



**Ranchero
Village
UNDER REVISION
2023**

**Homeowners Association
By Laws**

2013

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Ranchero Village Home Owners Association

By Laws

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BYLAWS

ARTICLE I

NAME: PURPOSE

Section 1

Name: The name of this corporation (hereinafter referred to as the "Association") is

THE ASSOCIATION OF RANCHERO VILLAGE HOMEOWNERS INC

Section 2

Purpose: The purpose of the Association is to maintain an organization of Manufactured Home Owners which shall represent and act for the benefit of all home owners in dealing with the owners and operators of Rancho Village Mobile Home Park (the "Park"). (Rancho Village Co-Op) It shall also undertake such activities as will be of general benefit to its members.

ARTICLE II

SEAL

Section 1

Seal: the seal of this Association shall have inscribed on it the name of this Association, the date of its organization and the words "Corporate Seal, State of Florida" or the words "corporate seal" or their equivalent.

ARTICLE III

POWERS

The Directors of the Association and the business of the Association itself shall be governed by the bylaws of the Association and Florida Statute 723 (CHAPTER 723 MOBILE HOME PARK LOT TENANCIES) as it may now exist or as amended in the future.

ARTICLE IV

MEMBERSHIP

Section 1

Members [Non Voting]: All persons owning landlease mobile homes located in Rancho Village "Park" shall be members of the "Association". Shareholders and their spouses shall be ineligible for membership in the Association.

Members [Voting] (Members in Good Standing or MSG): All Persons owning landlease mobile homes located in Ranchero Village "Park" shall be members in good standing (Article 10 Section 3).Members in good standing will be provided a membership card.

Members [Honorary]: The Board of Directors may appoint such persons to this membership category in recognition of outstanding service given to the Association.

Section 2

Membership Certificates: Members in good standing will be provided a membership card.

Section 3

Members in Good Standing: Only members who have paid the annual dues and necessary assessments pursuant to Article X, Section 3 of the Bylaws shall be considered members in good standing which entitles them to the rights and benefits of membership in the Association, including but not limited to voting rights.

ARTICLE V

MEETINGS OF MEMBERS

Section 1

Place of Meetings: Meetings of the members shall be held at the office of the Association the Park clubhouse, or recreation hall or at any other place within the State of Florida that the Boards of Directors or members may from time to time elect. Only members of the Association may attend meeting, except when meeting is specifically designated as "open to all" by the board of directors.

Section 2

Annual Meetings: The annual meeting of the Association will be held ~~on the third week of January~~ in March of the following year. At the annual meeting the members shall elect a Board of Directors in accordance with these Bylaws and shall transact other business. If the annual meeting has not been called or held within six months after the time designated for the annual meeting, then any member or members may call a meeting.

Section 3

Special Meetings: Special meeting of the members may be called at any time by the President or by the majority of the Board of Directors. Special meetings shall be held if ten percent (10%) of the members sign, date, and deliver one or more written demands for the meeting to the corporation's secretary. Said demands must describe the purpose or purposes for with the meeting is to be held.

Section 4

Action by Written Agreement: The board members can act by written agreement of the members without meetings on the condition that the written agreement is agreed to and signed by at lease fifty-one percent (51%) of the members in good standing and the written agreement is posted in a conspicuous place upon the Park property within fourteen (14) days after the date of the written agreement. The written agreement shall be filed with the minutes of proceeding of the members.

Section 5

Notice of Meetings: Written notice of all special or regular meetings of the members, stating the day and hour of the meeting, and in the case of a special meeting, the purpose or purposes of the meetings, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each member of good standing entitled to vote at the meeting. This notice shall be sent by means of publication in the Rancho Village monthly bulletin, posted on Nextdoor Neighbor Website and on the clubhouse bulletin boards and doors, or delivered to each member at least fourteen (14) but not more than (60) days before the date named for the meeting. Notice of the annual meeting shall be as set forth above except that all notices of annual meetings shall be sent by electronic mail to the member's address appearing on the books of the Association, unless a Waiver form is signed by the resident.

