

Bonita Terra

Mobile Homeowners
Association

By-laws

Amended and restated

February 5, 2021

BY-LAWS
OF
Bonita Terra Mobile Home Owners Association, 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:

Bonita Terra Mobile Home Owners Association, Inc.

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

Lee Jay Colling, Esquire
529 Versailles Drive, Suite 103
Maitland, FL 32751

**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**

Section 1. **POWERS.** The Directors of this Association and the operation of the Association itself shall be governed by these 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 Bonita Terra Mobile Home Park which includes the mobile home and resort sections in all matters relating to Chapter 723, Florida Statutes.

ARTICLE IV.

MEMBERSHIP

Section 1. **MEMBERS.** All persons owning mobile homes and leasing lots located in Bonita Terra Mobile Home Village (which includes the mobile home and resort sections), Bonita Springs, Florida (the Park) shall be eligible for membership in this Association except that any person or spouse of a person related to the park owner including but not limited to past or present employees, 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 of Directors. Further, a Member must have paid dues for the current period.

Section 2. **MEMBERSHIP-CERTIFICATES.** No membership certificates shall be issued by the Association.

Section 3. **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 4. **VOTING MEMBER.** A Voting Member is a Member whose dues are paid. Each household may have one Voting Member.

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 elect.

Section 2. **ANNUAL MEETINGS.** Members shall meet at least once each calendar year and the meeting shall be the Annual Meeting. Each Annual Meeting of the Members shall be held on the second Tuesday of January, 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, or for any other reason, the meeting will be held at a date and time determined by majority vote of the Board of Directors. At the Annual Meeting, the members shall elect a Board of Directors in accordance with these By-Laws and may 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 (10%) per cent of the members sign, date, and deliver one or more written demands for the meeting to the Association'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 (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 5. **NOTICE OF MEETINGS.** 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. Unless waived, this notice shall be mailed, hand delivered or electronically transmitted to the address appearing on the books of the Association to each member at least fourteen (14) days before the date named for the meeting. 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.

The notice of the annual meeting shall be as set forth above, except that, unless waived, all notices of annual meetings shall be mailed, hand-delivered, or electronically transmitted to each member at the address appearing on the books of the Association, and shall constitute notice, unless a member waives, in writing, the right to receive such notice.

Section 6. **AFFIRMATION OF NOTICE.** An officer of the Association shall provide an affidavit affirming that the notices of the annual meeting were mailed, hand delivered, provided electronically or waived, and posted in a

conspicuous place on the park property, in accordance with Section 5 hereof and said affidavit shall be filed in this Association's records.

Section 7. **WAIVER OF NOTICE.** Such written waiver of notice of the annual membership meetings received by the Association, either before or after the meeting, shall be deemed the equivalent of giving notice. Waivers of receipt of the notice of the Annual Meeting by mail, hand delivered or electronically transmitted must be filed in the corporate records and maintained therein for the duration of the waiver.

Section 8. **VOTING RIGHTS AND REGULATIONS.** In any membership meeting the owners of a mobile home located on a lot in the park shall be entitled to cast only one (1) vote for each mobile home. When a mobile home is owned by one (1) person, his or her right to vote shall be established by the record title of his or her mobile home.

If a mobile home is owned jointly, i.e. by more than one (1) person, the person entitled to cast the vote for the mobile home shall be designated by a certificate signed by all of the record owners of the mobile home and filed with the Membership Director of the Association.

In the event a mobile home is owned by a corporation the person entitled to cast the vote shall be designated by a 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 mobile home 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 mobile home. Such certificate shall be valid until it is revoked or superseded by a subsequent certificate or until the ownership of the mobile home 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 mobile home 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 mobile home.
- D. Members may vote in person at membership meetings, or by secret ballot.
- E. A majority shall constitute any number greater than 50% of the total.
- F. The exercise of the right to purchase the Park, as set forth in Chapter 723.071, Florida Statutes, is accomplished by the Association, through its Board of Directors, and a vote of the membership is not required for the Board to exercise its right to enter into an agreement to purchase the Park.

Section 9. **PROXIES.** Voting by proxy will not be allowed, unless approved by a majority vote of the Board of Directors. If proxy voting is approved, a member may not vote by general proxy, but may vote by limited proxy substantially conforming to a limited proxy form adopted by the Division. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to amend the Articles of Incorporation or By-laws and any other matters for which Chapter 723, Florida Statutes, requires or permits a vote of members, except that no proxy, limited or general, may be used in the election of board members. All proxies shall be in writing and filed with the Secretary of the Association before the appointed time

of the meeting in order to be effective. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the member executing it.

