

**Bylaws**  
**of**  
**Majestic Oaks**

*Date : SEPTEMBER 3, 2004*

*Replaces:*

*AMENDED AND BYLAWS OF  
MAJESTIC OAKS SUBDIVISION DATED: 02/12/97*

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ARTICLE ONE

**NAME, MEMBERSHIP, APPLICABILITY, AND DEFINITIONS**

**Section 1. Name.** The name of the Association shall be Majestic Oaks Homeowners Association of Ocala, Inc. (hereafter sometimes referred to the "Association").

**Section 2. Membership.** The Association shall have one class of membership.

**Section 3. Definitions.** The words used in these Bylaws shall have the same meaning as set forth in said Covenants unless the context shall prohibit.

ARTICLE TWO

**MEETINGS, QUORUM, VOTING, AND PROXIES**

**Section 1. Place of Association Meetings.** Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Owners of lots as may be designated by the Board of Directors.

**Section 2. Annual Association Meetings.** The Association shall meet annually a minimum of 30 days, or a maximum of 45 days before the close of the calendar year as herein provided or initially set by the Board of Directors. After the first annual meeting, succeeding meetings shall be held on the anniversary date or within one week thereof in each year on such day as may be formally set by the Board.

**Section 3. Special Association Meetings.** It shall be the duty of the President to call a special meeting of the Association if so directed by resolution of the Board of Directors or upon a petition signed by at least twenty-five (25%) percent of the members of the Association. The notice of any special meeting shall state the time and place of such meeting and the purpose. No business shall be transacted at a special meeting except as stated in the notice.

**Section 4. Notice of Association Meetings.** It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of record of each lot a notice of each annual or special (Association) meeting, as well as the time and place where it is to be held. If an Owner wishes notice to be given at an address other than his or her lot, the Owner shall designate by notice in writing to the Secretary such other address. The mailing or delivering of a notice of meeting in the manner provided in this Section shall be considered service of notice.

**Section 5. Adjournment of Association Meetings.** If any meetings of the Association cannot be held because a quorum is not present, a majority of the Owners of lots who are present at such meeting, either in person or proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. At such



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adjourned meeting at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

**Section 6. Voting.** The voting rights of the members shall be set forth in the Covenants.

**Section 7. Proxies.** A vote may be cast in person or by proxy. Proxies may be given to any member and shall be valid only if in writing and in form approved by the Secretary. Proxies shall be for the particular meeting designated therein and any adjournment and reconvening thereof, and must be filed with the Secretary before the appointed time of the meeting.

**Section 8. Quorum at Association Meetings.** Except as otherwise noted in these bylaws or in the Covenants, the presence in person or by proxy of 30%, (in accordance with the Florida Statutes) of the Owners of lots shall constitute a quorum at all meetings of the Association.

**Section 9. Conduct of Association Meetings.** The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record, in a minute book or Association files, all resolutions adopted by the meeting as well as a record of all transactions occurring thereat. ROBERTS RULES OF ORDER (current edition) shall govern the conduct of all meetings of the Association when not in conflict with the Covenants or these Bylaws.

**ARTICLE THREE**

**BOARD OF DIRECTORS, NUMBER, POWERS, MEETINGS**

**Section 1. Governing Body.** A Board of Directors shall govern the affairs of the Association.

**Section 2. Number of Directors.** The number of directors of the Association shall be fixed by resolution of the Board of Directors, but in no event shall the number be less than three or more than nine. The Qualifications to serve on the Board of Directors are that each owner/nominee and each owner or spouse of a nominee must be current in all financial obligations to the Association at the time of the nomination, when selected, and continuously while serving on the Board of Directors, nor shall there be any outstanding material violations of the Covenants, these Bylaws, and/or the Articles of Incorporation. If a director shall become delinquent in financial obligations or in violation of the other criteria, then such director shall be suspended from participation on the Board of Directors until such director comes into compliance. The suspension not to exceed a period of ninety (90) days. At that time, the remainder of the Board of Directors, by a majority vote may elect to remove such director from office, or extend the period of suspension, as the Board deems appropriate under the circumstances.

