

**BY-LAWS
OF
PLANTATION OAKS RESIDENTS ASSOCIATION, INC.**
A Not-For-Profit Florida Corporation

**ARTICLE I
ORGANIZATION**

- Section 1. **NAME:** The name of the corporation (hereinafter referred to as the “Association”) is:
PLANTATION OAKS RESIDENTS ASSOCIATION, INC.
- Section 2. **LOCATION:** The Association is located at Plantation Oaks, 1 Plantation Oaks Boulevard,
Flagler Beach, Florida 32136
- Section 3. **INCORPORATION:** The Association was incorporated as a not-for-profit corporation on
May 16, 2000. As established in the Articles of Incorporation, the Fiscal year runs from
January 1 to December 31.
- Section 4. **LEGAL STATUS:** No part of the by-laws shall be contrary to the Articles of Incorporation
or any laws of the State of Florida including those as set forth in Chapter 617 and Chapter
723.
- Section 5. **REGISTERED AGENT:** The address of the registered office of the Association and agent at
said address is:

Clayton & McCulloh
Attorneys at Law
1065 Maitland Center Commons Blvd.
Maitland, FL 32751

ARTICLE II

PURPOSE

- Section 1. The purpose of the Association is to:
- (a) Promote the welfare and safety of its members, facilitate communications as well as
promote social activities for the enjoyment of all.
 - (b) Maintain an active liaison with community management through the Board of Directors.
 - (c) Create a legal entity that shall have the power to negotiate, acquire, operate and
maintain the community and/or personal property for the members of the corporation in
compliance with Florida Statutes.
 - (d) Provide for the conversion of the community, if acquired, to a cooperative or a
condominium form of ownership.

**ARTICLE III
POWERS**

- Section 1. The Directors of the Association and the operation of the Association shall be governed by the

By-Laws. Pursuant to Section 723.075(1), Florida Statutes, the Association shall be the representative of all the Home Owners in all matters, relating to Chapter 723, Florida Statutes.

ARTICLE IV MEMBERSHIP

- Section 1. **MEMBERS.** All persons owning manufactured homes and leasing lots located at Plantation Oaks Manufactured Home Community, Flagler Beach, Florida a.k.a. Plantation Oaks MHC-LLC shall be eligible for membership in this Association upon payment of all dues and assessments as levied by the Association. Member, member in good standing or membership, hereafter in these by-laws shall refer only to those persons who have paid all current dues and assessments and are eligible to vote and participate in the Association.
- Section 2. **MEMBERSHIP DUES AND ASSESSMENTS.** Members shall pay all dues and assessments as levied by the Association. Annual dues are for the fiscal year from January 1st to December 31st. No membership cards shall be issued by the Association. Membership dues for current home owner(s) shall be due on the first day of the first month of the current year. Upon the resale of a home the membership shall transfer at closing to the new home owner(s) if the former member's dues are current. Dues for new home owner(s) for the current year, shall be due the last day of the first full month after closing if the former home owner(s) had not been paid members of the Association. Membership dues for the current year must be paid before a member can participate or vote at meetings except as stated in Article V Section 7 and Article VIII Section 6. The share or percentage of, and manner of sharing, assessments and expenses for each member shall be stated in the notice of meeting as required by Article VIII Section 2.
- Section 3. **ASSOCIATE MEMBERS.** All persons renting a manufactured 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 nor shall take part in meetings except when recognized by the presiding officer.

ARTICLE V ANNUAL AND SPECIAL MEETINGS OF ASSOCIATION MEMBERS

- Section 1. **PLACE OF MEETINGS.** All meetings of the Association shall take place at Plantation Oaks, Flagler Beach, Florida in the Clubhouse except in the case of an emergency where the Clubhouse is uninhabitable.
- Section 2. **ANNUAL MEETINGS OF THE MEMBERS.**
- a) The Annual Meeting shall be held annually during the third week of January at a time designated by the Nominations and Elections Committee. At the Annual Meeting, the members shall elect a Board of Directors in accordance with the By-Laws and may transact other business if a quorum is present. If an annual meeting has not been called and held within sixty days after the time designated for the annual meeting, any member or members may call the meeting.
 - b) Written notice of the meeting, the agenda and the report of the Nominating Committee, as well as the approved Annual Budget and the notice of the first meeting of the new Board for election of officers shall be posted at the place designated for the posting of such notices. Notices shall be mailed, hand delivered or electronically transmitted to each voting member at the address last furnished to the Association at least fourteen

(14) days prior to the date of the meeting and the hand delivery, mailing or electronic transmission constitutes notice. Personally delivered notices must be signed for.

