BY-LAWS FLORIDA SKP CO-OP, INC.

As Amended February 16, 2026

Article I – NAME, STATUS, AND PURPOSE

Section 1: NAME

The Corporation shall be known as the FLORIDA SKP CO-OP, Inc. and shall be referred to herein as the FLORIDA SKP RESORT**.**

Section 2: ORGANIZATIONAL STATUS

The FLORIDA SKP RESORT is a not-for-profit corporation organized under the laws of the State of Florida.

Section 3: PURPOSE

The FLORIDA SKP RESORT is organized for the provision of RV housing for older persons as defined in 24 CFR 100.304(c) and Section 760.29, F.S., pleasure, recreation, and other related not for profit purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or member. The FLORIDA SKP RESORT is prohibited from engaging in any activity or paying any of its earnings to any shareholder or member which would deprive the corporation of its status as an exempt organization pursuant to Section 501 (c) of the Internal Revenue Code of 1986.

Section 4: RESORT

The property owned by the FLORIDA SKP CO-OP, located east of Zolfo Springs on State Road 64 in Hardee County shall be known as the FLORIDA SKP RESORT and shall be referred to herein as the Resort.

Article II – MEMBERSHIP AND MEETINGS

Section 1: MEMBERSHIP AND MEMBERSHIP DEFINITION

A. The term "Member" as used herein is defined as one or two adults living or traveling together in one RV on a continuing basis, which have entered into a membership agreement for one site in the resort, with the FLORIDA SKP RESORT. Children, siblings, caregivers or anyone who may be living with a member, cannot be added to the Membership Agreement unless they meet the requirements of either 1 or 2 below:
   1. They have been offered a membership as the result of the Waiting List process.
   2. They are married to or could be lawfully married to the member on the membership agreement and they have been on the Waiting List for a minimum period of two years. Any person added to a membership under this paragraph shall be maintained on the Waiting List and prohibited from using this rule to add another person to their membership until progressing to position number one on the list.

B. The term "Entire Membership" as used herein in any Section pertaining to quorums or votes means all memberships in the FLORIDA SKP RESORT on the date of the meeting for which a quorum is being determined or at which a vote is being taken.

Section 2: MEETINGS

A. There shall be an annual meeting of the membership of the FLORIDA SKP RESORT.

B. Such annual FLORIDA SKP RESORT meeting shall be held on the first Monday following the fifteenth of February for that calendar year. Notice of the Annual Meeting must be posted in a conspicuous place in the Resort at least 14 continuous days before the Annual Meeting.

C. Due to unforeseen circumstances, meetings as outlined in "B" above may be re-scheduled by the Board of Directors upon prior notice to all members.

D. Twenty (20) memberships may file a petition with the Board of Directors to call for a special membership meeting.
   1. Such meeting may be called to amend the by-laws and/or standing rules or to remove a Director(s) from the Board of Directors. No such meeting shall be scheduled between April 30 and November 1.
   2. A petition shall contain the proposed amendment or other action in writing together with the list of valid membership signatures with one signature from each membership required to represent that membership.
   3. Upon receiving a valid petition for a special membership meeting, the Board of Directors shall call for and schedule a special meeting of the membership within ten (10) business days in accordance with the prior notice provision.
   4. The subject of a petition for a special membership meeting may be filed once between annual meetings of the membership.

E. All meetings shall be conducted in accordance with ROBERTS RULES OF ORDER, NEWLY REVISED, most current edition. Conflicts will be resolved in favor of the Articles of Incorporation or By-Laws of the FLORIDA SKP RESORT or Florida statutes.

F. 1. A quorum shall be present to do business.
   2. A quorum shall be defined as a majority of the entire membership.
   3. A quorum shall be determined by counting the memberships present plus valid proxies.
   4. If prior notice is given of a special meeting to act on a proposal, then, memberships present, plus valid proxies and absentee ballots shall be counted to determine a quorum.

G. The Board of Directors may call a special membership meeting with prior notice at its discretion.

   1. If a membership is terminated during the 35-day period between the mail-out and vote, any ballot submitted by such terminated membership must be disregarded.
   2. If a membership commences during the 35-day period between the mail-out and vote, the new member, upon completion of a signed waiver of the 35-day notice of the vote, shall receive a ballot and may exercise the right to vote.

I. NOTICE BY ELECTRONIC MAIL

1. Any meeting notice or information required to be given to members may be given by electronic mail to any member who has consented to such methods of delivery in writing. Consent may be withdrawn in writing or by electronic mail at any time but such withdrawal shall not affect the validity of a notice or material already sent.

Section 3: MEMBERSHIP REQUIREMENTS

A. A prerequisite for membership in the FLORIDA SKP RESORT shall be a valid membership in Escapees, Inc. When two individuals desire to share a membership in the FLORIDA SKP RESORT, both individuals shall satisfy the prerequisite.