**Section 3. Nomination of Directors.** A nominating committee shall make nominations for election to the Board of Directors. The Nominating Committee shall consist of a



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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 not less than thirty (30) days prior to each annual meeting of the members to serve until the close of such annual meeting. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of vacancies or term to be filled.

**Section 4. Election and Term of Office.** Membership on the Board of Directors shall be staggered with approximately half the seats on the Board set for election in alternate years. At the expiration of the term of office of each respective member of the Board of Directors, a successor shall be elected to serve for a term of two years. If the Board of Directors has resolved to increase the number of directors (see Article Three, Section 2.) the initial term of office for each of those new positions shall be fixed at either one or two years so that in future elections approximately half the seats are set for election in alternate years to a normal two year term. In all elections where both one and two year vacancies are to be filled, the person receiving the highest vote will receive the longest term.

**Section 5. Removal of Directors.** Any one or more of the members of the Board of Directors may be removed with or without cause by a majority (50%+1) of the Owners of lots at a regular or special meeting of the Association duly called for that purpose. A successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners of lots shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. The decision-vote of the Association is final.

**Section 6. Vacancies.** Vacancies in the Board of Directors caused by any reason other than the removal of a Director or vote of the Association membership shall be filled by a vote of a majority of the remaining Directors at a regular board of Director meeting or special meeting of the Board of Directors, whichever comes first. The special meeting shall be held for that purpose, promptly after the occurrence of any such vacancy, even though the Directors present at such meeting may constitute less than a quorum of the full Board of Directors. Each person so elected shall be a member of the Board of Directors until a successor is elected at the next annual meeting of the Association. At which time, such Director's position would be filled in accordance with Article three, Section 4.

**Section 7. Board of Director Organization Meeting.** The first organizational meeting of the members of the Board of Directors following the annual meeting shall be held within ten (10) days thereafter at such time and place as shall be fixed by the newly elected Board members. A majority of the whole new Board of Directors must be present thereat. Other Organizational Meetings, training sessions, or social gatherings, may be conducted as needed by the Board of Directors during the year as long as Association business is not conducted. Organizational and training sessions are not open to the members of the Association. Social gatherings may be opened to the Association members but no business may be conducted.



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**Section 8. Regular Board of Director Meetings.** 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 such meetings shall be held during the fiscal year (FY). Notice shall be given in accordance with Section 11. Notice, at which notice shall state the time, place and purpose of the meeting.

**Section 9. Special Board of Director Meetings.** Special meetings of the Board of Directors may be called by the President or upon written request of at least two (2) Directors, upon notice given in accordance with Section 11. Notice, at which notice shall state the time, place and purpose of the meeting.

**Section 10. Emergency Board of Director Meetings.** Meetings of the Board of Directors may be called by the President or upon written request of two (2) Directors, to consider matters of an emergency nature, upon less than 48-hour notice. Notice of the meeting shall be given in accordance with Section 12, which notice shall state the time, place and purpose of the meeting.

**Section 11. Notice.** All meetings of the board except those in Section 7, Board of Director Organization Meetings, and those between the Board and its attorney with respect to proposed or pending litigation or the contents of the discussion would otherwise be governed by attorney-client privilege, must be open to all members. Notices of all regular and special board meetings shall be posted in a conspicuous place in the community at least 48 hours (2 Days) in advance of a meeting. In the alternative, if notice of regular and special meetings is not posted in a conspicuous place in the community, notice of each such board meeting must be mailed or delivered to each member at least seven (7) days before the meeting. Notwithstanding this general notice requirement the board, by vote at a meeting noticed in accordance with the foregoing, may elect to provide notice by means of "publication of notice" in the Gazette or, as to regular meetings of the board, by provision of a schedule of meetings. Notice of an emergency meeting of the board, to be held with less than 48 hours (2 Days) prior notice, shall in every instance be posted in a conspicuous place in the community. The board, at a regular or special meeting duly called, may impose additional notice requirements to insure adequate notice to members of the Association. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Directors may not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers. This section also applies to the meetings of any committee or any other similar body, including any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member.

