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This instrument was prepared by:
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(W-C 112)

**CERTIFICATE OF AMENDMENT TO THE
BY-LAWS OF
THE RIDGE AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the **Declaration of Covenants and Restrictions for The Ridge at the Bluffs** has been duly recorded in the Public Records of Palm Beach County, Florida, in Official Record Book **4569** at Page **1**, encumbering those certain properties described as follows:

All of the plat of THE RIDGE AT THE BLUFFS, according to the plat thereof, recorded in Plat Book 50, Page 47, of the Public Records of Palm Beach County, Florida.

WHEREAS, the **By-Laws for The Ridge at the Bluffs Homeowners Association, Inc.** are attached as an exhibit thereto; and

WHEREAS, at a duly called and noticed meeting of the membership of **The Ridge at the Bluffs Homeowners Association, Inc.**, a Florida not-for-profit corporation, held **October 25, 2017**, the aforementioned By-Laws were amended pursuant to the provisions of said By-Laws.

NOW, THEREFORE, the undersigned hereby certify that the following amendments to the By-Laws are a true and correct copy of the amendments as amended by the membership.

**AMENDMENTS TO THE
BY-LAWS OF
THE RIDGE AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC.**

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

* * *

Section 3. Membership; Members' Meetings; Voting and Proxies and Elections.

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~~3.10 At any time prior to a vote upon any matter at a meeting of the Membership, any Member may demand the use of a secret written ballot for the voting on such matter.~~

~~3.11 10 No member shall be allowed to exercise his vote or serve as a Director unless he is current on all assessments. The Association may suspend the voting rights of any Member who is delinquent more than ninety (90) days (or such other timeframe as may be provided by Chapter 720, Florida Statutes, as amended from time to time) in the payment of any monetary obligation (including but not limited to fines and late fees) to the Association. Any Member whose voting rights are suspended does not count towards a quorum and the quorum is reduced to exclude such Member.~~

~~3.42 11 The order of business at Annual Members' Meetings and, as far as practical at other Members' Meetings, shall be:~~

- ~~1. Call to order by the President.~~
- ~~1. 2. Election of chairman of the meeting. Appointment of the chairperson of the meeting at the discretion of the President or, in his or her absence, by a majority of the Board members present at the Annual Meeting. The chairperson may be an officer or director of the Association, a member of the Association, the attorney for the Association, or a representative of the Association's management company who will conduct the meeting without vote.~~
- ~~3. Proof of notice of meeting or waiver of notice.~~
- ~~34. Calling of the roll and Certifying of proxies to establish a quorum for non-election business.~~
- ~~5. Election of inspectors of elections (if not previously selected by the Board at a Board meeting).~~
- ~~6. Election of directors.~~
- ~~3. Proof of notice of meeting or waiver of notice.~~
- ~~4 7. Reading and disposal of any unapproved minutes.~~
- ~~5 8. Report of officers.~~

~~6~~ 9. Reports of committees.

~~7~~. Election of inspectors of elections.

~~8~~. Election of directors.

~~9~~. 10. Unfinished business.

~~10~~. 11. New business.

~~11~~. 12. Adjournment.

Section 4. Board of Directors; Directors' meetings.

4.1 The form of administration of the Association shall be by a Board consisting of not less than three (3) nor more than seven (7) five (5) Directors. The Board shall determine the number of directorships for the succeeding year at the Board meeting prior to the Annual Members' Meeting. All Directors must be Members of the Association.

~~4.2 The provisions of the Articles setting forth the selection, designation, election and removal of Directors are hereby incorporated herein by reference.~~

4.2 The Board of Directors shall be elected by written ballot, voting machine, or by online voting to the extent permitted by applicable law, as amended from time to time. Proxies shall not be used in the election of the Board of Directors, either in general elections or elections to fill vacancies caused by recall, resignation, or otherwise. No Member shall permit any other person to vote his or her ballot, and any such ballots improperly cast shall be deemed invalid. Elections shall be decided by a plurality of those ballots cast. Cumulative voting is prohibited. In the event the Association permits online voting and same is permitted by law, as amended from time to time, the provisions of this Section which require written notice, written ballots, envelopes, mail or hand delivery shall not be applicable to those Owners consenting to use electronic transmission of notices and/or online voting, otherwise voting for the election of Directors will be conducted in the following manner:

A. Election of Directors must be held at or in conjunction with the Annual Members' Meeting whenever possible.

B. There is no quorum requirement for the election of Directors; however, at least 20 percent of the eligible voters must cast a ballot (which may be placed in the ballot box in person or may be mailed in to the Association, as long as it is received by the date and time of the election), by voting machine, or online voting, pursuant to such rules and guidelines as the Board of Directors may designate and to

the extent permitted by applicable law, as amended from time to time, in order to have a valid election.

