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Ms. Severs,

Thank you for your continued efforts in addressing the concerns raised regarding the April 30, 2025 membership meeting and the proposed amendments to the Association's bylaws. I appreciate the Board's willingness to hold a new meeting to allow members the opportunity to ratify those amendments and to promote transparent governance within our community.

Initially, my questions were rooted primarily in Florida Statutes, particularly §720.306, for the purpose to highlight how our past management companies have traditionally guided us. However, through this process, I've come to realize that relying solely on state law, without fully evaluating our own Articles of Incorporation, Bylaws, and CC&Rs, has historically led to missteps and confusion.

This reflection has reinvigorated my interest in bringing clarity and structure to our governance documents. I'm excited by the opportunity we now have to modernize and replace the outdated bylaws, which are long overdue for revision. I'm also very interested in eventually turning our attention to the CC&Rs, to make them more reflective of the needs of today's community, but legally and meticulously.

1. I would like to respectfully revisit one important procedural matter: the requirement for Board approval of any proposed bylaw amendments prior to their distribution to the membership.

The **Articles of Incorporation** for Grand Landings HOA state:

"The By-Laws may also be amended or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, or the Board of Directors may adopt, amend, or rescind the By-Laws at a duly called meeting of the Board of Directors."

While this appears to give the Board authority to amend the bylaws independently, I would like to ensure this is reconciled with the following:

1. **Florida Statute §720.306(1)(b)** provides that governing documents may be amended by the affirmative vote of two-thirds of the voting interests, *unless otherwise provided by the governing documents*.
2. **Quorum Requirements Conflict:** The Articles of Incorporation reference a quorum as one-third (1/3) of the membership. However, this conflicts with Florida Statute §720.306(1)(a), which mandates that **no fewer than 30% of the total voting interests** constitute a quorum. Because 30% is a higher standard than 1/3 in the context of 471 homes, the **statutory default applies**, rendering the 1/3 provision unenforceable if relied upon to lower the threshold for member votes.
3. **Material Amendments and Member Rights:** Some of the proposed amendments potentially alter member rights, quorum rules, voting procedures, or assessment responsibilities. Under established Florida case law, such as *Hidden Harbour Estates v. Basso*, 393 So.2d 637, even if governing documents allow for board-initiated changes, material modifications that impact member rights may still require **affirmative member approval**.

This provision clearly allows for two independent amendment processes: one led by the membership and one led by the Board. However, in either case, a formal action must be taken, either by the Board or the membership, before any bylaw change is considered valid.

In the case of amendments that are proposed for membership ratification, it is my understanding that the Board must first review, finalize, and formally vote to approve the proposed amendments **before** presenting them to the membership. This is essential to ensure that:

- The Board has clearly defined the content it is asking members to vote on;
- The official record reflects who authorized the distribution of the proposed language;
- The governance process is both documented and defensible in accordance with Florida Statute §720.303(1) and good faith fiduciary practice.

Mere discussion of the proposed amendments at past meetings or a vote to “schedule a meeting” does not satisfy the requirement to formally approve the language of the proposed bylaw changes prior to dissemination.

Accordingly, I respectfully ask the Board to reconsider:

1. A formal vote by the Board of Directors to approve the proposed bylaw amendments prior to their distribution to the membership.
2. Thank you for your response regarding the distribution of bylaw amendments to the membership prior to the April 30, 2025, vote. However, I must respectfully disagree with the assertion that neither Florida Statute nor the governing documents require such distribution.

As stated in Article XII of the Association’s Bylaws:

“A copy of the proposed amendment or a summary thereof shall be included in or enclosed with the notice of the meeting of the members at which time the proposed amendment is to be considered.”

This language clearly establishes an affirmative obligation to include either the full amendment or a summary **with the meeting notice**. The intent is to ensure all members have adequate information before voting. Considering that this is a full re-write, would the board consider posting it on a public facing website (others not using Front Steps), could review. A summary could point users to this website.

If the document was altered after its original distribution, and no updated copy or summary was provided to the membership, this is a direct violation of the Bylaws. Regardless of whether Florida Statute §720.306 requires it, our Bylaws explicitly do.

This provision was adopted by our Association and, therefore, must be followed in good faith. Failure to provide updated materials compromises the validity of the vote and undermines the principle of informed consent.

I respectfully request the Board acknowledge this provision and provide a change to their processes to ensure:

1. No changes are made to the proposed amendments after the initial distribution, and
2. If so, the updated version or a summary is sent to all members in accordance with Article XII.
3. Thank you for your response. I would like to clarify that my original point was not an *allegation*, but a **request for clarification** regarding the observed delivery of amendment packets and proxies to **non-member occupants**, specifically renters. I personally witnessed a board representative hand-

delivering voting materials to homes that are known rentals. This raised legitimate questions, especially considering:

