



AMENDED AND RESTATED
BY-LAWS OF
THE SOUNDINGS YACHT AND TENNIS CLUB, INC

The purpose of these Amended and Restated Bylaws is to continue the purpose of the original Bylaws recorded in the Martin County public records at Official Records Book 409, Page 1051, et. seq., and amended at Official Records Book 413, Page 994, et. seq., amended and restated at Official Records Book 1049, Page 2175, et. seq., Official Records Book 1337, Page 425, et. seq., Official Records Book 1480, Page 2112 et. seq., and Official Records Book 2862, page 2688 et. seq.

In cases of any conflict between these By-Laws and Florida Statutes, the Florida Statutes shall govern and control. In cases of any conflict between the Declaration of Protective Covenants, Restrictions, Reservations, Servitudes and Other Charges (Covenants) and these Bylaws, the Covenants shall govern and control. In cases of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall govern and control. In case of a conflict between these By-Laws and SYTC Policies and Procedures, the By-Laws shall govern and control.

Article I - SYTC

- A. The name of this non-profit Corporation shall be THE SOUNDINGS YACHT AND TENNIS CLUB, INCORPORATED (hereinafter called SYTC). The objectives of SYTC shall be to operate The Soundings Yacht and Tennis Club for the benefit, welfare and social enjoyment of its members and in such a manner as to promote, protect and defend the rights, privileges and properties of its members, including, but not necessarily restricted to, the rights, powers, privileges and obligations as set forth in the Articles of Incorporation.
- B. As stated in Article IX of the Articles of Incorporation, the business affairs of the SYTC shall be managed by the Board of Governors (Board). These By-Laws may provide for the conduct of SYTC business and for carrying out its purpose as deemed necessary by the Board from time to time.
- C. The Board may establish Policies and Procedures, from time to time, regarding its conduct and to further define, supplement and implement these By-Laws.

Article II - Membership

- A. The members of the SYTC shall be those persons, both natural and corporate, who own one or more lots in The Soundings (as hereafter defined in Article IX) in Hobe Sound, Florida. In addition, members of the SYTC shall include grantors or beneficiaries of a trust that own one or more lots in The Soundings (as hereafter defined in Article IX) in Hobe Sound, Florida.
- B. In all matters requiring a vote of the membership, each "member in good standing" (as hereafter defined in Article IX) shall be entitled to cast one vote, for each lot owned. In case of ownership of a lot by two or more persons, those persons shall designate which of the joint owners shall be entitled to exercise the voting privilege. In case of ownership of a lot by a corporation, said corporation shall file a certificate with the Secretary of SYTC designating an officer or agent of the corporation to exercise the voting privilege. Said certificate shall be executed by the president or vice president of the corporation and attested by its secretary.

- C. Each owner, upon acquiring title to a lot, shall be required to furnish evidence of ownership, by providing to the SYTC a copy of the deed as recorded in the public records of Martin County, Florida.

Article III – Assessments, Budget, and Fiscal Reporting

- A. The assessments of SYTC members, as determined by the Board of Governors (Board), are payable in advance. Assessments for the ensuing year are due and payable on a quarterly basis. A member who fails to remit payment for assessments within thirty (30) days of when due and payable shall be advised by SYTC by mail of such delinquency. Delinquent assessments may be collected in accordance with the Covenants. If the member is over ninety (90) days delinquent in paying any fee, fine, or other monetary obligation due SYTC, the suspension process set forth in the Covenants shall be followed.
- B. The annual budget of the SYTC shall comply with Florida Statutes 720.303. Copies of the proposed annual operating budget shall be mailed to the members not less than fourteen (14) days prior to the Board meeting at which the budget will be considered, together with a notice of that meeting. The budget shall be adopted by the Board, and the members shall be given written notice of the time and place of such meeting of the Board.
- C. If the Board adopts in any fiscal year an annual budget which requires an assessment against the members which exceeds one hundred and fifteen percent (115%) of such assessments for the preceding year, upon written request of at least ten percent (10%) of the members in good standing, a special meeting of the members shall be held. This special meeting must be held within 60 days after adoption of the annual budget. At least 14 days prior to such special meeting, the Board shall mail notice of the special meeting to all members. The members may consider and adopt a substitute budget at the special meeting. The substitute budget may be proposed by the members or the Board. A substitute budget is adopted if approved by majority of votes of all members in good standing. If there is not a quorum at the special meeting or a substitute budget is not adopted, the annual budget previously adopted by the Board shall take effect as scheduled. Any determination of whether assessments exceed one hundred and fifteen percent (115%) of assessments for the prior fiscal year, shall exclude from the computation any authorized provision for reasonable reserves for repair or replacement of the common property or recreational facilities; anticipated expenses by SYTC which the Board does not expect to be incurred on a regular or annual basis; or assessments for improvements to the common property or recreational facilities.
- D. Fiscal Reporting – All financial reporting and reconciliation shall comply with Florida Statute 720.303(7), as amended from time to time.

