

**FOREST PARK PROPERTY OWNERS
ASSOCIATION INC.**

(FPPOA)

BY-LAWS

**(Amended Article VI-A March, 2013)
(Amended Article VIII-B1 March, 2013)
(Amended Article IV-D December, 2015)**

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By-Laws of the Forest Park Property Owners Association

ARTICLE I

NAME

The name of the Corporation is **FOREST PARK PROPERTY OWNERS ASSOCIATION**, designated as the **FPPOA** (a Not-For-Profit Corporation) and called as such in these By-Laws. The principal office is located at 5200 Forest Park Dr., North Fort Myers, FL 33917.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

- A. The general nature of business to be transacted by this Corporation shall be to conduct any and all kinds of business not contrary to law.
- B. To keep informed of any activity within the Local, State, or National level that might have a bearing on the Forest Park Subdivision and seek action that is always in the best interest of the Property Owners.

ARTICLE IV

MEMBERS

Qualification of members, the manner of admission to membership, the termination of such membership and voting by members shall be as follows:

- A. The owner of a lot in the Forest Park Subdivision may be a member of this Corporation upon payment of not less than \$4000.00 for one (1) share of total membership. No other entities shall be entitled to membership. The fee for one share of membership is subject to being increased as recommended by the Board of Directors and voted upon by the FPPOA membership.
- B. Membership shall be automatically terminated when a homeowner divests himself/herself of interest and transfers title of said lot/unit. The new owner becomes a member upon transfer of membership certificate and membership card.
- C. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot/unit; the vote shall be exercised by the owner of the lot in accordance with the provisions of the By-Laws. Matters which require a vote of the membership shall be voted as follows:
 - 1. The Secretary or designee must ascertain the eligibility of each voter before actual voting begins.
 - 2. Matters pertaining to the FPPOA as a whole shall be voted on by the Membership.
 - 3. Proxy votes may be cast by any member of the FPPOA. They must be dated, written and signed by the member for each different issue and eligibility must be verified. No more than five (5) proxy votes may be cast by any one (1) member. The Secretary shall be

notified before voting begins if any proxies are to be cast.

4. Absentee ballots must be delivered to the office prior to the FPPOA meeting or prior to the time of voting if other than at a regular meeting.
5. Matters pertaining to the general business and financial welfare of the FPPOA or any dramatic change affecting the park in general (e.g. capital improvements, relocation of facilities and amenities, etc.) shall be voted on by the general membership by written ballot before being acted on or specifically included in the budget. Notice of such shall be posted and distributed to the general membership for their review at least seven (7) days prior to the general meeting at which such matters shall be voted upon. Any proposals not included in the approved budget shall be first submitted to the Board of Directors for their recommendation and then placed on the agenda for voting on at the next General Membership Meeting.

D. Qualification of members, the manner of admission to membership, the termination of such membership and voting by members shall be as follows:

In order to impart a continuity of residence, limit acquisition of Lots primarily for investment purposes, inhibit transiency and safeguard property values, no Owner may hold a legal, equitable or contractual interest in more than two (2) Lots within Forest Park at the same time. Further, no Owner who is related to another Owner (by blood, marriage, or adoption) or who has contractual relationships (whether written or verbal) with another Owner involving Lot ownership matters, shall be permitted to own a Lot, if same would exceed the two Lot ownership limit, unless said person acquires and actually uses said Lot as a bona fide residence for said Owner. Any Owner who owns two (2) Lots must be the permanent occupant of one of said Lots and may rent the other (but may not rent the Lot specified for occupancy). It is the intention of this clause that Owners shall only own a maximum of two (2) Lots, shall reside in one of them, may rent the second Lot, and that groups of Lots shall not be owned by individuals, families, or artificial entities or related parties for investment/rental purposes. An Owner having an ownership interest in more than two (2) Lots as of the effective date of this amendment may thereafter continue to maintain the ownership of such Lots but may not acquire a legal, equitable, contractual or other financial or ownership interest in any other Lots in Forest Park so long as the number of such Lots in which an interest is held is two (2) or more. This exemption is temporary and will terminate upon the subsequent sale or transfer of the affected property. The Board may enact additional rules and regulations as may be necessary or desirable, as deemed by the Board, to clarify, interpret, apply or enforce this provision.