**Section 12. Quorum of Board of Directors.** At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business. The votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Directors. If, at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the



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meeting to a time not less than 48 hours from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

**Section 13. Compensation.** No Director shall receive any compensation from the Association.

**Section 14. Conduct of Meetings.** The President shall preside over all meetings of the Board of Directors and the Secretary shall keep the "minutes" and record in the association file of the Board of Directors, recording therein all resolutions adopted by the Board of Directors. A record will be kept of all transactions and proceedings occurring at such meetings. ROBERTS RULES OF ORDER (current edition) shall govern the conduct of the meetings of the Board of Directors when not in conflict with the Covenants or these Bylaws.

**Section 15. Powers.** The Board of Directors shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association's affairs and as provided by law. The president is the presiding officer of the assembly either of a General Meeting of the Association or a meeting of the Association Board of Directors. In addition the president is the chief executive officer and will execute contracts and other documents in the name of the Association as its Agent. He is expressly excluded as an ex-officio member of the nominating committee. Without limiting the generality of the foregoing, the Board of Directors shall have the duty, upon approval of an annual budget, to mail a copy of it to each Owner before the annual meeting in December of each year. Additionally, the Board shall see to the keeping of proper accounts of the Association's financial records. Said accounts shall be kept on a calendar or fiscal year basis which ever serves the Association needs, and annual financial statements shall be compiled and made available as required by law. The Association's financial records shall be subject to annual review in accordance with generally acceptable accounting principles.

**Section 16. Limitation of Powers.** Approval by a majority of the Owners of the Lots in attendance, present and in person or by proxy at a duly called meeting of the Membership of the Association at which a quorum is present is necessary to allow the Board of Directors: to borrow money for any purpose; to make Capital Improvements in excess of \$1,000.00 for each Capital Improvement other than for items necessary maintenance, repair, or replacement of existing improvements; to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, or lease real property.

**ARTICLE FOUR**

**OFFICERS**

**Section 1. Officers.** The officers of the Association at a minimum shall have a President, a Secretary, and a Treasurer. The Board of Directors may elect such other officers



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including one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers are to have the authority and perform the duties prescribed from time to time by the Board of Directors. The same person may hold no more than two offices, except that the President shall not also be the Treasurer.

**Section 2. Election, Term of Office, and Vacancies.** The officers of the Association shall be elected annually by the Board of Directors at the first Organizational Board meeting following each annual meeting of the members as herein set forth in Article Three. The Board of Directors may fill a vacancy in any office arising because of death, resignation, removal, or otherwise by appointment thereof for the unexpired portion of the position.

**Section 3. Removal.** Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served.

**Section 4. Powers and Duties.** The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Association and hold the powers as identified in ARTICLE THREE, Section 15 Powers. The Treasurer shall have primary responsibility for the preparation of the budget and notification duties to a finance committee, management agent, or both. These officers' duties are identified in the Policies and Procedures. In accordance with Robert's Rules all members are equal and their rights are equal. These rights are: to attend meetings; to make motions and speak in debate; to nominate; to vote; and hold office.

**Section 5. Resignation.** Any officer may resign at any time by giving written notice to a Board of Director, the President, or the Secretary. Such resignation shall take effect on the date of the 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.

**ARTICLE FIVE**

**COMMITTEES**

**Section 1: Committees**

Committees to perform such tasks and to serve for such period as may be designated by resolution adopted by a majority of the Directors present at a meeting in which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with Policies and Procedures as adopted by the Board of Directors. All committee terms' will end with the election of the new Directors at the Annual Meeting when new committee members should be named for the next year at the Organizational meeting.

