

**BY-LAWS**

**OF**

**SUNSHINE RANCHES HOMEOWNERS ASSOCIATION, INC.**

A Florida Not-for-Profit Corporation

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**BY-LAWS**  
**OF**  
**SUNSHINE RANCHES**  
**HOMEOWNERS ASSOCIATION, INC.**  
A Florida Not-for-Profit Corporation

**ARTICLE I**  
**IDENTITY**

- A. The name of this corporation is SUNSHINE RANCHES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation" or "Association."
- B. The geographical location of this Association is in the Town of Southwest Ranches, Broward County, Florida, in the area bordered by Flamingo Road to the east, Griffin Road to the north, Volunteer Road to the west and Sheridan Street to the south (also known as "Sunshine Ranches").
- C. The Association may have such office within the Town of Southwest Ranches, the State of Florida or at such other place or places as the Board of Directors may from time to time designate or as the business of the Association may require.
- D. This Association shall have perpetual existence, whose fiscal year shall be April 1 through March 31 of the following calendar year.

**ARTICLE II**  
**PURPOSES**

Section 1. Purposes. The purposes for which the Association is organized are:

- (a) To protect and improve the property interest of the taxpayers of Sunshine Ranches, Town of Southwest Ranches, Broward County, Florida;
- (b) To develop a keen civic spirit within Sunshine Ranches, Town of Southwest Ranches, Broward County, Florida;
- (c) To strive for the social, political and economic advancement of Sunshine Ranches, Town of Southwest Ranches, Broward County, Florida;
- (d) To develop a keen interest in current political matters, with specific Attention to such matters as may affect the membership of this corporation and Sunshine Ranches, Town of Southwest Ranches, Broward County, Florida.
- (e) To exercise good judgment and oversight in all matters of interest to the membership, and to direct the efforts and influence of the membership of

this corporation to secure the greatest mutual benefit to the membership and to Sunshine Ranches, Town of Southwest Ranches, Broward County, Florida.

(f) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as defined and set forth under the laws of the state of Florida, pursuant to Chapter 617 a Not-for Profit corporation, in the Articles of Incorporation (the "Articles"), and in these By-laws, all as may be amended from time to time; and

(g) To engage in such other lawful activities as may be to the benefit of the Members of the Association.

Section 2. Not a Condominium Association. The Association is created pursuant to the Articles and these By-Laws and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

Section 3. No Distribution of Income. The Association shall make no distribution of income to its Members, directors or officers, except as provided herein.

### ARTICLE III

#### MEMBERSHIP, MEETINGS, VOTING

Section 1. Qualification for Membership. Membership shall be open to any person who is a Member as defined herein below.

Section 2. Definitions.

(a) "Association" shall mean and refer to Sunshine Ranches Homeowners Association, Inc., its successors and assigns.

(b) "Jurisdiction" shall mean and refer to those certain real property boundaries described in these By-laws and serving to reference the territorial domain of the Association.

(c) "Lot" shall mean and refer to any plot of land legally described and located within the jurisdiction of the Association.

(d) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the jurisdiction of the Association.

(e) "Member" shall mean and refer to any person who is an owner of property in Sunshine Ranches and is one of a maximum two voting members per each property address that entitles them with the right to vote in their own individual name, or on behalf of an ownership entity that, be it corporate or a trust, owns legal title to the property. A member shall also have paid the annual dues for the fiscal year.

Section 3. Meetings of Members.

(a) Place of Meetings. All meetings of the Association shall be held at such time and place in Southwest Ranches, Broward County, Florida, as shall be stated in the notice thereof.

(b) Annual Meetings. Annual Members' meetings shall be held in March at a place as selected by the Board of Directors, within Southwest Ranches, Broward County, Florida, with a special starting time of 7 pm unless amended by the notice thereof. No meeting shall be held on a legal holiday. The purpose of such meetings shall be the election of directors and officers and the transaction of other business authorized to be transacted by Members. The order of business shall be as determined by the Board of Directors.

