

**BYLAWS
OF
HAMPTON HOMEOWNERS, INC.**
A Not-For-Profit Florida Corporation

**ARTICLE I.
NAME, REGISTERED OFFICE AND REGISTERED AGENT**

Section 1. **NAME.** The name of this corporation (hereinafter referred to as the "Association") is: **HAMPTON HOMEOWNERS, INC.**

Section 2. **REGISTERED OFFICE AND REGISTERED AGENT.**
The Board of Directors shall from time to time make the decision as to who shall be the registered Agent for the Association.

**ARTICLE II.
SEAL**

Section 1. **SEAL.** The seal of this Association shall have inscribed on it the name of this Association, the year of its organization and the words "Corporate Seal, State of Florida".

**ARTICLE III.
POWERS**

The Directors of this Association and the operation of the Association itself shall be governed by the bylaws.

**ARTICLE IV.
MEMBERSHIP**

Section 1. **MEMBERS.** All persons owning manufactured homes and leasing lots located in The Hamptons, Auburndale, Florida (the community) shall be eligible for membership in this Association. ~~@Membership is attained by paying the appropriate annual dues in effect at the time. Those persons or households paying annual dues shall become members in good standing, and will be entitled to all privileges including voting rights and meeting participation. Only members in good standing can participate in Hampton Homeowner Association governing functions.@~~

Section 2. **ASSOCIATE MEMBERS.** All persons renting a manufactured home in the Community shall be eligible for associate memberships. Associate members shall pay the same dues as members and shall be entitled to all benefits except that associate members shall have no voting rights.

Section 3. **MEMBERSHIP - CERTIFICATES.** No membership certificates shall be issued by the Association.

Section 4. **MEMBERSHIP DUES.** Membership dues shall be in an amount established by the Association Board of Directors. Dues shall be collected on an annual basis with yearly membership spanning 1 January - 31 December of any given year. The annual membership drive will begin on 1 October of any given year. All dues collected on or after 1 October will be credited toward payment of the next calendar year dues. Thus, new members joining on or after 1 October will become members of the Association immediately upon receipt of their dues and shall be afforded all rights and privileges of membership, even though their dues are credited toward the following calendar year membership period.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. **PLACE OF MEETINGS.** Meetings of the members shall be held at the office of the Association, the community clubhouse, or recreation hall or at any other place within the State of Florida that the Board of Directors or members may from time to time elect.

Section 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 first Thursday of February thereafter, 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 transact business in accordance with these Bylaws. If an annual meeting has not been called and held within six months after the time designated for the annual meeting, any member or members may call the meeting.

Section 3. **REGULAR MEETINGS.** Regular meetings of the members may be called at any time by the President or by the majority of the Board of Directors.

Section 4. **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. Special meetings 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

Association's secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

Section 5. **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 community 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 6. **NOTICE OF MEETINGS.** Notice of all regular or special meetings of the members, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meeting, shall be posted by the Secretary of the Association, or by the person authorized to call the meeting, in a conspicuous place on the community property at least fourteen (14) days prior to the meeting, but not more than sixty (60) days before the date named for the meeting. Notice of annual meeting shall be as set forth above except that all notices (and acceptable supporting documents) of annual meetings shall be sent by electronic mail to those residents whose email addresses are on record in the HOA Master Resident Database or by postal mail to member's address appearing on the books of the Association, and the mailing thereof shall constitute notice.

Section 7. **AFFIRMATION OF ANNUAL MEETING NOTICE.** An officer of the Association shall provide an affidavit affirming that the notices of the annual meeting were mailed, hand delivered or electronically transmitted in accordance with Section 6 hereof, and said statement shall be filed in this Association's records.

