

**PORT MALABAR HOLIDAY PARK  
MOBILE HOME RECREATION DISTRICT**

**BOARD of TRUSTEES**

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**BY- LAWS**

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**ARTICLE I                    PURPOSE OF BY-LAWS**

These By-Laws of the Port Malabar Holiday Park Mobile Home Park Recreation District (the "District") are intended to implement the authorities and powers granted to the District by Sections 418.33 through 418.309, Florida Statutes, and the Charter of the District enacted as Ordinance 83-52 of the City of Palm Bay, as amended.

**ARTICLE II                    DISTRICT OFFICE**

The principal office of the District shall be located at 215 Holiday Park Boulevard, NE Palm Bay, Florida 32907. The District may have such other offices as the Board of Trustees may designate or as the business of the District may from time to time require.

**ARTICLE III                    ANNUAL ORGANIZATIONAL MEETING OF THE  
BOARD OF TRUSTEES**

The Board of Trustees of the District shall hold an annual organizational meeting on the first Tuesday after the first Monday in January of each year.

(A) Trustees elected at the preceding general election shall take their respective oaths of office, which oaths shall be administered by a public officer or such other person as may be empowered to administer the oath under the laws of the State of Florida.

(B) The Trustees shall elect from among their members, officers designated as Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. No Trustee shall hold any one of the said offices for more than two consecutive years unless his or her election, for the third or subsequent consecutive year, receives the unanimous approval of the Board of Trustees.

**ARTICLE IV                    MEETINGS OF THE BOARD OF TRUSTEES**

Meetings of the Board of Trustees shall be held and conducted as follows:

(A). Meetings of the Board of Trustees shall be held on the second and fourth Monday of each month at the hour of 7:00 P.M. unless otherwise rescheduled by the Board of Trustees or the Chairperson. A "Regular" meeting will be held on the second Monday of each month with the "Workshop" meeting held on the fourth Monday of each month. No Regular meeting shall be rescheduled by the Chair unless written notice of the date and time of such rescheduled meeting is given to each Trustee and is posted as public notice for two working days in advance at the office of the District.

(A) Special Meetings of the Board of Trustees may be called by the Chairperson or the written request of any five Trustees. Notice of the date and time of any special meeting shall be posted as a public notice for seven days in advance at the office of the District. The notice of any Special Meeting shall include the agenda for such Special Meeting, and no items of business may be considered by the Board of Trustees at such Special Meeting other than those set forth in the published agenda.

(B) Five Trustees shall constitute a quorum of the Board of Trustees for the transaction of business at any Regular or Special meeting. Except as otherwise provided in these by-laws, the charter of the District or Chapter 418, Florida Statutes, the favorable vote of a majority of the members of the Board present at any Regular or Special meeting shall be necessary for any action to be adopted by the Board.

(C) The Chairperson or other presiding officer of the Board of Trustees shall conduct all meetings of the Board in accordance with these By-Laws. Members of the public will be invited to speak on all motions made and seconded during public meetings prior to any motion being voted on by the Board, except motions to table, adjourn, and other non-debatable motions. After being recognized by the Chairperson, a speaker must come to the microphone and give his or her name and address for the record, and may speak for up to three (3) minutes on the item under consideration.

(1) The public will also be invited to speak on any item at other times as outlined on the agenda. After being recognized by the Chairperson, a speaker must come to the microphone give his or her name and address for the record, and may speak for up to three (3) minutes.

(2) Any person who disrupts the proceedings at any meeting may be declared out of order by the presiding officer, and if the disruption does not cease, may be asked to leave the meeting premises.

(D) The general form for the agenda at each meeting of the Board of Trustees shall be as follows:

**(1) " Regular" Monthly Meetings**

- (a) Meeting called to order
- (b) Invocation
- (c) Pledge of Allegiance
- (d) Roll Call
- (e) Announcements by Chairperson
- (f) Approval of minutes of previous meeting
- (g) Treasurer's Report
- (h) Old business
- (i) New Business
- (j) Public Comment
- (k) Trustees remarks or announcements
- (l) Adjournment

**(2) "Workshop" Monthly Meeting**

- (a) Meeting called to order
- (b) Invocation
- (c) Pledge of Allegiance
- (d) Roll Call
- (e) Announcements by Chairperson
- (f) Approval of minutes of previous meeting
- (g) District's Attorney's Report
- (h) District Manager's report
- (i) Workshop Items
- (j) Public Comment
- (k) Trustees remarks or announcements
- (l)** Adjournment

**(3). Special Meetings**

- (a) Meeting called to order
- (b) Invocation
- (c) Pledge of Allegiance
- (d) Roll Call
- (e) Announcements by Chairperson
- (f) Business (limited to subjects advertised)
- (g) Public Comment
- (h) Trustees remarks or announcements
- (i) Adjournment

**(4). Numbering of Business Items.**

The Board of Trustees adopts the following numbering system which shall be used to track business items and said numbers will remain with the business item until its conclusion. The responsibility of maintaining a log and assigning the numbers will be the office. The hyphenated numbering system shall be as follows: NAME OR SUBJECT- MEETING DATE-ITEM NUMBER.