- c) The Secretary of the Association shall provide an Affidavit affirming that the notices were posted in the appropriate place and mailed, hand delivered, or electronically transmitted in accordance with Section 2(b) hereof and said statement shall be filed in this Association's records.

Section 3. **SPECIAL MEETINGS OF THE MEMBERS.** Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors.

- a) Special meeting shall be held if ten (10%) percent of the members sign, date, and deliver one or more written petitions for the meeting to the Association Secretary. Said petition(s) must describe the purpose or purposes for which the meeting is to be held.
- b) Written notice of special meetings of Association members, stating the place, day and hour 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 mailed, hand delivered or electronically transmitted to each member at least fourteen (14) days but not more than sixty (60) days before the date named for the meeting and shall be posted at the place designated for the posting of such notices.

Section 4. **VOTING RIGHTS AND REGULATIONS.**

- a) In any annual or special membership meeting, the owners of a manufactured home unit on a lot in the community shall be entitled to cast one (1) vote for each unit owned and regardless of the number of individuals occupying said unit, the vote of the unit shall count as one (1) vote. In the event a unit is owned by a corporation, the person entitled to vote shall be designated in a notarized affidavit that is filed with the Secretary of the Association. In the event a unit is held by a trust, and there is more than one trustee (co-trustees), the co-trustees will evidence the trust document to the Association and designate in a notarized document which trustee is entitled to vote. The proper filing of said notarized designations to vote is a condition precedent to that person's vote. If the unit is owned by a husband and wife or two or more non-related individuals and a voter is not designated, the following apply:
 - i) If both spouses or co-owners 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 the meeting, provided that their vote shall be considered in determining whether a quorum is present.
 - ii) If only one (1) spouse or co-owner is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast the vote for the unit, just as though he or she owned the home individually and without establishing the concurrence of the absent person(s).
 - iii) If both spouses or all co-owners are present at a meeting and concur, anyone may cast the vote for the unit.
- b) For the Annual Meeting, only members in good standing thirty (30) days prior to the Annual Meeting are eligible to vote in the January election for new Board members or to vote on issues that are considered for adoption.

Section 5. **PROXIES.** Notification of a proxy shall be filed with the Secretary of the Association no later than forty-eight (48) hours before the appointed time of the meeting in order to be effective. A member may not vote by general proxy but may vote by limited proxies 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 bylaws, and any other matters. No proxy, limited or general, may be used in the election of board members, in general elections or elections to fill vacancies caused by recall, resignation, or otherwise. Board members must be elected by written ballot or by voting in person. A proxy is 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 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 and notification shall be provided to the Secretary of the Association. The proxy holder may not benefit directly, financially or otherwise from the use thereof.

Section 6. **QUORUM.** The presence in person or by proxy of a minimum of 30 percent of the total membership shall constitute a quorum at member meetings requiring a vote on any business of the corporation. All decisions or actions taken shall be made by a majority (50%+1) of the quorum in attendance and the affirmative vote of those members present shall be the act of the Association.

In those instances where there is a quorum present at the beginning of any duly organized meeting, the members present can continue to do business until adjournment even though members have withdrawn from the meeting leaving less than a quorum present.

Meetings of members for election of directors, 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.

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. 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 7. **CONDUCT.** All meetings of the Association and its committees shall be conducted in a relaxed form of parliamentary procedure based on Robert's Rules of Order Newly Revised, the By-Laws and the Code of Ethics of the Association. In the event there are questions as to procedure, the presiding officer shall refer the question to the Parliamentarian for a ruling thereon. If no Parliamentarian has been appointed, or the Parliamentarian is not present the presiding officer shall make the ruling. Only members in good standing may address the chair unless recognized by the presiding officer.

Section 8. **ORDER OF BUSINESS.** The order of business at all annual or special meetings of the members, after a quorum has been established, shall be as follows:

- a) Roll call;
- b) Proof of Notice of meeting;
- c) Reading of minutes of previous meeting (if applicable);
- d) Report of officers;
- e) Report of committees;
- f) Election of Directors (if applicable);

- g) Unfinished business;
- h) New business;
- i) Good and Welfare;
- j) Adjournment.

