

**BYLAWS
OF
FOX RUN HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

**ARTICLE I
NAME AND LOCATION**

This Corporation shall be known as Fox Run Homeowners Association, Inc., hereinafter referred to as the "Association". The principal office of the Corporation shall be located at the current president's home address. Meeting of the members and 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 Fox Run Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to any real property deeded to the Association or acquired by the Association for its purposes.

Section 3. "Common Area" shall mean all real property owned, leased or subleased by the Association for the common use and enjoyment of the owners and all real property which the Association members have the right to use and enjoy by right of easement.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map within Fox Run Development area.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, to any lot which is a part of the properties, including contract sellers but excluding those having such interest merely as security for performance of an obligation.

Section 6. “Declarant” shall mean and refer to the Fox Run Homeowners Association, Inc., its successors and assigns.

Section 7. “Declaration” shall mean and refer to the covenants, restrictions, easements and conditions for units in the Fox Run Development which Declaration or Declarations are recorded in the office of the County Comptroller, Escambia County, Florida.

Section 8. “Member” shall mean and refer to those persons entitled to membership in the Declaration.

Section 9. Whenever reference is made to title, transfer of title or ownership of a lot within the development of Fox Run, these should be interpreted to relate to fee simple ownership and/or leasehold estate, assignment of lease or sublease of the property.

ARTICLE III

QUALIFICATIONS AND MANNER OF ADMISSION

AND CLASSES OF MEMBERS

Section 1. Membership – Every person or entity who is a record owner of a fee or undivided fee, interest in any lot within Fox Run Units 1, 2, 3, 4, 5, 6 and 7; Fox Fire, Hunter’s Run and Foxborough which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who hold such interest merely as security for the performance of an obligation shall not be a member.

Section 2. Voting Rights – The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners as defined in **Section 1** with the exception of Class B and Class C members. Class A members shall be entitled to one vote for each lot in which they hold the interest required for membership by **Section 1**. When more than one person hold such interest or interests in any lot, all such persons shall be members, and the votes for such lot shall be exercised as they among themselves determine, but in no event shall more than 1 vote be cast with respect to any such lot. Class A pertains to Fox Run Units 1, 2, 3, 4, 5, 6 and 7; Fox Fire and Hunter's Run.

Class B. Foxborough shall be a Class B member. The Class B members shall be entitled to 1/4 vote per unit.

Class A and B members who are delinquent on the annual assessments forfeit their right to vote. Delinquent is defined in **ARTICLE XII**.

Class C. Lot owner, builder and/or developer. The category of lot owner, builder and/or developer(s) are defined as those lot owners in the business of home construction.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Fox Run Homeowners Association shall be held on the last Thursday in January at 7:00 pm.

Section 2. Special Meeting. Special meeting of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one fourth (1/4) of all of the votes of the Class A membership.

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 meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before 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 of 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 one tenth (1/10) of the total votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws. 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 the announcement at the meeting, until a quorum as aforesaid shall be present or be presented.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of Seven (7) directors who must be members of the Association.

Section 2. All terms of office shall be for two (2) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Board. 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 this 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.

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 take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for the 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 Nomination 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 Nomination Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the

next annual meeting. The Nomination 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 the members.

Section 2. Election. Election to the Board of Directors shall be by secret ballot. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted. If the person receiving the largest number of votes does not obtain a majority, a runoff between the two candidates with the largest number of votes shall be held. At the next meeting of the Board of Directors the officers will be elected from and by the Board members. Officers will be President, Vice-President, Secretary and Treasurer. Committee Chairpersons may be appointed by the President and shall consist of Lighting-Grounds-Security; Architectural Review and Bylaws.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, at such place and hour as may be fixed from time to time by resolution of the Board, with posting of proper notice and agenda in conformance with Florida Statute 720.303(2)(a).

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 (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 VIII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) 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 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 Bylaws, 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 (3) consecutive regular meetings of the Board of Directors; and

- (e) employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.

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

- (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, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) to fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period, and send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period, with the authority and power to foreclose the lien against any property for which assessments are not paid within thirty (3) days after due date or to bring an action at law against the owner personally obligated to pay same;

- (d) issue, or to cause an appropriate office 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;
- (f) cause any common area to be maintained.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be: President, Vice-President, Secretary and 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 annual meeting of members.

