

**CLUB RIO HOMEOWNER'S ASSOCIATION INC. BYLAWS
AS AMENDED NOVEMBER 2, 2021**

ARTICLE 1

GENERAL

- 1.1 **Name:** The name of the Association is the Club Rio Homeowners Association Inc.
- 1.2 **Location:** The Association consists of homeowners at Hacienda Del Rio MHP, 480 Rio Grande, Edgewater, FL 32141.
- 1.3 **Organization:** The Association is a not-for-profit, non-stock corporation as set forth in Chapter 723, 607, and 617 FS as amended.
- 1.4 **Definitions:** As used herein, these terms shall apply:
- (A) "Corporation" shall be equivalent to "Association" as defined in Chapter 723 FS as amended.
 - (B) "Park" and/or "Community" shall be defined as a location containing a group of Mobil/Manufactured Homes at the location of the Corporation.
 - (C) "Unit" shall be defined as a home in the park.
 - (D) "Homeowner" shall be defined as the owner(s) of a "Unit" who rents a lot within the park.
 - (E) "Member" shall be defined as a homeowner who has been provided with a membership card, for the current fiscal year, that authorizes the member to fully participate in the business and activities of the Association. If a "Unit" is jointly owned, only one vote per "Unit" is authorized.
 - (F) "Director" shall be defined as an individual member of the entire Board of Directors of the Association.
 - (G) "Officers" shall be defined as the President, Vice President(s), Secretary and Treasurer.

- (H) "The Board" is composed of the elected directors and officers. If an officer is not an elected director of the board, being an officer does not give them a vote on the Board of Directors.
- (I) "Standing Rule:" The Board may adopt standing rules for items not specifically covered in the Bylaws, such as, but not limited to, the conduct and/or order of business at a meeting.
- (J) "Proxy" shall be defined as a power of attorney given by the member to the Secretary of the Association to cast a member's ballot on their behalf at the Annual Meeting or Special Meeting called by the Board. This proxy shall be effective for the specific meeting and any lawfully adjourned meeting thereof. In no event shall the proxy be valid for more than ninety (90) days after the first meeting for which it is given. The proxy is revocable up until such time as it is certified by the Secretary.
- (K) "Absentee Ballot" shall be in writing and defined as a ballot to be used by a member, in good standing, to cast their respective vote when he or she is not available to attend the Annual and/or Special Meeting called by the Board. Absentee Ballots will be available from the chairperson of the Election Committee or designated member in his absence and MUST be returned to the Election Committee or designated member by noon, the last Friday, before the election.
- (L) The absentee ballots will be brought to the meeting by the chairperson of elections or designee and deposited in the ballot box after being checked in by the registrar of votes. Once an Absentee Ballot is distributed to a unit, no other form of voting will be permitted for that unit for the Annual and/or special meeting for which the ballot was issued.
- 1.5 These Bylaws shall govern the operations of the Corporation, both prior to, and subsequent to, the conversion of this mobile home park into a Cooperative, as defined in Chapter 719 FS as amended.
- 1.6 No part of these Bylaws shall be contrary to the Articles of Incorporation or any law.
- 1.7 The fiscal year of the Association shall begin January 1.

ARTICLE 2

PURPOSE / OBJECTIVE

- 2.1 To provide for the advancement of the welfare, safety, education, communications, civic welfare and social enjoyment among all the residents of the Park.
- 2.2 To create a legal entity, which shall have the power to negotiate for, acquire, operate, and maintain the mobile home park and/or personal property for the members of the Corporation.
- 2.3 To provide for the conversion of the mobile home park, once acquired, to a cooperative form of ownership.
- 2.4 To exercise those privileges, powers, and duties as set forth in Chapter 723 FS as amended and transact any lawful business permitted by the Florida and/or Federal Statutes or laws.
- 2.5 To promote membership and affiliation in the Federation of Manufactured Homeowners of Florida, Inc. (FMO).