C. Election process:

(i) Written notice of the scheduled election must be sent to each Member at his/her last known address as it appears on the books of the Association. The first notice of the date of the election must be mailed, hand delivered or electronically transmitted to each Member not less than sixty (60) days before the scheduled election. The first notice must contain the name and correct mailing address of the Association.

(ii) Any Member desiring to be a candidate for the Board must nominate himself or herself in advance of the annual meeting as follows:

(a) provide written notice to the Association, which must be received by the Association not less than forty (40) days before the scheduled election, no later than 3:00 p.m. on the last day for notices of intent to be submitted. Unless prohibited by applicable law, when the deadline falls on a Saturday, Sunday or national holiday, the deadline shall be extended until 3:00 p.m. on the next business day. Written notice is effective when actually received by the Association. Only those eligible candidates who submit their names by this deadline will have their names appear on the printed ballot mailed or by electronic notice to all Members.

(b) A Member is defined as a person whose name is on the deed to the Lot or Home. When a Lot or Home is owned by a corporation, a partnership, limited liability company or similar entity, any eligible voter for that entity, as described elsewhere in these documents shall be eligible for Board service. When a Lot or Home is held in trust, grantors, trustees and beneficiaries of trusts (provided that the beneficiaries reside in the Home) shall be eligible for Board membership. If a grantor, trustee or beneficiary of a trust, seeks candidacy and such person is not identified on the deed to the Lot or Home as the grantor, trustee or beneficiary of the trust, a copy of the trust document, affidavit of trust or abstract of trust prepared by a licensed attorney must be provided to the Association at least thirty-five (35) days prior to the date of the annual meeting. The trust document can be redacted to keep financial information confidential; however, the document must clearly indicate the grantor, trustee and the beneficiaries of the trust. No two individuals from the same Lot or Home shall be eligible to serve on the Board at the same time, unless they own

more than one Lot or Home, in which case eligibility is limited to one Director per Lot or Home.

(c) Nominations will not be accepted from the floor at the annual meeting.

(iii) The Board will schedule a meet-the-candidates event between thirty-five (35) to fourteen (14) days prior to the annual meeting and election.

(iv) Each Member must receive one (1) Ballot for each voting interest/Lot owned in the Ridge at the Bluffs. There shall be only one vote per Lot.

(v) Those attending the annual meeting and election in person will receive a ballot if they have not already submitted a ballot or voted online.

(vi) Once a ballot is submitted to the Association it may not be rescinded or changed.

(vii) The written ballot shall indicate in alphabetical order by surname, each and every Lot or Home Owner who desires to be a candidate for the Board and who gave written notice to the Association not less than forty (40) days before a scheduled election (or such extended time frames for submission as specifically permitted herein), unless such person has, prior to the mailing of the ballot, withdrawn his/her candidacy in writing. No ballot shall indicate which candidates are incumbents on the Board. No ballot shall contain a section providing for the signature of a voter. Envelopes containing ballots received by the Association shall be collected and retained by the Association and shall not be opened until the time of the election and after a motion to close the polls is approved by a floor vote at the annual meeting.

(viii) Elections will be conducted by secret ballot or by electronic voting methods authorized by the Board and permitted by applicable law as amended from time to time. If secret ballots are used (in lieu of or in conjunction with electronic voting methods) such ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the association in an outer envelope bearing identifying information reflecting the name of the member, the Lot or Home address for which the vote is being cast, and the signature of the Lot or Home owner casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Lot or Home address the inner envelope shall be removed from the outer envelope bearing the

identification information, placed with the ballots which were personally cast, and opened when the ballots are counted.

a) Any outer envelope that is submitted without a signature shall be disqualified.

b) Any vote by ballot received after the closing of the balloting shall not be considered and shall be disqualified.

c) If more than one ballot is submitted by a Lot or Home address, all ballots for that Lot, parcel or address shall be disqualified regardless of the sequence in which they were submitted.

d) If more votes are checked off on a ballot than are permitted for a particular election, that ballot will be disqualified. Notwithstanding the foregoing, Members may vote for less candidates than are running and such ballots will be accepted.

e) Any disqualified envelopes shall be left sealed and marked "Disregarded" or similar words and have the reason stated on the face of the envelope. Any ballots which do not comply with the foregoing requirements shall be marked "Disregarded" or similar words with an explanation of same.

