

BYLAWS

OF

CEDAR COVE HOMEOWNERS ASSOCIATION OF SARASOTA, INC.

A Not-for-Profit Florida Corporation

Revised and approved February 10th 2017 to comply with Chapter 723 Florida State Statutes 2016

ARTICLE I.

Name, Registered Office & Registered Agent

Section 1. Name: The name of this Corporation (hereinafter referred to as the ‘Association’) is **Cedar Cove Homeowners Association of Sarasota Inc.** The articles of incorporation of the Association were approved by the Secretary of State of Florida on 10th. April 2006 and were assigned Document number N06000003935.

Section 2. Registered Office and Registered Agent: The address of the registered office of this Association and agent at said address is :

SCOTT E. GORDON, ESQUIRE
Lutz, Bobo, Telfair, Eastman, Gabel & Lee
2 North Tamiami Trail, Suite 500
Sarasota, FL. 34236-5575

ARTICLE II.

OBJECTIVES

Section 1. To promote the benefit, welfare and recreational requirements of **all** Cedar Cove residents

Section 2. To represent **all** Cedar Cove residents in communications and meetings with the management and/or owners of Cedar Cove, an over 55’s, Manufactured Home Community located at 7020 Captain Kidd Avenue, Sarasota, Sarasota County, Florida 34231 (hereinafter referred to as ‘the Park’) for the consideration of any matters which may be of interest, or concern to the residents.

Section 3. To promote the Park amenities and values of property for **all** residents.

Section 4. If deemed appropriate to exercise its rights under Florida State Statutes to negotiate for, acquire and operate the park on behalf of the home owners.

ARTICLE III

POWERS

The Directors and Board Members of this Association and the operation of the Association shall be governed by these Bylaws.

ARTICLE IV
MEMBERSHIP

- Section 1. Members must be bone fide home owners. No more than two (2) memberships per home are to be permitted.
Note:- Only one (1) vote per home is applicable to Association business.
- Section 2. Membership of the Association is on an individual, continuing basis and is subject to signed agreement accepting these Bylaws. New owners shall be offered membership on taking up occupancy.
- Section 3. There shall be no annual dues at this time (2017). Operating expenses shall be provided from General Funds.
- Section 4. Residents who are employees of Warrington Enterprises Inc., may apply for Associate membership, but shall not be eligible to vote, or to serve on the Board.
- Section 5. The basic means of Association communication shall be by E-mail, and hand delivery. Members will be requested to sign consent/waivers to adopt this policy. For those Members unable to accept, then Mail communication will continue to be used. The only exception to this policy will be in the event of a Recall of a Board member, then all will be by mail.

ARTICLE V
MEETINGS

- Section 1. Place of Meetings: Meetings of the members shall be held at the Community Centre of the Park, or at any other place within the State of Florida that the Board may from time to time elect.
- Section 2. There shall be a General Meeting of the Association on the second (2nd) Friday of each month November through March and the first (1st.) Friday in April. The Association **Annual General Meeting** shall be the regular **February** meeting.
- Section 3. A special meeting may be called at any time by the President, or in the President's absence by the Vice-President.
A special meeting may also be called by a majority vote of the Board, or at the request of Twenty (20) Homes, when such request is presented in writing to the Board.
At least five (5) days prior to any special meeting, notification of said meeting, stating the reason and purpose for the meeting, shall notified by e-mail and be posted on the Association bulletin board.

Section 4 At all regular meetings of the Association, the following will be the order of business, unless the order is changed in accordance with Article V, Section 5.

1. Welcome by Presiding Officer
2. Pledge of Allegiance and Prayer
3. Secretary's Minutes of the previous meeting.
4. Treasurers' Report covering Association, Activities and Memorial Fund accounts.
5. Social Coordinator's Report
6. Events Coordinator's Report
7. Outstanding Old Business
8. New Business
9. Closing Remarks.
10. Move for Adjournment

NOTE: At the Annual February meeting the following will be added to the agenda as appropriate:-

Financial Audit Committee report
President's Report (Annual report and future plans)

Section 5. At all meetings the President has the authority to change the order of business, and to limit debate on any issue, but only after a Member's motion has been brought to the floor. At any meeting the President shall cast a vote only when the vote is necessary to break a tie vote.

Section 6. During regularly scheduled monthly meetings, or special meetings of the Association, no other social activities, or meetings will be scheduled.

