

*As approved by the Board of Directors by digital vote,
amending and restating prior bylaws approved on 9/19/19,
as amended effective as of 12/10/20*

BY-LAWS
OF
KEY BISCAVNE BEACH CLUB, INC.
(A Florida Not-for-Profit Corporation)

ARTICLE I
NAME

The name of this Corporation shall be KEY BISCAVNE BEACH CLUB, INC. (hereinafter referred to as “*this Corporation*” or “*the Beach Club*”), a not-for-profit corporation formed under *Florida Statutes*, Chapter 617. The principal office and place of business of the Beach Club shall be at 685 Ocean Drive, Key Biscayne, Florida 33149.

ARTICLE II
OBJECTS AND PURPOSES¹

To foster acquaintance, mutual interest and cooperation among property owners and renters residing on Key Biscayne on the property as hereinafter described, to plan, supervise, manage and develop a beach for the use and benefit of the members of the Beach Club, to provide rules and regulations concerning the use of the same and the management of the Beach Club, to work for the beautification of the said beach to the end that the same shall be an attractive asset in the Village, to cooperate with the Village Police Department, Village Public Works Department and other governmental authorities to enforce the highest obtainable degree of law and order at the Beach Club to the end that the members and visitors to the Beach Club may enjoy maximum security and pleasure, and to provide suitable social and recreational activities for such members.

¹ This is almost identical to the Objects clause in the Articles of Incorporation.

ARTICLE III
MEMBERSHIP, INITIATIONS FEES AND DUES

Section 1:

The regular membership of this Corporation shall be open to and consist of individuals who are owners or tenants of single-family dwellings, condominium units, rental apartment units, or hotels, now or hereafter located on the real property lying and situated in the incorporated municipality known as the Village of Key Biscayne, Miami-Dade County, Florida (the “*Village*”). Residents of the Village shall be eligible for regular membership in the Beach Club upon approval of their membership application by the Board of Directors of the Beach Club (hereinafter, the “*Board*”) and payment of the then applicable initiation fee (each such resident, a “*Regular Member*”; and each such membership a “*Regular Membership*”).

Section 2:

Membership in this Corporation may be cancelled in the manner provided in these By-Laws for any member who fails to satisfy such member’s financial obligation to the Beach Club or comply with rules and regulations promulgated by the Board, so long as the said rules and regulations are uniform in application to all members. Membership in this Corporation shall not be transferable, except that a membership may be transferred (1) from a seller to a buyer of a parcel of real property, provided the buyer is otherwise qualified to become a member and makes an application which is approved by the Board and pays the then applicable transfer fee; and (2) by a member who is the owner of one residence in the Village to another residence in the Village to which that member moves; provided, however, that a member who sells a residence in the Village shall have a period of twelve (12) months (or such longer period as the Board may permit) in which to purchase another residence in the Village before being required to relinquish his membership in the Club.

Section 3:

Except as provided in Section 2 above, Regular Membership of this Corporation shall terminate upon a member relinquishing ownership of a residence that qualified him to be a member.

Section 4:

The owners or operators of any multiple-family structures in which units are rented out on a transient basis (including duplex apartments, rental apartments, motels or hotels, but not including condominiums or hotel condominium units), now or hereafter erected, upon real property located within the Village may obtain the use and enjoyment of the Beach Club's beach facilities for the occupants of said multiple-family units upon compliance with the following terms and conditions:

(a) The purchase by the owner or operator of a multiple-family unit of one membership for which said owner or operator shall pay an initiation fee equivalent to that then being paid by a new Regular Member and the payment of the prevailing dues then and thereafter payable shall entitle the occupants of no more than five units in said multiple unit structure to the use and enjoyment of the Beach Club facilities (but such occupants shall not be deemed to be members and shall not have any other attributes of membership in the Beach Club) during the time said occupants are in actual occupancy of a unit in said multiple-family dwelling. If a multiple-family structure contains less than five units, a single membership per unit and the payment of the initiation fee and dues thereon shall nevertheless be required in order to assure occupants of said units the enjoyment of the Beach Club facilities. If the multiple-family structure contains more than five units, then similar privileges may be obtained for occupants of the units exceeding five by the operator of said structure purchasing one membership for every five units or fraction thereof and the payment of the then prevailing initiation fee and dues upon said additional membership or memberships.

(b) Occupants of multiple-family structures who are entitled to the use and enjoyment of the Beach Club privileges shall be required to abide by all of the rules and regulations promulgated by the Board which are of general application to members and said occupants may be denied the use thereof if they fail to comply with said rules and regulations.