B. Member must agree to enter into membership agreement for a permanent site, which membership shall not be a part of the member's estate.

C. To retain his/her or their membership, member must abide by the By-Laws and Standing Rules of the FLORIDA SKP RESORT.

D. A certificate of membership issued to one individual, may be re-issued at a later date to add a second individual, adhering to the requirements of Section 1 of this Article. No charge shall be levied.

E. Required minimum age to qualify for membership.
   1. Effective February 20, 2018 no applicant shall be granted membership unless such applicant has attained an age of 55 years of age or is applying for a two person membership with the co applicant having attained an age of 55 years. Provided however, that this requirement shall not apply to persons on the Active Wait List as of February 19, 2018.
   2. Any portion of any rule, procedure, or process related to acquiring or granting of membership in existence or practice before February 20, 2018 that is inconsistent with paragraph E.1 above is repealed to the extent necessary to effectuate the implementation and enforcement of the By-laws and Standing Rules as housing for older persons for the RESORT. Rules or procedures may be adopted on or after February 20, 2018 exempting persons from the age requirement of paragraph E. 1 above. Such rules or procedures shall provide that in no case shall an additional exemption be granted if it would cause the total number of memberships composed entirely of persons under age 55 in the RESORT to exceed 12 at the time the membership is granted.

Section 4: MEMBER RESPONSIBILITIES

A. Member shall maintain assigned site in such a manner that it will be a source of pride to the FLORIDA SKP RESORT.

B. Member shall share knowledge, labor and time towards the betterment of the FLORIDA SKP RESORT and shall serve on committees and Board of Directors as needed.

C. Member is responsible for the actions of, and for any damages done by, persons living in his/her or their RV.

D. Member is responsible for the actions of his/her or their guest, and financially responsible for any damages or bills owed to the FLORIDA SKP RESORT.

E. Member is responsible for the actions of and any damages caused by his/her or their pets, and shall agree to abide by the Standing Rules in regard to the control and care of their pets.

F. Member is responsible for prompt payment of utility billings and maintenance fees when due.

G. Member is responsible for prompt payment of fees and fines levied by the Board of Directors and assessments approved by the membership of the FLORIDA SKP RESORT.

H. In instances where a member is delinquent (past 30 days) in payment of maintenance fees, fines, utilities, assessments and/or taxes, he/she will be charged an additional 1½ percent per month. Not to exceed 18 percent annually. To the extent interchange hereunder exceeds the legal permitted interest rate; the interchange hereunder shall be reduced to the legal rate.

Section 5: RIGHTS AND PRIVILEGES

A. Members have the right to request amendments or changes to the By-Laws, or Standing Rules and to vote on amendments or changes.

B. A member has the right to hold any office, to attend general membership meetings and to attend Board of Directors' meetings.

C. No member shall have the right to sell, give, will, or in any manner transfer his membership interest to any other person or persons other than the FLORIDA SKP RESORT.

D. No member has the right to pledge his membership interest as security for a loan, debt, or obligation.

E. A membership has the right to vote as provided in the By-Laws. Each membership is entitled to one vote.

F. A member has the right to have a hearing before the Board of Directors if fees or fines are disputed.

G. As a last resort, if a member or the Board of Directors cannot come to a resolution of a dispute; they may consider outside arbitration in accordance with Florida Statutes.

Article III – ASSESSMENTS, FEES AND FINES

Section 1: DEFINITIONS OF TERMS

A. An "Assessment" as used herein means: Any payment that is equally shared by all members and is determined to be for the specific benefit of the FLORIDA SKP RESORT. Such assessments shall be considered as additional investments.

B. A "Fee" as used herein means: An amount levied against all members by the Board of Directors and shall apply to all members. A fee is not to be considered any part of a member investment.

C. A “Fine” as used herein means: An amount levied to a member for a violation of the Standing Rules or failure to make timely payments of assessments, fees or any other payments due to the FLORIDA SKP RESORT.

D. A “member not in good standing” means that the member is delinquent in payment of any fees, fines or assessments or in habitual violation of the Standing Rules or By-Laws.

Section 2: METHOD OF IMPOSITION

A. Assessments shall be equally divided among all memberships, and shall require an affirmative 2/3 majority vote of the entire membership after proper notification.

B. Fees shall be established by the Board of Directors.

C. Fines shall be imposed by the Board of Directors.

Article IV – MEMBERSHIP TERMINATION

Section 1: CAUSES

A. Any member may withdraw from membership voluntarily.

B. The death of a single member or the death of the survivor of a member as named on the membership certificate.

C. Any member whose behavior is detrimental to the reputation of the FLORIDA SKP RESORT.

D. Any member who continues to ignore the Standing Rules.

E. Any member who becomes a disruptive influence in the operations of the FLORIDA SKP RESORT.

F. Any member who fails to comply with membership requirements as set forth in Article II, Section 3A, or any member who fails to pay assessment fees or fines,

G. An individual may be removed as a member from a membership certificate upon receipt of documentation. Such documentation is defined in Article IV, Section 3D.

