

By-Laws
Of
Veranda Springs
Homeowners
Association, Inc.

Approved and Adopted
February 6, 2023

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**BY-LAWS OF
VERANDA SPRINGS HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT, FLORIDA.**

ARTICLE I – ORGANIZATION

- A. These are the By-Laws of Veranda Springs Homeowners Association, Inc., (the “Association”), a corporation not for profit under the laws of the State of Florida, as amended at the February 6, 2023 Annual Homeowners Meeting.
- B. The principal office of the Association shall be established and maintained at 3712 Veranda Blvd., Parrish, FL 34219. The Association may also have offices at such other places within or without the State of Florida as the Board of Directors may from time to time establish.
- C. The Association’s registered office shall be the address of the person designated as the Registered Agent for the Association.
- D. The fiscal year for the Association shall be January 1 – December 31.

ARTICLE II – PURPOSE

This Mobile Homeowners Association is organized for the purpose of providing an entity under the Florida Mobile Home Act for the operation of an Association of Homeowners residing at Veranda Springs Mobile Home Park in Manatee County, Florida. The general purpose of this Association shall be to effectuate harmonious community living, and to protect the welfare and safety of, and ensure communications among, the mobile homeowners residing in Veranda Springs Mobile Home Park.

ARTICLE III – MEMBERSHIP

A. MEMBERSHIP

Membership in this Association shall be owners of mobile homes who rent lots for these mobile homes in Veranda Springs Mobile Home Park. Lessees of Mobile homes shall not be members but may serve as non-voting committee members except in the capacity of chairperson.

B. EVIDENCE OF OWNERSHIP

There shall be no stock or membership certificates issued by the Association, except that the Association may issue wallet-size cards for identification. Membership shall be determined by ownership as herein provided.

C. CHANGE OF MEMBERSHIP

A change of membership in the Association shall be established by the presentation to the Board of Directors by the prospective member(s) of the Bill of Sale of or other document of conveyance of the mobile home from the previous owner(s), whereupon the new mobile homeowner(s) shall become members of the Association and the membership of the prior owner(s) shall terminate.

D. MULTIPLE OWNERS

When a mobile home is owned by more than one person, whether as co-tenants, joint tenant, tenants by the entirety or otherwise, each owner shall be a member of the Association by virtue of being an owner of the mobile home. All matters of voting, however, shall be determined on a mobile home unit basis, as provided by article IV.

E. RIGHTS OF MEMBERS TO ASSOCIATION PROPERTY AND INCOME

No member of the Association, by virtue of such membership, shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Association, or any right, interest, privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while the member is not in good standing. No part of the income of this Association shall be distributed to its members, except as provided in these by-laws.

ARTICLE IV – VOTING

A. VOTING RIGHTS

The single or multiple owners of a mobile home located in Veranda Springs Mobile Home Park shall have one vote for each such Mobile home. Voting rights are limited to those eligible voters who have paid their current annual membership dues. A vote may not be divided.

B. VOTING PROCEDURE

Thirty-five (35%) percent of the dues paid members shall constitute a quorum. Decisions may be made by a majority of dues paying members represented at a meeting at which a quorum is established. All determinations of requisite majorities and quorums for all purposes under the Articles of Incorporation and the By-laws shall be made by reference to the number of mobile homes owned by members entitled to vote.

C. APPROVAL OR DISAPPROVAL OF MATTERS

Whenever the decision of a Mobile homeowner is required upon any matter, whether or not the matter is on the agenda of an Association meeting, such decision shall be expressed by the dues paying homeowner who would cast the vote for each home at an Association meeting.

D. PROXIES

Proxies shall not be used to vote for Directors but may be used for establishing a quorum. Proxies can be used for all other purposes. A proxy shall be in writing and signed by the dues paying homeowner. A proxy shall be valid only for the particular meeting designated in the proxy, and must be filed with the Secretary of the Association before the appointed time of the meeting or any adjournments thereof. A properly executed and delivered proxy may be revoked by a writing delivered to the Secretary prior to the appointed time of the meeting or any adjournments thereof, or by the attendance in person by the person or persons executing said proxy at the meeting or an adjournment thereof. No one person may be designated to hold more than five proxies. In no event shall a proxy be valid for a period longer than thirty days after the date of the first meeting for which it was given. Every proxy shall be revocable at

any time by the maker. Proxy forms are available from the Association Secretary and/or designated party as appointed by the Board of Directors.