Section 9. **MINUTES.** A written record of the open meeting shall be prepared by the Association recorder in summarized form and authenticated by the Secretary. Copies of the authenticated minutes shall be posted at the places designated for giving notice of Association news within seven (7) days of the meeting. Copies shall also be distributed to board members at that time. The minutes shall be approved at the next meeting of the membership and shall be retained by the Secretary within the state for not fewer than five (5) years.

Section 10. **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 Article V, Sections 2B and 3B 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 11. **FIXING OF RECORD DATE.** For the purpose of determining members entitled to notice of, or vote at the annual meeting, the record date will always be thirty (30) days prior to the annual meeting. For the purpose of determining members entitled to notice of, or vote at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose other than the annual meeting, the date on which notice of the meeting is mailed, hand delivered or electronically transmitted shall be the record date for such determination of members but in no case be less than fourteen (14) days prior. 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 12. **VOTING LISTS.** For the Annual Meeting, the officer or agent having charge of the membership books of the Association shall make a complete list of the members entitled to vote as of thirty (30) days prior to the Annual Meeting and send listing to the registered agent of the Association on the same date as the meeting notice to members is mailed, hand delivered or electronically transmitted. Should the Annual Meeting be held in January as required in Sec. 2(a), then all members in good standing whose dues have been paid for the calendar year previous to the meeting, and not less than 30 days from the meeting, shall be included on this list. For all other membership meetings, the listing shall be sent at least fourteen (14) but no more than sixty (60) days prior to such meeting. Such list shall also be produced and kept open at the time and place of each meeting and subject to inspection by any member at any time during the meeting.

ARTICLE VI BOARD OF DIRECTORS: SELECTION - TERM OF OFFICE

Section 1. **NUMBER.** The business and affairs of the Association shall be managed and governed by a board of directors composed of not less than five (5) nor more than nine (9) directors all of whom must be members in good standing.

Section 2. **TERM OF OFFICE.** The new Board of Directors shall officially assume their duties immediately after the adjournment of the Annual Meeting. The term of office shall be for

three (3) years or until a successor is elected or appointed. Election shall be on a staggered basis. The exact number of Directors shall be determined by the members at an annual meeting or at a Special Meeting should the Annual Meeting not be held. A Director may be re-elected but may not serve more than two (2) consecutive three year terms, unless unopposed by another candidate.

Section 3. **REMOVAL-VACANCY.** Any director may be removed from the Board with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten (10%) percent of the members giving notice of the meeting as required for a meeting of members, and the notice shall state the purpose of the meeting. Electronic transmission may not be used as a method of giving notice of a meeting called in whole or in part for this purpose. A director may be removed with just cause by a two-thirds vote of the Board of Directors. In the event of death, resignation, removal of a director or any vacancy created by an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors even though the remaining directors constitute less than a quorum, or by the sole remaining director. A director elected or appointed to fill a vacancy shall be elected or appointed until the next Annual Meeting or special meeting of the membership at which directors are elected, whichever comes first. Any director removed from office shall turn over to the Board of Directors within five full business (5) days any and all records, keys or other property of the Association in his or her possession. If a director who is removed shall not relinquish his or her office or records, keys or other property as required in this section, the circuit court in the county where the Association's principal office is located, may summarily order the director to relinquish his or her office and turn over Association records, keys or other property upon application of any member. This section is in compliance with Florida Statutes Chapter 617 and Chapter 723.

If a recall is approved by a majority of all members by a vote at a meeting, the recall is effective as provided in this paragraph. The board shall duly notice and hold a board meeting within 5 full business days after the adjournment of the member meeting to recall one or more board members. At the meeting, the board shall either certify the recall, in which case each member or members shall be recalled effective immediately and shall turn over to the board within 5 business days any and all records and property of the association in their possession , or shall proceed as below.

If the proposed recall is by an agreement in writing by a majority of all members , the agreement in writing or a copy thereof shall be served on the association by certified mail or by personal service in the manner authorized by chapter 48 and the Rules of Civil Procedure. The board of directors shall duly notice and hold a meeting of the board within 5 full business days after receipt of the agreement in writing. At the meeting, the board shall either certify the written agreement to recall members of the board, in which case such members shall be recalled effective immediately and shall turn over to the board, within 5 business days, any and all records and property of the association in their possession or shall proceed to binding arbitration as below.