(c) The privileges extended to occupants of a unit or units of a multiple-family structure under the provisions of this section shall extend to all persons in actual occupancy of the unit or units covered by a membership but said persons shall not be permitted to bring guests to the Beach Club who are not in actual occupancy of a unit or units to which a membership extends.

(d) Occupants of multiple-family structures who are entitled to use and enjoy the Beach Club privileges hereunder shall be charged the same amount for beach services as those charged to Regular Members.

(e) If the head of a family occupying a multiple-family unit which has a membership authorizing that family to enjoy the Beach Club privileges resides in said unit for a period in excess of six months in any one calendar year, that family shall be ineligible to enjoy the Beach Club privileges under the multiple-family membership. Instead, the head of that family shall be required to obtain a Regular Membership, and pay the then applicable initiation fee and membership dues, as any other eligible permanent resident member, in order for the occupant's family to use and enjoy the Beach Club facilities.

(f) The owners or operators of multiple-family units availing themselves of the right to purchase memberships hereunder shall furnish to the occupants of said structures entitled to enjoy the use of Beach Club a temporary membership card, in a form from time to time prescribed by the Board, which identifies the occupant concerned and all of the persons occupying a particular unit and which shall set forth the inclusive dates of the stay of said occupant(s) and which shall be signed by the owner or operator or agent for said owner or operator of the multiple-family structure concerned; however, that regardless of length of stay shown, said cards must be reissued to each occupant weekly, and renewed weekly if the stay exceeds the term of one week. Delivery of such cards to ineligible persons by the owners or operators having multiple-family membership shall result in cancellation by the Board of the particular membership thus abused and such terminated member shall forfeit such membership and not be entitled to return of any fees or dues related thereto.

(g) Multiple-family memberships shall not constitute Regular Membership and shall confer no voting powers or rights to hold office in the Beach Club upon any person, firm or corporation, but shall be considered in the computation of the number of active dues paying members under these By-Laws.

(h) The owners of any single-family dwelling house, now or hereafter erected upon the real property located in the Village, who are not residents in actual occupancy of said single-family dwelling house, and who rent said single-family dwelling to tenants, may procure a

multiple-family membership for that house alone upon the payment of the regular initiation fee and current dues then prevailing, which membership shall be subject to all of the terms and conditions of the multiple-family membership and shall entitle said owners' tenants in actual occupancy of the single-family house concerned to the enjoyment the Beach Club as such privileges are extended to tenants of multiple-family dwellings whose owners have procured multiple-family memberships. This applies to resident owners as respects other homes they may own in the Village which they do not personally occupy but which they rent to tenants, but it is to be clearly understood that each single-family house for which tenant privileges are sought can obtain same only upon the basis of the purchase of one multiple-family membership for each such house. Owners who are Regular Members, but who may rent the home occupied by them which is the subject of their Regular Membership, for portions of the year to tenants, shall be entitled to permit the tenants to enjoy the Beach Club privileges so long as said tenants shall be in occupancy and during said time said Regular Membership shall be considered a multi-family membership within the terms and conditions of this Article, but during the time that any such privileges are enjoyed by tenants of the Regular Member, the Regular Member and his family who are not in residence in the house concerned shall not be permitted to use the Beach Club facilities.

Section 5:

All Regular Members shall pay an initiation fee in the amount established by the Board, which as of September 19, 2019 is \$6,000.00 per membership, but such payment shall not represent or entitle any member to any vested interest in the Beach Club or any property of whatsoever nature that it may now own or hereafter acquire. The Treasurer may, in his sole discretion, enter into an agreement for deferred payment of the initiation fee of any new member if such agreement provides for installment payments over a period not to exceed five years, is payable with interest at a rate at equal to the higher of the prime rate of a bank selected by the treasurer or 5% per annum, and is subject to cancellation upon default of any such installment payment. Upon such cancellation, the amounts paid by such new member shall be forfeited to the Beach Club and the member's application shall be terminated. The new member entering into any such agreement shall be entitled to the immediate use and enjoyment of the Beach Club facilities but shall not be entitled to full Regular Membership privileges of voting and holding office until all such payments have been made.

