

BY-LAWS  
of  
SPANISH OAKS TOWNHOUSE ASSOCIATION, INC.

ARTICLE I

**NAME AND LOCATION:** The name of the corporation is SPANISH OAKS TOWNHOUSE ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be designated by the Board of Directors with proper notification to members of the Association as needed, but meetings of the directors may be held at such places within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

**Section 1.** "Association" shall mean and refer to SPANISH OAKS TOWNHOUSE ASSOCIATION, INC., a Florida Corporation not for profit, its successors and assigns.

**Section 2.** "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**Section 3.** "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

**Section 4.** "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

**Section 5.** "Parcel" shall mean and refers to combined portions of Lots to which an Owner has a deed and which is included in land shown upon any recorded subdivision map of the Properties with the exception of all Common Areas.

**Section 6.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities of the fee simple title to any Lot or Parcel which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 7.** "Declarants" shall mean the Association and Owners of units therein.

**Section 8.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions and any amendments applicable to the Properties recorded in the Office of the Clerk of Escambia County, Florida.

**Section 9.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the members shall be held during the first quarter of each year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one fourth (1/4) of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meetings, by mailing a copy of such notice, postage prepaid, at least 30 days before and not more than 60 days in advance of such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour or the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of voting members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be recoverable and shall automatically cease upon conveyance by the member of his Lot or Parcel.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors who must be members of the Association.

Section 2. Term of Office. At the annual meeting the members shall elect one director for a term of one year, two directors for a term of two years, and, two directors for a term of three years; and, at each annual meeting thereafter, the members shall elect such directors as are required to fill expired terms.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

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.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1.     Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual 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 prior to each annual meeting of the members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members.

Section 2.     Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1.     Regular Meetings. Regular meetings of the Board of Directors shall be held at least every other month. Notice of the meeting will be posted in the Gazebo at least 48 hours in advance of the scheduled meeting, except in cases of emergency. Such place and hour of the regular meeting may be fixed from time to time by resolution of the Board.

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 three (3) Directors, after not less than three (3) 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.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

**Section 1. Powers.** The Board of Directors shall have power to:

- 1) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- 2) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- 3) 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;
- 4) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and,
- 5) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;
- 6) in the event of emergency or natural disaster, any member of the Board of Directors may act in the best interest of the association to minimize damage of the association properties.

**Section 2 Duties:** It shall be the duty of the Board of Directors to:

- 1) 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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- 2) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- 3) as more fully provided in the Declaration, to:
  - a) fix the amount of the annual assessment against each Lot and Parcel at least thirty (30) days in advance of each annual assessment period;
  - b) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and,
  - c) file a lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
  - d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or

- not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e) procure and maintain adequate liability and hazard insurance on property owned by the Association, and upon all townhouse (Class A) dwelling structures located therein. The owners of patio homes (Class B) within the Association shall maintain their own liability and hazard insurance.
  - f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
  - g) cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president and vice-president who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

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

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having 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 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 any 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

1) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. If the association hires a manager or management company, the President shall only co-sign checks in an amount over five hundred dollars (\$500.00).

## VICE-PRESIDENT

2) The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

## SECRETARY

3) 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; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. Wherein a management company is hired, the duties of the Secretary may be performed by the management company as designated by the Board of Directors.

## TREASURER

4) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual compilation of the Association books to be made by a competent outside party appointed by the Board of Directors at the completion of each fiscal year; and, shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. In the absence of the President, the Treasurer shall sign all checks greater than five hundred dollars (\$500.00) as described in duties of the President. Wherein a management company is hired, the Treasurer shall oversee and review all checking and saving account statements as well as receipts and bills of sale on a monthly basis. This review will be in the presence of an employee of the management company.

## ARTICLE IX

### COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE X

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Property against which the assessment is made. Any assessments which are not paid on the first day of each month shall be delinquent. If the assessment is not paid by the tenth (10<sup>th</sup>) day of the month, a late fee of ten dollars (\$10.00) shall be levied on the Property. Any past-due assessments shall bear interest from the due date at the rate of ten percent (10%) per annum. The Association may bring an action at law or equity against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot or Parcel.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: SPANISH OAKS TOWNHOUSE ASSOCIATION, INC., a Florida Corporation not for profit.

## ARTICLE XIII

## AMENDMENTS

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

**Section 2.** 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 XIV

### MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.



IN WITNESS WHEREOF, we, being all of the directors of the SPANISH OAKS  
TOWNHOUSE ASSOCIATION, INC., a Florida Corporation not for profit, have hereunto set  
our hands this 22<sup>nd</sup> day of MARCH, 2000.

Mary N. Williams  
Susan B. Scroggs  
Sharon L. Barney  
Shawn Jieka

STATE OF FLORIDA  
COUNTY ESCAMBIA

I HEREBY CERTIFY that on this day before me, a Notary Public, authorized in the state  
and county named above to take acknowledgments, personally appeared \_\_\_\_\_,  
Mary Williams, Susan Scroggs, Sharon Barney,  
Shawn Jieka, known to me and known to be the individuals described by  
said name in and who executed the same for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 22<sup>nd</sup> day of MARCH, 2000

Kimberly Michele Coffey  
My Commission Expires: April 25, 2003



CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the SPANISH OAKS TOWNHOUSE ASSOCIATION, INC., a Florida Corporation not for profit, and,

THAT the foregoing By-Laws constitute the amended By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 22<sup>nd</sup> day of MARCH, 2000.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of said Association this 22<sup>nd</sup> day of MARCH, 2000.

Alison L. Barney