1. **Florida Statute §720.306(1)(g)** requires that notices of meetings and voting materials be delivered to **members** (i.e., homeowners), not non-members. While there is no statutory prohibition against providing extra copies to non-members, the concern arises when such materials may be confused as official voting invitations to ineligible individuals.
 2. If these packets were not ultimately voted upon or returned, there may be no issue. However, because **none of the homeowners at those addresses signed in**, and because proxies can be submitted in advance, I raised this to ensure **no proxy forms were collected or used without proper authorization by a member**.
 3. We currently have over **30 known rental properties**. Ensuring packets and proxies are directed only to **eligible members** helps maintain voting integrity and prevents confusion or misuse; whether accidental or intentional.
 4. My request was simple: **Why were proxies delivered to rental homes where the occupant is not the owner and therefore not a voting member?** If the purpose was transparency or outreach, that's understandable; but I believe the community deserves clarity on the intent and handling of those distributions.
4. Thank you for the confirmation.
5. I would like to respectfully address the statement that the proxy limit outlined in **Article XII, Section 4** of the Association's **Articles of Incorporation** is "possibly invalid." To clarify:

"The Articles of Incorporation are binding unless superseded or rendered unenforceable by law." **Florida Statute §720.306(4)** governs the use of proxies but does not prohibit homeowners' associations from limiting the number of proxies one person may hold.

Therefore, absent any statutory conflict or recorded amendment to remove or override this clause, **the five-proxy limit remains in effect** and must be honored.

Accordingly, I respectfully request:

1. **Legal Clarification**
Please provide the legal authority, precedent, or recorded amendment used to determine that Article XII, Section 4 is "possibly invalid." Has this provision been invalidated by a court decision, attorney general opinion, or formal legal review?
2. **Proxy Compliance Confirmation**
While the Board asserts it followed the five-proxy limit, meeting records indicate that the Secretary, a member of the Association, held more than five proxies; including those where the proxy-holder designation was left blank. This appears to be a direct violation of the governing documents and contradicts the Board's stated position. Please find a copy of my notes on each proxy.
3. **Proxy Assignment Transparency**
For proxies that were submitted with no designated proxy-holder, who assigned a name?
 - Was this process approved by the Board?
 - Was the original proxy-giver notified or asked for consent?
 - Is there documentation of these reassignments?

As part of my due diligence, I randomly contacted one of the members whose limited proxy was submitted for the April 30, 2025, membership meeting. I specifically asked whether they had designated a proxy-holder or left that section blank. The homeowner confirmed that they **intentionally left the proxy-**

holder line blank, consistent with the instructions which stated that the Secretary would be assigned by default in such cases.

However, upon reviewing a copy of their submitted proxy, I discovered that a name **had been handwritten in** as the designated proxy-holder; **without the member's knowledge or consent**.

Out of respect for this homeowner's privacy, I am not disclosing their identity at this time, but I will do so upon formal request if it becomes necessary to substantiate this concern. Based on the facts as presented, this raises a **serious issue of unauthorized alteration** of an official voting instrument.

I respectfully ask the Board and its legal counsel to clarify:

- Is this not a violation of **Florida Statute §720.306(1)(a)**, which requires that proxies be executed by the member giving them?
- Would this not fall under **document tampering**, given that a legal instrument was altered without the consent of the individual who signed it?
- What procedures does the Association follow to ensure the authenticity and integrity of proxies prior to certification and vote counting?

I understand that the Board may not wish to characterize any past actions as wrongdoing, and I acknowledge that it's entirely possible these issues stemmed from honest mistakes or misunderstandings of process. My intent is not to cast blame, but rather to ensure that moving forward, the Association operates with transparency, consistency, and full alignment with our governing documents and applicable Florida Statutes.

I believe this is an opportunity to course-correct and establish a higher standard of procedural integrity for future meetings. I remain committed to being part of the solution, not the problem, and I am more than willing to assist with educating homeowners on proper proxy usage and helping validate proxy documents prior to future meetings.

6. Thank you for your response and for conducting a re-review of the proxies, ballots, and check-in list related to the April 30, 2025 membership meeting. I agree that the recount was both necessary and appropriate, given the concerns raised. While I may not fully agree with the assertion that the meeting fell short by only one member or proxy to meet quorum, I accept the outcome of your review and appreciate the Board's decision to hold another special members' meeting to ratify the vote.

In the spirit of collaboration and in support of a transparent and successful process moving forward, I would like to offer a few suggestions:

1. **Establishing a Valid Quorum:** I would be happy to assist in engaging members to ensure quorum is met at the upcoming special meeting. If helpful, I am also available to support efforts in educating homeowners about correct proxy usage and can volunteer at the sign-in table to help validate proxies prior to check-in.
2. **Open Discussion on Proposed Bylaw Changes:** I encourage the Board to hold an open forum prior to the next vote to walk through each proposed bylaw amendment. While the Board's previous communication indicated that all changes had been discussed, several members I've spoken to were surprised by some modifications that appear not to have been fully reviewed or explained during the original meeting. A transparent, item-by-item review would help rebuild trust and promote informed participation.

I sincerely wish to be part of the solution and appreciate your efforts to rectify the process. Please consider this offer of support as a gesture of goodwill and shared interest in upholding our governing documents and serving the best interests of the community.