

BY-LAWS
SOUTHERN PINES
HOMEOWNERS
ASSOCIATION
OF
BONITA SPRINGS INC.

Adopted

January 9, 2024

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1. ARTICLE 1, GENERAL

- 1.1. These are the By-Laws of the SOUTHERN PINES HOMEOWNERS OF BONITA SPRINGS, INCORPORATED, hereinafter the "Corporation," a corporation not for profit, organized under the laws of Florida Statute Section 723.075 through 079. The Corporation and its Directors shall be governed, in the following order by the most current Florida Statutes, these By-Laws, and Robert's Rules of Order.
- 1.2. The principal office of the Corporation shall initially be at 26300 Southern Pines Drive, Bonita Springs, Florida, 34135 and thereafter may be located at any place in Lee County, Florida, designated by its Board of Directors.

2. ARTICLE 2, PURPOSE OF THE CORPORATION

- 2.1. The purpose of the Corporation is to:
 - 2.1.1. Address matters of general concern for the benefit of Members.
 - 2.1.2. Plan and carry out social and recreational activities designed to meet the physical and/or social needs of its Members, and for the enjoyment and well-being of Members.
 - 2.1.3 Foster a friendly atmosphere amongst Members of the Corporation.
- 2.2. The Corporation shall be a non-profit corporation, with all proceeds from dues and activities being used for the benefit of the Membership.
- 2.3. All activities of the Corporation must abide by the laws of the State of Florida.

3. ARTICLE 3, MEMBERSHIP IN THE CORPORATION

- 3.1 Membership in the Corporation shall be afforded to all Southern Pines Homeowners, who qualify for Membership under the provisions of Article 3.2.1 or 3.2.2 and pay applicable dues according to the parameters defined in Article 3.7.

3.2 Types of Membership

- 3.2.1. Owner Membership: Ownership of the legal title to a completed house on a lot shall entitle the said owner/s to Owner Membership in the Corporation provided Membership dues are paid for the year and regardless of the number of Members living in the home. An Owner Membership provides home owners voting privileges on all issues affecting Southern Pines Members except that in the case of multiple owners only one vote per home may be cast per Florida State Statute 723.078(2)(b) 2. Membership dues will not be pro-rated.

3.2.2. Non-Owner Residents: Non-Owner Residents shall be defined as other Members of the home, who are non-owners. For example, non-owner adults living with the homeowner or those who rent from bona fide owners of Southern Pines homes.

Non-Owner Residents are not Members of the Corporation nor shall they be admitted to Membership in the Corporation, nor are they entitled to any voting privileges pertaining to the social, general, or business matters of the Corporation.

Upon payment of annual dues, recommended by the Board of Directors and approved by the Membership, Non-Owner Residents shall be permitted to participate in the Corporation's social activities.

3.3. Eligibility For Membership Benefits

3.3.1. Owner Members are eligible to participate in the Corporation's meetings.

3.3.2. Owner Members and Non-Owner Residents are eligible to participate in all social functions authorized by the Corporation, when in possession of a paid ticket for the activity, if appropriate.

3.3.3. Owner Member's and Non-Owner Residents guests shall be permitted to attend the Corporation's social functions, when accompanied by their host or hostess and, when appropriate, in possession of a paid ticket for the event.

3.3.4. Owner Members shall be eligible to vote in matters affecting the Corporation.

3.3.5. Owner Members can access a copy of the Corporation's most recent By-Laws on the website or by requesting a copy from the Secretary.

3.4. Identification

3.4.1. Owner Membership Cards: On payment of dues, each individual shall be given a Membership card. This card will permit entrance to the Corporation's meetings.

3.4.2. Non-Owner Residents: On payment of appropriate fees, these individuals will receive a Non-Owner Resident identification card. This card will permit participation in the Corporation's social activities.

3.4.3. Voting Cards: The first owner/Member of a household to arrive at the meeting, shall be given a voting card. In addition, a separate voting card shall be issued for each proxy vote for which the Member may have responsibility.

- 3.5. Voting: Voting may be accomplished in two ways: Either by casting your personal vote when physically present at a meeting or, by proxy, as defined in Article 7.8. All card votes shall be counted "Yes", "No" or "Abstain". The total must equal the quorum votes required.
- 3.6. Dues and Fees: Owner Member Membership dues, and fees of Non-Owner Residents, shall be recommended by the Board of Directors and presented to the Membership for approval. Payments shall be due before the Annual Meeting in January to be eligible to vote at the Annual Meeting. New HOA Members may join in November or December and get credit for the next year. (Amended 10/2022)
- 3.7 Quorum: The quorum size for all meetings shall be 20% of the lots having at least one Owner Member.

