

**BY-LAWS**  
**of**  
**SORRENTO DOCK OWNERS ASSOCIATION, INC.**

P.O. Box 190  
Nokomis, FL 34274

Effective August 11, 1983  
Revised February 8, 1993  
**REVISED FEBRUARY 11, 2019**

**ARTICLE I**  
**Name**

The name of this nonprofit corporation shall be SORRENTO DOCK OWNERS ASSOCIATION, INC., hereinafter referred to as the “Association”.

**ARTICLE II**  
**Purpose**

The purpose for which this Association has been formed is to promote and advance fellowship among and the best interests and welfare of dock owners within Sorrento South Boat Basin at Nokomis, Florida.

**ARTICLE III**  
**Members**

**Section 1** Membership in this Association is limited to persons who are the legal beneficial owners of non-salt water front residential lots in the Sorrento South subdivision and Sorrento East Subdivision, both located in Nokomis, Florida. Members may not own more than one boat slip for each qualified property owned. Membership shall automatically cease when a person no longer is the legal beneficial owner of such qualifying property and any boat in the former member’s assigned slip must be immediately removed from the boat basin. The former member will be given six (6) months from the date membership ceases to sell his/her membership/dock privileges to a qualified individual. The former member shall be responsible for the payment of all maintenance fees and special assessments until the boat slip is sold to a qualified individual. From the date his/her membership ceases until the membership is transferred to a qualified individual, no boat may be moored in the former member’s assigned slip. If the sale of the former member’s membership is not accomplished within six (6) months after his/her membership ceases, the Association can sell the membership/dock privileges to a qualified, bona fide purchaser after posting notice on the Sorrento South clubhouse bulletin board that the membership/dock privileges will be sold to the highest qualified bidder at the date specified for the close of bidding. If necessary, a court order may be obtained to have any boat removed from the boat basin and/or the sale of the membership. The attorneys’ fees and costs of obtaining the court order and/or boat removal, as well as any outstanding maintenance fees, special assessments and/or fines imposed

prior to the date of sale, will be deducted from the proceeds of the sale of the dock. The remaining proceeds of the sale, if any, will be remitted to the former dock owner.

**Section 2** The initial members of this Association shall be those persons who own docks in Sorrento South Boat Basin at the time these by-laws have been formally adopted.

**Section 3** Proof of legal ownership of a boat dock is evidenced by the duly authorized transfer of the certificate from present owner to new qualified member by a signed and witnessed document.

**Section 4** Before a new member is admitted to this Association, the Sorrento South Property Owners Association Board and the Board of this Association shall both review the proposed new member to confirm that he/she qualifies for membership. Upon approval for membership by both boards, the former member shall surrender the old certificate to this Association, and a new certificate will be issued to the new dock owner. There shall be no fee for the admission of a new member.

**Section 5** Any member who repeatedly violates these by-laws or the rules and regulations duly adopted by the Board of Directors, shall be subject to a fine for such violation. However, before imposition of any fine for violation of by-laws or rules or regulations, the member shall be accorded a hearing before the Board of Directors upon reasonable notice, stating the date, time and place of such hearing, the violation charged and the proposed range of the fine to be levied. The Association shall be entitled to collect any fine imposed hereunder by filing an action in a court of competent jurisdiction and the Association shall be entitled to recover its reasonable attorneys' fees and costs of action. The amount of the fine shall be dependent upon the violation and determined by the Board of Directors. After repeated violations, a member may be expelled by a two thirds (2/3) majority vote of the Board. If the vote is for expulsion, the dock owner will be given thirty (30) days to sell his/her dock privileges to a qualified individual and transfer the certificate. If this is not accomplished within this thirty (30) day time period, the Association can sell the dock to a qualified, bona fide purchaser after posting notice on the Sorrento South clubhouse bulletin board that the dock will be sold to the highest qualified bidder at the date specified for the close of bidding. If necessary, a court order will be obtained to have the expelled member's boat removed. The attorneys' fees and costs of obtaining the court order boat removal as well as any outstanding maintenance fees, special assessments and/or fines imposed prior to the date of sale will be deducted from the proceeds of the sale of the dock. The remaining proceeds of the sale, if any, will be remitted to the former dock owner.