(c) Regular meetings. A regular meeting of members (known as the "General Meeting") shall be held each month with the Board of Directors in order to provide a forum for the delivery of face-to-face information between the Board and the Membership. Each meeting shall be held at such time and place in Southwest Ranches, Broward County, Florida, as noticed by the Board of Directors. The meetings shall serve as a forum to discuss issues of community importance, association work, project updates, and provide Members the opportunity to regularly and promptly communicate with officers and directors on association issues.

1. The order of business at each meeting shall be:
  - (i) Reading and disposal of the treasurer's report, same to be published in the *Ranch Wagglers* in its current format or as may be amended from time-to-time.
  - (ii) Reports of officers and committees.
  - (iii) Unfinished business.
  - (iv) New business.
  - (v) Open discussion.
  - (vi) Election of officers and installation of officers, when applicable.
  - (vii) Adjournment.

2. Parliamentary Rules. Except when specifically or impliedly waived by the Chairman President of a meeting (either of members or directors), Robert's Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the State statute, the Articles or these By-Laws; provided, however, that a strict or technical reading of said Robert's Rules shall not be made so as to frustrate the will of the persons properly participating in said meeting.

(d) Special Meetings. Special Meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called by the Secretary or upon receipt of a written request by a minimum of thirty-five (35) Members of the Association with a current membership. Business transacted at all special meeting shall be confined to the objects and actions to be taken, as stated in the notice of the meeting.

(e) Notice of Members' Meetings.

1. Notice of Annual Meeting. Written notice of the annual meeting of Members shall be served upon each Member entitled to notice, at least thirty (30) days, and no more than sixty (60) days, prior to the meeting. Such notice shall be hand-delivered, electronically delivered, or mailed to each Member at its physical or electronic address as it appears on the books of the Association. Notice is effective when published in the *Ranch Wagglers*.

2. Notice of Special Meeting. Written notice of a special meeting of Members stating the time, place and object of such meeting shall be served upon or mailed to each Member no more than sixty (60) days, and no less than ten (10) days prior to such meeting. Such notice shall be hand-delivered, electronically delivered, or mailed to each Member at its physical or electronic address as it appears on the books of the Association. Notice is effective when published in the *Ranch Wagglers*. In an emergency, the notification requirement may be reduced to two (2) days.

3. Waiver of Notice. Nothing herein is to be construed to prevent Members from waiving notice of meetings or acting by written agreement without meetings.

Section 4. Quorum. A quorum for the transaction of business at the annual (election) meeting shall require a minimum of twenty (20) Members present to form a quorum. At any special meeting, it shall require a minimum of thirty-five (35) Members present to form a quorum. Where it concerns a regular Member meeting, a quorum for the transaction of business shall require a minimum of twenty (20) Members present. Members present at any meeting although less than a quorum, may adjourn the meeting to a future date.

Section 5. Voting Required to Make Decisions. When a quorum is present at any meeting, the vote of a majority of the Members present in person shall decide any question brought before the meeting, unless the Articles, these By-laws, or any applicable statute provides otherwise.

**ARTICLE IV**  
**DIRECTORS**

Section 1. Directors.