4. ARTICLE 4, OFFICERS AND DIRECTORS OF THE CORPORATION

- 4.1. Board of Directors: The Membership shall elect seven (7) of its Members to serve as the Board of Directors. Directors shall be elected for three-year terms and may run for up to two terms. One or Two year terms may occur due to filling an open position caused by a board member vacancy. Any director holding a term of one year or two years will still be eligible for two 3-year terms. After two 3-year terms, a director must wait at least one year in order to run for election again unless there are no qualified candidates to fill all Board vacancies. (Amended 12/2023)
- 4.2. Terms of office begin January 1. (Amended 10/2017)
- 4.3. Officers: The Board of Directors shall annually elect from their Members a President, Vice President, Treasurer, and Secretary. (Amended 10/2017) This meeting will be closed to membership for discussion of the roles of each position of the Board, with the election of officers by paper ballot. (Amended 12/2023)
- 4.4 Only Owner Members of the Corporation may hold elective office.

5. ARTICLE 5, DUTIES OF OFFICERS AND DIRECTORS

- 5.1. All Officers and Directors of the Corporation shall acquire a thorough, working knowledge of the laws and regulations by which the Corporation is governed. Specifically, the most current issue of Florida State Statutes Sections 723.075 through 079, the Corporation's "Articles of Incorporation", the most current edition of Robert's Rules of Order, the Corporation's By-laws and the current Rules and Regulations operative in the Southern Pines Community.

The President is responsible, and accountable to the Corporation's Membership, for the following duties and responsibilities:

- 5.1.1. Preside over all Corporation meetings, but may vacate the chair to cast a tie breaking ballot.

- 5.1.2. Participate as an ex-officio Member of all committees, with the exception of the Nominating Committee.
- 5.1.3. Direct all correspondence to the appropriate Officer, Director or Committee and monitor its timely response.
- 5.1.4. Select an Assistant Secretary/Treasurer as needed.
- 5.1.5. Appoint a Chairperson of the annual By-Law Review Committee, and (3) three Corporation Members to serve on the committee. (See Article 9.3)
- 5.1.6. Appoint a Chairperson of the annual Nominating Committee, and two (2) Corporation Members to serve on the Committee. (See Article 9.8.)
- 5.1.7. Participate as a Member of the Continuity Committee after the expiration of his/her term of office. (See Article 9.4).
- 5.1.8. Participate as a Member of the Liaison Committee (See Article 9.7)
- 5.1.9. Establish other committees, or positions, as the need arises, and appoint committee chairpersons.
- 5.2. The Vice President is responsible, and accountable to the Corporation's Membership, for the following duties and responsibilities:
 - 5.2.1. Act as President in the event of the President's absence.
Direct and coordinate the activities of the three (3) Administrative Committee Chairpersons and present them to the Board.
(See Article 9.6.) In January, review Activity group committees and their leadership.
 - 5.2.2. Prepare activity communications. Communicate to the Membership, or delegate communications to an Administrative Committee Chairperson, a monthly schedule of social and/or recreational activities.
 - 5.2.3. Participate as a Member of the Liaison Committee. (See Article 9.7)
- 5.3. The Treasurer is responsible, and accountable to the Corporation's Membership, for the following duties and responsibilities:
 - 5.3.1. Establish, and maintain in Lee County, Florida, in accordance with generally accepted accounting practices, a system of accounting and fund control to manage and safeguard the financial assets of the Corporation and maintain the records for seven (7) years.
 - 5.3.2. Execute and adhere to the Corporation's fiscal policy. (See Article 6).

5.3.3. Assign appropriate fiscal responsibilities to the Assistant Treasurer and supervise those assignments to ensure compliance with the Corporation's By-Laws and the requirements of Florida State Statute Section 723.078. (See Article 5.5)

5.3.4. Maintain Corporation Membership records - an account for each Member which:

5.3.4.1 Designates the name, current mailing address and email address of the Member:

5.3.4.2 The dates on which, and the amounts in which the dues are paid.

5.4. The Secretary is responsible, and accountable to the Corporation's Membership; for the following duties and responsibilities:

5.4.1. Prepare, prior to each Regular and Legislative Membership Meeting, an agenda for the presiding officer.

5.4.2. Maintain written records of all Membership and Board of Director's Meetings. Maintain, and house, a complete, comprehensive record of all Corporation meeting notes for a period of not less than seven (7) years.

5.4.3. Provide an oral, or written, report to the Membership pertaining to the minutes of the Corporation's meetings.

5.4.4 Receive and report all correspondence to the Membership and record the disposition of such correspondence in the minutes of the Corporation meetings.

5.4.5. Obtain an updated list of the Corporation's Membership when needed. (Amended 10/2022)

5.4.6. Provide written or electronic notice to all Corporation Members in advance of all Membership meetings, and post notices of the same, at least fourteen (14) business days prior to the meeting. (See Article 7.1.)

5.4.7. Mail or email a copy of the proposed annual budget, and proxy ballot, to the Membership not less than thirty (30) days prior to the annual Legislative Meeting at which the budget will be considered. (See Article 6.7.2.)

