

OFFICIAL RECORDS.

SCHEDULE "D"

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Attached to and Made a Part of  
CONDOMINIUM DECLARATION FOR OXFORD FOREST CONDOMINIUM

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BY-LAWS  
OXFORD FOREST CONDOMINIUM ASSOCIATION

ARTICLE I.  
GENERAL PROVISIONS

Section 1. Name: The name of this Association shall be OXFORD FOREST CONDOMINIUM ASSOCIATION.

Section 2. Membership: The membership of this Association shall be limited to owners of units at OXFORD FOREST CONDOMINIUM, pursuant to the terms and conditions contained in the Condominium Declaration of OXFORD FOREST Condominium (hereinafter referred to as the "Declaration"), recorded in O. R. Volume \_\_\_\_\_, Page \_\_\_\_\_, public records of Duval County, Florida.

Section 3. Governing Documents: The Florida Condominium Act, (Chapter 711, Florida Statutes), hereinafter referred to as the "Act", the Declaration and these By-Laws shall constitute the governing documents of OXFORD FOREST CONDOMINIUM. The Declaration is incorporated herein by reference, and all of the covenants, rights, privileges, restrictions and liabilities therein contained shall apply to and govern the interpretation of these By-Laws. In the event there is any conflict between provisions of the Act or the Declaration and these By-Laws, the Act or the Declaration shall control in that order. The definitions and terms as defined and used in the Declaration shall have the same meaning in these By-Laws.

Section 4. Application: All of the present or future owners, tenants, their guests and invitees, or any other person that might use or occupy a unit or any part of the Condominium shall be subject to the rules, restrictions, terms and conditions contained in the Act, the Declaration and these By-Laws.

ARTICLE II.  
MEETINGS OF MEMBERS

Section 1. Place of Meeting: Meetings of the Association shall be held at such suitable place convenient to the members as may be designated by the Board of Directors.

Section 2. Annual Meeting: Annual meeting of the Association shall be fixed by the members as provided in the Declaration and, from time to time, may be changed by the members. However, after the time for the annual meeting has been fixed, it shall be changed only at a subsequent annual meeting.

Section 3. Special Meetings: The President shall be required to call a special meeting of the owners as directed by resolution of the Board of Directors, or upon a petition signed by a majority of the owners presented to the Secretary. The call of a special meeting shall be by notice stating the time, the place, the purpose, and the order of business of such special meeting. Only the business stated in the notice may be transacted at a special meeting.

Section 4. Notice of Meetings: It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each owner of record at least ten (10) but not more than twenty (20) days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. Any member may waive the notice of the meeting by doing so in writing before, at, or after the meeting.

Section 5. Order of Business: The order of business at all annual meetings shall be as follows:

- a. Roll Call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees, if any.
- f. Election of inspectors of election.
- g. Election of Directors.
- h. Unfinished business.
- i. New business.

Section 6. Quorum. At all meetings, regular or special, the presence, in person or by proxy, of members having fifty-one percent (51%) of the total authorized votes in accordance with the voting percentages assigned in the Declaration shall constitute a quorum.

Section 7. Voting: Voting shall be on a percentage basis and the percentage of the vote to which each member is entitled is the percentage assigned to the unit owned by such member. The percentage shall not be divisible and the vote thereof may not be cast in part. The percentage assigned shall be voted in full. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of and be binding upon the members, except where approval by a greater number of members shall be required by the Declaration or these By-Laws.

Section 8. Proxy: Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.

Section 9. Adjourned Meetings: If any meeting cannot be organized because a quorum has not attended, the members present in person or by proxy may adjourn the meeting from time to time until a quorum can be obtained.

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Section 10. Parliamentary Authority: Except as may be otherwise provided herein, the parliamentary conduct of all meetings of the Board of Directors or of the Association shall be governed by Roberts Rules of Order, latest edition.

ARTICLE III.  
BOARD OF DIRECTORS

Section 1. Number: The affairs of the Association shall be governed by a Board of Directors composed of nine (9) persons, all of whom must be owners of units at OXFORD FOREST at all times during their service as directors.

Section 2. Powers: The Board of Directors shall have the powers and the duties necessary to administer the affairs of the Association and to do all things in behalf of the Association as are not by law nor the Declaration and By-Laws directed to be done otherwise. They shall be responsible for the care of the property; the collection of assessments and charges from the owners; and the employment and dismissal of personnel necessary for the maintenance and operation of OXFORD.