#### **ARTICLE IV** **Maintenance**

**Section 1** All members shall pay an equal share of the expenses of maintaining the boat basin, docks and the land surrounding the boat basin (described as "Tract A, Sorrento South, Unit 5, as per plat thereof recorded in Plat Book 19, Pages 8 and 8A, Public records of Sarasota County, Florida.") However, dock numbers 102A, 211B, 212B and 213B shall pay an additional 40% of their share of the maintenance fees and an additional 40% their share of any special assessments based upon the fact that these slips are physically larger than the other slips and this is the most equitable way to apportion the maintenance fees and special assessments among the dock owners. Each Member shall pay his or her share of the maintenance charges and any special assessments duly adopted by the Board of Directors for the purpose of maintaining /or repairing the boat basin, boat docks, pilings and supporting structures, water, electric and other utilities metered to the boat

basin and the land surrounding the boat basin as herein described, insurance premiums and other expenses properly incurred for maintenance and/or preservation of the boat basin, docks and surrounding land.

**Section 2** Maintenance fees are assessed on January 1 and July 1. Maintenance fees payments are delinquent if not paid by January 31 or July 31 respectively. Special assessments may be duly assessed by the Board of Directors and will be due within 30 days after notice of the special assessment is mailed out to the membership. A penalty of \$25 per month will be imposed on delinquent accounts that are 60 days or more past due. Any member who is more than four (4) months delinquent in payment of maintenance fees, special assessments, and/or fines may be subject to expulsion as provided for in Article III, Section 5.

**Section 3** The Board of Directors shall adopt an annual budget which shall be circulated to the membership prior to the meeting at which it is to be adopted.

## **ARTICLE V** **Officers**

**Section 1** The Officers of the “Association” shall be a President, Vice President, Treasurer, Secretary and such other officers as may be required to carry on the business of the Association, all of whom shall be members in good standing.

The term of all officers shall be for two (2) years or until their successors are elected. In case of vacancy in any of these offices, such vacancies shall be filled by the Board of Directors as hereinafter defined subject to the approval by the membership at the next regular meeting.

**Section 2 President** It shall be the duty of the President to preside at all meetings. He/she shall appoint within thirty (30) days after taking office all chair persons of standing committees and special committees. He/she shall be ex-officio member of all committees with exception of the nominating committee. He/she shall call a meeting of the Board not less than four (4) times a year and special meetings of the membership whenever he/she shall consider the same necessary.

**Section 3 Vice-President** It shall be the duty of the Vice-President to assist the President in the discharge of his duties and to officiate for and perform the duties of the President in his/her absence. He/she shall perform such duties as may from time to time be assigned or delegated to him by the President. He/she shall also keep himself/herself informed of the activities of the county commission and other public or Quasi-public bodies as may affect the interests of this Association, and he/she shall act as liaison between this Association and other civic associations and governmental bodies in the community of Sarasota County. He/she shall be authorized to represent this Association at meetings of any governmental bodies or other civic associations where matters of interest to this Association are being considered, and he/she shall regularly report to the Board and/or the members of the Association all such matters of interest to the Association or its members.

**Section 4 Treasurer** It shall be the duty of the treasurer to be the custodian of the Association’s funds. He/she shall collect all funds due the Association and shall disburse the funds of the Association only as authorized by the Board. He/she shall keep an association account in a bank depository approved by the Board and shall sign all checks drawn against such account. Any checks in excess of two thousand dollars (\$2,000.00) shall be countersigned by the President. If either the President or Treasurer is absent, the Vice-President may sign in place of the absent officer. Said account shall be known as the general treasury and the Treasurer shall report thereon

at each regular meeting of the Board and at membership meetings upon request. The Treasurer shall keep an accurate record of the membership of the Association and shall maintain a list of members in good standing. He/she shall collect all fees, dues, and assessments due and payable to the Association. He/she shall issue a written notice to delinquent members of dues in arrears. He/she shall perform such other duties as may be requested of him/her by the President.

**Section 5 Secretary** The Secretary shall keep written minutes of all Board and membership meetings and shall report at each meeting. He/she shall keep all Association records except those pertaining to the office of Treasurer. He/she shall conduct all correspondence of the Association, as directed by the President and the Board, and shall report to the President all communications addressed to the Association. He/she shall perform such other duties as may be requested of him/her by the President.

**Section 6 Exculpation of Officers and Directors** No person who is or has been serving as an officer or director of this Association shall be liable to the Association or any of its members for loss or damage to any boat or dock due to fire, theft, vandalism, acts of war, or any other causes beyond his control nor for any other action taken by such officer or director during his/her term of office except for willful malfeasance or willful misfeasance in office. The association shall fully defend and indemnify the officers and directors in connection with any suits arising out any activities performed by the officer and/or director in good faith for or on behalf of the Association.

