

BYLAWS OF

STARLIGHT RANCH MOBILE HOMEOWNERS' ASSOCIATION, INC.

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AS AMENDED _____

BYLAWS
OF
STARLIGHT RANCH MOBILE HOMEOWNERS' ACCOCIATION, INC.
A Not-For-Profit Florida Corporation

ARTICLE I.

NAME, REGISTERED OFFICE AND REGISTERED AGENT

Section 1.1. **NAME** The name of this corporation (from now on referred to as the "Association") is

STARLIGHT RANCH MOBILE HOMEOWNERS' ASSOCIATION, INC.

Section 1.2. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the registered office of this Association and agent at said address is:

Same as listed on Sun BIZ
2925 Wild Horse Road
Orlando, Fl. 32822

ARTICLE II.

SEAL

Section 2.1. **SEAL.** The seal of this Association shall have inscribed on it the name of this Association, the date of its organization and the words "Corporate Seal, State of Florida: or the words: "corporate seal" or their equivalent.

ARTICLE III.

POWERS

Section 3.1. **POWERS.** The Directors of this Association and the operation of the Association itself shall be governed by the bylaws.

ARTICLE IV.

MEMBERSHIP

Section 4.1 **MEMBERS.** All persons owning a mobile home (as shown on a certificate of title, including name and "Park" address) located in Starlight Ranch Mobile Home Estates, Orlando, Florida shall be eligible for membership in this Association, except that any person or spouse of a person related to the park owner including but not limited to past or present employees, agent, shareholders, officers, directors, partners or relatives by blood or marriage shall not be eligible for any type of membership and shall not eligible to be nominated for or serve on the Board of Directors. These restrictions may be waived by a majority vote of the Board of Directors.

**ARTICLE V.
MEETINGS OF MEMBERS**

Section 5.1. **PLACE OF MEETINGS.** Meetings of the members shall be held at the office of the Association, the park clubhouse, or recreation hall or any other place within the State of Florida that the Board of Directors or members may from time to time elect.

Section 5.2. **ANNUAL MEETINGS.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the members shall be held on the second Saturday of each November after that, at a time to be designated by the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the noticed hour on the first day following which is not a legal holiday. At the annual meeting, the members shall elect a Board of Directors in accordance with these Bylaws and shall transact other business. If an annual meeting has not been called and held within six (6) months after the time designated for the annual meeting, any member or members may call the meeting. Notice of annual meetings shall be sent by mail to the members' address appearing on the books of the Association. Also, the notice of annual meetings shall state the place, day and hour of the meeting and such notice shall be posted in a conspicuous place on the Park property, at least, fourteen (14) days before the meeting. Unless a member waives in writing the right to receive notice of the annual meeting by mail, the notice of the annual meeting shall be sent by mail to each member, and the mailing thereof shall constitute notice. Members may elect to receive notice by hand delivery, or electronically transmitted if such election is made in writing by the member. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver.

Section 5.3. **SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the President or by the majority of the Board of Directors. A special meeting shall be held if ten (10 %) percent of the members sign, date, and deliver one or more written demands for the meeting to the corporation's secretary. Said demands must describe the purpose or purposes for which the meeting is to be held. Notice of special meetings, with an explanation as to the reason for such meeting and the place, day, and hour of the meeting shall be posted in a conspicuous place on the Park property, at least, forty-eight hours before the meeting.

Section 5.4. **ACTION BY WRITTEN AGREEMENT.** The members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at least fifty-one (51%) percent of the members and the written agreement is posted in a conspicuous place upon the Park property within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceedings of the members.

Section 5.5. **NOTICE OF REGULAR MEETINGS.** Regular membership meetings of the Association may be scheduled as often as deemed necessary the Board of Directors of the Association. Notices of regular

meetings shall state the place, day and hour of the meeting and such notice shall be posted in a conspicuous place on Park property, at least, fourteen (14) days before each regular meeting.

Section 5.6. **AFFIRMATION OF NOTICE.** An officer of the Association shall provide an Affidavit affirming that the notices were mailed, or electronically transmitted or hand delivered and posted in a conspicuous place on the Park property, in accordance with Sections 5.2, 5.3, or 5.5 hereof and said statement shall be filed in the Association records.

