

By-Laws



Tara Woods Homeowners Association

2016

TARA WOODS HOMEOWNERS ASSOCIATION, INC.

BY-LAWS

ARTICLE I - NAME AND OFFICES

- Section 1: The official name of this organization shall be Tara Woods Homeowners Association, Inc.
- Section 2: The mailing address of the Corporation shall be 2600 Tara Lakes Circle, North Fort Myers, FL. 33917. The Corporation may also have offices at such other places as the Board of Directors or the business of the Corporation requires.
- Section 3: Wherever the terms Corporation or Association appear in these By-laws, they are considered interchangeable.

ARTICLE II - SCOPE/OBJECTIVES

- Section 1: The activities and operation of Tara Woods Homeowners Association, Inc. shall be governed by these By-laws.
- Section 2: The Officers and Directors of the Corporation shall also be governed by these By-laws.
- Section 3: These By-laws are deemed to include all the requirements of Florida Statutes, Chapter 723.
- Section 4: (a) To help provide social, recreational and civic activities for members of the Corporation.
(b) Civic activities shall not encompass political activities or religious activities except when specifically important to members, as determined by decision of the Board of Directors or a majority of the members, with membership taking precedence. The sole exception being memorial services officiated by the clergy. This will not require permission by the Board of Directors or the membership.
- Section 5: To promote the general welfare of the members.
- Section 6: To provide liaison and/or negotiations between the members and management and/or owners of Tara Woods, for the consideration of any matters which may be of interest or concern to members, including the purchase of the park by the membership conditioned on approval by the required number of members at that time.
- Section 7: These By-laws include provisions for the adoption of administrative rules (standing rules) which may be adopted, rescinded or modified by a majority vote at any Association meeting. A standing rule can be adopted without a previous notice as required in the By-laws.
- Section 8: Unless specifically designated as Directors at Large, all references to Directors, in these By-laws include Officers and Directors at large.

ARTICLE III - MEMBERSHIP AND VOTING RIGHTS

- Section 1: The members of this Corporation shall consist of bona fide owners of manufactured homes in Tara Woods. who have paid all dues, assessments and charges required to be members of the Corporation.
- (a) Only members whose yearly dues are paid in full shall have a vote in the affairs of the Corporation.
 - (b) Such dues may be amended from time to time by the Board of Directors of the Corporation. Members shall be entitled to one vote for each membership unit (manufactured home) of the Corporation. The manner of exercising voting rights shall be determined by the By-laws of the Corporation.
 - (c) Associate membership shall be available to those residents who lease/rent a home in the community for a period of at least one year. They shall pay the same dues as members and shall be entitled to the same benefits and privileges with the following exceptions:
 1. They shall have no vote in the affairs of the Corporation
 2. They shall not serve on the Board of Directors.
- Section 2: Owners of homes become voting members of the Corporation upon payment of dues established by the Board of Directors. The non-refundable current yearly dues become due and payable by January 31st of the following year. Automatic termination of membership privileges occurs when dues are delinquent on the first day of February.
- Section 3: The percentage needed for a quorum shall comply with Florida Statute 723.078 (2) b. Any change of percentage by the State of Florida will be reflected in the TWAH Administrative Rules. This percentage shall be considered de facto for purposes at any membership meeting.
- Section 4: A quorum will be considered satisfied by a combination of those members physically in attendance and those having submitted proxy ballots.
- Section 5: Votes at membership meetings may be cast in person or by proxy except that no proxy, limited or general, may be used in the election of Board members. All proxy votes must be filed with the Corporation Secretary before the appointed time of the meeting or any adjournment of the meeting.
- (a) A proxy is a power of attorney given by one person to another to vote in his or her stead. It may be made by any person entitled to vote and shall be valid only for a particular meeting designated in the proxy. Ultimate voting of the ballot may be done by either the Secretary, or by another party specifically designated by the voter. A proxy shall be effective only for a specific meeting, and its validity shall never be longer than ninety (90) days after the date of the first meeting for which it was given. A proxy may be revoked at any time by the person who originally initiated the proxy.
- Section 6: Voting on issues at membership meetings, where a quorum has been established, shall require only a simple majority of the votes cast to accept or reject an action. All non-votes or abstentions shall in no way affect the simple majority decision.
- (a) Votes may be cast by a show of hands, a stand and count method, or by written ballot. The Chair shall decide the appropriate vote tabulation method to be utilized.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: The Board of Directors shall have no less than five (5) members consisting of the President, Vice President, Secretary, Membership Secretary, Treasurer and Director(s) At-Large. The affairs of the Corporation shall always be managed by the Board of Directors who shall be members of the Corporation in good standing.
- Section 2: Directors shall be elected at the annual meeting. The terms of office for the Directors shall always be for two (2) years. A rotating pattern of alternately electing Directors is mandated.
- (a) In the event that the number of Directors shall, at any time, consist of an even number, then one-half of that number shall be elected in each year.
- Section 3: The Directors shall be nominated by the Nominating Committee or by nominations from the floor. All nominations from the floor must be made at a duly noticed meeting of the members held at least 30 days before the annual meeting. They will take office at the annual meeting of the Corporation.
- Section 4: All Directors shall serve without compensation. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or settlement thereof in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation. This indemnification shall apply whether or not the individual is a Director or Officer at the time such liabilities or expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement or reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights of indemnification to which such Director or Officer may be entitled.
- Section 5: Any member of the Board of Directors may be recalled and removed from office, with or without cause, by the vote of, or agreement in writing by, a majority of all members at a special duly noticed meeting of the members called by ten percent (10%) of the members for that purpose.
- Section 6: Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason, may be filled by a vote of a majority of the Directors.
- (a) Newly created directorships shall be elected to a term of two (2) years. If the additional directorship results in an even number on the Board of Directors, the President shall decide all tie votes.
- (b) Any Director appointed to fill vacancies shall serve only until the next annual election at which directors are elected.
- Section 7: A quorum shall consist of a majority of the Board and a quorum must be present at a meeting for any action to be voted upon. A majority of that quorum may then carry any motion.

