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RECORD & RETURN TO:  
Prepared by  
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1860 NW Second Avenue  
Boca Raton, \Florida 33432

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

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 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 one-half 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, a majority of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Restrictions, 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 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, or 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 and must be filed with the Secretary 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.

The Developer, HLR, INC., its successors or assigns, shall have the right to appoint all the Directors, or such less number as it may choose, as long as it owns at least five (5) lots or parcels in Colony Woods. Thereafter, one (1) Director shall be elected for a term of two (2) years; and one (1) Director for a term of three (3) years. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of Directors expiring at such time, and the term of the Directors so elected or appointed at each annual election shall be for three (3) years, expiring at the third annual election following their election, and

thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a plurality of the members which elected or appointed them. In no event, however, can a Director appointed by the Developer be removed except by action of the Developer.

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; except that the Developer, to the exclusion of the other members and/or the Board itself, shall fill any vacancy created by the death, resignation, removal or other termination of services of any Director appointed by the Developer. 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 of five (5) members 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) person for each director to be elected as determined by the Board of Directors. Nominations may be made from the floor.

(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, except as qualified by the provisions of Paragraph one (1) above.

(e) Any director may be removed by concurrence of two thirds (2/3) of the votes of the entire membership at a special meeting of the members called for that purpose. The vacancy on the Board of Directors so created shall be filled by the members of the ASSOCIATION at the same meeting, except as qualified by the provisions of Paragraph one (1) above.

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, except as qualified by the provisions of Paragraph one (1) above.

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 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. Notice of regular meetings shall be given to each director personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such meeting.

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. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

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.

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. Joinder in meeting by approval of minutes. The joinder of a director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such director for the purpose of determining a quorum.

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 director present shall designate one of their number 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. Commencing with the Directors elected at such first election of members of the Board, after the DEVELOPER has relinquished all of its rights to appointing members, the transfer of title of his property in Colony Woods by a Director shall automatically constitute a resignation, effective when such resignation is 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, all insurance premiums and expenses relating thereto, including fire insurance and extended coverage, 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 monthly and shall be due on the first day of each month, unless otherwise ordered by the Board of Directors. 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. 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 10% per annum 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 attorneys' 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 facilities or services provided or abandonment of his lot.

## 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 a proposed amendment may be proposed by either the Board of Directors of the ASSOCIATION or by the members of the ASSOCIATION. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. These By-Laws may be amended, at regular or special meeting of the members and the Board of Directors, by votes of a majority of a quorum of members present in person or by proxy and also of a majority of the members of the Board of Directors. No amendment shall discriminate against any lot owner nor against any lots unless the lot owners so affected shall consent. No amendment shall be made which is in conflict with the Declaration of Restrictions or the Articles of Incorporation, and no amendment affecting the Developer shall be effective without its written consent.

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.

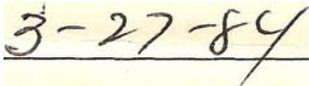
3. In the event of any conflict between these By-Laws, the Rules and Regulations adopted, or from time to time amended, and the Declaration of Restrictions referred to herein, said Declaration of Restrictions shall prevail over said By-Laws or Rules and Regulations.

I, BETTY WAGNER, Secretary of COLONY WOODS HOMEOWNERS' ASSOCIATION, INC., hereby certify that the foregoing is a true and accurate copy of the By-Laws, as Amended, of the ASSOCIATION as passed by the Board of Directors and the lot owners.



BETTY WAGNER, Secretary

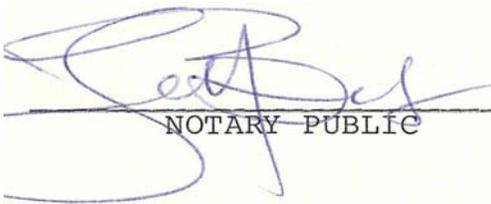
Dated:



STATE OF FLORIDA                    )  
  :  
COUNTY OF PALM BEACH         )

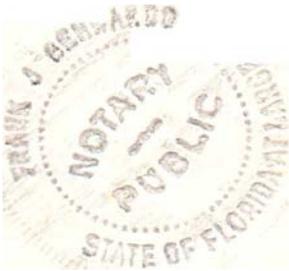
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgement, personally appeared BETTY WAGNER, Secretary of COLONY WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, not for profit, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same pursuant to her corporate authority.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of March, A.D. 1984.



NOTARY PUBLIC

My Commission Expires:



NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES JAN 17 1987  
BONDED THRU GENERAL INSURANCE UND

RECORD VERIFIED  
PALM BEACH COUNTY FLA  
JOHN B. DUNKLE  
CLERK CIRCUIT COURT