

**BY LAWS OF
ROCKY BAYOU OWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of the association is ROCKY BAYOU OWNERS' ASSOCIATION, INC., hereinafter referred to in this document as the "Association." The principal office of the corporation shall be located in the Rocky Bayou Country Club Estates with a mailing address at Niceville, County of Okaloosa, State of Florida. Meetings of members and directors may be held at such places within the State of Florida, County of Okaloosa, as may be designated by the Board of Directors. The Association is a non-profit corporation.

**ARTICLE II
DEFINITIONS**

Section 1. **Association** shall mean and refer to the ROCKY BAYOU OWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2. **Properties** shall mean and refer to those lots of record in subdivisions known as Rocky Bayou Country Club Estates, Unit No. 1, Unit No. 2, Unit No. 3, Les Chateau and future recorded subdivisions or developments which are contiguous to Rocky Bayou Country Club as designated for inclusion by Ruckel Properties, Inc.

Section 3. **Common Areas** are lakes, parks, and golf cart paths which belong to the Association.

Section 4. **Lot** shall mean and refer to any plat of land shown upon any appropriate recorded plat of the subdivision described in Article II, Section 2.

Section 5. **Owner** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a party of the **Properties**, but excludes those having such interest merely as security for the performance of an obligation.

Section 6. **Declarant** shall mean and refer to Ruckel Properties, Inc. Upon the date beginning the operation of this Association and the election of the first officers and Board of Directors of the Associations, all duties and responsibilities of the Declarant regarding the affairs for maintaining the character and long range value, etc. of the Association is transferred to the Association.

Section 7. **Member** shall mean and refer to those persons entitled to membership in the Association because of ownership of one or more lots in the properties and who join the Association.

ARTICLE III
PURPOSE AND POWER OF THE ASSOCIATION

This Association is non-profit, does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential properties and to promote the health, safety and welfare of the residents of said properties.

Section 1. **Specific Purposes**

- A. Promote and encourage the participation of all members of this Association in aiding and supporting the improvement of said properties.
- B. Prevent nuisances, prevent the impairment of the attractiveness of the property, insure the lasting beauty and investment value of the property and thereby secure to each individual owner the full benefit and enjoyment of his home and/or property with no greater restrictions upon the free and undisturbed use of his property than necessary to insure the same advantage to other property owners.
- C. Insure appropriate architectural control of all construction on lots in the subdivisions.
- D. Control properties (subdivision) appearance.
- E. Enforce (any or all) building rules and other restrictive covenants. Exercise all other and future rights, powers and authority permitted by the laws of the State of Florida governing nonprofit corporations.

Section 2. **Specific Authority**

- A. Exercise all of the powers and privileges and to perform all the duties of the Association as set forth in the several Restrictive Covenants, Articles of Incorporations and the bylaws of the Association.
- B. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to terms of all documents pertaining to the Association and pay all expenses for the operation, management and business of the Association.

*5/10/2014
To Amend*

- C. Borrow or raise money, with the assent of two-thirds (2/3) of the quorum of members at any regular or special meeting. A quorum is established as 51% of the voting members including appropriate proxies.
- D. Have and to exercise any and all other powers of authority that a corporation was organized under non-profit corporation laws of the State of Florida.

ARTICLE IV LOT OWNERS

All members shall be entitled to vote on all matters being voted on by the membership of the Association. When a lot is owned by more than one person, only one vote for that lot is permitted and that vote shall be decided by those owners. When one person owns more than one lot, that person is entitled to one vote for each lot owned, but that person is entitled to only one membership in the Association. Assessments must be paid on each lot owned as hereinafter defined.

ARTICLE V MEETINGS

Section 1. Annual Meeting

An annual meeting of the members shall be held on the first Tuesday in March of each year. If the day for the annual meeting is a legal holiday, the meeting shall be held on the second Tuesday in March. The hour and place of each meeting will be stated in the notice of the meeting sent to the members by the Secretary.