Section 8. **VOTING RIGHTS AND REGULATIONS.** In any regular or special membership meeting the owners of a manufactured home located on a lot in the community (unit) shall be entitled to cast one (1) vote for each unit. When a unit is owned by one (1) person, his or her right to vote shall be established by the record title of ~~%the his%~~ unit. %Multiple unit owners are entitled to one vote for each unit they own. Membership dues must be current for each unit, if the multi-unit owner chooses to cast a vote for each unit.% ~~%If a unit is owned by more than one (1) person or is under lease, the person entitled to east the vote for the unit shall be designated by a Certificate signed by all of the Record Owners of the unit and filed with the Secretary of the Association.%~~ In the event a unit is owned by a corporation the person entitled to cast the

vote shall be designated by Certificate signed by the officers of the corporation with the formalities required of a deed and filed with the Secretary of the Association. Such Certificate shall be valid until it is revoked or superseded by a subsequent Certificate or until the ownership of the unit is changed or recorded. For the purposes of this paragraph 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 unit is a condition precedent to that person's vote. In the event such a Certificate is not on file, the vote of such owner shall not be considered in determining whether a quorum is present nor for any other purpose, except if the home is owned jointly by a husband and wife. If 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 decisions 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 though 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.

Section 9. **PROXIES.** A member entitled to vote may vote in person or by proxy executed in writing by the member or his or her attorney in fact. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting in order 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 10. **QUORUM.** ~~①~~The presence in person or by proxy of—~~a~~

~~majority (50% +1)~~ (30%) of the members entitled to vote shall constitute a quorum at member meetings requiring a vote on any business of the corporation. All decisions or actions taken shall be made by a majority (50% +1) of the quorum in attendance and the affirmative vote of those members present shall be the act of the Association. In those instances where there is a quorum present at the beginning of any duly organized meeting, the members present can continue to do business until adjournment even though members have withdrawn from the meeting leaving less than a quorum present. Meetings of members for informational, reporting and discussion purposes may be held without the presence of a quorum. No action or other business requiring the vote of members may be taken without the presence of a quorum.

Section 11. **CONDUCT.** All meetings of the Association and its committees shall be conducted in accordance with Roberts' 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. %Any member may tape or video tape meetings of the Board of Directors and it's committees, except meetings between the Board of Directors or it's appointed homeowner's committee and the park owner.%

Section 12. **ORDER OF BUSINESS.** The order of business at all annual or special meetings of the members shall be as follows:

- A. Call to order
- B. Reading of minutes of previous meeting
- C. Report of officers
- D. Report of committees
- E. Election of directors (if election to be held)
- F. Unfinished business
- F. New business
- G. Non-Board members
- H. Adjournment

#The President has the authority to change or modify the order of business and to limit debate on any issue.#

Section 13. **MINUTES.** Minutes of all meetings of members %, the Board of Directors or it's committees,% shall be kept in a businesslike manner and shall be available #to be inspected and or copied# by members, or their authorized representatives, and board members at reasonable times. %"Draft" minutes will be posted on the clubhouse bulletin board for owner review and will be posted on the HOA Cloud for review and comment by board members within two (2) weeks after

a meeting is held. "Final" minutes are not required to be approved by board members, only "accepted" with noted changes by the Board President at the next meeting. "Accepted" minutes shall be posted on the HOA Cloud for board members and on the clubhouse bulletin board within 24 hours after a meeting. "Accepted" minutes shall be posted to the HOA website within one week of acceptance.% Each director vote or abstention from voting for each matter must be included in the minutes. %#The minutes shall be posted on the Homeowners Association bulletin board in the clubhouse#%. The Association shall retain these minutes for a period of not less than seven (7) years.

Section 14. **ADJOURNMENTS.** Any meeting of members may be adjourned. Notice of the adjourned meeting or of 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 adjourned meeting shall be given in compliance with Section 6 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 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 #shall make the record date 10 days before each meeting#. When a determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.~~

~~Section 16. **Section 15 VOTING LISTS.** The officer or agent having charge of the membership books of the Association shall make, #ten (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 a period of ten (10) days prior to 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

Section 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 of whom must be members in good standing.

Section 2. **TERM OF OFFICE.** Those persons named in the Articles of Incorporation as directors shall hold office and comprise the Board of Directors until the first meeting 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 remaining in even years. The directors shall hold office until their successors have been elected and have qualified.

Section 3. **REMOVAL - VACANCY.** Any director may be removed from the Board with or without cause, 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 by reason 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. A director elected to fill a vacancy shall hold office until the next election of directors.

Section 4. **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 that other capacity.