H. Any member shall have the right to have a hearing before the Board of Directors prior to a termination of membership. If such termination cannot be resolved to the member’s satisfaction, then he/she shall have the right to a hearing before the FLORIDA SKP RESORT membership.

Section 2: PROCEDURE FOR INVOLUNTARY TERMINATION

A. Members must be notified in writing by the Board of Directors:
   1. Stating the nature of the infraction.
   2. Stating the actions which the member is entitled to take.
   3. Stating a date not less than ten (10) days from the date of the notification by which the member must respond.
   4. This notification must state that failure to respond will result in termination.

5. This notification must be delivered to the member by two members of the Board of Directors or by Certified, Return Receipt mail.

B. The member may request a hearing before the Grievance Committee, but is not required to do so. Such request must be made in writing within ten (10) days after the notification has been received by the member.

C. If the Grievance Committee, working with all parties cannot resolve the problem within ten (10) days of the request for a hearing then (except for a grievance between the Board of Directors and a member):
   1. The member may request a hearing before the Board of Directors.
   2. The request for a meeting with the Board of Directors must be made in writing.
   3. This request must be made within ten (10) days from the date of completion of the hearing with the Grievance Committee.

D. If the member is not satisfied with the decision of the Board of Directors, or if the grievance is between the Board of Directors and a member, the member may request in writing a hearing before a properly called meeting of the entire membership. Such request must be made within ten (10) days after the meeting with the Board of Directors. A two-thirds (2/3) vote of the entire membership is required to approve the termination.

E. When a final decision to terminate has been made pursuant to this procedure, the Board of Directors shall order the termination, and notify the member of the specific date of termination.

Section 3: COMPENSATION

A. Upon termination of membership whether voluntary or mandatory, the property held by such member under a membership agreement shall revert to the FLORIDA SKP RESORT. Upon the release, assignment, and receipt of payment for said membership, the FLORIDA SKP RESORT shall compensate the terminated member or his/her estate in the case of death as set forth in Article IV, Section 1. B., up to, but not to exceed, the total value of his/her original investment, assessments and improvements, less depreciation where applicable, in accordance with the rules of appraisal contained in the Standing Rules.
   1. In the event of the member or members' death, refer to the P.O.D. (Pay on Death) document in the members' file. If there is no P.O.D., the estate of said member or members shall be compensated.

B. Any assessments, fees, fines, or any other money due to the FLORIDA SKP RESORT for damages to FLORIDA SKP RESORT property or site of another member, or any obligation of a guest of the terminating member, shall be deducted from the amount due to the terminated member.

C. Compensation due because of termination shall be paid within ten (10) business days after membership reassignment and payment in full by the new holders of the membership and funds have been credited to the FLORIDA SKP RESORT account.

D. Compensation will be paid by check, payable to both members, e.g., John Doe and Mary Doe, unless the membership is for a single individual. In the event of a divorce, the check will still be made payable to both individuals, as above, unless one of the individuals has furnished a document signed and notarized by an authorized officer of a court of law authorizing payment to the

individual. Document must contain the name of the court, date of decision, time and place of recording the settlement.

Article V – FLORIDA SKP RESORT GOVERNMENT

Section 1: BOARD OF DIRECTORS

A. The size of the Board of Directors shall be seven (7).

B. All terms of members of the Board of Directors shall be for two years; four (4) shall be elected in even number years and three (3) in odd numbered years except as indicated in subparagraph 1 below.

1. In the event one-year terms are required due to Board vacancy(ies) that occurred during the first year of a departing member's term, more than three (3) Board members may be added in odd years and more than four (4) Board members may be added in even years.

C. Directors do not need to be residents of the State of Florida, but do need to be members in good standing of the FLORIDA SKP RESORT.

D. Board Vacancy
   a. Except as provided in Florida Chapter 617.0808(1)(i), any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, or if the vacancy is not so filled or if no director remains, by the members or, on the application of any member, by the circuit court of the county where the registered office of the corporation is located.
   b. The term of a director elected or appointed to fill a vacancy expires at the next annual election of directors. If the vacancy occurs during the first year of a departing director's term, the new member elected at the next election of directors shall serve a one-year term.
   c. A vacancy that will occur at a specific later date, by the reason of a resignation effective at a later date, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

E. Board of Directors shall serve without compensation.

F. Membership of the Board of Directors shall be limited to one (1) person per membership.

G. Directors may not serve more than two (2) consecutive terms.

Section 2: DUTIES AND RESPONSIBILITIES

A. The Board of Directors shall manage the business affairs of the FLORIDA SKP RESORT. To ensure continuity in FLORIDA SKP RESORT affairs, all legal business or conferences and/or negotiations with the various governments, and all financial transactions and/or negotiations involving more than the amount specified in the Standing Rules shall be conducted with more than one Director present.