ARTICLE 3

MEMBERSHIP

- 3.1 Membership in this association shall be limited to bona fide unit homeowners of the Park except that the Park Owner and any person or spouse of a person related to the Park owner, including but not limited to managers, agents, officers shall not be eligible for membership in the association. If the mobile home is jointly owned, one of the homeowners shall be designated to vote for the unit membership, if a member card has been issued.
- 3.2 Transfers shall be allowed for those members that change their address to another unit in the park.
- 3.3 All homeowners shall have the right to attend meetings, however, only paid members, in good standing, may vote or hold office.
- 3.4 The Board shall determine Association dues or assessments for members. They shall be equal for each unit membership. An initial membership fee may be set by the Board.

Any of the above shall be subject to the affirmative vote of the membership at the next Annual Association Meeting or Special Association Meeting called for that purpose.

- 3.5 Any member (unit) that is delinquent in paying any indebtedness to the Association, that has been due for more than thirty (30) days, shall be considered "not in good standing" and not be entitled to vote at any Association and/or regular membership meetings until such sums are paid in full.
- 3.6 Termination of membership shall automatically occur when a member no longer owns a unit in the park.
- 3.7 Only members in good standing may serve on any Association committee.
- 3.8 Presidents or Chairpersons of any club choosing the HOA to hold their money must be members of the HOA.

ARTICLE 4

BOARD OF DIRECTORS

- 4.1 **Number and Term:** The Board shall consist of seven (7) elected directors. The term of office shall be for two (2) years. Three (3) Board members shall be elected in each even numbered year, and four (4) Board members shall be elected in each odd numbered year. Any Board member may be re-elected for another term.
- 4.2 **Election and Qualification:** Any candidate must be an Association member, except present employees of the Park Owner shall not be eligible. The Directors shall be elected by a majority of the voting membership, voting at the Annual Meeting. They shall assume office immediately upon being elected. Elected members shall become members of the FMO.
 - (A) Only one (1) member per household can be a member of the Board of Directors at any one time.
- 4.3 **Removal:** A Special Association Meeting to recall a member(s) of the Board shall be called if ten (10) percent of the voting members request same in writing. Directors may be recalled with or without cause by an affirmative vote of two-thirds (2/3) of the membership voting at a Special Association Meeting. A Director may also be removed if a majority of the voting membership agree in writing.

(A) A Director may resign, at any time, by sending a written notice to the office of the Association. A Director shall be automatically removed, if no longer an Association member, for any reason. Resigning or removed Directors shall return Association property and/or records to the Association office within five (5) working days.

4.4 Vacancy and Replacement: If the office of any Director becomes vacant, a majority of the remaining Directors shall meet within forty-five (45) days to appoint a successor until the next Annual Meeting. If a replacement cannot be found, the position may remain vacant for a longer period of time. If no Directors remain, a special Association Meeting shall be held within ninety (90) days to elect Directors.

4.5 Powers: The property and the business of the Association shall be managed by the Board, who may exercise all corporate powers not specifically prohibited by Statute, the Articles of Incorporation or Bylaws.

(A) The Board shall have the power to negotiate for the purchase of the park.

(B) The Board may approve any park or any other group to be a subsidiary of the Association. These groups may be autonomous, which may include separate finances, officers, plus rules and/or Bylaws not inconsistent with the Articles of Incorporation or any law. Functions shall be open to any member of that group. If expanded to non-members, and a fee is included, the function must be approved by the Board of Directors and the Social Committee prior to its being advertised.

(C) The Board shall adopt an annual budget for the Association. The budget shall be presented at the Annual or Special Association Meeting and shall be subject to approval by the membership. The Board shall provide an annual financial report to the members. The Board is authorized to operate the Association in all business matters until the budget is affirmed.

(D) The Board will not exceed one thousand dollars (\$1,000) for any single expenditure without prior approval of the Association membership, except for social function expenses.

4.6 Committee: The Board shall appoint a committee to negotiate with park management per Florida Statute 723.037. The Board shall appoint a Park Acquisition Committee and any other committees required.

