

BY-LAWS

BY-LAWS

OF

THE OCEAN VIEW MANOR MANAGEMENT CORPORATION, INC.

A CORPORATION NOT FOR PROFIT
UNDER THE LAWS OF THE STATE OF FLORIDA

1. Identity. These are the By-Laws of The Ocean View Manor Management Corporation, Inc., hereinafter Association, a corporation not for profit under the laws of the State of Florida, organized to provide an entity pursuant to the provisions of Chapter 718, Florida Statutes, as amended from time to time as such amendments are adopted and approved by the Board of directors, hereinafter Condominium Act, for the purposes and with the powers described in its Articles of Incorporation and with the powers described herein.

1.1 Office. The principal office of the Association shall be at 3600 S.Ocean Shore Boulevard, Flagler Beach, Florida 32136, but the Association may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

2.1 Members. The members of the Association shall consist of all Unit Owners of Condominium Parcels in The Ocean View Manor Condominium. No person holding any lien, mortgage or other encumbrance upon any condominium Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Condominium Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Condominium Parcel.

2.2 Membership shall be acquired by recording in the Public Records of Flagler County, Florida, a deed or other instrument establishing record title to a Condominium parcel in The Ocean View Manor condominium, and the membership of the prior owner being thereby terminated, provided, however, any person who owns more than one Condominium Parcel shall remain a member of the Association as long as record title is retained to any Condominium Parcel.

2.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Condominium Parcel.

3. Members Meetings.

3.1 Annual Meeting. The annual meeting of the members shall be held at a place and at a date and time established by the Board of Directors for the purpose of electing directors and transacting any other business authorized to be transacted by the members.

3.2 special Meetings. Special meetings of the members shall be held whenever called by a majority of the Board of Directors; and must be called by the Board of Directors upon receipt of a written request from a majority of the members entitled to vote at an Association meeting. Except as otherwise provided in the Declaration, the Articles of Incorporation and these By-Laws for special meetings to consider amendments, and except as otherwise provided in the Condominium Act.

3.3 Notice. Notice of all members meetings stating the time and place and the object for which the meeting is called shall be given by the secretary unless waived in writing.

Such notice shall be given in writing to each member at his address as it appears on the books of the Association and shall be mailed by regular mail, not less than fourteen days prior to the date of the meeting.

Notice of meeting may be waived before or after meetings.

Notice of meetings shall be posted conspicuously on the Condominium property no fewer than fourteen days in advance of such meeting. There need not be any additional notice for the reconvening of adjourned meetings.

3.4 Quorum. A quorum at members meetings shall consist of a majority of the members entitled to vote. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Condominium Act, the Declaration, the Articles of Incorporation of the Association, or these By-Laws.

3.5 voting.

(a) There shall be one vote for each Condominium parcel.

(b) If a Condominium Parcel is owned by one member, he/she shall cast the vote of the Condominium Parcel. If any Condominium Parcel is owned by more than one member, the member entitled to cast the vote for the Condominium Parcel shall be designated by a certificate signed by all of the Unit Owners of the Condominium Parcel, which Certificate shall be filed with the Secretary of the Association.

If a Condominium Parcel is owned by a member which is a corporation, the party entitled to cast the vote for the Condominium Parcel shall be designated by a certificate signed by the president or vice president and attested by the secretary or assistant; secretary of the corporation and filed with the secretary of the Association.

Such certificate- shall be valid until revoked or until superseded by a subsequent certificate or until a change in the ownership of the Condominium Parcel concerned. A certificate designating the member entitled to cast the vote of a Condominium Parcel may be revoked by any Unit Owner of the Condominium Parcel. If such certificate is not on file, the vote of such members shall not be considered in determining the requirements for a quorum nor for any other purpose.

3.6 Proxies Votes may be cast in person or by proxy. A proxy may be made by any member entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the secretary before the appointed time of the meeting.

3.7 Adjourned Meetings. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

3.8 Order of Business. The order of business at annual members meetings and as far as practical at other members meeting shall be set forth by the Board in the notice of meeting.

3.9 Minutes. Minutes of all meetings of members shall be kept in a business-like manner and shall be available for inspection by members of their authorized representatives and by board members pursuant to applicable law.

The Association shall retain these minutes pursuant to the Condominium Act.

4. Directors.

4.1 Membership. All members of the board of directors shall be members of the Association.

4.2 Election of Directors: Election of directors shall be held at the annual meeting of the members, except as otherwise provided below.

