

**BYLAWS OF
THE VILLAGES HOMEOWNERS ADVOCATES, Inc.
April 28, 2022**

**ARTICLE I.
NAME AND DESCRIPTION**

Section 1. Name. The name of the corporation is The Villages Homeowners Advocates, Inc. ("The VHA" or the "Corporation"), or as otherwise stated in the corporation's Articles of Incorporation as a private, not-for-profit corporation, recognized by the Laws of the State of Florida.

Section 2. Principal Place of Business. The principal place of business of the Corporation shall be the location reported annually to the State of Florida in its Annual Report.

Section 3. Corporate Seal. The seal of this Corporation shall have inscribed on it the name of this Corporation, the date of its organization, and the words "Corporate Seal, State of Florida."

**ARTICLE II.
MISSION**

Section 1. Mission. The mission of the VHA is to enhance the residents' enjoyment and pride of community through compassion, advocacy, philanthropy, and education.

**ARTICLE III
MEMBERS AND MEMBERSHIP**

Section 1. Classes of Membership in The VHA. Membership in the Corporation shall be open to all residents of all The Villages therein who desire to join and participate in the Corporation's activities, subject to the terms and conditions set forth in these Bylaws, and in accordance with policies adopted by the Board. The Board shall determine, and may adopt policies as to, types of memberships, membership dues, the length of renewable memberships, membership termination procedures, and circumstances under which membership may be revoked.

Section 2. Members-only Meetings

- A. Number of Meetings. The Corporation shall hold members-only meetings at least two times per year. The time and place of any members-only meetings shall be determined by the President. Notice of member meetings shall be provided to the members-only by posting in official VHA media such as The VHA Voice, VHA Member Email Blast, and the VHA website.

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- B. Attendance. Attendance shall be limited to VHA members in good standing and invited guests.
- C. Conduct of Meetings. All members-only meetings shall be conducted as stated in these Bylaws, and the VHA policies.
- D. VHA Program and Educational Meetings. Programs and educational forums may be scheduled by VHA leadership and are open to the VHA membership or, at the discretion of the responsible VHA leader, to non-members.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Powers of the Board. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation or these Bylaws.

Section 2. Qualifications of Directors. Directors must be natural persons over 18 years old, a member in good standing of The VHA, and must not be employed within the top three levels of the Developer's Corporation, or any of its subsidiaries or related entities, or of the Villages Community Development Commercial Districts or District Government Senior staff.

Section 3. Number of Directors. The Corporation shall have not less than three (3) directors nor more than 11 with the preferred number being between 7 and 11. The number of directors may be increased or decreased from time to time by resolution of the VHA Board adopted at any duly called special or regular meeting or by written action in accordance with these Bylaws; provided however, no decrease shall have the effect of shortening the term of any incumbent director.

Section 4. Composition. The Board shall be composed of the President, who shall serve as the Chairman of the Board, unless he/she is serving in another leadership position within the Corporation, or any affiliated entity, Secretary of the Corporation/Treasurer, Immediate Past President, and up to 8 additional members. The Secretary of the Board shall be elected from the Board.

Section 5. Duties of Directors. A director shall perform the duties, including duties as a member of any committee of The VHA Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A person who performs duties in compliance with this Section shall have no liability by reason of being or having been a director of the Corporation.

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Section 6. Term of Office. Unless otherwise established by the Board from time to time, each director shall serve no more than two consecutive three-year terms, for a total of 6 years. The terms shall be staggered such that no more than one-third (1/3) of the board shall depart in any year. Directors shall hold office until his or her resignation, removal from office, or he or she no longer meets the qualifications for the board seat to which he or she was elected or death.

Section 7. Resignation or Removal of Directors.

- A. A director may resign at any time by delivering written notice to the Chairperson.
- B. At a meeting of directors called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause. The notice for the meeting shall identify as an agenda item the removal of the director. Removal shall be by an affirmative vote of the majority of directors present at any regular or special meeting at which a quorum is present. "For cause" shall include, but shall in no way be limited to a director who: (1) fails to perform his or her duties; (2) ceases to meet the qualifications of a director; (3) fails to abide by the provisions of these Bylaws including those requirements regarding conflicts of interest or otherwise acts beyond the scope of his or her duties as a director; or (4) violates any federal, state or local law.