- (a) Composition of Board of Directors: Number of Directors. The affairs of the Association shall be managed by a Board of Directors which shall consist of an odd number of not less than three (3) nor more than nine (9) members. The current Board at the time of adopting these By-laws consists of nine (9) individual directors.
- (b) Selection of Directors. At each annual meeting, the Board of Directors shall be elected by the Members of the Association present.
- (c) No Compensation for Director's Services. No director shall receive or be entitled to any compensation for his/her services as director, but shall be entitled to reimbursement for all expenses incurred by him/her as such, if incurred upon the authorization of the Board, with proof of receipt.
- (d) Absences. Any director absenting himself from three (3) consecutive meetings (either general or executive or combination thereof) without an excuse satisfactory to the majority of the Board shall be deemed to have the inability to serve and be replaced in accordance with the By-laws.
- (e) Expenditures. The Board shall have the power to approve any expenditure up to \$200 a month. Any amount over \$200 to be paid, except for the publication of the *Ranch Wagglers*, must be voted on by the membership at a General or Special Meeting.
- (f) Directors' Meetings.
1. Annual and Regular Meetings. The new Board of Directors may establish a schedule of regular working meetings to be held at such place as the directors may designate. Regular meetings shall be held with notice to Members who may attend to observe but may not participate in the regular, working Board of Directors meetings. These "open" meetings are subject to closure by the President when he or she deems where the agenda item to be of a confidential or strategic nature and holding an open meeting would expose the association to potential or adverse consequences.
  2. Special Meetings. Special meetings of the Board of Directors may be called by the President, upon notice to each director to be delivered by telephone, electronically, mail or in person. Special meetings may also be called on written request of any director. All notices of special meetings shall state the purpose, time and place of the meeting.
  3. Quorum. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at such meeting at which a quorum is present, shall be the acts of the Board of

Directors except where approval by a greater number is required by the Articles, or these By-laws. At any meeting at which a quorum is not present, the presiding officer may adjourn the meeting from time to time, and at any such adjourned meeting, any business which might have been transacted at the meeting as originally called, may be transacted without further notice.

4. Presiding Officer. The presiding officer shall be the Chairman (President), and in his or her absence, the Vice Chair (Vice-President).

5. Order of Business. The order of business at directors' meetings shall be as determined by the Board of Directors.

## **ARTICLE V** **OFFICERS**

Section 1. Officers. The executive officers of the Association shall be elected at the annual meeting of members by Members and shall serve as both a Director and in one of the following officer roles: President, Vice-President, Secretary and Treasurer. No more than two family members may serve as an officer or director in the same year.

(a) Duties of Officers.

1. President. The President shall be the chief executive officer of the Association and shall:

(i) Act as presiding officer at all meetings of Members of the Association and of the Board of Directors.

(ii) Call special meetings of the Board of Directors.

(iii) Sign as provided for in Article X, Section 2, with the Secretary or Treasurer all checks, contracts, promissory notes, leases, deeds and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by one or other persons.

(iv) Perform all acts and duties usually required of an executive to insure that all orders and resolutions of the Board of Directors are carried out.

(v) Appoint committees and act as ex-officio member of all committees, and render an annual report at the annual meeting of Members.

(vi) Authorize an independent review of accounting procedures and review of corporate books and records once

each year by any person deemed fit for such an endeavor, when deemed necessary and approved by a vote of the Members. A reasonable sum may be paid for such service, and a report is to be given to the membership.

2. Vice-President. The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. The Vice-President also shall assist the President generally.

3. Secretary. The Secretary shall have the following duties and responsibilities:

(i) Attend all regular and special meetings of the Members of the Association and of the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.

(ii) Have custody of the corporate seal and affix the same when necessary or required.

(iii) Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings, and be responsible for membership sign-in book.

(iv) Have custody of the minute book of the meetings of the Board of Directors and Members, and act as transfer agent of the corporate books.

4. Treasurer. The Treasurer shall:

(i) Attend all meetings of the membership and of the Board of Directors.

(ii) Receive such monies as shall be paid into his/her hands for the account of the Association and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and be custodian of all securities, contracts, leases and other important documents of the Association which he/she shall keep safely deposited.

(iii) Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association. Publish a monthly report in the *Ranch Wagglers* and prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Association from the preceding year. Make a full and accurate report on matters and business pertaining to the office to the Members at the annual meeting, and make all reports required by law. Deliver such books to his or her successor no later than ten (10) days after the election date.