In addition, the notice of all regular, special and annual meeting shall be posted in a conspicuous place on the park property at least (14) days prior to the meeting unless a member waives in writing the right to receive notice of the annual meeting by mail, the notice of the notice of the annual meeting shall be sent by electronic mail to each member, and the mailing thereof shall constitute notice. Members, permanently residing in the park, may elect to receive notice by hand delivery if such election is made in writing by the member. Waivers of receipt of the notice of the annual mail must be filed in corporate records and maintained therein for the duration of the waiver. To reduce mailing costs, members may request that the notification of meetings be sent to them by email, the secretary will maintain a record of email addresses for each member.

Section 6

Affirmation Notice: An officer of the Association shall provide a "written statement affirming that the notices were mailed, emailed or hand delivered and posted in a conspicuous place on the park property, in accordance with Section 5 hereof and said statement shall be filed in this Associations records.

Section 7

Waiver of Notice: Members may waive notices of a special meeting or annual meeting in writing before the meeting and the waiver shall be deemed the equivalent of giving notice.

Section 8

Voting Rights and Regulations: In any regular or special membership meeting, the owners of a mobile home located on a lot in the Park (unit) who are members in good standing that have paid the prevailing dues shall be entitled to cast one (1) vote for each unit. When a unit is owned by one (1) person his or her right to vote shall be established by the record title of his unit. For the purposes of this paragraph, a purchaser under a Contract of Sale shall not be regarded as an owner. The proper filing of a membership application designating the person entitled to cast the vote of a unit is a condition precedent to that person's vote. In the event such a membership application is not on file, the vote of such owner shall not be considered in determining whether a quorum is present nor for any other purpose, except if the home is owned jointly by a husband and wife. If a home is owned jointly by a husband and wife they may, without being required to do so, designate a voting member in the manner provided above. In the event a husband and wife do not designate a voting member, the following provisions shall apply.

A. If both spouses are present at a meeting and are unable to concur in their decision upon any subject requiring their vote, they shall lose the right to vote on that subject at that meeting, provided that their vote shall be considered in determining whether a quorum is present on that subject at the meeting.

B. If only one (1) spouse is present at a meeting the person present shall be counted for the purposes of a quorum and may cast the vote for the home just as though he or she owned the home individually and without establishing the concurrence of the absent person.

C. If both spouses are present at a meeting and concur, either one may cast the vote for the home.

Section 9

Proxies and their Usage: Proxies may be used when events preclude or inhibit members in good standing from attendance where voting is being conducted. In that event, proxies shall be in writing and filed with the Secretary of the Association before the appointed time of the meeting to be effective. Any proxy given shall be effective for the specific meeting for which originally given and any lawfully adjourned meeting thereof. In no event shall a proxy be valid for a period longer than one hundred and twenty (120) days after date of the first meeting for which it was given.

Every proxy shall be revocable at any time at the discretion of the member executing it and notification to the secretary is required.

Section 10

Quorum: The presence in person of 20% of the members entitled to vote shall constitute a quorum at member meetings requiring a vote on any business of the corporation. The affirmative vote of those members present shall be the act of the Association. In those instances where there is a quorum present at the beginning of any duly organized meeting, the members present can continue to do business until adjournment even though members have withdrawn from the meeting leaving less than a quorum present.

Meetings of members for informational, reporting and discussion purposes (known as workshops) may be held without the presence of a quorum, no action or other business requiring the vote of members may be taken without the presence of a quorum.

Section 11

Conduct: All meetings of the Association and its committees shall be conducted in accordance with Robert's Rules of Order and the Bylaws of the Association. In the event there are questions as to procedure, the presiding officer shall refer the questions to the Parliamentarian for ruling thereon. If no Parliamentarian has been appointed, the presiding officer shall make the ruling. Any Member in good standing may address the chair at an appropriate time and with formal introduction.

Board members shall abide by the content of the "Board Members Code of Conduct" which is found in Appendix "A" and is published on the Rancho HOA web site. The above referenced "Board Members Code" was adopted by the Board in March 21, 2013.

Section 12

Order of Business: The order of business at an annual or special meeting of the members shall be as:

- A. Roll call
- B. Proof of notice of meeting or waiver of notice
- C. Reading of minutes of previous meeting
- D. Report of officers
- E. Report of Committees
- F. Election of Officers (if election is to be held)
- G. Unfinished business
- H. New Business
- I. Adjournment

Section 13

Minutes: Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members, or their authorized representatives, and board members at reasonable times. The Association shall retain these minutes for a period of not less than seven years.

