

**AMENDED AND RESTATED
BY-LAWS OF
BOCAIRE COUNTRY CLUB, INC.**

A NOT FOR PROFIT CORPORATION

Approved by the Membership on February 10th, 2019

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ARTICLE I
PURPOSES OF ASSOCIATION

This Association is an instrumentality of, and for the benefit to, the Members, formed for the purposes of: controlling and regulating the use of the Property; promoting, assisting and providing adequate and proper maintenance of the Property and facilities; providing and promoting recreational activity within the Property through the acquisition, ownership and management of facilities for the recreation and pleasure whether by fee simple ownership, leasehold or other possessory use interest; enhancing the quality of life and property values within the Property; exercising all powers and discharging all responsibilities granted to the Association as a not for profit corporation and as a homeowners' association under the Act and Governing Documents; acquiring, holding and conveying and otherwise dealing with real and/or personal property; and to otherwise engage in such additional lawful activities for the benefit, use, convenience and enjoyment of its Members as the Association may deem proper and as contemplated by the Governing Documents.

ARTICLE II
DEFINITIONS

All Capitalized terms used in these By-Laws, unless defined in these By-Laws, shall have the meanings as defined in the Declaration.

ARTICLE III
MEMBERS' MEETING

There are two types of Members' meetings, annual and special.

3.1 **Annual Members' Meeting.** Annual meetings of the Members shall be held as set by the Board at the Clubhouse:

- 3.1.1 In December for the purpose of receiving reports of officers and others, to elect Directors, and for such other business as may be properly brought before the meeting.
- 3.1.2 In March to approve a fiscal year budget and for such other business as may be brought before the meeting.
- 3.1.3 Notwithstanding the above timing requirements, in the event of an emergency, the Board may postpone an Annual Members' meeting for up to four (4) weeks.

3.2 **Special Members' Meeting.** A special meeting of the Members may be called by a writing stating the purpose of the meeting and must be called by either: the President; a majority of the Directors; or, those holding thirty percent (30%) of the Members' voting interests, the writing including each signatory's name legibly printed adjacent to their signature.

3.2.1 The President shall convene a Special Members' meeting within thirty (30) days of the date the President receives a mandatory request.

3.3 **Notice.** No business shall occur at a Members' meeting except as stated in the notice of meeting or as reasonably necessary in case of emergency.

3.3.1 Notice of a Members' meeting shall be provided no less than fourteen (14) days before the meeting by: posting in a conspicuous location on the Property; and, either by e-mail, mail or hand delivery to a Member.

3.3.2 The address for notice to a Member shall be to: that Members' Lot; or, an address, including an e-mail address, the Member specifically requests for notices in writing received by the Association no less than thirty (30) days before a meeting.

3.3.3 An Annual Members' Budget meeting notice shall include the proposed budget, proposed Lot Assessment, and, if any, proposed installment amounts.

3.3.4 A notice of a Members' meeting to levy an Assessment or to set Member fees must include a statement that Assessments or fees will be considered and the nature of the Assessment or fee.

3.4 **Quorum.** The presence at a Members' meeting either in person, by proxy or by absentee ballot of thirty percent (30%) of the Members entitled to vote on the matter presented shall constitute a quorum with respect to that issue.

3.5 **Voting.** Each Lot is entitled to one (1) vote to be exercised as provided in the Governing Documents.

3.5.1 If a Lot is owned by more than one (1) person, the vote for that Lot shall be exercised as they, among themselves, determine; provided however, that in no event shall more than one (1) vote be cast for that Lot.

3.5.1.1 Matters pertaining to general Association issues, General and Special Assessments (as defined in the Declaration) and the election of Directors shall be determined by a vote of all Members.

3.5.1.2 Questions unique to a specific class of Members shall be determined by the Members of the class so affected.

3.5.2 In the case of a family membership: (i) if the membership is owned by a husband and wife, each shall have one-half (1/2) vote; and (ii) if the membership is owned by only one person, that person shall have one (1) vote. In the case of a trust, corporation, partnership or limited liability company membership, that entity's one (1) vote may be exercised only by

an individual irrevocably designated as authorized to vote on behalf of the entity by written notice filed with the Secretary.

3.5.3 A proxy must be: signed and dated by the Member; state the time, date and place of the meeting for which it is given; and, state the name of the person eligible to act as the proxy holder. A proxy is effective for only the specific meeting given, and any adjournment of such meeting; however, a proxy shall not be valid for more than ninety (90) days after the original date of the meeting for which it is given.

