

**BY-LAWS
OF
TANGLEWOOD HOMEOWNERS ASSOCIATION
OF SEBRING, 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:

**TANGLEWOOD HOMEOWNERS ASSOCIATION
OF SEBRING, INC.**

Section 2. REGISTERED OFFICE AND REGISTERED AGENT. The address of the registered office of this Association and agent at said address is:

David Schumacher, PA
4604 Calatrava Ave.
Sebring, Florida 33872

Amended March 15, 2023

**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 By-Laws. Pursuant to Section 723.075(1), Florida Statutes, (The Florida Mobile Home Act), the Association shall be the representative of all of the Mobile Home

Owners in all matters, relating to Chapter 723, Florida Statutes as may be amended from time to time.

ARTICLE IV MEMBERSHIP

Section 1. MEMBERS. All persons owning mobile homes and leasing lots located in Tanglewood Mobile Home Park, Sebring, Florida (the Park) shall be eligible for membership in this Association.

Amended March 15, 2023

Section 2. ASSOCIATE MEMBERS. All persons renting a mobile home in the Park 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 AND ASSESSMENTS. Members shall pay all dues and assessments as levied by the Association. Failure to make timely payments of Association dues or assessments shall result in loss of all membership rights and privileges.

Section 5. RV PARK MEMBERS. In the event that the park owner owns and operates a recreational vehicle (RV) park that adjoins, is contiguous to or in any way forms a part of the property upon which the mobile home park is located, whether or not the amenities of the mobile home park and RV park are shared, all persons renting RV lots and located as aforesaid or renting RV vehicles in the RV park as above described, shall be eligible for associate memberships as set forth above.

ARTICLE V MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of the members shall be held at the office of the Association, 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 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 third Wednesday 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 elect a Board of Directors in accordance with these By-Laws and shall transact other business. 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. 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 percent (10%) of the members sign, date, and deliver one or more written demands for the meeting to the corporation's secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

Section 4. ACTION BY WRITTEN AGREEMENT. The members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at least fifty-one percent (51%) of the members and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceedings of the members.

Section 5. NOTICE OF MEETINGS. Written notice of all special or regular 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 sent or delivered to each member at least fourteen (14) days before the date named for the meeting. Notice of annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by mail to the member's address appearing on the books of the Association, hand delivered, or electronically transmitted to each member. In addition, the notice of all regular, special, and annual meetings shall be posted in a conspicuous place on the park property at least fourteen (14) days prior to the meeting. Unless a member waives in writing the right to receive notice of the annual meeting, the notice of the annual meeting shall be sent by mail, hand delivered or electronically transmitted to each member, and the mailing thereof shall constitute notice. Waivers of receipt of the notice of the annual meeting by mail must be filed in the corporate records and maintained therein for the duration of the waiver. An officer of the association shall

provide an affidavit affirming that the notices were mailed, hand delivered, or provided by electronic transmission in accordance with this section to each member at the address last furnished to the corporation.

Amended November 15, 2023

Section 6. AFFIRMATION OF NOTICE. An officer of the Association shall provide an Affidavit affirming that the notices were mailed, or hand delivered and posted in a conspicuous place on the park property, in accordance with Section 5 hereof and said statement shall be filed in this Association's records.

Section 7. WAIVER OF NOTICE. Members may waive notices of a special meeting or annual meeting in writing either before or after the meeting, and the waiver shall be deemed the equivalent of giving notice.

Section 8. VOTING RIGHTS AND REGULATIONS. In any regular or special membership meeting the owners of a mobile home (unit[s]) located on a lot in the park 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 his unit. If a unit is owned by more than one (1) person or is under lease, the person entitled to cast 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. In the event the unit is owned by a trust, and there is more than one trustee (co-trustees), the co-trustees shall evidence the trust document to the Association and designate one of the co-trustees as the designated voter for that unit. 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 or a trust with co-trustees. If a home is owned jointly by a husband and wife, or a trust with co-trustees, 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 or co-trustees are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to

vote on that subject at that meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at the meeting.

- B. If only one (1) spouse or co-trustee 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 or was the sole trustee, and without establishing the concurrence of the absent person.
- C. If both spouses or all co-trustees are present at a meeting and concur, either one may cast the vote for the home.