Section 5.7. **WAIVER OF NOTICE.** Members may waive notices of a special meeting or annual meeting in writing either before or after meeting, and the waiver shall be deemed the equivalent of giving notice.

Section 5.8. **VOTING RIGHTS AND REGULATIONS.** All persons who are owners (as shown on a certificate of title, including name and "Park" address) of a mobile home located on a lot in the Park and who are a paid member of the Association, shall be entitled to **cast only** one (1) vote per mobile home at any meeting of the membership of the Association.

Notwithstanding anything to the contrary herein, in the event that Florida law requires a majority vote of the affected lots in the Park before action can be taken by the Association (as may be the case when there is a need for mediation with the Park Owners and/or litigation, then the following voting provisions shall apply for that vote only:

1. When a home on a lot in the Park is owned by one (1) person, his or her right to vote shall be established by the record title of his unit. If a home is owned by more than one (1) person, the person entitled to cast the vote for the home shall be designated by a Certificate signed by all the Record Owners of the home and filed with the Secretary of the Association.
2. When a home on a lot in the Park is owned by the corporation the person entitled to cast the vote shall be designated by Certificate signed by the officers of the corporation with the formalities required by a deed and filed with the Secretary of the Association.
3. Such Certificates shall be valid until they are revoked or superseded by a subsequent Certificate or until ownership of the home is changed or recorded. For this Section, a purchaser under a Contract for Sale shall not be regarded as an owner. The proper filing of a Certificate designating the person entitled to cast the vote of a home is a condition precedent to the person's vote. In the event, such a Certificate is not on file the vote of such owner shall not be considered in determining either a quorum is present nor for any other purpose except if the home is owned jointly by a husband and wife.
4. When a home is owned jointly by a husband and wife, they may without being required to do so, designate a voting member in the manner provided above. In the event a husband and wife do not designate a voting member, the following provisions shall apply:

- A. If both spouses are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to vote on that subject at that meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at the meeting.
- B. If only one (1) spouse is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the home, just as thou he or she owned the home individually, and without establishing the concurrence of the absent person.
- C. If both spouses are present at a meeting and concur, either one may cast the vote for the home.
- D. Members may vote in person at Membership meetings, or by secret ballot, including absentee ballots.
- E. A majority shall constitute any number greater than 50% of the members present.
- F. The exercise of the right to purchase the Park, as set forth in Chapter 723.071, Florida Statutes, is accomplished by the Association, through its Board of Directors, and a vote of the membership is not required for the Board to exercise its right to enter into an agreement to purchase the Park.

Section 5.9. **PROXIES.** A member may not vote by general proxy, but may vote by limited proxy substantially conforming to the limited proxy form adopted by the division. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to amend the Articles of Incorporation or By-laws and any other matters for which Chapter 723, Florida Statutes, requires or permits a vote of members, except that no proxy, limited or general, may be used in the election of board members. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than **ninety (90)** days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section 5.10. **QUORUM.** The presence in person or by proxy of a majority (30%) of the members entitled to vote shall constitute a quorum at special and annual member meetings. The decision shall be made by a majority of members represented at special and annual meetings at which a quorum is present, and the affirmative vote of those members present and entitled to vote shall be the act of the Association. Meetings of members for informational, report and discussion purposes may be held without the presence of a quorum. If a legal quorum is not present at regular members meeting, then a majority opinion on any issue of the voting members present may be registered by such issue shall be subject to further study/action by the Board of Directors.

Section 5.11. **CONDUCT.** All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the Bylaws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling. Unless authorized by the President, only members in good standing may address the chair.

Section 5.12. **ORDER OF BUSINESS.** The order of business at all annual or special meetings of the members shall be as follows

1. Roll Call
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of the previous meeting.
4. Report of officers.
5. Report of committees
6. Election of directors (if election to be held)
7. Unfinished business
8. New business
9. Adjournment

Section 5.13. **MINUTES.** Approved minutes of all meetings of members, board of directors, and committees, must be in written form and approved by the members, board of directors, or committees as applicable. A vote of abstention from voting on each matter voting upon for each director present at a board meeting must be recorded in the minutes. The approved minutes shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members as set for herein. The Association shall retain these approved minutes, within the State of Florida, for not less than seven (7) years.