If the board determines not to certify the written agreement to recall members of the board or does not certify the recall by a vote at a meeting, the board shall, within 5 full business days after the board meeting, file with the with the Division of Florida Land Sales, Condominiums, and Mobile Homes, hereafter referred to as the division, a petition for binding arbitration pursuant to the procedures of s. 723.1255. For purposes of this paragraph, the members who voted at the meeting or who executed the agreement in writing shall constitute one party

under the petition for arbitration. If the arbitrator certifies the recall of a member of the board, the recall shall be effective upon mailing of the final order of arbitration to the association. If the association fails to comply with the order of the arbitrator, the division may take action under s. 723.006. A member so recalled shall deliver to the board any and all records and property of the association in the member's possession within 5 full business days after the effective date of the recall.

If the board fails to duly notice and hold a board meeting within 5 full business days after service of an agreement in writing or within 5 full business days after the adjournment of the member's recall meeting, the recall shall be deemed effective and the board members so recalled shall immediately turn over to the board all records and property of the association.

If the board fails to duly notice and hold the required meeting or fails to file the required petition, the member's representative may file a petition pursuant to s. 723.1255 challenging the board's failure to act. The petition must be filed within 60 days after expiration of the applicable 5-full-business-day period. The review of a petition under this sub-paragraph is limited to the sufficiency of service on the board and the facial validity of the written agreement or ballots filed.

If a vacancy occurs on the board as a result of a recall and less than a majority of the board members are removed, the vacancy may be filled by an affirmative vote of a majority remaining directors, notwithstanding any other provision of this chapter. If vacancies occur on the board as a result of a recall and a majority or more of the board members are removed, the vacancies shall be filled in accordance with procedural rules to be adopted by the division, which rules need not be consistent with this chapter. The rules must provide procedures governing the conduct of the recall election as well as the operation of the association during the period after a recall but before the recall election.

A board member who has been recalled may file a petition pursuant to s. 723.1255 challenging the validity of the recall. The petition must be filed within 60 days after the recall is deemed certified. The association and the member's representative shall be named as the respondents.

The division may not accept for filing a recall petition, whether or not filed pursuant to this subsection, and regardless of whether the recall was certified, when there are 60 or fewer days until the scheduled reelection of the board member sought to be recalled or when 60 or fewer days have not elapsed since the election of the board member sought to be recalled.

A dispute between a mobile home owner and a homeowners' association regarding the election and recall of officers or directors under s. 723.078(2)(b) or regarding the inspection and photocopying of official records under s. 723.079(5) must be submitted to mandatory binding arbitration with the division. The arbitration shall be conducted in accordance with this section and the procedural rules adopted by the division.

Each party shall be responsible for paying its own attorney fees, expert and investigator fees, and associated costs. The cost of the arbitrators shall be divided equally between the parties regardless of the outcome.

Section 4. **COMPENSATION.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual reasonable expenses incurred in the performance of his or her duties. A director may serve the Association in a capacity other than director or officer and receive compensation for the

services rendered in that other capacity. That service must have prior approval of the Board except for those activities related to social events.

- Section 5. **FIDUCIARY DUTY.** The directors of the Association have a fiduciary duty to the members when acting on behalf of the Association.
- Section 6. **TRAINING.** Within 90 days after being elected or appointed to the board, a newly elected or appointed director shall certify by an affidavit in writing to the secretary of the association that he or she has read the association's current articles of incorporation, bylaws, and the park's prospectus, rental agreement, rules, regulations and written policies; that he or she will work to uphold such documents and policies to the best of her or his ability; and that he or she will 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 appointed to the board, the newly elected or appointed director may submit a certificate of having satisfactorily completed the educational curriculum outlined in 723 within 1 year before or 90 days after the date of the election or appointment. The educational certificate is valid and does not have to be resubmitted as long as the director serves on the board without interruption. A director who fails to timely file a written the written certification or educational certificate is suspended from service on the board until she or he complies with this section.
- Section 7. **NON-ELIGIBILITY.** 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 to be nominated for or serve on the Board of Directors. These restrictions may be waived by a majority vote of the membership or by a two-thirds (2/3) affirmative vote for interim appointments by the Board of Directors.
- Section 8. **NOTIFICATION OF PARK OWNER.** Upon election or appointment of new Officers or Board members, the Homeowner's Association shall notify the Park Owner in writing by Certified Mail, Return Receipt Requested, of the names and addresses of the new Officers or Board members

