

**BY-LAWS OF
FOXWOOD COMMUNITY ASSOCIATION, INC.**

Exhibit 7

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is FOXWOOD COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located within Seminole County, FL as established by the Board of Directors from time to time, and meetings of members and directors may be held at such places within the State of Florida, County of Seminole, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

- Section 1. "Association" shall mean and refer to FOXWOOD COMMUNITY ASSOCIATION, INC., its successors and assigns.
- Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Foxwood, as amended from time to time, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- Section 3. "Common Area" shall mean all easement rights or real property owned by or benefitting the Association for the common use and enjoyment of the Owners.
- Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.
- Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entitles, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions for Foxwood, recorded April 28, 1976, in the Official Records Book 1166, Pages 1459 to 1482, as amended and supplemented from time to time in the Office of the Clerk of the Circuit court, Seminole County, Florida.
- Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.
- Section 8. Unless the context expressly or necessarily requires otherwise, the use of the singular includes the plural, and vice versa; and the use of any gender includes all genders.

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**ARTICLE III
MEETINGS OF MEMBERS**

- Section 1. Annual Meetings. Annual meetings shall be held in February of each year at a date and time set by the Board of Directors.
- Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth (1/4) of all members who are entitled to vote.
- Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-laws.
- If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.
- Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be fully revocable, and shall automatically cease upon conveyance by the member of his Lot.

**ARTICLE IV
BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

- Section 1. Number. The affairs of the Association shall be managed by a board of not less than three (3) and not more than nine (9) directors, who shall be members of the Association.

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**ARTICLE IV
BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE (cont'd)**

- Section 2. Term of Office. The terms of directors shall be staggered so that not all terms expire at one time. Recognizing that the number of directors may be changed from time to time and also recognizing that each director shall hold office for the term to which he is elected until said term expires, the board shall have discretion to fix the terms of office from time to time consistent with this section.
- Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.
- Section 4. Compensation. No director shall receive compensation for any service as a director that may be rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.
- Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

- Section 1. Nomination. Nominees must be members of the Association. Nominations for election to the Board of Directors shall be requested from the members by the Board of Directors prior to the annual meeting. Nominations may also be made from the floor at the annual meeting.
- Section 2. Election. Election to the Board of Directors shall be by secret written ballot. Members may cast one vote per lot per vacancy to be filled. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI
MEETINGS OF DIRECTORS**

- Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

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**ARTICLE VI
MEETINGS OF DIRECTORS (cont'd)**

- Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.
- Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- Section 1. Powers. The Board of Directors shall have the power to:
- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
 - (b) suspend the voting rights, and rights to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for infraction of published rules and regulations until said infractions are corrected.
 - (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration;
 - (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
 - (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- Section 2. Duties. It shall be the duty of the Board of Directors to:
- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting which such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

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**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS (cont'd)**

- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to;
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate directors and officers errors and omissions, insurance, and liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the common area to be maintained

**ARTICLE VIII
OFFICERS AND THEIR DUTIES**

- Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, a secretary and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- Section 2. Election of Officers: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

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**ARTICLE VIII
OFFICERS AND THEIR DUTIES (cont'd)**

- Section 3. Term: The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless said officer shall sooner resign, or shall be removed, or otherwise be disqualified to serve.
- Section 4. Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, 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.
- Section 5. Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.
- Section 6. Multiple Offices: Any officer elected or appointed by the Board of Directors, may hold multiple offices as necessary and approved by the Board of Directors, except that the president may not hold the office of treasurer or secretary.
- Section 7. Duties: The duties of the officers are as follows:
- (a) President: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolution of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
 - (b) Vice-President: The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
 - (c) Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
 - (d) Treasurer: The treasurer or an agent designated by the Board of Directors, shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and

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**ARTICLE VIII
OFFICERS AND THEIR DUTIES (cont'd)**

(d) (cont'd)

promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX
COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE 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 Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI
ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the maximum interest rate allowable by law, provided the same is consistent with the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

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**ARTICLE XII
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: FOXWOOD COMMUNITY ASSOCIATION, INC., a corporation not for profit.

**ARTICLE XIII
AMENDMENTS**

- Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.
- Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

**ARTICLE XIV
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of FOXWOOD COMMUNITY ASSOCIATION, INC., have hereunto set our hands this 31ST day of May 1995.

WITNESSES

FOXWOOD COMMUNITY ASSOCIATION, INC.

Tara Walker
TARA WALKER

Roland W. Best
President

Marlene Martinez
MARLENE MARTINEZ

Marlin Ellis
Attested to by Secretary

STATE OF: FLORIDA
COUNTY OF: SEMINOLE

The foregoing instrument was acknowledged before me this 31ST day of May, 1995, by ROLAND W. BEST, President, and MARLIN ELLIS, Secretary, of the FOXWOOD COMMUNITY ASSOCIATION, INC., who ~~did~~ did not take an oath, and are personally known to me or who have produced the following identification

NOTARY PUBLIC, STATE OF FLORIDA at large

Typed Name: Carolyn S. Cleveland

Signature: Carolyn S. Cleveland



CAROLYN S. CLEVELAND
My Comm Exp. 10/01/96
Bonded By Service Ins
No. CC232832
 Personally Known Other I. D.