

**BY-LAWS
OF
COLONY WOODS HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit
2007**

These By-Laws are the sum of the 1984 Amended By-Laws (complete document with all changes from 1978) and the 1996 Amended By-Laws (only changes from 1984) plus all Amendments recorded in 2007. The original documents may be found on www.ColonyWoods.org.

ARTICLE I

Identity. These are the Amended By-Laws of the COLONY WOODS HOMEOWNERS' ASSOCIATION, INC., herein called ASSOCIATION, a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the Office of the Secretary of the State of Florida.

1. The **Office** of the ASSOCIATION shall be at P.O. Box 273614 Colony Drive, Boca Raton, Florida 33433, or such other place as may be designated by the Board of Directors of the ASSOCIATION.
2. The **fiscal year** of the ASSOCIATION shall be the calendar year.
3. The **seal** of the corporation shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit" and the year of incorporation, an impression of which is as follows:
4. **Definitions.** All terms used herein which are defined in the Declaration of Restrictions relating to Colony Woods, shall be used herein with the same meaning as defined in said Declaration.

ARTICLE II

Members' Meetings.

1. **Place.** All meetings of the ASSOCIATION membership shall be held at the office of the ASSOCIATION or at such other place and at such time as shall be designated by the Board of Directors of the ASSOCIATION and stated in the Notice of the meeting.
2. The **Annual Members' Meeting** shall be held at the office of the ASSOCIATION at eight o'clock P.M., Eastern Standard Time, on the first Tuesday in February of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day which is not a legal holiday.

3. Special members' meetings, shall be held whenever called by the President or Vice President or by a majority of the Board of Directors and must be called by such officers upon receipt of a written request from members entitled to cast at least 10% of the votes of the entire membership.

4. Notice of all Members' Meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice President, or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the ASSOCIATION and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, at least 30% of the votes of the total membership shall constitute a quorum for any action. 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 the announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The acts approved by a majority of the votes present at a meeting at which a quorum is present shall constitute the acts of the members, except where approval by a greater number of members is required by the Declaration of Restrictions, the Articles of Incorporation of these By-Laws.

6. Proxies. Votes may be cast in person or by proxy. Proxies may be made by any person entitled to vote and shall be valid only for the particular meeting designated therein as the meeting may be lawfully adjourned and reconvened from time to time and automatically expires ninety (90) days after the date of the meeting for which it was originally given and must be filed with the Secretary at or before the appointed time of the meeting.

7. Adjourned Meetings. If any meeting of 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.

8. The Order of Business at annual meetings, and as far as practical at all other-members' meetings, shall be:

- (a) Election of Chairman of meeting in the event the President is not present, otherwise the President shall automatically become chairman of the meeting;
- (b) Calling of the roll and certifying of proxies;
- (c) Proof of notice of meeting or waiver of notice;
- (d) Reading and disposal of any unapproved minutes;
- (e) Reports of officers;
- (f) Reports of committees;
- (g) Election of inspectors of election;

- (h) Election of directors;
- (i) Unfinished business;
- (j) New business;
- (k) Adjournment.

ARTICLE III

Directors.

1. Membership. The affairs of the ASSOCIATION shall be managed by a board of not less than three (3) nor more than nine (9) directors, the exact number to be determined at the time of election, by the then existing Board of Directors. Any vacancy occurring on the Board of Directors because of death, resignation, or other termination of services of any Director, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office and until his successor shall have been elected and/or appointed and qualified.

2. Election of directors shall be conducted in the following manner:

(a) Election of directors shall be held at the annual members' meeting.

(b) A nominating committee shall be appointed by the Board of Directors not less than thirty (30) days prior to the annual members' meeting. The committee shall nominate one (1) member for each director to be elected as determined by the Board of Directors. All members shall be eligible to serve on the Board of Directors, and a member may nominate himself at a meeting where the election is to be held.

(c) The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his votes for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.

(d) Except as to vacancies provided by removal of directors by members, vacancies on the Board of Directors occurring between annual meetings of members shall be filled by the remaining directors.

(e) Any director may be removed by concurrence of two thirds (2/3) of the votes of the membership at a special meeting of the members called for that purpose, at which a quorum has been established. The vacancy on the Board of Directors so created shall be filled by the members of the ASSOCIATION at the same meeting.

3. The Term of each director's service shall extend until the next annual meeting of the members, and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

4. The **Organization Meeting** of a newly-elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary providing a quorum shall be present.

5. **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.

6. **Special Meetings of the Directors** may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the directors.

7. **Notice.** Notices of all Board Meetings shall be posted in a conspicuous place in the community at least forty-eight (48) hours in advance of a meeting, except in an emergency. In the alternative, notice of each Board meeting may be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. An assessment may not be levied at a Board meeting unless the notice includes a statement that assessments will be considered and the nature of the assessments.

8. A **Quorum** at directors' meetings 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 where approval by a greater number of directors is required by the Declaration of Restrictions, the Articles of Incorporation or these By-Laws.