ARTICLE IV - BOARD OF DIRECTORS (continued)

Section 8: Notice of meetings of the Board of Directors and its committees shall be posted in a conspicuous place upon the park property at least forty eight (48) hours in advance, except in an emergency.

- (a) Regular meetings of the Board may be held at such time and place as shall be determined by a majority of the Board.
- (b) Special meetings of the Board may be called by the President or when requested in writing by one-third (1/3) or more of the Board.
- (c) Meetings of the Board and meetings of its committees at which a quorum is present shall be open to all members with the following exceptions:
 1. Meetings held for the purpose of discussing Board personnel matters.
 2. Meetings between the Board or a committee and the association's attorney, with respect to potential or pending litigation, where the meeting is held for the purpose of seeking or rendering legal advice, and where the contents of the discussion would otherwise be governed by the attorney-client privilege.
- (d) Upon prior request, stating the topic to be included in the meeting agenda, members shall have the right to speak at Board and committee meetings.
- (e) Any means of electronic communication may be used to include physically absent Board or committee members at meetings as long as the absent members and those members who are present can all hear each other's conversation. The absent member's vote and the quorum requirement will be counted as if they were physically present.

Section 9: There shall be no limit on the number of consecutive two-year terms that a Director may serve.

Section 10: The Board shall also have these duties:

- (a) The Board will coordinate the work of the various committees. They may establish a committee to do a particular job and may terminate a committee when the work of a committee is no longer needed or desired.
- (b) They shall serve as liaison between members and management and/or owners of Tara Woods.
- (c) They may authorize the expenditures of funds of the Corporation.
- (d) Any proposed expenditure of the Corporation funds, not previously considered by the Board, shall be duly reviewed and approved by the Board prior to presenting it to the general membership for approval.
- (e) 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 at reasonable times. The Corporation shall retain these records for a period of not less than seven (7) years.
- (f) The annual budget will be prepared and recommended for adoption by the Board of Directors. The Board of Directors shall mail a meeting notice and copies of the proposed annual budget of expenses to the members, not later than fourteen (14) days prior to the meeting at which time the budget projections will be considered.
- (g) The budget submitted shall provide a detailed report of both the actual expenses for the previous year in each budget category, as well as the projections for the current year.

ARTICLE IV - BOARD OF DIRECTORS (continued)

- Section 11: The election of Directors shall be by ballot (unless dispensed with by unanimous consent) and by a plurality of the votes cast. Each member voting (one per household) is entitled to cast his or her vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- Section 12: The Board of Directors may designate certain of its members as representatives of established areas of Tara Woods to receive and coordinate suggestions for the welfare of the park and its residents.

