

BYLAWS OF RIVER RANCH PROPERTY OWNERS ASSOCIATION, INC.

* Revised on August 19, 2023.

ARTICLE I

Name

This Florida Not For Profit Corporation shall be known as River Ranch Property Owners' Association, Inc. (referred to herein as "RRPOA"). Said entity was incorporated on March 2, 1982, and assigned Document Number 762256, by the State of Florida, Florida Department of State, Division of Corporations.

ARTICLE II

General Purposes

RRPOA has the following general purposes:

1. to provide for the conservation and management of real property owned by RRPOA and its members (said real property is located within River Ranch Acres, an unrecorded subdivision located in Polk County, Florida, and is referred to herein as "River Ranch")¹;
2. to conserve, maintain, manage, and if necessary, improve and/or restore (A) existing habitats that support important plant and animal species; (B) critical habitat for rare, threatened, and endangered species; (C) important natural ecosystems, landscapes, and forested areas; (D) recreational trails for natural resource-based recreation; and (E) fish and game, all within River Ranch;
3. to promote and assist the Florida Fish and Wildlife Conservation Commission (FWC) in the enforcement of the general Game and Fish Rules and Regulations of the State of Florida, the Florida Wildlife Code, and other regulations dedicated to preserving and enhancing valuable ecosystems, wildlife populations, and natural habitat areas within River Ranch; and
4. to work for and assist in the protection of the private property rights of RRPOA and its members, so these property owners have reasonable access to and beneficial use of River Ranch.

RRPOA was created to be a Not-For-Profit organization and shall always remain such.

¹ A map of River River Acres, an unrecorded subdivision located in Polk County, Florida, is attached hereto as **Exhibit A** and incorporated herein by reference.

ARTICLE III

Members

Section 1. Member Requirements. An owner of at least .3 acres of real property in River Ranch Acres² is a RRPOA member, so long as said property owner³:

- (1) is an individual and natural person or an entity in good standing with the State of Florida or another State within the United States of America⁴;
- (2) complies with RRPOA's governing documents, Articles of Incorporation, Bylaws, and Rules and Regulations;
- (2) renews his or her membership with RRPOA each year;
- (3) is current in the payment of property taxes for all of said person's real property located in River Ranch Acres (this will be verified by RRPOA at the time said person renews his or her RRPOA membership each year);
- (4) remains current in the payment of his or her RRPOA annual dues, membership fees, and other fees, as prescribed from time to time by the Board; and
- (5) has not been previously removed as a Member by RRPOA's Board in accordance with the paragraph below.

A property owner will be in compliance with subsection (5) above if he/she was previously removed as a Member by RRPOA's Board and subsequently reinstated by the Board in accordance with Section 3 below. Subsections (1) through (5) above are collectively referred

² Historically, River Ranch Acres has been generally known as an area of real property which includes the real property depicted in Exhibit A, along with certain other real property. To establish an owner as an owner of real property in River Ranch Acres (for purposes of these Bylaws), said owner must either (A) own real property located within the real property depicted in Exhibit A, or (B) own real property located within the larger area historically known as River Ranch Acres. To qualify for membership under (B) above, the owner must have purchased the real property before December 31, 2023, and maintained continuous ownership of the real property from the date of purchase forward. Also, if there is any dispute as to whether a parcel of real property is located within the "larger area historically known as River Ranch Acres" referenced in (B) above, the RRPOA Board shall determine whether the parcel in question is located within the "larger area historically known as River Ranch Acres" or not.

³ If a married couple owns at least .3 acres of eligible real property, both individuals meet the .3 acre minimum requirement for membership purposes. Otherwise, if there are multiple owners of a parcel, to determine eligibility for membership, the total parcel acreage must be multiplied by the prospective member's percentage of ownership in the parcel. If the resulting product equals .3 or more, the prospective member is considered to own at least .3 acres of real property. For example, if a parcel is 1.25 acres and there are four equal owners on title to the parcel, each owner owns a .3125 interest in the parcel (for purposes of membership eligibility).