Section 3. Management: The Board of Directors may employ for the Association a management agent under such terms, compensation and duties as the Board may authorize, including, but not limited to, the duties set forth in Section 2 of this Article.

Section 4. Terms: The term of office for a Director of the Association shall be one (1) year and the Directors shall hold office until their successors have been elected and hold their first meeting.

Section 5. Vacancies: Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

Section 6. Compensation: No Director or officer shall receive any fee or compensation for services performed by him unless such fee or compensation is first fixed by a resolution adopted by a majority of the members.

Section 7. Indemnity: Each Director and each officer of the Association shall be held harmless from expense, loss, or liability by reason of having served as such Director or officer and shall be indemnified by all owners (as a common expense) against all expenses and liabilities, including reasonable attorney's fees, incurred by or imposed upon him in connection with any preceeding to which he may be a part, or have become involved in, by reason of being a Director or officer, whether or not he is a Director or officer at the time such expenses or liability arises. However, no Director or officer shall be indemnified for any expense or liability in which he is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties.

Section 8. Removal of Directors: At any regular meeting of the Association or special meeting of the Association duly

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called, any one or more of the Directors may be removed with or without cause by a vote of eighty percent (80%) of the total authorized vote at OXFORD, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by any owner or owners shall be given an opportunity to be heard at the meeting.

Section 9. Organization Meeting: The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which the Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting providing a majority of the whole Board shall be present.

Section 10. Regular Meeting: Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two (2) such meetings shall be held during each year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or telegraph, at least three (3) days prior to the day named for such meeting.

Section 11. Special Meeting: Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least five (5) Directors.

Section 12. Waiver of Notice: Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Board of Directors 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 the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 14. Fidelity Bonds: The Board of Directors may require that all officers, directors, agents, or employees of the

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Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Association.

ARTICLE IV.  
OFFICERS

Section 1. Number and Election: There shall be elected annually by and from the Board of Directors a President (who shall also be Chairman of the Board), a Secretary and a Treasurer. The office of Secretary and Treasurer may be filled by the same person. The Directors may appoint such other officers as in their judgment may be needed.

Section 2. Election: The officers shall be elected annually and hold office at the pleasure of the Board.

Section 3. Duties: The officers shall perform all the duties incident to their respective offices. The President shall be the chief executive officer with general powers as such, including the power to appoint committees from among the owners. The Secretary shall keep and maintain minutes of meetings and other records as the Board may direct. The Treasurer shall be responsible for funds and the keeping of full and accurate fiscal accounts and perform such other duties as may be designated by the Board of Directors.

ARTICLE V.  
OBLIGATIONS OF THE OWNERS

Section 1. Maintenance and Repair: Every owner shall keep in good order and maintain his unit in the condition, and to the degree that such work, if omitted, would affect the property as a whole, or a part belonging to other owners. Owner shall be responsible for the damages and liability that failure to do so may cause. All the repairs of internal installations in the unit, such as appliances, attachments, fixtures and fittings attached to the water systems, light systems, sewage systems, doors, windows, lamps, and all other accessories belonging to the unit shall be at the owner's expense.

Section 2. Conduct: All owners, their guests, visitors or occupants of the unit shall at all times observe the rules of conduct which may from time to time be established by the Association or its Board of Directors. Said rules shall be kept in the office of the Association as a matter of record, and copies furnished to any owner on request.

Section 3. Notices: An owner who mortgages his unit or executes and delivers a mortgage or other security instrument which shall be or become a lien on the unit shall notify the Association through the President or the Board of Directors of the name and address of his mortgagee, or the holder of such mortgage or security instrument, and thereby authorize the Association to furnish such information as such mortgagees may request respecting unpaid assessments, taxes, or other information concerning such unit.

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ARTICLE VI.  
AMENDMENTS

Section 1. By-Laws: These By-Laws may be amended by a majority of the members of the Association only in a duly constituted meeting for such purpose and in strict accordance with the same procedure as provided for the amendment of the Declaration in Article XI, paragraph 11.2.

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FILED AND RECORDED IN PUBLIC  
RECORDS OF DUVAL COUNTY, FLA.  
*Raymond H. Hight*  
CLERK OF CIRCUIT COURT