5.4.8. When required, provide an affidavit, affirming that meeting notices were mailed or electronically delivered, to each Member in accordance to the provisions of Florida State Statute 723.078.

5.4.9. Distribute, by email or mail copies of amended Corporation By-Laws to all Members.

5.4.10. Make available proxy documents to the Membership, as required. (See Article 7.8.2.)

5.4.11. Provide access to Members who may wish to review Corporation records.

- 5.4.12. Assign appropriate secretarial responsibilities to the Assistant Secretary and supervise those assignments to ensure compliance with the Corporation's By-Laws and the requirements of Florida State Statute Section 723.078. (See Article 5.5)
- 5.4.13. Notify the designated owner of Southern Pines, in writing, by certified mail, return receipt requested, of any change of names and addresses of this Corporation's President, or registered agent.
- 5.5. The Assistant Secretary/Treasurer is responsible, and accountable to the Corporation's Secretary and/or Treasurer, for any, and all duties and responsibilities assigned to this position by either the Corporation's Secretary or Treasurer (See Articles 5.3.3. and 5.4.12.) This position is not an elective office and may be selected by the President. (See Article 5.1.12)
- 5.6. The Board of Directors is responsible, and accountable to the Corporation's Membership, for the following duties and responsibilities:
 - 5.6.1. Recommendations for action on expenditures in accordance with the Corporation's fiscal policy. (See Article 6)
 - 5.6.2. Arrange to receive timely revisions and/or updates to the existing Florida State Statute Sections 723.075 through 079. Maintain the Corporation's By-Laws in accordance with the most recent Florida State Statute Revisions.
 - 5.6.3. Recommend action on matters which have been referred to the Board for resolution.
 - 5.6.4. Fill any vacated office, in accordance with Article 10, Sections 10.2 through 10.5, inclusive.
 - 5.6.5. Determine the existence of a valid quorum at the Corporation's Legislative Meetings.
 - 5.6.6. Participate as Members of the Liaison Committee. (See Article 9.10.)
- 5.7. The Officers and Directors of the Corporation shall have a fiduciary relationship to the Members.
- 5.8. The Officers and Directors of the Corporation may designate other officers and/or Corporation positions and grant them those duties they deem appropriate.
- 5.9. The Officers and the Board of Directors shall conduct the day-to-day business of the Corporation in the manner required to ensure all Members of the Corporation their right to purchase Southern Pines under the provisions of Florida State Statute, Sections 723.071 and 072.

6. ARTICLE 6, FISCAL POLICY OF THE CORPORATION

- 6.1. The Corporation's Fiscal Policy is to establish, in accordance with generally accepted accounting practices, a system of accounting and fund control to manage and safeguard the financial assets of the Corporation and, to maintain those accounting records in Lee County, Florida.

This policy mandates a written record of all receipts and expenditures by a specific Chart of Accounts and shall be administered as outlined in the following articles.

6.2 Receivables

- 6.2.1. General Fund Account: All monies received by the Corporation shall be deposited into a general fund account, established at a local Florida financial institution.

6.2.2 Other Accounts:

- 6.2.2.1. When appropriate, an interest-bearing deposit account shall be established to ensure optimum return on funds which are not required for day-to-day operations; and
- 6.2.2.2. Establish a separate interest-bearing account or, when appropriate, procure interest bearing securities, for a Restricted Legal Reserve Fund. This fund shall be increased from time to time, as provided in the annual budget, at the discretion of the Board of Directors and approved by the Membership. (Amended 02/1999)

6.3 Expenditures

- 6.3.1 All payments shall be made from the General Fund Account.

- 6.3.2. The procedures for unbudgeted expenditures of Corporation funds for supplies, equipment, services and all other purposes, except support of revenue producing activities, as described in 6.3.3 are:

6.3.2.1. All requests from the Membership for unbudgeted expenditures shall be presented to the Board of Directors prior to any request for a vote from the Membership.

6.3.2.2. Expenditures up to and including five hundred dollars (\$500.) shall be made with the approval of two officers and the Board of Directors notified.

6.3.2.3. Expenditures of five hundred and one dollars (\$501.) to and including one thousand two hundred fifty dollars (\$1250.) shall be made with the approval of the Board of Directors. (Amended 12/2023)

6.3.2.4. Expenditures over one thousand two hundred fifty dollars (\$1250.) must be recommended by the Board of Directors and approved by the Membership. (Amended 12/2023)

6.3.2.5. Expenditures over one thousand two hundred fifty dollars (1250.) will not be broken into smaller amounts to avoid presenting to the membership for approval. (Amended 12/2023)

6.3.3. The procedures for expenditures of Corporation funds for support of revenue producing activities, for example planned social activities, such as dances, dinners, etc. are:

6.3.3.1 Expenditures, or authorization of Corporation funds, must represent the total estimated, or actual cost, of any single event, and may be disbursed in any manner consistent with the planned content of that event.