⁴ If the owner is a trustee of a trust, only the trustee shown on a recorded and valid deed to the property shall be eligible for membership in RRPOA.

to herein as “Member Requirements.” All persons who have satisfied RRPOA’s Membership Requirements are RRPOA members (referred to herein as “Members”). An individual RRPOA member is referred to herein as “Member”). Any Member who has satisfied all Membership Requirements is considered in “good standing” with RRPOA.

Section 2. Member Removal. In a case where the Board removes a Member for noncompliance with Member Requirements, said person shall no longer be a RRPOA Member. Further, said person shall not receive a refund of any fees paid to RRPOA. Accordingly, such person will no longer be permitted to RRPOA Member privileges, such as participating in RRPOA activities or events and using RRPOA facilities and real property. Each Member grants all other Members permission to ingress and egress over and across his or her real property located in River Ranch Acres for lawful and peaceful purposes, unless a Member identifies his or her real property located in River Ranch Acres, fences said real property, and marks the same with obvious and apparent “No Trespassing” signs. The Board reserves the right to deny and/or remove a Member from RRPOA membership if the Board deems said person to be unreasonably restricting either RRPOA or Member access to real property located in River Ranch Acres.

Section 3. Member Reinstatement. If a Member has previously been removed as a Member by the Board, he or she is not eligible to be a Member, unless the Board approves the person to be a RRPOA Member and he or she meets all Member Requirements.

ARTICLE IV

Board of Directors

Section 1. Function. All RRPOA corporate powers shall be exercised by or under the authority of the RRPOA Board of Directors (referred to herein as the “Board”). Further, all RRPOA business and affairs shall be managed under the direction of the Board. The Board is made up of a President, Vice-President, Secretary, Treasurer, and eight (8) Directors. An Alternate Director is not considered a member of the Board, unless said Alternate Director is duly acting in the capacity of a Director in the absence of a Director, in accordance with Article VII, Section 5 herein.

As used herein, the term “Board Members” means RRPOA’s duly elected and serving President, Vice-President, Secretary, Treasurer, and eight (8) Directors (2 Directors elected at the Northeast District Annual Member Meeting, 2 Directors elected at the Northwest District Annual Member Meeting, 2 Directors elected at the Southeast District Annual Member Meeting, and 2 Directors elected at the Southwest District Annual Member Meeting. As used herein, the term “Board Member” means a person duly elected and serving as a RRPOA President, Vice-President, Secretary, Treasurer, or a Director.

Section 2. Quorum and Voting. Seven (7) or more Board Members shall constitute a quorum for the transaction of RRPOA business. The act of a majority of Board Members present at a meeting, at which a quorum is present, shall be the act of the Board.

Section 3. Executive and other committees. The Board, by resolution adopted by a majority of Board Members, present at a meeting, at which a quorum is present, may

designate from among Board Members an executive committee and one (1) or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board, except as provided by law.

Section 4. Place of Meeting. Regular (monthly) and special Board meetings are held at the covered meeting pavilion at 18550 County Road 630 East, Lake Wales, FL 33898, or at such other location as may be designated by the RRPOA President. Said regular (monthly) meetings of the Board are referred to herein as “Monthly Board Meetings,” and special meetings of the Board are referred to herein as “Special Board Meetings.” Both Monthly Board Meetings and Special Board Meetings are referred to herein as “Board Meetings.”

Section 5. Time, Notice, and Call of Meetings. Monthly Board Meetings shall be held the third Saturday of each month at the following times:

<u>Month</u>	<u>Time</u>
January	9:00 a.m.
February	9:00 a.m.
March	12:00 p.m.
April	9:00 a.m.
May	9:00 a.m.
June	9:00 a.m.
July	9:00 a.m.
August	9:00 a.m.
September	12:00 p.m.
October	9:00 a.m.
November	9:00 a.m.
December	9:00 a.m.