3.5.4 A Member may revoke that Member's proxy or absentee ballot at any time before the vote cast by proxy is counted, or the absentee ballot outer envelope is opened.

3.5.5 A simple majority of the votes cast by the Members entitled to vote on an issue at a duly constituted meeting is necessary for the passage of any motion, except where the Governing Documents or Florida Law require a greater vote.

3.5.6 There shall be no cumulative voting.

3.6 **Parliamentary Procedure.** Each Members' meeting shall observe Robert's Rules of Order, Newly Revised, latest edition. A member may be heard on agenda items at each members' meeting, subject to the Rules.

3.7 **Recording.** A Member may record, audio and video, a Members' Meeting, but only upon that Member providing notice to the Association in advance, and recording only pursuant to Rule and without any additional lighting, movement of the recording device, and disturbance.

ARTICLE IV **BOARD OF DIRECTORS**

The governance and administration of the affairs and the property of the Association shall be vested in the Board consisting of eleven (11) directors.

4.1 **Qualifications.** A Director shall be a natural person, and a Member of the Association in Good Standing at time of nomination and at election or selection; however, the validity of any action by the Board is not affected if it is later determined that a person was ineligible to serve as a Director

4.2 **Elections.** At each annual Members' meeting called for the purpose of an election the Members shall elect the number of Directors needed to fill new terms and vacancies of terms not filled.

4.3 **Term.** Directors shall serve terms to the third (3rd) annual Members' meeting following election, except when filling a vacancy, and thereafter until a successor is selected and qualified, unless removed.

4.3.1 A Director may serve for no more than two (2) consecutive terms. After a hiatus of not less than one (1) year, a former Director shall again be eligible to serve. The term of a person as a director filling a vacancy on the Board shall not be counted toward the determination of consecutive terms.

4.3.2 Elections and the filling of vacancies shall be administered to ensure staggered terms.

4.3.3 A Director filling a vacancy, except when caused by removal, shall serve until the next annual meeting of the Members at which a successor shall be elected.

4.3.4 The term of a Director removed by the Members shall be filled until the next annual Members' meeting noticed for an election by either the Members at the meeting creating the removal or in a written agreement, if any, creating the removal.

4.3.5 A Director shall be removed from office:

4.3.5.1 By the consent of those holding a majority of all of the Members' voting interests either at a duly constituted meeting called for that purpose; or

4.3.5.2 By a two-thirds (2/3rds) vote of the total number of the other Directors if that Director was absent from more than four (4) consecutive regular meetings of the Board; or

4.3.5.3 Automatically without action by the Members or Board: when that Director no longer owns a Lot, or his, her or its Lot is listed for sale or when that Director is not in Good Standing.

4.4 **Meetings of the Board of Directors**

4.4.1 **Regular Meetings.** The Board shall establish a schedule of regular Board meetings; however, there shall not be more than one (1) regular meeting per month during May through September.

4.4.2 **Special Meetings:** Special meetings of the Board will be called by the President; or by the written request of a majority of the Directors; and such special meetings shall be convened within ten (10) days of such call.

4.4.3 **Quorum.** A majority of the Directors present at any meeting shall constitute a quorum for the transaction of business. To be present a director must be: (a) physically present at that meeting; or, (b) participating by a means by which all directors participating may simultaneously speak to and hear each other.

4.4.4 **Parliamentary Procedure.** Each Members' meeting shall observe Robert's Rules of Order, Newly Revised, latest edition, except as provided by Florida law and the Governing Documents.

4.4.4.1 **Members.** All Board meetings shall be open to the Members, except a meeting or portion thereof:

- Between the Board and Association counsel with respect to proposed, threatened, or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege; or,
- Discussing a personnel matter.

4.4.4.2 Members attending a Board meeting shall be entitled to speak but only after delivering before the meeting to the meeting chair or Association Secretary a written request to speak, and then speaking in accordance with meeting decorum as determined by the chair or Rule, unless there is a successful appeal of a chair's decision by the Board.

4.4.4.3 Board meetings may be recorded only upon no less than forty-eight (48) hours written notice to the Association, and pursuant to Rule and without any additional lighting, movement of the recording device, and disturbance.

4.5 Powers of the Board. The Board shall exercise all powers of the Association and do all acts and things necessary to carry out the purposes of the Association and perform all functions provided in the Act and the Governing Documents.