Section 9. PROXIES. Proxies shall not be used for voting at the election of members of the Board of Directors, either in general elections or elections to fill vacancies caused by recall, removal or resignation. Otherwise, a member entitled to vote may vote 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 one hundred twenty (120) 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. The presence in person or by proxy of fifteen percent (15%) of the members entitled to vote shall constitute a quorum at meetings requiring a vote on any business of the corporation 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, is accomplished by the Homeowners Association, through its Board of Directors, and a vote of the membership is not required for the Board to exercise its right to enter into an agreement to purchase the Park. However, any meetings of the members at which decision or action may be taken relating to the exercise of the right provided in Chapter 723.071, the presence in person or proxy of a majority (50% + 1) of the members entitled to vote, shall constitute a quorum.

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 informal, 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. PRIOR NOTICE OF MOTIONS FROM THE FLOOR OR PETITIONS OF MEMBERS. All petitions requiring action by the Board of Directors or the membership and all motions to be made from the floor must be in writing and delivered to the Secretary of the Board of Directors at least five (5) business days (excluding weekends and holidays) prior to the scheduled membership meeting. Failure to comply with this requirement shall result in the motion or petition being postponed for consideration or action, until the next scheduled regular or special Membership meeting.

Section 12. CONDUCT. All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the By-Laws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian or a ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling. Unless authorized by the President, only members in good standing may address the chair.

Section 13. 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. Pledge of Allegiance
- C. Roll Call
- D. Proof of notice of meeting or waiver of notice (if annual meeting)
- E. Ask for any additions or corrections to minutes of the previous meeting
- F. Motion to accept Secretary's report
- G. Treasurer's Report
- H. Motion to accept Treasurer's report
- I. Report of officers
- J. Report of committees
- K. Reading of directors' reports
- L. Motion to accept directors' reports
- M. Old business
- N. New Business
- O. Motion to Adjourn
- P. Meeting offsite after meeting to vote for officer positions (if annual meeting).
- Q. Return to announce officers (if annual meeting).

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 seven (7) 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, a notice of the adjourned meeting shall be given, in compliance with Section 5 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 16. 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 fix in advance a date as the record date for any such determination of members. Such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice or to vote at a meeting of members, the date on which notice of the meeting is mailed, shall be the record date for such determination of members. When 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 17. VOTING LISTS. The officer or agent having charge of the membership books of the Association shall make, at least 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 a 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 a 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 five (5) 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 of the Association in good standing.

Amended October 16, 2019

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 three (3) years. Directors shall be so elected that a minimum of two (2) director's terms will expire each year. The directors shall hold office until their successors have been elected.

Amended March 19, 2025

Section 3. REMOVAL. Any director may be removed from the Board with or without cause by a majority of all votes 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 percent (10%) 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. The notice of a meeting of the members to recall a member or members of the board of directors shall state the specific directors to be removed. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. If removal is effected at a meeting, any vacancies created thereby, shall be filled by the affirmative vote of the majority of the members, or, on the application of any person by the circuit court of the county where the registered office of the corporation is located.

Proxies shall not be used in removing directors or in electing board members in elections to fill vacancies caused by recall, removal or resignation. The term of a director elected or appointed to fill a vacancy expires at the next annual meeting at which the term of the director whom the appointee replaced shall expire.

Any directorship to be filled by reason of an increase in the number of directors, may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors by the members.

Any director who is removed from the board shall not be eligible to stand for re-election until the next annual meeting of the members.

Any director removed from office shall turn over to the board of directors within seventy-two (72) hours any and all records of the corporation in his or her possession. If a director who is removed shall not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the corporation's principal office is located, may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.

Section 4. RESIGNATION. Any director 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 as specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. Any vacancy on the Board of Directors, for any reason, shall be filled by the affirmative vote of a majority of the members of the Board of Directors. The term of a director, elected or appointed to fill a vacancy, expires at the next annual meeting at which directors are elected. A directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for the term of office continuing until the next election of directors by the members.

History June 8, 2015, Amended November 15, 2023

Section 6. 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 7. FIDUCIARY DUTY. The directors of the Association have a fiduciary duty to the members when acting on behalf of the Association.