Written notice of the time and place of Special Board Meetings shall be given to each Director by either personal delivery, email, or text messaging at least seven (7) days before the Special Board Meeting or by notice mailed via First Class U.S. Mail to Board Members at least ten (10) days before the Special Board Meeting. Notice of a Board Meeting need not be given to any Board Member who signs a waiver of notice either before or after the Board Meeting. Attendance of a Board Member shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Board Member states, at the beginning of the Board Meeting, any objection to the transaction of business because the Board Meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of a Board Meeting need be specified in the notice or wavier of notice of such meeting, except as provided by law. A majority of Board Members present, whether or not a quorum exists, may adjourn any Board Meeting to another time and place. Notice of any such adjourned Board Meeting shall be given to the Board Members who were not present at the time of the adjournment and, unless, the time and place of the adjourned Board Meeting are announced at the time of adjournment, of other Board Members. Board Meetings may be called by the RRPOA President or by any two (2) Board Members. Board Members may participate in a Board Meeting by means of a conference telephone, video conference, or similar communications by means of which all persons participating in the

Board Meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Board Meeting.

Section 6. Action Without a Board Meeting. Any action required to be taken at a Board Meeting, or any action which may be taken at a Board Meeting, or a committee thereof, may be taken without a Board Meeting, if a consent in writing, setting forth the action so to be taken, signed by all Board Members, or all members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE V

Officers

Section 1. Designated Officers. RRPOA shall have the following Officers: President, Vice-President, Secretary, and Treasurer (which are collectively referred to herein as the "Officers").

Section 2. Qualifications. An Officer must be a resident of the State of Florida and a Member in good standing. Further, a person is not eligible to serve as an Officer if he/she was removed from office as an Officer, Director, or Alternate Director after February of 2006. All Officers must have served either:

- A. a minimum of five (5) prior years as an Officer and/or Director, or
- B. a minimum of three (3) prior years as an Officer and/or Director, and a minimum of two (2) prior years as an Alternate Director.

Further, an Officer must have served as either an Officer or a Director the year immediately prior to being elected to serve as an Officer, and have maintained at least a seventy-five percent (75%) attendance record at all Board meetings for the year immediately prior to being elected to serve as an Officer. Excused absences may be granted by a majority vote of the Board. Excused absences will not negatively impact an attendance record. The attendance record shall be based upon a minimum of twelve (12) monthly mandatory Board meetings. For purposes of determining eligibility to run for an Officer position, if an Alternate Director is elevated to the position of Director before serving his/her full term as an Alternate Director, he/she will be given credit for the time he/she actually served as an Alternate Director and the time he/she actually served as a Director.

Additionally, to be eligible to serve as an Officer, the candidate must have

- A. paid his/her RRPOA annual dues and membership fees by March 1st of the year immediately preceding the election wherein the candidate is seeking to be elected to an Officer position,
- B. inform the Board in writing of his/her intent to seek election for an Officer position (specifying the position being sought) by no later than December 15th of the year immediately preceding the election wherein the candidate is seeking to be elected to an Officer position.

Candidates for an Officer position are required to provide notice to the Board, as described above, in order to provide the Board with time to verify the candidate's eligibility before the election. Once elected, all Officers must renew their RRPOA membership timely so there is no lapse in their RRPOA membership.

Section 3. Duties. Officers shall have the following duties;

The President shall be RRPOA's chief executive officer; shall have general and active management of RRPOA's business and affairs, subject to the directions of the Board; shall preside at all RRPOA meeting; and perform such other duties as may be prescribed by the Board.

The Vice-President shall assist the President; act as President if the President is unable to do so, subject to the directions of the Board; and perform such other duties as may be prescribed by the President or Board.

The Secretary shall have custody of and maintain all RRPOA corporate records, except for financial records; record the minutes of all meetings of RRPOA's membership and Board; send all notices of all RRPOA membership and Board meetings; and perform such other duties as may be prescribed by the President or the Board.

The Treasurer shall have custody of all RRPOA corporate funds and financial records; keep full and accurate accounts of RRPOA receipts and disbursements; render accounts of RRPOA receipts and disbursements at RRPOA membership and Board meetings; and shall perform such other duties as may be prescribed by President or the Board.

Section 4. Election of Officers. Officers shall be elected by a majority vote of the RRPOA membership present at the Annual Member Meeting and shall serve a two (2) year term beginning one (1) week after the Annual Member Meeting, wherein the Officer was elected. Nothing in this paragraph shall be construed to impose term limits or otherwise limit an Officer from serving more than one (1) term if duly elected pursuant to the requirements and procedure set forth herein.

