change recommended to the following*

**Section 1. Voting Rights**

**Section 2. Majority Vote**

**Section 3. Determination as to Voting Rights**

**ARTICLE IV. MEMEMBERSHIP MEETINGS AND VOTING RIGHTS**– *No changes recommended to the following*

 **3.1. Single Owner**.

 **3.2. Multiple Owners**

 **3.3.** **Life Estate**

 **3.4.** **Corporations. Partnerships and Limited Liability Companies**

 **3.5. Trusts**

 **3.6. Estates and Guardianships**

 **3.7.** **Certificates**

 **3.8. Liability of Association**

**Section 4. Annual Membership Meeting.** There was a consensus to changethe day of the weekfrom Tuesdayto Thursday.

**Section 5. Special Membership Meetings-** *No change recommended to the following*

**Section 6. Notice of Annual/Special Membership Meetings**.

**Section 7. Quorum**

**Section 8.** The word corporate was removed as were any references to “Electronic Voting”

**Section 9. Adjournment of Members Meetings***No change recommended*

**ARTICLE V. PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY**

**Section 1** **-** *No change recommended*

**Section 2 – Changed to:** *Any member may delegate his rights of enjoyment in the Common Properties and Facilities to the members of his family or lessees (tenants) who reside upon The Properties. Such member shall notify the office in writing of the name of any such person and of the relationship of the member to the person. The rights and privileges of such person are subject to suspension to the same extent as those of the member. During the time the lot is leased, the Owner shall not enjoy the use privileges of the Common Properties except as a guest.* This change made to Amend Article V Section 2 to align with Article XI, Section 2g of the Declarations

**ARTICLE VI. ASSOCIATION PURPOSES AND POWERS**

**Section 1** - changed to read “The Association has been organized for the following purposes, to promote the health, safety and welfare of the property owners in those certain lots or parcels subject to the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of this corporation by annexation as provided in the Declaration, hereinafter referred to as “The Properties”, and for this purpose the Association has the authority but not the obligation to:

**(a)** own, acquire, build, operate, and maintain recreation facilities for the benefit of the property owners, including but not limited to: parks, playgrounds, swimming pools, golf courses, common, open spaces, streets, bicycle paths, equestrian paths and footways, including buildings, structures and personal properties incident thereto, hereinafter referred to as "the Common properties and facilities", (b) fix assessment (or charges) to be levied· against The Properties; and (c) pay taxes, if any, on the common properties and facilities, and, insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of The Properties.

1(b), 1(c), and 1(d) were removed as these were not provided services. All sections following were aligned to this change.

**Section 2 –** Changed to read: “Section 1 of this Article”

**Section 3. Mergers and Consolidations -** *No change recommended*

**Section 4*.* Mortgages - Other Indebtedness -** *No change recommended*

**Section 5. Dedication of Properties or Transfer of Function to Public Agency or Utility**. - *No change recommended*

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. Board of Directors** - *No change recommended*

**Section 2. Term** - *No change recommended*

**Section 3. Vacancies**. - Much discussion was had over the verbiage “Such appointed Director shall serve the remainder of the director’s term” the fear is that a majority of Directors could vote for their own agenda, however with the staggered terms and the membership vote being required for important issues, no change was recommended.

**ARTICLE VIII. ELECTION OF DIRECTORS: ELECTION COMMITTEE** (Nominating Committee removed and changed to Election Committee)

There was a discussion about placing electronic voting in this section, however this will not be included in the By-Laws partially due to the low number of people looking at the website.

**Section 1 -** Nominating Committee removed and changed to Election Committee

**Section 2 -** Nominating Committee removed and changed to Election Committee

**Section 3 -** Nominating Committee removed and changed to Election Committee

**Section 4 -** Nominating Committee removed and changed to Election Committee

**Section 5.** - *No change recommended*

**Section 6** - *No change recommended*

**Section 7. Certification**

**Section 8. Fiduciary Duty of Directors and Officers**

**ARTICLE IX. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** It was decided that the hiring of Management Companies would require member approval. *Changed to read* “The Board of Directors shall have all powers provided in the Association’s governing documents and applicable Florida law, including but not limited to the following: (a) to call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership as provided in Article IV, Section 5; (b) to appoint and remove at pleasure all offices, agents and employees of the Association less those specified in Art XI, Sect 9, prescribe their duties…” The

**Section 2.** – Changed from agents and employees to members. Additional changes were to break out specifics and reads: “It shall be the duty of the Board of Directors (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof at a special meeting when such is requested in writing by one-fourth (1/4) of the voting members of this Association and to see that their duties are properly applicable to the Properties, **(b)** to fix the amount of the assessment against each lot (property) for each assessment period at least thirty days in advance of such date or period and, at the same time; **(c)** to prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member to the extent required by Florida law, and, at the same time; **(d)** to send the written notice of each assessment to every owner subject thereto; and **(e)** to issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificates shall be conclusive evidence of any assessment therein stated to have been paid.