ARTICLE VII NOMINATION, ELECTION, AND QUALIFICATION OF DIRECTORS

Section 1. NOMINATION. Nomination forms for current vacant board positions, as well as for upcoming vacant positions of current board members, shall be submitted to any board member prior to the Membership Meeting held in January of each year. Nominations may be submitted by current members of the Board whose terms are

expiring, as well as homeowners not currently board members, but who are paid members of the HOA.

Nominations from the floor will be accepted at the Membership Meeting, at which time a completed Nomination Form shall be required to be submitted. No nominations for Board Vacancies shall be accepted after the Membership Meeting.

Amended June 2015, October 16, 2019

Section 2. ELECTION. Completed nomination forms will be disseminated to Homeowners by email, for use in voting for Board Members at the Annual Membership Meeting, held in February of each year.

Election of the Board of Directors shall be by secret written ballot unless this method is waived by a majority of members in attendance at the Annual Membership Meeting.

Amended October 16, 2019

Section 3. QUALIFICATION. Within 90 days after being elected or appointed as a member of the board, such director shall certify by a written affidavit to the secretary of the association that he or she has read the association's current articles of incorporation, bylaws, and the manufactured home park's prospectus, rental agreement, rules and regulations, and written policies; and that he or she will:

- a. Work to uphold such documents and policies to the best of his or her ability; and
- b. Faithfully discharge his or her fiduciary responsibility to the Association's members.

In lieu of this written certification, within 90 days after being elected or to the board, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum approved by the division within one (1) year before or ninety (90) days after the date of election or appointment. The educational certificate is valid and does not have to be submitted as long as the director serves on the board without interruption. A director who fails to timely file the written certification or educational certificate is suspended from service on the board until he or she complies with this section. The board may temporarily fill the vacancy during the period of suspension. The secretary of the association shall retain a director's written certification or educational certificate for inspection by the members for five (5) years after the director's election or for the duration of the director's uninterrupted tenure, whichever is longer. Failure to have such written certification or educational certificate on file does not affect the validity of any board action.

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, then the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the date, time, and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency.

Section 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) day 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 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. 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 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 with 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 redesignation of the Homeowners Committee, filling vacancies on the Board of Directors or 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. MEETINGS BY TELECOMMUNICATIONS. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Director

participating in a meeting of this means is deemed to be present in person at the meeting.

Section 5. ACTION BY UNANIMOUS WRITTEN CONSENT. The Board of Directors may act or render decisions by Unanimous Written Consent without meetings on the condition that the Written Consent is signed by all of the Board of the Directors and the Written Consent is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the Written Consent.

Section 6. OPEN MEETINGS. All regular and special meetings of the Board of Directors and meetings of committees shall be open to all members of the Association. Any member may tape record or videotape meetings of the Board of Directors and its Committees in Strict Compliance with the rules adopted by the Division governing such activities.

The above requirement that Board meetings and committee meetings be open to all members of the Association is inapplicable to meetings between the Board or Committee and the Association's attorney, with respect to proposed potential or pending litigation, when the meeting is held for the purpose of seeking or rendering Legal advice, or meetings of the Board held for the purpose of discussing personnel matters.

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 quorum is present shall be regarded as the act of the Board. Directors may not vote by proxy or by secret ballots at Board meetings, except that officers may be elected by Secret Ballot.

A director may join in the action of a meeting of the Board by signing the minutes thereof and such signing shall constitute the presence of such director for the purpose of determining a quorum. If at any meetings of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.

At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board.

Section 8. NOTICE OF DIRECTORS MEETING. Notice of Directors meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in

advance, except for emergency meetings. Notice of any Directors meeting in which assessments against members are to be considered for any reason shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 9. 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 10. MINUTES. Minutes of all meetings of the Board of Directors 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 seven (7) years.

Section 11. BUDGET. The annual budgets of the Association may be adopted by the members or by the Board of Directors as determined by resolution of the Board of directors. If the Board of Directors determine to provide for the adoption of the annual budget, the Board of Directors shall mail a meeting notice and copies of the proposed annual budget of income and expenses to the members not less than 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, that budget shall be adopted.

Section 12. PARLIAMENTARIAN. The Board may appoint a parliamentarian whose duties shall be prescribed by the Board.

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 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 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 the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members. No notice is required for this meeting and except for the election of Officers, no business of the Board will be conducted. Attendance and participation at this meeting shall be restricted to Board members only.