Section 10. **QUORUM.** The presence in person or by proxy of 10% of the members entitled to vote shall constitute a quorum at membership meetings requiring a vote on any business of the corporation.

- A. 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 and entitled to vote shall be the act of the Association. 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.
- B. 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.

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 generally following 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 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. Roll call; Establish a quorum
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of minutes of previous meeting;
- 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. **APPROVED MINUTES.** Approved minutes of all open meetings of members, Board of Directors, and committees, must be in written form and approved by the members, Board of Directors, or committees, as applicable. A vote or abstention from voting on each matter voting upon for each director present at a board meeting must be recorded in the minutes. The approved minutes shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members as set forth herein. The Association shall retain these approved minutes, within the State of Florida, 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, 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 may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action requiring such determination of members 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 of the Board of Directors having charge of the membership books of the Association and 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 list shall be available for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting.

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

Section 1. **NUMBER.** The business and affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) Directors, none of whom need to be a resident of the State of Florida, but all of whom must be Members in good standing.

Section 2. **ELIGIBILITY REQUIREMENTS TO SERVE ON BOARD OF DIRECTORS.** Any person elected or appointed to the Board of Directors must *either* certify by an affidavit that he or she has read the governing documents, will work to uphold such documents, and discharge his or her fiduciary responsibility, within 90 days after their election or appointment to the board, *or* in lieu thereof, within 90 days after being elected or appointed to the board, the newly-elected or appointed Director must submit a certificate of having satisfactorily completed the educational curriculum approved by the Division, within 1 year before or 90 days after the date of election or appointment, all pursuant to Section 723.0781, Florida Statutes. Failure to comply with such requirements shall result in suspension from the board until compliance with these requirements is completed.

Section 3. **TERM OF OFFICE.** The persons duly elected to the Board of Directors will serve a three year term. The terms for Directors will be on the

basis of revolving membership. Officers will be selected annually by majority vote of the duly elected Directors. There shall be no restriction on the number of terms for which a Director of this Association may be elected.

Section 4. **REMOVAL/RECALL.** Any member of the Board of Directors may be recalled and removed from office with or without cause by a vote of or an agreement in writing by a majority of all members in accordance with the provisions set forth in Section 723.078(2)(i), Florida Statutes, and the rules of the Florida Administrative Code as promulgated by the Division.

Section 5. **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 specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. **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.

Section 7. **NOTIFICATION OF PARK OWNERSHIP.** Upon election and appointment of new officers or board members, the Home Owners Association shall notify the Park Ownership in writing by certified mail, return receipt requested of the names and addresses of the new officers and board members.

Section 8 **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.

**ARTICLE VII.
NOMINATIONS FROM THE FLOOR
AND BY COMMITTEE,
AND ELECTION OF DIRECTORS**

Section 1. **NOMINATION.** Nomination for election to the Board of Directors shall be made by a nominating committee, whose report of its

nominees shall be made to the Board at the membership meeting held at least twenty-seven (27) days prior to the annual membership meeting. All nominations from the floor must be made at a duly noticed membership meeting held at least twenty-seven (27) days before the annual membership meeting, and at the conclusion of said meeting, nominations for election to the Board of Directors shall be closed. No nominations from the floor shall be accepted at the annual meeting. A nominating committee may be appointed by the Board of Directors and serve until such time as the Board of Directors requires. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine.

Section 2. **ELECTION.**

- A. Election to the Board of Directors shall be by members voting in person at the annual membership meeting. In the case of the number of nominations exceeding the number of vacancies, the voting will be by secret written ballot. In the case of the number of nominations being equal to the number of vacancies, the voting will be waived and the President, or other presiding officer, may declare that the individuals nominated are elected to the open positions on the Board of Directors, unless this method is waived by a majority of the members in attendance at the meeting. Proxies shall, in no event, be used in electing the Board of Directors, either in general elections, or elections to fill vacancies caused by recall, removal or resignation. At such elections, the voting members shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. There is no quorum for elections, however at least 20 percent of the eligible voters must cast a ballot in order to have a valid election. Cumulative voting is not permitted. In the event that an election results in a tie vote, the winner shall be determined by chance, e.g. coin flip or draw of straws.
- B. A member may not allow any other person to vote his or her ballot and any ballot improperly cast is invalid. An election is not required unless there are more candidates nominated than vacancies existing on the board.
- C. If a ballot contains more votes than vacancies, it shall be invalid. If a ballot contains fewer votes than vacancies, it shall be accepted.
- D. If two or more candidates for the same position receive the same number of votes, the winner will be determined by chance (coin flip or draw of straws, etc.).