Section 14

Adjournments: Any meeting of members may be adjourned, Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken shall not be necessary. If however, after the adjournment, the board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 5 hereof to each member of record on the new record date entitled to vote at such meeting. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 15

Fixing of Record Date: For the purpose of determining members entitled to notice of; or to vote at, any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board may fix in advance a date as the record date for any such determination of members, such date in any case to be not more that (60) days and, in case of a meeting of members, not less that thirty (30) days prior to the date on which the particular action requiring such determination of members is to be taken. If no record date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made, as provided herein, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes and publicizes a new record date for the adjourned meeting.

Section 16

Voting Lists: The officer or agent having charge of the membership books of the Association shall make, at least fourteen (14) days before each meeting of members, a complete list of the members entitled to vote at such meeting or any adjournment thereof. Such list shall be kept on file at the office of the Association for a period of fourteen (14) days prior to such meeting, and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting.

ARTICLE VI

BOARD OF DIRECTORS; SELECTION - TERM OF OFFICE

Section 1

Number: The business and affairs of the Association shall be managed and governed by a board of directors composed of seven (7) directors. At least four (4) of the directors must also reside full-time at Rancho Village Mobile Home Park. All directors must be members in good standing.

Section 2

Term of Office: Those persons named in the Articles of Incorporation as directors shall hold office and comprise the Board of Directors until the first meeting of the members, at which meeting an election of directors shall be announced and held and the successors to the original directors chosen by the members. At the creation of the Association, three (3) directors will be elected for a term of two (2) years and two (2) directors will be elected for a term of one (1) year. As of 2012, at the annual meeting held in even numbered years [2012, 2014, etc] four Directors shall be elected, whereas in odd numbered years [2013, 2015 etc] three (3) directors shall be elected. Thereafter, a director shall hold office for a term of two (2) years.

The directors shall hold office until their successors have been elected and have met the qualifications as set forth above. In an effort to ensure new leadership, Directors are limited to serving two (2) consecutive terms on the board of office. After one (1) year absence, former Directors are eligible to seek election to the board of directors. In a need for continuity, retiring directors are encouraged to serve as a member the association committees.

Section 3

Removal/vacancy: Any director may be removed from the Board with or without cause, by a majority of the members of the Association. A special meeting of the members to recall a member or members of the Board of Directors may be called by ten percent (10%) of the members giving notice of the meeting as required for a meeting of members in good standing, and the notice shall state the purpose of the meeting. In the event of death, resignation, removal of a director or any vacancy created by reason of an increase the number of directors, the vacancy may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. A director elected to fill a vacancy shall hold office until the next election of directors, when the term of the director replaced expires.

Such appointed Directors shall be eligible to serve two (2) consecutive terms on their own elected right, before the term limit pensions apply.

Section 4

Compensation: No director shall receive compensation for any service he or she may render to the Association, however any director may be reimbursed for actual expenses incurred in the performance of his or her duties. A director may serve the Association in

a capacity other than director and receive compensation for the services rendered in that other capacity.

ARTICLE VII

NOMINATION AND ELECTION OF DIRECTORS

Section 1

Nomination: Nomination for election to the Board of Directors shall be made by a Nominating committee. The Nominating Committee shall consist of a chairman, who shall be appointed by the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed at the November general meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled and shall serve until the conclusion of the annual meeting at which time the election of Directors shall have taken place. Nominations may also be made from the floor at the annual general meeting.

Section 2

Election: Election to the Board of Directors shall be by written ballot. At such election the members shall cast one (1) vote per each vacancy. The persons receiving a plurality of the votes cast for that office shall be elected. Cumulative voting is not permitted.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1

Regular meetings: ~~Regular meetings of the Board of Directors shall be held monthly from October through April.~~ The Board shall meet, as a minimum in November and in March (The Annual Meeting). Additional meetings shall be called as necessary. The place and hour to be fixed from time to time by resolution of the Board. Should such regular meetings fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. Notice of the date and time and place of all regular meetings of the Board of Directors shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency.