6.3.3.2 Advances may be made by the Treasurer based on contracts, billings or estimated billings, signed by the Member(s) responsible for the event.

6.3.3.3 All expenditures must be supported by verified billings or receipts before payment or reimbursement may be made.

6.4. Financial Controls and Procedures

6.4.1. The Treasurer shall establish petty cash and change funds, when required, to facilitate Corporation activities. The petty cash fund shall be replenished as prescribed in Article 6.3.1 above.

6.4.2. Checks drawn on Corporation accounts, as budgeted, or as approved in Article 6.3.2, or for revenue producing activities may be signed by the Treasurer. The Board shall review the check register monthly.

6.4.3. Checks drawn on Corporation investment accounts, in any amount, must bear two authorized signatures. Authorized signatures shall be those of the President, Vice President, Treasurer, Secretary or individuals duly appointed to act in any of these offices. (Amended 12/2023)

6.5. Reports The Treasurer shall submit a financial report at each regular meeting.

6.6. Audits

6.6.1. The Corporation fiscal year shall begin on 1 January and end on 31 December of each year.

6.6.2. The Corporation's financial books shall be audited at the end of each fiscal year by an audit committee of three (3) Corporation Members or, by an independent external auditor. The decision regarding whether to appoint an internal committee or, to use an independent external auditor, will be at the discretion of the Officers and the Board of Directors. Should they decide to use an internal committee, the three (3) Corporation Members will be appointed by the President-elect.

6.6.3. The books may be audited, during the year by the same annual audit committee.

6.6.4. Audit results shall be reported to the Membership at the next business meeting following the completion of the audit.

6.7. Budget

6.7.1. The Treasurer shall prepare a proposed annual budget for the Board of Directors. When accepted, the Secretary of the Corporation will mail or email a copy of the proposed budget to all Corporation Members and the budget will be posted on the Southern Pines Clubhouse bulletin board and the Corporation website, not less than thirty (30) days prior to the Annual Legislative Meeting. (See Article 5.4.7.)

6.7.2. The proposed budget shall be presented to the Corporation's Membership for a legislative vote at the Annual Legislative Meeting.

6.7.3. If the budget is approved by the majority of the Legislative Members represented, either in person at the meeting, or by valid proxy (See Article 7.8,) or by a majority of their whole number, in writing, the budget will be adopted.

6.7.4. When the budget is adopted, it shall become the working budget for the current fiscal year.

6.8. The Board of Directors shall negotiate annually for adequate insurance to protect the Corporation and its Officers and Directors. The annual insurance premiums shall be part of the annual budget. A copy of each policy of insurance in effect shall be made available, by the Secretary of the Corporation, for inspection by Members at reasonable times.

7. ARTICLE 7, CORPORATION MEETINGS

7.1. Method For Calling Corporation Meetings and Communicating with Members

7.1.1 Delivery Options: Upon annual Member registration, the Member shall specify their preferred method of receiving notification; US mail or email and their appropriate address. This applies to all meeting notifications and delivery of documents.

Where Members are known to be residing in the park, notification and delivery by hand to the resident's address may be used at the option of the Corporation. For those Members choosing email, the attachment to the email of the document that has been posted on the Corporate website shall constitute delivery. Members may change their preferred method and address at any time by notification to the Secretary.

7.1.2 The Annual Legislative Meeting and All Regular Membership Meetings:

All Corporation Members will be notified once annually, in December, by mail, email, or hand delivery of the Annual Legislative Meeting and Regular corporation Membership Meetings, scheduled for the following year.

A Member's right to receive notice of all the Corporation's Membership meetings, including the annual Legislative Meeting, may be waived in writing by an individual Corporation Member. The annual providing of the subsequent year's Schedule of Meetings constitutes notice. Additionally, notice of Member, Board, and committee meetings will be posted on the Southern Pines Clubhouse bulletin board, and on the Corporation website at least fourteen (14) days prior to the meeting, and thirty (30) days prior to the meeting if the Corporation's budget is to be addressed. Agendas, if available will be posted at least two days before any meeting and minutes posted within five days after the meeting.

Other Legislative or Special Meetings:

All Corporation Members will be notified, either by email or in writing, at least fourteen (14) days prior to a scheduled meeting. Additionally, notices of these meetings will be posted on the bulletin board of the Southern Pines Clubhouse fourteen (14) days prior to the meeting.

7.1.3 Board of Directors Meetings:

Meetings of the Board of Directors shall be conducted, as required, and open to all Corporation Members. Notice of the Board of Director's Meetings shall be posted on the bulletin board of the Southern Pines Clubhouse at least forty-eight (48) hours in advance of the meeting. When Membership dues for Members are being considered or discussed for any reason, the Board of Director's Meeting Agenda shall specifically contain be considered, and include any changes to the dues. (Amended 10/2022)

If a Corporation Member wishes to address the Board at a Board of Director's Meeting, he/she shall notify the President and provide a synopsis of the subject to be addressed twenty-four (24) hours prior to the meeting. The Secretary of the Corporation will add the topic to the meeting agenda.