4.2 (a) Candidates for election to the Board of Directors shall nominate themselves by means of a written application submitted to the Secretary no later than 14 days before the first notice of election is mailed.

If the number of applicants is equal to the number of openings to the Board, the Secretary shall declare the election closed and the applicants elected.

4.2 (b) If the number of applicants exceeds the number of opening on the Board, the election shall be by written ballot mailed to each owner of record. All members of the Board of Directors shall be elected by a plurality of votes cast at the annual meeting of members.

4.2 (c) In the election of Directors, each member shall have as many votes for directors as there are directors to be elected, provided, however, that no member may cast more than one vote for any person nominated as a director, it being the intent hereof that voting for directors shall be non-cumulative.

4.2 (d) Except as to vacancies created by removal of directors by members pursuant to the Condominium Act, vacancies in the board of directors occurring between annual meetings of members shall be filled at a meeting of the board of directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the board of directors. Any director elected to fill a vacancy shall serve until the expiration of the term of the director, the vacancy in whose position he was elected to fill.

4.3 TERM The term of each director's service shall be for two years. Four positions shall be elected one year and the other three positions shall be elected the next succeeding year, and so staggered thereafter.

4.4 Organization Meeting. The organization meeting of a newly elected board of directors shall be held within ten days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, unless such meeting is adjourned, and no further notice of the organization meeting shall be necessary.

4.5 Regular meetings of the board directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors.

Notice of regular meetings shall be given to each director, personally or by mail, telephone or email at least three days prior to the day named for such meeting.

4.6 Special Meetings. Special meeting of the directors may be called by the president and must be called by the secretary at the written request of a majority of the directors. Not less than three days' notice of the meeting shall be given personally or by mail, telephone, or email which notice shall state the time, place and purpose of the meeting_

4.7 Waiver of Notice. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

4.8 Quorum. At directors meetings a quorum shall consist of a majority of the entire board of directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the board of directors except when approval by a greater number of directors is required by the Condominium Act, the Declaration, the Articles of Incorporation of the Association, or these By-Laws.

4.9 Adjourned Meetings. If at any meeting of the board of directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. No further notice need be given of an adjourned meeting.

4.10 Presiding Officer. The presiding officer of the directors meetings shall be the President of the Association. In the absence of the President, the directors present shall designate one of their number to preside.

4.11 Directors' Fees. Directors shall serve without compensation.

4.12 Minutes. Minutes of all meetings of directors shall be kept in a business-like manner and shall be available for inspection by members or their authorized representatives and by board members pursuant to applicable law. The Association shall retain these minutes for a period pursuant to the Condominium Act.

4.13 Open Meetings. Except as provided by law, Meetings of the board of directors shall be open to all members and notice of meetings shall be posted conspicuously on the Condominium property at least forty-eight hours in advance of the meeting, except in an emergency. To the extent allowable by law, committee meetings need not to be noticed or open to members.

5. Powers and Duties of the Board of Directors. The powers and duties of the Association existing under the Condominium Act, the Declaration, "the Articles of Incorporation of the Association and these By-Laws shall be exercised by the board of directors, its agents, contractors or employees, subject only to approval by members where such approval is specifically required.

6. Officers and Election The officers of the Association shall be a President, who shall be a Director, a Vice-President, who shall be a Director, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors at their organizational meeting.

There may also be such assistant secretaries and assistant treasurers as the board of directors may from time to time determine.

Any person may hold two or more offices except that the same person shall not hold the office of president and vice president, nor shall the president or a vice president also be a secretary or an assistant secretary_

Any officer may be removed peremptorily by a vote of a majority of the directors present at any duly constituted meeting.

6.2 President. The president shall be the chief executive officer of the Association. He/she shall have all of the powers and duties usually vested in the office of president of a corporation, including but not limited to the power to appoint committees from among the members from time to time, as he/she, in his/her sole discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

6.3 Vice President. The vice president shall in the absence or disability of the president exercise the powers and perform the duties of the president. He/she shall also assist the president and exercise such other powers and perform such other duties as shall be prescribed by the board of directors.

6.4 Secretary. The secretary shall keep the minutes of all proceedings of the directors and the members. He/she shall attend to the giving and serving of notice to the members and directors and other notice required by law. He/she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the treasurer, and shall perform all other duties incident to the office of secretary of a corporation and as may be required by the directors or the governing documents.