4.5.1 **Duties and Powers:** The Board shall:

4.5.1.1 As authorized by the Members or by the Board within the limits as set forth in Section 4.5.1.4 hereof, enter into contracts, borrow money or incur indebtedness, including to cause promissory notes, bonds, mortgages or other evidences of indebtedness to be executed and issued;

4.5.1.2 Appoint managers and other employees and delegate such authority as is considered necessary for the proper operation and management of the Association, as authorized by Law and the

Governing Documents, including the appointment of a General Manager by written contract.

4.5.1.2.1 The General Manager shall (i) implement the Association's policies as defined by the Board, (ii) report to the Board and (iii) have full authority and responsibility for administrating and managing the Association.

4.5.1.3 Determine for each class of Members at least thirty (30) days before the beginning of the next Fiscal Year pursuant or subject to budgets approved by the Members: Assessments and any installment schedule; initiation fees; equity amounts; issue prices; other fees and charges; and the terms of payment which may include the abatement or reduction of Assessments and other charges levied for no more than two years upon those Lots owned by Regular Member(s) who is/are a Builder(s) or Renovator(s).

4.5.1.4 Authorize expenditures to the extent funds are available from the Association's accounts and credit facilities, but if not budgeted:

- not in excess of \$50,000 for any single project, and,
- not in excess of \$200,000 in the aggregate in any fiscal year for all projects,

unless either or both of such expenditures are approved by the consent of a majority of the Members entitled to vote on the matter voting either at a duly called meeting or by written consent; however, notwithstanding anything to the contrary in this Article the Board may expend up to an additional \$50,000 in any fiscal year in the event of an emergency.

4.5.1.5 Adopt, alter, amend, or repeal Rules governing the use of Association facilities and the Property.

4.5.1.6 Set terms, conditions and fees for Sponsored Guests and Alumni; provided however that the number of Sponsored Guests shall not exceed eighty (80), provided however, that the Board shall not be permitted to raise the number of licensed Sponsored Guests above 62 Sponsored Guests by more than five (5) additional Sponsored Guests per fiscal year and, in no event, at any time, shall the number of Sponsored Guests exceed eighty (80).

4.5.1.7 Establish special committees and fix the duties of such committees.

4.5.1.8 The various committees shall have the authority to buy or sell capital equipment, not budgeted, for an amount not to exceed five hundred dollars (\$500) without prior approval of the Board of Directors but with the approval of the General Manager, which action must be ratified by the Board at the meeting following the transaction.

4.6 Compensation. No Director shall receive a salary or any other compensation whatsoever, but shall be entitled to reimbursement for all expenses reasonably incurred in performing any duties pursuant to these By-Laws.

4.7 Interpretation of Governing Documents. The Board shall have all corporate powers to generally do everything permitted by law, by statute, by charter, by the Governing Documents, and to interpret any provisions thereof.

4.8 Restrictions on Directors. In addition to the limitations provided by the Florida Homeowners' Associations Act, a Director, and the Director's Family may not individually or through any corporate or business entity with which they are affiliated, directly or indirectly, act as vendor of products or services to the Association without the consent of two-thirds (2/3rds) of the Board; however, this shall not apply to listed exchange entities where there is a single source supplier within Palm Beach County.

4.9 Appointment of General Manager ("GM") or Chief Executive Officer (CEO").

4.9.1 Management and Operation of the Association's Business. The Board shall appoint a GM/CEO and delegate such authority as the Board considers necessary for the proper operation and management of the Association.

4.9.2 The GM/CEO shall be in charge of the proper operation of the Association in accordance with the Governing Documents and Chapter 720. Florida Statutes Homeowners' Associations now in effect on the date hereof and either or both may be amended from time to time and in one or more instances. The GM/CEO shall implement all Association policies as defined by the Board.

ARTICLE V
OFFICERS

The Association shall have as officers: (1) President; (2) First Vice-President; (3) Second Vice-President; (4) Treasurer; (5) Secretary; and (6) any additional officers the Board may determine.

5.1 Qualifications. Each officer shall be a Director.

5.2 **Term.** An officer's term shall be until the Board meeting following the next annual Members' meeting for electing directors, and thereafter until a successor is selected and qualified, unless earlier removed in the Board's full and complete discretion which may be with or without cause, by a vote of two-third's (2/3rds) of the votes of the Board.

5.3 **Election and Replacement.** The Board shall elect the officers of the Association at a Board meeting to be called and convened by the resigning President on a date no later than two (2) days following the annual Members' meeting for the election of officers.