**ARTICLE V                      REMOVAL OF TRUSTEES; ATTENDANCE  
REQUIREMENT FOR REGULAR MEETINGS**

As provided by Chapter 418, Florida Statutes, a Trustee may be removed by the Board of Trustees for misfeasance or malfeasance in office. The removal of a Trustee shall be accomplished only after the Chairperson or other presiding officer of the Board gives written notice to the Trustee whose removal is proposed, which written notice shall set forth the specific reasons for the proposed removal and the date and time of the meeting at which the Board of Trustees will consider such removal.

Removal of a Trustee shall be accomplished by a vote of a majority of the Trustees present at such meeting, exclusive of the Trustee whose removal is proposed.

All Trustees shall be required to attend regular meetings of the Board and a Trustee who fails to attend three consecutive regular meetings of the Board shall be deemed to have committed misfeasance in office unless he or she is able to show good cause to the Board why he or she should not be removed from office. In determining whether any Trustee has shown good cause for such absences, the Board may consider mitigating circumstances presented by the Trustee whose removal is proposed; provided however, vacations or seasonal residency in locations outside the District shall never be deemed to be good cause for absences at regular meetings.

## **ARTICLE VI TERM OF OFFICE, FILLING OF VACANCIES ON THE BOARD OF TRUSTEES**

(a). No person shall be elected or appointed to the position of Trustee for more than three (3) consecutive terms. For purposes herein, the term of office shall be that which is defined by Section 418.302 of the Florida Statutes, as may be amended, which is currently 2 years; provided, however that service in less than a full term shall be considered a term of office for purposes herein. Service in a term of office or part of a term of office which commenced prior to the effective date of this subsection will be considered in the calculation of the term limits set herein. Only those prior terms or parts of a term which were consecutive with each other and would be consecutive with the new term shall be used in the calculation.

(1). No person who has served three (3) consecutive terms (currently 6 years) prior to the effective date of this subsection shall be eligible to serve as a Trustee, but any sitting Trustee who would otherwise meet the term limitations herein, shall be allowed to complete their current term. By way of further explanation, if a Trustee was elected or appointed to a term, part of a term or terms prior to the effective date of this subsection those terms will be used in the calculation of the three (3) term limitation as long as they were consecutive terms and if the total of those prior terms equal or exceed the three (3) term limit now imposed then that person shall not be eligible to be elected or appointed as a Trustee; provided, however, even if the prior elected terms equal to or exceed three (3), the Trustee shall be entitled to complete their current term.

(2). Furthermore, any person who has left office prior to the expiration of a term shall not be elected or appointed to an office if the term of the office sought, including the prior terms would exceed three (3) consecutive terms. By way of further explanation, if a Trustee was elected to a third term, but left office before completing the third term, they would be ineligible to be elected or appointed to a new term if the total of the new term and the old terms of office would exceed three terms.

(3). Notwithstanding any of the above limitations, a person may be elected or appointed to an office if they sit out for a full term.

(4) Notwithstanding the provisions of sections (1) and (2) above the Board of Trustees by a super majority vote (6) may waive the restrictions on appointing a member to the Board of Trustees if it is determined that there are no other persons willing to serve in the appointed position except a person or persons who would otherwise be ineligible due to the term limitations herein.

(b). Subject to the provisions of (a) above, if the office of any member of the Board of Trustees becomes vacant prior to the expiration of such member's term of office the Board of Trustees shall fill the vacancy, by majority vote of the remaining Trustees, by appointment of a successor from among the electors of the District. Such appointed member shall hold office for the remainder of the term of the vacant office. In the event that any election shall fail to fill a seat of a Trustee the Board of Trustees shall fill the seat by appointment of a successor, by a majority vote of the remaining Trustees, from among the electors of the District. Such appointed member shall hold office for the remainder of the term of the office.

(c). For purposes herein the term "elected" or the term "election" shall include both contested and uncontested candidacies for a position on the Board of Trustees. (Amendment recorded in minutes 10/17/2016)

## ARTICLE VII

## OFFICERS

The officers of the District shall be a Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Assistant Secretary, Treasurer, And Assistant Treasurer.

The officers shall be elected by the Board of Trustees at the annual organizational meeting of the Board as provided in Article III of the by-laws, and shall hold office for a period of one year or until their respective successors have been elected and qualified for office.