## **ARTICLE VI** **ELECTIONS**

- Section 1.     Elections. Elections shall be held at the annual meeting of members.
- Section 2.     Officers and Directors Membership in the Association. All officers and directors must be Members of the Association.
- Section 3.     Procedure for Election of Directors and Officers.
- (a)     Nominating Committee. In preparation for and prior to the election of Directors and Officers at the annual members' meeting, the Board of Directors shall appoint a Nominating Committee at the December Board meeting, consisting of three (3) non-board Members, using such procedures as the Board may establish. The Nominating Committee shall nominate one person for each position on the Board and as a result generate a "slate" of candidates to recommend to Members at the annual meeting of members. Members of the Nominating Committee may not be nominated for a position on the Board. The recommended slate is to be delivered to the Elections Committee no later than forty-five (45) days prior to the scheduled date of the elections.
- (b)     Election Committee. In preparation for and prior to the election of Directors and Officers at the annual members' meeting, the Board of Directors shall appoint (no later than the January Board meeting) an Election Committee consisting of three (3) non-board Members who are not serving on the nominating committee, whose charge shall be to conduct and implement procedures necessary to carry-out the election. In doing so, the Elections Committee shall:
1.     Receive the recommended slate of candidates from the Board of Directors;
  2.     Provide notice to the community about the opportunity to run for office;
- (c)     Procedures.
1.     Not less than forty-five (45) days prior to a scheduled election, the Association shall "notice" the upcoming election by publishing the election notice of meeting and agenda in the *Ranch Waggle* and mailing it to all Members and residents in Sunshine Ranches. This shall serve as the "first notice" of the annual/election meeting.
  2.     Any Member desiring to be a candidate for the Board shall give written notice to the Secretary of the Association not less than thirty (30) days prior to the scheduled election.
  3.     Together with the notice of meeting and agenda, in accordance with these Bylaws, the Association shall publish in the *Ranch Waggle* a 2<sup>nd</sup> notice of meeting, or in an alternate means of

communication, together with a sample ballot which shall list all candidates to date.

4. At the discretion and request of a candidate, the Association shall include an information sheet, no larger than 8-1/2 inches by 11 inches, furnished by the candidate to the Association not less than twenty-five (25) days before the election, to be included with the mailing or electronic transmission of the sample ballot, with the costs of mailing or delivery and copying to be borne by the candidate. The Association is not liable for the contents of the information sheets prepared by the candidates. In order to reduce costs, the Association may print or duplicate the information sheets on both sides of the paper if a mailing is conducted.
5. Proxies shall in no event be used in electing the Board at general elections or to fill vacancies caused by resignation or otherwise.
6. Elections shall be decided by a plurality of those ballots and votes cast. Consistent with the Annual (election) quorum requirement, at least twenty (20) Members must cast a ballot in order to have a valid election of members of the Board.
7. Neither nominations from the floor nor write-in nominations on the ballot will be accepted on election night.

Section 4. Election Night Tasks. The Election Committee shall conduct and carry-out all tasks necessary to effectuate the election.

(a) Tasks Included:

1. Prepare a sample ballot that the Association shall mail as part of the "second notice" and prepare the final, formal ballot to be used at the election meeting (at time of enactment of these bylaws and for reference only, the format of sample ballot has been attached and made a part of these bylaws in order to provide guidance).
2. The sample and final one-page written ballot will include names of all candidates competing to be elected an officer and/or director as follows:
  - (i) The candidates selected by the Nominating Committee as part of the "slate";
  - (ii) The candidates that have submitted their names for consideration prior to the election meeting.
3. Seek and work with the Membership Chair to obtain and have present the Membership list at the election meeting for use when Members check in, and as a way of confirming Member memberships

and their eligibility to vote.

4. The election meeting shall start at 7 pm, and during the first half-hour of the meeting, all candidates may speak for one minute on their candidacy to Members present during this early time period only; and Members may register to vote and receive their ballots.
5. Start receiving completed ballots precisely at 7:30 pm as submitted by Members for placement in the ballot box. The election period will formally continue to and close at 9 pm. Once the election is closed at 9 pm, the Election Committee is to initiate the counting of the ballots as provided for herein.
6. A secure ballot box shall be used to receive and keep secure the ballots during the voting process.
7. Votes shall be counted in the presence of the Members present, but with authority to ask persons to leave or to take action as needed to remove persons who do not allow for a quiet counting environment.
8. Vote results shall be announced publicly at the meeting. Thereafter, new officers and board members shall be announced and published in the *Ranch Waggle*.