Section 5. Vacancies. Any vacancy occurring in an Officer position shall be filled by the affirmative vote of a majority of the remaining members of the Board. An Officer elected to fill a vacancy shall hold office only until the next Annual Member Meeting.

Section 6. Removal of Officers. An Officer shall be removed by the Board whenever in the Board's judgment, RRPOA's best interest will be served by such removal. At least two-thirds (2/3) of the Board must vote to remove an Officer from his or her elected Officer position. Nothing in this paragraph shall be construed to limit the Board's authority to remove one (1) or more Officers at a time.

ARTICLE VI

Directors

Section 1. Designated Directors. Two (2) Directors shall be elected to represent Members who reside in the Northeast District; two (2) Directors shall be elected to represent Members who reside in the Northwest District; two (2) Directors shall be elected to represent Members who reside in the Southeast District, and two (2) Directors shall be elected to represent Members who reside in the Southwest District. For all purposes, the the districts are located as follows:

- A. **Northeast District - located east of U.S. 27 in Polk County; portions of Lake, Marion, and Sumter counties east of U.S. 27; all of Osceola County, Highlands County, Okeechobee County, St. Lucie County, Indian River County, Brevard County, Orange County, Seminole County, Volusia County, Duval County, Flagler County, Putnam County, Alachua County, Bradford County, Union County, Baker County, Nassau County, Clay County, and St. John County.**
- B. **Northwest District – located west of U.S. 27 in Polk County; portions of Lake County, Marion County, Sumter County west of U.S. 27; all of Pinellas County; Hillsborough County north of State Road 60; all of Pasco County, Hernando County, Citrus County, Levy County, Columbia County, Gilchrist County, Suwannee County, and all Florida counties west of the Suwannee River.**
- C. **Southeast District – all of Dade County, Broward County, Palm Beach County, Martin County, and Monroe County.**
- D. **Southwest District – all of Manatee County, Hardee County, Sarasota County, Desoto County, Charlotte County, Glades County, Lee County, Hendry County, Collier County, and Hillsborough County south of State Road 60.**

If any Member does not live in any of the districts for any reason, that Member, will be assigned to a district by the Board, in its sole and absolute discretion, on a case-by-case basis.

Section 2. Qualifications. Directors must be a Member in good standing and shall only be elected in the district (Northeast District, Northwest District, Southeast District, or Southwest District) of the Director's residence. For the purpose of electing Directors, Members may only vote in the district (Northeast District, Northwest District, Southeast District, or Southwest District) of the member's residence. A valid Driver License or Identification Card, issued in Florida or another state in the United States of America, shall serve as conclusive proof of the Member's residence for all purposes under these Bylaws.

To be elected as a Director, the individual candidate must

- A. be a Member in good standing; have served as an Alternate Director for at least two (2) prior years, and
- B. have maintained at least a seventy-five percent (75%) attendance record at all Board meetings for the year immediately prior to being elected to serve as a Director.

Excused absences may be granted by a majority vote of the Board. Excused absences will not negatively impact an attendance record.

Additionally, to be eligible to serve as a Director, the candidate must have

- A. paid his or her RRPOA annual dues and membership fees by March 1st of the year immediately preceding the election wherein the candidate is seeking to be elected to a Director position, and
- B. inform the Board in writing of his/her intent to seek election for the Director position, by delivering written notice to the Secretary, by no later than December 15th of the year immediately preceding the Annual Member Meeting wherein the candidate is seeking to be elected to a Director position.

Candidates for a Director position are required to provide notice to the Board, as described herein, in order to provide the Board with adequate time to verify the candidate's eligibility before the election. All Directors must renew his or her RRPOA annual dues and membership fees by no later than March 1 each year he/she serves as a Director.

Section 3. Number. RRPOA shall have eight (8) Directors.