7.2. Types of Corporation Meetings: There are five types of meetings:

7.2.1. The Annual Legislative Meeting:

This meeting will address amendments to the Corporation By-Laws and the adoption of the annual budget for the coming fiscal year. The meeting will require a quorum vote of Owner Members to adopt either issue. The Annual Legislative meeting will be held on the first Tuesday in January (Amended 03/2017). Other Membership issues may also be discussed.

7.2.2. Other Legislative Meetings:

These meetings will be conducted, as required, and address such issues as included in Article 7.2.1, as well as the Corporation's relationship to owners of Southern Pines.

7.2.3. Regular Membership Meetings:

These meetings are regularly scheduled monthly meetings of the Corporation's Membership. These meetings shall be held on the first Tuesday of the month, except when the day falls on a holiday, or the day after a holiday, in which event the meeting will be held on the following Tuesday. Regular Membership Meetings will not be held during the months of May, June, July, August or September. Special meetings may be called for emergencies or other matters as needed.

7.2.4. Special Meetings:

Special Meetings are non-scheduled meetings which may be called by the President on his/her own initiative or, when requested by the Board of Directors or, when requested by a minimum of forty (40) Owner Members. Special Meetings will address general issues pertinent to the Corporation's Membership.

7.2.5. Board of Directors Meetings: (See 7.1.3)

7.3. Location of Corporation Meetings:

The Annual Legislative Meeting and all Special and Regular Membership Meetings may be held in Southern Pines Clubhouse Activities Room at 26300 Southern Pines Drive, Bonita Springs, Florida, or via an Internet Service at the Board's discretion. The location of the Corporation's Board of Directors Meetings will be held at a location or by an Internet Service selected by the Board. The location or alternative method of the meeting will be posted on the Southern Pines Clubhouse bulletin board (See 7.1.3).

7.4. Meeting Quorums:

Decisions shall be made by a majority of Owner Members represented at the meeting at which a quorum is present (See Article 7.8).

7.4.1. The Board of Directors will determine the existence of a valid quorum at a meeting (See Article 5.6.5). The following method will be used:

- 7.4.1.1. Tally the Owner Members present at the meeting.
- 7.4.1.2. Tally the valid proxy votes held by the Board of Directors.
- 7.4.1.3. Tally the valid proxy votes held by Members present at the meeting.

7.4.2. In the event that a quorum is not present at a Legislative Meeting, the meeting will be adjourned for one week, and those matters which are required by the Corporation's By-Laws to be adopted by quorum will be considered at the next Legislative Meeting which has a quorum present.

- 7.5. All other Corporation business may be conducted at a Regular or Special Membership Meeting at which a quorum is present.
- 7.6. All Membership meetings will be conducted according to the procedures outlined in the most current edition of Robert's Rules of Order.

The order of a Membership meeting shall be as follows:

- 7.6.1. Certification of quorum and proxies by Directors
- 7.6.2. Secretary's Report: Reading and disposal of any unapproved meeting minutes
- 7.6.3. Treasurer's Report
- 7.6.4. Committee Reports
- 7.6.5. President's Report
- 7.6.6. Old Business
- 7.6.7. New Business
- 7.6.8. Adjourn

If it appears pragmatic, motions may be accepted from the floor to suspend the regular order of a Membership meeting.

- 7.7. Only Owner Members shall be permitted to vote and speak at Corporation meetings. All Non-Owner Residents are welcome to attend and observe. The Board of Directors has the authority to waive this By-Law for whatever circumstances they deem appropriate.

7.8. Proxies

- 7.8.1. Definition: A Limited Proxy is a document which gives individual Corporation Members the ability to cast their vote, in writing, on a particular legislative or general issue when they will be unable to personally attend a specific meeting; or, a document granting another Owner Member the power to vote on legislative, or general, issues when the Member will be unable to attend the meeting.

- 7.8.2. A Member may not vote by general proxy but may vote by limited proxies substantially conforming to a limited proxy form adopted by the Corporation. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may be used for votes taken to amend the articles of incorporation or By-Laws pursuant to this section, and any other matters for which this section requires or permits a vote of its Members, except that no proxy, limited or general may be used in the election of Board Members. 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.
- 7.8.3. A Member of the Board of Directors or of a committee may submit in writing his or her Agreement or disagreement with any action taken at a meeting that the Member did not attend. This agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.
- 7.8.4. It is the responsibility of the Corporation Member to notify the Secretary of the Corporation if he/she requires a proxy ballot for a subsequent meeting, as well as an appropriate address and information necessary to contact the Member. The Secretary shall mail, deliver, or email the ballot to ensure a Member's receipt fourteen (14) days prior to the meeting, and thirty (30) days prior to the meeting if the Corporation's budget will be considered. If possible, the Secretary shall enclose information relative to pertinent matters due to be voted upon at the meeting.