E. ABSENTEE BALLOT

Absentee ballots will be available for any dues paying homeowners to cast their vote when they will be unavailable for a meeting. The responsibility for securing an absentee ballot rests entirely with the homeowner following the procedures issued by the Board of Directors. The ballot must be received by US Mail or hand delivered to the Secretary and/or designated party as appointed by the Board of Directors prior to the Call to Order of the meeting. Absentee ballots cannot be counted towards a quorum.

F. LIMITATION IN RIGHT TO VOTE

Any members whose annual dues are unpaid or are delinquent in paying any assessment to the Association that has been due for a period of more than thirty (30) days, shall not be entitled to vote at any meeting until such sums are paid in full. The treasurer or such other person charged with the responsibility of collecting the Association's accounts shall, at the commencement of any meeting, certify to the person conducting the meeting which members are current in payment of all assessments or have paid their annual dues and thus are eligible to vote.

ARTICLE V – MEMBERSHIP MEETINGS

A. ANNUAL MEETINGS

The annual meeting of the Membership of this Association shall be held on the first Monday of February each year or at such other time designated by the Board of Directors of the Association. Business transacted at the annual meeting shall include the election of directors of the Association and all other matters properly brought before the Association. If the designated day shall fall on a legal holiday, then the meeting shall be held on the first day thereafter.

B. SPECIAL MEETINGS

Special meetings of the Membership shall be held when directed by the President or a majority of the Board of Directors, or when requested in writing by not less than 10% of voters eligible. A meeting requested by members shall be called for a date not less than 14 nor more than 60 days after the request is made. The call for the meeting shall be issued by the Secretary.

C. PLACE

Meetings of the Membership shall be held at the principal place of business of the Association or at such other place as may be designated by the Board of Directors.

D. NOTICE

The Secretary of the Association shall provide written notice to each member stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, which notice shall be delivered or mailed not less than 14 [or] nor more than 60 days before the meeting. Notice must also be posted in a conspicuous place on the park property at least fourteen

(14) days prior to the meeting. The Secretary of the Association shall provide an affidavit that the notices were properly and timely posted (according to Article XIII, Section A., NOTICE) and/or mailed to each member at the address last furnished to the Association.

E. QUORUM

[A majority] ***Thirty-Five (35%) Percent*** of dues paid members entitled to vote shall constitute a quorum at a meeting of the Membership. After a quorum has been established at a Membership meeting, the subsequent withdrawal of members, so as to reduce the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

F. RECESS

If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may recess the meeting from time to time until a quorum is present.

G. ORDER OF BUSINESS

The order of business at annual meetings and, as far as practical, at any other membership meetings, shall be:

1. Election of Chairman of the meeting (if necessary)
2. Establish presence of quorum and certifying of the proxies
3. Proof of posted notice and mailed or hand delivered notice of meeting
4. Reading and disposal of any unapproved minutes
5. Reports of officers
6. Reports of committees
7. Election of directors, if necessary
8. Unfinished business
9. New business
10. Announcements
11. Adjournment

H. MINUTES OF MEETINGS

Minutes of all meetings of members and of the Board of Directors shall be kept in a business-like manner and shall be available for inspection by members or their authorized representatives and directors at reasonable times. The Association shall retain the minutes for a period of not less than seven (7) years.

ARTICLE VI – BOARD OF DIRECTORS

A. BOARD OF DIRECTORS

Government and management of the affairs of the Association shall be vested in the Board of Directors of the Association. The directors and officers of the Association shall have a fiduciary relationship to the members of the Association.

B. NUMBER OF DIRECTORS

The Board of Directors shall consist of not less than five (5) or more than nine (9) members of the Association, and shall include the titled positions of President, Vice President, Secretary, and Treasurer. The remaining members are elected 'at large'. Any and all directors can serve as committee chairs. The President shall serve as presiding officer of the Board of Directors. The Board of Directors shall at all times be composed of an odd number of members.

