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**From:**  
**Sent:** Saturday, July 12, 2025 8:17 AM  
**To:** 'Liz Scarcella'  
**Subject:** Concerns Regarding Bylaw Process, Transparency, and Legal Interpretation  
**Attachments:** Response to HOA Attorney 7.2.2025.pdf

Liz,

I hope you are doing well.

I wanted to follow up regarding my prior communication and to let you know that I received an out-of-office response after replying to the HOA attorney's recent email. I will follow up again when appropriate, but I believe some points must be addressed directly with you and the Board now to ensure proper procedure is followed going forward.

First, I want to acknowledge that in my previous reply to the attorney, I purposely avoided referencing our CC&Rs or Bylaws. This was intentional. A majority of our past membership meetings have not been properly conducted, due to confusion, conflicting precedents, or procedural missteps, many of which were eventually corrected by our prior attorney, Jim Roche. Rather than continue down that path, we have a real opportunity to do this the right way, starting with transparency and integrity.

One critical point I must emphasize: the Board must formally vote to approve any proposed bylaw amendments before presenting them to the membership for ratification. This requirement is clearly stated in our governing documents, including the Articles of Incorporation and Bylaws. Based on my review, I believe Ms. Sanders's interpretation overlooked this fundamental step, as her response did not reference these governing documents. Omitting this vote risks compromising both accountability and legal integrity.

To that end, I strongly urge the Board to make this step explicit in any motion related to the proposed bylaws. A revised motion should include clear language affirming that the Board is voting to approve the version to be presented to the membership, not skipping the vote and assuming consensus.

Regarding the prior meeting held with approximately 30 homeowners in attendance, I appreciate the effort that went into that session. I understand it was productive, with substantive discussions around removing the President from holding more than one office, and adjusting the fine cap to \$10,000. However, there was no discussion regarding changes to the number of directors or giving the Board unilateral authority to expand or contract its size. From my perspective, this was to remain a membership-controlled decision, as it always has been.

The fact that the Board proceeded to add two new directors following that meeting, without clear authority or procedural guidance in the current Bylaws, is deeply concerning. Worse, it appears the Bylaws were amended after the meeting to retroactively permit this action, rather than seeking proper member approval. If that is the case, this is not only a breach of process, but also a disingenuous act that undermines community trust.

Additionally, I believe the wholesale rewrite of the Bylaws, rather than simple revisions, was an unnecessary and costly step. Jim Roche, the original author, could have efficiently incorporated the agreed-upon changes without the added legal expense. This feels like a misuse of association funds and could have been easily avoided.

To support future improvements, I have created a bylaw amendment checklist that aligns with Florida statutes, our CC&Rs, and Bylaws. I would be happy to share it if you or the Board are open to using it as a guide.

In closing, I respectfully ask that the Board take immediate steps to ensure that all future bylaw actions follow the correct sequence: Board review and approval first, then presentation to the membership for ratification. We are long overdue for a bylaws update, but we must get this process right. Our credibility depends on it.

Thank you for your time and your continued service to the community.

Sincerely,