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 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 as may be specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. VACANCIES. In the event of death, resignation, or removal of an officer or any vacancy created by reason of adding new offices, the vacancy may be filled by the affirmative vote of a majority of the members of the Board of Directors. The new officer(s) shall hold office until the end of the annual term.

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 cosign all checks, debit card transactions, 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.
- Amended March 19, 2025
- 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.
- 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 sign all checks and promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.
- E. **Customary Duties:** The officers, in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.
- F. The immediate past President of the Association may become an “ex officio” member of the Board of Directors upon an affirmative vote of a majority of the Board of Directors. As an “ex officio” member, the immediate past president shall have no voting rights and shall act in an advisory position only.

Section 10. COMPENSATION. The officer 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 accounts 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 shall be made available to the members or their authorized representative. Such records 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 prorated 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:
 - 1. Attorney's fees and costs;
 - 2. Litigation expense;
 - 3. Liability insurance premiums; and
 - 4. Expenses associated with statutory requirements, or actions involving disputes

with the management of the park. Such items as listed above but not limited to those items.

Section 3. ASSESSMENTS. Assessments for operating expenses and such other assessments as the Board of Directors may determine by resolution shall be payable as determined by the Board of Directors. Each member is obligated to pay the Association annual and special assessments as determined by the Board of Directors. Assessments shall be made against members not less frequently than quarterly, in amounts no less than are required to provide funds in advance for all the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred. Notwithstanding the foregoing, the assessments for operating expense or other expenses and any periodic installments thereof shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all budgeted expenses in any calendar year. In the event that the Board of Directors should anticipate that the Association may end its fiscal year with excess assessments (in cash or taxable income), or should that event in fact occur, then the Board of Directors may vote to apply said excess towards the operating expenditures of the subsequent year.

Section 4. ANTICIPATED REVENUE - DEFICIT. The Board shall not be required to anticipate revenue from assessments or expend funds to pay for operating expenses not budgeted which shall exceed budgeted items and the Board is not required to engage in deficit spending. If there 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 5. DEPOSITORY. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be by check or debit card transactions signed by such persons as are authorized by the Board.

Amended March 19, 2025

ARTICLE XI OFFICIAL RECORDS OF THE ASSOCIATION

The association shall maintain the following items, when applicable, which constitute the official records of the association:

- (a) Copy of Articles of Incorporation, and each amendment.

- (b) Copy of the Bylaws of the association and each amendment to the articles of incorporation.
- (c) A copy of the written rules or policies of the association and each amendment to the written rules or policies.
- (d) The approved minutes of all meetings of the members, the board of directors and committees of the board, which minutes must be retained within the state for at least seven (7) years.
- (e) A current roster of all members and their mailing addresses and lot identifications. The association shall also maintain the email addresses and the numbers designated by members for receiving notice sent by electronic transmission of those members consenting to receive notice by electronic transmission. The email addresses and numbers provided by members to receive notice by electronic transmission shall be removed from association records when consent to receive notice by electronic transmission is revoked. However, the association is not liable for an erroneous disclosure of the email address or the number for receiving electronic transmission of notices.
- (f) All of the association's insurance policies or copies thereof, which must be retained for at least seven (7) years.
- (g) A copy of all contracts or agreements to which the association is a party, including, without limitation, any written agreements with the park owner, lease, or other agreements or contracts under which the association or its members have any obligation or responsibility, which must be retained for at least seven (7) years.
- (h) The financial and accounting records of the association kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least seven (7) years. The financial and accounting records must include:
 - 1. Accurate itemized, and detailed records of all receipts and expenditures.
 - 2. A current account and a periodic statement of the account for each member designating the name and current address of each member who is obligated to pay dues or assessments, the due date and amount of each assessment or other charge against the member, the date and amount of each payment on the account and the balance due.
 - 3. All tax returns, financial statements, and financial reports of the association.
 - 4. Any other records that identify, measure, record, or communicate financial information.
 - 5. The official records shall be maintained with the state for at least seven (7) years and shall be made available to a member for inspection or photocopying within ten (10) business days after receipt by the board or its

designee of a written request submitted by certified mail, return receipt requested. The requirements of this subsection are satisfied by having a copy of the official records available for inspection or copying at the park or, at the option of the association, by making the records available to a member electronically via the internet or by allowing the records to be viewed in electronic format on a computer screen and printed on request. If the association has a photocopy machine available where the records are maintained, it must provide a member with copies on request during the inspection if the entire request is no more than twenty-five (25) pages. An association shall allow a member or his or her authorized representative to use a portable device, including a smartphone, tablet, portable scanner, or any other technology capable of scanning or taking photographs, to make an electronic copy of the official records in lieu of the association's providing the member or his or her authorized representative with a copy of such records. The association may not charge a fee to a member or his or her authorized representative for the use of a portable device.