Section 6:

All Regular Members and Associate Members shall pay annual dues in the amount as determined by the Board from time to time. The annual dues are due and payable on January 1st of each and every year. Dues paid and received on or before February 15th of each and every year shall be deemed to have been timely paid for membership privileges and the use of all Beach Club facilities. Dues of any member not received by February 15th shall be deemed to be delinquent and shall suspend the membership privileges of such member and the right to use any of the Beach Club facilities until such dues are paid together with a late fee in the amount of \$100.00. Dues not received by September 30th shall result in the automatic termination of the membership in the Beach Club unless the delinquent member has entered into a binding written agreement, approved by the Treasurer, for the payment of the delinquent dues and thereafter remains current in the payments required by such agreement. Any member forfeiting his membership by resignation, cancellation or otherwise shall thereby forfeit and waive any claim against the Beach Club or for dues or fees paid, and must surrender his membership card.

Section 7:

The Secretary shall post on the Beach Club premises within 10 days after any Board meeting such minutes of that meeting as will fairly reflect any action taken by the Board. Upon petition delivered to any Director, signed by not less than ten percent (10%) percent of the Regular Members then in good standing demanding the call of a meeting of the general membership and stating the matters to be raised, the Secretary shall within ten (10) days after receipt of such petition provide notice to all Regular Members in good standing of a meeting of the general membership fixing the place of the meeting and setting the time for the meeting for an hour and date not less than ten (10) days nor more than thirty (30) days after providing the notices of the meeting. At any such meeting, by a majority vote of all of the Regular Members then in good standing, any director or officer may be removed and replaced, and any action taken by the Board may be amended, rescinded or revoked, unless such action was fairly reflected in minutes posted earlier than sixty days before the delivery of a petition as herein provided. A Regular Member may vote by proxy. The Beach Club records and addressing equipment shall be available at cost to any member desiring to properly correspond with the general membership on Beach Club business.

As used in this section, the term “member” refers to any one person, but not more than one person, covered by each Regular Membership.

Section 8:

Members of the Beach Club may have their membership cancelled by action of a majority of the Board for a violation of the Articles of Incorporation, these By-Laws, the ninety-nine year ground lease covering Beach Club facilities, or rules and regulations adopted by the Board governing the use and facilities of Beach Club property.

Section 9:

Each member shall be entitled to receive a membership card entitling such member and his family and guests to the use and enjoyment of the Beach Club facilities.

Section 10:

Associate Membership in this Corporation was created by the Board in 2003 for individuals who were Regular Members and residents (whether as owners or tenants) of homes, condominiums or apartments located in the Village. Such residents became eligible to become Associate Members of this Corporation upon payment of the initiation fee in the amount of \$1,000.00 prior to March 31, 2003, and payment of dues as they become due in accordance with these By-Laws. No Associate Memberships were created or approved after March 31, 2003 and they are no longer available. Associate Membership in this Corporation is conditional, may be cancelled at any time in the absolute discretion of the Board if the Lessor of the Beach Club’s ground lease notifies this Corporation that the granting of such membership is in violation of their ground lease. In the event of cancellation, the Associate Member shall not be entitled to any refund. The Associate Membership may not be transferable to any other person, but may be transferred from one parcel of property to another by the same person.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS; AMENDMENT OF BY-LAWS

Section 1:

The Board shall consist of seven (7) Directors, all of whom must be Regular Members in good standing throughout their term as a Director. At each annual election, five (5) members of the Board shall be elected, the two (2) of whom receiving the highest number of votes to hold office for a term of two (2) years and the remaining members to hold office for one (1) year. No Director may hold office as a Director for more than four (4) consecutive years, except that a person elected as a Director to hold office for two (2) years (by reason of being one of the two highest vote getters) after serving for three (3) years may serve for that additional year.

Section 2:

The Board shall have full power and authority to manage and control the affairs and business of this Corporation. At any meeting of the Board, at least four Directors then in office shall constitute a quorum for the transaction of business and, except as provided in Section 4 of this Article below, a majority of the votes cast shall be sufficient to pass any measure before such meeting.

Section 3:

The officers of this Corporation, all of whom shall be Regular Members in good standing throughout their terms of office, shall be a President, a Vice President, a Secretary and a Treasurer. The President shall be elected by a majority vote of the Board from among Board members elected for a two-year term and shall serve as President for his second consecutive year. These officers shall be chosen by and from the membership of the Board, and said officers shall serve for one (1) year or until their successors are duly and elected and qualified.

Section 4:

The Board may make, alter, amend, restate or rescind these By-Laws by the affirmative vote of not less than five Directors at any special or regular meeting, provided that an exact copy of any alterations, amendments or rescissions of said By-Laws to be voted upon shall be set forth in the written notice of the Board meeting. Notice of any such meeting is to be sent to the home

or email address of each of the members of the Board, as shown on the books of the Corporation at least three (3) days prior to the time of the said meeting by the Secretary, who shall attest in writing that said notice was given in compliance with this section.

