

### Approval of By-Laws

I hereby certify that the By-Laws of the Ocean Reach Owners Association, effective September 23, 1996, and recorded in Book 0775, Page 0384 Public Records of Nassau County, FL shall be of no further force or effect. The By-Laws attached hereto shall be the By-Laws of the Ocean Reach Owners Association.

I further certify that the By-Laws attached hereto have been adopted by the Board of Directors of the Ocean Reach Owners Association, Inc. a Florida corporation not for profit, effective November 5, 2019.

By   
Rhonda Givens, President

## I: Definitions

All defined terms contained herein which are defined in the Declaration of Covenants and Restrictions ("Declaration") recorded or to be recorded in the public records of Nassau County, Florida and in the Articles of Incorporation of the Association, shall have the same meanings as such terms are defined in the Declaration and Articles of incorporation.

## II: Location of Principal Office

As of 01/01/2010, the office of Reach Owners Association, Inc ("Association") shall be at Property Management Systems Inc. (PMS1). 463499 SR 200. Yulee., FL 32097 with a mailing address of P.O. Box 1987, Yulee, FL 321141, or at such other place as may be established by resolution of the Board of Directors of the Association from time to time.

## III: Voting Rights and Assessments

A. Every person or entity who is a record fee simple owner of a Lot or any other portion of the Property shall be a member of the Association ("Members") as provided in the Articles of Incorporation of the Association and shall have the voting rights as set forth in the Articles of Incorporation, provided that any such person or entity who holds such interest only as a security for the performance of an obligation shall not be a Member. Membership shall be appurtenant to, and may not be separated from, ownership of any lot or parcel within the Property.

B. Assessments and installments thereon not paid when due shall bear interest from the date when due until paid at the highest lawful rate and shall result in the suspension of voting privileges during any period or such non-payment.

## IV: Board of Directors

A. A majority of the Association of the Board of Directors ("Board") shall constitute a quorum to transact business at any meeting of the Board and the action of the majority present at a meeting at which a quorum is present shall constitute the action of the Board.

B. Any vacancy occurring on the Board because of death, resignation or other termination of services of any Director shall be filled by the Board. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office and thereafter until his successor shall have been elected or appointed and qualified.

## V: Election of Directors

A. Nominations for the election of Board members shall be made by the Nominating Committee described in Article IX hereof or upon petition in accordance with Section C of this Article V. The Nominating Committee shall make as many nominations as it shall in its discretion determine.

B. Petitions for nominees shall also be accepted if signed by 15 Members representing 10% of the total votes held by the Members and if received by the Secretary of the Association not less than thirty (30) days prior to the date fixed for the annual meeting of the Members.

C. All elections to the Board shall be made on written ballots to be voted at the annual meeting or in the discretion of the Board, by mail, provided such ballots are mailed to the Members not less than fifteen (15) days prior to the date fixed for the annual meeting. The ballots shall (i) describe the vacancies to be filled by the Members, (ii) set forth the names of those nominated for each such vacancy. Each Member may cast the number of votes to which such Member is entitled as set forth in the Articles of Incorporation.

D. In order for an election of members of the Board to be valid and binding. The election must occur at a meeting of the Members at which a quorum is present; or if the election is conducted by mail, the Association must receive as of the date established by the Board for receipt of ballots, a number of ballots representing not less than a quorum of the Members.

E. The members of the Board elected or appointed in accordance with the procedures set forth in this Article V shall be deemed elected or appointed as of the date of the annual meeting of the Members.

#### VI: Powers and Duties

A. The Board of Directors shall have power:

1. To call meetings of the Members.
2. To appoint and remove at its pleasure all officers, agents and employees of the Association; and to prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer or Director of the Association in any capacity whatsoever.
3. To establish, levy and assess and collect the annual and special assessments necessary to operate the Association and carry on its activities and to create such reserves as may be deemed appropriate by the Board.
4. To collect assessments on behalf of any other properly owners association entitled to establish, levy and collect assessments from the Members of the Association.
5. To appoint committees, adopt applicable rules, and regulations governing the use of the Common Areas or any portion thereof and the personal conduct of the Members and their guests thereon, including reasonable admission charges if deemed appropriate.
6. To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of its responsibilities and obligations.
7. To cause the financial records of the Association to be compiled, reviewed or audited by an Independent certified public accountant at such periodic intervals as the Board may determine in its sole discretion.

8. To exercise for the Association all powers, duties and authority vested in or delegated to the Association, except those reserved to Members in the Declaration or the Articles of Incorporation of the Association.

9. To remove a director from the Board, by vote, during a monthly meeting, when such director has missed three consecutive Board meetings without giving prior notice.

B. It shall be the duty of the Board of Directors

1. To cause to be kept a complete record of all of its acts and corporate affairs.

2. To supervise all officers, agents and employees of this Association to insure that their duties are properly performed.

3. With reference to assessments of the Association:

a. To fix the amount of annual assessments against each Member for each annual assessment period at least thirty (30) days in advance of such date or period;

b. To prepare and maintain a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member;

c. To send written notice of each assessment to every Member subject thereto.

VII: Directors Meetings

A. Regular meetings of the Board shall be held on such date and at such time as the Board may from time to time establish.

B. Special meetings of the Board shall be held when called by the President or Vice President of the Association or by any two (2) Directors, after not less than three (3) days notice to each Director.