5.3.1 An officer shall be elected by a majority of the votes cast.

5.3.2 To the extent permitted by law voting shall be by secret ballot.

5.3.3 If there should be a vacancy, then the Board shall fill the vacancy at the next scheduled Board meeting.

5.4 **Duties of Officers.** In addition to the duties delegated by the Board, or the President, the duties of the officers are:

5.4.1 The **President** shall be the Chair of the Board.

5.4.1.1 The President shall preside at all meetings, may call special meetings of the Members and of the Board, may execute all papers and documents requiring execution in the name of the Association when authorized to do so by the Board of Directors, and generally shall perform all the duties incident to his office.

5.4.1.2 The President shall appoint and have the power to remove the chairperson and the members of all standing and special committees, and shall be an ex-officio member of all committees.

5.4.1.3 A President may serve only two (2) consecutive one (1) year terms and can then serve again after a lapse of two (2) years.

5.4.2 The **First Vice-President** shall perform and carry out all the duties and responsibilities of the President in the absence, disability, resignation, death or removal from office of the President.

5.4.3 The **Second Vice-President** shall perform and carry out all the duties and responsibilities of the President and/or First Vice-President in the absence, disability, resignation, death or removal from office of the President and/or First Vice-President, as the case may be.

5.4.4 The **Secretary** shall keep or cause to be kept records and minutes of all Board, Executive Committee and Members' meetings, and for noticing of such meetings. The Secretary shall have custody of the Seal of the

Association. All Members' records shall be kept by the Secretary who shall also attend to such correspondence as may require attention.

5.4.5 The **Treasurer** shall cause to collect, hold and disburse under the direction of the Board in the name of the Association, all monies and other income due the Association including without limitation, Assessments, fees, dues, and rents. The Treasurer shall keep or cause to be kept regular books of account and all financial records of the Association, including: itemized and detailed records of all receipts and expenditures; accounts of Member's obligations, payments and balances for dues, assessments and all other fees and charges; and, financial statements, including in the form requested by the Board and required by the Act, and including information concerning the prior year's income and expenses in all categories. The Treasurer shall deposit or cause to be deposited all monies of the Association in an account or accounts in the Association's name in financial institutions designated by the Board of Directors, and shall obtain a surety bond for faithful performance in the amount directed by the Board, but for no less than the maximum funds that will be in the custody of the Association, the premium to be paid by the Association. Any other person or persons having access to monies of the Association or its bank accounts shall be similarly bonded. The Treasurer shall be a member of the Finance Committee.

5.5 **Additional Officers.** The Board may appoint additional officers and assign their duties as the Board shall deem appropriate for performance of services not otherwise set forth in this Article V, consistent, however, with the Governing Documents.

ARTICLE VI

ELECTION OF DIRECTORS

The Board shall set, and the Association shall send notice of the annual Members' meeting for the election of directors no less than sixty (60) days before that meeting.

6.1 **Nomination.** No later than 5:00 p.m. on the thirtieth (30th) day before the Annual Members' Meeting and no earlier than the Association providing notice of that meeting, a Member may nominate him or herself to be a candidate for election to be a Director.

6.1.1 The nomination shall be in writing to the Secretary and the Member shall obtain and retain the Association's written confirmation of delivery by Certified Mail Return Receipt Requested or signature receipt of delivery;

6.1.2 If Member seeks the Association to distribute an optional candidate information sheet with the ballot, then with the nomination the Member shall deliver to the Association information not to exceed one white 8 1/2" X 11" page with black text.

- 6.1.3 The Secretary shall confirm before the distribution of the ballot whether pursuant to the Association's records a proposed candidate is in Good Standing and qualified to serve as of the date of nomination.
- 6.1.4 Nominations may be received at the floor of the meeting to the extent required by law.

6.2 Notice. No later than fifteen (15) days before the Annual Members' meeting the Association shall send an absentee ballot to any Member who has requested one pursuant to Section 6.3.3 below; and notice of a Meet-the-Candidates meeting which the Board shall schedule to be held at least ten (10) days before the Annual Members' meeting.

