

BYLAWS OF THE
HACIENDA VILLAGE HOMEOWNERS
ASSOCIATION OF NEW PORT RICHEY, INC.
A 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: HACIENDA VILLAGE HOMEOWNERS ASSOCIATION OF NEW PORT RICHEY, INC. The mailing address of the corporation is 7500 Granada Ave., New Port Richey, Florida 34653.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT.

The address of the registered office of this Association and registered agent at said address is: the current Treasurer of the Association.

ARTICLE II. SEAL

Section 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

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 mobile homes and leasing lots located in Hacienda Village Mobile Home Park, New Port Richey, Florida (the Park) shall be eligible for membership in this Association, except that any person related to the Park owner, including but not limited to employees, agents, shareholders, officers, directors, partners or relatives by blood or marriage, shall not be eligible for any type of membership. These restrictions may be waived by a majority vote of the Board.

Section 2. MEMBERSHIP DUES AND ASSESSMENTS. Membership dues shall be in an amount established by the Association Board of Directors. The dues collected shall be allocated by the Board of Directors between the general fund and legal fund apportioned at their discretion. Failure to make payment of Association dues or assessments shall result in loss of all membership rights and privileges. Dues shall be collected on an annual basis with yearly membership spanning January 1 – December 31 of any given year. The annual membership drive will begin on October 15 of any given year. All dues collected on or after October 15 will be credited toward payment of the next calendar year dues. Thus, new members joining on or after October 15 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. Residents who become members prior to July 1 of the current year shall pay full dues. Residents who become members after July 1 of the current year shall be assessed fifty (50) percent of the annual dues.

Residents who are former members of the Association shall pay full dues when they rejoin regardless of what time of the year they renew. Membership in the Association is terminated immediately when a resident is no longer a bona fide homeowner in the Park.

Section 3. MEMBERSHIP CERTIFICATES. No membership certificates will be issued.

Section 4. MEMBERS IN GOOD STANDING: "Members in good standing" are defined as those members who are current in payment of all Association dues or assessments and who are in compliance with the Articles of Incorporation, Bylaws and Regulations of the Association.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of the members shall be held at the Park 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, select.

Section 2. ANNUAL MEETINGS. The annual meeting of the members shall be held on the third Monday of December at 7:00 p.m., or at such place and time as specified by the Board. In the event the annual meeting date falls on a legal holiday, the meeting may be rescheduled. New Directors shall be installed and seated at the annual meeting. 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 MONTHLY MEETINGS. Regular monthly meetings shall be held on the third Monday of each month at 7:00 p.m. Meetings may be cancelled during the summer months at the discretion of the Board. In the event a regular meeting date falls on a legal holiday, the meeting may be rescheduled.

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%) per cent of the members sign, date, and deliver one or more written demands for the meeting to the Secretary. Said demands must describe the 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%) per cent 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 6. NOTICE OF MEETINGS. Written notice of all special or regular monthly 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 given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be electronically sent or hand delivered to each member at least fourteen (14) but not more than sixty (60) days before the date named for the meeting. Unless waived, the notice of the annual meeting shall be mailed, hand delivered, or electronically transmitted to each member of record, and shall constitute notice. In addition, the notice of all meetings shall be posted in a conspicuous place on the Park property.

Section 7. AFFIRMATION OF NOTICE. An officer of the Association shall provide an Affidavit affirming that the notices were mailed, electronically transmitted, or hand delivered and posted in a conspicuous place on the Park property, in accordance with Section 6 hereof and said statement shall be filed in the Association's records

Section 8. WAIVER OF NOTICE. Members may waive notices of all meetings in writing either before or after the meeting, and the waiver shall be deemed the equivalent of giving notice.