Section 2. Special Meetings

Special meetings of the members may be called by the President or by a majority vote of the Board of Directors, or by written request signed by at least 40 voting members. Written requests for special meetings by 40 or more members must reach the Secretary at least 30 days before the meeting is to be held and must contain a clear statement on the purpose of the Special Meeting. Other business may be considered at a called Special Meeting upon due notice to the members.

Section 3. Purpose of the Annual Meeting

- A. Presentation of a report to the members of all matters pertaining to management and operation of the Association for the past year.
- B. Present new proposals and recommendations for the members' consideration.

C. Elect the members of the Board of Directors.

Section 4. Notice of Meetings

Written notice of each meeting of the members shall be given by or at the direction of the Secretary by mailing a copy of such notice at least 20 days before such meeting to each member entitled to vote thereat; such notice shall specify the place, day and hour of the meeting. The notice shall also contain the names of the persons nominated by the nominating committee for election to the Board. The notice will also contain a clear statement of any new proposal issue to be voted on by the members at the meeting. The conduct of the meeting shall be outlined in Roberts Rules of Order. No business other than that specified in the notice shall be considered at a Special Meeting. This restriction shall not apply to annual meetings.

Section 5. Quorum

The presence at the meeting of members entitled to cast or of proxies entitled to cast 51% of the votes shall constitute a quorum for action being presented to the members. Any action voted on by the members shall receive at least 51% of the votes for the action to be considered approved. If a quorum is not present at any meeting, the President shall then adjourn the meeting and announce the date, place and hour for another meeting to replace the meeting adjourned for lack of quorum. The new meeting shall be scheduled as soon as feasible.

Section 6. Proxies

At all meetings of members, each member entitled to cast a vote may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the meeting. Each proxy shall be revocable and valid only for the purpose indicated and for one meeting, annual or special, for which it was granted. Membership passes automatically to the new owner upon conveyance by the member of his/her lot.

ARTICLE VI
ASSOCIATION BOARD OF DIRECTORS

Section 1. Number and Composition

The affairs of this Association shall be managed by a Board of seven (7) Directors, who are members of the Association and duly elected at the annual membership meeting. The Board shall consist of the President, Vice President, Secretary-Treasurer, and Chairmen of the four (4) committees who are selected by each newly elected Board

from its membership. The four (4) committees shall be Architectural Control, Administrative, Environmental Control and Maintenance, Improvement and Landscaping. These committee chairmen are selected and appointed by the officers of the Association and are voting members of the Board during their term of office.

Section 2. Term of Office

Each committee chairman shall serve in office for a term of one (1) year. Committee chairmen may succeed themselves or be appointed to a different committee at the discretion of the new Board. Committee chairman shall select their committee members and the number of members on a committee shall be at the discretion of the committee chairman. Committee members are not members of the Board of Directors.

Section 3. Compensation

No director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for any unusual expenses incurred in the performance of a specific assignment. The Board of Directors is authorized to pay such expenses when it determines the expenses were justified.

Section 4. Action Taken Without a Directors' Meeting

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting provided a reasonable effort is made to contact all Directors and written approval of the action is given by four (4) or more Directors. Such action in the absence of a meeting must be considered to be in the best interest of the Association by four (4) or more Directors voting approval of the action.

Section 5. Meetings of the Directors

The Board of Directors shall meet on a regularly scheduled basis as set by the Board. The place, date and hour may be fixed from time to time by the Board. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any four (4) of the Directors, after not less than one (1) day's notice to each Director.

Section 6. Quorum at Board of Directors Regular or Special Meetings

Five (5) Directors must be present at any meeting to form a quorum. Any meeting without a quorum must be cancelled and rescheduled. A vote of at least four (4) members is required to approve or disapprove any proposal or action by the Board.

Section 7. Powers and Duties of the Board of Directors

A. Powers: The Board of directors shall have power to

1. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Membership as a whole or by other provisions of the bylaws or Articles of Incorporation.
2. Declare the office of a member of the Board to be vacant in the event such a member shall be absent without cause from three (3) consecutive regular scheduled meetings of the Board of Directors.
3. Employ any employees or contractors deemed necessary and to prescribe their duties, responsibilities, pay, etc.