6.3 Voting. Election voting shall be in person, by proxy or by absentee ballot.

- 6.3.1 A ballot which casts less than the number votes entitled to be cast, or which casts votes in a cumulative fashion, shall be invalid and disregarded; however, invalidity shall not affect the Member's participation for quorum.
- 6.3.2 A Member must properly complete the Member's proxy or ballot and deliver it so that it is actually received by the Secretary on or before the date and hour set for the meeting to be counted as if such Member were present at the meeting.
- 6.3.3 If absentee ballots are requested by a Member to be sent to that Member the Association shall send to such Member with the absentee ballot and outer mailing verification envelope and an inner privacy envelope.
 - 6.3.3.1 The outer mailing verification envelope shall contain the name, address, and signature space for the Members' name.
 - 6.3.3.2 The inner privacy envelope shall not contain any information identifying the Member casting a ballot.
 - 6.3.3.3 To cast an absentee ballot a Member: may place no more than one completed ballot in the inner privacy envelope; must place no more than one ballot into the outer mailing verification envelope; and sign the outer verification envelope. The failure of a Member to utilize an inner privacy envelope shall not affect the validity of that Members' ballot.
- 6.3.4 The President shall appoint an Inspector of Election before or at the commencement of the meeting to: verify the validity of all votes, confirm that no Member cast more than one vote per Lot; count all valid votes and

create a tally of the total votes cast of all eligible voters and the total for each candidate; and, report the tally at the meeting.

6.3.5 Elections shall be determined by a plurality of votes cast.

6.3.5.1 If terms to be filled have different lengths, the candidates receiving the greater number of votes shall serve the longer terms.

6.3.5.2 In the event of a tie vote, a coin toss or other method of chance shall be used to break the tie immediately following the report of the Inspectors of Election.

ARTICLE VII COMMITTEES

Committees shall provide recommendations to the Board on such matters as are delegated by these By-Laws to the Committees or as submitted to a committee by the Board of Directors in accord with the Governing Documents.

7.1 Appointments. Except as provided below, the President shall annually appoint the chairpersons of committees, and then the members of each committee after considering any recommendation of the chairperson of the committee, and fill vacancies; however, members of the Women's Golf Committee shall be selected by the female Regular Members pursuant to rules and regulations adopted by the Woman's Golf Committee. Each committee chair and member shall be a Member.

7.2 Standing Committees. The Standing Committees and their charges are the following:

7.2.1 The Executive Committee shall have the powers of the Board between Board meetings and shall consist of the: President who shall act as chair; First Vice-President; Second Vice-President; Secretary; and Treasurer.

7.2.1.1 A quorum shall be a majority of the voting members of the Committee.

7.2.1.2 Minutes of each meeting shall be maintained by the Secretary and copies thereof forwarded to each Director within ten (10) days of an Executive Committee meeting.

7.2.1.3 Each action by the Executive Committee shall be submitted to the Board of Directors for ratification.

7.2.2 The Membership Committee shall consist of a chairperson and not less than (4) four and no more than ten (10) members. At least two

(2) members shall be Directors. All applications to be a Member or to be a Sponsored Guest shall be referred to this Committee which shall make recommendations to the Board in accordance with the provisions and limitations of the Governing Documents.

- 7.2.3 The Finance & Audit Committee shall consist of a chairperson who may be the Treasurer, and not less than four (4) and no more than ten (10) members. At least two (2) members shall not be Directors. This Committee shall: have general supervision of the finances of the Association; examine all reports of the Association's accountants, and place such reports before the Board at the meeting following its receipt with such comments as the Committee sees fit; examine all disbursements made by the various committees and officers of the Association; prepare the annual budgets for the Association's operations and submit the same to the Board of Directors; periodically examine the operations of the Association and its financial condition; and, recommend in writing to the Board all economies or improvements with respect to the finances of the Association that it deems may reasonably be effected without prejudice to the Association's welfare, all cases where monies of the Association on hand shall be insufficient to meet proper disbursements as the same shall accrue, and any other matters which the Committee deems may profitably be considered by the Board with respect to the finances of the Association.
- 7.2.4 The House and Aquatic & Fitness Centers Committee shall consist of a chairperson and not less than four (4) and no more than ten (10) members including the chairperson of the Food & Beverage Services and Social & Entertainment Committee. This Committee shall recommend to the Board and the General Manager: in all phases of the Clubhouse other than the food and beverage operation of the kitchen, dining room, grille room and lounge, and of all Association recreational grounds and landscaping excluding the golf course and tennis courts; changes to the house rules; on matters concerning the Aquatic Center and the Fitness Center, their respective uses, programs, equipment, maintenance, replacements and staffing.
- 7.2.5 The Food & Beverage Services and Social & Entertainment Committee shall consist of a chairperson and not less than four (4) and no more than ten (10) members including the chairperson of the House and Aquatic & Fitness Centers Committee. This Committee shall: recommend to the Board and the General Manager concerning the operation and maintenance of the dining room, lounge, grille room, bistro and kitchen facilities; recommend

changes to the Rules of those facilities to the Board; and, plan social activities and entertainment including reporting on plans and evaluation to the Board and General Manager.