## **ARTICLE VI** **Directors**

**Section 1 Management** The affairs of the Association shall be managed by a Board consisting of the elected officers of the Association and three (3) directors at large who shall be members in good standing and shall serve as Dock Masters. One additional director shall be appointed by the Board of the Sorrento South Property Owners Association. This additional director shall be a member of Sorrento South Property Owners Association, but not a member Sorrento Dock Owners Association, and will have a vote as a member of the Board of this Association but will not have a vote as a voting member of the Association. The term of all directors shall be for two (2) years or until their successors are elected. In case of vacancy in any of these offices, such vacancies shall be filled by the Board of Directors as hereinafter defined subject to the approval by the membership at the next regular meeting. The specific duties of the Dock Masters will be as set by the Board from time to time. The Dock Masters will attend Board meetings and semi-annual Membership meetings and report any known issues regarding the docks to the Board as necessary. As a Director, each Dock Master will vote on issues as a full Board member. The Board of this Association shall be presided over by the President and in case of a tie vote, the President shall cast the deciding vote.

**Section 2 Meetings** There shall be a meeting of the board at least four (4) times a year. Additional board meetings may be called upon written request of any three (3) members of the Board or upon written request of 25% of the voting membership of the Association.

**Section 3 Quorum** Four members of the Board shall constitute a quorum to do business.

**Section 4 Recall** All Board members shall be required to attend all regularly scheduled meetings of the Board either in person or by phone. Any Board member who misses three (3) consecutive, regularly scheduled meetings of the Board without a valid excuse, may be dismissed from the Board and his/her office in the Association upon a 2/3 majority vote of the Board. However, before the Board votes on the dismissal of a Board member, the Board member shall be given an

opportunity to resign. A Board member losing office shall continue his or her membership in the Association.

**Section 5 Powers** The Board shall have all of the powers given a corporation not for profit under Chapter 617, Florida Statutes.

## **ARTICLE VII** **Committees**

There shall be the following standing committees, the Chairman of which shall be appointed by the President with approval of the Board:

By-Law Revisions, Rules  
Utilities, Grounds, Docks and Waterways  
Budget and Planning

## **ARTICLE VIII** **Fiscal Management**

**Section 1** The Fiscal year of this Association shall begin on January 1 of each year.

**Section 2 Audit** An auditing committee shall be appointed by the President consisting of three (3) members of the Association in good standing. This committee will audit the financial records at the end of the fiscal year and report to the general membership at the annual meeting.

## **ARTICLE IX** **Membership Meetings**

**Section 1 Regular Meetings** Regular meetings of the Association shall be held semi-annually. The annual meeting shall be in February and the semi-annual meeting shall be in September. At least fourteen (14) days advance notice shall be given to the members of the exact date set for the regular meetings of the Association.

**Section 2 Special Meetings** Special meetings may be called by the President or upon a written request signed by not less than 25% of the voting members in good standing. Such request shall state the purpose of the meeting and no other business shall be conducted at such special meeting.

**Section 3 Quorum** There shall be at least 20% of the voting membership present to conduct a membership meeting.

**Section 4 Voting** There shall be only one (1) vote for each certificate of membership regardless of the number of persons who may be the legal owners of a dock.

**Section 5 Proxy Voting** Members may attend regular and special meetings of the Association in person or by written proxy. However, there shall be no general proxies, and all proxies must be limited and give specific written directions for each vote to be cast on his/her behalf on each issue.

**Section 6 Procedure** All meetings shall be conducted according to Roberts Rules of Order.

**ARTICLE X**  
**Nominations and Elections**

**Section 1 Appointment of Committee** Three (3) months prior to the annual meeting at which the election of officers and directors is to take place, the President shall appoint, subject to the approval of the Board, a nomination committee consisting of two (2) members in good standing, none of whom shall be incumbent officers or directors of the Association. The committee shall select its own chairman.

**Section 2 Report of Slate** Individuals members may submit their names for consideration to the nominating committee and the nominating committee may also come up with its own list of candidates. Thereafter, the nominating committee shall submit a written slate consisting of one (1) nominee for each elective office, at the regular annual membership meeting in February. Additionally, nominations for any office may be made from the floor.

**Section 3 Election** The officers and directors shall be elected every two years by ballot at the February meeting. Consent to serve must be obtained from all candidates prior to their election. A majority vote of the members in good standing present at such meeting or voting by proxy shall be necessary for the election of an officer or director. Where there is only one (1) candidate for a given office, election may be by voice vote. Newly elected officers and directors shall be installed and take office at the end of the February meeting.

**ARTICLE XI**  
**Amendments**

These by-laws may be amended by affirmative vote of the three-fourths (3/4) of the members, each certificate holder casting one (1) vote in person or by proxy at a duly constituted meeting at which a quorum is present and upon written notice to each member at least ten (10) days in advance of such meeting.