9. **Adjourned Meetings.** If at any meeting of the Board of directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time, until a quorum is present. At any reconvened meeting any business which might have been transacted at the meeting is originally called may be transacted without further notice.

10. **Voting.** Directors may not vote by proxy or secret ballot at Board meetings, except that secret ballots may be used in the election of officers. Minutes of all meetings of the Board shall be maintained in written form or in another form that can be converted into written form within a reasonable period of time. A vote or abstention from voting on a matter voted upon by each director present at a meeting of the Board shall be recorded in the minutes.

11. The **Presiding Officer** of directors' meetings shall be the chairman of the board if such an officer has been elected; and if none, the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their numbers to preside.

12. **Removal of Directors.** At any time after the first annual meeting of the Board of Directors, as provided for in the Articles of Incorporation, at any duly convened regular or special meeting, anyone or more of the Directors may be removed, with or without

cause, by the affirmative vote of the voting members, casting not less than two-thirds (2/3) of the total votes present at said meeting, and a successor may then and there be elected to fill the vacancy thus created. Should the membership fail to elect said successor, the Board of Directors may fill the vacancy in the manner provided in paragraph 13 below.

13. Vacancies on Directorate. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors who shall hold office for the balance of the unexpired term in respect to which such vacancy occurred. The election held for the purpose of filling said vacancy may be held at any regular or special meeting of the Board of Directors.

14. Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. Commencing with the organizational meeting of a newly elected Board of Directors following the first annual meeting of the members of the ASSOCIATION, more than three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall automatically constitute a resignation effective when such resignation is accepted by the Board of Directors. The transfer of title of his property in Colony Woods by a Director shall automatically constitute a resignation, effective when such accepted by the Board of Directors. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an assessment, and said delinquency shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors.

15. The Order of Business at directors' meetings shall be:

- (a) Calling the roll.
- (b) Proof of due notice of meeting.
- (c) Reading and disposal of any unapproved minutes.
- (d) Reports of officers and committees.
- (e) Election of officers
- (f) Unfinished business
- (g) New business
- (h) Adjournment

16. Directors' fees. No director shall receive compensation for any service he may render to the ASSOCIATION; however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

17. Powers and Duties. The Board of Directors shall have the power:

- (a) To call meetings of the members.

(b) To appoint and remove at pleasure all officers, agents and employees of the ASSOCIATION, prescribe their duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any members, officer or Director of the ASSOCIATION in any capacity whatsoever.

(c) To establish, levy and assess, and collect in such manner as it may determine the assessments necessary to operate the ASSOCIATION and carry on its activities and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

(d) To adopt and publish rules and regulations governing the use of the common area or any parcels thereof and the personal conduct of the members and their guests thereon including reasonable admission charges if deemed appropriate.

(e) 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.

(f) To exercise for the ASSOCIATION all powers, duties and authorities vested in or delegated to this ASSOCIATION except those reserved to the members in the Declaration of Restrictions relating to Colony Woods, or the Articles of Incorporation of the ASSOCIATION.

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

(h) To supervise all officers, agents and employees of the ASSOCIATION and see that their duties are properly performed.

(i) With reference to the assessments to the ASSOCIATION:

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

2. Prepare 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.

(j) To issue or to cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall constitute conclusive evidence of the payment of any assessment therein stated to have been paid.

(k) Appoint the following standing committees:

i. Association Architectural Committee -- In accordance with the provision of Paragraph 9 in the Declaration of Restrictions Relating to Colony Woods.

ii. Auditing -- to make an annual audit of the corporate financial records and to report the results at the annual meeting.

iii. Budget and Finance -- to assist the directors in the establishment of annual budget and in such other financial matters as the Board may deem necessary.

iv. Grounds -- to supervise all activities necessary for the proper maintenance of the total grounds the Association is required to maintain.

v. Insurance -- to review the current insurance coverage and report its findings at each annual meeting.

vi. Liaison with Boca Del Mar Community Council -- to attend meeting of the council and make reports to the Directors.

vii. Newsletter -- edit and distribute the "Reporter" at reasonable intervals.

viii. Pool -- supervise and control all pumps and equipment necessary for proper operation of pool and including all equipment and facilities in the immediate area.

ix. Rules -- promulgate and enforce all rules of conduct for the good of the community.

x. Screening -- enforce rules and procedures for the interview of prospective tenants and purchasers with the intent to impress the mutual rights and responsibilities of the respective parties. A form for this purpose is appended to these By-Laws.

xi. Sprinkler -- to supervise all of the activities necessary for the proper operation of our sprinkler system.

xii. Social -- to organize and supervise all social activities of the Association.

The Board may, at its discretion, join two or more committees under one chairman, omit such committee or committees as it deems inexpedient at

that time and establish such additional committee or committees as are necessary for the effective operation of the corporation.

No committee or person on a committee will commit the ASSOCIATION to spend money or expect reimbursement for expenses without the prior approval of the majority of the Board of Directors. Any violation of this ruling may require committee or committee member to be responsible for the debt.