Article IV – Annual Membership and Special Meetings

- A. The Annual Meeting of the membership of SYTC shall be held each year for the purpose of electing Governors, considering reports to be presented, and transacting such other business as may be specified in the meeting notice. The Board of Governors shall set the time, place and date of such Annual Meeting between the first and third Tuesdays of January. If the Annual Meeting is not held, or if the Governors are not elected, a special meeting may be held for any or all such purposes.
- B. Quorum: Twenty-five (25) members in good standing including limited proxies shall constitute a quorum. If there is no quorum, a majority of Governors may adjourn the meeting for a period of time in order to gather a quorum.

- C. Any member in good standing may constitute and appoint another member of SYTC to vote by an executed limited proxy, on a form provided by SYTC, filed in advance with the SYTC Secretary. No one person shall hold this limited proxy for more than four (4) other members. This limited proxy may not be used for purposes of voting in the election.
- D. Voting: Each member in good standing shall be entitled to cast one vote. Except as otherwise provided by these By-Laws or the Articles of Incorporation, a majority of votes cast including limited proxy votes, shall be required.
- E. Order of business at the Annual Meeting shall include the following, as needed:
 - 1) Roll call.
 - 2) Notice of meeting.
 - 3) Previous minutes.
 - 4) Commodore and Vice Commodore Reports.
 - 5) Treasurer's Report.
 - 6) Secretary's Report.
 - 7) Committee Reports.
 - 8) Election of Governors.
 - 9) Old Business.
 - 10) New Business.
 - 11) Good and welfare.
 - 12) Adjournment.
- F. Special meetings of the membership may be called by any of the following: the Commodore, or in case of his absence, death or disability, by the Vice Commodore; the Governors, by action at a Board meeting; or by letter signed by not less than twenty-five (25) members in good standing.
- G. Notice of special meetings shall be mailed by the Secretary, or in the case of the Secretary's refusal to give such notice, by the person or persons entitled to call such a meeting. The notice shall state the time, place and purpose of the meeting. Such notice shall be sent, not more than thirty (30) days or less than ten (10) days prior to such meeting, to all current members' latest address as it appears in the SYTC records.

Article V – Board of Governors

- A. Board: The corporate powers, property and affairs of SYTC shall be conducted and controlled by a Board of Governors (Board) composed of members in good standing of SYTC. Except as otherwise provided, the Board shall transact all the business of SYTC, determine and establish policies and procedures, control fiscal matters and assume general responsibility for the guidance of the affairs of SYTC.
- B. Governors: The number of Governors shall be seven (7). The Governors shall serve for staggered two (2) year terms. Three (3) or four (4) Governors shall be elected each year at the annual meeting and shall hold office for two years or until their successors have been elected and take office.
 - 1) Eligibility: Any owner who is a member in good standing is eligible to be a Governor. Co-owners of a single lot may not serve as Governors at the same time. However, co-owners may serve at the same time if they own more than one Lot.