- E. A person who has been convicted of a felony in this state or in the United States District or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state may not seek election to the board and is not eligible for board membership unless the person's civil rights have been restored for at least 5 years before the date on which the person seeks election to the board. The validity of an action taken by the board is not affected if it is later determined that a member of the board is ineligible for board membership.

ARTICLE VIII. MEETINGS OF DIRECTORS AND COMMITTEES

Section 1. **REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held at least four (4) times each year, at such place, date and hour as may be scheduled by resolution of the Board. Should such regular meeting dates fall upon a legal holiday, a new date shall be scheduled by the Board. Directors may attend regular meetings by teleconference or other means where all can hear each other. Notice of the date, time and place of all regular meetings of the Board of Directors and its committees that are open to its members 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) days' notice to each Director of the date, time, and place of the meeting. Notice of special meetings open to members 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. Directors may attend special meetings by teleconference or other means where everyone can hear each other.

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 or similar means where all participants can hear the others. Any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the Board. Approved minutes of any emergency meeting of the Board, whether by telephone conference 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. It is contemplated that emergency meetings, include but not be limited to such subjects as, filling vacancies on the Board of Directors or of officers of the Board 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. **CATASTROPHIC EMERGENCIES.** In addition to the above provisions, if a catastrophic emergency exists and a quorum of the corporation's Board of Directors or of a Membership cannot readily be assembled due to the emergency, the by-laws and the powers of the Board of Directors shall include the provisions for emergency by-laws in Section 617.0207, Florida Statutes, and the powers granted in Section 617.0303, Florida Statutes.

Catastrophic emergencies include, but are not limited to, hurricanes, tornadoes and pandemics. During the period of such emergency, the Board of Directors shall have the power, at the Board's sole discretion, to amend the Association's Articles of Incorporation and by-laws and may further abate, postpone, or cancel annual meetings, elections, and other meetings of the Board or of the membership. Because of and during the emergency, meetings of the Board of Directors may or may not be open to members, homeowners, or their representatives. The Board shall require such other actions as necessary to continue the successful operation of the Association.

Section 5. **MEMBER'S RIGHT TO SPEAK.** Members shall have the right to speak at open meetings of the Board of Directors and its Committees, with reference to all designated agenda items.

Section 6. **MEETINGS BY TELECOMMUNICATIONS:** A Board or a Committee member's participation in a meeting via telephone, real-time video conferencing, or similar real-time telephonic, electronic, or video communication counts toward a quorum, and such member may vote as if physically present. A

speaker shall be used so that the conversation of those Board or Committee members attending by telephone may be heard by the Board or Committee members attending in person, as well as by members present at a meeting. Members of the Board of Directors or Committees may use e-mail as a means of communication but may not cast a vote on an Association matter via email.

Section 7. **ACTION BY WRITTEN AGREEMENT.** The Board of Directors may act or render decisions by written agreement without meetings on the condition that the written agreement is agreed to and signed by all of the Board of Directors and the written agreement is posted in a conspicuous place upon the park property within fourteen (14) days after the date of the written agreement.

Section 8. **OPEN MEETINGS/CLOSED MEETINGS.** All regular and special meetings of the Board of Directors and meetings of committees shall be open to all members of the Association. The above requirement does not apply to meetings between the Park Owner and the Board of Directors or any of the Board's committees, Board or Committee meetings held for the purpose of discussing personnel matters, or 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. Minutes of closed meetings, if any, are privileged and confidential and are not available for inspection or photocopying.

Section 9. **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. Directors may not vote by proxy or by secret ballot at Board meetings, except that officers may be elected by the Board at a meeting closed to the membership 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 10. **NOTICE OF A 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. The notice of any Directors meeting in which assessments and/or dues against members are to be considered for any reason, shall specifically contain a statement that assessments and/or dues will be considered and the nature of such assessments and/or dues.