- 7.2.6 The Long Range Planning Committee shall consist of a chairperson and not less than eight (8) and no more than twelve (12) members which shall include the Chairpersons of the House and Aquatic & Fitness Centers, Golf and Green, Food and Beverage Services and Social & Entertainment and Finance Committees, and the Association's immediate past president. This Committee shall recommend to the Board and the General Manager concerning: the material alteration and enlargement of the Clubhouse or any other Association facility, and the supervision of all facility construction; and, a long range master plan for the Association.
- 7.2.7 The Golf and Green Committee shall consist of a Chairperson and not less than nine (9) and no more than twelve (12) members. In addition, the Chairwoman and one (1) other member of the Women's Golf Committee shall be members. This Committee shall recommend to the Board and General Manager concerning: employment of a golf professional, his staffing, the scope and operations of the Pro Shop; staffing of all positions relating to golf bag storage, cart shop, etc.; promulgation of playing rules of members and their guests, U.S.G.A. rules and regulations shall govern all golf play except when superseded by local rules.; the employment of a greens and grounds keeper, the scope of that person's operation and staff; the maintenance of the golf course, lakes, waterways, cart paths, roads and facilities and all equipment used in connection therewith; and, golf cart leasing, purchase, maintenance and operation. The Committee Chair shall establish: a handicap sub-committee to propose to the Committee the maintenance and enforcement of rules governing handicaps; a tournament sub-committee to plan, schedule, conduct, regulate and supervise all golf tournaments and competitions, including member-guest and mixed members tournaments. This Committee shall coordinate all scheduling and regulations with the representatives of the Women's' Golf Committee to assure fair treatment of all members of both sexes in the use and access to the golf facilities.
- 7.2.8 The Women's Golf Committee shall consist of a Chairwoman and not less than seven (7) nor more than seventeen (17) members with at least one (1) committee member from each handicap class. The Chairwoman will be elected by the members of the Women's Golf

Committee on or about April 1st of each second (2nd) year for a term of two (2) years and that person shall serve as ex-officio Immediate Past Chairwoman for the following two (2) years. This Committee shall: supervise all women's' golf competitions and tournaments, including competitions with other clubs; determine handicaps of all female golfers and enforcement of rules governing handicaps; recommend to the Board rules and regulations governing the female Members' tournaments and shall cause a copy of such when approved by the Board to be posted in the Clubhouse. In the event the office of the Chairwoman shall become vacant for any reason, the Executive Committee shall fill the vacancy by appointment for the remainder of the term in question.

- 7.2.9 The Tennis Committee shall consist of a Chairperson and not less than four (4) members nor more than seven (7) members. This Committee shall recommend to the Board and the General Manager: employment of a tennis professional and the scope of the professional's operation; the operation of a Pro Shop; promulgation of playing rules; programming of tennis events for members and their guests; and, the condition, maintenance and repair of tennis courts, equipment and related facilities.
- 7.2.10 The Architectural Review Board (A.R.B.) shall consist of not less than three (3) nor more than six (6) members and shall undertake the duties as provided in the Governing Documents and Florida law. The A.R.B. shall notice and hold its meetings in the same manner as regular Board meetings.
- 7.2.11 The Grievance Committee shall consist of a Chairperson and not less than four (4) other members, none of whom shall be a Director, officer or employee of Association, nor be a spouse, parent, child, brother, or sister of an officer, director, or employee of the Association, and shall perform the duties provided in the Governing Documents. No member, including the Chairperson, may serve more than two (2) consecutive terms, but such member may serve again after one (1) year after serving two (2) consecutive terms.
- 7.2.12 The Legal and By-Laws Committee shall consist of a Chairperson and not less than two (2) other members. This Committee shall: in consultation with Association counsel, be charged with the publication and interpretation of the Governing Documents and with all matters of a legal nature required by the Board; and, recommend to the Board concerning the selection and retention of Association counsel.

7.2.13 The Security and Infrastructure Committee shall consist of a Chairperson and not less than four (4) nor more than ten (10) members. This Committee shall recommend to the Board and to the General Manager: measures as may be beneficial to the Association's security; terms for contractual and/or purchasing agreements that pertain to the security of the Association; maintenance, design, and improvements respecting the roads, lighting, cable, satellite TV, or both and related matters, common area irrigation, sidewalks, drainage and sewers.

7.3 **Ad Hoc Committees.** The President, subject to the approval of the Board, may from time to time create Ad Hoc Committees, specifying each committee's powers and composition.

