

BYLAWS.  
OF  
WALDEN WOODS NORTH  
HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I - IDENTITY

1. The name of this corporation shall be **Walden Woods North Homeowners' Association, Inc.**, a corporation not for profit under the laws of the state of Florida.

2. The address of this corporation shall be that of the Treasurer. This address shall be subject to change by resolution of the Board of Directors.

3. The fiscal year of the Association shall be the calendar year January 1, to December 31.

4. The seal of the Association shall bear the name of the corporation, the word "Florida", the words "corporation not for profit", and the year of incorporation.

5. The purpose for this Association is the social and fraternal benefits to be derived from such association and to join to seek the improvement and betterment of the various amenities at the said mobile home park and to take advantage of the rights and powers as provided in Chapter 723 of the Florida Statutes, including the power to negotiate for, acquire and operate the said mobile home park on behalf of the members and to do all such activities on a non-profit basis.

6. For convenience these bylaws shall be referred to as the "**bylaws**"; and the articles of incorporation of the Association as the "**articles**". The other terms used in these bylaws shall have the same definitions and meanings as those set forth in F.S. Chapter 723, as well as those set forth in the articles, unless provided to the contrary in these bylaws or unless the context otherwise requires.

ARTICLE II - Meetings of Members, Voting and Election

1. Membership in the corporation is limited to bona fide homeowners of Walden Woods North. All members who are current in payment of dues shall be entitled to one (1) vote per mobile home. Membership will terminate when a member is no longer a homeowner.

2. The annual members' meeting shall be held each year on the second Tuesday in December at such time and place as a majority of the Board of Directors shall determine. The purpose of the meeting shall be to elect officers of the Association. In addition to the annual meeting, Other general meetings may be held throughout the year at the discretion of the Board of Directors. Special meetings of the Association may be called by the President at any time, or at the request of ten (10) members, with proper notice to membership of a minimum five (5) working day notice posted on the official bulletin board .

2a. The nomination of officers and members of the Executive Board shall take place at the meeting held on the second Tuesday in November. Not less than 60 days before the annual meeting of members a Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee chairperson shall present the names of all persons nominated by the committee. Nominations from the floor will be accepted at this meeting and at the time of elections in December. The Nominating Committee will prepare printed ballots to be used at the annual meeting on the second Tuesday in December at 7:00 PM.. These ballots will contain the names of those nominated and blank spaces for anyone nominated from the floor.

2b. Members desiring to cast their vote by proxy may obtain the necessary form from the Nominating Committee. The proxy given shall be effective only for the specific meeting for which originally given and any lawful adjourned meeting 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.

2c. Any qualified member desiring to vote, but will be absent at the time of the

election, may obtain a ballot from the Nominating Committee upon completion of a written request showing the reason which will prevent their appearing in person at the meeting. The ballot will be cast and returned in a sealed envelope to the Nominating Committee at the time the request is made.

3. Written notice of the annual meeting and any general meetings shall be given to each mobile home owner at least 14 days prior to such meeting. A copy of the notice shall be posted in a conspicuous place on the mobile home property at least 14 days before such meeting. Mobile home owners may waive notice of any meeting provided such waiver is in writing and on file in the records of the corporation.

4. A quorum at the annual meeting and general meetings shall be attained by the presence, either in person or by proxy, of persons entitled to cast 50% of the votes of the entire membership. A quorum must be attained for meetings where actions that require approval by the membership will take place.

5. The Order of Business for such meetings shall be, but not limited to:

- a. Call to order by the President
- b. Pledge of Allegiance to the Flag
- c. Secretary's Report
- d. Treasurer's Report
- e. Committee Reports  
( annual meeting to include election of Directors)
- f. Old Business
- g. New Business
- h. Announcement of the date, time and place of next meeting
- i. Adjourn

6. The following actions require approval by the members and may not be made by the Board of Directors acting alone:

- a. Purchase of Walden Woods North Mobile Home Park.

- b. Recall of members of the Board of Directors.
- c. Other matters contained in the article of these Bylaws that specifically require a vote of the members.

7. Robert's Rules of Parliamentary Procedure will be followed.

### ARTICLE III - OFFICERS

1. The affairs of the Association shall be managed by a Board of five (5) Directors voted on by the membership. Directors must be mobile home owners and shall not continue to serve on the board after he/she ceases to be a mobile home owner.

2. Officers of the corporation shall consist of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer. In the event there is a vacancy on the Board of Directors, a Director can be appointed by the remaining Directors for the remainder of the term.

3. The term of office for the Board shall be for two (2) years, staggered with the President, 2<sup>nd</sup> Vice President, and Treasurer terms to expire in the odd years, and the 1<sup>st</sup> Vice President and Secretary terms to expire in the even years. All terms of office begin on January 1 and expire on December 31.

4. A Director may resign at any time by sending, or personally delivering, a written notice of resignation of the Association, addressed to the Secretary. The resignation will take effect upon receipt by the Secretary unless it states differently. Any Board member elected by the mobile home owners who is absent from more than three (3) consecutive regular meetings of the Board, unless excused by resolution of the Board shall be deemed to have resigned from the Board of Directors.