ARTICLE IV

Officers.

1. The **Executive Officers** of the ASSOCIATION shall be a President, who shall be a director, a Vice President, who shall be a director, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may peremptorily be removed by vote of the directors at any meeting. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary. The Board of Directors shall from time to time elect such officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the ASSOCIATION.
2. The **President** shall be the chief executor officer of the ASSOCIATION. He shall have all of the powers and duties which are usually vested in the office of President of an association, including but not limited to, the power to appoint committees from among the members from time to time which he may in his discretion determine appropriate and to assist in the conduct of the affairs of the ASSOCIATION.
3. The **Vice President** shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and to exercise such other powers and perform such other duties as shall be prescribed by the directors.
4. The **Secretary** shall keep the minutes of all proceedings of the directors and the members. He shall attend to the giving and serving of all notices to the members and directors and other notices as required by law. He shall have custody of the seal of the ASSOCIATION and affix the same 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 an association and as may be required by the directors or the President. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.
5. The **Treasurer** shall have custody of all property of the ASSOCIATION, including funds, securities and evidence of indebtedness. He shall keep the books of the ASSOCIATION in accordance with good accounting practices and he shall perform all other duties incident to the office of Treasurer.

6. The **Compensation** of all officers and employees of the ASSOCIATION shall be fixed by the directors. This provision shall not preclude the Board of Directors from employing a director as an employee of the ASSOCIATION nor preclude the contracting with a director for the management of the ASSOCIATION.

7. **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 of Restrictions, 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 V

Assessments.

1. The Board of Directors of the ASSOCIATION shall fix and determine from time to time the sum or sums necessary and adequate for the common expenses of the ASSOCIATION. The expenses shall include expenses of the operation, maintenance and replacement of the lands and improvements to be maintained by the ASSOCIATION, costs of carrying out the powers and duties of the ASSOCIATION, and insurance premiums and expenses relating thereto, including fire insurance and extended coverage, of which the Board of Directors, utilizing its reasonable business judgment shall have the sole discretion as to procuring such insurance and the amount of the coverage(s) thereto, taxes and any other expenses designated as expenses from time to time by the Board of Directors of the ASSOCIATION, or under the provisions of the Declaration of Restrictions to which these By-Laws are attached. The Board of Directors is specifically empowered, on behalf of the ASSOCIATION, to make and collect assessments and to operate and maintain lands and improvements to be maintained by the ASSOCIATION. Funds for the payment of expenses shall be assessed against the Lot Owners as provided in the Declaration of Restrictions. Said assessments shall be payable quarterly. Special assessments, should such be required by the Board of Directors, shall be levied in the same manner as hereinbefore provided for regular assessments and shall be payable in the manner determined by the Board of Directors.

2. When the Board of Directors has determined the amount of any assessment, the Treasurer of the ASSOCIATION shall mail or present to each Lot Owner a statement of said Lot Owner's assessment. All assessments shall be payable to the Treasurer of the ASSOCIATION and, upon request, said Treasurer shall give a receipt for each payment made to him/her. Any assessments which are not paid when due shall be delinquent.

ARTICLE VI

Parliamentary Rules.

Roberts' Rules of Order (latest edition) shall govern the conduct of the ASSOCIATION meetings when not in conflict, with the Declaration of Restrictions, Articles of Incorporation or these By-Laws.

ARTICLE VII

Amendments. These By-Laws may be amended in the following manner:

1. **Notice** of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. A **Resolution** adopting an amendment to these By-Laws shall be proposed by a member of the Board of Directors at a special meeting of the Board of Directors. These By-Laws may be amended, at regular or special meetings of the Board of Directors. No amendment shall be made which is in conflict with the Declaration or Restrictions of the Articles of Incorporation.
3. A **Copy** of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the COLONY WOODS HOMEOWNERS' ASSOCIATION, INC., By-Laws, which certificate shall be executed by the officers of the ASSOCIATION with the formalities of a deed.

ARTICLE VIII

Rules and Regulations.

1. The Board of Directors may, from time to time, **Adopt or Amend Previously Adopted Administrative Rules and Regulations** governing the details of the operation, use, maintenance, management and control of the common areas, or services made available to the unit owners. A copy of the Rules and Regulations adopted from time to time, as herein provided, shall from time to time be posted in a conspicuous place.
2. The use of the **Recreation Facilities** shall at all times be subject to such Rules and Regulations as the directors may establish from time to time. Said Recreation Facilities shall only be used by the lot owners and those persons permitted by the directors, subject to the Rules and Regulations for said facilities. Any damage to the equipment or the premises caused by a lot owner, his family, servants, guests, etc., shall be paid for by the lot owner responsible therefore, and the cost thereof shall be a charge and lien upon the lot owner's parcel as a special assessment.

3. In the event of any **Conflict** between these By-Laws, the Rules and Regulations adopted, or from time to time amended, and the Declaration of Restrictions referred to herein, said Declaration of Restrictions shall prevail over said By-Laws or Rules and Regulations.