

**BY-LAWS OF OUR RESIDENT OWNED COMMUNITIES-SOUTHWEST  
FLORIDA, INC.  
A Not-For-Profit Florida Corporation**

**ARTICLE I**

**NAME, PURPOSE, REGISTERED OFFICE AND REGISTERED AGENT**

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Section 1. Name. The name of this corporation (hereinafter referred to as the (“Corporation” or OURROC) is:

OUR RESIDENT OWNED COMMUNITIES-SOUTHWEST FLORIDA, INC.

Section 2. Purpose. The Corporation shall provide educational opportunities for the Boards of Directors of its membership communities in order to enhance the function of resident owned communities.

The goals are to:

1. Provide informational meetings at least four (4) times annually.
2. Assist Resident Owned Communities in developing effective and informed Boards of Directors.
3. Develop a network of communications for informational sharing.
4. Provide training for Boards of Directors of the Corporation’s member communities.
5. Create a Speakers Bureau to serve member communities and communities exploring resident ownership.
6. Foster open lines of communication with the appropriate representatives of local, county, state and federal government.
7. Seek to cooperate and establish a relationship with other organizations involved with resident owned manufactured homes throughout Florida.

Section 3. Registered Office And Registered Agent. The address of the initial registered office of this Corporation and the initial registered Agent at said address is:

John C. Schueller  
3193 Pluto Circle  
North Fort Myers, FL 33903

## **ARTICLE II SEAL**

The seal of this Corporation, if used, shall have inscribed on it the name of this Corporation, 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 this Corporation and the operation of the Corporation itself shall be governed by the By-Laws.

## **ARTICLE IV MEMBERSHIP**

Section 1. Members. All incorporated Resident-owned manufactured/mobile home communities located in Southwest Florida, including without limitations those communities governed by Chapters 718, 719, 720, 721, and 513, Florida Statutes and governed by Chapter 607 or Chapter 617, Florida Statutes, shall be eligible for membership in this corporation.

Section 2. Commercial Members. Outside firms involved in the services to provide assistance and advice in administratively running our Member Communities. Commercial Members must be approved by the Board of Directors. Member benefits will be determined by the Board, including the right to be appointed to the Board. Professional Members have no voting rights.

Section 3. Individual Members. Any resident living in a Resident-owned

manufactured/mobile home community in Southwest Florida may be an Individual Member. Member benefits of Individual Members will be determined by the Board, including the right to be appointed to the Board. Individual Members have no voting rights.

Section 4. Membership-Certificates. No official certificates shall be issued by the corporation. However, the Board may issue statements of affiliation with the corporation.

Section 5. Membership Dues. Members shall pay all dues as levied by the Corporation. The board of directors shall have sole authority to determine all dues. Failure to make timely payments shall result in loss of membership rights and privileges.

Resident Park Member Dues are \$50 (with 50 lots and under) and \$100 (with 51 and over lots) per year.

Commercial Member Dues are \$100

Individual Member Dues are \$50

## **ARTICLE V MEETINGS OF MEMBERS**

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Section 1. Meetings. Meetings of the members shall be held as determined by the board of directors. Written notice of all meetings shall state place, day and hour of meeting and the purposes of the meeting shall be given by the Secretary of the Corporation or the person authorized to call the meeting at least ten (10) days before the meeting. The notice shall be sent to all Members.

Section 2. Annual Meetings. The annual meetings shall be determined by the board of directors. At the annual meeting, the members shall elect a board of directors in accordance with these By-Laws and shall transact other necessary business.

The meeting shall be held in March or at such time as selected by the Directors. The person authorized to call the meeting at least ten (10) days before the meeting. The notice shall be sent to all Members.

Section 3. Special Meetings. Special meetings of the members may be called by the President or a majority of the board of directors. Special meetings shall be held if thirty percent (30%) of the members sign, date, and deliver one or more demands for the meeting to the corporation's secretary. Said demands must describe the purpose or purposes for which the meeting is to be held.

Section 4. Notice of Monthly or Special Meetings. Written notice of all meetings of members, stating the place, day and hour of the meeting, the purpose or purposes of the meeting shall be given by the secretary of the corporation or the person authorized to call the meeting.

Notice of Annual Meetings shall be set forth as above, except that all notices of annual meetings shall be sent by mail or "electronic transmission" (as defined in Section 617.01401(8) Florida Statutes), to the member's address appearing on the books of the corporation.

Section 5. Affirmation of Notice. An officer of the corporation shall provide an Affidavit affirming that the notices were given in accordance with Section 1 of this Article and said statement shall be filed in this Corporations records.

Section 6. Voting Rights and Regulations. In any regular or special membership meeting, the members shall cast one (1) vote per residential Park.

Section 7. Proxies. Except for voting at the election of the board of directors, a member entitled to vote may vote in person or by proxy executed by the resident park member. Each proxy shall be effective for vote specified in the proxy and is valid for a period no longer than sixty (60) days.

Section 8. Quorum. A quorum shall consist of the number of members present at a meeting, plus the number of resident park proxies executed for the purposes of the vote.

Section 9. Conduct. All meetings shall be conducted in accordance with Robert's Rules of Order and the By-Laws of the corporation.