- 4.7 Meetings: Board meetings shall be held as often as the Board may deem necessary. All Association members may attend these meetings. The President shall preside at Board meetings. A quorum shall consist of a majority of the Board. Voting shall require a majority of those Directors present. Special Board meetings may be called by the President or a majority of the Board. Each Director shall be notified and a notice posted in a conspicuous place in the park, at least forty-eight (48) hours prior to each meeting, except in an emergency. Minutes of these meetings shall be available for viewing by any Association member.
- 4.8 Compensation: Directors and officers shall not be entitled to any compensation for their services except for Board approved expenses.
- 4.9 The Board shall notify the park owner in writing, by certified mail, return receipt requested, of any changes of names and addresses of its President or Registered Agent, per Florida Statute 723.076(1).

ARTICLE 5

OFFICERS

- 5.1 The Board, at its first meeting after the Annual Meeting, shall elect the officers of the Board of Directors consisting of President, Vice President(s), Secretary, Treasurer, none of whom, except the President and/or the Vice President(s) need to be a member of the Board. Any of the above officers may be united in one (1) person. Only one (1) adult person in a member's household may be an elected officer. Any officer must be a member, in good standing, of the association. No two persons who have signature authority over any financial account can be from the same family.
- (A) The term of an elected officer shall be for one (1) year or until a successor is elected. Any officer so elected, or committee member, may be removed without cause by an affirmative vote of the majority of the whole Board.
- (B) The term of office for an appointed/elected officer shall be for one (1) year or until a successor is appointed. Any appointed/ elected officer, or committee member, may be removed without cause by an affirmative vote of the majority of the Board. If an officer/committee member resigns or is removed from office, the officer/committee member shall turn over all records and /or property to the Board within five (5) working days.
- 5.2 The duties of the President shall include, but not be limited to:

- (A) Preside at all Board, Association, and Regular Membership Meetings.
- (B) Appoint and/or fill vacancies on committees subject to approval of the Board.
- (C) With the exception of the Nominating Committee, serve as an ex-officio member of all Association committees approved by the Board.
- (D) Conduct such other business of the Association as may be directed by the Board or vote of the membership.

5.3 The duties of the Vice President(s) shall include, but not be limited to:

- (A) Preside at all Board, Association and Regular Membership Meetings in the absence of the President.
- (B) Accept such titles and perform such duties as assigned by the President and/or the Board.

5.4 The duties of the Secretary shall include, but not be limited to:

- (A) Ensure that minutes of the Board, Association, and Regular Membership Meetings are recorded and retained, within the state of Florida, for five (5) years.

5.5 The duties of the Treasurer shall include, but not be limited to:

- (A) Be custodian of all Association funds.

ARTICLE 6

ANNUAL ASSOCIATION MEETING

6.1 The Annual Meeting shall be held between November 1 and January 31, at such place and time as may be designated by the Board. Each member shall be notified of the meeting in writing, plus a notice shall be posted in a conspicuous place in the park, at least fourteen (14) days prior to the meeting.

6.2 A list of members entitled to vote, including unit number, shall be produced and maintained by the Membership Committee with a copy being kept by the Secretary for viewing by any member at reasonable times.

6.3 A quorum shall consist of twenty (20) per cent of the voting membership including Proxies and Absentee Ballots received. An affirmative vote of the majority of those voting members in attendance, including Proxies and Absentee Ballots, shall be required to pass any issue brought before the membership, including amendments to these Bylaws.

6.4 Election for the Board of Directors:

- (A) A Nominating Committee may present a slate of candidates up to the Regular Association Meeting, prior to the Annual Meeting, however, nominations may be also accepted from the floor at that regular meeting, prior to the Annual Meeting. All nominees shall agree by voice, or in writing, to accept directorship, if elected.
- (B) If there is no contest, a motion to elect, by acclamation, shall be in order. If there are more nominees than positions, those receiving the most votes will be elected. In the event of a tie, those nominees who are tied, will be immediately revoted until the tie is broken. Election votes will be by secret ballot. Nominees shall appear on the ballot in alphabetical order by surname. At least 20% of the eligible voters must cast a ballot for the election to be valid. Any ballot that shows all votes or more than one vote per candidate is invalid. If a mistake is made on a ballot, your old ballot must be turned in to the chief of elections who will then give you a blank ballot to continue voting, it is not necessary to vote for more than one (1) nominee,
- (C) Members of the Nominating or Election Committee cannot be a member of the immediate family, or a household member, of any candidate up for election.