Section 2

Special Meetings: Special meeting of the Board of Directors shall be held when called by the President of the Association, or by any three (3) directors, after not less than two (2) days notice to each director of the date, time and place of the meeting. Notice of special meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except in an emergency. The notice of special meeting shall contain the purpose or purposes of the meeting. Notice of any meeting, regular or special in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 3

Emergency Meetings: Emergency meetings of the Board of Directors shall be held when called by the President of the Association, or by three (3) directors. Emergency meetings of the Board of Directors may be held by telephone conference. Emergency decisions, as determined by the President or a majority of the Board of Directors may be made by means of a designated officer or member of the Board polling the members of the Board by telephone and any such emergency issue or question shall be determined by affirmative vote of a majority of the Board which shall then be considered to be the action of the Board. Minutes of an emergency meeting of the Board, whether by telephone conference, telephone polling or otherwise shall be filed by the secretary or other designated officer and the correctness of the minutes shall be certified by said officer and posted in a conspicuous place upon the park property within fourteen (14) days after the date of the emergency meeting. It is contemplated that emergency meetings include but not be limited to such subjects as filling vacancies of the Board of Directors or of officers of the Association and the conduct of necessary time sensitive business.

Section 4

Action by written agreement: The Board of Directors may NOT act by written agreement without meeting.

Section 5

Open Meetings: All regular and special meetings of the Board of Directors shall be open to all members of the Association.

Section 6

Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. A director may join in the action of a meeting of the Board by signing the attendance record therefore and such signing shall constitute the presence of such director for the purpose of determining a quorum. If at any meeting of the Board there shall be less than a quorum present the majority of those present may adjourn the meeting from time to time until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting originally called may be transacted in the case of adjournment of a meeting, further notice of the adjourned meeting shall be given. Members of the Board of Directors shall be deemed to be present at any meeting held by conference telephone or similar communications equipment where all persons participating in the meeting can hear each other.

Section 7

Notice of Directors Meeting: Notice of Directors meetings shall be posted in a conspicuous place upon the park property at least forty-eight (48) hours in advance, except for emergency meetings. Notice of any Directors meeting, in which assessments against members are to be considered for any reason, shall specifically contain a statement that assessments will be considered and the nature of such assessments.

Section 8

Waiver of Notice: There will be NO waiver of notice allowed.

Section 7

Minutes: Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall all be available for inspection by members, or their authorized representatives, and Board members at reasonable times. The Association shall retain these minutes for a period of not less than seven (7) years.

Section 10

Budget: The annual budget of the Association may be adopted by the members of the Board of Directors, as determined by vote or resolution of the Board of Directors. The Board of Directors shall mail a meeting notice of the proposed annual budget of expenses to the members not less than thirty (30) days prior to the meeting at which the budget will be considered. If the budget is to be adapted by the Board of Directors, the members shall be given written notice of the time and place as aforesaid, of the meeting of the Board of Directors at which the budget will be considered. This meeting shall be open to all members. If the budget is to be adopted by the members per resolution of the Board of Directors, the Board shall propose a budget to the members at a meeting of the members or in writing and if the budget or proposed budget is approved by the members at the meeting or by majority of their whole number in writing, that budget shall be adopted.

Section 11

Parliamentarian: The Board may appoint a Parliamentarian whose duties shall be prescribed by the Board.

ARTICLE IX

OFFICERS

Section 1

Enumeration of Officers: The officers of the Board of Directors shall be a president, a vice president ~~a secretary and a treasurer~~ a secretary/treasurer and any such officers as the Board may determine, the officers shall constitute the Executive Committee and serve as the steering committee of the Board in between Board meetings. All officers shall be elected from amongst the 7 directors serving on the Board.

Section 2

Election of Officers: the election of officers shall be by the Board of Directors and shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of the members.

Section 3

Term: The officers shall be elected annually by the Board of Directors and each shall hold office for one year unless he or she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4

Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time, determine. Such

additionally elected officers shall be chosen from the Board and shall at all times be members of the Board of Directors.

Section 5

Committees: The Board may appoint regular and special committees to serve for the purposes designated by the Board and for such terms as determined by the Board.