ARTICLE V

NOMINATION AND ELECTION OF THE BOARD, MEMBERSHIP VOTING AND ORDER OF BUSINESS AT MEETINGS

Section 1:

The Board shall be chosen at any annual election by the Regular Membership of the Corporation by secret ballot. The President shall appoint a nominating committee of three (3) Regular Members, who shall not be members of the Board. The nominating committee shall nominate at least twice the number of candidates as there are vacancies on the Board to be filled at the election. The nominations shall be placed on an official ballot prepared by the Secretary, with space provided on the ballot so that Regular Members may write in names of candidates of their choice in addition to those nominated by the nominating committee. The ballots shall be transmitted through the United States mail (not by electronic mail) to the address of each Regular Member as reflected on the books of the Corporation. The ballots shall be returned in unmarked envelopes provided by the Secretary to the address of the Corporation, and the ballots as received shall be opened, counted and canvassed by three Regular Members, two of whom shall be members of the Board appointed by the President who are not nominees plus the Secretary; provided, however, that if the President is unable to find two Directors who are willing to so serve, the Secretary shall choose Regular Members to perform such services. Ballots shall be prepared and placed in the mail on or before March 15th of each year and all ballots, in order to be counted, must be returned by the members and be in the hands of the Secretary on or before April 1st at 5:00 P.M. The five nominees receiving the highest number of votes shall be deemed to be elected. In the event of any ties, the winner shall be chosen by a flip of a coin by the President. All newly elected members of the Board by virtue of such election shall take office on April 15th following the election, at which time a general membership meeting of this Corporation shall be duly called.

Section 2:

In any and all elections, each Regular Membership shall have but one vote for each office to be filled and shall be entitled to cast but one vote on any subject at any annual or special meeting of the Regular Members.

Section 3:

The order of the meeting at the annual meeting of the Regular Members, and as far as possible at all meetings of the Board, shall be:

1. Proof of notice of the meeting.
2. Reading and disposing of any unapproved minutes.
3. Annual reports of officers and committees.
4. Unfinished business.
5. New business.
6. Adjournment.

Section 4:

In case of a vacancy in the Board, a majority of the remaining Directors, even though less than a quorum, shall elect a Regular Member to fill such vacancy, and such person shall hold office as a Director until the next election of Directors by the Regular Membership. Any Director who, without permission from the Board, misses more than two (2) meetings of the Board, shall be deemed to have resigned from the Board and shall be replaced by the Board as provided in the preceding sentence.

Section 5:

Any one or more members of the Board or any committee may participate in a meeting of the Board or such committee, as the case may be, through use of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear one another. Participation by such means shall constitute presence in person at the meeting.

Section 6:

Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if all members of the Board or such committee, as the case may be, entitled to

vote consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the minutes of the Beach Club.

Section 7:

The Beach Club shall hold harmless any and all officers and Directors of the Corporation from any and all liability, claims, demands or expenses by reason of acting as an officer or Director by reason of any and all actions performed or omissions to act by reason of being an officer or Director. The indemnification provided in this section continues for each person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of that person.

ARTICLE VI

SEAL

The corporate seal of the Corporation shall consist of two concentric circles between which will be the name of the Corporation and “FLORIDA”, and in the center shall be “SEAL, INCORPORATED, 1952”, as impressed in the margin hereof, and which is duly adopted as the seal of the Corporation.

ARTICLE VII

FISCAL YEAR

The fiscal year of this Corporation shall be from January 1st to December 31st of each year.

ARTICLE VIII
MISCELLANEOUS

Section 1:

Roberts Rules of Order, most recent edition, shall be recognized as the authority governing the meetings of the Beach Club membership, Board and committees. However, where provisions of applicable law, the Articles of Incorporation or these By-Laws conflict or are inconsistent with such authority, such applicable law, the Articles of Incorporation or these By-Laws, as the case may be, shall control.

Section 2:

References in these By-Laws to the masculine gender shall be deemed to refer to the masculine, feminine or neutral gender as the context requires.

Section 3:

Whenever in these Bylaws notice of a meeting is permitted or required to be given by a club officer to Regular Members or a member of the Board, such notice shall be provided by first class mail unless the member or Board member, as the case may be, has consented in writing to receive notice by electronic mail, in which case electronic mail notice shall be sufficient for all purposes of these By-laws.

Section 4:

Effective as of September __, 2020, these Bylaws amend, restate in their entirety and supersede all prior bylaws of the Beach Club as adopted or amended and as in effect from time to time prior to September __, 2020.