Section 4. Election of Directors. Two (2) Directors shall be elected by a majority vote of Members who reside in the Northeast District and vote at the annual Northeast District meeting. These Directors shall serve a one (1) year term, beginning one week after the Annual Member Meeting. Two (2) Directors shall be elected by a majority vote of Members who reside in the Northwest District and vote at the annual Northwest District meeting. These Directors shall serve a one (1) year term, beginning one week after the Annual Member Meeting. Two (2) Directors shall be elected by a majority vote of Members who reside in the Southeast District and vote at the annual Southeast District meeting. These Directors shall serve a one (1) year term, beginning one week after the Annual Member Meeting. Two (2) Directors shall be elected by a majority vote of Members who reside in the Southwest District and vote at the annual Southwest District meeting. These Directors shall serve a one (1) year term, beginning one week after the Annual Member Meeting.

Section 5. Vacancies. Any vacancy occurring on the Board shall be filled by the Alternate Director designated for the vacant Director position. If there is no Alternate Director designated for a vacant Director position, a vacancy shall be filled by the affirmative vote of a majority of the remaining members of the Board. A Director appointed to fill a vacancy shall hold office only until the next Annual Member Meeting.

Section 6. Removal of Directors. Any Northeast District Director may be removed by majority vote of the Northeast District Members present at a Northeast District Member

Meeting (an Annual Northeast District Member Meeting or Special Northeast District Member Meeting). Any Northwest District Director may be removed by a majority vote of the Northwest District Members present at a Northwest District Member Meeting (an Annual Northwest District Member Meeting or Special Northwest District Member Meeting). Any Southeast District Director may be removed by majority vote of the Southeast District Members present at a Southeast District Member Meeting (an Annual Southeast District Member Meeting or Special Southeast District Member Meeting). Any Southwest District Director may be removed by majority vote of the Southwest District Members present at a Southwest District Member Meeting (an Annual Southwest District Member Meeting or Special Southwest District Member Meeting).

ARTICLE VII

Alternate Directors

Section 1. Designated Alternate Directors. Two (2) Alternate Directors shall be elected to represent Members who reside in the Northeast District; two (2) Alternate Directors shall be elected to represent Members who reside in the Northwest District; two (2) Alternate Directors shall be elected to represent Members who reside in the Southeast District; and two (2) Alternate Directors shall be elected to represent Members who reside in the Southwest District.

Section 2. Qualifications. An Alternate Director who resides in one district may not serve as an Alternate Director for another district. All Alternate Directors must be a member in good standing. All Alternate Directors must renew his or her RRPOA membership by no later than March 1 of each year he or she serves as an Alternate Director.

Section 3. Number. RRPOA shall have eight (8) Alternate Directors.

Section 4. Election of Alternate Directors. Two (2) Alternate Directors shall be elected by a majority vote of Members who reside in the Northeast District and vote at the Annual Northeast District Member Meeting. Two (2) Alternate Directors shall be elected by a majority vote of Members who reside in the Northwest District and vote at the Annual Northwest District Member Meeting. Two (2) Alternate Directors shall be elected by a majority vote of Members who reside in the Southeast District and vote at the Annual Southeast District Member Meeting. Two (2) Alternate Directors shall be elected by a majority vote of Members who reside in the Southwest District and vote at the Annual Southwest District Member Meeting. Alternate Directors shall serve a one (1) year term, beginning one week after the Annual Membership Meeting. Nothing herein shall be construed to impose term limits on Alternate Directors.

Section 5. Pairing of Directors And Alternate Directors. Promptly after a district Member Meeting, the Directors elected at such meeting shall attempt to mutually agree which Alternate Director elected at such meeting will serve as the Alternate Director for a particular district Director. Each Director shall have one (1) assigned Alternate Director. If the Directors do not agree which Alternate Director will serve as the Alternate Director for a particular Director, the Board will determine which Alternate Director will serve as the Alternate Director for each Director at the next Board meeting. When a Director is absent

from a Board meeting, his or her designated Alternate Director shall act in the capacity of the absent Director at the Board meeting. If a Director is absent from a Board meeting and his or her designated Alternate Director is also absent from the same Board meeting, the Board may appoint another Alternate Director from the same district as the absent Director to act in the capacity of the absent Director for the remainder of the Board meeting.

Section 6. Vacancies. Any vacancy in the position of Alternate Director shall be filled by the affirmative vote of majority vote of the members of the Board present at a Board meeting, where a quorum is established. An Alternate Director appointed to fill a vacancy shall hold office only until the next Annual District Member Meeting for his or her district.