C. ELECTION AND REMOVAL OF DIRECTORS

1. Election. The election of directors shall be conducted in the following manner:
 - a. Directors' election will be staggered. (as an example; 3 one year and 4 the next year)
 - b. The election of directors for open positions shall be held at the annual Membership meeting. A nominating committee of not less than three (3) nor more than five (5) members shall be appointed by the Board of Directors following the annual election for a term of one (1) year. The nominating committee shall nominate at least one (1) person for each directorship open.
 - c. The president shall call a Special homeowners meeting at least 30 days prior to the annual homeowners meeting for the expressed purpose of introducing the nominating committee nominees to the homeowners and to accept nominations from the floor.
 - d. The election will be conducted by secret ballot. Each eligible voter will be entitled to cast their vote for each of the Directors as there are vacancies to be filled. These vacancies will be filled by a plurality of the votes cast.
2. Seating. New Directors shall commence official duty immediately following the election certification.
3. Restriction. Only one member of a unit may (as defined in the Articles of Incorporation) be on the Board of Directors at any given time.
4. Removal. Any director may be recalled and removed from office, with or without cause by the vote or agreement in writing of a majority of all eligible mobile homeowners. A special meeting of the mobile homeowners to recall a director or directors may be called by 10% of the mobile homeowners giving notice of the meeting as required for a meeting of mobile homeowners, and the notice shall state the purpose of the meeting. The vacancy in the Board of Directors so created shall be filled by vote of the eligible members of the Association at the same meeting, for the remainder of the unexpired term. Electronic transmissions may not be used to announce a recall election.

D. QUALIFICATIONS

All directors shall be voting dues paid members of the Association and current on any outstanding assessments. Directors must have resided in Veranda Springs for a minimum period of one (1) year prior to taking office. Once elected, all Directors must meet the training requirements stipulated in Chapter 723 Section .0781.

E. TERM

The term for directors duly elected at the annual meeting shall be for 2 years. The term for directors elected at other times of the year will be until the next annual meeting, at which annual meeting a Director shall be elected to complete the remaining term of the Director being replaced.

F. VACANCIES

Except as otherwise provided herein, if the office of any director becomes vacant, whether by reason of death, resignation, retirement, disqualification, incapacity or otherwise, a majority of the remaining directors shall elect a successor, who shall hold the office until the next annual meeting, at which annual meeting a Director shall be elected to complete the remaining term of the Director being replaced. Vacancies following removal from office pursuant to Section VI C. above shall be filled as therein provided.

G. DISQUALIFICATION AND RESIGNATION

Any director may resign at any time by sending written notice to the Secretary of the Association. Such resignation shall take effect upon receipt by the Secretary, unless otherwise specified in the resignation. Any director shall be deemed to have resigned when he transfers ownership of his mobile home so that he ceases to be a member of the Association.

H. REGULAR MEETINGS

The Board may, from time to time, establish a schedule of regular meetings to be held at such time and place as the Board may designate.

I. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President. Special meetings must be called by the Secretary or an Assistant Secretary at the written request of one-third (1/3) of the directors.

J. NOTICE

Notice of each board meeting shall be given to each director and shall be posted in a conspicuous place upon park property at least 48 hours prior to the meeting. All notices shall state the time and place of the meeting, and the purposes thereof. Notice of any meeting in which assessments are to be considered for any reason shall specifically contain a statement that assessments are to be considered and the nature of such assessments. An annual budget will be adopted by the board of directors on/or before November 30th of the current year for the following year. The Association members shall be given written notice of the time and place at which the board of directors is to consider the budget. Electronic transmissions of notices, if used, shall comply with the requirements of Chapter 723.

K. QUORUM

A quorum at Board of Directors meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

L. RECESSED MEETING

If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may recess the meeting from time to time until a quorum is present. At any recessed meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice after the quorum is established.

M. MEETINGS OPEN

Meetings of the Board of Directors shall be open to all members of the Association. Non-Board members shall not participate in a board meeting unless called upon by the presiding officer

N. PRESIDING OFFICER

The presiding officer at Board of Directors meetings shall be the President. In the absence of the President, the Vice-President shall preside. In the absence of both, the directors shall designate one of their members to preside.

O. DIRECTOR'S FEES

Directors shall not be entitled to receive directors' fees.

P. ORDER OF BUSINESS

The order of business of Board of Directors meetings shall be:

1. Establish quorum.
2. Proof of notice of the meeting.
3. Reading and disposal of any unapproved minutes.
4. Reports of officers and committees.
5. Election of directors and/or officers, if any.
6. Unfinished business.
7. New business.
8. Announcements.
9. Recess for input from non-board members.
10. Adjournment.

ARTICLE VII – POWERS AND DUTIES OF BOARD DIRECTORS

The Board of Directors shall have all powers, authority, discretion and duties necessary for the administration of the Association. The powers of the Board shall include, but shall not be limited to, the following:

A. GENERAL POWERS

All powers specifically set forth in the Florida Statutes, Articles of Incorporation and these By-Laws, and all powers incident thereto or reasonably to be inferred therefrom.

B. ENFORCEMENT

The Board of Directors shall, when deemed by the Board, enforce by legal means, provisions of the Articles of Incorporation, the By-Laws and Rules and Regulations for the use of the common property.