Section 7. At each meeting a Home Voting Card shall be provided and displayed, to confirm a Quorum, and be counted by the Secretary to ensure appropriate voting in the conduct of any vote.

Section 8. Minutes of all meetings shall be kept in a business-like manner, and be retained for a period of not less than seven (7) years.

Section 9. All meetings may be Audio recorded. Video recording may be permitted subject to a Fourteen (14) day prior application to the Board in writing.

ARTICLE VI **QUORUM**

At all regular meetings, Fifteen (15) Home voters, and any attending Board members shall constitute a quorum. Meetings may be held without a quorum present, but no motions may be approved.

ARTICLE VII
PROXIES

At all meetings of the members, a qualified voter may vote in person, or by proxy executed in writing. Such Proxy shall be filed with the Association Secretary before, or at the time of the meeting. No proxy shall be valid after Sixty (60) days from the date of the first meeting for which it was given.

ARTICLE VIII
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order will govern the Association in all cases to which they are applicable. Parliamentary procedure shall apply in all disputes. Any member wishing to speak before the body must stand, address the presiding officer, wait to be recognized, approach the lectern, and then proceed. Not at anytime will Robert's Rules of Order regarding parliamentary procedures supersede the bylaws.

ARTICLE IX.
ASSOCIATION BOARD

- Section 1. Number of Directors: The Association Board shall comprise of FIVE (5) Elected Directors.
The Directors shall then appoint individuals to fill the following offices, these appointments may be reviewed annually:- President; Vice-President; Secretary; Treasurer and Director at Large. Having been duly elected by the Association members they shall serve for a term of two (2) years and be eligible for re-election.
- Section 2. Number of Board Members: The Board shall comprise Nine (9) in total, the Directors shall invite Four (4) Trustees, comprising One (1) Member from each residential street, the Trustees term of office will be for one (1) year and will be renewable upon invitation.
- Section 3. Power: The business and affairs of the Association shall be managed by its Board comprising the 5 elected Directors and 4 invited Trustees. The Board may exercise all powers of the Association, except such as are by statute or Articles of Incorporation, or Bylaws conferred upon or reserved to the Members. The Board shall also be conferred with all powers and duties as set forth in Florida Statutes 723.078. The Board shall keep full and fair accounts of its transactions.
- Section 4. Vacancies: Should a vacancy occur among the Directors, the President, or Vice-President shall, within 30 days, with the approval of a majority of the Board, propose an Association member to fill the unexpired term of the vacated office, following general electoral procedures, as detailed in Article XII.

If a Director is temporarily unable to fulfill their duties, a Board approved short term reassignment of their duties is permissible.

- Section 5. Removal from Office: A Director may be removed from office by a Member's motion, first presented to the Board in writing, then brought the floor, seconded and given a 2/3 majority vote by those members in attendance at a regular Association meeting.
A Board member may also be relieved from office, by the Board, if persistently absent from Board and General meetings, and thereby failing to fulfill their defined duties.
- Section 6. Meetings: The Board shall typically meet during the first week of each month, at a date and time prescribed by the President. Additional meetings of the Board may be called by the President at a date and time agreed upon by both the President and other Board members.
- Section 7. Notice of Meeting: Forty Eight (48) hours notice shall be given to each Board member, together with a copy of the proposed agenda prior to the intended Board Meeting.
- Section 8. Quorum: A majority of the Board (5 members) must be present at any Board meeting in order to transact Association business.
- Section 9. Fiduciary Duty: The Directors of the Association have a fiduciary duty to the members when acting on behalf of the members.

ARTICLE X COMMITTEES.

- Section 1. Committees Established by the Board: The Board may by resolution provide for standing, or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties not inconsistent with law, as may be assigned to it by these Bylaws and the Association Board. Committee Chairpersons shall be appointed by the Board, or as specified in these Bylaws.
- Section 2. Grievance Committee: The President with Board approval shall appoint a Grievance Committee consisting of not less than three (3) Association members. This Committee shall deal with residents grievances concerning Park management, operations, or conditions. Residents should first report any grievance to the resident Park Manager, if it is not satisfactorily resolved it should then be submitted in writing to a Board member for Board action.
- Section 3. Audit Committee: Each year the Board shall appoint an Audit Committee comprising three (3) Association members to examine the financial accounts and

assets of the Association. The Committee may also meet at the request of a majority of the Board for specific auditing functions.