Section 5.14. **ADJOURNMENTS.** Any meeting of members may be adjourned. Notice of the adjourned meeting or the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjournment meeting shall be given in compliance with section 5 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 5.15. **FIXING OF RECORD DATE.** For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members to be taken. If no date is fixed for the determination of members entitled to notice or to vote at a meeting of members, the date on which notice of the meeting is mailed, shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply for any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

Section 5.16. **VOTING LIST.** The officer or agent having charge of the membership books of the Association shall make, at least (10) days before each meeting of members a complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the registered office of the Association for ten (10) days before such meeting, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time

and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

**ARTICLE VI.
BOARD OF DIRECTORS: SELECTION –
TERM OF OFFICE AND ELIGIBILITY**

Section 6.1. **NUMBER.** The business and affairs of the Association shall be managed and governed by a board of directors composed of not less than three (3) nor more than nine (9) directors, none of whom need to be a resident of the State of Florida, but all whom must be members in good standing.

Section 6.2. ELIGIBILITY REQUIREMENTS TO SERVE ON BOARD OF DIRECTORS. Any person elected or appointed to the Board of Directors after July 1, 2015, must certify by affidavit that he or she has read the governing documents, will work to uphold such documents, and discharge his or her fiduciary responsibility, within 90 after their election or appointment to the board, or in lieu thereof, within 90 days after their election or appointed to the board, the newly elected or appointed director must complete the educational curriculum approved by the division, within 1 year before or 90 days after the date of election or appointment, all pursuant to Section 723.0781, Florida Statutes. Failure to comply with such requirements shall result in suspension from the board until compliance with these requirements is completed. See page 21 for Affidavit.

Section 6.3. **TERM OF OFFICE.** Those persons named in the Articles of Incorporation as directors shall hold office and compose the Board of Directors until the first of the members, at which meeting an election of directors shall be held and the successors to the original directors chosen by the members. There shall be no restriction on the number of terms for which a director of this Association may be elected. A director shall hold office for a term of two (2) years and shall be so elected that the terms of a bare majority, if there is an odd number of directors or one-half of the directors, if there is an even number of directors, will expire in odd years and the remainder in even years. The directors shall hold office until their successors have been elected and have qualified. The initial seven (7) directors of the Association are the following: Ken Giessuebel (Seat #1), Bob Wellfare (Seat #2), Esther Goldberg (Seat #3), Robert J. Ormsby (Seat #4), and George Watson (Seat #5), and Seat #6 (vacant) and Seat #7(vacant). Directorship Seats #5, 6, & 7 shall be open for election by the members at the annual meeting in November 1997, and Directorship Seats #1, 2, 3, & 4 shall be open for election by the members at the annual meeting in November 1998.

Section 6.4. **REMOVAL-VACANCY.** All actions or lack thereof relating to the recall and removal of a Director shall be in accordance with the procedures set forth in Section 723.078(2)(i), Florida Statutes, and in accordance with procedural rules adopted by the Division. Any director may be removed from the Board with or without cause, by the vote of or agreement in writing by a majority of the members of the

Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10%) percent of the members giving notice of the meeting as required for a meeting of members and the notice shall state the purpose of the meeting. In the event of death, resignation, removal of a director or any vacancy created because of an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which directors are elected.

Section 6.5. **COMPENSATION.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of his or her duties. A director may serve the Association in a capacity other than director and receive compensation for the services rendered in the other capacity.

Section 6.6. **FIDUCIARY DUTY.** The directors of the Association have a fiduciary duty to the members when acting on behalf of the Association.

ARTICLE VII. NOMINATION AND ELECTION OF DIRECTORS

Section 7.1. **NOMINATION.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. All nominations from the floor must be made at a duly noticed meeting of the members held at least 30 days before the annual meeting. The Nominating Committee shall consist of all the Board members whose terms are not expiring at the next election of the Board of Directors, or the other Members who have been appointed by the Board. The purpose of the Nominating Committee is to collect member and floor nominations and to recruit eligible members of the Association to run for office. *** Amended 8/10/2011.

