

Camino 
Woods
in Boca Del Mar **II**

By-Laws

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BY-LAWS
OF
CAMINO WOODS II HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not For Profit

ARTICLE I

Identity

These are the By-Laws of CAMINO WOODS II 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. Office.

The office of the ASSOCIATION shall be at 8911 Northwest 67th Court, Tamarac, Florida 33321, or such other place as may be designated by the Board of Directors of the ASSOCIATION.

2. Fiscal Year.

The fiscal year of the ASSOCIATION shall be the calendar year.

3. Seal.

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 Camino Woods II, 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. Annual Members' Meeting.

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.

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.

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 the 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. Order of Business.

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 initial Board of Directors shall consist of three (3) members.

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 Camino Woods II. At the first annual meeting of the ASSOCIATION following such time as the Developer owns less than five (5) lots or parcels in Camino Woods II, one-third of the Directors shall be elected for a term of one (1) year; one-third of the Directors shall be elected for a term of two (2) years; and one-third of the Directors shall be elected for a term of three (3) years. In the event the number of Directors is a number not divisible by three (3), then with respect to such vacancies in excess of the number divisible by three, the first such vacancy shall be elected for a period of three (3) years and the second vacancy, if any, shall be elected for a period of two (2) years (i.e., if the Board of Directors consists of eight (8) members, then two (2) members shall be elected for a period of one (1) year, three (3) members shall be elected for a period of two (2) years, and three (3) members shall be elected for a period of three (3) years). Thereafter, as many Directors shall be elected as there are regular terms of Directors expiring at such time, and the term of the Directors so elected 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 as provided in Paragraph Twelve (12) below. 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 elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office and until his successor shall have been elected or appointed and qualified.

2. Election of Directors.

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. 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 one vote for each vacancy 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. Term.

The term of each director's service shall be for a period of three (3) years 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. Organization Meeting.

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.

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.

Special meetings of the Board of 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. Quorum.

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 as originally called may be transacted without further notice.

10. Presiding Officer.

The presiding officer of directors' meetings shall be the chairman of the board if such an officer has been elected, otherwise the President shall preside. In the absence of the presiding officer, the directors present shall designate one of their number to preside.

11. Removal of Directors.

Except as provided in Paragraph One (1) above, at any duly convened regular or special meeting, any one 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 Twelve (12) below.

12. Vacancies on Board of Directors.

If the office of any Director 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.

13. Disqualification and Resignation of Directors.

Any Director may resign at any time by sending a written notice of such resignation to the Secretary of the ASSOCIATION. 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 Camino Woods II by a Director shall automatically constitute a resignation, effective when title has transferred. 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.

14. Order of Business at Directors' Meetings.

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.

15. 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.

16. Powers and Duties.

- (a) The Board of Directors shall have the power:
 - (1) To call meetings of the members.
 - (2) 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.
 - (3) To establish, levy and assess, and collect in such manner as it may determine the assessments necessary to operate the Recreation Facilities and the ASSOCIATION and to carry on its activities and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.
 - (4) To adopt and publish rules and regulations governing the use of the Recreation Facilities and any common areas and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.
 - (5) To authorize and cause the ASSOCIATION to enter into contracts for the day-to-day operation of the Recreation Facilities and the ASSOCIATION and for the discharge of its responsibilities and obligations.
 - (6) 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 Camino Woods II, or the Articles of Incorporation of the ASSOCIATION.
- (b) It shall be the duty of the Board of Directors:
 - (1) To cause to be kept a complete record of all its acts and corporate affairs.
 - (2) To supervise all officers, agents, and employees of the ASSOCIATION and see that their duties are properly performed
 - (3) With reference to the assessments to the ASSOCIATION:

- (i) 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;
 - (ii) 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.
- (4) 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.

ARTICLE IV

Officers

1. Executive Officers.

The executive officers of the ASSOCIATION shall be a President, who shall be a director, a Vice President, a Treasurer, a Secretary and an Assistant Secretary, all of whom shall be elected annually by the Board of Directors and who may 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 additional officers and designate their powers and duties, as the Board of Directors shall find to be required to manage the affairs of the ASSOCIATION.

2. President.

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. 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 shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

4. Secretary.

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. Treasurer.

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. Compensation.

The compensation of all officers and employees of the ASSOCIATION shall be fixed by the Board of Directors. This provision shall not preclude the Board of Directors from employing a director as an employee of the ASSOCIATION, nor preclude the Board of Directors from 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 for the operation, maintenance and replacement of the Recreation Facilities and other 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. The Board of Directors is specifically empowered, on behalf of the ASSOCIATION, to make and collect assessments and to operate and maintain the Recreation Facilities and other 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 ASSOCIATION and, upon request, the 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 with respect to 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 by either the Board of Directors or the members in the following manner:

1. 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.
2. A resolution with respect to a proposed amendment may be adopted by either the Board of Directors of the ASSOCIATION or by the members of the ASSOCIATION. The By-Laws may be amended at regular or special meeting of the members or the Board of Directors by votes of a majority of members present in person or by proxy, or of a majority 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 CAMINO WOODS II 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 Recreation Facilities or services made available to the unit owners. A copy of the Rules and Regulations shall 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. The Recreation Facilities shall only be used by the lot owners and those persons permitted by the directors. 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 therefor, 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, and the Declaration of Restrictions, the Declaration of Restrictions shall prevail over the By-Laws and the Rules and Regulations.

The foregoing By-Laws were filed with Palm Beach County on July 31, 2012.