Section 11. **TAPING BOARD AND COMMITTEE MEETINGS.** Any member may tape-record or videotape meetings open meetings of the Board of Directors and its Committees subject to the following:

- A. Mobile home owners are authorized to utilize at any such meeting audio and video equipment and devices which do not produce distracting sound or light emissions.
- B. Any member desiring to utilize any audio or video recording equipment at an open meeting of the Board or its committees must give notice to the Secretary of the Board prior to the meeting to be recorded.
- C. The audio and video equipment must be assembled and placed in position in advance of the commencement of the meeting.
- D. Anyone using audio or video equipment at an open meeting is not permitted to move about the meeting room in order to facilitate recording.

Section 12. **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 13. **APPROVED MINUTES.** Approved minutes of all open meetings of members, Directors and committees must be in written form and approved by the Board of Directors. A vote or abstention from voting on each matter voted upon for each Director present at a board meeting must be recorded in the minutes. The approved minutes shall be retained by the

Secretary 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 approved minutes, within the State of Florida, for a period of not less than five (5) years.

Section 14. **BUDGET.** A budget is not required, but at its discretion, the Board of Directors may adopt a budget of the Association annually. If the Board of Directors determines 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 at least thirty (30) days before the Board meeting at which the budget will be considered. If a budget is adopted, the Board shall also adopt procedures for accounting for income and expenses. 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 who number in writing, that budget shall be adopted.

Section 15. **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 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 by the Board of Directors shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members. 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 will appoint one Director of Membership to maintain the records of members such as address, phone, email, and other information as may be required by the Board of Directors. This director shall keep a list of members who have paid dues for the current period and shall prepare a list of voting members for the annual meeting and other meetings as required and keep appropriate current records showing the members of the Association together with their addresses. The Board shall also appoint a Director of Street Representatives to coordinate the membership of new residents.

The Board may designate such other appointments as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 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 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 current 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 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 of him or her by the Board of Directors.
- C. Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; obtain the approval of minutes of the Board and its committees; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; obtain and retain a director's written affidavit or certification or completion of educational certificate for inspection by members for five (5) years after the director's election or appointment, or the uninterrupted tenure of the director, whichever is longer; keep, maintain, and secure the Official Records of the Association within the State of Florida for a period of five (5) years; and shall perform such other duties as may be required by the Board of Directors.
- D. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall receive dues from Members; 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. Delivery of information to members as required by this section may be by electronic mail, postal mail, or hand delivery, posting in a conspicuous place in the Park or other method approved by the Board of Directors.

- 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, shall act in an advisory position only, and shall not count towards a quorum.

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

ARTICLE X. OFFICIAL RECORDS, ACCESS, AND INSPECTION AND COPYING

Section 1. **OFFICIAL RECORDS.** The Association shall maintain the following items, which shall constitute the Official Records of the Association.

- A. Articles of Incorporation and amendments thereto.
- B. By-laws and amendments thereto.
- C. Written rules or policies, and amendments thereto.
- D. Approved Minutes of meetings open to members.
- E. Current roster of all members, their mailing addresses, lot, identifications, and e-mail addresses, if applicable.
- F. Insurance policies.
- G. All contracts or agreements.
- H. Financial and accounting records.
- I. All other written records of the Association not specifically included in the foregoing, which are related to the operation of the

Association.

The official records shall be retained within the State of Florida for at least five (5) years.

Section 2. **ACCESS, INSPECTION, AND COPYING.** The Official Records of the Association must be made available to members for inspection or photocopying within twenty (20) business days after receipt of a written request submitted by a member by certified mail, return receipt requested, pursuant to Section 723.079, Florida Statutes.

The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspection, 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 1 business day per month. The Association may impose fees to cover the costs of providing copies of the official records. Failure of the Association to strictly comply with the requirements of Section 723.079, Florida Statutes, may result in penalties and damages.

Any inspection or photocopying dispute between a member and the Association must be submitted to mandatory arbitration with the Division. Such proceeding must be conducted in the manner provided in Section 723, Florida Statutes and the procedural rules adopted by the Division.

Section 3. **RECORDS NOT ACCESSIBLE.** The following records are not accessible to members, home owners, or either of their representatives:

- A. Records protected by lawyer-client privilege as described in s.90.502, Florida Statutes, and a record protected by work product privilege.
- B. Email addresses, telephone numbers, facsimile numbers, and other personal identifying information.
- C. Electronic security measures used by the Association.
- D. The software and operating system used by the Association.
- E. Notwithstanding any other provision of law, minutes, if any, of the

board or committee meetings that are closed to members are privileged and confidential, and are not available for inspection or photocopying.