- Section 4. Purchasing Committee: Should Capital expenditure in excess of Two Hundred and Fifty Dollars (\$250) be considered as per Article XIV Section 3. A Purchasing Committee shall be formed comprising Two (2) Directors and One (1) Trustee. They shall be responsible for obtaining a minimum of two competitive quotations. These quotes shall be presented to the Board for consideration and recommendation. At the next General membership meeting, a member of the Purchasing Committee shall make the presentation of the quotes together with the Board recommendation for consideration and vote by the membership. The majority will rule.
- Section 5. Bylaws Committee: When convened by the Vice-President, a Bylaws Committee comprising Two (2) Officers and One (1) Trustee will follow the procedures established in Article XV, Section 2.

ARTICLE XI

DUTIES OF OFFICERS

- Section 1. The President:- Shall preside at all meeting of both the Association and the Board, and shall exercise such additional powers and duties as are assigned from time to time by the Board. In determining questions of procedure at meetings, the President shall be governed by Parliamentary Procedures.
- Section 2. The Vice-President:- Shall preside at all meetings in the President's absence, or inability to perform the duties of the office. The Vice-President shall assume control and management of the Association and perform any additional duties prescribed by the Board.
- Section 3. The Secretary:- Shall keep a correct record of the Membership; proceedings at Board and General meetings; see that all notices are duly given in accordance with these Bylaws, or as may be required by law; be custodian of the records of the Association; and in general, shall perform all duties incidental to the office of Secretary of a corporation. The Secretary shall ensure that a Quorum is present at meetings and record any resultant voting. The Secretary shall provide access to any Association documents and records within Fourteen (14) days of receiving a Member's written request for such information.
- Section 4. The Treasurer:- Shall have charge of and be responsible for all funds, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies and other valuable effects in such banks, or other depositories which shall, for time to time, be selected by the Board; shall render to the Board whenever requested, an account of the financial condition of the Association, and in general shall perform all the duties incidental to the office

of a Treasurer of a corporation, including the assessments and dues owing to the Association.

Section 5. The Director at Large:- Shall be an Association member **permanently residing** in the Park. The Director's duties will be to attend board meetings, to keep up to date with Park circumstances and to be the initial Association representative during the months May through October, and perform such necessary duties as required by the Board.

Section 6. The Trustees:- Shall attend all Board meetings, all regular and special meetings of the Association. They shall assist in the management of the Association and perform such necessary duties as required by the Board.

Section 7. **The Association Board as Constituted**:- **Shall**:-

- (a) Have general supervision of the affairs of the Association between its scheduled business meetings, make recommendations to the Association, and perform such other duties as specified in these Bylaws.
- (b) Be subject to the majority of the Association, and none of its acts shall conflict with such decisions taken by the Association.
- (c) Be authorized to make any expenditures that may be necessary, or advisable for the government, direction, and betterment of the Association, consistent with these Bylaws.

ARTICLE XII

ELECTIONS

Section 1. Every second year a Nominating/Election Committee consisting of at least Three (3) members representing the residents of the Park shall be appointed by the President at the March General Meeting. They in turn shall elect a Committee Chairman. The members of this committee shall prepare a list of candidates for election as Directors in accordance with Article IX Section 1, of these Bylaws.

Section 2. The Nominating/Election Committee Chairman shall present this list at the Association November business meeting, at which time further nominations from the floor shall be accepted, after this time **no** further nominations may be made. No member of the Committee shall be a candidate for office unless such member is nominated from the floor. The Committee shall be responsible for ensuring that the profiles of all candidates are posted on the bulletin board Fourteen (14) days prior to the election.

Section 3. If the posts are uncontested, then the Election Committee Chairman will declare the nominated candidates duly elected at the December Business meeting when called on to do so by the President in the order of business.

- Section 4. If any of the Director posts are contested the Nominating/Election Committee shall prepare printed ballot papers. A ballot paper shall be mailed, hand delivered, or e-mailed to each absent home member, they shall return their papers to the Committee Chairman. This is the responsibility of the member. The election shall be held in conjunction with the December General Meeting. Ballot papers shall be provided to each registered home on arrival, after recording their votes the papers shall be placed in a closed box.
- Section 4. On completion of voting the Nominating/Election Committee shall record the votes for each candidate and the Chairman shall announce the results to the General Meeting when called on to do so by the President in the order of business.
- Section 6. The newly elected Directors shall then be invited by the retiring President to assume their duties immediately.
- Section 7. The new Secretary will ensure that all Association documents, recordings etc., are returned by outgoing Board members within Fourteen (14) days, for archiving.
- Section 8. New Directors shall within 90 days, either attend an approved training course, or swear an affidavit in accordance with Statute 723.0871.