7.4 **Actions of Committees.** The actions of all committees, and except as otherwise provided with respect to the Grievance Committee, shall be subject to review and approval by the Board.

7.4.13 Except as provided for the Grievance Committee and as specifically provided above, a committee shall only make recommendations to the Board.

7.4.14 A committee's chair may appoint one (1) or more sub-committees to assist and report to that committee, subject to approval by the President for standing committees, and the Board for ad hoc committees.

7.4.15 Each committee shall keep written minutes of their meetings and timely provide copies of the minutes to the Secretary.

7.4.16 Each committee shall report recommendations to the Board at least once a year.

7.5 **Term.** The term of office of each committee chairperson and committee member, except the Women's Golf Committee's Chairwoman and Immediate Past Chairwoman shall expire on the date of the annual meeting following appointment.

7.6 **Absences and Discharges.** If a member of a committee shall have been absent from three (3) consecutive meetings of that committee without excuse satisfactory to the committee chair, or shall otherwise refuse or fail to discharge his or her duties as a member of that committee, the chairperson may remove such member and declare the position vacant, and the vacancy thus created shall be reported to the President and filled as provided in these By Laws, or if silent, then by the President.

ARTICLE VIII
MEMBERSHIP

8.1 **Members.** Only a Lot Owner may be a Member, a designation that is personal in character which cannot be assigned or transferred except as expressly permitted by the Governing Documents.

8.2 **Classes.** There are three (3) Member classifications as set forth in the Declaration: Non-Recreational Member; Regular Member and Social Member.

8.2.1 A Regular Member who resides in the Bocaire Country Club community may elect to become a Social Member as at the beginning of the fiscal year immediately following such election: provided, however, that no such election shall be valid or effective unless (i) the election is given by written notice to the Secretary at least forty-five (45) days prior to the beginning of the fiscal year and (ii) as at the beginning of such fiscal year the Association has not less than the Minimum Regular Members. Notwithstanding the foregoing, not more than five (5) Regular members may effectively elect to become Social Members as of the beginning of any fiscal year, and no Regular Member may elect to become a Social Member unless and until such Regular Member has been a Regular Member for at least five (5) continuous years. If the number of person who elect to become Social Members shall exceed the number of openings therefore, then the opening shall be filled in order of tenure in continuous years of membership in the Association. For purposes of these By-Laws “minimum Regular Members” shall mean two hundred twenty two (222) Regular Members, who are in good standing and reside in the Bocaire Country Club community, which number shall be increased by two (2) per fiscal year commencing April 1, 2019 until the number two hundred forty (240) is reached.

8.3 **Certificates.** If the Board determines that membership certificates are to be issued, then the certificates shall contain endorsements restricting transferability in accordance with the terms of the Governing Documents.

8.4 **Resignation.** A Member may not resign unless title to that Member’s Lot is conveyed to a grantee who obtains for that Lot a Regular Membership approved as set forth in the Governing Documents. Upon a resignation, then, in consideration of delivery to the Association of the resigning Member’s membership certificate, a redemption amount shall be calculated (“Equity Redemption Calculation”), and if the conditions below are met, paid to the resigning Member:

8.4.1 Equity Redemption Calculation. The Equity Redemption Calculation, subject to the limitations below, shall equal to the sum of the:

- The lesser of \$48,000 or the amount paid by the resigning Member to the Association for that Member's Equity in the Association related to the resigning Member's Lot ; plus,
- The amount of the unpaid balance due of any loan the resigning Member made to the Association as set forth in the official records of the Association; minus,
- The amount of any debt and monetary obligation owed by the resigning Member to the Association;

Subject to, and not to exceed the Replacement Funds limitation below.

8.4.2 Source. The Equity Redemption Calculation amount shall be paid first from the equity fee, charges and the initiation fee the Association received from the replacement Member acquiring the Lot owned by the resigning Member ("Replacement Funds").

8.4.2.1 If the Replacement Funds received are less than the Equity Redemption Calculation, then the Association shall pay the difference between the Replacement Funds and the Equity Redemption Calculation to the resigning Member.

8.4.2.2 If the Replacement Funds exceed the Equity Redemption Calculation, the excess shall be used to reduce any debt of the Association that is outstanding, including loans by members to the Association or, if there is no debt outstanding, then such Replacement Funds shall be deposited in a separate capital reserve fund in the Association's bank to be used solely for capital improvements for the Association or for emergencies.