ARTICLE V

CERTIFICATES

- A. All membership certificates shall be signed by the President (or in his/her absence the First Vice President) and the Secretary and shall be sealed with the Corporate Seal. There shall not be more than one certificate per lot and such certificate shall be transferred with the property deed.
- B. Transfers of membership certificates shall be made only on the books of the Corporation, and the old certificates, properly endorsed, shall be surrendered and cancelled before a new certificate is issued.
- C. In case of loss or destruction of a membership certificate, a new certificate shall be issued upon satisfactory notification to the Board of Directors of such loss. Any new certificate shall be plainly marked "Duplicate".

ARTICLE VI

FPPOA BOARD OF DIRECTORS

- A. The “Board of Directors” means the elected Officers and Board members vested with the management of the affairs of the FPPOA and have the authority and responsibility to incorporate and enforce Rules and Regulations in accordance with the terms set therein. The Board of Directors shall consist of the President, assisted by one or more Vice Presidents, Secretary, Treasurer and at least six (6) Directors. The Board of Directors shall never be less than ten (10) nor more than fourteen (14) members.
- B. The membership in good standing shall elect all Officers and Directors. All Officers and Directors must be members in good standing of the FPPOA and are considered as members of the Board of Directors.
- C. Vacancies...The President shall fill by appointment all interim vacancies to serve as a Director until the next election and this shall apply also to the provision of succession of executive positions. Such interim appointments shall require the approval of a majority vote of the Board of Directors.
- D. The immediate Past President may serve on the Board of Directors as an ex-officio, non-voting member (advisor).
- E. All (each) of the Officers and Directors and former Directors shall be insured for liability (as related to their duties on the Board of Directors).
- F. The Board of Directors shall have charge of the business of the FPPOA. All business matters shall be submitted to the Board of Directors in writing ten (10) days prior to the regular general membership meeting for disposition.

ARTICLE VII

DUTIES OF OFFICERS

A. PRESIDENT

The President shall be the Executive Officer of the FPPOA. He / She shall preside at all meetings of the FPPOA and Board of Directors and perform all the duties usually appertaining to the Office of President. He / She may vote on the election of Officers and Directors but may not vote on any proposed resolution, except that in the event the ballot may be evenly divided, He / She shall then cast the deciding ballot.

B. VICE PRESIDENTS

The First Vice President shall assist the President in the discharge of the Presidential duties. In the absence or incapacity of the President, the First Vice President shall preside at all meetings and perform all the duties incumbent upon the President. The First Vice President shall assume the office of President upon the death or resignation of the President. In the absence of both the President and First Vice President, the Second Vice President shall assume all the duties of the President and First Vice President, and upon the death or resignation of the aforementioned officers, the Second Vice President shall assume the office of President. Succession thereafter shall be Secretary and Treasurer.

C. SECRETARY

The Secretary shall keep and have full charge of the official minutes, recording the minutes of each meeting and shall keep an accurate account thereof. The Secretary shall make the official minutes available for review by any member of the FPPOA. The official minutes shall never

leave the presence of the Office Manager and / or a FPPOA officer.

D. TREASURER

1. The Treasurer shall be the custodian of the funds of the FPPOA. Said funds shall be deposited in local bank(s) as chosen by the Board of Directors.
2. The Treasurer shall review the financial reports of the Accountant retained by the Board of Directors, submit financial reports when directed by the President or the Board of Directors and shall perform all duties incidental to the office.

ARTICLE VIII

COMMITTEES AND APPOINTMENTS

The President, with the approval of the Board, shall appoint all committees for a period of one (1) year or less unless sooner terminated by action of the Board. Committees shall be limited to five (5) members unless additional members are authorized by the Board of Directors. All committees shall report to the President. The President, Officers and Board of Directors shall not be under any obligation to act on or incorporate any of the recommendations submitted by any committee. The President, with the approval of the Board of Directors, may dissolve any committee at any time. The reasons for dissolving any committee shall be presented to the members at the general meeting following the dissolution.