Section 7.2. **ELECTION.** Election to the Board of Directors shall be by members voting in person at membership meetings, or by secret written ballot, including absentee ballots unless this method is waived by the majority of the members in attendance at the meeting. Proxies shall in no event be used in electing the board of directors, either in general elections or elections to fill vacancies caused by recall, removal or resignation. At such election, the members shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted. Ballots shall be prepared by the Nominating Committee after the Close of the October Board meeting, containing all the names of persons who have been nominated, and have accepted such nomination. Such ballot shall be mailed with the Annual meeting notice to each member of the association unless a member waives mailing in writing. A secrecy envelope shall also be enclosed. The ballot may be voted by indicating the lot number of the member and signing such other envelope and submitting such ballot by mail to the Nominating Committee. A member may also bring the ballot to the Annual meeting in person. The ballot shall clearly indicate the exact number of seats to be voted upon, as well as the name of each candidate. Any ballot with more votes than

the number of seats to be voted upon, shall be void and not counted. Seats for a full 2-year term shall be filled before any seats for a one-year term. The candidate that receives the most votes shall be elected to the first available seat. The candidate receiving the next most votes shall receive the next seat available, and this process shall be repeated until each seat is filled. In the event of the death or withdrawal of a candidate, any votes for that candidate will not be considered, and that candidate shall not receive a seat. Before the deposit of any ballot into the ballot box, the member shall be checked off on the membership list, to ensure that only one ballot per lot is voted. After verifying each mailed ballot with the membership list, the ballots shall be removed from the envelopes and deposited into the ballot box in the presence of the assembled membership. The Nominating Committee shall sit at a table within sight of the membership and count ballots. The Candidate(s) voted on shall be read aloud, and at least two (2) other Nominating Committee members will keep a tally sheet of the resulting totals. It is important the assembled membership be able to hear the votes being announced. Therefore, any talking or otherwise interfering with the announcements of the vote shall be asked to leave the room. The election shall be considered completely counted when the two tally sheets are compared and are found to match. At that time, the results will be announced, and the exact count of each candidate shall be made part of the minutes of the meeting. The ballots and tally sheets shall be retained for the term of each candidate. In the event of a tie vote, consideration shall be given by the Board of expanding the number of seats, unless the board is already at maximum.

*** Amended 8/10/2011

ARTICLE VIII. MEETING OF DIRECTORS AND COMMITTEES

Section 8.1. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least six (6) times each year, at such place, date and hour as may be fixed from time to time by resolution of the Board. Should such regular meeting dates fall on a legal holiday, the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the date, time, and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the park property, at least, forty-eight (48) hours in advance, except in an emergency.

Section 8.2. **SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice, to each director of the date, time, and place of the meeting. Notice of special meetings shall be posted in a conspicuous place upon the park property, at least, forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purpose or purposes of the meeting. Notice of any meeting, regular or special, in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8.3. **EMERGENCY MEETINGS.** Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors. Emergency meetings of the Board of Directors may be held by telephone conference. Emergency decisions, as determined by the President of a

majority of the Board of Directors, may be made by means of a designated officer or member of the Board calling the members of the Board by telephone and any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the Board. Approved minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed with the Secretary or other designated officer, and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the park property within fourteen (14) days after the date of the emergency meeting. It is contemplated that emergency meetings, include but not be limited to such subjects as resignation of the Homeowners Committee, filling vacancies on the Board of Directors of officers of the Association, pre-litigation or litigation matters concerning the Association, and the conduct of necessary or important business while a majority of the Board of Directors is not present in the State of Florida.

Section 8.4. MEMBER'S RIGHT TO SPEAK. Members shall have the right to speak at meetings of the Board of Directors and its Committees, but only with reference to all designated agenda items.

Section 8.5. MEETINGS BY TELECOMMUNICATIONS: A Board or a Committee member's participation in a meeting via telephone, real-time video conferencing, or similar real-time telephonic, electronic, or video communication counts toward a quorum, and such member may vote as if physically present. A speaker shall be used so that the conversation of those Board or Committee members attending in person, as well as by members present at a meeting. Members of the Board of Directors or Committees may use e-mail as a means of communication but may not cast a vote on an Association matter via email.

Section 8.6. **ACTION BY WRITTEN AGREEMENT.** The Board of Directors may act or render decisions by written agreement without meetings on the condition that the written agreement is agreed to and signed by all of the Board of Directors and the written agreement is posted in a conspicuous place upon the park property with fourteen (14) days after the date of the written agreement.