8. ARTICLE 8, ELECTIONS AND VOTING FOR CORPORATION OFFICERS

- 8.1. At the regular Membership meeting in April, the President shall appoint a chairperson for the Nominating Committee and two (2) Members who will serve on the committee. (See Article 9.11.)

This committee will prepare a slate of candidates, consisting of at least one (1) candidate for the Director seat/seats available for election. Ten (10) days prior to the November Regular Membership Meeting, the committee will post, on the Southern Pines Club House Bulletin Board, their proposed slate of candidates so that the Membership may review it. This posting will also include the names of the Nominating Committee Members and will contain a reminder that additional nominations - properly proposed and seconded by Members - shall be entertained during the Regular Membership Meeting in November.

During the November Regular Membership Meeting, the Nominating Committee will officially propose their slate of candidates, and the President will follow with a request for additional nominations from the floor.

- 8.2. At the regular Membership meeting in November, after the close of Nominations, an Election Committee Chairperson shall be appointed by the President. The President shall also appoint two (2) committee members. (See Article 9.5) (Amended 10/2022)

- 8.3. The Chairperson of the Election Committee shall, within five days after the November meeting communicate to the Membership the availability of absentee ballots. The Chairperson will further, on request, make absentee ballots available to those Members who are unable to cast their ballots during regular polling hours.

All absentee ballots shall be returned by mail or hand delivered in a sealed envelope to the Election Committee Chairperson.

- 8.4. The Election Committee is responsible, and accountable to the Corporation's Membership, for the following duties and responsibilities:

8.4.1 Prepare ballots which list all candidates, alphabetically by surname. Write in candidates and more than one vote per candidate is not allowed. This is stated in Florida State Statute 723.078 1.2 (Amended 10/2022).

8.4.2 Make available ballots to all eligible members. Ballots will not identify the voter in any way. Absentee ballots will be mailed to members upon request. Absentee ballots can be sent back to the Election Committee Chairperson in a sealed, plain envelope, and they will be placed in the ballot box and counted at the close of the election. (Amended 10/2022).

8.4.3 Offer, prepare, and communicate an appropriate polling area. A locked ballot box will be available for voters to deposit their ballots. (Amended 10/2022).

8.4.4 After the close of polls, tally the vote.

8.4.5 Report the election results to the Membership at the December Membership meeting.

- 8.5. On the day of the December regular business meeting, balloting will begin at 12:00 noon, Eastern Standard Time, and continue until 4:00 P.M., Eastern Standard Time. The ballots will be counted, after 4:00 P.M., Eastern Standard Time, by the Election Committee, and the results announced at the regular December Membership meeting.

8.5.1. In the evening prior to the day of the December business meeting, a voting period will be established to accommodate Members unable to vote during the period outlined in 8.5. The voting period will start at 6:00 P.M. Eastern Standard Time and end at 8:00 P.M. Eastern Standard Time. (Amended 12/2023)

- 8.6. Newly elected Officers and Directors shall assume office 1 January.

- 8.7. Officers and Directors-elect shall be entitled to review Corporation records, as necessary, to prepare for taking office. (See Article 5.4.2)

- 8.8. 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 mobile home 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 his or her ability; and that he or she will faithfully discharge his or her fiduciary responsibility to the Association 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 education curriculum approved by the Corporation within 1 year before or 90 days after the date of election or appointment. The education 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 the written certification or educational certificate is suspended from service on the Board until he or she complies with this section. The Board may temporarily fill the vacancy during the period of suspension. The secretary of the association shall retain a Director's written certification or educational certificate for inspection by the Member for 5 years after the Director's election or the duration or the Director's uninterrupted tenure, which is longer. Failure to have such written certificate or education certificate on file does not affect the validity of the Board action.

9. ARTICLE 9, CORPORATION COMMITTEES

- 9.1. The President shall have the power to establish Corporation committees, as required, and to appoint chairpersons of those committees. (See Article 5.1)
- 9.2. Audit Committee: The Audit Committee is comprised of three (3) Corporation Members, appointed by the President-elect, to audit the Corporation's financial books at the end of each fiscal year and, to report the results of that audit to the Membership.

The use of an internal Audit Committee may be suspended, from time to time, at the discretion of the Officers and the Board of Directors who may, instead, contract the services of an independent external auditor.

- 9.3. By-Law Review Committee: The purpose of the By-Law Committee is to evaluate current Corporation By-Laws, annually, to ensure their compliance with the most recent version of Florida Statute Section 723.078; and to review other proposed amendments to the By-Laws, as they are submitted to the Board of Directors. The committee and its Chairperson shall be appointed by the President (See Article 5.1.5).