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

- Section 1. **NOMINATION.** Nomination for election to the Board of Directors shall be recommended by a Nominating Committee. All nominations from the floor must be made at a duly noticed meeting of the members held at least twenty-seven 27 days before the annual meeting. A quorum is not required at this meeting to accept nominations from the floor. The Nominating Committee shall be restricted to members in good standing and shall consist of a chairman, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than sixty (60) days prior to each annual meeting of the members. The Nominating Committee shall accept nominations, not less than the number of vacancies that are to be filled, and recommend them to the Board of Directors. The Nominating Committee terminates when the final report is submitted to the President at the conclusion of the election process.
- Section 2. **ELECTION.** Election to the Board of Directors shall be in person at membership meetings, or by secret written ballot including absentee ballots. At such election the members may cast one (1) vote per home per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted. There is no quorum requirements for elections, however, at least 20% of the eligible voters must cast a ballot in order to have a valid election. Vote totals shall be announced for all candidates in descending order. Any term less

than 3 years shall be filled by the candidate with the next highest vote total.

A member may not allow any other person to vote his or her ballot, and any ballots improperly cast are invalid. An election is not required unless there are more candidates nominated than vacancies exist on the board

The ballot shall indicate, in alphabetical order by surname, each member or other eligible person who desires to be a candidate for the board of directors. A ballot may not indicate if any of the candidates are incumbent on the board. All ballots shall be uniform in appearance. Write-in candidates and more than one vote per candidate, per ballot are not permitted. A ballot may not provide a space for the signature of, or any other means of identifying, a voter. If a ballot contains more votes than vacancies or fewer votes than vacancies, the ballot is invalid, unless otherwise stated in the bylaws.

An impartial committee shall be responsible for overseeing the election process and complying with all ballot requirements. For purposes of this section, the term “impartial” means a committee whose members do not include any of the following people or their spouses:

- I. Current board members.
- II. Current association officers.
- III. Candidates for the association or board

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).

ARTICLE VIII MEETINGS OF DIRECTORS

- Section 1. **REGULAR MEETINGS OF THE BOARD OF DIRECTORS.** Regular meetings of the Board of Directors shall be held not less than once each quarter. Additional meetings may be called by the board president or by request of any two (2) directors. The meetings shall take place usually the first Sunday of any month at 7:00 pm in the Plantation Oaks clubhouse. Should such regular meeting dates fall upon a legal holiday, then the meeting shall be held the following Sunday at 7:00 pm. Notice of the date, time and place as well as agenda of all regular meetings of the Board of Directors and its committees that are 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.
- Section 2. **SPECIAL MEETINGS OF THE BOARD OF DIRECTORS.** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) 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 community property at least forty-eight (48) hours in advance, except in an emergency. The notice of special meetings shall contain the purpose or purposes of the meeting. Notice of any meeting, regular or special, in which 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 OF THE BOARD OF DIRECTORS.** Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by

any two (2) directors. Emergency meetings may be held by telephone or video conferencing, or in a place other than the clubhouse only if the clubhouse has been deemed uninhabitable. Minutes of any emergency meeting, of the Board, whether by telephone conference or video conferencing, or otherwise shall be filed by the Secretary or other designated officer, and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the community property within fourteen (14) days after the date of the emergency meeting. It is contemplated that emergency meetings, include but not be limited to such subjects as filling vacancies on the Board of Directors of the Association and the conduct of necessary or important business that adversely affects the residents or the Association.