Section 8.8. **OPEN MEETINGS.** All regular and special meetings of the Board of Directors shall be open to all members of the Association. **The above requirement does not apply to Board or Committee meetings held for the purpose of discussing personnel matters, or meetings between Board or Committee and the Association's attorney on proposed potential or pending litigation when the meeting is held for the purpose of seeking or rendering legal advice.**

Section 8.9. **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. **Example: the quorum of a five-member board shall be three (3). The quorum of a seven-member board is four (4). The quorum of a nine-member board is five (5).** Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A director may join in the action of a meeting of the Board by signing the minutes thereof, and such signing shall constitute the presence of such director for the purpose of determining a quorum. If at any meetings of the Board, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board.

Members of the Board of Directors shall be deemed present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

Section 8.10. **NOTICE OF DIRECTORS MEETING.** Notice of Directors meetings shall be posted in a conspicuous place upon the park property, at least, forty-eight (48) hours in advance, except for emergency meetings. Notice of any Directors meeting in which assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8.11. **WAIVER OF NOTICE.** A director may waive in writing a notice of a regular or special meeting of the Board of Directors either before or after the meeting, and his waiver shall be deemed the equivalent of getting notice. Attendance of a director at any meeting shall constitute a waiver of notice of that meeting unless the director attends with the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 8.12. **APPROVED MINUTES.** Approved minutes of all meetings of Board of Directors must be in written form and approved by the Board of Directors. A vote or abstention from voting on each matter voted upon for each director present at a board meeting must be recorded in the minutes. The approved minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available for inspection by members, for their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes, within the State of Florida, for not less than seven (7) years.

Section 8.13. **BUDGET.** The annual budget of the Association may be adopted by the members or by the Board of Directors as determined by resolution of the Board of Directors. The Board of Directors shall mail a meeting notice and copies of the proposed annual budget of expenses to the members, not less than thirty (30) days before the meeting at which the budget will be considered. If the budget is to be adopted by the Board of Directors, the members shall be given written notice of the time and place, as aforesaid, of the meeting of the Board of Directors and which the budget will be considered. This meeting shall be open to all members. If the budget is to be adopted by the members per resolution of the Board of Directors, the Board shall propose a budget to the members at a meeting of the members or in writing, and if the budget or proposed budget is approved by the members at the meeting or by a majority of their whole number in writing, that budget shall be adopted.

Section 8.14. **PARLIAMENTARIAN.** The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

ARTICLE IX. OFFICERS

Section 9.1. **OFFICERS.** The officers of the Board of Directors and the Association shall be a President, Vice-President, a Secretary and Treasurer, and such other officers as the Board may from time to time by resolution create. The President and Vice-President of the Association shall be members of the Board of Directors of the Association while all other officers of the Association need not be members of the Board of Directors of the Association.

Section 9.2. **ELECTION OF OFFICERS.** The election of officers by the Board of Directors shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members.

Section 9.3. **TERM.** The officers of the Association shall hold office for two (2) years unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 9.4. **SPECIAL APPOINTMENTS.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 9.5. **COMMITTEES.** The Board may appoint regular and special committees to serve for the purposes designated by the Board and for such terms as determined by the Board.

Section 9.6. **RESIGNATION AND REMOVAL.** Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.7. **VACANCIES.** A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve the remainder of the term of the office he or she replaces.

9.8. **MULTIPLE OFFICES.** The offices of President and Secretary may not be held by the same person.

9.9. **DUTIES.** Duties of the officers are as follows:

- A. **President:** The President shall preside at all meetings of the Board of Directors: see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, if determined by resolution of the Board and shall co-sign all

- checks and promissory notes, and shall have all the powers and duties which are usually vested the office of the president of a corporation.
- B. **Vice President.** The Vice President shall act in the place and instead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.
 - C. **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; **obtain the approval of minutes of the Board and its committees;** keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; **keep and maintain, and secure the Official Records of the Association within the State of Florida for a period of seven (7) years;** and shall perform such other duties as may be required by the Board of Directors.
 - D. **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.
 - E. **Customary Duties:** The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.
 - F. **Ex Officio:** The immediate past president of the Association shall become an “ex officio” member of the Board of Directors. As an “ex officio” member, the immediate past president shall have no voting rights and shall act in an advisory position only.