The Committee drafts amendment proposals and/or a General Revision, whichever is appropriate, and makes recommendations to the Board, who will submit them to the Membership for adoption.

- 9.4. Continuity Committee: This committee shall be established as a standing committee. It shall consist of three (3) of the most recent past Directors who are able, available and agree to participate. The Chairperson of this committee shall be its most recent, senior Member. The purpose of this committee is:

9.4.1. To provide, on request, background information relative to the Corporation, to the degree to which they are able.

9.4.2. To serve as a body which monitors operations of the Corporation for conformity to the By-Laws.

9.4.3 To initiate corrective action regarding observed or potential nonconformity to the Corporation By-Laws. Communication of such action shall be as follows:

9.4.3.1. First, to the subject Officer;

9.4.3.2. Second, if necessary, to the President;

9.4.3.3. Third, if necessary, to the Directors;

9.4.3.4. Fourth, if necessary, to the Membership.

9.5. Election Committee: The Election Committee is responsible for administering the Corporation's annual Election of Officers and Directors. (See Article 8.)

9.6. Administrative Committee: The purpose of the Administrative Committee is to assist the Board of Directors, in managing and monitoring the Corporation's Communications, Health, Safety, Social, and Recreational Activity programs in line with the purposes of the corporation stated in 2.1. The Board shall create such activity groups and structure them as needed to achieve the program goals developed by the Board and refined by the activity groups.

9.6.1. Activity group leaders, jointly identified by the Board and activity group Members, shall meet with the Board designated liaison(s) individually or collectively as necessary.

9.6.2. Continuing activity groups shall, each November, review their goals and progress toward them and communicate that progress and their budgetary needs to the Board.

9.6.3. All activity groups must coordinate scheduling through a Board designated liaison (See Article 5.2.3.) "Scheduling" should be interpreted to include activities, dates, times, and other pertinent information. All activity groups should make use of the Corporation website, Channel 8, and the Activity Room bulletin board to keep Members informed of their activities.

9.7. Liaison Committee: This is a permanent committee, consisting of the President, the Vice President and three Directors. Its purpose is to confer with the management of Southern Pines, discussing and exchanging mutual concerns, relaying constructive suggestions and requests of Southern Pines homeowners and, in turn, reporting to the Corporation Membership at the next Regular Membership Meeting, the results of these meetings and the disposition of related items.

- 9.8. Nominating Committee: A committee of three (3) Corporation Members, whose Chairperson and Members are appointed by the President (See Article 5.7). This committee has the responsibility of selecting and submitting an annual slate of candidates available for the November election. (See Article 8.1.)

10. ARTICLE 10, REPLACEMENT OF OFFICE HOLDERS

- 10.1. If the President vacates his office for any reason, the Vice President shall succeed to the office of President, and shall continue in office until the next regular election. A special nomination and election for the office of Vice President shall be held at the next regular business meeting. If the regular election coincides with the next regular business meeting, the regular election process shall be followed. (See Article 8.).

Vacations and short-term illnesses shall be considered a temporary absence and shall not be interpreted as vacating the office. (See Article 10.4.)

- 10.2. If any office holder, except the President or Vice President, vacates his/her office for any reason, the Board of Directors shall re-fill that office by a temporary appointment until the next regular election.

- 10.3. Any officer may be removed from office for just cause, such as, but not limited to, dereliction of duty, misappropriation of funds, or failure to uphold the Corporation By-Laws according to the provisions of Florida law or, without cause by the vote of, or agreement in writing by the majority of all Members.

A Special Meeting of the Membership, to recall a Member, or Members of the Board of Directors, may be called by ten (10) percent of the Membership. Notice of the meeting must be given as detailed in Article 7.1.2. and the notice shall state the purpose of the meeting.

Investigation: The investigatory process shall be as follows:

- 10.3.1. The office holder shall be apprised of the charges against him/her.

- 10.3.2. A committee shall be appointed to investigate the charges. This committee shall report to the Membership at a Special Meeting, no later than fourteen (14) days after being constituted.

10.3.2.1. If other than the President is charged, the President shall appoint a neutral committee.

10.3.2.2. If the President is charged, The Vice President shall appoint a neutral committee.

10.3.2.3. If both the President and the Vice President are being charged, the committee shall consist of the Directors.

- 10.3.3. The Membership shall act on the committee's report at a Special Meeting. No officer charged shall preside at that meeting.

Outcome: A simple majority of the Members present shall be needed to drop the charges. A vote of agreement, in writing, by a majority of all the Corporation Members, shall be required to sustain the charges.

If the charges are sustained, the office shall be declared "vacant" and the office shall be filled in accordance with provisions outlined in Articles 10.1 and 10.2

Any action taken shall not constitute an infringement of his/her rights to appeal, or any other legal rights.

