

**Spanish Lakes Country Club Village
Home-Owners Association, Inc. (HOA)**

BY-LAWS

ARTICLE I- NAME

The name of the organization shall be Spanish Lakes Country Club Village Homeowners Association, Inc. (HOA), which shall be a non-profit association. The fiscal year of the organization shall be April 1st to March 31st. Hereon, throughout these By-Laws, the name of the organization shall be referred to as "HOA" and the officers shall be referred to as "Board."

ARTICLE II- PURPOSE

SECTION 1

To promote the general good and welfare of all members, to work with Management to maintain a harmonious relationship for the benefit of all homeowners, to provide leadership and take an active part in all civic affairs of Spanish Lakes Country Club Village (SLCCV), to promote an active spirit in the community, reach out to others less fortunate than the residents, to be alert to all activities which tend or may tend to depreciate the investment in the homes of residents or which might impact adversely upon the quality of life in SLCCV and to vigorously and continually oppose such activities and proposals and to present a united front on all matters of mutual interest to the membership and the community.

SECTION 2

Park Management shall have no authority over the HOA. The HOA shall concern itself only in matters that affect the welfare of the total community, using Florida Statute #723 as a guide wherever necessary. No Wynne Company employee may serve on the Board.

SECTION 3

The HOA is not responsible for alcoholic beverages being served or sold by Committees, Clubs, Groups or Event Sponsors.

ARTICLE III- MEMBERSHIP

SECTION 1

All individual homeowners who have legal title to a dwelling in SLCCV are eligible for membership in the HOA.

SECTION 2

Membership in the HOA is on an annual and individual basis.

SECTION 3

The membership year shall be January 1st thru December 31st. Dues are \$3.00 per year or any part thereof per member which may be increased upon membership approval.

SECTION 4

A--Only paid up members shall be allowed to participate in the organizational activities such as voting, discussions and committee functions.

B--Visitors' seating section may be provided for non-members of HOA.

ARTICLE IV- OFFICERS (BOARD)

SECTION 1

There shall be seven (7) members on the Board. Not less than four (4) members of the Board shall be Florida residents.

SECTION 2

The President, Activities Coordinator, Communications Director and Membership Director shall be elected to the Board in even years. The Vice-President, Secretary and Treasurer shall be elected to the Board in odd years. Each candidate who is elected at the annual election in February shall serve for a term of two (2) years. The term of office shall be from April 1st of the year of election until March 31st, two (2) years following.

SECTION 3

Should a vacancy occur on the Board, the President shall appoint (with the advice and consent of a majority of the Board) a member of the HOA to serve the remainder of the vacant term. Such appointments shall be made from a list of prospective appointees supplied by Board members.

SECTION 4

Any Board member may be removed from office upon compliance with the following sequence of events:

1--A petition demanding removal is signed by no less than twenty percent (20%) of the membership, the original petition be presented to the President and a copy presented to the Board member in question at a regular meeting of the HOA.

2--A majority of the members in attendance at the next regular meeting of the HOA concur in such removal.

3--Upon such removal, the President (with the advice and consent of a majority of the Board) shall appoint a member of the HOA to serve the remainder of the vacant term. Such appointment shall be made from a list of prospective appointees supplied by Board members.

4--In the event of the removal of the President, the Vice-President shall serve as President until an appointment is made, pursuant to this Section 4.

SECTION 5 – DUTIES OF OFFICERS

A--PRESIDENT

Shall preside at all meetings of the HOA and the Board; shall appoint (with the advice and consent of a majority of the Board) such committees deemed necessary to carry out the objectives and purposes of the HOA and expedite its business. In determining questions of procedure, the President shall be governed by Robert's Rules of Order as advised by the Parliamentarian.

B--VICE-PRESIDENT

Shall assume all responsibilities of the President in his/her absence; shall assume the control and management of the property belonging to the HOA and shall keep a running inventory thereof; shall review HOA By-Laws with a committee, which shall include two (2) non-Board members and the Parliamentarian. Their proposals shall be presented to the Board and the proposals will be read at the next scheduled membership meeting. Shall serve as Grievance Coordinator, reviewing each submitted item with the Board and then notifying the person of the results; shall perform such additional duties as may be requested by the President.

C--SECRETARY

Shall keep a record of all Board and membership meetings in the form of minutes. A copy of the minutes, approved or corrected, of all meetings shall be made available to all Board members at least 2 days prior to the next membership meeting. Shall have custody of all books, records and correspondence except that which is associated with the Treasurer; shall perform such additional duties as may be requested by the President.

D--TREASURER

1--Shall receive and disburse funds that are pertinent to all HOA activities. All receipts shall be received by the Treasurer for deposit within three (3) banking days. Disbursements shall be authorized through the use of a Check Request Form, properly signed by the person authorized to withdraw funds. All disbursements shall be made by check and signed by the Treasurer. In the event the Treasurer is not available to sign a check in a timely manner, the President or the Vice-President may sign the check.