- 2) Terms: A Governor may serve no more than two consecutive 2-Year terms, after which he/she must wait one year before serving again. Members who are spouses may not together serve more than two successive 2-Year terms, after which they must wait one year before either of them may serve again.
- C. Attendance: Any Governor who misses three (3) consecutive regular monthly Board meetings or any five (5) regular monthly Board meetings in a calendar year may be dismissed at the discretion of the Board by a majority of all Board members present. Governors are allowed to attend Board meetings electronically via phone, web, or other electronic means.
 - D. Meetings: Meetings of the Board shall be held regularly, at least once per month, at such time and place as designated by the Commodore. Additional meetings of the Board may be called by the Commodore, or in cases of the Commodore's absence, death or disability, by the Vice Commodore or by any three Governors. Notice of the time and place of all meetings of the Board shall be provided to each Governor and SYTC members at least forty-eight (48) hours prior to such meeting in accordance with Florida Statute 720.303, as amended from time to time. Meetings of Board shall be conducted in accordance with Florida Statute 720.303, as amended from time to time.
 - E. Quorum: A majority of the Board of Governors shall constitute a quorum for the transaction of business. The vote of a majority of the Governors present at which a quorum exists shall be required to pass a motion before it, unless a greater number is required for any specific action by the Governing Documents.
 - F. Committees: All Committees shall be appointed and approved by the Board of Governors. Committee members, including chairs, serve at the pleasure of the Board and may be removed by the Board at any time.
 - G. Accounts and Records: The SYTC shall maintain the official records of the Association as set forth in Florida Statute 720.303, as amended from time to time. Such official records shall be made available to every owner for inspection and photocopying as provided for in Florida Statute 720.303, as amended from time to time.
 - H. Compensation: No Governor shall receive, directly or indirectly, any salary or compensation from SYTC, or be financially interested, directly or indirectly, in any contract relating to the operation of SYTC or in any contract for furnishing services, materials or supplies to SYTC. All Governors are required to disclose all conflicts of interest to the Board.
 - I. Election of Governors: At each Annual Meeting, the members shall elect Governors to fill terms that have expired. Governors shall be elected as follows:
 - 1) At least sixty (60) calendar days prior to the date of the Annual Meeting, the Association shall send to all members a notice of the date of the election and a request that all members desiring to be candidates for the Board submit their name in writing along with a one (1) page summary of their qualifications.
 - 2) Any member desiring to be a candidate must submit his/her name and a one-page summary of qualifications at least forty (40) calendar days prior to the Annual Meeting. This submission must be delivered or mailed so as to be received at the Association office by the forty (40) calendar day deadline. Applications received after the deadline will not be considered.
 - 3) Prior to the Annual Meeting, a special meeting of the membership may be held to meet the candidates. At that time, each candidate will be offered the opportunity to make a brief presentation on his or her desire to serve on the Board.
 - 4) The election shall be by written ballot. Proxies are not allowed for purposes of voting in the election. Along with the notice of the Annual Meeting, each member shall be sent the

summary of qualifications for each candidate along with a written ballot and envelopes for returning the ballot. The ballot may be cast in person at the Annual Meeting or may be mailed or delivered to the Association office. If the ballot is mailed or delivered, it must be received prior to the Annual Meeting in order to be counted in the election.

- 5) The member must place the ballot in an inner envelope with no identifying markings and mail or deliver to the Association in an outer envelope bearing identifying information reflecting the name of the member, the lot for which the vote is being cast, and the signature of the lot owner casting that ballot. If the eligibility of the member to vote is confirmed and no other ballot has been submitted for that lot, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a lot, the ballots for that lot shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered.
 - 6) There will be no nominations from the floor. Each member shall be entitled to cast votes for as many candidates as there are vacancies to be filled.
 - 7) In the event that the number of candidates equals the number of vacancies, or is less than the number of vacancies to be filled, no balloting will be necessary.
 - 8) There shall be no cumulative voting.
- J. Vacancies: The office of a Governor shall become vacant upon termination of membership in SYTC, acceptance by the Board of a written resignation delivered to the Secretary, or by death. Whenever a vacancy occurs, the remaining Governors, even if less than a majority of the whole Board, may by a vote of the majority fill any vacancy on the Board for the remainder of the term.
- K. Recall: The entire Board or any individual Governor may be removed from office in accordance with Florida Statute 720.303(10), as amended from time to time.