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

1. Cause to be kept complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting of the members or at any special meeting.
2. Supervise all employees of the Association and see to it that their duties are properly performed.
3. Fix the amount of the annual assessment against each lot at least 30 days in advance of the due date each year. The Board shall have the authority to increase or decrease the annual assessment up to but not more than 10% of the last assessment.
4. Fix "one time" assessments in addition to the annual assessment for capital improvements, that are considered to be in the best interest of the Association. This assessment shall not ever be more than \$2.50 per lot. One-time assessments requiring a greater amount must be approved by 2/3 of the members voting in person or by proxy at a meeting or by direct mail when replies are received from 51% of the members.
5. File and record a lien against any lot or lots for which assessment is not paid within 180 days after the due date. Amount will be the amount of the assessment in arrears plus costs of preparation, filing, and interest.
6. Issue or cause an appropriate officer to issue upon demand by any members, 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 that an assessment has been paid, such certificate shall contain conclusive evidence of such payment. Such a certificate is final evidence.

7. Procure and maintain adequate liability and hazard insurance on any property owned by the Association.
8. Cause all officers or employees having fiscal responsibilities to be bonded.
9. Assure that the duties of all officer sand committees are performed in an appropriate and timely manner.

ARTICLE VII

ASSOCIATION OFFICERS AND DUTIES

Section 1. Enumeration of Officers

The officers of this Association shall be a President, a Vice President, and a Secretary-Treasurer who shall be elected by the Board from among the Board members. Officers shall be elected by each new Board.

Section 2. Election of the Board of Directors Members

The election of Board Members shall take place at the annual meeting of the members of the Association. To provide continuity, three or four members will be elected on alternate years. Three members shall be elected in odd years and four members in even years. A nominating committee shall be selected by the Board 30 days before the annual meeting of the members. Additional nominations may be made from the floor at the election meeting. Nominees receiving the greatest number of votes will be declared winners, with ties determined by lot.

Section 3. Term of Office

The seven (7) member Board of Directors of this Association shall be elected to hold office for two years. Board members may be re-elected to succeed themselves two (2) times, and therefore, may be elected to serve for three two-year terms in succession, after which they cannot be elected to serve on the Board until they have been out of office for at least two (2) years. Persons receiving the most votes win election to the Board. Ties will be broken by lot.

Section 4. Resignation or Removal of Officers

Any officer may resign at any time upon 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. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from office by the Board. This action must be based on cause and in the best interest of the Association. Such action of removal must have the unanimous consent of the other members of the Board. Removal or resignation of any officer shall in no way mean removal or resignation as a member of the Association or the Board.

Section 5. Vacancies

A vacancy in any office shall be filled by appointment by the Board of Directors. The person appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 6. Multiple Offices

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 7. Duties. The duties of the elected officers are

- A. **President:** The President is the executive officer of the Association. The President shall preside at all meetings of the Board of Directors and at annual and special meetings of the members of the Association. The President shall sign all official Association documents and correspondence and shall cosign all checks and promissory notes or other instruments obligating the Association. The President is responsible for the proper management and operation of the affairs of the Association.
- B. **Vice President:** The Vice President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act and shall exercise and discharge such other duties as may be required by the President or Board of Directors. The Vice President shall serve as the registered agent of the Association and shall exercise and discharge all duties and responsibilities of this function.
- 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 matters requiring the seal, serve notice of

meetings of the Board and of the Members, and shall perform such other administrative duties as required by the Board. When the business and administrative activity of the Association increases the Board is authorized to separate the duties and functions of the **Secretary-Treasurer**. When this occurs, the Secretary shall become an employee position and at that time will work on a part or full time basis as may be required and determined by the Board. As a separate position and an employee, the Secretary will not be a Board member, but will be required to attend all Board as well as annual and special meetings of the members. As an employee, the Secretary will work under the direct supervision, etc., of the Chairman of the Administrative Committee. A Secretary serving as an employee shall not be required to be a member of the Association.