10.4. If both the President and the Vice President are temporarily absent, the Board of Directors shall appoint a Member of the Corporation to fill each position. Such temporary appointments may not exceed six (6) months and preferably shall be made from the following:

10.4.1. Current Board Members;

10.4.2. Past Board Members.

10.5. If an Officer or Director, other than the President or Vice President, is temporarily absent, the Board of Directors shall appoint a Member of the Corporation to fill the position. Such temporary appointments may not exceed six (6) months.

11. ARTICLE 11, PURPOSE AND AMENDMENT OF CORPORATION BYLAWS

11.1. The purpose of the By-Laws is to establish rules to guide the Corporation and to assist the leadership in directing the Corporation in a consistent and successful manner. A copy of the By-Laws shall be distributed by hand delivery, email, or mailed to each home of all Corporation Members.

11.2. Amendments, or General Revisions, to the Corporation By-Laws

11.2.1. Proposed amendments, or General Revisions to the Corporation By-Laws shall be presented to the Membership once annually, at the Annual Legislative Meeting; or at other Legislative Meetings, when immediate revisions are mandated by Florida Law.

11.3. Proposed amendments, or General Revisions, to the By-Laws must be submitted, in writing, to a Member of the Board of Directors at any time.

11.3.1. Proposed amendments, or General Revisions, must be submitted, in writing, and shall be distributed by mail, or electronically transmitted by email, and posted on the Community website and on the Community Bulletin Board to the Membership for consideration, at least thirty (30) days prior to the Annual Legislative Meeting during which they will be considered. (Amended 12/2023)

- 11.3.2.* Proposed amendments, or General Revisions, will be voted upon, or open to amendment - whichever is appropriate - at the Annual Legislative Meeting, if a quorum is present, either in person, or by proxy.
- 11.3.3.* To be incorporated into the By-Laws, amendments must be adopted by a two thirds (2/3rds) affirmative vote of Members, who are either present at the Annual Legislative Meeting or, are represented by valid proxy.
- 11.3.4.* Adopted amendments shall become effective at the next Regular Membership Meeting following their adoption.
- 11.3.5.* When By-Laws, including amendments, are adopted, each sheet containing change shall contain the date of adopting that change.
- 11.3.6.* Providing amendments or General Revisions have been made to the By-Laws during the course of a year, copies of the amended, or revised, By-Laws will be posted on the website and will be distributed by mail, or electronically transmitted by email, and posted on the Community website and on the Community Bulletin Board, to the Membership, whichever is appropriate, by the Secretary of the Corporation (See Article 5.4.9) within thirty (30) days after the most recent amendments, or revisions, have been adopted. (Amended 12/2023)

12. ARTICLE 12, EMERGENCY BY-LAWS

- 12.1.* The Board of Directors may adopt By-Laws to be effective only in an emergency defined in subsection (5). The emergency By-Laws may make all provisions necessary for managing the Corporation during an emergency, including:
 - 12.1.1.* Procedures for calling a meeting of the Board of Directors.
Quorum requirements for the meeting; and
 - 12.1.2.* Designation of additional or substitute Directors.
- 12.2.* The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of the Corporation are for reason rendered incapable of discharging their duties.
- 12.3.* A provision of the regular By-Laws consistent with the emergency By-Laws remain effective during the emergency. The emergency By-Laws are not effective after the emergency ends.
- 12.4.* Corporate action taken in good faith in accordance with the emergency By-Laws:
 - 12.4.1.* Binds the Corporation; and may not be used to impose liability on a Corporate Director, Officer, Employee, or Agent.

- 12.5. An emergency exists for purposes of this action if a quorum of the Corporation's Directors cannot readily be assembled because of some catastrophic event.

13. ARTICLE 13, EMERGENCY POWERS

- 13.1. During an emergency defined in 12.1

13.1.1. Notice of a meeting of the Board of Directors need be given only to those Directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio.

13.1.2. One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

13.1.3. The Director or Directors in attendance at a meeting, or any greater number affixed by the emergency By-Laws, constitute a quorum.

- 13.2. Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Corporation.

13.2.1. Binds the Corporation; and may not be used to impose liability on a corporate director, officer, employee, or agent.

- 13.3. An Officer, Director or employee acting in accordance with any emergency bylaws is only liable for willful misconduct.

13.4. An emergency exists for purposes of this section if a quorum of the corporation's Directors cannot readily be assembled because of some catastrophic event.

- 13.5. To the extent not inconsistent with any emergency By-Laws so adopted, the Bylaws of the corporation shall remain in effect during any emergency, and upon termination of the emergency, the emergency By-Laws will cease to be operative.

Article 14, COMPLAINTS. (Amended 12/2023)

- 14.1 Any complaints by a SPHOA Member to the SPHOA Board shall be addressed in a closed meeting. All discussion will be strictly confidential. The minutes of Board or Committee meetings that are closed to members are privileged and confidential and are not available for inspection or photocopying in compliance to the most recent version of Florida State Statute Section 723.078.11(e).