4a. 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. A special meeting of the members to recall a member or members of the Board of

Directors may be called by ten (10) percent of the members giving notice of the meeting as required for a meeting of members and the notice shall state the purpose of the meeting.

5. The organizational meeting of a newly elected Board of Directors shall be held immediately following each annual meeting and without further notice.

6. The Board of Directors will hold regular meetings at the discretion of the President with notification to each Director by mail or telephone, indicating the date, time and location, at least three (3) days before such date. A quorum at the meeting of the Directors shall consist of a majority of the entire Board of Directors. There shall be no voting by proxy at any meeting of the Board of Directors. Board meetings shall be open to all Association members. Notice of all meetings shall be posted on the official bulletin board at least forty-eight (48) hours prior to the meeting except in emergencies. If assessments against members are to be considered, the notice shall so state specifically, and include an explanation of the nature of such assessment. No mobile home owner shall be entitled to participate in the meeting unless specifically invited to do so by the Board.

6a. In the event of an emergency affecting the health, welfare and/or safety of residents of the Association's property or duties, the Board may hold an emergency meeting by telephone and without notice to the mobile home owners. In such event, the Board of Directors shall immediately notify all members of any action taken by reporting such at the next regular meeting of the Board of Directors.

7. Directors shall serve without pay, but shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their duties.

#### ARTICLE IV - Duties of Officers

1. The President will call to order and preside over all board and general meetings of the Association. The President shall appoint the chairpersons of all committees. The

President shall be the “ex-officio” member of all committees excluding the right to vote. In the absence of the Treasurer, the President will have signatory power.

2. The 1<sup>st</sup> Vice President shall have full authority and responsibility in the absence of the President.

3. The 2<sup>nd</sup> Vice President shall assume the duties of the 1<sup>st</sup> Vice President, Secretary, or Treasurer in the absence of these officers.

4. The Secretary shall record and maintain of all general meetings of the Association, all meetings of the Board of Directors and shall be the keeper of all corporate records. The Secretary shall keep a record of attendance of all board and general meetings. The Secretary shall post notices of all meetings of the Board and all meetings of the Association and other notices required by Florida law. These records shall be available for examination by members of the Association with reasonable notice and at a reasonable time.

5. The Treasurer shall be responsible for receipt of all monies belonging to the Association. All money received shall be deposited in a checking account in the name of the corporation. Withdrawal of monies from this account shall be by check. The Treasurer shall give a report at each meeting on the condition of the treasury. These records shall be available for examination by members of the Association with reasonable notice at a reasonable time.

6. The Board of Directors shall make a determination annually as to the method of reporting the Association’s income to the Internal Revenue Service.

7. The Board is required to retain the minutes of all meetings of members and of the Board of Directors for a period of not less than seven (7) years. Financial records will also be retained according to I.R.S. guidelines.

## ARTICLE V - Indemnification

Every office and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees incurred and imposed in connection with any proceedings to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been an officer or director of the Association, whether or not he/she is an officer at the time expenses are incurred. The officer or director shall not be indemnified if he/she is adjudged guilty of gross negligence or willful misconduct or shall have breached his/her fiduciary duty to the members of the Association. The Association shall not be liable, however, for payment of a voluntary settlement unless it is first approved by the Board of Directors. The foregoing rights shall be in addition to and not exclusive of all other rights to which the directors or officers may be entitled.

## ARTICLE VI - Amendments

1. A proposed amendment to these bylaws shall be submitted in writing at a meeting and read to the membership.
2. An amendment shall be read again at the next regular meeting.
3. An affirmative vote of two-thirds (2/3rds) of the voting members present shall be required for the adoption of any amendment.
4. Enforcement of these bylaws will become effective when approved by a vote of the members and signed by the incumbent Officers.

IN WITNESS WHEREOF, **WALDEN WOODS NORTH HOMEOWNERS' ASSOCIATION, INC.**, a Florida corporation, after a meeting of the record owners of the real property described herein, has caused this **BYLAWS** be signed and attested to by the Officers of the Corporation, named below, and its corporate seal to be affixed hereto on this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

Signed in the presence of:

**WALDEN WOODS NORTH  
HOMEOWNERS' ASSOCIATION INC.**

\_\_\_\_\_

By: \_\_\_\_\_

Witness

**Its President**

\_\_\_\_\_

Printed Name: \_\_\_\_\_

Printed Name

Attest:

\_\_\_\_\_

BY: \_\_\_\_\_

Witness

**Its Secretary**

\_\_\_\_\_

Printed Name: \_\_\_\_\_

Printed Name

**STATE OF FLORIDA**

**COUNTY OF CITRUS**

BEFORE ME, personally appeared \_\_\_\_\_ as President and \_\_\_\_\_ as Secretary of **WALDEN WOODS NORTH HOMEOWNERS ASSOCIATION, INC.** Such persons did not take an oath and are personally known by me, or provided \_\_\_\_\_ and \_\_\_\_\_ as identification, this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