- D. **Treasurer.** The treasurer shall receive and deposit in an appropriate bank account all monies of the Association and shall disburse such funds as directed by Resolution of the Board of Directors, shall cosign all checks and promissory notes of the Association except when incapacitated to the extent that signing is in appropriate or impossible. On these occasions the Vice President shall sign for the Treasurer and along with the President will sign a statement and place it in the permanent records as to date and reason the Treasurer could not sign a given instrument. The Treasurer shall keep proper books of account; keep appropriate current records showing the members of the Association together with their addresses; furnish a financial statement at the end of each fiscal year, which shall be available to members for review; and shall prepare an annual budget and a statement of income and expenditures to be available to the membership at its regular meeting.

ARTICLE VIII – COMMITTEES
SELECTION, TERM, NAME, DUTIES AND RESPONSIBILITIES

Section 1. **Selection and Terms of Office:** The four (4) committee chairmen are selected each year by and from the newly elected Board.

Section 2. **Names of Committees:** The name of the four (4) committees shall be:

- A. Architectural Control Committee
- B. Administrative Committee
- C. Environmental Committee
- D. Maintenance, Improvement, and Landscaping Committee

Section 3. Duties and Responsibilities of the Four (4) Committees:

A. Architectural Control Committee

1. The Architectural Control Committee shall develop, prepare, and forward to each member of the Association a detailed document which states all the Association requirements for the construction of homes, separate buildings, fences, swimming pools, signs, etc. This document may differ for each subdivision depending upon the recorded restrictive covenants.
2. Review and approve or disapprove the plans and specifications for the construction and erection of any structure on any given lot within the Association boundaries. This approval or disapproval must be forwarded or delivered to the lot owner within 30 days of receipt of the proposed construction plans. If plans are disapproved, the letter of disapproval must state clearly the reasons for disapproval and must make specific recommendations for changes that will satisfy the Association requirements. If the changes are agreed to by the owners, construction can begin immediately. If the lot owners do not agree to make the recommended changes, he/she may make an appeal to the Board of Directors. The findings and recommendations of the Board of Directors shall be final, unless the owner takes the case to court. In this event, the Association shall instruct its attorney to defend the Association's position.
3. Review and coordinate proposed restrictive covenants for new subdivisions which are continuous to the Rocky Bayou Country Club.

B. Administrative Committee

1. Exercise and control all matters of an administrative nature which have not specifically been assigned to others by these Bylaws.
2. Obtain, supervise, specify duties and the place, working hours and pay of a secretary if and when the Board of Directors determines that a separate secretary as an employee is required.
3. Plan for and obtain a suitable place for meetings of the Board of Directors and the Members.
4. Obtain all administrative supplies needed by the Association.

C. Environmental Committee

1. Identify violations and cause the restrictive covenants to be enforced (environmental restrictions) as recorded throughout the properties whether or not the owners are members of the Association.
2. This Committee shall study environmental rules, etc. that will enhance the appearance, value and welfare of the Association and take action to encourage voluntary compliance with proposals that may result.

D. Maintenance, Improvement and Landscaping Committee

1. Identify and propose or carry out maintenance improvement (enforce landscaping restrictions and rules that are in the best interest of the Association's appearance, property value and welfare).
2. Study, identify and make recommendations for improvements that will enhance the safety, appearance, property value and general welfare of the Association, such as (1) installation of street lights, (2) entrance signs and lights at each street into the subdivision, (3) notification to the County of repairs needed on the streets within the subdivision, etc., and (4) make recommendations on landscaping ideas to be performed by the Association along the streets, common areas, street entrances, etc.
3. Manage, direct and enforce the Association's responsibility in the agreement with the Country Club. *ATTN: COUNTRY CLUB 42 ST. SECT. 23, 1998*

ARTICLE IX
BOOKS OF RECORD

The books, records, and papers of the Association, plus the (1) Declaration of Covenants and Restrictions, (2) Articles of Incorporation, and (3) Bylaws shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE X
MEMBERSHIP DUES

The initial annual assessment or dues shall be \$15.00 per year per lot except for lots held by Ruckel Properties, Inc., which will not be subject to initial annual assessment or

*2000 2000 2000
25 60 65*

2005 100

dues.* Membership dues are due on the first day of January each year beginning in 1984 and are payable on the 15th of January of each year. Any assessments which are not paid when due are delinquent. If an assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency, and after 180 days the Association may record a lien against the property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No member may waive or otherwise escape liability for the Assessments provided for herein by no-use or abandonment of an owned lot.