**Section 3. Enforcement** – “At the time of the adoption of this provision” was deleted “Each day during the violation continues shall be deemed a separate offense, was replaced with “A fine may be levied by the Board for each day of a continuing violation. Any fine upheld by the Fining Committee shall become a lien upon the Lot of such member only to the extent permitted by law.”

**Section 4. Fiscal Management**.

 **4.1. Budget.** - *No change recommended*

 **4.2. Assessments.** - *No change recommended*

 **4.3. Acceleration of Assessments** - *No change recommended*

 **4.4. Depository** - *No change recommended*

 **4.5. Financial Report.** - *No change recommended*

 **4.6. Estoppel Certificates**. - *No change recommended*

 **4.7. Failure to Pay Assessments**. - *No change recommended*

**Section 5.** **Insurance**

 **5.1. General**.  - *No change recommended*

 **5.2. Fidelity Bonding or Insurance**. - *No change recommended*

 **5.3.** **Other Insurance**. - *No change recommended*

**ARTICLE X. DIRECTORS’ MEETINGS**

**Section 1. Regular Board Meetings** - *No change recommended*

**Section 2.**  **Organizational Board Meeting. -** *No change recommended*

**Section 3.** Changed, keeps in line with current By-Laws and reads as: “Special meetings of the Board of Directors shall be held when called by an Officer of the Association or by any two directors at large after not less than forty-eight (48) hours’ notice to each director, except in emergencies.”

**Section 4** - *No change recommended*

**Section 5. Quorum and Voting** – corrected typo

**Section 6. Notice of Board Meetings to Members** - *No change recommended*

**Section 7. Attendance via Teleconference** - *No change recommended*

**Section 8. Adjourned Meetings** - *No change recommended*

**Section 9. Presiding Officer.** - *No change recommended*

**Section 10. Minutes of Meetings** - *No change recommended*

**Section 11. Open Meetings**. - *No change recommended*

**ARTICLE XI. OFFICERS**

**Section 1.** - *No change recommended*

**Section 2.** - *No change recommended*

**Section 3.** - *No change recommended*

**Section 4.** - *No change recommended*

**Section 5.** - *No change recommended*

**Section 6.** - *No change recommended*

**Section 7.** - *No* - *No change recommended change recommended*

**Section 8.** - *No change recommended*

**Section 9. Management** – Changed to add the last sentence “The employment of managers, independent contractors or other such employees requires the approval of the membership by a vote by written ballot or proxy at a Special Meeting called for this purpose.”

**ARTICLE XII. COMMITTEES**

**Section 1. The Standing Committees** – Publicity Committee and Fining Committee were added. All numbering after was corrected to corollate with the additions.

**Section 2. The Election Committee -** *No change recommended*

**Section 3. The Recreation Committee** - *No change recommended*

**Section 4. The Maintenance Committee** - *No change recommended*

**Section 5. The Environmental Control Committee -** *No change recommended*

**Section 6. The Publicity Committee** - *No change recommended*

**Section 7. The Financial Review Committee -** *No change recommended*

**Section 8. The City Liaison Committee** - *No change recommended*

**Section 9. The Fining Committee** shall uphold or reject fines or suspensions levied by the Board.

**Section 10** - *No change recommended*

**Section 11** - *No change recommended*

**ARTICLE XIII. AMENDMENTS**

*No change recommended*

**ARTICLE XIV. MISCELLANEOUS**

**Section 1. Books and Records**. After a discussion about fees charged it was agreed this should not change.

**Section 2. Corporate Seal**. *No change recommended*

**Section 3. Fiscal Year**. – Changed to clarify “The fiscal year of the Association shall be the twelve-month period commencing January 1st of each year and terminating December 31st of that same year.”

**Section 4. Florida Statutes** - *No change recommended*

**Section 5. Severability**. *No change recommended*

**Section 6. Conflict** - *No change recommended*

## Agenda for Next Meeting

Begin discussion on the Declaration of Covenants

## Adjournment

Meeting was adjourned at 8:10pm by Jenny Iiams. The next general meeting will be at 6:00pm on June 1, 2017, in the Jockey Club Clubhouse.

Minutes submitted by: Barb Wolf