~~Section 5. **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 1. **NOMINATION.** Nomination for election to the Board of Directors shall be made by a Nominating Committee #and presented to the membership at the regular scheduled meeting immediately preceding the election. ~~Nominations may also be made from the floor must be made at least 30 days before the Annual meeting.~~ Nominations will be closed at that meeting. Once nominations are closed and the "secret written ballot" mentioned in section 2 is prepared the only way a candidate can withdraw from the election is by a written letter to the nominating committee chairman. Once that is done, the person will be taken off the ballot and cannot re-enter the election. No candidate can withdraw 10 days before the election.# The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. All candidates must be homeowners who hold a legal title to their residency.

Section 2. **ELECTION.** Election to the Board of Directors shall be by secret written ballot. The election shall be held the third Thursday of each January. At such election the members #of good standing# or their proxies 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. #Election results will be posted on the Homeowners Association bulletin board with the vote total for each candidate.# Voter verification and ballot counting shall be witnessed by at least two Association members. Relatives of Board Members are excluded. Completed ballots shall be secured for 90 days after the election.

**ARTICLE VIII.
MEETINGS OF DIRECTORS**

Section 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 upon 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 community property at least forty-eight (48) hours in advance, except in an emergency.

Section 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 community 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 expenditure of reserve funds is to be considered, shall specifically contain a statement that expenditure of reserve funds is to be considered and the nature of said expenditure.

Section 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 or a majority of the Board of Directors, may be made by means of a designated officer or member of the Board polling 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. Minutes of any emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise, shall be filed by 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 community 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 re-designation of the Homeowners Committee, filling vacancies on the Board of Directors of officers of 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 4. **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 community property within fourteen (14) days after the date of the written agreement.

Section 5. **OPEN MEETINGS.** All regular and special meetings of the Board of Directors shall be open to all members of the Association.

Section 6. **QUORUM.** A majority of the number of directors shall constitute a quorum for the transaction of business. 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 the 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, 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 7. **NOTICE OF DIRECTORS MEETINGS.** Notice of Directors meetings shall be posted in a conspicuous place upon the community property at least forty-eight (48) hours in advance, except for emergency meetings. Notice of any Directors meeting in which in which expenditure of reserve funds is to be considered, &shall specifically contain a statement that expenditure of reserve funds is to be considered and the nature of said expenditure.&

Section 8. **WAIVER OF NOTICE.** A director may waive, in writing, 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 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 9. **MINUTES.** Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall be available #to be inspected and or copied# by members, or their authorized representatives, and Board members at reasonable

times. #Also the minutes will be posted on the Homeowners Association bulletin board in the clubhouse.# The Association shall retain these minutes for a period of not less than seven (7) years.

Section 10. **PARLIAMENTARIAN.** The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

#Section 11. **INFORMAL PREPARATORY MEETINGS.** Informal preparatory meetings may be held by the board to discuss issues that are relevant to the Homeowners Association. No minutes or binding votes will be taken.#

Section 12. **CLOSED MEETINGS.** Committee or Board meetings held for personnel reasons or with attorneys regarding litigation are not open to members. Telecons, video conferencing, and emails are permitted for participation, except email will not be allowed for voting.

ARTICLE IX. OFFICERS

Section 1. **ENUMERATION OF OFFICERS.** The officers of the Board of Directors and the Association shall be one and the same and shall be a president, a vice president, a secretary and treasurer, and such other officers as the Board may from time to time by resolution create. All officers shall at all times, be members of the Board of Directors and no officers may be elected or appointed who are not members of the Board of Directors.

Section 2. **ELECTION OF OFFICERS.** The election of officers shall take place at a special meeting of the newly elected board members to be held after the election and prior to the annual meeting. #Only full time residents of the community can be elected as officers. Full time residency is defined as a minimum of 9 months living in the community.# The officers shall assume their responsibilities immediately following the adjournment of each annual meeting of the members. +The President shall designate another board member to be in charge in the instance where all other officers will be absent from the park.+

Section 3. **TERM.** The officers shall be elected annually by the Board of Directors and each shall hold office for one year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 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. Such additionally elected officers shall be chosen from the Board of Directors and shall at all times be members of the Board of Directors.