6.5 Adjourned Meetings:

If any Annual or Special Association Meeting cannot be held because of a lack of a quorum, or the meeting cannot be finished in one session, the meeting shall be adjourned to a future time with proper notice of same.

ARTICLE 7

SPECIAL ASSOCIATION MEETINGS

7.1 Special Association Meetings may be called by the Board or by ten (10) percent of the voting members, in writing, stating the purpose of said meeting.

7.2 The procedure for notice, and conduct of the meeting, shall be consistent with Article 6, except that business shall be confined to the subjects stated in the notice thereof.

ARTICLE 8

REGULAR MEMBERSHIP MEETING

- 8.1 Regular Membership Meetings may be held as often as desired by the membership.
- 8.2 The President shall preside over these meetings.
- 8.3 The meetings may be educational, civic, and/or social. They may include guest speakers or entertainment. They may include, but are not limited to, any committee reports that may be appropriate, including F.M.O. reports or activities.
- 8.4 Members may bring guests to these meetings.
- 8.5 No quorum shall be required for attendance unless voting may be necessary. If voting is required, a quorum shall consist of ten (10) percent of the members and shall be limited to those matters provided for in Article 8.3 or upon matters to be recommended to the Board.

ARTICLE 9

AMENDMENTS

- 9.1 The Association Articles of Incorporation, or Bylaws, may be amended by the suggested amendments being presented to the Board, in writing, after being signed by at least five (5) percent of the voting membership. The Board shall verify that the suggested amendment is in legal form and not inconsistent with any law or the Articles of Incorporation or any other articles of the Bylaws, using a Bylaws Committee, if necessary. Any proposed amendment shall be presented for a vote at an Annual or Special Association Meeting, with proper prior notice, which may include posting a copy in the park and/or having a copy available at the Secretary's or another authorized member's home.

ARTICLE 10

AUDITS, BONDS AND INSURANCE

- 10.1 All Association financial records shall be audited by an individual/firm approved by the Board, at least once each fiscal year.

- 10.2 The Board may decide if any Director or officer shall be bonded or if insurance is required. The Board may purchase insurance in the amount approved by the Board and may provide for the indemnification of its officers, directors and any employees. If any is required, the Board shall secure same with Association funds.

ARTICLE 11

NEGLECT OR MISCONDUCT

- 11.1 In the event of neglect or misconduct by an Association member, "Robert's Rules of Order Revised" shall apply.

ARTICLE 12

PARLIAMENTARY AUTHORITY AND INTERPRETATION

- 12.1 The Board shall have the power to interpret any question that may arise pertaining to these Bylaws subject to approval at the next Annual Association meeting.
- 12.2 The rules and/or procedures contained in "Robert's Rules of Order Revised" shall govern the Association in all areas and/or cases that are not specifically covered by these Bylaws.

ARTICLE 13

CONTINGENT BENEFICIARIES

- 13.1 In the event of the homeowner's purchase of the park, the assets of the Association shall be assigned as follows:
- (A) All funds held in the Association checking account for the club/activities, under the auspices of the Association, shall be returned, respectively.
 - (B) All liabilities shall be paid, discharged and/or adequate provisions made therefore.
 - (C) All remaining assets shall be used for Association expenses in the purchase of the park.
- 13.2 In the event of dissolution of the Association for any other reason, its assets shall be assigned as follows:

- (A) All funds held in the Association checking account for clubs/activities, under the auspices of the Association, shall be returned, respectively.
- (B) All liabilities shall be paid, discharged and/or adequate provisions made therefore.
- (C) All remaining assets shall be equally and evenly divided between no less than four (4) local service organizations servicing Hacienda Del Rio, as determined by the Board.

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