

THE CLUB AT PENNBROOKE FAIRWAYS, INC.

Summary of Proposed By-Laws Changes 1/9/12

- A. The proposed changes to the Club's by-laws were developed by a By-Laws Committee consisting of Volunteer members of the Club and chaired by a Board Member of the Club. The Board of Directors of the Club, and with their approval, herewith submits the proposed changes to the Club's membership and recommends approval of same.
- B. In the proposed changes, all deletions are shown with ~~striketrough~~ of the deleted text and all additions are shown using underlined text.
- C. The following is a summary of the proposed changes. These changes were voted upon and approved by the membership.
 1. Article III, Paragraph 4, Notices: Change language that presently requires extensive methods of meeting notification to allow for a simpler notification of upcoming meetings.
 2. Article V, Paragraph 4, Regular meetings: Change language of this paragraph to decrease the number of regular meetings to four (4) per year rather than monthly.

Proposed Changes to the Amended and Restated By-Laws

4) Notices

~~Notice of annual meeting shall be mailed by the Secretary of the Club by first class mail, registered mail, or certified mail, or placed in each members' personal the Golf Clubhouse on the date of its mailing to the Equity Members community mailbox to each Equity Member in good standing entitled to vote at least ten days (10) days but not more than sixty (60) days prior to the meeting, stating the place and the date and the hour of the meeting. Notice of any special meeting giving the place, day and hour of the meeting and describing the matter or matters for which the meeting is called shall be mailed by the Secretary by first class, registered mail, or certified mail, or placed in each members personal community mailbox to each Equity Member in good standing entitled to vote at least ten (10) days, but no more then sixty (60) days prior to the meeting and no business other than that stated in the notice may be transacted at such meeting. Notice of any meeting shall be posted on the official bulletin at.~~

Notice of annual meeting stating the date, time; place shall be distributed to each Equity member in good standing entitled to vote. This notice shall be placed in the members' community mailbox and posted on the clubhouse bulletin board at least ten (10) days but not more than sixty (60) days prior to the meeting.

Notice of special meetings stating the date, time and place shall be posted on the clubhouse bulletin board and placed in each member's community mailbox and the Pennbrooke website, Pennbrooke.org. This notice shall be distributed only to Equity members in good standing and shall state the purpose of the meeting describing the matter or matters to be discussed and only these matters may be transacted at this meeting. This notice shall be distributed at least ten (10) days but not more than sixty (60) days prior to the meeting

Article V, paragraph 4, Regular Meetings

The Board of Directors shall have as a minimum ~~regular bi-monthly (once every two months)~~ meetings, the time and place to be published on the Pennbrooke website and posted in the clubhouse at least four (4) days prior to the meeting. These shall be open to all members of the club for observation.

The Board of Directors shall have a minimum of four (4) regular meetings yearly, (one of these shall be the annual meeting), the time, place and date to be published on the clubhouse bulletin board and Pennbrooke website, Pennbrooke.org. at least four (4) days prior to the meeting. These meetings shall be open for observation to all members of the club.



CHERYL B ADAMS
803 OLD OAKS LANE
LEESBURG FL 34748

INSTRUMENT #2020138490
OR BK 5597 PG 1149 - 1153 (5 PGS)
DATE: 12/8/2020 2:52:05 PM
GARY J. COONEY, CLERK OF THE CIRCUIT COURT
AND COMPTROLLER, LAKE COUNTY, FLORIDA
RECORDING FEES \$44.00

CERTIFICATE OF AMENDMENT OF

BY-LAWS OF

THE CLUB AT PENNBROOKE FAIRWAYS, INC.

The undersigned President and Secretary of The Club at Pennbrooke Fairways Inc. do

Hereby certify that:

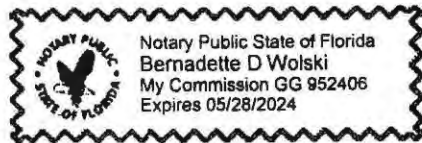
1. On (Oct. 17) 2020 the Club held a meeting of its members.
2. The meeting was duly noticed in accordance with the By-Laws of the Club.
3. Notice of the subject matter of the proposed amendments and restatements to the By-Laws was given to the members in the notice of the meeting.
4. At the meeting the proposed amendments and restatements to the By-Laws were approved by the requisite number of votes of members of the Club.

IN WITNESS WHEREOF, the parties have executed this Certificate of Amendment this

25 day of November, 2020.

*State of Florida, County of Lake
JOHN M. OLS AND Cheryl B Adams
personally appeared before me
this 25th of November 2020*

Bernadette D. Wolski



The Club at Pennbrooke Fairways, Inc.
A Not-For-Profit Corporation

By: *John M. Ols*
As its President

By: *Cheryl B. Adams*
As its Secretary

Article III

Members Meetings

4) Notices

Notice of annual meeting shall be **emailed** by the Secretary of the Club ~~by first class mail, registered mail, or certified mail,~~ or placed in each Member's personal community mailbox to each Equity Member in good standing entitled to vote at least ten (10) days, but not more than sixty (60) day, prior to the meeting, stating the place, and the day and hour of the meeting. Notice of any special meeting giving the place, day and hour of the meeting and describing the matter or matters for which the meeting is called shall be **emailed** by the Secretary ~~by first class, registered mail, or certified mail,~~ or placed in each Member's personal community mailbox to each Equity Member in good standing entitled to vote at least ten (10) days, but not more than sixty (60) days, prior to the meeting and no business other than that stated in the notice may be transacted at such meeting. Notice of any meeting shall be posted on the official bulletin board at the golf clubhouse **in the Pro Shop** on the date of its mailing to the Equity Members.