- Section 4. **ACTION BY WRITTEN AGREEMENT.** The Board of Directors may not act or render decision by written agreement without a meeting.
- Section 5. **MEETINGS BY TELECOMMUNICATIONS.** A board member's participation in a meeting via telephone, real-time videoconferencing, or similar real-time telephonic, electronic, or video communication counts toward a quorum, and such member may vote as if physically present. A speaker shall be used so that conversation of those board members attending by telephone may be heard by the board members attending in person. Members of the board of directors may use e-mail as a means of communication but may not cast a vote on the association matter via e-mail.
- Section 6. **OPEN MEETINGS/CLOSED MEETINGS.** All regular and special meetings of the Board of Directors and meetings of committees, except for the Statutory Committee, shall be open to all residents. Only members in good standing may address the Board subject to being recognized by the presiding officer in such meetings. The right to attend meetings of the board of directors includes the right to speak at such meetings with reference to all designated agenda items. The association shall adopt reasonable written rules governing the frequency, duration, and manner of members' statements. Members of the Association not in good standing may request permission from the presiding officer to address the Board and may be recognized at the presiding officer's discretion. The above requirement that Board meetings and meetings of committees be open to all residents 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 7. **QUORUM.** A majority of the number of directors as prescribed by these bylaws shall constitute a quorum for the transaction of business except where a two-thirds vote is required by these by-laws. 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 ballots at Board meetings, except that officers may be elected by Secret Ballot. 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. This section is in compliance with Florida Statutes Chapter 617.
- Section 8. **NOTICE OF DIRECTORS AND COMMITTEE MEETINGS.** Notice of all Directors and committee meetings open to members 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 /dues against members are to be considered for any reason shall specifically contain a statement that assessments /dues will be considered and the nature of such assessments /dues.

- 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 open meetings 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. Minutes of all meetings of members of the association, the board of directors must be maintained in written form and approved by the members or board as applicable. A vote or abstention from voting on each matter voted upon for each director present at a board meeting must be recorded in the minutes. The Association shall retain these minutes within the state for a period of not less than five (5) years.
- Section 11. **BUDGET.** The Board of Directors shall prepare and approve a budget for the coming year prior to the annual meeting of the Association. The membership shall be given notice by the posting of the date, time and place of the meeting at which the budget will be proposed and approved. The approved budget shall be delivered with the call for the Annual Meeting and the election of the Board of Directors.
- Section 12. **PARLIAMENTARIAN.** The Board may appoint a parliamentarian whose duties shall be prescribed by the Board and Article V. (7).
- Section 13. **POSTINGS.** All postings for the Association shall be to the Association bulletin board in the clubhouse and to the Association's web page. Absentee homeowners may request that postings be sent to them by US mail or by email. Said request must be in writing or by email to the Association's Secretary and must include a current address.
- Section 14. **TAPING BOARD AND COMMITTEE MEETINGS.** Excluding meetings that are not open to members. Any member of the Homeowner's Association may tape record or videotape open meetings of the Board of Directors of the Homeowner's Association and its Committees, subject to the following:
- a. Members 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 written notice to the Secretary of the Association at least 10 days prior to the meetings to be taped.
 - 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 recording equipment at an open meeting is not permitted to move about the meeting room in order to facilitate recording.

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, a treasurer and such other officers as the Board may from time to time by resolution create.
- Section 2. **ELECTION OF OFFICERS.** The election of officers shall take place at the first meeting of the Board of Directors, which will immediately follow the adjournment of each Annual Meeting of the members. Notification of the first meeting of the new Board of Directors for election of officers shall be included in the notice of Annual Meeting.
- Section 3. **TERM.** The officers shall be elected annually by the Board of Directors and each shall hold office for one year unless re-elected by the Board to his or her office, or 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 be a member of the Association, 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. These other officers may not be members of the Board and may include, but not be limited to, Assistant Treasurer, Assistant Secretary, Sargent at Arms and Parliamentarian.
- 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 affirmative vote of the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 7. **VACANCIES.** A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve until the end of the current annual term.
- Section 8. **MULTIPLE OFFICES.** The offices of president, vice president and secretary shall be considered three (3) separate offices, no combination of which shall 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 the orders and resolutions of the Board are carried out; appoint committee chairpersons and fill committee chairperson vacancies with the approval of the Board of Directors; co-sign all promissory notes; conduct such other business of the Association as may be directed by the Board of Directors or the vote of the membership.
 - 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 record and preserve the minutes of all meetings and proceedings of the Board of Directors and of the members as is required by law; keep the corporate seal; serve notice of meetings of the Board of Directors and of the members; prepare and distribute the agenda of all meetings of the membership and the Board of Directors; ensure that notices, agendas, and copies of the minutes are posted in those places designated as official places of notice; keep appropriate current records showing the members of the Association together with their addresses; prepare and distribute proxies when they are called for; and absentee ballots; obtain and retain a Director's written affidavit of 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 for a period of at least 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 co-sign with the President all promissory notes of the Association; shall chair the Budget Committee and the Finance Committee should they be formed; keep proper books of account; if determined by resolution of the Board, shall cause an annual audit or a review of the Association books at the completion of each fiscal year; shall prepare a monthly statement of income and expenditures in summary format to be distributed to the Board of Directors; shall present a quarterly report of income and expenditures in detail to the Board of Directors at each quarterly meeting; shall prepare a year end statement of income and expenditures and statement of financial condition to be presented to the membership at its regular annual meeting. These statements, after they are presented to the membership, shall be posted in the appropriate place(s) and a copy shall be furnished, within a reasonable time, to any member upon that member's written demand as required by Chapter 617.1605, Florida Statutes.
- e) A 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 past president may take part in meetings but 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.
ACCOUNTING RECORDS; FISCAL MANAGEMENT; ASSESSMENTS**

