

BY-LAWS OF OAK RUN HOMEOWNERS ASSOCIATION

As amended: January 1, 1987; January 18, 1988; January 16, 1991; November 5, 1992; January 10, 1993; November 13, 1996

ARTICLE I - Name and Location

The name of the corporation is OAK RUN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the corporation shall be located at 8865 S.W. 104th Lane, Ocala, Florida 32676, but meetings of members and Directors may be held at such places within the State of Florida, County Of Marion as may be designated by the Board of Directors.

{The current mailing address is P.O. Box 77821, Ocala, FL 34477}

ARTICLE II - Definitions

The "Definitions" contained in the Declaration of Covenants and Restrictions for Oak Run to which these By-Laws are attached as Exhibit C and recorded in the Public Records of Marion County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III - Meetings and Membership Voting

Section 1. Annual Meeting & General Meetings: The Annual Meeting shall be held in January, following the annual election on a date, time and place to be determined by the Board of Directors, for the purpose of announcing the election results of the Board of Directors, and to transact any business as may be required by the Board of Directors. Other General Meetings shall be determined by the Board of Directors and held at a time and place convenient to the members.

Section 2. Special Meetings: Special meetings of the members may be called at any time by the Board of Directors or upon written request of 15% of the homesites of the Association. The only business conducted at Special Meetings shall be that for which the Meeting is called.

Section 3. Notice of Meetings: Notice of each meeting of the Members shall be given by or at the direction of the Secretary or person authorized to call the meeting, and shall be by one or all of the following: notice in the Oak Run Community Monthly Newsletter; by posting such notice on the Community Bulletin Board/s; through the Community Cable TV Message System; and/or by special distribution. At least two (2) weeks advance notice must be provided, except in the case of emergency, four days' notice will be deemed sufficient. The purpose of each meeting shall be stated in the Notice.

Section 4. Membership Voting: Any subject or issue to be voted upon by the Members shall be by written referendum ballot either by mail-in or at a time and place to be determined by the Board of Directors. A referendum initiated by Members shall require submission of a petition to the Board of Directors signed by 15% of the homesites, followed by an information hearing/s for the entire membership. The referendum shall be held within 30 days of the hearings. and a majority of the homesites appearing on the official Oak Run records must be represented in the balloting or the referendum shall be declared null and void. Each homesite shall have one (1) vote. A majority of those voting in favor of the referendum shall be necessary for passage of the referendum.

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Section 5. Proxies: A member may vote by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. Absentee Ballot: Any homesite may vote by Absentee Ballot, providing the ballot is filed with the Secretary prior to the day of voting.

Section 7. Minutes: The Association shall maintain minutes of each meeting of the membership and of the Board of Directors, and the minutes shall be kept available for inspection by any member during normal business hours.

ARTICLE IV - Board of Directors; Selection; Term of Office

Section 1. Number: The affairs of this Association shall be managed by a Board of Directors Consisting of not less than three nor more than twelve persons who need not be members of the Association. The first Board shall consist of three members. Thereafter, the number of Directors may be increased to a maximum of twelve by a majority vote of the Board of Directors.

Section 2. Term of Office: The Directors shall be elected by receiving the greatest number of votes from the members voting at an election designated for such purpose, and the term of office shall be for two (2) years. At the expiration of a term, any Director may be reelected for one consecutive term. No person shall serve more than two (2) terms consecutively (4 years) without at least a 2-year break in service. In the event that a person is appointed to the Board to replace a Director until the next election, the period which the person serves as an appointed Director shall count as a year of service on the Board if the appointment exceeds six months. An incomplete term by reason of resignation shall count as a full term. In addition, at and after the Developer has assigned to the other members the right to vote on any matters pertaining to the Association, the Developer as Developer, and whether or not developer has any other vote by virtue of owning a Homesite, shall have the right to name, appoint, and remove one member of the Board of Directors and, from time to time, the successor to such member.