Section 9.10. **COMPENSATION.** The officers shall serve without compensation.

ARTICLE X.
OFFICIAL RECORDS, ACCESS,
INSPECTION AND COPYING

Section 10.1. OFFICIAL RECORDS. The association shall maintain the following items, which constitute the Official Records of the Association.

- A. Articles of Incorporation and amendments thereto
- B. By-laws and amendments thereto.
- C. Written rules or policies, and amendments thereto.
- D. Approved Minutes
- E. The current roster of all members, their mailing address, lot, identifications, and e-mail addresses, if applicable.

- F. Insurance policies.
- G. All contracts and agreements
- H. Financial and Accounting records of the Association.
- I. All other written records of the Association not specifically included in the preceding, which are related to the operation of the Association.

The Official Records shall be maintained within the State of Florida for at least seven (7) years.

Section 10.2. ACCESS, INSPECTION, AND COPYING. The Official Records of the Association must be made available to members for inspection or photocopying within ten (10) days after receipt of a written request submitted by a member by certified mail, return receipt requested, pursuant to Section 723.079, Florida Statutes. Failure of the Association to strictly comply with the requirements of Section 723.079, Florida Statutes, may result in penalties and damages.

Section 10.3. RECORDS NOT ACCESSIBLE. The following records are not accessible to members, homeowners, or either of their representatives:

- A. Records protected by lawyer-client privilege as described in s.90.502, Florida Statutes, and a record protected by work product privilege.
- B. Email addresses, telephone numbers, facsimile numbers, and other personal identifying information.

Section 10.4. RELINQUISHMENT OF RECORDS. All outgoing Board or Committee members must relinquish all official records and property of the Association in his or her possession, or his or her control, to the incoming Board within five (5) days after the election or removal.

The above sections are a summary of the specific language and requirements of Section 723.079, Florida Statutes. For specific Language, terms or conditions, refer to the above statute.

ARTICLE XI. ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS

Section 11.1. **BOOKS AND RECORDS:** The Association shall keep correct and complete books and records of account including all receipts and expenditures. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. Such authorization as a representative of a member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of inspection. Written summaries of the accounting records may be

made available to the members. Such records if made available shall include a record of all receipts and expenditures.

Section 11.2. **FISCAL YEAR.** In administering the finances of the Association, the following procedures shall govern:

- A. The fiscal year shall be the calendar year;
- B. Any monies received by the Association in any calendar year may be used by the Association to pay expenses incurred in the same calendar year subject to the provisions for excess revenues outlined in Section 3 of this Article;
- C. There shall be apportioned between calendar years on a pro rata basis any expenses which are prepaid in one calendar year for operating or legal expenses which cover more than such calendar year;
- D. Items of operating expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received;
- E. The Board of Directors shall have the discretion to allocate the annual dues between reserves i.e. legal funds for future expenses and current expenses. Legal expenses shall be such items as:
 - a. Attorney fees and costs
 - b. Litigation expense
 - c. Liability insurance premiums
 - d. Expenses associated with statutory requirements, or actions involving disputes with the management of the park.
 - e. Such items as listed above but not limited to those items.

Section 11.3. **ASSESSMENTS.** Assessments for operating expenses and such other assessments as the Board of Directors may determine by resolution shall be payable as determined by the Board of Directors. Each member is obligated to pay the Association annual and special assessments as determined by the Board of Directors. Assessments shall be made against members in amounts no less than are required to provide funds in advance for all the anticipated current operating expenses and all of the unpaid operating expenses previously incurred. Notwithstanding the preceding, the assessments for operating expenses or other expenses and any periodic installments thereof shall be of sufficient magnitude to ensure an adequacy and availability of cash to meet all expense in a calendar year. If the Board of Directors should anticipate that the Association may end its fiscal year with excess assessments (in cash or taxable income), or should that event in fact occur, the Board of Directors may vote to apply said excess towards the operating of legal expenditures of the subsequent year.

Section 11.4. **ANTICIPATED REVENUE – DEFICIT.** The Board shall not be required to anticipate revenue from assessments or expend funds to pay for operating expenses not budgeted which shall exceed budgeted items, and the Board is not required to engage in deficit spending. If there exist any deficiency which results from there being greater operating expenses than income or money from assessments, then such deficit shall be carried into the next succeeding year's budget as a deficiency and shall be the subject of an applicable assessment.