**ARTICLE VII**  
**RESIGNATIONS, VACANCY, OR REMOVAL**

Section 1. Director and Officer Resignation, Vacancy, or Removal.

- (a) Resignation. Any director or officer of the Association may resign at any time, by a signed instrument in writing, but not electronically. Resignations shall take effect at the time specified therein, and if no time is specified, resignations shall take effect at the time of receipt by the President or Secretary of the Association. The acceptance of a resignation shall not be necessary to make it effective.
- (b) Director and Officer Vacancy. When a vacancy occurs on the Board of Directors, the vacancy shall be filled by the President at the next meeting and that person shall serve until the next annual meeting of Members. When the vacancy concerns the President, and the President has served at least thirty (30) days since being elected, the Vice President shall be elevated to the position of President, and thereafter, the new President shall appoint a Member as Vice President. If the vacancy of President occurs less than thirty (30) days after having been elected, the Board of Directors shall call for a special election by the Members (no later than thirty (30) days after having received the President's written resignation) to elect a new President to fill the vacancy as provided for here.
- (c) Removal. Any officer or director may be removed with or without cause by a majority vote of the full Board of Directors at a meeting of

directors called at least in part for the purpose of considering such removal. Any officer or director may be removed with or without cause, and for any reason, upon a petition in writing by a minimum of twenty (20) Members of the Association. In case of a petition, once received by the Secretary, the petition shall be noticed by the Board of Directors, setting forth a time and place for the meeting of Members. Notice shall be given to all Members of such special meeting of the Members at least ten (10) days prior to such meeting in the manner provided for in these By-Laws for the giving of notices of special meetings. At any such meeting, the officer or director whose removal is sought shall be given the opportunity to be heard. Such a meeting shall require a special quorum of fifty (50) in order to have a valid special meeting for removal. Any vote to remove such officer or director shall require a vote of 2/3s of the quorum of fifty (50).

**ARTICLE VIII**  
**INDEMNIFICATION, COMMITTEES, AND OFFICIAL PUBLICATION**

Section 1. Indemnification of Directors and Officers. Every Director, Officer of the Association, and the Editor of the *Ranch Wagglers* shall be indemnified by the Association against any liability and expenses which he/she may incur by reason of his/her being or having been a Director, Officer, or Editor of the *Ranch Wagglers* in accordance with the terms of the Articles and By-Laws.

Section 2. Standing Committees. There shall be the following standing committees, as well as others deemed necessary, appointed by the newly elected president at the time of the Annual Meeting or as soon thereafter as is expedient:

- (a) Membership
- (b) *Ranch Wagglers*
- (c) Drainage
- (d) Sunshine

Section 3. Official Publication. The *Ranch Wagglers* shall be deemed the official publication for notification of Association matters. The *Ranch Wagglers* Committee will establish editorial and other policies pertaining to the publication.

**ARTICLE IX**  
**POWERS**

The Association shall have all powers granted to it by common law, Florida Statutes, the Articles of Incorporation, and the By-Laws.

Section 1. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Owners and Members and Affiliates of the Association. No part of the income, if any, of the Association shall be distributed to the Members, Affiliates, directors or officers of the Association.

**ARTICLE X**  
**FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the Association shall be April 1<sup>st</sup> through March 31<sup>st</sup> of the following calendar year.

Section 2. Depositories. The funds of the Association shall be deposited in such accounts as may be selected by the Board of Directors, including checking and savings accounts in one (1) or more banks and/or savings and loan associations, certificates of deposit, U.S. Treasury Bills and money market accounts with an investment firm or firms, all in accordance with resolutions approved by the Board of Directors. Association funds shall be withdrawn only over the signature of the Treasurer, the President or such other persons as the Board may authorize. The Board may require more than one (1) signature on checks and bank drafts. The funds shall be used only for corporate purposes.