C. Meetings of the Board of Directors shall be open to all Members and notices of meetings shall be posted on the web site and in a conspicuous place within the Property at least forty-eight (48) hours in advance, except in an emergency. Notice of any meeting or the Board of Directors during which assessments are to be established, shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

D. The transaction of any business at any meeting or of the Board, however called and noticed, or wherever held shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a waiver or notice or consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records of the Association and made a part of the minutes of the meeting.

## VIII: Officers

- A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as may be determined from time to time by the Board in accordance with the Articles of Incorporation of the Association. The President shall be a member of the Board, but the other Officer need not be.
- B. The officers of the Association shall be elected by the Board at the annual meeting of the Board, which shall be held immediately following the annual meeting of the Association. New offices may be created and filed at any meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected.
- C. A vacancy in any office because of death, resignation, or other termination of service, may be filled by the Board for the unexpired portion of the term.
- D. All Officers shall hold office for terms of one (1) year.
- E. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out and shall sign all notes, leases, mortgages, deeds and all other written instruments.
- F. A Vice President, or a Vice President so designated by the Board if there is more than one Vice President, shall perform all the duties of the President in his absence. The Vice President(s) shall perform such other acts and duties as may be assigned by the Board.
- G. The Secretary shall act as the secretary of the Board and shall record the votes and keep the minutes of all meetings of the Members and of the Board of Directors in a book to be kept for that purpose. The Secretary shall keep all records of the Members or the Association together with their addresses as registered by such members.
- H. 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, provided however, that a resolution of the Board shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer may, but need not, be a required signatory on checks and notes of the Association.
- I. The Treasurer, or his appointed agent, shall keep proper books of account and cause to be prepared at the completion of each fiscal year an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be open for inspection upon reasonable request by any member.
- J. With the approval of the Board of Directors, any or all of the Officers of the Association may delegate their respective duties and functions to a licensed and qualified property manager, provided however, such property manager shall at all times be subject to supervision and control of the Board of Directors.

K. No member of the Board of Directors shall authorize an expenditure of Association funds of over \$400 except in the normal course of business within the limits of a budget adopted by the Board, unless approved by vote of the Board of Directors in advance.

#### IX: Committees

A. The standing committees of the Association shall be the Nominating Committee and the Architectural Review Board. The Nominating Committee and Architectural Review Board shall have the duties, authority and functions as described in the Declaration and as elsewhere described in these Bylaws.

B. The Board shall have the power and authority to appoint such other committees as it deems advisable. Any committee appointed by the Board shall consist of a Chairman and two (2) or more other members and shall include a member of the Board. Committee members shall serve at the pleasure of the Board and shall perform such duties and function as the Board may direct. Committees function autonomously except when they want to spend Association funds. Progress reporting, planning or coordination with the Board is the responsibility of the Board member serving on the Committee.

#### 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 Association shall retain the minutes of all meetings of the Board of Directors for not less than seven (7) years.

#### XI: Meetings of Members

A. The annual meetings of the Members shall be held prior to November 30th of each year, at such time as the Board may designate or at such other date and time as may be selected by the Board.

B. Special meetings of the Members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, by any two or more members of the Board or upon the written request of Members holding a majority of all the votes allocated to the entire Membership.

C. Notice of all meetings of the Members shall be given to the Members by the Secretary. Notice may be given to the Member either personally or by sending a copy of the notice through the mail, postage fully prepaid, to his address appearing on the books of the Association. Each Member shall be responsible for registering his address and telephone number with the Secretary and notice of the meeting shall be mailed to him at such address. Notice of the annual meeting of the Members shall be delivered at least forty five (45) days in advance of the meeting date. Notice of any other meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve any action as governed by the Articles of Incorporation or the Declaration in which other notice provisions are provided for notice shall be given or sent as therein provided.

D. The presence, in person or by proxy, of the Member holding not less than one-third (1/3) of the total votes in the Association as established by the Articles of Incorporation shall constitute a quorum of the Membership for any action governed by the Declaration, the Articles of Incorporation or these By-laws.

#### XII: Proxies

A. Except for elections of the Board of Directors, at all meetings of the Members each Member may vote in person or by limited, but not general, proxy. Limited proxies and general proxies may be used to establish a quorum. Limited proxies may also be used for votes taken to amend the Articles of Incorporation or these By-Laws or for any other matter that requires or permits a vote of the Members.

B. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of ninety (90) days from the date of the meeting for which it was originally given, and every proxy shall automatically cease upon the sale by the Member of his interest in the Property.

C. For elections of the Board of Directors, the Members shall vote in person at a meeting of the Members or by a written ballot that each Member personally casts.

#### XIII: Seal

The Association shall have a seal in circular form having within its circumference the words: Ocean Reach Owners Association, Inc., not-for-profit, 1996.

#### XIV: Amendments

These Bylaws may be altered, amended or rescinded by majority vote of the Board of Directors at a duly constituted meeting of the Board. Amendments shall be effective on the date of passage by the Board and no amendment need be recorded in the public records of Nassau County, Florida.

#### XV: Inconsistencies

In the event of any inconsistency between the provisions of these By-laws and the Declaration or Articles of Incorporation, the provisions of the Declaration and Articles of Incorporation adopted by the Board of Directors of Ocean Reach Joint Venture, a Florida general partnership, effective September 23, 1996 and W. R. Howell Company a Florida Corporation, shall govern.

Accepted by the Board of Directors of  
Ocean Reach Owners Association, Inc.,  
a Florida Corporation not for profit,  
effective November 06, 2019. By:

 Secretary"