Section 9. VOTING RIGHTS. In any regular or special membership meeting the owners in good standing of a mobile home located on a lot in the Park (unit) shall be entitled to cast one (1) vote for each unit. An "owner" for purposes hereof is the owner of a mobile home unit situated in Hacienda Village, evidenced, if necessary, for the proof thereof, by appropriate title and registration documents issued by the Florida Department of Transportation. In the event the parties do not designate a voting member, the following provisions shall apply:

- A. If both parties 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.
- B. If only one (1) party is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote.

Section 10. PROXIES. A member entitled to vote may vote in person or by limited proxy executed in writing by the member or his or her attorney in fact, on forms sent to the member by the Board. 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 limited proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meeting 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 by the member executing it.

Section 11. QUORUM. The presence in person or by proxy of twenty (20) % of the Association membership entitled to vote shall constitute a quorum at member meetings requiring a vote on any business of the Association, except that related to the exercise of the rights provided in Chapter 723.071, Florida Statutes. The exercise of the right to purchase the Park as set forth in Chapter 723.071, Florida Statutes, requires a quorum to be a majority (50% + 1) of the members. Therefore, for all meetings of the members relating to the exercise of the rights provided in Chapter 723.071, Florida Statutes, the presence in person or by proxy of a majority (50% + 1) of the members entitled to vote shall constitute a quorum. Decisions shall be made by a majority of members represented at a meeting at which a quorum is present 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 12. CONDUCT. All meetings of the Association and its committees shall be conducted in accordance with the Bylaws of the Association and Robert's Rules of Order. 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. In the event of a conflict between such Rules with specific provisions of these bylaws, these bylaws shall control. In order to insure the orderly progress of business at all meetings of the membership, both regular and special, all motions dealing with substantive matters or issues shall be in writing and shall be delivered to the President and to the Board not later than noon on the Friday preceding a regular third Monday Association meeting, or noon on the fourth day preceding a special meeting of the Association; otherwise, said motion or motions may, at the discretion of the President or other presiding officer, be continued for consideration at the next regular or special meeting of the Association.

Section 13. ORDER OF BUSINESS. The order of business at all annual, regular monthly or special meetings of the members shall be as follows:

- A. Roll Call of Board members
- B. Proof of notice of meeting or waiver of notice
- C. Reading and approval of minutes
- D. Report of officers
- E. Report of committees
- F. Election of directors (if election to be held)
- G. Unfinished business
- H. New Business
- I. Adjournment.

Section 14. MINUTES. Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than five (5) years.

Section 15. 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, further notice of the adjourned meeting shall not be required.

Section 16. VOTING LISTS. The officer or agent having charge of the membership records of the Association shall make, at least two (2) 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 subject to an inspection by 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, hereinafter referred to as the "Board", composed of not more than seven (7) nor less than three (3) directors, none of whom need to be a resident of the State of Florida. All directors must both live in the Park and be members in good standing of the Association for at least one year. Members of the same household cannot serve on the Board during the same term.

The number of Board members may be changed by a unanimous vote of the Board of Directors.

Section 2. TERM OF OFFICE. A Director shall hold office for a term of two (2) years, and shall be elected so that the terms of a majority of directors will expire in odd numbered years, and the terms of the remaining directors will expire in even numbered years. The Directors shall hold office until their successors have been elected and installed. There shall be no restriction on the number of terms for which a Director of this Association shall be elected.

Section 3. REMOVAL-VACANCY. Any member of the Board of Directors may be recalled and removed from office with or without cause by the vote of or agreement in writing by a majority of all members. 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. Electronic transmission may not be used as a method of giving notice of a meeting called in whole or in part for this purpose. 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. A director appointed to fill a vacancy shall hold office until the next scheduled 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 the Director's 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.

Section 6. BOARD MEMBER TRAINING. Within ninety (90) days after being elected or appointed to the Board, a newly elected or appointed Director shall certify by an affidavit in writing to the Secretary of the HOA that he or she has read the current Articles of Incorporation, rental agreements, rules and regulations, and written policies that he or she will work to uphold such documents and policies to the best of his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the HOA members. The Secretary of the HOA shall retain a Board Member's written certification for inspection by the members for five (5) years after the Board Member's election or the duration of the Board Member's uninterrupted tenure, whichever is longer.