B. Each member of the Board of Directors shall have one vote on any question of operation, management, improvements, purchases, legal, financial, or governmental matters.

C. The Board of Directors shall elect the officers of the Board of Directors after each meeting of the membership where Directors are elected.

D. The Board of Directors shall appoint or hire, at the Board of Directors' discretion, park attendants and other staff as required for the operations of the Resort.
   1. The park attendants shall receive their instructions from and shall report only to one member of the Board of Directors for the operation of the Resort.
   2. The park attendants of the Resort shall not serve on the Board of Directors.

E. The Board of Directors shall appoint members to the standing committees per Article VII and may appoint special committees as deemed necessary.

F. The Board of Directors shall adopt a certificate of membership to be presented to each member who has a fully paid membership interest in the FLORIDA SKP RESORT. This certificate must be surrendered upon termination.

G. The Board of Directors shall monitor the total occupancy of the sites and its effect on the use of the amenities of the Resort including water, sewage, clubhouse, swimming pool, laundry, and bath houses. If usage presents a problem, the Board of Directors shall propose to the membership an amendment to the By-Laws to limit occupancy.

H. The FLORIDA SKP RESORT records will be maintained in the Resort office and be made available to any member by appointment during normal business hours.

I. In order to administer the affairs of the FLORIDA SKP RESORT in an effective and legal manner during the summer months, usually from April 30 through November 1, the Board of Directors may appoint an executive committee composed of not less than three members of the Board of Directors. An executive committee shall have the power to administer only the routine affairs of the FLORIDA SKP RESORT in accordance with the standing rules and Board of Directors' administrative actions.

   An executive committee may temporarily suspend the standing rules only when there is a clear and present emergency which threatens the FLORIDA SKP RESORT and whose resolution cannot wait for a meeting of the full Board of Directors or the membership. An executive committee shall inform the full Board of Directors by mail of its actions as they occur. All business transacted by an executive committee shall be reported to the Board of Directors at its next meeting.

J. The Board of Directors shall not have the power or authority to pledge the good faith and credit of the FLORIDA SKP RESORT without an affirmative two-thirds (2/3) vote of the entire membership.

K. The monies held in the reserve fund can only be used for its intended purpose, i.e., a reserve to repair/replace existing facilities. This fund cannot be used for capital improvements or expansion of the Resort or its facilities. Likewise, monies in the contingency fund can only be used for its intended purpose, i.e., financing critical or emergency actions the Board of Directors must take for the operation of the Resort for which no reserve funds are available. This fund cannot be used for capital improvements or expansion of the Resort or its facilities. Also, monies obtained by fees

(annual dues) can only be used for current operating expenses and cannot be used for capital improvements or expansion of our resort or its facilities.

L. The Annual Budget shall be prepared by the Finance Committee and submitted to the Board of Directors for their approval no later than December 5 of each year.
   1. Budget Procedures
      a. The Board of Directors shall mail, hand deliver, or electronically transmit to each membership at the address last furnished to the FLORIDA SKP RESORT, a copy of the proposed annual budget of common expenses to the members not less than 14 days prior to the Board of Directors meeting at which the budget will be considered. Evidence of compliance with this 14-day notice must be made by the Resort secretary or Resort representative providing notice of the meeting and filed among the official records of the FLORIDA SKP RESORT. The meeting must be open to the members eligible to vote.
      b. If an adopted budget in any fiscal year requires a maintenance fee which exceeds 115 percent of the maintenance fee for the preceding year, the board upon written application of 10 percent of the memberships eligible to vote, shall call a special meeting of the members within 30 days, upon not less than 10 days' written notice to each member. At the special meeting, members shall consider and enact a budget. The adoption of the budget requires a vote of not less than a majority of all the memberships.
      c. The Board of Directors may, in any event, propose a budget to the members at a meeting of members or by writing, and if the budget or proposed budget is approved by the members at the meeting or by a majority of all members in writing, the budget is adopted. If a meeting of the members has been called and a quorum is not attained or a substitute budget is not adopted by the members, the budget adopted by the board of directors goes into effect as scheduled.
      d. In determining whether a maintenance fee exceeds 115 percent of the maintenance fee for the prior year, any authorized provisions for reasonable reserves for repair or replacement of FLORIDA SKP RESORT property, anticipated expenses by the FLORIDA SKP RESORT which are not anticipated to be incurred on a regular or annual basis, or assessments for betterments to the Resort property must be excluded from computation.
   2. Annual Budget
      a. The proposed annual budget of common expenses shall be detailed and shall show the amounts budgeted by accounts and expense classifications.
      b. In addition to annual operating expenses, the budget shall include reserve accounts for capital expenditures and deferred maintenance. These accounts shall include, but not be limited to, roof replacement, and pavement resurfacing, regardless of the amount of deferred maintenance expense or replacement cost, and for any other items for which the deferred maintenance expense or replacement cost exceeds $10,000. The amount to be reserved shall be computed by means of a formula which is based upon estimated remaining useful life and estimated replacement cost or deferred maintenance expense of each reserve item. The FLORIDA SKP RESORT may adjust replacement reserve assessments annually to take into account any changes in estimates or extension of the useful life of a reserve item caused by deferred maintenance. This paragraph shall not apply to any budget in which the members of the FLORIDA SKP RESORT, at a duly called meeting of the members, determined for a fiscal year to provide no reserves or reserves less adequate than required by this subsection. If a meeting of the members has been called to determine to provide no reserves, or reserves less adequate than required, and such result is not attained or a quorum is not attained, the reserves as included in the budget shall go into effect.