The assistant secretary, if any, shall perform duties of the secretary when the secretary is absent, and shall otherwise assist the Secretary.

6. Treasurer. The treasurer shall have custody of all property of the association, including funds, securities and evidence of indebtedness. He/she shall keep the books of the Association in accordance with good accounting practices, and he/she shall perform all other duties incident to the office of treasurer.

The assistant treasurer, if any, shall perform the duties of the treasurer when the treasurer is absent, and shall otherwise assist the treasurer.

6.6 Compensation. The compensation, if any for all officers of the Association shall be fixed by the board of directors. Nothing herein shall be construed so as to prohibit or prevent the board of directors from employing any director or officer as an employee of the Association at such compensation as the board of directors shall determine, nor shall anything herein be construed so as to preclude the board of directors from contracting with a director or officer or with any corporation in which a director or officer of the Association may be a stockholder, officer, director or employee, for services related to the operation of the Condominium or the Association, for such compensation as shall be mutually agreed between the board of directors and such officer or director.

7. Fiscal Management. The provisions for fiscal management of the Association set forth in the Declaration and Articles of Incorporation of the Association shall be supplemented by the following provisions:

7.1 Budget.

(a) Adoption of Budget by Board of Directors.

The board of directors shall adopt a budget for each calendar year that shall include the estimated funds, including a reasonable allowance for contingencies, required to defray the common expenses, and which shall include estimated funds for capital replacements. The funds allocated for capital replacements shall be collected and maintained as a special fund for capital replacements.

The amounts collected and allocated to the special fund for capital replacements from time to time shall be maintained in a separate account by the Association although nothing contained herein shall limit the Association from applying any monies in such special funds for capital replacements to meet other needs or requirements of the Association. Amounts collected for the special fund for capital replacements shall be maintained in a bank account separate and apart from other Association funds and shall be considered contributions to Association capital by members.

(b) Notice of Meeting. A copy of the proposed annual budget shall be mailed to each Unit Owner not less than thirty days prior to the meeting at which the budget will be considered together with a notice of that meeting indicating the time and place of such meeting.

(c) Adoption of Budget by Unit Owners.

If a budget is adopted by the board of directors which required assessment against the Unit Owners in any year exceeding one hundred and fifteen percent of such assessments for the preceding year, as hereinafter defined, upon written application of ten percent of the Unit owners, the board of directors shall call a special meeting of Unit Owners within thirty days, upon not less than ten days written notice to each Unit Owner. At such meeting, the Unit Owners shall consider a budget which, to be adopted, shall require a vote of not less than a majority vote of all unit owners.

In determining whether assessments exceed one hundred fifteen percent of similar assessments in prior years, any authorized provisions for reasonable reserves for repair or replacement of condominium property, anticipated expenses of the Association, which are not expected to be incurred on a regular or annual basis, or assessment for betterment of the condominium property shall be excluded from the computation.

7.2 Assessments. Assessments against the Unit

Owners for their share of budgeted Common Expenses shall be made for the calendar year annually in advance on or before **the ending of the fiscal year**. Such assessments shall be due in equal installments, payable on the first day of each month of the year for which the assessments shall be due, **or other such date** as determined by the Board of Directors. If an annual assessment is not made as required, an assessment shall be presumed to have been 'made 'in the amount of the last prior assessment, and monthly installments on such assessment shall be due upon each installment payment date until changed by an amended assessment. In the event the annual assessment be amended at any time by the board of directors. Unpaid assessments for the remaining portion of the calendar year for which an amended assessment is made shall be payable in as many equal installments as there are full months of the calendar year left as of the date of such amended assessments, each such monthly installment to be paid on the first day of the month commencing the first day of the next ensuing month or such other date as determined by the Board of Directors. Provided, nothing herein shall serve to prohibit or prevent the Board of Directors from imposing a lump sum assessment in case of any immediate need or emergency. Any surplus remaining from the prior year assessment shall be used to reduce the assessment for the forthcoming year.

7.3 Depository. The depository of the Association

shall be such bank or banks as shall be designated from time to time by the board of directors. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the directors. The Association shall maintain at least two bank accounts; the annual operating account and the special fund for capital replacements account.

7.4 Fidelity Bonds. Fidelity bonds in the principal

sum of not less than \$10,000 shall be required for any officer or director who control or disburse funds of the Association. The Association shall bear all the costs of premiums on such bonds required by Florida Statute §718.112(2) (1).