A. PLANNING COMMITTEE

The President, with the approval of the Board of Directors, will appoint a Facilities Planning Committee. The committee's mission will be to develop plans for sustaining, improving and adding park facilities. These plans will be developed in concert with the membership by holding meetings with the general membership at appropriate intervals to obtain feed-back and direction. Meetings will also be held with the Budget Committee periodically to obtain financial direction and ensure plans are economically feasible.

B. BUDGET COMMITTEE

The President, with the approval of the FPPOA Board, will appoint a Budget and Financial Committee to develop annual budgets and long term financial projections in concert with and supported by FPPOA members. Financial goals will be adapted over time and the committee will provide continuity through changes in FPPOA Boards. The Treasurer will be the Chairperson and the committee will be free to consult persons that have skills and interests relative to financial issues.

1. The proposed budget for the following year will be developed over multiple meetings with members in the early part of the current year. The following year's proposed budget will be presented to the Board of Directors and made available for distribution to the membership for discussion at, or prior to, the October general membership meeting (or other special meetings that may be called if necessary). The budget will be voted upon by secret ballot at the November general membership meeting. Adjustments to the proposed budget within the parameters of the CPI (Consumer Price Index) may be made as necessary prior to voting.
2. Budget over-runs – If a planned expenditure exceeds the budgeted amount by more than twenty percent (20%), the matter shall be brought to the general membership for their consideration. The expenditure will only proceed if the membership approves the increased amount. This restriction does not apply to emergency

situations where failure to proceed would be detrimental to the FPPOA.

C. NOMINATING COMMITTEE

The Nominating Committee shall be in accordance with Provisions of Article X-D.

ARTICLE IX

MEETINGS

A. REGULAR MEETINGS

Regular business meetings of the Corporation shall be held in the clubhouse, starting at 7:00 p.m., on the fourth (4th) Thursday of each month, October through April inclusive, except if such day shall be a legal holiday or unforeseen circumstances should arise, then the Board of Directors shall fix the day which shall be within ten days before or after the original scheduled day. If a quorum is not present, the membership may conduct an informational meeting. Prior to the Call to Order, and immediately before a regular or special meeting, attending members shall register by verifying their membership at the table assigned for registration.

The reason for this registration is to determine if a quorum exists for the meeting. Only members registered shall be allowed to vote with the reminder that there is only one vote for each membership.

B. SPECIAL MEETINGS

Special meetings of the Corporation may be called at the discretion of the President; or in His / Her absence, by the presiding Vice President; or by majority of the Board of Directors; or by written petition of ten percent (10%) or more of the Corporation members. Each member shall be notified at His /Her local address as it appears in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notices shall state the reason(s) for which such meeting has been called, the business to be transacted at such meeting and by whom it was called. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

C. ANNUAL MEETING

The January meeting shall constitute the annual meeting.

1. New Officers shall be seated before any new business is conducted.
2. Annual financial report to be submitted to membership.
3. The Planning Committee shall present their report.
4. Committees and Chairpersons are to be announced.

D. QUORUM

A quorum for a regular business general meeting or special meeting of the Corporation shall consist of seventy-five (75) or more of the Corporation membership. A quorum for the Board of Directors meetings shall not be less than a majority of those serving.

E. PRESIDENT TO SPEAK

In the event the President desires to speak on any question, He / She shall surrender the gavel to the qualified Vice President in attendance at the meeting.

F. ORDER OF BUSINESS

The order of business at all membership meetings shall be:

1. Call to Order
2. Pledge of Allegiance
3. Call for documented Attendance Report
4. Roll Call of Officers and Board of Directors
5. Reading of the Minutes of the Preceding Meeting
6. Treasurer's Report
7. Reports of Committees
8. Unfinished Business
9. New Business
10. Health and Welfare
11. Announcements
12. Adjournment.

G. BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall meet on the third (3rd) Thursday of each month from October through April inclusive, except for such additional special Board of Directors meetings as may be called by the President or the majority of the Board. The Board of Directors may use a conference phone for the purpose of gathering a quorum for a Board meeting and for Board members to be considered as present when absent from Forest Park.
2. Minutes of all meetings of the Board of Directors must be recorded and the vote or abstention from voting on each matter for each Director must be recorded in the minutes.

H. ROBERT'S RULES OF ORDER

Robert's Rules of Order shall govern all meetings when applicable and in which they are not inconsistent with these By-Laws.

ARTICLE X

ELECTIONS

A. DATE

Nominations for FPPOA Officers and Board will be opened at the November general membership meeting and remain open until fifteen (15) days before the election to qualify for a name on the ballot; afterwards provisions are made for write-ins. Election date is set to be held on the second (2nd) Thursday of January with runoff election (if necessary) on the third (3rd) Thursday of January. The results will be immediately posted after verification.

B. ELIGIBILITY

1. Any member of the Corporation in good standing is eligible to be elected and serve as an Officer or a Director.
2. If a Board Member wishes to run for another position, He /She may retain the position on the Board until election. If unsuccessful in their endeavor, He / She will remain in their present position to the end of their term. If successful, elected candidates will fill the open position according to the number of votes received.

C. TERM OF OFFICERS AND DIRECTORS

1. Officers are elected to serve a two (2) year term, or until their successors have been chosen.
2. Two (2) Directors are elected each year to serve a three (3) year term or until their successors have been chosen.
3. All Officers and Directors shall take office upon their election. The newly elected Officers and Directors shall immediately assume their positions and responsibilities after the election results are confirmed and posted. However, at the first general membership meeting following the elections, the previous Officers and Directors may call the meeting to order then immediately vacate their positions for seating of the newly elected for conduction of the meeting.

D. NOMINATING COMMITTEE

1. At the regular membership meeting in October, the President shall appoint a nominating committee consisting of non-Board FPPOA members.
2. At the regular November membership meeting, the nominating committee shall present their nomination report of nominees for Officers and Directors. Nominations from the floor may be taken at this meeting.

E. NOTICE OF ELECTIONS

Fifteen (15) days before the election date, the Secretary shall post a notice on the Clubhouse bulletin board, listing the day and time of the election, together with a list of nominees for the various positions. In the event the President is a nominee, the chairman of the Nominating Committee shall chair the election proceedings.

F. BALLOTS

1. A majority of votes cast is needed to elect.
2. All votes cast for nominees running for Executive or Board positions shall be done by secret ballot.

If positions are not filled the top candidates will qualify to run in a second “run-off.”

- a. Example: One position open – 2 top candidates will run.
- b. Example: Two positions open – 3 top candidates will run, etc.

ARTICLE XI

RECALL and REPLACEMENT

A. FILING

Upon filing a written petition, signed by a minimum of twenty-five percent (25%) of the entire Corporation membership, said petition specifying the name of any officer or director of the Corporation, a recall election shall be held not less than forty-five (45) days after said petition is filed with the Secretary of the Corporation.

B. NOTICE

Notice of said recall shall be announced, and the petition read, at the first general Corporation meeting following receipt of said petition. Notice of said recall election shall also be posted on the Clubhouse bulletin board not less than ten (10) days in advance of said recall election date.

C. MAJORITY VOTE NEEDED

A majority vote of the entire Corporation membership, whether in attendance or not at the meeting, shall be required for a recall of the Officer or Director named in the recall petition. In the event of a majority vote in favor of the recall, the position held by the Officer or Director shall be immediately declared vacant and such vacancy filled in accordance with the provisions of the By-Laws in Article VI, Section C.

D. OFFICERS AND BOARD OF DIRECTORS

Roll call of Officers and Board of Directors shall be recorded as present, excused or absent. Three consecutive unexcused absences by any executive or board member from regularly scheduled board or general membership meetings shall constitute reason for replacement at the discretion of the Board of Directors and the position filled in accordance with provisions in Article VI, Section C.