- (a) The failure of an association to provide access to the records with ten (10) business days after receipt of a written request submitted by certified mail, return receipt requested, creates a rebuttable presumption that the association willfully failed to comply with this subsection.
- (b) A member who is denied access to official records is entitled to the actual damages or minimum damages for the association's will failure to comply with this subsection. The minimum damages are to be \$10.00 per calendar day up to ten (10) days, the calculation to begin on the eleventh (11th) business day after receipt of the written request, submitted by certified mail, return receipt requested.
- (c) The association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspections,, but may not require a member to demonstrate a proper purpose for the inspection, state a reason for the inspection or limit a member's right to inspect records to less than one (1) business day per month. The association may impose fees to cover the costs of providing copies of the official records including the cost of copying and for personnel to retrieve and copy the records if the time spent retrieving and copying the records exceeds thirty (30) minutes and if the personnel costs do not exceed \$20.00 per hour. Personnel costs may not be charged for records requests that result in the copying of twenty-five (25) or fewer

pages. The association may charge up to 25 cents per page for copies made on the association's photocopier. If the association does not have a photocopy machine available where the records are kept or if the records requested to be copied exceed twenty-five (25) pages in length, the association may have copies made by an outside duplicating service and may charge the actual cost of copying, as supported by the vendor invoice. The association shall maintain an adequate number of copies of the recorded governing documents, to ensure their availability to members and prospective members. Notwithstanding this paragraph, the following records are not accessible to members or homeowners:

- i. A record protected by the lawyer-client privilege as described in s.90.502 and a record protected by the work-product privilege, including, but not limited to, a record prepared by an association Attorney or prepared at the attorney's express direction which reflects a mental impression, conclusion, litigation strategy, or legal theory of the attorney or the association and which was prepared exclusively for civil or criminal litigation, for adversarial administrative proceedings, or in anticipation of such litigation or proceedings until the conclusion of the litigation or proceedings.
- ii. Email addresses, telephone numbers, facsimile numbers, emergency contact information, any addresses for a homeowner other than as Provided for association notice requirement, and other personal identifying information of any person, excluding the person's name, lot designation mailing address, and property address. Notwithstanding The restrictions in this subparagraph, an association may print and distribute to homeowners, a directory containing the name, park address, and telephone number of each owner. However, a homeowner may exclude his or her telephone number from the directory by so requesting in writing to the association. The association is not liable for the disclosure of information that is protected under this subparagraph if the information is included in an official record of the association and is voluntarily provided by a home owner and not requested by the association.
- iii. An electronic security measure that is used by the association to safeguard data, including passwords.
- iv. The software and operating system used by the association which

allows the manipulation of data, even if the homeowner owns a copy of the software used by the association.

6. An outgoing board or committee member must relinquish all official records and property of the association in his or her possession or under his or her control to the incoming board within five (5) days after the election or removal.

ARTICLE XII FIDUCIARY RELATIONSHIP

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

ARTICLE XIII INDEMNIFICATION

The Association may be empowered to indemnify any officer or director or any former officer or director, by a majority vote of a quorum of directors, or by majority vote of a quorum of members, who are not parties to such action, suit or proceeding, in the manner provided in the applicable Chapter of the Florida Statutes. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, in the manner described in the Florida Statutes upon receipt of an undertaking 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 XIV AMENDMENT OF BY-LAWS

These By-Laws may be amended by majority vote of the Board of Directors of this Association at any duly noticed regular or special meeting. The notice of any meeting at which amendments of the By-Laws are to be considered shall contain a statement that amendments to the By-Laws shall be considered.

