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390 N. Orange Avenue
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Orlando, FL 32801

July 2, 2025

VIA E-MAIL: _____

**BY CERTIFIED MAIL#9414814903379139003477
RETURN RECEIPT REQUESTED
AND REGULAR U.S. MAIL**

**RE: Grand Landings Master Homeowners' Association, Inc. – Response to Formal
Challenge and Request to Invalidate Membership Meeting Held on April 20, 2025
G32789-425495**

As you may know, this firm represents Grand Landings Master Homeowners' Association, Inc. ("Association"). The Association has directed that I respond to your correspondence dated June 8, 2025, titled "Formal Challenge and Request to Invalidate Membership Meeting Held on April 30, 2025." I have responded to each of your allegations in the order that you have listed them in the letter for ease of reference.

1. Board Vote on Proposed Bylaw Amendments

You have alleged that the Board failed to vote to approve the proposed amendments to the By-Laws prior to their distribution to the members. However, neither the Florida Statutes nor the governing documents require board approval of amendments to the Bylaws. Section 720.306(1)(b) provides:

(b) Unless otherwise provided in the governing documents or required by law, and other than those matters set forth in paragraph (c), any governing document of an association may be amended by the affirmative vote of two-thirds of the voting interests of the association.

Then, Article IX of the Association's Articles of Incorporation provides:

...The By-Laws may also be amended or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened ...”

As you can see from the above-referenced provisions, neither require the Board to approve the amendments to the By-Laws. Nonetheless, the Board has had multiple meetings since December 17, 2024, where the amendments to the By-Laws were discussed. Then at the Board Meeting on March 18, 2025, the Board decided to hold a membership meeting on April 30, 2025, to vote on the amendments. Accordingly, your first allegation is without merit. You are free to make an official records request to inspect any meeting minutes.

2. Post-Distribution Modification to Amendments

You have alleged that the Association did not provide a copy or summary of the proposed amendments to the members. First, neither the statute nor governing documents require that the members be provided with a copy of the proposed amendments before voting on them. Above, I have quoted the relevant amendment provision in the Association's Articles of Incorporation so you can see that it is not a requirement. You have quoted Section 720.306(1)(g), Florida Statutes, to support your position. However, Section 720.306(1)(g) does not support your position as it only addresses where notices must be sent as follows:

(g) A notice required under this section must be mailed or delivered to the address identified as the parcel owner's mailing address in the official records of the association as required under s. 720.303(4), or electronically transmitted in a manner authorized by the association if the parcel owner has consented, in writing, to receive notice by electronic transmission.

Section 720.303(1)(b), Florida Statutes, which governs amendments, provides:

Within 30 days after recording an amendment to the governing documents, the association shall provide copies of the amendment to the members. However, if a copy of the proposed amendment is provided to the members before they vote on the amendment and the proposed amendment is not changed before the vote, the association, in lieu of providing a copy of the amendment, may provide notice to the members that the amendment was adopted, identifying the official book and page number or instrument number of the recorded amendment and that a copy of the amendment is available at no charge to the member upon written request to the association.

Accordingly, the statute clearly contemplates that amendments may not be sent to the members before the meeting. Regardless, the Association did provide a copy of the amendments, as well as

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a correction of some of the amendments, to the members before the meeting. You even admit that such delivery occurred in your allegation #3. Thus, your allegation #2 is also without merit.

3. Delivery to Non-Members.

You have alleged that the Association delivered the amendment packets to non-members and that this somehow compromised the vote on the amendments. However, you have not provided any legal support for your allegation. And, in fact, none exists. While notices of meetings are required to go to members, nothing prevents such notices, or amendment packages, from being delivered to non-members. Thus, this allegation is also without merit.

4. Notification of Ineligible Voters Due to Delinquency

All members were eligible to vote at the members' meeting to adopt the amendments to the By-Laws.

5. Improper Proxy Handling – Violation of Proxy Limits

While the provision in the By-laws limiting the number of proxies one person can hold may be invalid, the Board decided to follow the By-Laws provision. No one person held more than five (5) proxies.

6. Quorum Was Not Met – Inaccurate Count of Valid Votes

At the meeting, it was determined that 149 members attended in person or by proxy, with a vote tally of 145 in favor and 4 against. As requested, the Association has re-reviewed and recounted the proxies, ballots and check-in list from the meeting. Upon recount, it appears that the Association was one person/proxy shy of a quorum. Accordingly, the Board has decided to hold another special members' meeting to ratify the vote on the amendments to the By-Laws. You should receive notice of such meeting soon.