ARTICLE XII

CLUBS AND ACTIVITIES

- A. All clubs, groups, activities and committees, which use the facilities of the Association, shall be under the jurisdiction of the Corporation and shall report to the Board of Directors upon request.
- B. Membership and/or participation in the organizations and activities under the jurisdiction of the Corporation shall be open to all residents and/or homeowners.
- C. All intra-activities and/or inter-activities must have approval of the Board of Directors in order to use the Clubhouse and recreational facilities.
- D. Private use of the Clubhouse and recreational facilities by homeowners is permissible upon first obtaining approval of the Board of Directors.
- E. All Club By-Laws and/or rules in conflict with the By-Laws of this Corporation, Deed of Restrictions or Articles of Incorporation of the FPPOA are null and void.

ARTICLE XIII

BUSINESS AFFAIRS

The normal business of the day is to be conducted by the elected Officers and Directors.

A. PAYMENT OF BILLS AND OBLIGATIONS

- 1. No disbursements shall be made without sanction and approval of the Board of Directors, and/or general membership except for payment of regular or standing bills such as utilities, salaries or routine maintenance, which do not require vote of the Board or members.
- 2. Emergency problems that require immediate attention must be addressed in a responsible

and prudent manner, and bills for those payments shall be considered as having prior approval of the Board of Directors and general membership upon receiving a report of the emergency. This action shall be reported to the general membership at the regular membership meeting following the action.

3. Any request to do business with expenditures exceeding ten thousand dollars (\$10,000) shall require obtaining at least three (3) bids when practical and possible, reporting to the membership with reasons for the recommendation of the bid selected and submitted for a vote by the general membership. Any other requests for expenditures not already provided for in the approved budget should be submitted to the Board of Directors for their analysis and recommendations.
4. Business should be conducted, voted on, or approved on the floor of the general meeting by first going through the steps outlined above and elsewhere in these by-laws. Not to do so, acting on the whim of the moment, could bring chaos to the financial structure of the association.
5. Adequate insurance is to be maintained and shall include liability, protection and indemnification for Officers and Directors.

B. AUTHORIZED SIGNATURES FOR CHECKS AND EXPENDITURES

All checks must be signed by both the Treasurer and President. In the absence of either or both, then the signatures of Vice-Presidents or designated Board member are authorized. If payments are done electronically or if an accounting firm is handling payments, then the same signatures will be required for approval of expenditures.

C. REVIEW (Brief Audit)

Reviewing the Treasurer's records shall be done by qualified non-board persons selected by the Board of Directors. Such review is to be done annually and prior to the annual report. An audit by a qualified accountant may be done when ordered by the FPPOA Board of Directors.

ARTICLE XIV

METHOD OF AMENDING

A. WHO MAY AMEND

Any member of the FPPOA may submit in writing a proposed amendment(s) to the By-Laws. Such proposals must be signed by no less than five (5) members and presented to the Secretary prior to any Board of Directors meeting.

B. DISPOSITION OF PROPOSED AMENDMENT

Notice of the proposed amendment(s) shall be announced and the proposal(s) read at the first general meeting following receipt of same. The proposed amendment(s) shall be posted on the bulletin board of the Clubhouse no less than ten (10) calendar days prior to the next General meeting which shall be designated as the date to vote on the proposed amendment(s). Voting shall be by written ballot.

C. AMENDMENT ADOPTED

The proposed amendment(s) is said to have been adopted when a majority of the members present at the meeting vote in favor of the proposed amendment(s) and enforcement shall be implemented within thirty (30) calendar days after the amendment is adopted.

ARTICLE XV

INVALIDATION

A. PARTS OF AN ARTICLE OR SECTION

Invalidation of some of these articles or sections, or any part thereof shall not invalidate any other article or section, or parts therein, herein contained.

B. SUPERCEDE ALL PREVIOUS BY-LAWS

These By-Laws shall supercede all previous By-Laws and Amendments thereto.

ARTICLE XVI

RETENTION

All documents, records, minutes etc. shall be retained for a period of time in accordance with the requirements of Florida Statutes 617, 720 and 718.