Section 8. Board Vacancy. Any vacancy occurring on the Board, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors. Such director shall serve until a successor director can be appointed or elected. The Corporation will use its best effort to timely fill any vacancy on the Board. The Board is not required to appoint a successor director if the board elects to reduce the number of directors; provided always that the Corporation maintains the minimum number of directors as required by law and these Bylaws. If a resignation is made at a later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 9. Compensation of Directors. No director shall receive compensation from the Corporation for services rendered as a director. Any director may receive reimbursement (or advances for expenses) for all reasonable and documented expenses incurred in the course of performing services as directed by the Corporation.

Section 10. Conflict of Interest. No contract or other transaction between this Corporation and one or more of its directors, or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves or

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ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board prior to a vote, authorizes, approves or ratifies the contract without counting the votes or consents of such interested director; and,
- B. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board.
- C. No member of the Board, or of the VHA shall accept a personal gift from any individual or organization as a result of their VHA affiliation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee hereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE V.
MEETINGS OF THE BOARD**

Section 1. Meetings of the Board. Regular meetings of the Board shall be held not less than quarterly, or at such other time as may be determined by the Chairperson with notice to the directors in the manner prescribed herein. Special meetings may be called by the Chairperson, or at any time upon the request of any three (3) directors of the Board with notice to the directors in the manner prescribed herein. All regular and special meetings shall be held in a county served by the Corporation at a location designated by the Chairperson. Board meetings are closed to all but Board members except others may attend upon invitation to present or participate in a specific topic.

Section 2. Quorum and Voting.

- A. The presence of a simple majority of the members of the Board shall constitute a quorum of that body.
- B. A majority of the directors present at a meeting in which there is a quorum shall constitute an affirmative vote of the board except that an affirmative vote of three-fourths (3/4) of the directors shall be required to fire a chief executive officer, if one is employed.
- C. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Directors may vote in person, by electronic communication directed to the Secretary of the Corporation, or by proxy executed in writing by the director or by his or her duly authorized attorney in fact; an appointment of a proxy is not valid after eleven (11) months following date of its execution unless otherwise provided in the proxy.
- D. A director of the Corporation who is present at a meeting of its Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken

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unless the director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 3. Parliamentary Authority. The parliamentary procedures of all meetings of the Corporation, including board meetings, member meetings, officer meetings and committee meetings, shall be conducted in accordance with these Bylaws and VHA policies, with the exception that the Chairman shall have the authority to introduce, second or debate any motion before the Board.

Section 4. Notice of Meeting

- A. Regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting; provided, that the board has previously approved and published a schedule of meetings for the year.
- B. Special meetings of the Board must be preceded by at least two (2) days' notice of the date, time and place of the meeting.
- C. When notice of a meeting of the Board is required, notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all obligations 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 director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.
- D. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by the Articles of Incorporation or these Bylaws.
- E. A majority of the directors present may adjourn a meeting to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 5. Action by Directors without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of the Corporation to be taken at any annual or special meeting of the directors of the Corporation, or any action which may be taken at any annual or special meeting of such directors, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all directors entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those

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directors who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

Section 6. Emergency Actions. Emergency actions of the Board may be taken without a meeting, without prior notice and without a vote, if a consent of the action so taken, shall be provided either verbally, by electronic mediums (e-mail, text) or by phone communication to the Chairperson by not less than the minimum number of directors that would be necessary to authorize or take such action at a meeting at which all directors entitled to vote thereon were present and voted and provided further that, within ten (10) days after obtaining such authorization by verbal consent, notice shall be given to all directors of the action taken. The notice shall fairly summarize the material features of the authorized action. Emergency action shall be defined as any action needed to be taken to permit and preserve the orderly conduct of the Corporation's business at times when the Board cannot convene before the action is required. The Chairperson, or designee, may authorize the emergency expenditure of up to \$10,000 dollars without the approval of the Board but shall have the expenditure approved as an emergency expenditure at the next normal meeting. The members of the Board shall be notified of the nature of the emergency expenditure by email or phone at the earliest opportunity.

**ARTICLE VI.
CORPORATE OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a President, Executive Vice President, Secretary, Treasurer, and such other officers and assistant officers and agents as may be deemed necessary from time to time by the Board. Any two or more offices may be held by the same person, except that the President and Executive Vice President may only be held by separate individuals.