Section 1. **BOOKS AND RECORDS.** The association shall maintain the following items, when applicable, which constitute the official records of the association:

A copy of the association's articles of incorporation and each amendment to the articles of incorporation.

A copy of the bylaws of the association and each amendment to the bylaws.

A copy of the written rules or policies of the association and each amendment to the written rules or policies.

The approved minutes of all meetings of meetings open to the members, the board of directors, and committees of the board, which minutes must be retained within the state for at least five (5) years.

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 receiving notice sent 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 receiving notice by electronic transmission is revoked. However, the association is not liable for an erroneous disclosure of the email addresses or the number for receiving electronic transmission of notices.

All of the association's insurance policies or copies thereof, must be retained within the state for five (5) years after the expiration date of the policy.

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 has any obligation or responsibility, which must be retained within the state for five (5) years after the expiration date of the contract/agreement. All tax returns, financial statements, and financial reports of the association. Any other records that identify, measure, record, or communicate financial information.

All other written records of the association not specifically included in the foregoing which are related to the operation of the association.

FINANCIAL AND ACCOUNTING: The financial and accounting records shall be kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least five (5) years. The financial and accounting records must include:

Accurate, itemized, and detailed records of all receipts and expenditures.

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.

RECORD MAINTENANCE AND AVAILABILITY: The official records shall be maintained within the state for at least five (5) years and shall be made available to a member for inspection or photocopying within twenty (20) 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 in 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 upon request. If the association has a photocopy machine available where the records are maintained, it must provide a member with the copies upon request during the inspection if the entire request is no more than 25 pages. The 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. The Association may impose fees to cover the costs of providing copies of the official records.

The failure of the association to provide access to the records within twenty (20) 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

A member who is denied access to official records is entitled to the actual damages or minimum damages for the association's willful failure to comply with this subsection. The minimum damages are to be \$10 per calendar day up to 10 days, not to exceed \$100, the calculation to begin on the 21st business day after receipt of the written request, submitted by certified mail, return receipt requested.

The association shall 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 the member's right to inspect the records less than 1 business day per month.

Any inspection or photocopying dispute between a member and an association must be submitted to mandatory arbitration with the division. Such proceeding must be conducted in the manner provided in s.723.1255 and the procedural rules adopted by the division.

The following records are not accessible to members or homeowners:

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 the association attorney or prepared at the attorney's express direction which reflects a mental impression, conclusion, litigation strategy, or legal theory of an attorney of 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.

E-mail addresses, telephone numbers, facsimile numbers, emergency contact information, any addresses for a home owner other than as provided for association notice requirements, 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, the association may print and distribute to homeowners a directory containing the name, park address, and telephone number of each home owner. However, a home owner 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.

An electronic security measure that is used by the association to safeguard data, including passwords.

The software and operating system used by the association which allows the manipulation of data, even if the home owner owns a copy of the same software used by the association. The data is part of the official records of the association.

Notwithstanding any other provision of law, minutes, if any, of Board or Committee meetings that are closed to members are privileged and confidential and are not available for inspection or photocopying.

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.