Section 5. **COMMITTEES.** The Board may appoint regular and special committees, not to exceed five (5) members, to serve for the purposes designated by the Board and for such terms as determined by the Board.

Section 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.

Section 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 for the remainder of the term of the officer he or she replaces.

Section 8. **MULTIPLE OFFICES.** The offices of president and secretary may not be held by the same person.

Section 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 & checks and promissory notes, and shall have all of the powers and duties which are usually vested in the office of the president of a corporation.

B. **Vice President:** The vice president shall act in the place and stead 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. &The Vice-President shall be authorized to co-sign checks.&

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; 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; 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 &co-sign checks and promissory notes of the Association;& keep proper books of account;& &shall cause an annual audit of the Association books to be made by a public accountant or audit committee 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. 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, except when the past president continues his or her's current term of elected office as a board member or has been re-elected to a directorate position on the Board of Directors.

Section 10. **COMPENSATION.** The officers shall serve without compensation.

Section 11. **TRAINING.** Within 90 days of being elected or appointed to the Board, each director shall certify by affidavit to the secretary that they have read %all the documents that govern the operation of both the board and the community% %the association's Articles of Incorporation, Bylaws, and the park owner's Prospectus, lease agreements, Rules and Regulations and any written policy% and they will uphold such documents to the best of their ability and they will faithfully discharge their fiduciary responsibilities to the members. The directors also have the option to complete

training as approved by the Florida Division of Mobile Homes. A certificate of training must be submitted no later than 90 days after assuming the position on the board. Directors failing to complete the training requirement will be suspended until the necessary certification is completed. Certification will be retained by the secretary for five years and make such certification available for member inspection if requested.

ARTICLE X.

ACCOUNTING RECORDS: FISCAL MANAGEMENT: ASSESSMENTS

Section 1. **BOOKS AND RECORDS.** The Association shall keep correct and complete books and records of account including all receipts and expenditures. #A member or their authorized representative is entitled to inspect and or copy at reasonable times any of the books and records in accordance with the Florida Statute 617.1602 if the member gives the Association written notice of his or her demand five (5) days before the date on which he or she wishes to inspect and or copy. The Association may impose a reasonable charge covering the costs of labor and materials for copying of any documents provided the member. The charge may not exceed the estimated cost of production or reproduction of the records.# 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 the 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 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 set forth 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 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. 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: attorneys fees and costs, litigation expense, liability insurance premiums, expenses associated with statutory requirements, or actions involving disputes with the management #and or owners of the community.# Such items as listed above but not limited to those items.

Section 3. **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 (or email) a meeting notice and copies of the proposed annual budget of expenses to the members ~~not less than~~ at least thirty (30) days prior to 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 at 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, the budget shall be adopted.

&Section 4. **RESERVES:** The Board of Directors shall develop polices and shall retain or develop financial reserves it deems adequate to provide reasonable financial stability of the Association and continuity of HOA operations. The Board of Directors may establish Specified Reserve Funds or General (unspecified) Reserve Funds. Specified Reserve Funds are created in anticipation of future significant expenditures to meet a specific purpose. General reserve funds are used to fund unanticipated expenses of a lesser amount, to include budget shortfalls which may occur due to unexpected expenses. The amount of the Reserve Funds shall be reviewed and approved annually by the Board of Directors in conjunction with approval of the annual budget. Notice of any meeting, regular or special, in which expenditure of reserve funds is to be considered, shall specifically contain a statement that expenditure of reserve funds is to be considered and the nature of said expenditure. Expenditure of any and all reserve funds requires the approval of two-thirds of the members of the Board of Directors at a meeting at which a quorum of the Board of Directors is present.&

&Section 5. **INCOME.** Dues and other sources of income shall total an amount no less than is required to provide funds in advance for all anticipated operating expenses. The total income shall be of sufficient magnitude to ensure the adequacy and availability of cash to meet all expenses in any calendar year.&

&Section 6. **REVENUE - EXCESS - DEFICIT.** In the event that the fiscal year ends with a net profit, all money in excess of expenses will be transferred from the operating ~~budget~~ account to General Reserve funds or to the operating account for the next fiscal year at the Board's discretion. If there exists any deficiency which results from there being greater operating expenses than income, such deficit shall be funded using the General Reserve Fund upon approval of the Board of Directors.&

Section 7. **DEPOSITORY.** The depository of the Association shall be such bank or banks ~~#~~or reputable financial institutions~~#~~ 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 only by checks signed by such persons as are authorized by the Board.