Section 11.5. **DEPOSITORY.** The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be by accepted procedure (checks or debit card).

ARTICLE XII. FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the members.

ARTICLE XIII. INDEMNIFICATION

The Association may be empowered to indemnify any officer or director or any former officer or director, by a majority vote of a quorum of directors or by majority vote of a quorum of members who are not parties to such action, suit or proceeding, in the manner provided in the applicable Chapter of the Florida Statutes. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, in the manner described in the Florida Statutes upon receipt of an undertaking or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIV. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

Section 14.1. **AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS.** The Articles of Incorporation or By-Laws may be amended by majority vote of the Board of Directors of this Association, at any duly noticed regular or special meeting. The notice of any meeting at which such amendments are to be considered shall contain a statement that such amendments shall be considered.

Section 14.2. **GOVERNMENTALLY-REQUIRED AMENDMENTS.** Notwithstanding anything to the contrary in the Articles of Incorporation or By-Laws, if an amendment to the By-laws is required by any action of any federal, state, or local governmental authority or agency, or any law, ordinance or rule thereof, the Board of Directors may, by majority vote, at a duly noticed meeting of the Board, amend the Articles of Incorporation or By-laws at any time without notice to or vote by the Membership.

ARTICLE XV. LOANS

No loans shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**ARTICLE XVI.
ALTERNATIVE DISPUTE RESOLUTION**

- A. **SUBMISSION TO BINDING ARBITRATION.** Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and company policy or matters arising under the provisions of the charter and should the members, by using their legal power and influence as members be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.
- B. **DETERMINATION BY BINDING ARBITRATION.** Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.
- C. **NOTICE.** Notice shall be given by such objecting or dissenting member(s) that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining member(s) at the address listed on the corporate books.
- D. **SELECTION OF ARBITRATOR.** The members shall then select an arbitrator within 60 days of the receipt of such notice of deadlock, up a unanimous vote of the members entitled to vote. The members shall reserve the right to replace the arbitrator by unanimous vote of the members entitled to vote.
- E. **INABILITY TO SELECT.** Should the members be unable to select an arbitrator or a successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with Florida Arbitration Code, Chapter 682 of the Florida Statutes. In the event Chapter, 682 of the Florida Statutes is found to be legally inapplicable for any reason whatsoever, the arbitration between the parties may be governed Section 718.1255 of the Condominium Act, except that the decision of the arbitrator shall be binding.
- F. **FINAL DECISION.** The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.
- G. **ENFORCEMENT.** To enforce these provisions, the Arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

**ARTICLE XVII.
INTERESTED DIRECTORS**

- A. **CONFLICT OF INTEREST.** No conduct or other transaction between the Association and one or more of its directors, or between the Association and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes if:
 - 1. The fact of such common directorship, officership or financial interest is disclosed or know to the Board or committee, and the Board or committee approves such contract or transaction by vote or votes of such interested director or directors; or

- 2. Such common directorship, officership or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
- 3. The contract transaction is fair and reasonable as to the Association at the time is approved by the Board, a committee or the members.

B. QUORUM. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which approves such contract or transaction.

**ARTICLE XVIII.
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of **Robert’s Rules of Order, Newly Revised**, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**ARTICLE XIX
DISSOLUTION**

This Corporation may be dissolved by the Board of Directors adopting a resolution recommending that the Corporation be dissolved, and having membership adopt a resolution to dissolve the Corporation, which resolution shall be adopted upon receiving, at least, a majority of the votes which members present at such meeting, or represented by proxy are entitled to cast. The Board of Directors shall recommend to the members a plan of distribution of assets, which plan may provide for the sale or disposal of all real property, if any, tangible personal property and the distribution of all receipts for said sales, together with all funds of the Corporation, on a pro-rata basis, directly to all current dues paying members as of ninety (90) days prior to the date of the adoption of the resolution to dissolve the Corporation. The plan of distribution shall be adopted by at least a majority of the votes which the members present such meeting or represented by proxy are entitled to cast.

DATED: _____

I hereby certify that the preceding is a true and correct copy of the By-Laws of adopted by the Board of Directors at their meeting held on the _____ day of _____, 20__.