c. Reserve funds and any interest accruing thereon shall remain in the reserve account or accounts, and shall be used only for authorized reserve expenditures unless their use for other purposes is approved in advance by a vote of the majority of the memberships eligible to vote, voting in person or by limited proxy at a duly called meeting of the FLORIDA SKP RESORT.

M. At the conclusion of the fiscal year, any surplus funds from the operation of the FLORIDA SKP RESORT shall be applied as a credit, pro-rated based on the length of membership in the year in which the surplus occurred, to the following fiscal year's maintenance fee (membership dues).

N. The Board of Directors shall conduct an occupancy verification that meets the requirements of 24 CFR 100.307.

Section 3: NOMINATIONS AND ELECTIONS

A. The election of members to the FLORIDA SKP RESORT Board of Directors shall take place at the same time and place as the Annual Meeting.

B. The first notice of the Annual Meeting/election must be mailed or delivered to each membership at least 60 days prior to the Annual Meeting/election and must contain the correct name and mailing address of the FLORIDA SKP RESORT.

C. The Board of Directors shall appoint a Search Committee of not less than three (3) members. The committee should make every effort to assure a sufficient number of qualified candidates for the Board of Directors. Members of this Search Committee shall also serve as the Elections Committee. The Search Committee and by extension, the Elections Committee membership shall not include any of the following persons or their spouses or other person sharing a membership with them:
   1. Current Board Members
   2. Officers
   3. Candidates for the Board

D. Any member desiring to be a candidate for the Board of Directors must nominate themselves by giving written notice to the secretary not less than 40 days before a scheduled election. If elected, the member will be expected to attend the Board of Directors meetings between November 1 and April 30.

E. Any eligible membership may vote for candidates for the Board of Directors by written ballot which may be mailed or otherwise returned to the resort. The ballot, instructions, and return procedures will be included in the mail out for the Annual Meeting.

F. Upon the timely request of a candidate as set forth in this paragraph, the FLORIDA SKP RESORT shall include, with the second notice of election described below, a copy of an information sheet which describes the candidate's background, education, and qualifications. The information contained therein shall not exceed one side of the sheet, which shall be no larger than 8 1/2 inches by 11 inches. Any candidate desiring the FLORIDA SKP RESORT to mail or personally deliver copies of an information sheet to the eligible voters must furnish the information sheet to the FLORIDA SKP RESORT not less than 40 days before the election. The Resort shall not edit, alter, or otherwise modify the content of the information sheet. The original copy provided by the candidate shall become part of the official records of the FLORIDA SKP RESORT.

G. The FLORIDA SKP RESORT shall mail or deliver to the eligible voters at the addresses listed in the official records a second notice of the election no less than 35 days prior to the election. The second notice shall contain a ballot and any information sheets timely submitted by the candidates. The second notice and accompanying documents shall not contain any communication by the board which endorses, disapproves, or otherwise comments on any candidate.