&Section 8. **Authority to Disperse Funds.** The Treasurer shall disburse funds as directed by a resolution of the Board of Directors provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the current budget adopted by the Board of Directors. The Treasurer, Vice President or President shall sign all checks and notes of the Association. The signature of two officers of the Board will be required on every check.&

ARTICLE XI. FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall ~~have a fiduciary relationship to the members.~~ Act on behalf of the Association members in a relationship of trust and confidence.

**ARTICLE XII.
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 by 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 XIII.
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a 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 amendments of the Bylaws are to be considered shall contain a statement that amendments to the Bylaws shall be considered.

**ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this Association may be amended by majority (50% +1) vote of the members. The notice of any meeting at which amendment of the Articles of Incorporation are to be considered shall contain a statement that amendments to the Articles of Incorporation shall be considered.

**ARTICLE XV.
LOANS**

No loans shall be contracted on behalf of the Association, and no evidences 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.
DEADLOCK**

A. SUBMISSION TO 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 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 addresses 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, upon 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 the Florida Arbitration Code, Chapter 682 of the Florida Statutes.

I. FINAL DECISION. The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.

J. 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 contract 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, officer-ship or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. Such common directorship, officer-ship 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 or transaction is fair and reasonable as to the Association at the time it 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.
DISSOLUTION

The Association may be dissolved by approval of a resolution to dissolve by a majority of the members, to include proxies, in attendance at a meeting called for the purpose of dissolving the Association. The Board Directors shall recommend a plan for distribution of association assets, to include disposal of any property and association funds, to be divided equally among members in good standing. The plan should be approved by a majority of the members, to include proxies, in attendance at the meeting.

DATED: March 24, 1998

I hereby certify that the foregoing is a true and correct copy of the Bylaws as adopted by the Board of Directors at

their meeting held on the 24th day of March, 1998.

BY: _____
Donald Hamilton, President

AMENDED 5/21/02:

***-* By laws, Page 1: ARTICLE IV, Sec. 1 – MEMBERS**

BY: _____
Garry Bixby, President

AMENDED 12/08/04:

#-# BYLAWS PAGE 4: ARTICLE V, Sec. 10 - QUORUM – see below*
#-# BYLAWS PAGE 5: ARTICLE V, Sec. 12 - ORDER OF BUSINESS
#-# BYLAWS PAGE 5: ARTICLE V, Sec. 13 - MINUTES
#-# BYLAWS PAGE 6: ARTICLE V, Sec. 15 - FIXING OF RECORD DATE
#-# BYLAWS PAGE 6: ARTICLE V, Sec. 16 - VOTING LISTS
#-# BYLAWS PAGE 7: ARTICLE VII, Sec. 1 - NOMINATION
#-# BYLAWS PAGE 8: ARTICLE VII, Sec. 2 - ELECTION
#-# BYLAWS PAGE 10: ARTICLE VIII, Sec. 9 - MINUTES
#-# BYLAWS PAGE 10: ARTICLE VIII, Sec. 12 - INFORMAL PREP. MTGS
#-# BYLAWS PAGE 11: ARTICLE IX, Sec. 2 - ELECTION OF OFFICERS
#-# BYLAWS PAGE 13 ARTICLE X, Sec. 1 - BOOKS & RECORDS
#-# BYLAWS PAGE 14: ARTICLE X, Sec. 2E - FISCAL YEAR
#-# BYLAWS PAGE 14: ARTICLE X, Sec. 5 - DEPOSITORY

BY: _____
DICK WILBERS, PRESIDENT

AMENDED 1/25/05

++ BYLAWS PAGE 11: ARTICLE IX, Sec. 2 –ELECTION OF OFFICERS

BY: _____
DICK WILBERS, PRESIDENT

AMENDED 7/17/08:

@-@ BYLAWS PAGE 1: ARTICLE IV, Sec. 1 - MEMBERS

@-@ BYLAWS PAGE 4: ARTICLE V, Sec. 10 - QUORUM

BY: _____

DICK LUDWIG, PRESIDENT

AMENDED 11/18/10

&-& BYLAWS PAGE 8: ARTICLE VIII, Sec. 2 – SPECIAL MEETINGS

**&-& BYLAWS PAGE 9: ARTICLE VIII, Sec. 7 – NOTICE OF DIRECTORS
MEETINGS**

&-& BYLAWS PAGE 11: ARTICLE IX, Sec. 9A – DUTIES, PRESIDENT

&-& BYLAWS PAGE 11: ARTICLE IX, Sec. 9B – DUTIES, VICE PRESIDENT

&-& BYLAWS PAGE 12: ARTICLE IX, Sec. 9D – DUTIES, TREASURER

&-& BYLAWS PAGE 13: ARTICLE X, Sec. 3 - BUDGET

&-& BYLAWS PAGE 14: ARTICLE X, Sec. 4 – RESERVES

&-& BYLAWS PAGE 14: ARTICLE X, Sec. 5 – INCOME

&-& BYLAWS PAGE 14: ARTICLE X, Sec. 6 – REVENUE-EXCESS OR DEFICIT

**&-& BYLAWS PAGE 15: ARTICLE X, Sec. 8 – AUTHORITY TO DISPERSE
FUNDS**

BY: _____

RONALD BUTLER, PRESIDENT

AMENDED 3/20/2014

ADDITIONS HAVE BEEN DENOTED BY UNDERLINING

BYLAWS: ARTICLE IV, Section 4. MEMBERSHIP DUES (ADD)

BY: _____

MICHAEL BARRY, PRESIDENT

AMENDED 11/19/15

ADDITIONS HAVE BEEN DENOTED BY UNDERLINING

~~DELETIONS HAVE BEEN DENOTED BY STRIKE THROUGH~~

BYLAWS: ARTICLE IV, Section 1. MEMBERS

BYLAWS: ARTICLE V, Section 4. SPECIAL MEETINGS

BYLAWS: ARTICLE V, Section 6. NOTICE OF MEETING

**BYLAWS: ARTICLE V, Section 7. AFFIRMATION OF ANNUAL MEETING
NOTICE**

BYLAWS: ARTICLE V, Section 9 . PROXIES

BYLAWS: ARTICLE V, Section 10. QUORUM

BYLAWS: ARTICLE V, Section 13. MINUTES

BYLAWS: ARTICLE V, Section 15. FIXING OF RECORD DATE (DELETE)

BYLAWS: ARTICLE V, Section 15. VOTING LIST

BYLAWS: ARTICLE VI, Section 5. FIDUCIARY DUTIES (DELETE)

BYLAWS: ARTICLE VII, Section 1. NOMINATION
BYLAWS: ARTICLE VII, Section 2. ELECTION
BYLAWS: ARTICLE VIII, Section 12. CLOSED MEETINGS (ADD)
BYLAWS: ARTICLE IX, Section 5. COMMITTEES
BYLAWS: ARTICLE IX, Section 9F. PAST PRESIDENT DUTIES
BYLAWS: ARTICLE IX, Section 11. TRAINING
BYLAWS: ARTICLE X, Section 3. BUDGET
BYLAWS: ARTICLE X, Section 6. REVENUE
BYLAWS: ARTICLE XI, FIDUCIARY RELATIONSHIP
BYLAWS: ARTICLE XVIII, DISSOLUTION (ADD)

BY: _____
RICHARD MOYER, PRESIDENT

AMENDED 11/17/2016

ADDITIONS HAVE BEEN DENOTED BY UNDERLINING
~~DELETIONS HAVE BEEN DENOTED BY STRIKE THROUGH~~

%BYLAWS ARTICLE V, Section 8. VOTING RIGHTS AND REGULATIONS
%BYLAWS ARTICLE V, Section 11. CONDUCT
%BYLAWS ARTICLE V, Section 13. MINUTES
%BYLAWS ARTICLE IX, Section 11 TRAINING

BY: _____
MICHAEL BARRY, PRESIDENT