- A. President. The President shall be the chief executive officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the Board of Directors. The President may be an ex-officio, non-voting member of all committees, unless specifically identified as a member of a Committee, and then the President would have committee voting privileges. The President may sign, with the Secretary/Treasurer, or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that execute the business of the Corporation; except in the cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors by these Bylaws or by law to some other officer or agent of the Corporation. The President is elected by the Board, and shall serve a one-year term, subject to maximum of five consecutive years. The President shall have the right to vote on matters before the Board and be counted towards a quorum.

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- B. Executive Vice President. The Executive Vice President shall serve as an assistant to the President and shall perform other duties and have such authority and power as prescribed from time to time by the Board of Directors or the President. In the absence or disability of the President, the Executive Vice President shall perform the duties and have the authority and power of the President. The Executive Vice President shall be elected by the Board.

The Executive Vice President shall be an ex-officio member of the Board, shall not count towards a quorum, and shall not be eligible to vote; provided, however, if the Executive Vice President is acting in the capacity of President, due to the absence or disability of the President, then the Executive Vice President shall have all of the authority of the President. The Executive Vice President shall serve a one-year term subject to a maximum of 5 consecutive years.

- C. Secretary of the Board. The Secretary of the Board shall be responsible for the custody and maintenance of all records, shall record the minutes of all meetings of the Board and maintain copies of minutes of all committee meetings, shall ensure notices for all meetings are publicly noticed as required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board or the President. The Secretary may elect to accept nominations for an Assistant-Secretary to aid the Secretary in carrying out records requirements and other duties as directed by the Secretary. The Secretary shall be appointed by the President.
- D. Secretary of the Corporation/Treasurer. The Secretary of the Corporation/Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate records of receipts and disbursements and render accounts thereof when required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in the sum and with such surety or sureties as the Board of Directors may deem appropriate. The Treasurer shall be appointed by the President, shall be a voting member of the Board, and shall count towards a quorum. As Secretary of the Corporation, the Treasurer shall be responsible for co-signing and filing legal documents with the relevant authorities and for maintaining such documents in separate online and hard-copy forms.
- E. Immediate Past President. The Immediate Past President shall remain a member of the Board of Directors for so long as he or she serves in the office of Immediate Past President, shall perform duties in support of the President and other duties as requested by the Board or President. The Immediate Past President shall be a Director of the Corporation.

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Section 2. Qualifications of Officers. Any member of the Board may be elected as The VHA President or Executive Vice-President, with the following exceptions: any member who is an elected Supervisor of The Village Center Community Development District, The Sumter Landing Community Development District or The Brownwood Community Development District or other future commercial districts cannot be elected as the VHA President or Executive Vice President.

Section 3. Duties of Officers. Each officer has the authority and shall perform the duties, to the extent consistent with the Bylaws, prescribed by the Board in VHA Policies or by the President in Position Descriptions.

Section 4. Resignation or Removal of Officers.

- A. Any officer may resign at any time by delivering notice to the Board through the Chairperson. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, its Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy.

- B. The Board may remove any officer at any time with or without cause. Any officer, or assistant officer, if appointed by another officer may likewise be removed by such officer.

Section 5. Compensation of Officers. No officer shall receive compensation from the Corporation for services rendered as an officer. An officer may receive reimbursement (or advances as the case may be) for all reasonable and documented expenses incurred in the course of performing services as an officer of the Corporation.

**ARTICLE VII
COMMITTEES**

Section 1. Committees. The Board may delegate to committees, comprised of directors or members, any function or duty which it deems necessary; provided however, that the board may not delegate the duty of electing or removing board members or officers. Meetings, quorum, notice and other procedural matters of the committees shall be the same as that of the Board.

Section 2. Audit Committee. The Board authorizes the existence of a standing committee to serve as an Audit Committee. The Audit Committee functions under its VHA Committee Charter.

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**ARTICLE VIII
EXECUTIVE/STAFF OFFICERS**

Section 1. Executive/Staff Officers. The board of directors may appoint a chief executive officer as may be deemed necessary from time to time. In the event a chief executive officer is elected, he or she shall be responsible for the management and direction of operations of the Corporation. A chief executive officer may be compensated for personal services rendered at a rate determined by the board of directors.

**ARTICLE IX
VHA STRUCTURE**

Section 1. Structure. The VHA Structure is defined and maintained in The VHA Policy 1.3 and 1.4. In summary, The VHA is organized into Areas each headed by an Area Vice-President. Each Area is comprised of a group of Regions typically consistent with the Villages Numbered Community Development Districts (CDDs). Within each Region there are Village and Villa Neighborhoods which are represented by VHA Neighborhood Representatives. As The Villages expands, new Regions may be formed and assigned to an existing Area or become a part of a newly created Area.