7.5 Fiscal Year. The fiscal year of the Association

shall be the calendar year, provided, however, that the board of directors is expressly authorized to change to a different fiscal year in accordance with the provision and regulations from time to time prescribed by the Internal Revenue Code of the United States of America, at such time as the Board of Directors deem advisable.

7.6 Audit An audit of the accounts of the

Association, or other such financial accounting as required by law, shall be made annually.

7.7 Books . The Association shall maintain adequate accounting records in

which there shall be an account for each member. Each account shall designate the name and address of the member, the dates and amounts in which assessments become due, the amounts paid upon the account and the balance due upon assessment.

8. Parliamentary Rules: Roberts' Rules of Order (latest edition) or other such parliamentary authority adopted by the Board of Directors shall govern the conduct of the Association meetings when not in conflict with the Condominium Act, the Declaration, the Articles of Incorporation, any rules adopted by the Association or these By-Laws.

9. Amendments. Except as otherwise provided in this paragraph 9, Amendments to these By-Laws shall be proposed and adopted in the following manner;

9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

9.2 Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the board of directors of the Association or by the members of the Association entitled to vote at an Association meeting. Such members may propose such an amendment by instrument in writing directed to the president or secretary of the Association signed by a majority of such members. Amendments may be proposed by the board of directors by action of a majority of the board of directors at any regular or special meeting thereof. Upon an amendment being proposed as herein provided, the secretary of the Association shall call a special meeting of the members of the Association to be held not sooner than twenty days nor later than sixty days thereafter for the purpose of considering such amendment. Such amendment must be approved by the affirmative vote of three-fourths of a total number of Association members entitled to vote.

9.4 Execution and Recording

Each amendment shall be executed by the President of the Association and certified by the Secretary and, to be effective, it, and an amendment to the Declaration, shall be recorded in the public records of Flagler County, Florida

10. Conflicts

In the case of any conflicts between the Articles of Incorporation of the Association and these By-laws, the Articles of Incorporation shall control and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

THIS IS TO CERTIFY that the foregoing were duly adopted as the By-laws of the Ocean View Manor Management Corporation, Inc., a Florida Corporation not for profit, at a meeting of the Board of Directors held on _____

The Ocean View Manor Management Corporation, Inc.

BY: _____
President

ATTEST: _____
Secretary

Notary:

Note:

All previously adopted amendments are incorporated into the body of the newly amended documents.

**CERTIFICATE OF AMENDMENT
TO THE DECLARATION OF CONDOMINIUM,
ARTICLES OF INCORPORATION
AND BYLAWS OF
THE OCEAN VIEW MANOR CONDOMINIUM**

THIS AMENDMENT to the DECLARATION OF CONDOMINIUM and BYLAWS OF THE OCEAN VIEW MANOR CONDOMINIUM is made this 13th day of November, 2019, by the corporation, not-for-profit.

RECITALS:

WHEREAS, THE OCEAN VIEW MANOR MANAGEMENT CORPORATION, INC. (hereinafter referred to as the "Association") is a condominium association governed by, and operated in accordance with, its Declaration of Condominium, as amended from time to time (hereinafter referred to as the "Declaration"), recorded in Official Records Book 231, Page 748 of the Official Records of Flagler County, Florida; and

WHEREAS, the Association is further governed by, and operated in accordance with, its Articles of Incorporation, as amended from time to time (hereinafter referred to as the "Articles"), attached as an exhibit to the Declaration and recorded in Official Records Book 231, Page 796 of the Official Records of Flagler County, Florida; and

WHEREAS, the Association is further governed by, and operated in accordance with, its Bylaws, as amended from time to time (hereinafter referred to as the "Bylaws"), attached as an exhibit to the Declaration and recorded in Official Records Book 231, Page 804 of the Official Records of Flagler County, Florida; and

WHEREAS, the members of the Association have amended the afore-described Declaration as more particularly set forth on the Amendment attached hereto as Exhibit "A"; and

WHEREAS, the Association warrants and represents that the Amendment was properly adopted as per the Declaration, with the approval of at least three-fourths of the total number of Association members entitled to vote, as more particularly set forth in Section 13.2 of the Declaration; and

WHEREAS, the members of the Association have amended the afore-described Articles as more particularly set forth on the Amendment attached hereto as Exhibit "B"; and