8.4.3 Timing. The Association shall make the Equity Redemption Calculation Payment to the resigning Member within ten (10) days of the title closing date and receipt and clearance of the Replacement Funds.

8.4.4 Exception. Notwithstanding the above, if the holder of a first Institutional Mortgage encumbering the Lot becomes a Lot Owner by a deed in lieu of foreclosure of that mortgage or by a certificate of title issued in a proceeding after a judgment foreclosing that mortgage and a clerk's sale, then that Lot and Owner, and Institutional Mortgagees first transferee shall become a Regular Member and shall be obligated to pay within thirty (30) days of obtaining title the Association's initiation fee, fee for acquisition of equity, equity fee, and any assessments, fees and charges then required by the Board and the Governing Documents for new Members, and the determination of the amounts shall be conclusively determined by the Board.

8.5 **Guarantees:** The Association is not a guarantor of the sale of the membership of any member, nor is the Association obligated in any manner to anyone to secure a purchaser for a Lot.

ARTICLE IX

FISCAL

9.1 **Fiscal Year.** The Fiscal Year of the Association shall commence on the first (1st) day of April and conclude on the thirty-first (31st) day of March of the following year.

9.2 **Obligations.** The Board of Directors must set the dues, fees, assessments and other charges to be charged to each Member, Sponsored Guest, Alumni and any guest of each such person for each Fiscal Year (collectively "Monetary Obligation"), subject to the Members' approval of assessments and dues.

9.2.1 The Monetary Obligation is due in full on the first day of the Association's fiscal year, or as otherwise stated in the Board's action adopting the Monetary Obligation.

9.2.2 A payment or forbearance agreement providing for a schedule for payment contained therein cannot waive a Monetary Obligation and shall not be effective in the case of the Member's breach of the agreement or termination of membership which in turn will accelerate the Member's Monetary Obligation.

9.3 **Funds.** Debits issued in the name of the Association must be signed by two or more officers, employees or agents of the Association as shall from time to time be determined

by the Board; however, each item must be signed by at least one (1) officer. All notes and other forms of indebtedness must be signed by two (2) officers.

ARTICLE X **EMBLEM & SEAL**

10.1 **Emblem.** The emblem of the Association shall be of a style and design to be approved by the Board.

10.2 **Seal.** The Corporate Seal of the Association shall be circular in form and shall bear the words “BOCAIRE COUNTRY CLUB, INC.” and “Seal-Non-Profit-Florida”. The Corporate Seal shall be in the possession of the Secretary and be affixed by the Secretary as required by Law or by the Board.

ARTICLE XI **AMENDMENTS**

Except as provided herein, amendments to these By-Laws must be approved at meetings noticed for that purpose by: a majority of the Members’ voting interests entitled to vote in person, by proxy, or by absentee ballot; and, a majority vote of the Board. In addition, the Board may approve an amendment limited to non-substantive changes, such as to conform with law, and for grammatical and typographical errors.

ARTICLE XII **MISCELLANEOUS**

12.1 **Priority.** In case of a conflict among or between the Governing Documents, the order of interpretation priority is: Declaration; Articles of Incorporation; these By-Laws; Rules.

12.2 **Gender and Number.** The use of the singular herein shall include the plural, and the use of any gender shall include all genders.

12.3 **Severability.** Invalidation of any one of the covenants or restrictions contained herein by judgment or court order shall in no way affect any other provision hereof, which shall remain in full force and effect.

12.4 **Captions.** The captions used in this Declaration and exhibits annexed hereto are inserted solely as a matter of convenience and shall not be relied upon or used in construing the text of this Declaration or any exhibits thereto.

12.5 **Indemnity.** The Association shall indemnify all directors, officers and all committee members and the Association General Manager and golf course superintendent of the Association against any damages, liability, costs and expenses which may be imposed on, or reasonably be incurred by him or her in connection with any claim, action, suit, or proceeding hereafter made or instituted in which he or she may be involved by reason of his or her being or

having been a director, officer, or committee member, Association assistant general manager, golf course professional or golf course superintendent of the Association whether or not he or she continues to be such at the time of imposition of such damages, liability, costs or incurring of such expenses. Such damages, liability, costs and expenses may include the cost of reasonable court approved settlements.

The Association shall not, however, indemnify such person or persons with respect to matters as to which they shall be finally adjudged in any such action, suit or proceeding to be liable because of criminal negligence or willful misconduct in the performance of their duties. The foregoing right to indemnification shall not be exclusive of the rights to which any such persons may be entitled as a matter of law, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such persons.