Section 3. 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 4. Resignation and Removal. Any officer or Board member may be removed from office with or without cause by the Board. Any officer or Board member may resign at any time giving written notice to the Board, the president or 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 5. 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 6. Multiple Offices. No person shall simultaneously hold more than one elected office except in the case of special offices created pursuant to **Section 4** of this Article.

Section 7. Duties. The duties of the officers are as follows:

- (a) President
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, subleases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President
The Vice-President 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
- (c) 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.

(d) Treasurer

The Treasurer and/or President 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; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting and deliver a copy of each to the members. In accordance with Fox Run HOA Bylaws ARTICLE VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS Section 1(e), the Treasurer and/or President shall directly oversee and coordinate with any financial manager employed by the Board. Any Fox Run Homeowners Association check in the amount of \$3,000.00 or more shall require the signature of two (2) Board officers.

(e) Bylaws Committee Chairperson

The Bylaws Committee Chairperson shall recommend, as necessary, changes to the bylaws and Articles of Incorporation of the Association as discussed and presented for approval by the Bylaws Committee; keep appropriate current records of the bylaws of the Association; provide the Board of Directors and

members of the Association with an annual review of the Bylaws and Articles of Incorporation of the Association; shall notify all Association members of any changes of or modifications to the Bylaws of the Association; shall provide the Board and members of the Association with interpretations of the Bylaws; and shall perform such other duties as required by the Board.

(f) Architectural Review Committee Chairperson

The Architectural Review Committee Chairperson shall be responsible for ensuring that all landscaping and structural changes within the subdivision meet the guidelines and requirements set forth by the covenants governing improvements to property within the subdivision; recommend any necessary action(s) to the Board for enforcing the codes and restrictions of the subdivision; ensure that Federal, State and local land use regulations are met by property owners within the subdivision, serve as liaison to any Federal, State or local government bodies on all issues concerning land use in and around the subdivision; keep the Board and members of the Association informed of all Federal, State or local actions concerning land use in and around the subdivision and shall perform such other duties as required by the Board.

(g) Lighting, Grounds and Security Committee Chairperson

The Lighting, Grounds and Security Committee Chairperson shall be responsible for organizing and maintaining a Neighborhood Watch Program; shall coordinate the selection and supervision of the

groundskeeper; ensure that public lighting is maintained; shall bring all matters of public security, lighting and grounds maintenance before the Board with appropriate recommendations from the Lighting, Grounds and Security Committee and shall perform such other duties as required by the Board.

ARTICLE X

COMMITTEES

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

ARTICLE XI

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 Bylaws 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 XII

ASSESSMENTS

Each member is obligated to pay to the Association annual and special assessments which are secured by continuing lien upon the interest of the member in the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear additional late fees as determined from time to time by the Board of Directors. The

Association may by an action of law against the owner personally obligated to pay the same or foreclose the lien against the interest of the owner in the property, and interest, cost, 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 assessment provided for herein by non-use of any Common Area that may be provided or abandonment of his lot.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Fox Run Homeowners Association, Inc. - Incorporated in 1981 - Corporation Not For Profit - Florida.

ARTICLE XIV

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of members, by a vote of a majority of a quorum of members present in person or upon proper notice the Bylaws may be amended, altered or rescinded by a two-thirds (2/3) vote of the total members of the Board of Directors at any regular meeting or any special meeting called for that purpose. Any substantive (substantive meaning other than typographical or scrivener's errors) proposed amendments or alterations to these Bylaws shall be introduced for discussion at a meeting of the Board of Directors, with a vote on the proposed changes to take place at a subsequent meeting of the Board of Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV
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.

ARTICLE XVI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a Director, Officer, or Agent of the corporation or is or was serving at the request of the corporation as a Director, Officer, or Agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith, and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation and, with respect to any criminal action or proceeding, have no reasonable cause to believe his conduct was unlawful. No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

Section 2. Indemnification shall be made upon a determination that it is proper in the circumstances because he has met the applicable standard of conduct set forth in Subsection (1). Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors were not parties to such action, suit or proceeding.
- (b) If a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (c) By the members by a majority vote of the quorum consisting of members who are not parties to such action, suit, or proceeding.

Section 3. Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit, or proceeding, may be paid by the corporation in advance of the final disposition if upon a preliminary determination following one of the procedures set forth in Subsection (2) that the Director, Officer, or Agent met the applicable standard of conduct set forth in Subsection (1).

Section 4. Indemnification as provided in this section shall continue as to a person who has ceased to be a Director, Officer, or

Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.