Section 6

Resignation and Removal: Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time by giving written notice, to the Membership, the Board, the President, or the secretary. Such resignation shall take effect immediately on the date of receipt of such notice or at such later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7

Vacancies: A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8

Multiples Offices: The offices of the President and Secretary may not be held by the same person.

Section 9

Duties: Duties of the officers are as follows;

A) **President:** The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, if determined by vote or resolution of the Board, shall co-sign all checks and promissory notes, and shall have all of the powers and duties which are usually vested in the office of the president of the corporation.

B) **Vice President:** The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

C) **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing all members of the Association with their addresses; and shall perform such other duties as may be required by the Board of Directors. This position may be combined so as to have one officer serve as Secretary/Treasurer.

D) **Treasurer:** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by vote or resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; if determined by vote or resolution of the Board, shall cause an annual audit of the Association books to be made by a public

accountant at the completion of each fiscal year; and shall prepare a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. This position may be combined so as to have one officer serve as Secretary/Treasurer.

E) Customary Duties: The officers in addition to the duties specifically set forth herein, shall perform the duties of those offices customarily performed by officers of corporations.

F) At the organizational meeting of the Board following the annual meeting, the directors shall elect the Officers and consider the work plan for the forthcoming year, including but not limited to leadership in strategic Planning, Membership Development, Program Services including the merchant discount program and corporate support to the secretary/treasurer as needed.

Section 10

Compensation: The officers shall serve without compensation.

ARTICLE X

ACCOUNTING RECORDS; FISCAL MANAGEMENT; DUES AND ASSESSMENTS

Section 1

Books and Records: The Association shall keep correct and complete books and records of accounting including all receipts and expenditures. The books and records of the Association shall be open to inspection by members or their authorized representatives at reasonable times. Such authorization as a representative of a member must be in writing and signed by the person giving the authorization and dated within thirty (30) days of the date of the inspection. Written summaries of the accounting records may be made available to the members. Such records if made available shall include a record of all receipt and expenditures.

Section 2

Fiscal Year: In administering the finances of the Association, the following procedures shall govern;

A. The fiscal year shall be January 1st until December 31st. Any monies received by the Association in any fiscal year may be used by the Association to pay expenses incurred in the same fiscal year subject to the provisions for excess revenues set forth in Section 3 of this Article.

B. There shall be apportioned between fiscal years on a pro rated basis any expenses which are prepaid in one fiscal year for operating expenses which cover more than such calendar year;

C. Items of operating expenses incurred in a fiscal year shall be charged against income for the same fiscal year regardless of when the bill for such expenses is received;

D. Board of Directors shall have the discretion to allocate the annual dues and necessary assessments between reserves, IE legal funds, for future expenses and current expenses. Legal expenses shall include, but not limited to, such items as: attorney's fees and costs. Litigation expenses. Liability insurance premiums expenses associated with statutory requirements, or actions involving disputes with the management of the Park.

Section 3

Dues and Assessments: Assessments for operating expenses and such other assessments as the Board of Directors may determine by vote or resolution shall be payable as determined by the Board of Directors. Each member is obligated to pay the Association annual dues and necessary assessments as determined by the Board of Directors. Assessments shall be made equally against members in amounts no less than are required to provide funds in advance for all the anticipated current operating expenses and for all of the unpaid operating expenses previously incurred.

Notwithstanding the foregoing, the assessments for operating expenses or other expenses and any periodic installments thereof shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all expenses in any fiscal year. In the event that the Board of Directors shall anticipate that the Association may end its fiscal year with excess assessments (in cash or taxable income), or should that event in fact occur, then the Board of Directors may vote to apply said excess towards the operating expenditures of the subsequent year.

Section 4

Anticipated Revenue-Deficit: The Board shall not be required to anticipate revenue from assessments or expend funds to pay for operating expenses not budgeted which shall exceed budgeted items and the Board is not required to engage in deficit spending. If there exists any deficiency which results from there being greater operating expenses than income or money from assessments, then such deficit shall be carried into the next succeeding year's budget as a deficiency and shall be the subject of an applicable assessment.

Section 5

Depository: The depository of the Association shall be such bank or banks as shall be designated from time to time by the Board of Directors in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

ARTICLE XI

FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the members.