ARTICLE VII. NOMINATION & ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee, composed of a Chairman and two other Association members. The President, with concurrence of the Board of Directors, shall at the October Board of Directors' meeting appoint the Nominating Committee. 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 to be filled. Nominations by the Committee shall be subject to the approval of the candidate prior to presentation to the membership. Nominations shall be presented to the membership at the November general membership meeting. Nominations for all Director positions open for election may also be made from the floor at the November meeting. The Nominating Committee shall announce said nominations at the regular November meeting and publish said nominations in the December resident's Newsletter.

Nominations shall be closed at the end of the November meeting. An election is not required unless there are more candidates nominated than vacancies that exist on the board.

Section 2. ELECTION. At the November monthly meeting, the President shall appoint a Chairperson for the Election Committee who will select four (4) other members to assist at the polls. The election will take place by written ballot cast by the members at the clubhouse between the hours of 10:00 AM. and 4:00 P.M. on the day of the December monthly meeting. If not available to vote in person, members may vote by absentee ballot. Absentee Ballots will be available from the chairperson of the Election Committee or designated member in his absence and MUST be returned to the Election Committee or designated member by noon on the day of the election. Once an Absentee Ballot is distributed to a unit, no other form of voting will be permitted for that unit for the Monthly and/or special meeting for which the ballot was issued. No proxy, limited or general, shall be used in the election of Board members. The election is to be supervised, and votes counted by, the election committee, not to include current Board members or spouses nor current candidates or spouses. Elections shall be decided by a plurality of the ballots cast. If two or more candidates receive the same number of votes and none of the candidates choose to withdraw from the election, the winner will be decided by a coin toss. Any vacancies will be filled by the Board. Election results, to include vote counts for each nominee, will be announced at the December monthly meeting and posted in a conspicuous place upon the Park property.

ARTICLE VIII. MEETINGS OF THE BOARD

Section 1. REGULAR MEETINGS. Regular meetings of the Board 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 a regularly scheduled meeting date fall on a legal holiday, the meeting may be rescheduled. Notice of the date, time and place of all regular meetings of the Board shall be posted in a conspicuous place upon the Park property at least forty-eight (48) hours in advance, except in an emergency.

Section 2. SPECIAL MEETINGS. Special meetings of the Board shall be held when called by the President of the Association, or by any two Directors, after not less than forty-eight (48) hours' 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 3. EMERGENCY MEETINGS. Emergency meetings of the Board shall be held when called by the President of the Association, or by any two Directors. Emergency meetings of the Board may be held by telephone conference. Emergency decisions, as determined by the President or a majority of the Board, 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 Park property within fourteen (14) days after the date of the emergency meeting.

Section 4. ACTION BY WRITTEN AGREEMENT. The Board 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 and the written agreement is posted in the same manner as all other notices within fourteen (14) days after the date of the written agreement.

Section 5. OPEN MEETINGS. Regular and special meetings of the Board shall be open to all members of the Association. The right to attend meetings of the board of directors and its committees includes the right to speak at such meetings with reference to all designated agenda items. Any member may audio record or videotape meetings of the board of directors and its committees, except meetings between the board of directors or its appointed homeowners' committee and the park owner. Any member audio or video recording a meeting must announce this intention at the beginning of the meeting.

Section 6. 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.

Section 7. 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 a meeting of the Board by signing the minutes thereof, or a specified sign-in sheet, 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 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. MEETINGS BY TELECOMMUNICATIONS. A board or committee member's participation in a meeting via telephone, real-time videoconferencing, 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 by telephone may be heard by the board or committee members attending in person, as well as by members present at a meeting.

Section 9. Members of the Board of Directors may use e-mail as a means of communication but may not cast a vote on an association matter via e-mail.