Section 10. Order Of Business. The order at all annual or special meeting of the members or Board shall be as follows:

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

Section 11. Minutes. Minutes of all meetings of members shall be kept in a businesslike manner and shall be available for inspection by members and board members at reasonable times. The minutes and written communications to all Members, including financial statements furnished to members shall be maintained for a period of not less than three (3) years.

## **ARTICLE VI MEETINGS OF DIRECTORS**

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Section 1. Directors. The Directors shall be elected at the annual meetings by a majority of official voters at the meetings for terms of one year. Upon the vacating of a member position, the existing Board Members shall appoint a qualified person to fill the remaining term of the board member. The director term is one year.

Section 2. Officers. The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. The duties of each position shall consist of the customary duties for each position, unless otherwise specified by the Board. The Officers shall be elected by the Board Members after the Annual election of the Board. Any person may hold two or more offices except the President shall not be a Secretary or Treasurer.

Section 3. Committees. The Board may establish standing committees and/or special committees as may be needed to conduct or assist in the conducting its business. The Committee Chairperson shall have a vote on Board Motions at Board Meetings.

Section 4. Compensation. OURROC is a volunteer organization, with no one receiving compensation for any service rendered. Upon prior Board approval, reimbursement of actual expenses incurred in performance of services rendered is allowed.

Section 5. Attendance by Directors. Failure of a director to attend three (3) consecutive regular or special board meetings shall be cause for automatic removal as a member of the board.

Section 6. Board Nominations. Nomination for election to the board of directors shall be provided to the President or Secretary at any time up to the time of Election of the Board at the annual meeting.

Section 7. Voting: Election to the board shall be by secret ballot unless this method is waived by attendees at the meeting. If the number of nominees for the board is equal to or less than the number of open positions, then no election will be held and each nominee will be considered elected to the position. One vote per dues paying residential park is allowed. The acts approved by a majority of the voters present shall be binding upon all Members.

Section 8. Regular Meetings. Regular or special meetings of the directors shall be held at least three (3) times each year, at such place, date and hour as determined by the board.

Section 9. There shall be no requirement that all or any regular or special meeting of the board of directors shall be open to the membership.

Section 10. Minutes. Minutes of all meetings of the board of directors shall be kept in a businesslike manner and shall be available for inspection by members and board members at reasonable times. The Corporation shall retain these minutes for a period of not less than three (3) years.

**ARTICLE VII**  
**ACCOUNTING RECORDS AND FISCAL MANAGEMENT**

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Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account including all receipts and expenditures. The books and records of the corporation shall be open to inspection by members and board members.

Section 2. Fiscal Year. The fiscal year shall be May1 through April 30.

Section 3. Depository. The bank or banks used shall be designated by the board of directors from time to time. The positions of President, Vice President and Treasurer or another named by the board is authorized to sign checks. A second officer must approve expenditures.

Section 4. Fiduciary Relationship. The officers and directors shall have a fiduciary relationship to the members.

Section 5. Budget. The annual budget shall be adopted by the board of directors as determined by resolution of the board.

**ARTICLE VIII**  
**AMMENDMENT OF BY-LAWS**

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These By-Laws may be amended by the majority of the board of directors of the corporation at the regular or special board meeting.

**Amendment 1-** Board meeting minutes January 5, 2015. - The number of directors currently three (3) be increased to seven (7)

**Amendment 2-** Board meeting minutes January 5, 2015. - William R Bauer, an Individual Member residing in Oak Park Village, is voted in to become a director of OURROC.

**Amendment 3-** Board meeting minutes January 5, 2015. - William R. Bauer, Donna L Groya and Richard E. Borkosky are appointed to the OURROC Board. The initial board three (3) members is now increased to six (6).

**Amendment 4-** Board meeting minutes January 5, 2015. - John C. Schueller, voted to become President, Gary E. Mathews voted to be Vice President, Richard E. Borkosky voted to be Secretary and William R. Bauer voted to be Treasurer of OURROC.

**Amendment 5-** Board meeting minutes January 5, 2015. - William R. Bauer, Gary E. Mathews and John C. Schueller are given authority to sign checks of the OURROC checking account.

**Amendment 6-** Board meeting minutes January 29, 2015. - Identity for Commercial Members shall be changed to Professional Member.

**ARTICLE IX  
AMMENDMENT OF ARTICLES OF INCORPORATION**

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The Articles of Incorporation of this Corporation may be amended by majority vote of the board of directors.

**ARTICLE X  
DISSOLUTION**

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This Corporation may be dissolved by the board of directors adopting a resolution recommending that the Corporation be dissolved, and having the membership adopt a resolution to dissolve the Corporation, which resolution shall be adopted upon receiving at least a majority of the votes which members present at such meeting are entitled to cast. The board of directors shall recommend to the members a plan of distribution of assets. The plan of distribution shall be adopted by at least a majority of the votes which members present at such meeting are entitled to cast.

**CERTIFICATION**

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I certify that the foregoing is a true and correct copy of the BY-LAWS (BY-LAWS- 4) as amended (BY-LAWS- 5) and adopted by the board of directors at the meeting held the day 29th of January, 2015.

By: \_\_\_\_\_  
John C. Schueller, President

(BY-LAWS- 5a)