Section 3. Removal: A Director, other than a Director named by the Developer pursuant to Section 2, may be removed from the board with or without cause, by the majority vote of the homesites, in keeping with Article III, Sec. 4 of the Bylaws, Membership Voting. In the event of death, resignation or the removal of a director, his successor shall be selected as provided in Article VI, Sec. 4.

Section 4. Compensation: No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V - Nomination and Election of Directors

The nomination and election of Directors shall be conducted as follows:

Section 1. Nomination: Nomination for the election to the Board of Directors shall be made by a nominating committee and presented to the membership at a general meeting preceding the annual election. Nominations may also be made from the floor at the same meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors at least sixty days prior to each annual election and serve until the close of the annual election. The nominating committee shall make as many nominations for the election to the board as it shall, in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election: Election to the Board of Directors shall be by secret written ballot either in person, absentee ballot, or proxy. At such election, one ballot per homesite may be cast pursuant to the provision of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Current Account Status: All Directors must maintain at all times a current account status with Declarant concerning all assessments and charges.

ARTICLE VI - Meetings of Directors

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held every month, with or without notice, at such place and hour during normal business hours as may be fixed. from time to time, by resolution of the Board. Should .said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors after not less than three days' notice to each Director.

Section 3. Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Vacancies: Except as to removal of a Director by the Developer under Section 2 of Article IV, vacancies on the Board of Directors shall be filled automatically from the alternate list of persons having received the next highest number of votes at the previous annual election. Only non-elected candidates receiving at least 15% of votes cast shall be eligible for the alternate list. Such alternate list shall be in effect from election day to election day. In the event the alternate list has been exhausted or there is no alternate list, the Board of Directors shall appoint a person to fill the vacancy. Any appointed Director shall serve on the Board of Directors until the next election, at which time the unexpired term shall be placed on the ballot. A vacancy caused by the resignation or removal of a Director appointed by the Developer shall be filled by the Developer appointing a replacement. The unexpired term shall be awarded after the full term positions have been filled according to vote totals.

Section 6. First Meeting: The first meeting of the newly elected Board of Directors shall be held within thirty (30) days of the election, at such place as shall be fixed by the members at the meeting at which the Directors were elected, and no further notice of the first meeting shall be necessary.

ARTICLE VII - Powers and Duties of the Board of Directors

Section 1. Powers: The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association including, but not limited to, the following:

- a) Adopt and publish rules and regulations governing the personal conduct of the members and their guests at meetings and to establish penalties and/or fines for the infraction thereof;
- b) Suspend the voting rights and right to use of the common areas and Recreational Areas of a member during any period in which such member shall be in default in the payment of any assessment levied under the declaration. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
- c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration;
- d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors; and
- e) Excluding operating expenses for standing committees, single capital expenditures exceeding \$8,000 shall be considered by the Board of Directors only after discussion at a General Meeting of the Homeowners, with prior notice to them, in keeping with Article III, Section 4 of the Bylaws, Notice of Meetings.

Section 2. Duties: It shall be the duty of the Board of Directors to cause the Association to perform the purposes for which it was formed including, but not limited to, the following:

- a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;
- b) Supervise all officers, and agents of this Association, and to see that their duties are properly performed;
- c) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- d) Cause an Annual Audit or Financial Review of the Association books to be made by a public accountant from any state at the completion of each fiscal year.

ARTICLE VIII - Officers and Their Duties

Section 1. Enumeration of Officers: The elected officers of this Association shall be a President and a Vice President, who shall at all times be homeowner members of the Board of Directors. Other non-voting officers, including Secretaries, the Treasurer, and Assistant Treasurer, shall be created and appointed by the Board of Directors.

Section 2. Election of Officers: The election shall take place at the first meeting of the Board of Directors following each annual election of the members.

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Section 3. Term: The President and Vice President of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or be otherwise disqualified to serve. No elected officer of the Board shall serve more than two one-year terms. Any portion of a year exceeding six (6) months as an officer shall be considered a full year serv.9d. An incomplete term by reason of resignation shall count as a full term.