Section 4. **RELINQUISHMENT OF RECORDS.** All outgoing Board or committee members must relinquish all official records and property of the Association in his or her possession, or under his or her control, to the incoming Board within five (5) days after the election or removal. The above sections are a summary of the specific language and requirements of Section 723.079, Florida Statutes. For specific language, terms, or conditions, refer to the above statute.

ARTICLE XI ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS

Section 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 twenty (20) business days of the date of the inspection. Written summaries of the accounting records shall be made available to the members or their authorized representatives. 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. A budget is not required and if not adopted and approved, any monies received by the Association will be used to pay the expenses of the Association as soon as reasonably practical. If a budget should be approved and adopted, then in any calendar year money received 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. Should a budget be approved and adopted, there shall be apportioned between calendar years on a pro rata basis any expenses which are prepaid in one calendar year for operating expenses which cover more than such calendar year;
- D. Should a budget be approved and adopted, 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. If a budget should be approved and adopted, the Board of Directors shall have the discretion to allocate the annual dues between reserves i.e. legal funds, for future expenses and current expenses. Legal expenses shall be such items as:
 - 1. Attorneys' fees and costs;
 - 2. Litigation expense;
 - 3. Liability insurance premiums; and
 - 4. Expenses, including but not limited to those associated with statutory requirements, or actions involving disputes with the management of the park.

Section 3. **DUES/ASSESSMENTS.** Dues 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 dues and special assessments as determined by the Board of Directors. Dues/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 expense previously incurred. Notwithstanding the foregoing, the dues and 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 and non-budgeted expenses in any calendar year. If a budget is adopted and approved, the Board of Directors should anticipate that the Association may end its fiscal year with excess funds or should that event in fact occur, then the Board of Directors may vote to apply said excess towards the operating expenditures, reserves, contingency accounts, or legal funds, etc. of the subsequent year.

Section 4. **ANTICIPATED REVENUE - DEFICIT.** If a budget is adopted

and approved, 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, payments and transfers from such accounts, including without limitation, accounts within the same depository, shall be by bank checks, bank or electronic payments (echecks), ACH (Automated Clearing House-electronic check), EFT (Electronic Funds Transfer), as are authorized by the Board, or printed HOA checks signed by such persons as are authorized by the Board.

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 by the court.

ARTICLE XIV.

AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

Section 1. **AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS.** The Articles of Incorporation or By-Laws may be amended by majority vote of the Board of Directors of this Association, at any duly noticed regular or special meeting. The notice of any meeting at which such amendments are to be considered shall contain a statement that such amendments shall be considered.

Section 2. **GOVERNMENTALLY-REQUIRED AMENDMENTS.** Notwithstanding anything to the contrary in the Articles of Incorporation or By-laws, if an amendment to the By-laws is required by any action of any federal, state, or local governmental authority or agency, or any law, ordinance or rule thereof, the Board of Directors may, by a majority vote, at a duly noticed meeting of the Board, amend the Articles of Incorporation or By-laws at any time without notice to or a vote by the Membership.

ARTICLE XV. LOANS

Section 1. **LOANS** No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XVI. ALTERNATIVE DISPUTE RESOLUTION

Section 1. **SUBMISSION TO BINDING ARBITRATION.** Should deadlock, dispute or controversy arise among the members or Directors of the Association in regard to matters of management and company policy or matters arising under the provisions of the charter and should the members, by using their legal power and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.

Section 2. **DETERMINATION BY BINDING ARBITRATION.** Should the members or Directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

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. In the event Chapter 682 of the Florida Statutes is found to be legally inapplicable for any reason whatsoever, the arbitration between the parties may be governed by Section 718.1255 of the Condominium Act, except that the decision of the arbitrator shall be binding.

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 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:

- A. 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
- B. 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
- C. 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.

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.

ARTICLE XVIII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of **Robert's Rules of Order, Newly Revised**, shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the association may adopt.

**ARTICLE XIX.
DISSOLUTION**

Section 1. **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, on a pro-rata basis, directly to all current dues paying members as of ninety (90) days prior to the date of the adoption of the resolution to dissolve the Corporation. The plan of distribution shall be adopted by at least a majority of the votes which the members present at such meeting or represented by proxy are entitled to cast.

Amended and restated, February 5, 2021.

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

By: _____

Print: _____, President