ARTICLE XII

INDEMNIFICATION

The Association may be empowered to indemnify any officer or director or any former officer or director by a majority vote of a quorum of directors, or by majority vote of a quorum of members, who are not parties so such action, suit or proceeding, in the manner provided in the applicable chapter of the Florida Statutes. If such indemnification is authorized by the directors or members, expenses incurred in defending such civil or criminal suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, in the manner described in the Florida Statutes upon receipt of an undertaking by or on behalf of the Director, officer or employee or agent to repay such amounts unless he or she is found to be entitled to such indemnification. If he or she is not entitled to indemnification but has received the benefit of funds expended in his or her defense, then he or she shall be liable to the Association for repayment in full. The Association shall provide Officers and Directors Liability Insurance by means of appropriate insurance coverage if affordable.

ARTICLE XIII

AMENDMENT OF BYLAWS

These Bylaws may be amended by majority vote of the members at any duly noticed regular or special meeting. The notice of any meeting at which amendments of the Bylaws are to be considered shall contain a statement that amendments to the bylaws shall be considered.

ARTICLE XIV

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Association may be amended by majority (50% + 1) vote of the members. The notice of any meeting at which amendments of the Articles of Incorporation are to be considered shall contain a statement that amendments to the Articles of Incorporation shall be considered.

ARTICLES XV

LOANS

No loans shall be contracted for on behalf of the Association and no evidences of indebtedness shall be issued in its name, unless authorized by a vote or resolution of the Board of Directors. Such authority may be general or confined to specific instances.

ARTICLE XVI

DEADLOCK

A. Submission to Arbitration: Should deadlock, dispute or controversy arise among the members or directors of the Association in regard to matters of management and

company policy or matters arising under the provisions of the charter and should the members, by using their legal power and influence as members be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by the members to arbitration.

B. Determination by Arbitration: Should the members or directors be unable to agree as to the scope of this provision or the application of this provision to the deadlock, dispute or controversy at issue the scope and applicability of this provision shall be determined by the arbitrator.

C. Notice: Notice shall be given by such objecting or dissenting member(s) that such deadlock exists within fifteen (15) days of such deadlock, by certified mail, postage prepaid, addressed to the remaining member(s) at the addresses listed on the corporate books.

D. Selection of Arbitration: The members shall then select an arbiter within sixty (60) days of the receipt of such notice of deadlock, upon unanimous vote of the members entitled to vote. The members shall reserve the right to replace the arbiter by unanimous vote of the members entitled to vote.

E. Inability to select: Should the members be unable to select an arbitrator successor arbitrator, the deadlock, dispute or controversy shall be resolved in accordance with the Florida Arbitration code Chapter 683 of the Florida States as amended.

F. Final Decision: The decision of the arbitrator shall be final and binding upon all members. The members shall vote as the arbitrator shall direct.

G. Enforcement: To enforce these provisions, the arbitrator may obtain an injunction from a court having jurisdiction to direct the members to vote as the arbitrator has determined.

ARTICLE XVII

INTERESTED DIRECTORS

Conflict of Interest: Any Director or Officer of the Corporation with a directorship, officer ship, financial interest in any Corporate or business entity that engages in discussion or transaction with the Board of Directors with regard to any business concerning Rancho Village and the Association of Homeowners, MUST declare such conflict of interest and tender his or her resignation with immediate effect. Failure to declare conflict of interest may result in legal proceeding against that person without benefit of indemnification by the Association.

Anyone seeking to be a board member needs to have been a landlease resident for 1 year prior to elections.

Appendix A

Board Members Code of Conduct

Board Members Code of Conduct

WHEREAS, the Board of Directors (Board) of the Association of Homeowners of Rancho Village, Inc. (Association) has the authority and responsibility to make decisions for the benefit of the HOA membership.

WHEREAS, The Board wishes to ensure that it and its individual members (Board Member) maintain a high standard of ethical conduct in the performance of the Association's business and to ensure that the Association's members maintain confidence in and respect for the entire Board.