Section 10. NOTICE OF DIRECTORS MEETING. 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 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 11. WAIVER OF NOTICE. A Director may waive in writing notice of a regular or special meeting of the Board either before or after the meeting and that waiver shall be deemed the equivalent of giving 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 12. 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. 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 Association shall retain these minutes for a period of not less than five (5) years.

ARTICLE IX. OFFICERS

Section 1. ENUMERATION OF OFFICERS. The officers of the Board and the Association shall be one and the same and shall be a President, a Vice President, a Secretary and a 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 and no officers may be elected or appointed who are not members of the Board.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at a meeting of the new Board within ten (10) days following the annual meeting of the members at which Board members were elected.

Section 3. TERM. The Officers shall be elected annually by the Board 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 and shall, at all times, be members of the Board.

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 hold office until the next scheduled election of directors.

Section 8. MULTIPLE OFFICES. No Board member may hold more than one office at a time.

Section 9. DUTIES. Duties of the officers are as follows:

- A. President: The president shall preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, and, if determined by resolution of the Board, shall co-sign all 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 by the Board.
- C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board 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 and of the members; and shall perform such other duties as may be required by the Board.
- D. Treasurer: The treasurer shall be responsible for the receipt and deposit in appropriate bank accounts of all of the monies of the Association and shall disburse such funds to pay reasonable and proper bills of indebtedness of the Association in the regular course of business insofar as these expenditures do not exceed the amount budgeted for that category or as directed by resolution of the Board; shall sign all checks and cosign all promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the books each fiscal year to be made by an experienced accountant approved by the board; and shall issue annual Association financial statements, including profit & loss and balance sheet, within 60 days of the end of the fiscal year to conform with corporate and governmental requirements, and make copies available to each member wishing to have a copy.
In the event that either the Secretary or Treasurer is a part time resident of Hacienda Village, the offices may be combined and held by either the Secretary or Treasurer during the absence of the other. To ensure the orderly progression of the affairs and finances of the Association throughout the year, either the Secretary or Treasurer shall be a full-time resident of Hacienda Village, who shall then hold the combined offices of the Secretary and Treasurer as herein before set forth during periods of absence of the other officer.

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.

Ex Officio: The immediate past president of the Association may become an "ex officio" member of the Board and shall have no voting rights on the Board, acting in an advisory position only.

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

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. 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 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.
- C. All records and disbursements shall be on a modified cash basis of accounting, with expenses being recorded as disbursements are made and receipts being recorded at the time of receipt, including accruals and deferrals.
- D. The Board shall have the discretion to allocate the annual dues between reserves, i.e. legal funds, future expenses and current expenses.

Section 3. **LIMITATION ON EXPENDITURES.** The Board of Directors is authorized to expend an amount not in excess of one thousand dollars (\$1,000.00) for any expenditure approved by the majority of the Board of Directors with the exception of office supplies and HOA functions. Expenditures over one thousand dollars (\$1,000.00) must be approved by the membership at a duly called and convened meeting. The Board of Directors is authorized to expend corporate funds for the payment of all professional services without the prior approval of the membership.

Section 4. **RESERVE ACCOUNT:** The Association, by and through the Board of Directors, is authorized to maintain a reserve account for legal contingencies. Expenditures from the reserve account shall be limited to matters of dispute with the Park owner or management concerning those subjects described in F.S. Section 723.037, which specifically include an objectionable increase in the lot rental amount, diminishment of service provided either by the Park owner or on the Park owner's behalf, or a change to the Park's rules and regulations. The minimum legal reserve account shall be seventeen thousand (\$17,000) dollars.

Section 5. **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 exists 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 6. DEPOSITORY. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board in which the money of the Association shall be deposited. Withdrawal of money from such account shall be only by checks signed by such persons as are authorized by the Board.