Section 4. Special Appointments: The Board may appoint such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal: Any officer may be removed from office, with or without cause, by the Board. Any officer *may* resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices: The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties: The duties of the officers are as follows:

President: The President shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments and shall co-sign checks.

Vice President: In the absence of the President, the Vice President shall have all the powers of the President and shall act in the place and stead of the President in the event of his absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him by the Board, including Co-signing checks in the absence of the President or Treasurer.

Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; as appropriate, keep current records of the Association; and perform such other duties as required by the Board.

Treasurer: The Treasurer shall keep a complete and proper set of financial records of the Association, based upon original deposit slips, receipts, invoices, and other original records as furnished to the Treasurer by the Standing Committees of the Homeowners Association and such other revenue and expense sources as are appropriate to the Association; disbursing such funds as directed by resolution of the Board of Directors; co-signing checks of the Association; reconciling all bank statements; preparing a monthly report of income and expense of all Association funds and subsidiary reports as required by the Board; monitoring receipts and expenses of Standing Committees; preparing a monthly balance sheet; and filing all monthly financial reports in a place appropriate for public review.

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ARTICLE IX - Committees

The Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE X - Books and Records

The books, records, papers, Declaration, Articles of Incorporation and Bylaws of the Association shall at all times, during reasonable business hours, be subject to inspection by any member at a time mutually convenient to both parties.

ARTICLE XI - Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: Oak Run Homeowners Association, Inc., a Corporation Not For Profit, 1985. Florida.

ARTICLE XII -Amendments

Section 1. Requirement: These By-Laws may be amended by Referendum in keeping with Article III, Sec. 4, except that (1) a hearing must be held within 30 days preceding the referendum; and (2) a majority of the members (homesites) entitled to vote thereon cast affirmative ballots in the referendum.

Section 2. Conflict: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII - Neighborhood Representatives

Section 1. Neighborhood Representatives: In order for the members of the Association to have direct representative input into the activities of the Association, each Neighborhood of Oak Run shall elect two Neighborhood Representatives. The purpose of such Neighborhood Representatives is to discuss with the members of their neighborhood the desires of the members which pertain to the purpose of the Association, and to communicate those views to the Board.

Section 2. Neighborhoods: The Developer shall have the responsibility of designating the boundaries for the Neighborhood from which the Neighborhood Representatives shall be elected.

Section 3. Election of Neighborhood Representatives: The Neighborhood Representatives shall be elected by the residents of the neighborhood in which they both reside and own a homesite. The dates and procedures for such elections shall be specified by the Board of Directors. Neighborhood Representatives shall serve for a one-year term and may be elected for additional terms.

Section 4. Vacancies: Vacancies which may occur in a Neighborhood Representative's position shall be filled by the Board of Directors from among the members within that neighborhood, and any so appointed Neighborhood Representative shall serve until the next election.

Section 5. Meetings: The Board and all Neighborhood Representatives shall meet at least monthly to discuss matters of mutual interest.

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ARTICLE XIV - Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION
of OAK RUN HOMEOWNERS ASSOCIATION, INC.**

(A Corporation. Not for Profit)

Pursuant to the provisions of Section-617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

THIRD AMENDMENT:

Article VIII - Para. 2, 4th sentence

The Directors shall be elected by receiving the greatest number of votes cast by the homesites at an election held for such purpose, and the term of office shall be for two years.

Article VIII - Para. 2, 6th sentence

At the expiration of a term, any Director may be reelected for one consecutive term, but no person shall serve more than two terms consecutively without at least a 2-year break in service.

Article XIII - Para. 1 replaced

The Board of Directors shall elect from among the Members of the Board the President and as many Vice Presidents as the Board of Directors shall from time to time determine, and shall appoint other officers, including the Secretary and Treasurer, as may be required.

Article XIV - Second sentence

Thereafter, the By-Laws of the Association may be amended, altered or rescinded by affirmative vote of the majority of the homesites.

SECOND: The date of adoption of the amendment(s) was: November 13, 1996

THIRD: The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Signed by Wendell Kellogg, President December 2, 1996