ARTICLE XIII
ACTIVITIES and SOCIAL COORDINATORS.

- Section 1. **Activities.** The President, with Board approval, shall appoint an Activities Coordinator. The President and Coordinator shall jointly approve an Activities (Street) Captain for each residential street. The Coordinator, Captains and a designated Board Member shall comprise the Activities Committee. The Activities Committee shall be responsible for the proposing, organizing, scheduling, managing and coordination of **all social, recreational and fund raising activities for Cedar Cove M.H. Park.** These shall be in accordance with the Activities Committee Bylaws Addendum 1.
- Section 2. Social. The President, with Board approval, shall appoint a ‘Sunshine’ person. This person shall:-
1. Note and respond appropriately to resident’s, Birthdays, Anniversaries, Illnesses, hospitalizations, demises and departures.
 2. Report on such events as called upon at weekly Coffee Mornings and General Meetings.
- Section 3. Resident Records. The President, with Board approval, shall appoint a Records Officer. This person shall:-
1. Maintain an electronic register of all Cedar Cove M.H Park residents, recording Birthdays, Anniversaries, e-mail addresses and other significant information.
 2. Maintain and circulate via the Street Captains a current Park Directory for each New Year.

ARTICLE XIV
FINANCES

- Section 1. There will be one (1) General bank account, the ‘Association’ account. The checking account will carry two (2) names on it: Treasurer and Assistant Treasurer. **Either** of these two (2) signatures will validate a check.
- Section 2. The Treasurer will make money available to the Association, Activities Committee, or Memorial Fund as appropriate under these Bylaws, and under the supplementary Activities Bylaws. Receipts for all expenditures **must** be furnished to the Treasurer.
- Section 3. Proposed **Capital** expenditures for purchases exceeding One Hundred dollars (\$100) must be approved by the Board and presented to a regular meeting with a majority vote required for approval before the purchase. For **Capital** purchases exceeding Two Hundred and Fifty dollars (\$250), a Purchasing Committee will be instructed to obtain a minimum of two competitive quotes for presentation, both to the Board and to the general membership for approval. During the months of May through October capital expenditures cannot exceed \$100, unless an emergency arises.
- Section 4. If any motion is brought before the body at a General Meeting to approve any **Capital** purchase in accordance with Article XIV, Section 3, which has not been approved by the Board, the President shall defer such motion until the next regular meeting, so as to allow the Board to review the proposed expenditure. At the next regular meeting the motion shall be brought back to the floor. Under discussion on the motion, a member of the Board shall explain to the Association members the Board's recommendation on the previously tabled motion. After discussion on the motion is completed, the President shall call for a vote on the motion. The majority shall rule.
- Section 5. Emergency purchases may be presented to the President for approval. Receipts **must** be given to the Treasurer.
- Section 6. All proceeds derived from recreation activities shall be handed to the Treasurer to be deposited in the General Fund.

ARTICLE XV
BYLAWS

- Section 1. These Bylaws, after approval by a majority of the Association members attending a General, or Special meeting, shall be considered the official Bylaws of Cedar Cove Home Owners Association of Sarasota Inc.

Section 2. Any proposed amendment to these Bylaws shall be presented, in writing and signed, to the Vice President who shall convene a Bylaws Committee for its consideration. The Bylaws Committee will then present the proposed amendment changes, together with recommendations to the Board for review. The proposed change and Board recommendations will then be read and a copy given to each Association member at the following General Meeting. At that, or the following meeting the members will vote on the proposed amendment(s). The majority will rule.

ARTICLE XVI
DISSOLUTION.

If, at any time, for whatever reason it becomes necessary to dissolve the Association, the funds contained in the treasury and all assets will be realized and be distributed as approved by the majority vote of the Association members, and in accordance with Florida law.

ARTICLE XVII
CONSTRUCTION

Wherever the masculine, singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine, or neuter, singular or plural, whenever the context so requires.

Should any of the covenants herein imposed be void or be or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless be and remain in full force and effect.

Adopted this 10th. day of February 2017

By:- J. Calcina
President

Attest By:- C. Calcina
Secretary