ARTICLE XI. FIDUCIARY RELATIONSHIP

Section 1. FIDUCIARY RELATIONSHIP. The officers and directors of the Association shall have a fiduciary relationship to the members.

Section 2. FIDELITY BONDING. All Directors and officers who control or disburse funds of the Association may be covered by fidelity bonds during their terms of office. The Association shall pay the cost of all such bonding.

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. Appropriate insurance coverage shall be provided by the Association as necessary with the approval of the Board.

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 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. Such authority may be general or confined to specific instances.

ARTICLE XVI. DEADLOCK

Section 1. 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 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.

Section 2. 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.

Section 3. 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.

Section 4. 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.

Section 5. 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.

Section 6. FINAL DECISION. The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.

Section 7. 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

Section 1. 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, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purposes if:
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 purposes without counting the vote or votes of such interested director or directors;

or 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 the contract or transaction is fair and reasonable to the Association at the time it is approved by the Board, a committee or the members.

Section 2. 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.

These bylaws were approved by the Hacienda Village HOA membership at the monthly general meeting held on October 21, 2019.

Linda Beck, President

Corrections / updates approved by the Board November 7, 2022

Linda Beck, President

Article V. MEETINGS OF MEMBERS

Section 14. MINUTES. The Association shall retain these minutes for a period of not less than ~~seven (7)~~ **years. Replaced with: five (5) years**

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, hereinafter referred to as the "Board", composed of not more than ten (10) nor less than three (3) directors, none of whom need to be a resident of the State of Florida. All directors **must be both residents of the Park and members in good standing of the Association for at least one year.** The number of Board members may be changed by a unanimous vote of the Board of Directors. **Added residency and membership one year requirement**

ARTICLE VII. NOMINATION & ELECTION OF DIRECTORS

Section 2. ELECTION. ~~Only nominees receiving a majority of votes cast will be elected to the Board.~~ **Replaced with: Elections shall be decided by a plurality of the ballots cast.** Any vacancies will be filled by the Board. **Inserted: If two or more candidates receive the same number of votes and none of the candidates choose to withdraw from the election, the winner will be decided by a coin toss.** Election results, to include vote counts for each nominee, will be announced at the December monthly meeting and posted in a conspicuous place upon the Park property.

ARTICLE VIII. MEETINGS OF THE BOARD

Section 12. MINUTES. The Association shall retain these minutes for a period of not less than ~~seven (7) years.~~ **Replaced with: five (5) years**

ARTICLE IX. OFFICERS

Section 7. VACANCIES. The officer appointed to such vacancy ~~shall serve for the remainder of the term of the officer he or she replaces.~~

Replaced with: shall hold office until the next scheduled election of directors.

Corrections / updates approved by the Board December 11, 2023

Dan Dooley, President

ARTICLE X. ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS

Section 4. RESERVE ACCOUNT: The Association, by and through the Board of Directors, is authorized to maintain a reserve account for legal contingencies. Expenditures from the reserve account shall be limited to matters of dispute with the Park owner or management concerning those subjects described in F.S.

Section 723.037, which specifically include an objectionable increase in the lot rental amount, diminishment of service provided either by the Park owner or on the Park owner's behalf, or a change to the Park's rules and regulations. The minimum legal reserve account shall be ~~twenty thousand (\$20,000) dollars.~~

Replaced with: seventeen thousand (\$17,000) dollars.

Updates approved by the unanimous vote of members at the monthly meeting October 21, 2024

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, hereinafter referred to as the "Board", composed of not more than ten (10) nor less than three (3) directors, none of whom need to be a resident of the State of Florida. All directors must be both residents of the Park and members in good standing of the Association for at least one year. **Members of the same household cannot serve on the Board during the same term.** The number of Board members may be changed by a unanimous vote of the Board of Directors.

Added restriction for members of the same household.