THEREFORE BE IT RESOLVED THAT the Board of the Association hereby adopts the following rules of conduct, standards of behavior, ethical rules and enforcement procedures that are applicable to all members of the Board:

1. **Board Members shall act in the best interest of the Association as a whole.** Board members serve for the benefit of the entire community and shall at all times strive to do what is best for the Association on as a whole. Board members shall not use their positions as such for private gain, for example:
 - No Board Member shall solicit or accept, directly or indirectly, any gratuity, favor, entertainment, loan, or any other thing of monetary value from a person who is seeking a contractual or other business or financial relationship with the Association.
 - No Board Member shall seek preferential treatment by the board any of its committees, or any contractors or suppliers.
 - No Board Member shall accept a gift or favor made with the intent of influencing a decision or action on any official matter.
 - No Board Member shall receive any compensation from the
 - any parties outside of the Board.

The above list of examples is offered for illustration purposes only and is not intended to be exclusive.

2. **Board Members shall comply with governing documents and relevant law.** Board Members shall use their best efforts at all times to make reasonable decisions that are consistent with the Declaration, Bylaws and other governing documents of the Association and to be familiar with all such documents. Board Members shall, likewise, comply with and make decisions that are consistent with all applicable laws, including but not limited to, refraining from discriminating against any person the basis of race, color, religion, national origin, gender, family status or mental or physical disability.

- 3. Board Members shall set high standards for themselves as Association members.** Board members shall hold themselves to the highest standards as members of the Association and shall in all ways comply with the provisions of the Association's governing documents.
- 4. Board Members shall work within the Association's framework and refrain from unilateral action.** Board Members shall at all times work within the Association's governing documents and the Board. The Board shall conduct business in accordance with state law and the Association's governing documents and shall act upon decisions duly made and no Board Member shall act unilaterally or contrary to such decisions. Toward that end, no Board member shall seek to have a contract implemented that has not been duly approved by the Board, nor promise anything not approved by the Board to any contractor, supplier, or otherwise, nor shall a Board Member communicate with any third party his/her dissatisfaction duly approved Board action nor encourage others to act against such action at any time.
- 5. Board Members shall behave professionally at meetings.** Board Members shall conduct themselves at all meeting, including board meetings, annual meeting of the members and committee meetings, in a professional and businesslike manner. Personal attacks against other Board Members, Association members, residents, officers, management or guest are not consistent with the best interests of the community and will not be tolerated. Language at meeting shall be kept professional. Though differences of opinion are inevitable, they must be expressed in a professional and businesslike manner.
- 6. Board Members shall maintain confidentiality when appropriate.** Board Members shall at all times maintain the confidentiality of all legal, contractual, personnel and management matters involving the Association. Board members shall also maintain the confidentiality of the personal lives of other Board members, Association members, residents and management staff.
- 7. Board Members shall disclose conflicts of interests.** Board Members shall immediately disclose to the Board any perceived or potential conflict of interest regarding any aspect of the business operations of the Association.
- 8. Board Members shall refrain from defaming anyone in the community.** Board Members shall not engage in defamation, by any means, of any other Board Member, Association member, resident or management staff member. The Association shall deem any Board

Member who engages in defamation to be acting outside the scope of his authority as a Board Member.

9. Board Members shall refrain from harassing Association members or residents. Board Members shall not in any way harass, threaten, or otherwise attempt to intimidate any other Board Member, Association member or resident. The Association shall deem any Board Member who harasses, threatens, or otherwise attempts to intimidate other Association members or resident to be acting outside the scope of his authority as a Board Member.

VIOLATIONS OF CODE:

Violations of the Code of Conduct shall be brought to the Hearing Board, which shall be comprised of designated Board Members. In addition, the Board may elect, at its sole discretion, to appoint as Advisory Hearing Board Member, other Board Members, as well as the Association attorney, manager and/or accountant. Any Board Member who violates this Code of Conduct agrees that the Board may seek injunctive relief against him/her, prior to such hearing. The Board Member also agrees that the Board shall be relieved of posing bond as a condition to its injunctive remedy. Such Board Member must pay the attorney's fees incurred by the Board in any enforcement effort.

The statements in this document do not supersede any federal, state or local statutes or ordinances.

ADOPTED BY BOARD RESOLUTION AS PART OF THE MEETING AGENDA
ON June 27, 2013.

President