

BYLAWS
OF
DALTON WOODS HOMEOWNERS' ASSOCIATION OF OCALA, INC.

ARTICLE 1
Name and Location

The name of the corporation is DALTON WOODS HOMEOWNERS' ASSOCIATION OF OCALA, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1224 S.E. Fort King Street, Ocala, Florida 34471 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.

ARTICLE 2
Definitions

The "Definitions" contained in the Declaration of Covenants and Restrictions for DALTON WOODS to which these Bylaws are attached as Exhibit B and recorded in the Public Records of Marion County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE 3
Meetings of Members

Section 3.1 Annual Meeting. The annual meeting of the members shall be held at least once each calendar year in January on a date and at a time during normal business hours to be determined by the Board of Directors, for the purpose of electing the Board of Directors, announcing officers, and transacting any other business as may be authorized by the members.

Section 3.2 Special Meetings. Special meetings of the members may be called at any time by: (a) the President; (b) by the Board of Directors; or (c) upon written request of the members who are entitled to vote fifty-one percent of all the votes of the Association.

Section 3.3 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 meeting, by mailing a copy of such notice, postage prepaid, at least fifteen days before such meeting (provided, however, in the case of an emergency, four days' notice will be deemed sufficient) to each member entitled to vote thereat, addressed to the members' address last appearing on the books for the Association, or supplied by such member to the Association for the purpose of notice; or by posting on recreational facilities' bulletin boards and by either publishing notice in a monthly newsletter or announcing the meeting over closed circuit television.

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- Section 3.4 Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the Association 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, and reschedule the meeting without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.
- Section 3.5 Proxies. At all meetings of members, each member entitled to vote may vote in person or 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. Proxy votes must be tendered to the Secretary two days before the meeting, with no more than five (5) proxies collected by any one individual/household.
- Section 3.6 Location. Meetings shall be held at such place convenient to the members on the Property as may be designated by the Board of Directors.
- Section 3.7 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.
- Section 3.8 Decorum. No officer, director or Owner attending any of said meetings will be permitted to use profanity at or during said meetings. No Owner will be permitted to abuse, discipline, reprimand, or harass any of the officers, directors, or employees of the Association verbally or otherwise. Complaints in writing will receive the immediate attention of the Board. Fines and assessments as published by the Declarant may be levied for a violation.

ARTICLE 4

Board of Directors: Selection: Term of Office

- Section 4.1 Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than three nor more than five persons who need not be members of the Association. The first Board shall consist of three Directors. Thereafter, the number of Directors may be increased to a maximum of five by a majority vote of the Board of Directors.

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- Section 4.2 Term of Office. The first election of Directors shall be held within sixty days after _____ as provided in Articles 7 and 8 of the Articles of Incorporation, at a meeting of the members called for that purpose. Three Directors shall be elected at this first election, one for a term of one year, one for a term of two years and one for a term of three years. Any Director may serve consecutive terms. In addition, at and after the Declarant has assigned to the other members the right to vote on any matters pertaining to the Association, the Developer as Declarant, and whether or not Declarant has any other vote by virtue of owning a Lot, shall have the right to name, appoint and remove one member of the Board of Directors and, from time to time, the successor of such member.
- Section 4.3 Removal. A Director, other than a Director named by Declarant pursuant to Section 4.2, may be removed from the Board with or without cause, by a majority vote of the members of the Association entitled to vote or by the Declarant until such time as Declarant transfers the right to vote to other members. 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. Directors who resign may not be reinstated.
- Section 4.4 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 4.5 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 5
Nomination and Election of Directors

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

- Section 5.1 Nomination. Nomination for election to the Board of Directors shall be made from the floor prior to the annual meeting. Any member may nominate himself for a position on the Board of Directors.

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- Section 5.2 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.
- Section 5.3 Current Account Status. All Directors and those Homeowners exercising a vote must maintain at all times a current account status with Declarant concerning all assessments and charges.

ARTICLE 6
Meeting of Directors

- Section 6.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually at such place and hour during normal business hours as may be fixed, from time to time, by resolution of the Board.
- Section 6.2 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 or by Declarant.
- Section 6.3 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 6.4 Vacancies. Except as to vacancies occurring by removal of a Director by the members or removal of a Director by the Declarant under Section 4.2 of Article 4, vacancies on the Board of Directors occurring between annual meetings shall be filled by the remaining Directors. Any such appointed Director shall hold office until his successor is elected by the members. A vacancy caused by resignation or removal of a Director appointed by the Declarant shall be filled by the Declarant appointing a replacement.
- Section 6.5 First Meeting. The first meeting of the newly elected Board of Directors shall be held 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.

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Section 6.6 Executive Meetings. Executive meetings of the Board of Directors may be held when called by the President of the Association at any time, with or without notice, at such place and time during normal business hours' as may be fixed, from time to time, by resolution of the Board.

ARTICLE 7
Powers and Duties of the Board of Directors

Section 7.1 Powers. The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association including, but not limited to, the following:

7.1.1 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;

7.1.2 Suspend the right to use of the Common 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 ninety (90) days for infraction of published rules and regulations;

7.1.3 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;

7.1.4 Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors.

Section 7.2 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:

7.2.1 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;

7.2.2 Supervise all officers, and agents of this Association, and to see that their duties are properly performed;

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7.2.3 Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE 8
Officers and Their Duties

- Section 8.1 Enumeration of Officers. The officers of this Association shall be a President who shall at all times be a member 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 8.2 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 8.3 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 be otherwise disqualified to serve. An individual may serve consecutive terms without limit.
- Section 8.4 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, have such authority, and perform such duties as the Board may, from time to time, determine.
- Section 8.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board or by the Declarant. 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 8.6 Vacancies. A vacancy in any office may be filled by appointment by the Board or by the Declarant. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- Section 8.7 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 8.4 of this Article.

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Section 8.8 Duties. The duties of the officers are as follows:

8.8.1 **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 and promissory notes.

8.8.2 **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; 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.

8.8.3 **Treasurer**. 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 co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year if required by the Board of Directors or Declarant; 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 (upon request). The Board of Directors may charge a reasonable fee for copies, unless prohibited by Florida law.

ARTICLE 9
Committees

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

ARTICLE 10
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 during normal business hours, where copies may be purchased at reasonable cost.

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ARTICLE 11
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words:

DALTON WOODS HOMEOWNERS' ASSOCIATION OF OCALA, INC.,
A CORPORATION NOT FOR PROFIT, FLORIDA
2000

ARTICLE 12
Amendments

Section 12.1 Requirement. These By-Laws may be amended at a regular or special meeting of the members by a three-fourths majority vote of the votes then entitled to be cast or by the Declarant. Said amendments may be voted on at a meeting at which three-fourths of the votes entitled to then be cast are present or represented.

Section 12.2 Conflict. In 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 13
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.

IN WITNESS WHEREOF, the undersigned Secretary of the Association certifies that these Bylaws have been duly adopted by the Directors of the Association.

DALTON WOODS HOMEOWNERS'
ASSOCIATION OF OCALA, INC.

By: --signed--

DAVID G. COPE, Secretary