**ARTICLE X
INDEMNIFICATION**

Section 1. Indemnification of Members Directors or Officers. The Corporation shall indemnify any member, director, or officer who is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a member, director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer against any liability incurred in connection with such proceeding, to the extent allowed and pursuant to the procedures set forth in Florida Statute, as amended from time to time.

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**ARTICLE XI
FINANCIAL MANAGEMENT; BOOKS AND RECORDS**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees of directors. Any books, records and minutes shall be in written form or in any other form capable of being converted into written form within a reasonable time. At least one duplicate set of records shall be kept in a form or location other than the primary set, so that the Corporation's activities can continue despite any catastrophic loss of the primary set.

Section 2. Corporate Membership Registry. The Corporation shall keep at its registered office or principal place of business, or at the office of its agent, a record of its members and directors, giving the names and addresses of all members and directors. Access to such records can be authorized by either the President or Executive Vice President for the management of respective VHA organizational elements only for authorized individuals and purposes.

Section 3. Fiscal Year. The fiscal year of the corporation shall be calendar year beginning on January 1st.

Section 4. Contracts. Conveyances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any other officer may execute the same in the name and behalf of the Corporation. The Board shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation.

Section 5. Contracts: Voting Requirement In the Event of Potential Conflict of Interests. If the Corporation proposes to enter into a contract with an organization or individual represented on the Board, the contract must be approved by a two-thirds vote of the Board, a quorum having been established, and the director who could benefit financially from the transaction must abstain from voting on the contract.

Section 6. Ownership and Use of Property.

- A. The Corporation may hold by bequest, devise, gift, grant, purchase, and may lease or hold interest in property (real, personal, tangible or intangible) without limitation to the amount of value. The Corporation may buy, sell, convey, invest, re-invest, or deal with the principal or income of any such matter if it is determined to best promote the purposes of the Corporation. The purchase, sale, exchange, or mortgage of any real property shall require vetting and majority recommendation of the Board.
- B. Personally owned equipment, as well as loaned equipment from different organizations, may be used for the purposes of the Corporation. The Corporation is

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not responsible for any damage to, or loss of, any personal equipment offered or presented for use by the Corporation.

Section 7. Annual Report to Members. The President shall present the annual “State of The VHA” at a members-only meeting or through media, such as a VHA Email Blast.

**ARTICLE XII
DISSOLUTION**

Section 1.0 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed, in accordance with the laws of the State of Florida, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII
AMENDMENT OF ARTICLES AND BYLAWS**

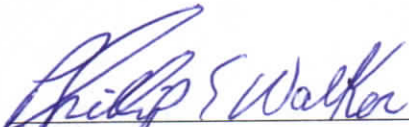
Section 1.0 Amendment of Articles of Incorporation. Amendments to the Articles of Incorporation shall be made in accordance with the Articles of Incorporation and the law. All amendments, alterations or revisions shall be in compliance with all Federal, state or local laws.

Section 2.0 Amendment of Bylaws. Amendment to the Bylaws of the Corporation shall be made in accordance with the Articles of Incorporation and the law. All amendments, alterations or revisions shall be in compliance with all Federal, state or local laws.

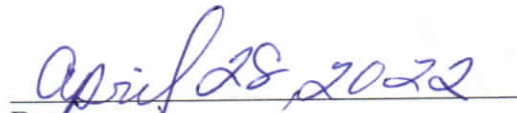
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CERTIFICATE

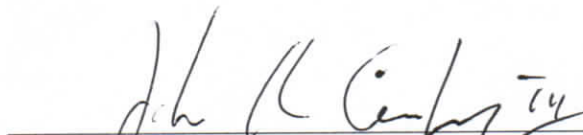
We, the undersigned, hereby certify that we acted as Chairman and Secretary, respectively, of a meeting of the Board of Directors of The Villages Homeowners Advocates, Inc., held on the 28th day of April, 2022, at which the foregoing Bylaws were duly approved as and for the Bylaws of The Village Homeowners Advocates, Inc.



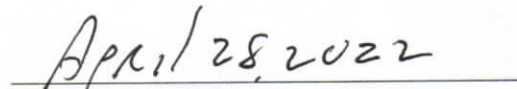
President



Date



Secretary of the Board of Directors



Date