1. Balloting is not necessary to fill any vacancy unless there are more eligible candidates than there are vacancies.
2. The ballot shall indicate in alphabetical order by surname, each and every member who desires to be a candidate for the board of directors and who gave written notice to the FLORIDA SKP RESORT not less than 40 days before a scheduled election, unless such person has withdrawn his or her candidacy in writing prior to the mailing of the ballot. No ballot shall indicate which candidate or candidates are incumbents on the board. No write-in candidates shall be permitted. No ballot shall provide a space for the signature of or any other means of identifying a voter.
3. Accompanying the ballot shall be an outer return envelope addressed to the FLORIDA SKP RESORT Secretary and a smaller inner envelope in which the ballot shall be placed. The exterior of the outer envelope shall indicate the name of the voter, the site number of the voter, and shall contain a signature space for the voter.
4. Descriptions and explanations of any proposals, assessments, or other matters to be voted on by the membership, if any, along with proxy forms, shall also be included in the second notice mail-out.
5. Each membership is entitled to one vote per candidate and one vote per proposal. Once the election ballot is filled out, the voter shall place the completed election ballot in the inner smaller envelope and seal the envelope. Nothing else shall be placed in the inner envelope. The inner envelope shall be placed within the outer larger envelope along with the completed proxies for any additional proposals if the member desires to use a proxy, and the outer envelope shall then be sealed. Each inner envelope shall contain only one election ballot. The voter shall sign the exterior of the outer envelope in the space provided for such signature. The envelope shall either be mailed or hand delivered to the FLORIDA SKP RESORT. Upon receipt by the FLORIDA SKP RESORT, no ballot may be rescinded or changed.
6. Envelopes containing ballots received by the FLORIDA SKP RESORT shall be retained and collected by the FLORIDA SKP RESORT Secretary and shall not be opened except in the manner and at the time provided herein.
7. Any envelopes containing ballots shall be transported to the location of the duly called meeting of the members. Each envelope and ballot shall be handled in the following manner:
    a. After the mail delivery on the Saturday prior to the annual meeting, the signature and site number on the outer envelope shall be checked against the list of qualified voters by the Election Committee. The voters shall be checked off on the list as having voted. Any exterior envelope not signed by the eligible voter shall be marked “Disregarded” or with words of similar import, and any ballots contained therein shall not be counted. Outer envelopes may be opened and placed in a receptacle. Any proxies shall be separated from inner envelopes containing ballots and placed in separate receptacles to be kept in a secure location until the Annual Meeting.
    b. As the first order of business at the Annual Meeting, ballots cast at the meeting shall be collected. The ballots and envelopes shall then be handled by the Election Committee as stated in Paragraph a above. The business of the meeting may continue during this process.
    c. Regardless of whether a quorum is present, provided ballots from at least 20% of all eligible voters have been received, inner envelopes shall be opened at the Annual Meeting. Upon the commencement of the opening of the inner envelopes the polls shall be closed, and no more ballots shall be accepted. The inner envelopes shall be opened and the ballots shall be removed and counted in the presence of any members who wish to observe. Any inner envelope containing more than one ballot shall be marked “Disregarded,” or with words of

similar import, and any ballots contained therein shall not be counted. All envelopes and ballots, whether disregarded or not, shall be retained with the official records of the FLORIDA SKP RESORT.

H. Candidates receiving the highest number of votes, in declining order, shall be elected first, to fill available seats for two (2) year terms and secondly to fill any one-year vacancies resulting from a Board member having been replaced during the first year of his or her 2-year term according to Article V, Section 1, Paragraph G.

I. The results of the election, including individual vote tallies, shall be announced to the membership prior to officially adjourning the Annual Meeting and shall be posted in a conspicuous location within 24 hours following the adjournment of the meeting. The results, including the individual vote tallies, shall be included in the minutes of the Annual Meeting.

J. If two or more candidates for the same position receive the same number of votes, which would result in one or more candidates not serving or serving a lesser period of time, the FLORIDA SKP RESORT shall conduct a runoff election in accordance with the procedures set forth herein. Within 7 days of the date of the election at which the tie vote occurred, the board shall mail or personally deliver to the voters, a notice of a runoff election. The only candidates eligible for the runoff election are the candidates who received the tie vote at the previous election. The notice shall inform the voters of the date scheduled for the runoff election to occur, and shall include a ballot conforming to the requirements of the FLORIDA SKP RESORT Bylaws, and shall include copies of any candidate information sheets previously submitted by those candidates to the FLORIDA SKP RESORT. The runoff election must be held not less than 21 days, nor more than 30 days, after the date of the election at which the tie vote occurred.

Section 4: MEETINGS

A. Regular Meetings
   1. The Board of Directors shall meet within twenty-four hours after the end of the annual election meeting for the purpose of electing officers.
   2. The Board of Directors shall meet two (2) or more times each year.
      a. Dates are at the discretion of the Board of Directors.
      b. The Board of Directors shall hold executive sessions only for
         1. The purpose of electing officers of the Board of Directors per Article V, Section 4, Paragraph A1.
         2. The purpose of discussing personnel matters and proposed or pending litigation.
      c. The Board of Directors shall not take action on any business while in executive session except as defined in Paragraph 2. b.1. above.

B. Special Meetings
   1. A special meeting of the Board of Directors may be called by any member of the Board of Directors and approved by any two or more other Directors.
   2. The time and place of a special meeting shall be determined by the Board of Directors.

C. Notification of Meetings
   1. Special meetings shall require that prior written notice be given to each Director as to the time and place of each Board of Directors' meeting. Such notice shall be given by personal delivery, first-class mail or telegram. Such notice shall also state the purpose of the meeting.

2. In the case of special meetings held at the Resort, notice shall be posted publicly at least two (2) days prior to the scheduled meeting.
3. Notice of a called meeting need not be given to any Director who signs a waiver of prior notice, either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the time and place of the meeting, or the manner in which it has been called, except when a Director states any such objections at the start of a meeting.
4. Notice by electronic mail. Any notice required to be given Directors may be given by electronic mail to any Director who has consented to such method of delivery in writing. Consent may be withdrawn in writing or by electronic mail at any time but such withdrawal shall not affect the validity of a notice already sent.