D. The inspectors of election must be appointed by a motion and vote from the floor. The inspectors of election must be Members of the Association or employees of the management company but may not be current Board members, candidates, spouses of candidates or current Board members, or anyone living in the home of a candidate or current Board member. Those individuals will verify that only one ballot was received from each Lot checking against the Association's list of qualified voters. A qualified voter is one whose voting rights have not been suspended by the Board of Directors pursuant to Chapter 720, Florida Statutes, as amended from time to time. Upon the commencement of the counting of the ballots at the annual meeting or election meeting, the polls are closed, even if no such motion has been made and approved, and no further ballots can be accepted.

E. Notwithstanding anything contained herein to the contrary, an election is not necessary unless there are more eligible candidates than vacancies.

F. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, a majority of the remaining directors, though less than a quorum, may choose a successor to serve for the balance of the

unexpired term of office. The selection of a Director held for the purpose of filling said vacancy can be held at any regular or special meeting of the Board. If the remaining Board members cannot select a successor to fill a vacancy because of a deadlock, or choose not to select a successor to fill the vacancy, the Members can petition the Board of Directors to select a successor director with the signature of two-thirds (2/3) of the Members, and an election must be conducted in the manner set forth in this Section 4.2.

~~4.3 Subject to Section 4.5 below and the rights of the "Developer" as set forth in the Articles and as set forth in Section 4.5(e) below, vacancies on the Board shall be filled by person(s) selected by the remaining Directors. Such person shall be a Director and have all the rights, privileges, duties and obligations as a Director elected at the Annual Members' Meeting and shall serve for the term prescribed in Section 4.4 of these By Laws.~~

~~4.4 3 Staggered Terms. The directors elected by the members shall have two (2) year terms which shall be staggered terms with two (2) directors elected in even numbered years and three (3) directors elected in odd numbered years, commencing with the annual meeting and election of directors in 1998. To accomplish staggered terms, the following election procedure shall apply to the election of directors by members at the 1998 annual meeting of the members and election of directors. The three (3) directors receiving the highest number of votes shall be elected for a two (2) year term. The remaining directors elected shall be elected for a one (1) year term. All directors elected after the 1998 annual meeting and election of directors shall be elected for two (2) year terms. Each director shall serve until his/her successor is duly elected and qualified, or until he/she is removed in the manner elsewhere provided. It shall be the purpose of this amendment to be effective for the 1998 annual meeting and election of directors. Therefore, if this amendment passes at the annual meeting, the terms of directors elected shall be in accordance with the terms of this Section 4.4 of the Bylaws as amended.~~

~~4.5 4 (a) A Director elected by the Membership may be removed from office in the manner outlined in Chapter 720, Florida Statutes, as amended from time to time, upon the affirmative vote or the agreement in writing of a majority of the Members at a special meeting of the Members for any reason deemed by the Members to be in the best interests of the Association. A meeting of Members to so remove a Director elected by them shall be held, subject to the notice provisions of Section 3.4 hereof, upon the written request of ten percent (10%) of the Members. However, before any Director is removed from office, he shall be notified in writing at least two (2) days prior to the meeting at which the motion to remove him will be made, and such Director shall be given an opportunity to be heard at such meeting, should he be present, prior to the vote on his removal.~~

* * *

WITNESS my signature hereto this 6 day of December, 2017, at Jupiter, Palm Beach County, Florida.

THE RIDGE AT THE BLUFFS HOMEOWNERS ASSOCIATION, INC.

Dorothy Barron
Witness

By: Mary Jo Petterson
President

Dorothy Barron
(PRINT NAME)

Dorothy Barron
Witness

Attest: [Signature]
Secretary

Dorothy Barron
(PRINT NAME)

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 6 day of December 2017, by Mary Jo Petterson and David Whitfelder, as President and Secretary, respectively, of **The Ridge at the Bluffs Homeowners Association, Inc.**, a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ as identification and did take an oath.



[Signature] (Signature)
Lisa Sullivan (Print Name)
Notary Public, State of Florida at Large