Section 2. **FISCAL YEAR.** In administering the finances of the Association, the following procedures shall govern:

- a) The fiscal year shall be a calendar year commencing on January 1 and ending on December 31.
- b) The books of account shall be on the cash basis, except that should an audit be made at years end, it shall be on the accrual basis. Should a review be made it shall be on a cash basis.
- c) 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 except for monies that are received as a donation which are “restricted” by the donor(s). Those restricted funds can only be used for expenditures related to the restriction unless released by the donor(s);
- d) No funds over two hundred fifty dollars (\$250) may be expended without an affirmative vote of the Board except for funds that are admissions paid by the members for social events; no funds over one thousand dollars (\$1,000) may be expended without the affirmative vote of two-thirds of the Board of Directors. Funds of \$250 or less may be expended only with approval of the board president. Funds of less than one thousand dollars (\$1,000) may be expended prior to approval of the Board only if a majority of the Board verbally or electronically approves such expenditure. Said expenditure must be considered at the Board's next meeting after the expenditure and formally approved. Funds that are restricted for specific purposes that are paid by members for social events do not need prior approval.
- e) The Board of directors shall not exceed the expense portion of the fiscal budget except for “social programs” by more than twenty (20) percent without the approval of the members or a matching increase in income that is restricted to those expenses.
- f) Operating expenses and social program expenses over five hundred dollars (\$500) 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.

Section 3. **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 from there being greater operating expenses than income or money from assessments, then such deficit may be carried into the next succeeding year’s budget as a

deficiency or be paid from prior years surplus, should such be available with the approval of the membership or a two-thirds affirmative vote of the Board. In the event that the Board of Directors should anticipate that the Association may end its fiscal year with excess revenues, or should that event in fact occur, then the Board of Directors may vote to apply said excess towards operating expenditures of the subsequent years.

Section 4. **ASSESSMENTS.** Assessments for extraordinary expenses may be allocated to all members by a two-thirds (2/3) vote of the Board of Directors. Each member is obligated to pay these special assessments as determined by the Board of Directors. All surplus funds including those restricted for that purpose must be expended before a special assessment is allocated to the membership.

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 accounts that are guaranteed by the FDIC or SDIC, in which the monies of the Association shall be deposited. Withdrawal of monies from such checking account shall be only by checks signed by such persons as are authorized by the Board. A transfer of monies from such savings account to a checking account shall be in the form of a cashier's check or electronic transfer.

ARTICLE XI. FIDUCIARY RELATIONSHIP

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

ARTICLE XII. INDEMNIFICATION

The Association may be empowered to indemnify any officer or director or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who are not parties to such action, suit or proceedings, 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 Florida Statutes upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIII AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered, or repealed and new By-laws adopted by a majority vote of the members of the Association at a meeting where a quorum of members has been established at any duly noticed special or regular meeting.

These By-Laws may be amended by a majority vote of the Board of Directors, at a duly noticed meeting of the board, only where there is a new change in Federal or State statutes that directly conflict or add to these By-Laws or where there is a change in organization and/or addresses: such as the Registered Agent. Members shall be informed in writing about these changes by a posting(s) in the designated place(s).

The notice of any meeting at which amendments, alteration, or repeal and adoption of new By-Laws are to be considered, shall contain a statement that amendment, alteration, or repeal and adoption of the By-Laws shall be considered.

**ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of this Association may be amended by a majority (50% +1) vote of the members at a meeting at which a quorum is present. 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.

For governmentally required amendments, the Board of Directors may, by a majority vote, at a duly noticed meeting of the Board where a quorum is present, amend the Articles of Incorporation.

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 shall be confined to specific instances.

**ARTICLE XVI
DEADLOCK**

- a) **SUBMISSION TO ARBITRATION.** Should deadlock, dispute or controversy arise among the members or Directors of the Association in regard to matters of management and company policy or matters arising under provisions of the Charter and should the members, by using their legal power and influence as members, be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.
- b) **DETERMINATION BY ARBITRATION.** Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability shall be determined by the arbitrator.
- c) **NOTICE.** Notice shall be given by such dissenting or objecting member(s) that such a 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 directs.
- 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 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 a 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 purpose 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 purposes 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 there on, 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 DISSOLUTION

This Corporation may be dissolved by the Board of Directors adopting a resolution recommending that the Corporation be dissolved, and having the membership at a meeting at which there is a quorum (50%+1) 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 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.

December 5, 2021

I hereby certify that the foregoing is a true and correct copy of the By-Laws of Plantation Oaks Resident Association adopted by the PORA Board at their meeting held on the 5th day of December 2021 to bring into compliance with FS Chapter 723.

By: Elizabeth Vandermyn (electronic signature)
Elizabeth Vandermyn, President