5. The Board of Directors shall provide an agenda for the meeting no later than 2 days prior to the meeting. The agenda shall be posted in a conspicuous location in the clubhouse and shall be sent electronically to all members who have provided a valid email address or cell phone number.

D. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors and shall continue through until adjournment.

E. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of the time and place scheduled for any such meeting shall be given to any Directors who were not present at the time of adjournment.

F. Board of Directors may attend meetings electronically as long as participants can hear and be heard.

Section 5: ELECTION OF OFFICERS

A. The Board of Directors shall elect: President, Vice President, Secretary, Treasurer, Assistant Treasurer, members-at-large, and any other officer the Board of Directors may decide. Elected Board of Directors members will be expected to serve as officers to the Board of Directors as needed. No Board of Directors member shall be required to hold more than one officer position except on a temporary basis in the event of a vacancy until such time that the vacancy is filled.

B. A Board member may resign or may be dismissed according to Florida Chapter 617.0808.

Section 6: DUTIES OF OFFICERS AND/OR BOARD MEMBERS

A. PRESIDENT – Preside at all meetings of the FLORIDA SKP RESORT, assign duties, co-ordinate and represent the FLORIDA SKP RESORT with the SKP National Organization as is required.

B. VICE PRESIDENT – Preside at meetings of the FLORIDA SKP RESORT in the absence of the President.

C. SECRETARY – Take minutes of the meetings, keep record of all meetings in corporate minute book, file State and Federal reports as required, distribute copies of minutes to Board of Directors' members, issue Certificates of Membership to fully paid members, do all general secretarial duties of the Board of Directors and shall be the official custodian of the Corporate Records and Seal.

D. TREASURER –
   1. Receive and hold all monies of the corporation.
   2. Maintain financial records in accordance with generally accepted accounting practice.
   3. Provide a copy of the closing financial statement for the previous fiscal year at the annual meeting, and provide other financial statements as requested by the Board of Directors.
   4. Conduct the office of the Treasurer in accordance with procedures set forth by the Board of Directors.

E. ASSISTANT TREASURER – Assist in the bookkeeping and record keeping, learning all aspects of the position of Treasurer and perform the duties of Treasurer on the occasion of the Treasurer's inability to serve.

F. BOARD OF DIRECTORS' MEMBERS AT LARGE – Assist where needed.

G. DUTY OF ALL OUTGOING BOARD MEMBERS AND/OR OFFICERS
   1. The duty of all outgoing Board of Directors members shall be to act as consultants to their replacements for not more than a thirty (30) day period (or less if deemed appropriate by the newly elected member to the Board position.) During such period the outgoing Board Member shall no longer have a vote or input to the then active Board of Directors.
   2. The outgoing Secretary shall be responsible for "Minutes" of the annual meeting at which he/she last sits as active holder of that position. Incoming Secretary shall assist with the help of the secretarial pool.

Article VI - INDEMNIFICATIONS

A. Each Director, officer, park attendant serving as such, shall be indemnified by the FLORIDA SKP RESORT against any and all claims of liabilities to which he/she shall become subject by reason of serving or having served as a Director, officer, park attendant, or by reason of any action alleged to have been taken, omitted or neglected by him/her as a Director, officer, park attendant. The FLORIDA SKP RESORT shall reimburse each such Director, officer, park attendant for all legal expenses reasonably incurred by him/her in connection with such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her willful misconduct or gross negligence.

B. The rights of indemnification herein provided for shall not be exclusive of any rights to which a Director, officer, park attendant may be otherwise entitled by law.

Article VII – COMMITTEES AND ORGANIZATIONS

Section 1: STANDING COMMITTEES AND DUTIES

Appraisal

Purpose: Determine the appraised value of member's site

Audit

Purpose: Make an official inspection of the FLORIDA SKP RESORT accounts and a systematic review or assessment of all financial records

Budget/Finance

Purpose: Develop proposed Annual Operating and Reserve Budgets for consideration by the Board of Directors, receive and review monthly budget status reports, make recommendations to the Board of Directors if appropriate, and advise the Board on financial procedures

Building Maintenance and Improvements

Purpose: To make repairs and improvements to FLORIDA SKP RESORT owned buildings and structures at a reasonable cost to the members

By-Laws

Purpose: Propose amendments to the By-Laws

Compliance

Purpose: Resolve non-compliance issues of members with Standing Rules, By-Laws, and FLORIDA SKP RESORT policies and procedures

Computer Systems

Purpose: Maintain the FLORIDA SKP RESORT'S Wi-Fi, office computers and web site, as well as provide recommendations to the Board of Directors on all related electronic issues

Emergency & Safety

Purpose: Evaluate safety issues of the FLORIDA SKP RESORT and ensure proper installation and maintenance of related equipment and procedures