Article V – OFFICERS

- Section 1: The stated Officers of the Corporation shall be President, Vice president, Secretary, Treasurer and Membership Secretary. The Officers shall be members of the Board of Directors and shall be elected by the members of the board following the annual meeting and election each year.
- Section 2: The President shall preside at all meetings of the Corporation. The President may authorize expenditures not to exceed three hundred (\$300.00) dollars in any one month without the approval of the Board.
- Section 3: The Vice President shall, in the absence of the President assume the duties and have the authority of the President. The duties and authority of any office are to be assumed in accordance with the stated line of succession, i.e.: Secretary, Treasurer, Membership Secretary and Directors in alphabetical order.
- Section 4: The Secretary shall prepare the minutes of the meetings of the Corporation and of the Board. At each meeting, the President will call for a Motion of Approval of the Minutes of the previous meeting of the Corporation and the last meeting of the Board. Any member or director may request that the minutes be read at the meeting. The Secretary shall be custodian of the records of the Corporation, except those kept by the Treasurer.
- Section 5: The Treasurer shall be responsible for receiving and disbursing the funds of the Corporation. The Treasurer shall maintain records and use procedures determined by the Board. Fidelity Bonds may be required by the Board. The premiums for such bonds shall be paid by the Corporation. At each meeting of the Corporation, the Treasurer shall give a report of funds received and disbursed. Two (2) Officers, except on a bank account specifically established by the Treasurer to serve a Standing Committee, shall sign checks or withdrawals on funds of the Corporation. Two (2) members of that committee, approved by the Board of Directors, will sign checks for that account.
- Section 6: The Membership Secretary shall maintain all membership records, solicit new members, collect dues, maintain dues payment records, issue membership cards, collect signatures from members for special documents when necessary and assist in mailings to members.

ARTICLE VI - COMMITTEES

- Section 1: There will be two classes of committee: (1) standing committees and (2) ad hoc committees. A Standing committee will hold office during the year in which it is constituted. An ad hoc committee will be discharged at the completion of the task for which it was constituted.
- Section 2: All committee chairpersons and committee members shall be members of the Corporation in good standing. The chairpersons will be appointed by the Board of Directors. The chairperson will choose the committee members. The Board will define the responsibilities and duties of each committee.
- Section 3: An auditing committee chairperson shall be appointed by the Board of Directors. The audit report covering the fiscal year ending October 31 is to be made at the January meeting of the Corporation.
- Section 4: A nominating committee chairperson shall be appointed by the Board of Directors.
- (a) The nominating committee will present one or more nominees for each of the offices of Directors.
 - (b) The names of the nominees will be posted on the clubhouse bulletin board by the nominating committee, at least fourteen (14) days before the annual meeting.
 - (c) The nominating committee will be responsible for conducting the election.

ARTICLE VII - MEMBERSHIP MEETINGS

- Section 1: The annual membership meeting of the Corporation shall be held on the second Monday in January each year, except if such day is a legal holiday. In that event, the Board shall fix a meeting day. Such a day is to be within two weeks of the date fixed by these By-laws.
- Section 2: Special membership meetings shall be held whenever called by the President, by the majority of the Board, or upon receipt of written request from ten percent (10%) of the members of the Corporation in good standing.
- Section 3: Notice of the annual membership meeting shall be given by mail to each member at least fourteen (14) days prior to the meeting. Members may waive, in writing the right to receive notices of meetings including the annual meeting. The agenda for the annual meeting is to be posted on the clubhouse bulletin Board at least one week prior to the meeting.
- Section 4: Business in all meetings of the Association and in committees will be conducted according to Roberts Rules of Order (revised) and the By-laws of the Association, with the latter having precedence over the former. In case of doubt as to procedure, the Officer in charge of the meeting shall appeal to the Parliamentarian for a ruling.

ARTICLE VIII - AMENDING THE BY-LAWS

Section 1: The By-laws of Tara Woods Homeowners Association may be amended. An amendment may be proposed by the Board, or by petition signed by twenty percent (20%) of members of the Association. Any amendment proposal must be either:

- (a) Read at a regular or special meeting of the Association, or
- (b) Provided in written form to the entire membership accompanied by a ballot for its acceptance or rejection. In either case the proposal must be provided at least fourteen (14) days prior to the membership meeting at which the vote is taken.

Section 2: The By-laws of Tara Woods Homeowners Association may be amended. Approval of the proposed amendments to the By-laws must be by a majority vote of all the members in good standing at a legally constituted meeting at which a quorum is present.

Approved by vote of the Membership January 14, 1991

Amended by vote of the Membership January 13, 1997

Amended by vote of the Membership March 9, 1998

Amended by vote of the Membership January 8, 2001

Amended by vote of the Membership January 13, 2003

Amended by vote of the Membership January 13, 2004

Amended by vote of the Membership January 10, 2011

Amended by vote of the Membership January 11, 2016