* Lots exempt from assessment or dues will not be entitled to a vote in the Association.

ARTICLE XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words, "Rocky Bayou Owners Association, Inc. - Florida."

ARTICLE XII AMENDMENT OF BYLAWS

Section 1. These are the original Bylaws of the Association and shall serve as the governing rules for the management and operation of the affairs of the Association until amended. Amendments may be made at the annual meetings of the members. The first annual meeting of the members shall be the first Tuesday of March 1984.

Section 2. Proposals for an amendment, or amendments, to these Bylaws must be processed as follows:

- A. Any proposed amendment or amendments to these Bylaws must be forwarded to reach the Board of Directors 30 days before a scheduled annual meeting of the members of the Association.
- B. The proposed amendment or amendments must be clearly written and must state exactly what portion if any of the current Bylaws the amendment will change.
- C. Any proposed amendment must be signed by at least 40 members representing at least 40 votes of the Association when submitted to the Board of directors for presentation to the membership at any Annual Meeting for approval or disapproval.

26%
D. Two-thirds (2/3) of the votes (members) at an annual meeting at which a quorum (or more) is present must be cast (vote) in favor of any amendment for it to be approved. All votes shall be in writing.

ARTICLE XIII
ASSOCIATION TERM OF EXISTENCE

This Association is to exist perpetually.

ARTICLE XIV
MISCELLANEOUS

Section 1. Invalidation of any of these Bylaws by judgment, court order, or legislative enactment will in no way serve to invalidate any other articles, sections, etc.

Section 2. The fiscal year of the Association shall begin on January 1st of each year beginning in 1984 and end December 31st of each year.

Section 3. This Association shall never be operated for the purpose of carrying on a trade or business for profit. The assets and earnings of the Association shall be used only for the purpose for which the corporation has been formed. No part of the Association activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or interfere in any political campaigns of any candidate for public office.

We, the undersigned, all being members of the Rocky Bayou Owners Association, Inc., set forth our hands attesting to our knowledge and understanding of these Bylaws, and declare that to the best of our abilities will execute the duties and responsibilities of the Board of Directors during the terms of our office.

AMENDMENT 1

Section 5 of Article V is amended, approved by more than 51 % of a duly constituted quorum at the March 3, 1998, annual meeting, to read:

Section 5. Quorum: The presence of at the meeting of members entitled to cast or of proxies entitle to cast, 41% of the votes shall constitute a quorum for action being presented to the members. Any action voted on by the members shall receive at least 51% of the votes for the action to be considered approved. If a quorum is not present

at any meeting, the president shall adjourn the meeting and announce the date, place, and hour for another meeting to replace the meeting adjourned for the lack of a quorum. The new meeting shall be scheduled as soon as feasible.

William Holler
William Holler, President

Charles Goss
Charles Goss, Vice President
Military ID # 228-48-6329

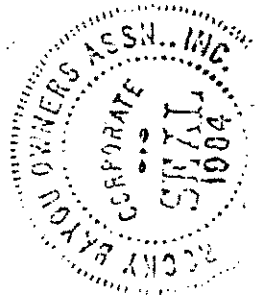
Flo Saxon
Flo Saxon, Secretary-Treasurer
3250-257-28-798-0
Fl Dr License

Mary Jo Harvey
Mary Jo Harvey, Administrator

John Jordan
John Jordan, Environmental Chair
J 635-477-56-093-0

John Benner
John Benner, Architectural Control Chair
B 560-464-36-455-0
Fl Dr License

Bob Newton
Bob ~~Robert~~ Newton, Maintenance, Improvement, and Landscaping
Fl Drivers License
W 350 072 35 329



• State of Florida
County of Okaloosa

Witness my hand and official seal on 5 March 2002.

Diana M. Weltin

 Diana M. Weltin
Commission # CC 745492
Expires May 26, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.