Equipment Inventory

Purpose: Maintain list of all inventory for delivery to accountant at year end

Equipment Maintenance

Purpose: Maintain the powered equipment and recommend repair or replacement of said equipment as necessary

Grievance

Purpose: Arbitrate disputes that may arise between members of the FLORIDA SKP RESORT or between members and the FLORIDA SKP RESORT

Insurance

Purpose: Monitor all insurance coverage to ensure adequate protection and process all claims

Landscaping

Purpose: Control and maintain the variety of vegetation in the common areas and to advise members as to plantings in the Resort

Library

Purpose: Provide a variety of quality library media tailored to the needs of the FLORIDA SKP RESORT and its visitors in a clean, organized, and quiet atmosphere

Pet

Purpose: Ensure that the FLORIDA SKP RESORT rules are followed for a safe and friendly atmosphere for pets and their owners

Planning

Purpose: Provide planning analyses and advice to the FLORIDA SKP RESORT relative to future needs including maintenance or replacement of roads and utilities (electric, water & sewer)

Public Relations

Purpose: Promote our park and events through print, social media, and our website and to ensure communications convey consistent and appropriate information

Search/Elections

Purpose: Provide a slate of candidates for the Board of Directors, conduct the election of the Board, and count the vote for the proposals to the By-Laws and Standing Rules

Secretarial Pool

Purpose: Assist the Board of Directors and committees with secretarial duties as needed

Standing Rules

Purpose: Propose operational procedures for Resort management

Storage

Purpose: Manage the storage of the Resort

Wait List

Purpose: Maintain the Wait List, FLORIDA SKP RESORT member Site Exchange List, and the transfer of memberships

Zoning

Purpose: Set guidelines, give directions on construction and improvements of sites, issue FLORIDA SKP RESORT permits, and obtain county permits where necessary

Section 2: AUXILIARY ORGANIZATIONS

A. The Board of Directors may establish auxiliary organizations for such purposes as the promotion of hobby interests, social and recreational life, and fund raising.

B. Auxiliary organizations operate under the jurisdiction of the FLORIDA SKP RESORT Board of Directors. The pursuit of the purpose of an auxiliary organization shall not obligate the FLORIDA SKP RESORT in any way.

C. Governing documents of auxiliary organizations shall be consistent with the FLORIDA SKP RESORT By-laws and Standing Rules.

Article VIII - AMENDMENTS

Section 1: GENERAL

A. Amendments and/or additions to these by-laws must be made in accordance with the "Articles of Incorporation" of the FLORIDA SKP CO-OP.

B. Amendments to these by-laws shall require prior notice. Prior notice shall be construed to mean at least twenty (20) days. The Board of Directors shall obtain a proof of the mailing date such as postmark.

C. 1. Twenty (20) members may file a petition with the Board of Directors to place a proposed amendment(s) to the By-laws on the Agenda (or Orders of the Day) for the Annual Membership Meeting. The petitioners shall submit the petition to the Board of Directors at least sixty (60) days prior to the Annual Meeting.
2. A petition shall contain the proposed amendment(s) in writing together with the list of valid member signatures.

Section 2: STANDING RULES

A. An amendment to the Standing Rules requires a majority vote of the entire membership with the following exception: an amendment to the Standing Rules regarding the site plan shall require an affirmative two-thirds (2/3) vote of the entire membership.

B. Standing Rules may be adopted or amended and implemented by the Board of Directors only when there is a clear and present emergency which threatens the FLORIDA SKP RESORT whose resolution cannot wait for a meeting of the membership. Any such action by the Board of Directors must be ratified by the required vote at the next membership meeting.

C. The rules of any Standing Committee become part of the Standing Rules after ratification by the membership.

D. The Board of Directors shall ensure that the membership receives written notification of all amendments to the Standing Rules within thirty (30) days of such amendments.

Section 3: BY-LAWS

All amendments to the original By-Laws supersede any and all other provisions which remain in the original By-Laws which may conflict with these amendments.

Article IX - DISSOLUTION

Section 1: IMPLEMENTATION

The dissolution of the FLORIDA SKP RESORT shall be implemented in accordance with state corporation law governing not for profit corporations and shall include but not be limited to the following:

1. All liabilities and obligations of the FLORIDA SKP RESORT shall be paid and discharged or adequate provision made to do so.
2. Members will be compensated for the improvements which have been made to their assigned site based on the amount expended for such improvements as recorded in the site record files. The actual compensation will be the recorded cost of the most recent member assigned to that site and adjusted as determined by an appraisal committee appointed for that purpose.
3. Refundable membership fees and/or any unused portion of annual fees shall be distributed to the members.
4. Any remaining assets will be distributed to the members of record at that time. The FLORIDA SKP RESORT will submit reports to the U.S. Department of Internal Revenue and State of Florida as required.