Article IV

Board of Directors

1) Number and Qualifications

The government and administration of the affairs and the property of the Club shall be vested in a Board of Directors. The Board of Directors shall include at least five (5) members and no more than twelve (12) members. The Directors shall not be liable for the debts of the Club.

2) Members of Board

Only Equity Members in good standing (dues and fees paid) may be nominated or appear on any ballot as a candidate for election to the Board of Directors of the Club **with the exception of two (2) appointed Home Owners' Association – Board of Directors (HOA - BOD)**. A nomination must have the consent of the nominee. **At the discretion of the HOA – BOD and the GOLF – BOD, two (2) additional members may be appointed from the HOA – BOD as voting members of the GOLF – BOD. These appointees must be mutually agreeable to a majority of the GOLF – BOD.**

3) Elections

d) If the number of candidates is equal to the number of openings and approved by the Board of Directors, there will be no need to hold an election. The candidates will automatically assume the open positions.

Article V

Meetings of Board of Directors

1) Annual Meeting

Each year the Board of Directors shall hold an Annual **Open** Membership Meeting, ~~to elect officers and to consider any other matters that may be properly brought before the meeting.~~ **Any open positions on the board would also be elected at this time.** An organizational...

4) Regular Meetings

The Board of Directors shall have as a minimum regular ~~bi-monthly (once every two months)~~ **closed** meetings, ~~the time and place to be published on the Pennbrooke website and posted in the clubhouse at~~ **Three meetings plus the annual meeting** These meetings shall be open to all members of the club and posted up to **(1) week prior to the date.**

Article VI

Powers of the Board of Directors

2) Duties and Powers

i) ...The Board of Directors may expend or incur indebtedness for out of budget funds in an amount ~~not to exceed \$15,000 per item or \$30,000 in aggregate annually.~~ **needed for operations as determined by the BOD.** ~~Amounts in excess of these limitations shall first be approved by a majority vote of the Equity Members.~~

6) Action Without Meeting

Any action which may be taken by the Board of Directors or any committee thereof, may be taken **by email** without a meeting **or** if consent in writing setting forth the action taken signed by all the Directors entitled to vote, or all members of the committee as the case may be, if filed in the minutes of the proceedings of the Board of Directors or the committee. **Such** consent shall have the effect of a unanimous vote.

Article VIII

Duties of Officers

8) Service on Board of Directors

No two members of any one household may serve on the Board of Directors at the same time.

Article X

Club Memberships

2) Eligibility for Club Memberships

...Although the Club does not intend to offer Club Memberships to persons who do not own a residence in Pennbrooke Fairways, the Club reserves the right to offer non-equity memberships to such persons who are approved for membership. The Club will not offer non-equity memberships to any resident of Pennbrooke. ...

3) Use Privileges of Club Memberships

~~Effective on November 1, of each membership year, the Members~~ is are required to select one of the following available dues categories offered at the time of his/her membership purchase/renewal. There is...

a) Annual Dues Category:

b) Other Dues Categories: Members selecting Other Dues Categories making their choice within the time period as defined as November 1 to April 30, will be allowed to use the golf and golf clubhouse facilities at all times provided at the Club and to participate in club sponsored events. Other than during the member's chosen Dues Category time period, these members will pay all dues and fees, to include fees (e.g., resident daily fees) outside their chosen Dues Category time period.

c) Social Membership Dues Category: ...

A member not choosing ~~one of the three (3)~~ any of the above membership privilege dues categories will be considered a resigned member...

9) Resignation-Transferability of Club Memberships

~~f) Upon re-issuance of a resigned Club Membership, the Club shall refund to the resigned member a pro-rata portion of any unused dues, fees and other charges paid in advance beginning with the first full month after the resigned membership is reissued by the Club.~~

f)

g)

h)

Article XIII

Dues, Fees and Charges

The Club's membership year will constitute ~~the~~ **any twelve (12) month period** ~~commencing November 1 and ending on October 31,~~ unless otherwise established by the Club.

The Board of Directors of the Club will establish the amount of dues, fees and charges to be paid by each user from time to time. The amount of dues payable by each member will depend upon the classification of membership and dues category selected by the member. Equity Members will select either the Annual Golf Dues Category or ~~Seasonal~~ **Other** Golf Dues Category at the beginning of each membership year period. Although an equity Member selecting the Annual Golf Dues Category will not be permitted to change to the ~~Seasonal~~ **Other** Golf Dues Category until the following membership year period. ...

Dues shall be due and payable in advance of the first day of each membership ~~year~~ **period**, unless otherwise established by the Club.