Any officer may be removed by the Board of Trustees as its discretion whenever the Board deems that the best interest of the District will be served by such removal. A vacancy in any office shall be filled by the Board of Trustees for the portion of the term of such office as 'provided in Article VI of these by-laws.

The officers shall have the following duties:

(A) Chairperson- The Chairperson shall be the principal executive officer of the District and, subject to the control of the Board of Trustees, shall generally supervise and control all of the business and affairs of the District. He or she shall, when present, preside at all meetings of the Board of Trustees, and shall vote on all matters submitted to a vote of the Board of Trustees. He or she may sign, with the Secretary or any other proper officer of the District authorized by the Board of Trustees, all instruments which the Board of Trustees has authorized to be executed. The Chairperson shall recommend to the Board of Trustees the appointment of members committees which the Board of Trustees may create.

(B) Vice-Chairperson- The First Vice Chairperson shall, in the absence of the Chairperson, assume all duties of the Chairperson. The Second Vice-Chairperson, shall in the absence of both the Chairperson and the First Vice-Chairperson, assume all duties of the Chairperson. When serving as Chairperson, the First Vice-Chairperson or the Second Vice-Chairperson shall also be subject to all of the restrictions upon the Chairperson and such other restrictions as may from time to time be imposed by the Board of Trustees.

(C) Secretary and Assistant Secretary- The Secretary shall present the minutes of all proceedings of the Board of Trustees, correct minutes as ordered by the Board, cause notices of meetings and meeting agenda to be posted as requires and shall notify each member of the Board of Trustees of all special or rescheduled meetings. The Secretary shall also be the custodian of the public records of the District, shall sign with the Chairperson any official instruments of the District and shall in general perform all duties as from time to time may be assigned by the Board of Trustees. In the absence of the Secretary, the Assistant Secretary shall assume all duties of the Secretary.

(D) Treasurer and Assistant Treasurer- The Treasurer shall have charge and custody of and be responsible for all funds of the District, and shall ascertain that accurate accounts are maintained of all receipts and disbursements from those funds.

The Treasurer shall (I) review the proposed annual budget as presented by the District Manager; (II) annually established a predetermined schedule. for review and consideration of the budget; (III) assure the proposed budget is presented to the Board of Trustees at the Workshop Meeting in April; (IV) assure that District Manager presents the proposed budget to the Board of Trustees at the public meeting in May; (V) assure that the two budget hearings required by law are held; (VI) assure that the annual budget is mailed to the owners of real property within the District in June of each year; (VII) oversee all fiscal procedures performed by the District, Management staff, including review of monthly financial statements; (VIII) review proposals for qualified accounting firms to serve as District Auditor and review the recommendation of the District Manager as to the appointment of the District Auditor; (IX) review and make recommendations to the Board of Trustees concerning all proposals for the purchase of insurance by the district. In the absence of the Treasurer, the Assistant Treasurer shall assume and perform all duties of the Treasurer.

(E) Order of Succession for Presiding Officer- The order of succession for presiding officer of the Board of Trustees shall be as follows:

- Chairperson
  - First Vice-Chairperson
  - Second Vice-Chairperson
  - Secretary
  - Assistant Secretary
  - Treasurer
  - Assistant Treasurer
  - Trustees who are not otherwise officers in respective order of their seniority.

**ARTICLE VIII**

**APPOINTING COMMITTEES**

All Trustees shall have the authority to recommend to the Board the appointment of such committees as may be necessary to assist in carrying out its duties. The appointment of any such committees requires the approval of the Board of Trustees.

**ARTICLE IX**

**SAFETY MEETINGS**

Safety meetings shall be held as recommended by Risk Management, the Board of Trustees of the District Manager.

**ARTICLE X**

**DISTRICT MANAGER**

The Board of Directors shall employ the services of a District Manager, who shall have responsibility for management and control of the day to day activities of the District in accordance with such position. The position description for the District Manager shall be adopted by the Board of Trustees and shall continue from time to time and will be reviewed and revised as necessary by the Board.

**ARTICLE XI**

**AMENDMENTS**

Amendments to these By-Laws may be introduced by any Trustee in writing. The Secretary shall post notice of proposed By-Law change at the office of the District at least 10 business days prior to the regular meeting of the Board of Trustees at which such amendment is considered.

The Board of Trustees shall conduct a public hearing on the proposed amendment at the regular meeting at which the amendment is considered by the Board.

No amendment of these By-Laws shall become effective unless the same is approved by a vote of majority of the members of the Board of Trustees. \*

\*The By-Laws were adopted 3/1/2006, and were amended effective 11/13/2007, 4/13/2009, 1/11/2010, 9/13/2010, 9/24/2012, 12/9/2013, 10/17/2016 and 04/9/2018.