Corrections / updates approved by the Board April 7, 2025

Sue Bruce, President

ARTICLE V. MEETINGS OF MEMBERS

Section 2. ANNUAL MEETINGS. The annual meeting of the members shall be held on the ~~third Monday of January~~ at 7:00 p.m., or at such place and time as specified by the Board. In the event the annual meeting date falls on a legal holiday, the meeting may be rescheduled. New Directors shall be installed and seated at the annual meeting. 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.

Change to third Monday of December

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, hereinafter referred to as the "Board", composed of ~~not more than ten (10)~~ nor less than three (3) directors, none of whom need to be a resident of the State of Florida. All directors must be both ~~residents of the Park~~ and members in good standing of the Association for at least one year. Members of the same household cannot serve on the Board during the same term. The number of Board members may be changed by a unanimous vote of the Board of Directors.

Change to not more than seven (7)

Change residents of the Park to must live in the Park

ARTICLE VII. NOMINATION & ELECTION OF DIRECTORS

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee, composed of a Chairman and two other Association members. The President, with concurrence of the Board of Directors, shall at the October Board of Directors' meeting appoint the Nominating Committee. 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 to be filled. Nominations by the Committee shall be subject to the approval of the candidate prior to presentation to the membership. Nominations shall be presented to the membership at the November general membership meeting. Nominations for all Director positions open for election may also be made from the floor at the November meeting. The Nominating Committee shall announce said nominations at the regular November meeting and publish said nominations in the December resident's Newsletter. Nominations shall be closed at the end of the November meeting.

~~If there are only enough nominees to fill the vacancies on the Board, the slate of nominees will be presented to the membership for a vote, whether to accept or reject. If approved by the majority of the membership, the secretary will cast one ballot for the election. If not approved, all nominees will be on the~~

~~ballot to be voted on at Election Day.~~

Delete and replace with An election is not required unless there are more candidates nominated than vacancies that exist on the board.

ARTICLE VIII. MEETINGS OF THE BOARD

Section 5. OPEN MEETINGS. Regular and special meetings of the Board shall be open to all members of the Association.

Add to this section:

The right to attend meetings of the board of directors and its committees includes the right to speak at such meetings with reference to all designated agenda items. Any member may audio record or videotape meetings of the board of directors and its committees, except meetings between the board of directors or its appointed homeowners' committee and the park owner. Any member audio or video recording a meeting must announce this intention at the beginning of the meeting.

ARTICLE VIII. MEETINGS OF THE BOARD

~~Section 13. BUDGET. The annual budget of the Association may be adopted by the members or by the Board as determined by resolution of the Board. If the budget is to be adopted by the Board, the members shall be given notice of the time and place in the usual manner of notification at least seven (7) days prior to the meeting of the Board at which the budget will be considered. This meeting shall be open to all members. The following procedures are to be followed:~~

- ~~1. Prior to the end of the fiscal year, each committee chairperson shall submit to the Treasurer an estimate of the income and expenses for the next fiscal year. Such estimates shall be due ten (10) days prior to budget meeting of the Board. Only those estimates submitted to the Treasurer will be included in the budget for approval.~~
- ~~2. The Treasurer will compile all estimates and, where necessary, consult with committee chairpersons concerning suggested changes, and finalize a proposed budget for approval by the Board.~~
- ~~3. All committee income must be paid over to the Treasurer and all expenses will be paid by check drawn by the Treasurer.~~
- ~~4. Requests for funds in excess of the net income budget amount (that is, net of revenues and expenses) provided in the budget must obtain the approval of the Board prior to disbursement by the Treasurer. Requests in excess of \$100 must have justification for same and must obtain approval of the Board.~~
- ~~5. Written reports of revenues and expenses by all committees shall be required at least quarterly or within ten (10) days of completion of a major activity, whichever comes first. Further disbursements shall be withheld until such required reports are submitted.~~

~~If the budget is to be adopted by the members per resolution of the Board, 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.~~

Deleted Section 13, requirement for annual budget.