C. BUDGET AND ASSESSMENTS

To adopt budgets and make assessments, and to use and expend assessments and other receipts of the Association to carry out the powers and duties of the Association pursuant to these By-Laws. An annual budget will be adopted by the board of directors on or before November 30th of the current year for the following year.

D. EMPLOYMENT

To employ, dismiss, control and contract for personnel and contractors for the administration of the Association, including but not limited to managers, maintenance personnel, attorneys, accountants and other professionals, by employment or contract, as the Board may determine.

E. RULES AND REGULATIONS

To adopt, amend and rescind reasonable rules and regulations relating to the administration of the Association and operation and use of any common property, subject to these By-Laws and the Article of Incorporation.

F. COMMITTEES

1. To create and disband standing and/or special committees, as the Board may from time to time determine as reasonably necessary or useful in or about the administration of the Association, and to delegate such authority to such committees as may be reasonable in connection with their purpose, subject always to the provisions of the Articles of Incorporation and these By-Laws. All committees of the Association shall keep records. The presiding officer shall appoint the chair of these committees. The chairman of the committee shall appoint the members subject to the approval by the board of directors.
2. The President of the board shall have the power to remove and or replace any committee member.
3. Committee members are appointed each year. These appointments must be made at the first regular board meeting following the annual election.
4. To delineate the duties and responsibilities of each committee.

ARTICLE VIII – OFFICERS

A. OFFICERS AND ELECTION

The officers of the Association shall be President, Vice President, Treasurer, and Secretary, and such other officers as may be determined from time to time by the Board. The newly elected directors and the second year directors shall elect the new officers immediately following the adjournment of the annual homeowners meeting. The sitting president or highest officer present will chair this election and voting shall be done by secret ballot. Any officer may be preemptively removed by a majority vote of all directors at any meeting. A person may hold only one (1) office at a time. The Board of Directors shall designate the powers and duties of such other officers as it may create. All officers shall be voting (dues paying) members of the Association.

B. PRESIDENT

The President shall be the chief executive officer and a director of the Association. He shall have all of the powers and duties which are usually vested in the office of the President of an Association; including but not limited to the power to appoint advisory committees from time to time from among the members or others as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association, unless in conflict with any Florida Statute or the Articles of Incorporation. He shall serve as Chair at all Board and Membership meetings. The President shall be a year-round resident.

C. VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the President and the Board of Directors.

D. SECRETARY AND ASSISTANT SECRETARY

The Secretary shall keep the minutes of all proceedings of the Board of Directors and the homeowners. He shall attend to the giving and serving of all notices to the members and directors. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the Secretary of an Association, as may be required by the Board of Directors or the President. The Assistant Secretary, if such office is created, shall perform the duties of the Secretary when the Secretary is absent. The minutes of all meetings of the homeowners and the Board of Directors and all legal documents pertaining to the Association shall be kept in books available for inspection by members, or other authorized representatives, and directors at any reasonable time. All such records shall be retained for not less than seven (7) years.

E. TREASURER AND ASSISTANT TREASURER

The Treasurer shall have the custody of all the financial records of the Association including funds, securities and evidences of indebtedness. All financial records shall be retained for not less than seven (7) years. He shall keep the books of the Association in accordance with good accounting practices and provide for collection of dues and assessments and he shall perform all other duties incident to the office of Treasurer or prescribed by the President or Board of Directors. The Assistant Treasurer, if such office is created, shall perform the duties of the Treasurer when the Treasurer is absent. The Treasurer shall be subject to an annual audit of all financial records, and the results of such audit shall be reported to the membership by the audit committee.

F. COMPENSATION

No officer shall by reason of his or her service as an officer be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any pre-approved compensation for duties other than as an officer or out-of-pocket costs advanced for the Association by the officer.

G. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification of directors and officers shall be pursuant to Article XIV of the Articles of Incorporation.

H. TERM

The term for officers duly elected following the annual meeting shall be for one (1) year. Terms for officers elected at other times during the year will expire upon the election of their successor.

ARTICLE IX – VOTING

At all meetings, all votes shall be cast by paid members. For the election of directors, voting shall be done by secret ballot. Ballots shall be provided and there shall not appear in any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. Candidates for Directors shall be listed in alphabetical order on the ballot.

ARTICLE X – MEMBERSHIP DUES AND ASSESSMENTS

A. DUES

Membership dues will be due annually as determined by the Board of Directors.