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ARTICLE SIX

MISCELLANEOUS

**Section 1. Fiscal year.** The Association's financial records shall be kept on a calendar or fiscal year basis which best serves the Association's needs.

**Section 2. Parliamentary Rules.** ROBERTS RULES OF ORDER (current edition) shall govern the conduct of the Association proceedings when not in conflict with Florida law, the Articles of Incorporation, the Covenants, or these Bylaws.

**Section 3. Conflicts.** If there are conflicts or inconsistencies between the provisions of Florida law, the Articles of Incorporation, the Covenants, and these Bylaws, the provisions of Florida law, the Covenants, the Articles of Incorporation, Bylaws, and the Policies and Procedures in that order shall prevail.

**Section 4. Books and Records.** The books, records, and papers of the Association shall at all reasonable times be subject to inspection by any member of the Association. Requests are to be made to the Association Board of Directors in writing, with a mutually approved place and time for the inspection agreed upon in accordance with the Florida Statutes. Copies can be made of any of the documents that are wanted however, there is an administrative cost for this service in accordance with the Florida Statutes.

**Section 5. Amendment.** These Bylaws may be amended by members of the Association at any meeting called for that purpose, by the affirmative vote of a majority of all members of the Association in attendance, in person or by proxy, entitled to vote. Notice of such meeting shall be given to all members in accordance with these Bylaws and shall include a copy of the proposed amendments. Notwithstanding the foregoing, those provisions of these Bylaws, which are governed by said Covenants or by Florida law, may not be amended, repealed, or altered except as provided in said Covenants or by applicable law. No amendment to these Bylaws shall alter, modify, or rescind any right, title, interest, or privilege herein granted or accorded to the holder of any mortgage affecting any lot unless written notice of any meeting called for the purpose of mending these Bylaws shall be sent to the holders of any and all first mortgages affecting any of the lots, not less than thirty (30) days in advance of the meeting, setting forth the purpose of the meeting.



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IN WITNESS WHEREOF, these Bylaws of Majestic Oaks Subdivision have been duly adopted by the majority vote of the Members of Majestic Oaks Homeowners Association of Ocala, Florida, Inc., at a meeting duly noticed and called and held on the 28<sup>TH</sup> day of SEPTEMBER, 2004.

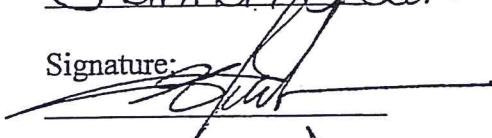
MAJESTIC OAKS HOMEOWNERS ASSOCIATION OF OCALA, INC.

Signed and delivered in our presence as witnesses:

Signature: 

Print Name:

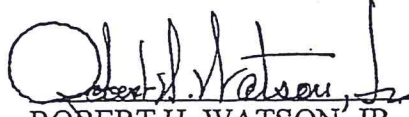
Shannon Brown

Signature: 

Print Name:

Gady L. Norman

By:



ROBERT H. WATSON, JR.

Its:

President

ATTEST:

  
FRED W. MALMSHEIMER

Its:

Secretary

BYLAWS  
OF  
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STATE OF FLORIDA  
COUNTY OF MARION

The foregoing BYLAWS OF MAJESTIC OAKS was acknowledged before me by ROBERT H. WATSON, JR., as President of MAJESTIC OAKS HOMEOWNERS' ASSOCIATION OF OCALA, INC., who is:

Personally known to me, OR  
 Produced Florida Driver License as identification.

Dated: this 28<sup>th</sup> day of September, 2004.



Amy L. Gavel  
My Commission DD296073  
Expires April 30, 2008

*Amy L. Gavel*

Amy L. Gavel

Print

Name

*Amy L. Gavel*

Notary Public, State of Florida

Commission Number: DD296073

Commission Expires: April 30, 2008