Section 7. Removal of Alternate Directors. Any Alternate Director may be removed by majority vote of the members of the Board present at a Board meeting, where a quorum is established.

ARTICLE VIII

Meetings of the General Membership

Section 1. Annual Member Meetings. RRPOA's annual member meeting its general membership shall be held in February of each year at the covered meeting pavilion at 18550 County Road 630 East, Lake Wales, FL 33898, or at such other locations as may be designated by the President (referred to herein as the "Annual Member Meeting"). Business transacted at such meeting shall include the following agenda items, but may include other agenda items:

1. President's opening remarks;
2. a Member update on current RRPOA matters;
3. a financial report provided by the Treasurer;
4. time provided for Officers and Directors to speak (a maximum of three (3) minutes per Officer or Director wishing to speak);
5. an election of Officers, whenever an election is timely pursuant to these Bylaws;
6. introduction of elected Officers and Directors; and
7. members to speak (a maximum of three (3) minutes per member wishing to speak).

Section 2. Special Member Meetings. A Special Member meeting of RRPOA's general membership shall be held when directed by the President or the Board (referred to herein as a "Special Member Meeting").

Section 3. Place. All Member meetings shall be held at the covered meeting pavilion located at 18550 County Road 630 East, Lake Wales, FL 33898, or at such other location as may be designated by the President.

Section 4. Notice. Written notice stating the place, day and hour of the Member meeting and, in the case of Special Member Meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than ten (10) days and not more than sixty (60)

days before the meeting either personally or by First Class U.S. Mail, by or at the direction of the President, the Secretary or the Officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If the Member has previously consented in writing to receive notice of Member meetings via the RRPOA website, Facebook page, and/or email, notice of Member meetings may be provided to the Member in the manner authorized by the Member. If email notice is authorized by a Member, the Member must designate an email address or addresses to be used for providing such Member notice of Member meetings.

Section 5. Quorum and Voting. A minimum of five percent (5%) of Members, or fifty (50) Members represented in person, whichever is less, shall constitute a quorum at a Member meeting. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote at the meeting shall be the act of the RRPOA membership. Only Members may vote.

Section 6. Members Voting. A Member may vote in person with a current permit only. For voting purposes, a permit receipt will not be an acceptable substitute for a current permit.

ARTICLE IX

District Member Meetings

Section 1. Annual District Member Meetings. RRPOA's annual district member meetings (one (1) meeting for the Northeast District; one (1) meeting for the Northwest District); one (1) meeting for the Southeast District; and one (1) meeting for the Southwest District shall be held in January of each year, at different times, at the covered meeting pavilion at 18550 County Road 630 East, Lake Wales, FL 33898, or at such other locations as may be designated by the President (referred to herein as the "Annual District Member Meetings". The Annual District Member Meeting held by the Northeast District shall be referred to herein as the "Northeast District Annual Member Meeting"; the Annual District Member Meeting held by the Northwest District shall be referred to herein as the "Northwest District Annual Member Meeting"; the Annual District Member Meeting held by the Southeast District shall be referred to herein as the "Southeast District Annual Member Meeting"; and the Annual District Member Meeting held by the Southwest District shall be referred to herein as the "Southwest District Annual Member Meeting"; Business transacted at Annual District Member Meetings shall include, but not be limited to the following:

1. President's opening remarks
2. Remarks from current Directors for the district holding the meeting;
3. a RRPOA yearly financial report provided by the Treasurer;
4. an election of Directors for the district holding the meeting (each candidate for a Director position with the district holding the meeting must be individually nominated from a Member who resides in the district holding the meeting, along with the nomination being seconded by another Member who resides in the district holding the meeting – this requirement is in addition to the candidate having

- notified the Board of his or her intention to run for a Director position, as set forth in Article VI, Section 2, herein);
5. election of Alternate Directors (who must each be individually nominated from a Member who resides in the district holding the meeting, along with the nomination being seconded by another Member who resides in the district holding the meeting);
 6. a presentation (not to exceed five (5) minutes per candidate) from each person intending to run for an Officer position at the next Annual Member Member meeting (this presentation is not mandatory; however, all Officer candidates shall be given an opportunity to speak regardless of which district the Officer candidate resides in); and
 7. time provided for Members to speak (only Members who reside in the district holding the meeting) (a maximum of three (3) minutes per Member who wishes to speak).