Sincerely,



Robyn Marie Severs, Esq.
For the Firm

RMS1/eh
Enclosure

Subject: Formal Challenge and Request to Invalidate Membership Meeting Held on April 30, 2025

To:

Board of Directors
Grand Landings Master Homeowners Association, Inc.
12724 Gran Bay Pkwy, Suite 410
Jacksonville, FL 32258

From:

Date: 06/08/2025

Dear Board Members,

This letter serves as a **formal challenge** to the **validity of the membership meeting held on April 30, 2025**, and a request for the Board to take corrective action regarding several procedural and statutory concerns outlined below. These concerns relate directly to quorum calculation, proxy handling, notice requirements, and amendment procedures. I am committed to helping ensure that the Association continues to operate with fairness and transparency. If the Board is able to provide evidence that demonstrates proper procedures were followed, I welcome the opportunity to review and understand it fully.

1. Board Vote on Proposed Bylaw Amendments

To date, I have found **no record indicating that the current Board of Directors voted to approve the proposed bylaw amendments prior to their distribution to the membership**. If such a vote did occur, I respectfully request that the Board provide the **official meeting minutes or written resolution** documenting that action.

Florida Statute §720.303(2) requires that Association business, including the approval of proposed bylaw amendments, be conducted at a properly noticed board meeting with a quorum present. Furthermore, under widely accepted parliamentary procedure (e.g., Robert's Rules of Order), a motion to approve bylaw amendments should first be formally adopted by the Board before submission to the membership.

I acknowledge that a **prior Board** previously advanced a similar set of amendments, but those were rejected by the membership. Unless a new vote was held and documented by the current Board, that prior approval does not carry forward.

2. Post-Distribution Modifications to Amendments

Following the initial distribution of the proposed bylaw amendments to the membership, **language changes were made**, yet no updated version was redistributed to members prior to the meeting.

Florida Statute §720.306(1)(g) requires that a meeting notice include “**a copy, or a summary, of any proposed amendment** to the governing documents.” If members voted on a version of the amendments that was not included in the original notice, this creates a material discrepancy that undermines the legitimacy of the vote.

I respectfully request a clear account of when the changes were made, who authorized them, and how the Board determined that re-notification was not required.

3. Delivery to Non-Members

Reports indicate that amendment packets were **hand-delivered to non-member residents**, including renters and tenants. These individuals do not qualify as voting members under **Florida Statute §720.301(13)**, which defines a member as the **record owner of legal title** to the property.

In the interest of procedural integrity, I request clarification on how the Board ensured delivery only to eligible members and how responses, if any, were handled for packets delivered to non-owners.

4. Notification of Ineligible Voters Due to Delinquency

Florida law and most governing documents restrict voting privileges for members who are not in good standing due to unpaid assessments. If the Board intended to disqualify any voters due to delinquency, **were those members formally notified in advance** of the meeting?

If not, the quorum requirement should be based on the **full 471-home count**, making **142 the required minimum (30%)** to establish quorum under Florida Statute §720.306(1)(a).

5. Improper Proxy Handling – Violation of Proxy Limits

It appears that **Secretary Karen Reph** was assigned **10 limited proxies**, which violates **Article XII, Section 4 of the Association’s Articles of Incorporation**, which explicitly states:

“No Owner may hold more than five (5) proxies.”

This rule does not distinguish between proxy types and applies universally. Additionally, several proxies submitted by homeowners were **left blank in the proxy-holder designation**, and instructions implied that the Secretary would be assigned by default. If those assignments were filled in or redistributed without direct consent from the original signer, it raises significant concerns.

To ensure transparency, I ask the Board to:

- Confirm whether blank proxies are considered valid;
- Identify who filled in or reassigned those proxies;
- Confirm that such actions were approved by the original proxy-givers.

6. Quorum Was Not Met – Inaccurate Count of Valid Votes

The meeting minutes report that **149 members or proxies were present**, but a review of the **sign-in sheets confirms only 147 actual sign-ins**. Of those:

- **4 proxies were incomplete and lacked sufficient information for validation;**
- **Several additional proxies had names struck through**, with no initials or confirmation from the original signer;
- The Secretary held **10 proxies**, in violation of the 5-proxy limit, making at least 5 of them invalid;
- **Some proxies appear to have been reassigned without the knowledge or approval of the member.**

Based on this, the **maximum possible count of valid attendees is 137**, which does **not meet the quorum requirement of 142** per Florida Statute §720.306(1)(a). Without quorum, **no binding business could legally be conducted**, and any votes, including the proposed bylaw amendments, are procedurally invalid.

Request for Action

To uphold the integrity of the Association’s governance, I respectfully request that the Board:

1. **Invalidate the April 30, 2025 membership meeting** and any votes or actions taken during that meeting;
2. **Provide documentation or clarification** that supports the legality and validity of the processes followed;

3. If necessary, **schedule a properly noticed and lawfully conducted meeting**, with verified quorum, validated proxies, and an updated notice reflecting the final version of the proposed amendments.

Again, I welcome the opportunity to review any evidence that would demonstrate this process was handled correctly. My intention is not to assign blame, but to be part of the solution by ensuring our Association operates with transparency, fairness, and respect for proper procedure.

Sincerely,