

Palm Beach Country Estates Landowners Association, Inc.

By-Law Amendment Report

February 13, 2018

The following report has been prepared by the 2017-2018 Board of Directors of the PBCE Landowners Association, Inc. The report is to provide an overview of the Associations' By-Law changes from their inception in 1980 through the December 2, 2004, May 14, 2006 and February 7 and November 14, 2017 amendments.

The Articles of Incorporation were approved by the State November 25, 1980. The governing By-Laws were established by the Board on December 2, 1980.

The 1980 By-Laws consisted of the following 8 Articles

1. Identify
2. Members Meeting
3. Board of Directors – Officers
4. Officer
5. Fiscal Management
6. Assessments
7. Dissolution
8. Amendments

The next update to the original By-Laws were on December 2, 2004. Extensive revisions were made to the document. The Articles went from 8 in 1980 to the following 14 Articles in 2004

1. Organization
2. Purposes
3. Definition
4. Meetings of Membership
5. Voting
6. Board of Directors
7. Officers
8. Salaries
9. Committees
10. Finances
11. Minutes
12. Indemnification
13. Amendments to the By-Laws
14. Construction

From 1980 to 2004 **added** the following:

- 5th officer - 2nd Vice President
- Purpose Article -added No enforcement capacity or mandatory assessment
- Definitions, Salaries, Indemnification & Construction Articles

From 1980 to 2004 **expanded** the following:

- Identify Article was divided into Organizational & Purpose Articles
- Members Meeting Article was divided into Meeting of Membership & Voting Articles
- Annual meeting details
- Refined special meeting and removed that 1/3 of members must submit in writing a request for special meeting
- Board of Directors responsibilities
- More details for each officers responsibility
- Process for removal of officers
- Changed Fiscal Management to Finances – removed listing of accounts categories

From 1980 to 2004 **removed** the following

- Assessments Article was removed and incorporated into Board of Directors Article
- Removed ability for person to hold two or more offices as same time
- Removed Dissolution of Association Article
- Removed from Amendments to By-Laws - Members ability to approve.

Subsequent changes were made in May 14, 2006 and February 7th and November 14th 2017. The following is a comparison of changes made from the 2004 document to the 2006 and 2017 document.

	2004 Articles	2006 Amendments	2017 Amendments
1	Organization	Sec. 2 - removed reference to abbreviation PBCE	Changed Name of Association Removed Sec. 2 & 3
2	Purposes	Sec. 1 - changed from represent landowners to members of Association	Removed the wording that was Section 3 in the 2006 amendments.
3	Definition	Sec.3 - revised description of what property encompasses PBCE Sec.5 - Changed quorum of Board from majority present to 3 of 5 present	Removed Proxy definition Added Notification definition. Also updated other articles to refer back to this definition
4	Meetings of Membership	Sec.2 C & D - changed wording from Board of Directors to Officers Sec. 4 -added optionally for website notification	Removed any reference to voting for Board of Directors and added it to Article 6. Established a deadline for notification to the members of regular meetings.

	2004 Articles	2006 Amendments	2017 Amendments
5	Voting	<p>Sec. 2 – added not later than adjournment of the meeting</p> <p>Sec.4 – changed whether to request to whether to require</p> <p>Sec. 6 – changed from voting of officers shall be secret ballot to secret ballot only if more than one person running for a specific office</p>	<p>Updated decision on votes by show of hands or ballot</p> <p>Removed voting requirements for member votes for noticed agenda items, policies or any other matters affecting the community</p> <p>Removed reference to Proxies</p> <p>Removed Sec 8 Members Quorum at a meeting</p>
6	Board of Directors	<p>Sec. 2 – revised length of term for officers</p> <p>Sec.4 – revised meeting notifications</p> <p>Sec 5 – changed words regarding organization meeting</p> <p>Sec. 6 – changed quorum of Board from majority of 3 to 5.</p> <p>Sec. 12 – removed word “Any”</p> <p>Sec 14 – revised process for removal of an officer</p>	<p>Added owners of same property unable to serve as Officers at the same time</p> <p>Completely revised the process for candidacy and voting of the Board of Directors.</p> <p>Added requirement that rules, regulations etc. must be in writing in order to be enforced.</p> <p>Added Board must hold minimum of 4 meetings per year.</p> <p>Reduced number of days notice for Special meeting</p> <p>Updated requirements for removal of officer</p> <p>Removed requirements of membership voting on expenditures</p> <p>Updated process for appointing members to fill Board vacancies</p> <p>Added requirement to maintain an attendance record for the regular meetings</p>

	2004 Articles	2006 Amendments	2017 Amendments
7	Officers	<p>Sec. 3 – added 2nd V-President in line for succession for Acting President after 1st V-President</p> <p>Sec 5 A – First sentence changed solely responsible to responsible.</p> <p>Sec. 5 B – Added Treasurer's signature must be one of the two on checks</p>	<p>Removed requirement for multiple signatures on checks .</p> <p>Added requirement for financial report to be presented at annual meeting.</p>
8	Salaries	No changes	No changes
9	Committees	No changes	No changes
10	Finances	Sec 1 – added Treasurer's signature must be one of the two on checks	<p>February amendment Increased Dollar amount needing member approval for expenditures</p> <p>November amendment Removed dollar amount approval by members.</p> <p>Removed requirement for multiple signatures on checks.</p> <p>Made preparing operating budget optional</p>
11	Minutes	No changes	<p>Added recording of meeting for accuracy purposes of minutes.</p> <p>Added minimum time frame for retaining recording.</p>
12	Indemnification	No changes	No changes
13	Amendments to the By-Laws	Added the right for landowners to submit in writing requests for changes	Updated recommendations for change from landowners to members of Association.
14	Construction	No Changes	Article changed to #15
			Article #14 was added to add Dissolution of the Association and Construction was renumbered to #15