ARTICLE XV
AMENDMENT OF ARTICLES OF INCORPORATION

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

ARTICLE XVI
LOANS

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

ARTICLE XVII
DEADLOCK / ARBITRATION

- 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 of 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 sixty (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.
- F. FINAL DECISION.** The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.
- G. ENFORCEMENT.** To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

ARTICLE XVIII 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, officership, 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, officership, or financial interest is disclosed or known to the members entitled to vote thereon, and such contract or transaction is approved by vote of the members; or
 - 3. The contract 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(s) or transaction(s).

ARTICLE XIX DISSOLUTION

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

AMENDMENT NUMBER 1 HOA HARASSMENT POLICY

The HOA has adopted a zero-tolerance policy toward discrimination and all forms of unlawful harassment, including but not limited to sexual harassment. This zero-tolerance policy means that no form of unlawful discrimination or harassing conduct by or towards any member, or any other person in workshops, public forums, informal meetings, or pre-board meetings will be tolerated. The HOA is committed to enforcing its policy at all levels within the Association. Any officer, director member or board member who engages in prohibited discrimination or harassment may be subject to discipline up to and including reprimand, censorship, suspension from the HOA or barred from leadership duties.

CONDUCT COVERED BY THIS POLICY

This policy applies to and prohibits all forms of illegal harassment and discrimination, not only sexual harassment. The HOA absolutely prohibits harassment or discrimination based on sex, age, disability, perceived disability, marital status, personal appearance,

sexual orientation, race, color, religion, national origin, veteran status, position or view on a topic, or any other legally protected characteristic.

SEXUAL HARASSMENT

Sexual harassment may take many forms, including the following:

- Any behaviour that would unduly or aggressively confront a member or board member.
- Any discussion or confrontation that is deemed inappropriate for that setting.
- Any confrontation of a specific member, toward another member, or board member that is inappropriate for that setting.
- Any belittling of a member or board member, based upon their beliefs or position on a given matter.
- Offensive and unwelcome conduct of a sexual nature, including sexually-graphic spoken comments, offensive comments transmitted by email or another messaging system; offensive or suggestive images or graphics whether physically present or over the internet.
- Offensive and unwelcome physical contact, including the touching of another's body; the touching or display of one's own body, or any similar contact.

COMPUTER MESSAGING AND INFORMATION SYSTEMS

Members and board members are cautioned that the use of email, voice mail, or other electronic messaging systems, or the internet, may give rise to liability for harassment.

CONFIDENTIALITY

All complaints and investigations are treated confidentially to the extent possible, and information is disclosed on a need-to-know basis. The identity of the complaint is usually revealed to the parties involved during the investigation. All information pertaining to a complaint or investigation under this policy will remain confidential in nature.

PROCEDURES IN CASES OF HARASSMENT

1. Procedures in case of harassment, intimidating, aggressive or inappropriate behavior by a member or board member at any function, or meeting, should be immediately reported verbally or in writing to the HOA president. Writing is the preferred choice.

2. Said president will determine if a special meeting is required to deal with the topic or whether it should be handled at the next scheduled workshop or pre-board meeting.
3. When the issue is addressed a quorum must be present and the majority will decide if and what form of consequence may be required.

CONSEQUENCES

1. If a majority of the board believes that a verbal or written warning or reprimand is appropriate then such warning or reprimand will be issued under the board's authorization within a forty-eight (48) hour period.
2. If the majority of the board believes that a form of censorship is appropriate, then the offending party (member or board member) will be notified immediately that their capacity within the organization is hereby suspended for a two month period. If that capability is one in which includes voting privileges; such voting privileges will be suspended for a two month period.
3. If the actions are deemed severe enough by the majority of the board that action must be taken then the offending party, at the direction of the HOA president will be notified that their membership or position within the organization will be terminated.

REPORTING WITHOUT FEAR OF RETAILIATION

No association member or board member will be retaliated against reporting any of the behaviors listed above or mentioned. This no retaliation policy applies whether a good faith complaint of intimidating or inappropriate behavior is well founded or ultimately determined to be unfounded.

No association, officer, member or board member is authorized or permitted to retaliate or take an adverse action whatsoever against anyone for reporting any of the above outlined behaviors.

Amendment Number 1 was approved by all present Board members at the monthly HOA meeting held on September 19, 2018. Amendment Number 1 became effective October 19, 2018.