2--An expenditure of over \$500.00 of funds owned by the HOA requires prior approval by the Board; expenditure in excess of \$1,000.00 requires approval by the membership.

3--Any motion from the floor by the membership regarding expenditures from HOA funds must first be submitted in writing to the Board for review. The Board shall then report the results of their findings to the membership, to approve or disapprove.

4--The expenditure of any funds owed by the HOA for purchases, improvement or repair of the Park ownership property requires the approval vote of two-thirds (2/3) of the HOA members present at the meeting where a quorum is present.

E--MEMBERSHIP DIRECTOR

Shall be responsible for recruiting members, collecting dues and issuing membership cards and shall keep a current roster of members, which will be available at each meeting. Shall perform such additional duties as may be requested by the President.

F--COMMUNICATIONS DIRECTOR

Shall provide factual, non-opinionated communications to residents by various methods including but not limited to, weekly bulletin, local newspapers and monthly HOA meetings. Shall be responsible for content approval for Village Voice and HOA website. Shall be the official FMO representative and report on information resulting from FMO meetings. Shall work in conjunction with Park Management on matters concerning emergencies: example – pre-hurricane preparedness. Shall perform such other duties as may be requested by the President.

G--ACTIVITIES COORDINATOR

Shall organize activities to be held on or near the following holidays: Mothers' Day, Memorial Day, Fathers' Day, Labor Day and Veterans' Day. May be requested to organize additional activities in which the HOA membership might participate. Shall perform such other duties as may be requested by the President.

H--PARLIAMENTARIAN

Shall be a consultant to advise the Board on matters of Parliamentary Procedure during the conducting of HOA meetings. Although the Parliamentarian is not considered to be a Board member, the position can be held in conjunction with a Board position.

ARTICLE V- MEETINGS

SECTION 1- ANNUAL MEETING

The annual meeting shall be held on the last Wednesday of March. The time of the meeting shall be 7:00 PM, unless the membership approves a different time at the previous monthly meeting. If such date falls on a holiday, members at the preceding meeting shall decide the date of the meeting.

SECTION 2- AGENDA FOR ANNUAL MEETING

- A--Reading of the minutes of the previous meeting (may be dispensed with)
- B--Annual Reports (all must be written)
- C--Officers reports (if any)
- D--Treasurer's report (for the fiscal year)
- E-- Auditor's Report (if available, otherwise at the April Meeting)
- F--President's Report (review of the year's activities and those in the making)
- G--Installation of Officers (all reports, minutes, etc. should be turned over to the new President)
- H--New Business
- I--Adjournment

SECTION 3- GENERAL MEMBERSHIP MEETINGS

The regular monthly meetings of the HOA shall be held on the last Wednesday of each month at 7:00 PM, except in November. There will be a combined November/December meeting which will be held on the first (1st) Wednesday following the first (1st) Monday of December at 7:00 PM. At any regular meeting, a majority of those present and voting may approve a different time or date for the following monthly meeting. Except in an emergency, there shall be a meeting every month with the exception of MAY, JUNE, JULY and AUGUST.

SECTION 4- AGENDA FOR GENERAL MEMBERSHIP MEETINGS

- A-- Opening
- B--Secretary's minutes
- C--Treasurer's report
- D--Membership Director's report
- E--Vice President's report
- F--Standing Committee reports
- G--Special Committee reports
- H--Unfinished Business
- I--New Business
- J--Adjournment

SECTION 5- SPECIAL MEETINGS

Special meetings shall be called by the President, a majority of the Board or by written petition to the President and Board by ten percent (10%) of the members. Written notice of any special meeting called shall state, in addition to the place, date and time, the person or persons calling the meeting and the business which is to be brought before the meeting. The agenda is restricted to only such business as appears in the written notice of the meeting. Written notice of the meeting shall be posted in at least three (3) conspicuous places in the Clubhouse and the Longevity Center between ten (10) and five (5) days prior to the date of said meeting.

SECTION 6- BOARD MEETINGS

The Board shall call their meetings at times agreed upon by the Board members as often as they deem necessary. They shall meet with SLCCV Management as deemed necessary to present membership concerns.

SECTION 7- QUORUM

A quorum shall be ten percent (10%) of the paid-up members for any membership meeting of the HOA. A quorum for any Board meeting shall consist of a majority of the Board.

SECTION 8- VOTING

At all meetings of the HOA and/or Board, a majority of the votes cast shall control, unless otherwise provided by the By-Laws.

SECTION 9- CONDUCT AT MEETINGS

Members shall observe the Rules of Parliamentary Procedure during the course of meetings. The rules contained in Robert's Rules of Order shall govern the activities of the HOA in all meetings of the Board, membership and committees and all other cases to which they are applicable and in where they are not inconsistent with these By-Laws.