Section 3. Fidelity Bonds. Fidelity bonds may be required at the discretion of the Board of Directors from all officers and employees of the Association, and from any contractor handling or responsible for the corporate funds. The premiums for such bonds shall be paid by the Association as a common expense.

Section 4. Records. The Association shall maintain accounting records according to good practice which shall be open to inspection by Members of the Association at reasonable times. Such records shall include a record of receipts and expenditures and accounts for each Member of the Association, which accounts shall designate the name and address of the Member of the Association, the due dates and amount of each assessment, the amounts paid upon the account and the balance due .

Section 5. Annual Financial Statement. The Board of Directors shall present annually to the Members of the Association a reconciliation of revenues and expenditures of the Association, at the time of the Annual Meeting or no later than thirty (30) days after the election.

Section 6. Insurance. The Association shall procure, maintain and keep in full force and effect, such insurance as may be required by the Articles of Incorporation to protect the interests of the Association and the Members.

Section 7. Expenses. The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with standard accounting practices.

Section 8. Annual Dues. The annual dues of membership in the Association shall be the Amount determined by the Board and approved by the membership at a general or special meeting. Dues for the current fiscal year must be received by the last meeting in January in order to vote in the upcoming election at the Annual Meeting.

## **ARTICLE XI**

### **ADMINISTRATIVE RULES AND REGULATIONS**

The Board of Directors may, from time to time, adopt rules and regulations governing the details of the operation and use of the property of the Association, provided that all rules and regulations shall be equally applicable to all Members.

## **ARTICLE XII**

## **VIOLATIONS AND DEFAULTS**

In the event of a violation of any of the provisions of these By-laws, the rules and regulations adopted by the Association or the Articles, the Association shall have all rights and remedies provided by law, including without limitation (and such remedies shall be cumulative) the right to sue for damages, the right to injunctive relief; and in every such proceeding, the Member at fault shall be liable for court costs and the Association's attorneys' fees, as the case may be. Nevertheless, any circumstance that finds the Board of Directors engaged in a dispute with Member(s) over Association issues, shall require mediation prior to taking any legal action as a way of seeking an amicable resolution without incurring the expenses of legal action.

## **ARTICLE XIII AMENDMENT OF BY-LAWS**

Any Member of the Association may propose an amendment of the By-laws to the Board at such meeting where a quorum of no less than twenty (20) members is present so long as fifteen (15) days written notification is given to the general membership. Said amendment may be enacted at such meeting where it receives a favorable vote of 2/3s of the quorum of twenty (20). Voting shall be by secret ballot unless membership unanimously consents to a voice vote. Any attempt to amend, alter, modify or rescind contrary to these prohibitions shall be of no force or effect.

## **ARTICLE XIV VALIDITY**

If any By-law, rule or regulation shall be adjudged invalid, such fact shall not affect the validity of any other By-law, rule or regulation.

## **ARTICLE XV CONSTRUCTION**

In the event of any conflict between the terms of State statute, the Articles, or these By-laws, the following order of priority shall apply: State statute, the Articles, and the By-laws.

Approved 10/30/2008

Added line 7. to Article VI, Section 3. (c). Approved 5/27/2010.

Approved retention of term limits (Article VI, Section 2.) on 2/16/2011.

Added sentence after "...title to the property." Article III, Section 2. (e). Approved 3/31/2011.

Added sentence after "...and Treasurer." Article V, Section 1. Approved 3/31/2011.

Changed from “fifty (50)...” to “twenty (20)...” Article III, Section 4. Approved 1/29/2014.

Changed from “fifty (50)...” to “twenty (20)...” Article VI, Section 3. (c) 6. As a result of above amendment approved on 1/29/2014.

Eliminated “(i) Minutes as published in the *Ranch Waggle* will be voted on.” Article III, Section 3. (c) 1 (i). Approved March 30, 2016.

Eliminated “An officer and/or director may serve on the Board for no more than three (3) full consecutive years, at which time they must rotate off the board for a minimum of one (1) year before they again may become eligible for election to the board.” Article VI, Section 2. Approved January 31, 2018.