Article VI – Officers

- A. The officers of SYTC shall consist of a President, known as the Commodore, a Vice President, known as Vice Commodore, a Secretary and a Treasurer, all of whom shall be members of the Board of Governors. Other officers may be designated from time to time as deemed necessary by the Board of Governors.
- B. All officers shall be chosen by a vote of the majority of the Board present at a Board meeting convened for that purpose immediately following the Annual Meeting of members, provided a quorum of the Board exists, or at any regular meeting of the Board, or at any special meeting of the Board called for that purpose. Each officer shall, unless otherwise provided by the Board, hold office for a period of one year until the next annual meeting or until a successor is duly elected and takes office. Any officer may at any time be removed by the Board, and the Board may fill any vacancies in any office occurring for any reason.
- C. All retired Commodores shall be granted the courtesy title of “Staff Commodore” for so long as they remain members of SYTC.
- D. All officers of SYTC shall have such authority and perform such duties as are customarily incident to their respective offices or as may be determined from time to time by the Commodore or the Board regardless of whether such authority and duties are customarily incident to such office.

Article VII – Fiscal Year

The Fiscal year of SYTC shall be from Jan. 1 to Dec. 31.

Article VIII – Amendments

Amendment of these By-Laws must be in accordance with Article IX of the Articles of Incorporation.

Article IX – Définitions

- A. The term "The Soundings" shall mean all of the Soundings Subdivision, according to the plat as recorded in Plat Book 5, Page, 3 of the public records of Martin County, Florida.
- B. The term "member in good standing" shall mean a member who has met all financial obligations to SYTC and is not in violation of the governing documents as determined by the Board in accordance with the SYTC Covenants Article V, Section 2.
- C. The term "Corporation" and "SYTC" shall mean one and the same.
- D. The term "Board" shall mean the Board of Governors.
- E. The term "Lot" shall mean any parcel of land shown upon any recorded subdivision map or plat of the Soundings upon which a single family home is or will be located.

WE HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of The Soundings Yacht and Tennis Club, Inc. were duly adopted by a majority of the Board of Governors voting at the meeting held on this 19 day of APRIL, 2018.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its Commodore and Secretary, and its corporate seal affixed on this 20 day of APRIL, 2018.

THE SOUNDINGS YACHT AND TENNIS CLUB, INC.

Commodore

By [Signature]
Print Name DAVID KOWBAZ

Secretary

By [Signature]
Print Name DOREEN J. VILLANOVA

WITNESSES AS TO COMMODORE:

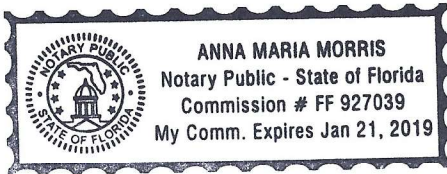
By Stacey Dunn
Print Name Stacey Dunn

By Lisa Alpe
Print Name LISA A. YU

STATE OF FLORIDA
COUNTY OF MARTIN PALM BEACH

The foregoing instrument was acknowledged before me on this 20 day of APRIL, 2018, by DAVID KOZUBAL, as Commodore of The Soundings Yacht and Tennis Club, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification FL DL].

Notary Seal



Anna Maria Morris
Notary Public

WITNESSES AS TO SECRETARY:

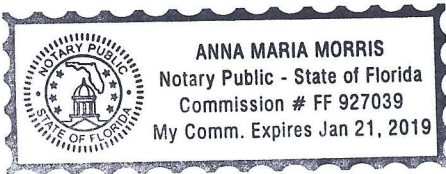
By Stacey Dunn
Print Name Stacey Dunn

By Lisa Alpe
Print Name LISA A. YU

STATE OF FLORIDA
COUNTY OF MARTIN PALM BEACH

The foregoing instrument was acknowledged before me on this 20 day of APRIL, 2018, by DONNA VILLANOVA, as ^{SECRETARY} Commodore of The Soundings Yacht and Tennis Club, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification NY DL].

Notary Seal



Anna Maria Morris
Notary Public

Corporate Seal of Soundings