B. ASSESSMENTS

Annual assessments will be billed as determined by the Board of Directors. In addition, the Board of Directors may impose special assessments when necessary. The annual or special assessment due for each member owned mobile home should be equal to the amount of the annual or special assessment divided by the number of members of the Association. The Association shall bill the members at least fifteen (15) days in advance of each due date. Any member who has not paid an assessment by the appropriate payment date may be assessed late charges or interest as determined by the Board of Directors, and shall be responsible for all costs incurred by the Association in collecting such past due assessment amount(s) including, but not limited to, attorney's fees and costs through appeal.

ARTICLE XI – CORPORATE SEAL

The seal of the Association shall be circular in form and bear the name of the Association, the year of its organization and the words "CORPORATION NOT FOR PROFIT, FLORIDA." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on an Association obligation for the payment of money may be facsimile, engraved or printed. The Treasurer shall be custodian of the seal.

ARTICLE XII – EXECUTION

All Association instruments and documents shall be signed and executed by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

ARTICLE XIII – MEMBER AND DIRECTOR NOTICE AND WAIVER OF NOTICE

A. NOTICE

Whenever any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed sufficient if given by depositing the same in a United States Post Office receptacle in a sealed post-paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice that is required by these By-Laws shall be deemed sufficient if it is included in our hand delivered Veranda Springs Newsletter. Electronic transmissions of notices, if used, shall comply with the requirements of Chapter 723.

B. WAIVER

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Association or these By-Laws, (a) a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or (b) attendance by such person or persons at such meeting without protesting the lack of notice to or at commencement of this meeting, shall be deemed equivalent thereto.

ARTICLE XIV – OTHER NOTICE

A. TO PARK OWNER

The Association shall notify the park owner in writing by certified mail, return receipt requested, of any change of names and addresses of directors and their office held or registered agent.

B. TO PUBLIC AND PARK OWNER

The Association shall file a notice of its right to purchase the mobile home Park as set forth in Section 723.071, Florida Statutes, as from time to time amended. The notice shall contain the name of the Association, the name of the park owner, and the address or legal description of the park. The notice shall be recorded with the clerk of the circuit court in the county where the mobile home Park is located. Within ten (10) days of the recording, the Association shall provide a copy of the recorded notice to the park owner at the address provided by the park owner by certified mail, return receipt requested.

ARTICLE XV – CONSTRUCTION

A. Whenever conflict arises between the language of these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern. Whenever the context so requires, the masculine shall include the feminine and the singular shall include the plural.

B. Whenever the context so requires, mobile home shall include the phrase - manufactured mobile home in every instance.

ARTICLE XVI – ASSOCIATION RECORDS

A. The Association shall keep as permanent records correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. It must also keep at its registered office in this state a copy of its Articles of Incorporation and its By-Laws and any amendments thereto and a record of the names and addresses of its members in alphabetical order. All books and records of the Association must be kept in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any member, or his certified representative or attorney, for any proper purpose at any reasonable time. Further,

written summaries of records of account shall be supplied annually to the members of the Association. Such records of account shall include, but shall not be limited to:

- (a) A summary report of all receipts and expenditures
- (b) An account for each member, designating the name and current mailing address of the member, the amount of each dues and/or assessment, the dates on which and amounts in which they come due, the amount paid upon the account, and the balance due.

B. Official records and property of the HOA shall be returned within 14 days.

ARTICLE XVII – CONDUCT OF MEETINGS

‘Robert’s Rules of Order’ shall govern all meetings of the Association.

ARTICLE XVIII – SURETY BONDS

A. PERSONS INSURED

Unless otherwise waived by specific affirmative act of the Board of Directors, no person having access to any cash or negotiable assets of the Association shall be required to be bonded for fidelity loss and faithful performance of duty. If required, the amount of such bonds shall be fixed by the Board of Directors.

B. PREMIUMS

The premiums for all bonds required shall be paid by the Association.

ARTICLE XIX – INSURANCE

The Association shall obtain and maintain adequate insurance to protect the Association and the park property upon any purchase of the mobile home Park. A copy of each policy of insurance in effect shall be made available for inspection by owners at reasonable times.

ARTICLE XX – AMENDMENTS

The alteration repeal or amendment of any By-Law shall be adopted by a majority of the Board of Directors at a duly called meeting at which a quorum is present. The proposed amendment, alteration or repeal of any Article shall be stated in the form of a resolution, which resolution the Board of Directors shall submit to a vote at a meeting of the members as set forth herein. The By-Laws may be altered, amended or repealed in whole or in part by a majority vote of all members entitled to vote at any regular or special meeting of the Association called for that purpose provided that fourteen (14) days advanced written notice is provided to each member setting forth the alteration or amendment or substance thereof and a quorum is present. The amended By-Law shall become effective upon such approval by the members and shall then be a part of these By-Laws.