SECTION 10- LIMIT DEBATE

The President may limit discussion on a motion to two (2) minutes per recognized member – however, the member whose motion is brought before the meeting shall be allowed additional time not to exceed ten (10) minutes.

ARTICLE VI- AMENDMENTS

All amendments to these By-Laws must be presented in writing to the Board for recommendation to the General Membership. All amendments shall take two (2) presentations (readings) at the General Membership meetings. At the first presentation, some limited discussion may take place. At the second presentation at the next General Membership meeting, discussion shall be permitted and the President may limit the discussion time. Approval of any amendments shall be by a two-thirds (2/3) vote of the members present at the General Membership meeting. These By-Laws may not be suspended, in whole or in part, at any time for any reason.

ARTICLE VII- NOMINATIONS AND ELECTIONS

SECTION 1

A Nominating Committee shall be formed at the General Membership meeting in December of each year. The Committee shall consist of two (2) members appointed by the President of the Board and three (3) members elected from the floor; none of whom may be a member of the Board. The five (5) members shall elect a Chairman from among the members of the Committee.

SECTION 2

The Nominating Committee shall present a slate of nominees for an open office of the Board at the General Membership meeting in January of each year. Additionally, the President shall recognize any member who desires to be nominated to the Board and such member shall be given a reasonable opportunity to present his/her qualifications to the membership. Upon such presentation, the member shall be deemed to have been nominated for an open position on the Board. Nominees shall be introduced to the HOA at the close of the nominations. No nominations may be made after the January meeting.

SECTION 3

The election to each open office of the Board shall take place on the last Wednesday of February of each year and shall be conducted by the Nominating Committee. If more than one candidate is nominated for a particular Board position, the Nominating Committee will conduct a paper ballot to be counted at the February membership meeting. Absentee ballots will be available only to the members confined at home or in the hospital. The nominees receiving the most votes shall constitute the newly elected Board members.

SECTION 4

At the March Annual Membership meeting, the nominees who were elected to the Board in February shall be presented, pursuant to Article 4, Section 2. As early as possible, following the commencement of their terms, incoming Board members shall meet with outgoing Board members to ensure an orderly transfer of duties and responsibilities.

ARTICLE VIII- AUDIT

Not later than January of each year, the President shall appoint at least two (2) members, none of whom shall be a member of the Board, to serve as a Standing Audit Committee to audit the books of account of the HOA at their discretion. The audit must be completed at least one (1) week prior to the April membership meeting and copies presented and reviewed with the Board. The auditors shall also submit a written statement signed by each auditor.

ARTICLE IX- INDEMNIFICATION

Every member of the Board and every member of each duly appointed committee shall be indemnified by the HOA against all expenses and liabilities, including legal fees reasonably incurred or imposed upon in connection with any proceedings to which he/she may be a party, or in which he/she may be become involved by reason of his/her being or having been a member of the Board or of a duly appointed committee, or in any settlement thereof, whether or not he/she is a member of the Board or committee at the time such expenses were incurred, except in such cases where the member is judged guilty by a two-thirds (2/3) vote of the members of the HOA of willful misfeasance in the performance of his/her duties. Provided that in the event of a settlement, the indemnification provided for herein shall apply only when a two-thirds (2/3) vote of the members of the HOA approves such settlement and reimbursement as being in the best interest of the HOA. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which such member shall be entitled.

ARTICLE X- CONTINGENCY PROVISION AND INCORPORATION BY REFERENCE

SECTION 1

In the event the Park Owners of SLCCV elect to sell this mobile home park, the provisions of Sections 723.075; 723.077; 723.078 and 723.079 of the Florida Mobile Home Act and /or any subsequent revisions or replacements, are incorporated herein by reference, effective upon

receipt by the President and/or Secretary of the HOA of notice of such intent to sell by the Park Owners. If any of the provisions of these By-Laws are in conflict with said sections, the By-Laws are deemed to be amended to conform herewith, effective upon the date this contingency provision becomes applicable.

SECTION 2

Ten percent (10%) of all membership dues collected shall be set aside in a contingency fund to be used in the event of an emergency. The Board may approve expenditures from the fund of \$1,000.00 or less. Expenditures of more than \$1,000.00 require approval of the membership.

ARTICLE XI- DISSOLUTION CLAUSE

In the event that the SLCCV HOA decides to cease functioning as a going concern, the President, with the advice and consent of the Board, shall appoint a committee of three (3) members of the HOA, consisting of a coordinator and two (2) assistants, to make the recommendations as to the disposal of such assets as may be available at the time of the dissolution. The recommendations of the committee must be approved by the Board and by the members of the HOA at their last meeting.