Section 2. Special District Member Meetings. Special district Member meetings of the Northeast District, Northwest District, Southeast District, and/or the Southwest District shall be held when directed by the President or the Board (referred to herein as the “Special District Member Meetings”. An individual special district Member meeting is referred to herein as a “Special District Member Meeting”. A Special District Member Meeting held by the Northeast District shall be referred to herein as the “Northeast District Special Member Meeting”; a Special District Member Meeting held by the Northwest District shall be referred to herein as the “Northwest District Annual Member Meeting”; a Special District Member Meeting held by the Southeast District shall be referred to herein as the “Southeast District Annual Member Meeting”; and a Special District Member Meeting held by the Northwest District shall be referred to herein as the “Northwest District Annual Member Meeting”. Each district meeting shall be held separately from the other district (meaning at a different time). Both Annual District Member Meetings and Special District Member Meetings are collectively referred to herein as “District Member Meetings.”

Section 3. Place. District Member Meetings shall be held at the covered meeting pavilion located at 18550 County Road 630 East, Lake Wales, FL 33898, or at such other locations as may be designated by the President.

Section 4. Notice. Written notice stating the place, day and hour of the District Member Meeting and, in the case of a Special District Member Meeting, the purpose or purposes for which the meeting is called, shall be delivered no less than ten (10) days and not more than sixty (60) days before the meeting either personally or by First Class U.S. Mail, by or at the direction of the President, the Secretary or the Officer or persons calling the meeting, to each Member of record entitled to vote at such meetings.

Section 5. Quorum and Voting. A minimum of five percent (5%) of Members who reside in the district holding the meeting, or twenty-five (25) Members who reside in the district holding the meeting, who are represented in person at the meeting, whichever is less, shall constitute a quorum at a District Membership Meetings. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to

vote shall be the act of the district Members. Only Members who reside in the district holding the meeting may vote.

Section 6. Members Voting. A Member may vote in person with a current permit only. For voting purposes, a permit receipt will not be an acceptable substitute for a current permit.

ARTICLE X

Books and Records

RRPOA shall keep, at its registered office or principal place of business, minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of RRPOA. RRPOA shall maintain accurate accounting records. RRPOA corporate records may be in written form or any other form capable of being converted into written form within a reasonable time. Additionally, RRPOA shall keep a copy of the following records at its registered office or principal place of business:

- (A) RRPOA's Articles of Incorporation or Restated Articles of Incorporation (if any) and all amendments to them currently in effect;
- (B) RRPOA's Bylaws or Restated Bylaws (if any) and all amendments to them currently in effect;
- (C) minutes of all Member meetings and records of all action taken by Members without a meeting for the past 3 years;
- (D) written communications to all Members within the past 3 years, including the financial statements furnished for the past 3 years under Section 617.1605 of the Florida Statutes.
- (E) a list of the names and business street, or home if there is no business street, addresses of its current Directors and Officers;
- (F) RRPOA's most recent annual report delivered to the Department of State under Section 617.1622 of the Florida Statutes; and
- (G) a membership book containing, in alphabetical order, the name and address of each Member.

A resignation, expulsion, suspension, or termination of membership pursuant to Section 617.0606 of the Florida Statute or Section 617.0607 of the Florida Statutes shall be recorded in the membership book. Unless otherwise provided in the Articles of Incorporation or these Bylaws, all the rights and privileges of a Member cease on termination of membership.

ARTICLE XI

Fiscal Year

RRPOA's fiscal year shall begin March first (1) and end February twenty-eight (28) the following year, except leap years which will end February twenty-ninth (29).

ARTICLE XII

Corporate Seal

The Board shall provide a suitable corporate seal containing the name of the corporation and the words "Corporation Not for Profit", which seal shall be in the possession of the Secretary.

ARTICLE XIII

Amendment

These Bylaws may be altered, amended, repealed, and new Bylaws may be adopted, by a majority vote of the Board at either a monthly Board meeting or a special meeting of the Board called for the purpose.

Exhibit A

