BY-LAWS
OF
THE PARK AT TANGLEWOOD LAKES HOMEOWNERS ASSOCIATION, INC.

WHEREAS, this Association took control of its affairs from the Developer in ________________, 1999 but did not receive a copy of the Association's Bylaws; and

WHEREAS, the Association unsuccessfully attempted to obtain the bylaws from the management firm the Developer hired to manage the property; and

WHEREAS, the Association's attorney even spoke directly with the Developer about obtaining a set of bylaws but was told to contact the management firm; and

WHEREAS, the Association therefore proposed to the membership that this document be adopted as the Association's bylaws; and

WHEREAS, ____________ percent of the membership approved the adoption of this document as the Association's Bylaws, to replace any other set that may hereafter be located.

NOW THEREFORE, the following document is the **BYLAWS of THE PARK AT TANGLEWOOD LAKES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I- IDENTITY

1. These are the Bylaws for **THE PARK AT TANGLEWOOD LAKES**, a not-for-profit corporation that was organized under the laws of the State of Florida when its Articles of Incorporation were filed with the Secretary of State in Tallahassee, Florida on _______________.

2. The Association has been organized to manage, operate and maintain the common areas as defined in the Association's Amended and Restated Declaration of Covenants, Conditions and Restrictions, recorded in the Official Records of Broward County, Florida in Official Records Book 22024 at page 0891.

3. THE PARK AT TANGLEWOOD LAKES HOMEOWNERS ASSOCIATION, INC. is **not a condominium association.** It is governed by chapter 617, F.S. as it currently exists and as it may be amended from time to time, and by the Amended and Restated Declaration of Covenants, Conditions and Restrictions referred to in paragraph 2 of this article.

4. There is no corporate office on the property; the property is described as Tract "B," Tanglewood Townhomes Section 2, according to the Plat thereof, as recorded in Plat Book 127, at page 2 of the public records of Broward County, minus the parcels described in Exhibit A of the Amended and Restated Declaration. The property address is ________________________.

5. The seal of the Corporation shall bear the Corporation's name, the word "Florida," the words "not-for-profit," and the year of incorporation.

ARTICLE II- MEMBERS' MEETINGS (Annual and Special)

1. The **Annual Members' Meeting** shall be held at the swimming pool area of the Association, or at a place to be determined by the Board of Directors from time to time within a reasonable distance from the pool. The Annual Meeting shall be held on the ______________ in ____________________ of each year at ________ pm, or at any other time the Board of Directors may direct from time to time. If the meeting date falls on a legal or religious holiday the meeting shall be held at the same hour on the next succeeding _______________.

2. The purpose of the **Annual Meeting** is to elect a board of directors for the coming year and to transact any other business the members are authorized or needed to transact.

3. Nominations for election to the Board of Directors will be taken from the floor at the **Annual Meeting**. When all nominations have been made the nominations portion of the meeting will be closed, and ballots will be distributed, marked and counted at the same meeting.

All members of the Association (defined as those holding record title to a Lot in the Association) are eligible to serve on the board of directors. A member may nominate himself or herself as a candidate for the board at the Annual Meeting at which the election is held.

Boards of Directors must be elected by a plurality of the votes cast by eligible voters.

4. A **Special Members' Meeting** shall be held whenever called by a majority of the Board of Directors. A **Special Members' Meeting** must be called by the officers upon receipt of a written request from one-third (1/3) of the total voting interests of the Association. Whenever a meeting is so requested, the date of the meeting shall be announced within ten (10) days of the date the request is received, and the meeting must be held within thirty (30) days of receipt of the written request. Business conducted at a special meeting is limited to the purpose described in the notice of the meeting, and the notice must contain a description of the purpose(s) for which the meeting is called.

5. **Notice** of all members' meetings will be signed by the President, Vice President or Secretary and will state the date, time and place of the meeting. It will also contain an agenda for the meeting. The notice shall be posted in a conspicuous place on the Association property. Copies of the notice shall be mailed to each member and posted at least fourteen (14) days before the date of the meeting (unless the member has provided a written waiver of the right to receive meeting notices by mail).

6. Business cannot be conducted at a members' meeting unless a **quorum** of the members is

present. The percentage of voting interests required to constitute a quorum at a meeting of the members shall be thirty (30%) percent of the total voting interests.

7. Each Lot at THE PARK AT TANGLEWOOD LAKES is entitled to one vote at a members' meeting. The vote of the lot shall be cast by the person named in the Voting Certificate signed by all record owners of the Lot, and the Voting Certificate must be filed with the Secretary of the Association. The Voting Certificate is valid until replaced by a subsequent Certificate. If the voter named in the Certificate is not present when a vote is taken and if the voter has not filed a proxy with the Secretary no vote will be counted for that Lot. With respect to corporate ownership, the designated voter shall be named in a corporate resolution filed with the Secretary of the Association.

8. **Proxies** may be used to cast votes by people unable to attend a meeting in person. To be valid, a proxy must be dated and must state the date, time, and place of the meeting for which it was given. It must also be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time. In any event that proxy automatically expires 90 days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

9. The **order of business** at **Annual Members Meetings** and all other members' meetings shall, as far as practicable, be as follows:

A. Calling of the roll and certifying proxies.

B. Certification by Secretary as to notice of meeting, posting of the meeting notice, and any waivers of notice.

C. Reading of minutes of previous meeting and disposition of same.

D. Reports of Officers.

E. Reports of Committees.

F. Unfinished Business.

G. New Business.

H. Election of Board of Directors.

I. Good and Welfare.

J. Adjournment.

10. Decisions that require a vote of the members must be made by the concurrence of at least a **majority of the voting interests** present, in person or by proxy, at a meeting at which a quorum has been attained.

11. **Adjournment** of an annual or special meeting to a different date, time or place must be announced at that meeting before an adjournment is taken, or notice must be provided as stated in paragraph 12. Any business that might have been transacted on the original date of the meeting

may be transacted at the adjourned meeting.

12. **Notice** of any membership meeting must be posted in a conspicuous place on the Association property at least 48 hours before the meeting, except in an emergency. In the alternative, if notice is not posted in that fashion, the notice must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency. Notice of an adjourned meeting must be given to persons who are entitled to vote and are members as of the date of the new record meeting date but were not members as of the previous record date.

13. Any Lot Owner may **tape record or videotape** meetings of the board of directors and meetings of the members. The board of directors may adopt reasonable rules and regulations governing the taping of board meetings and of members' meetings.

ARTICLE III- BOARD OF DIRECTORS

1. **Composition**: The Board of Directors shall consist of at least five (5) persons but no more than ______________ persons. The number of positions on the board may be changed by the members at the Annual Meeting.

2. **Qualifications of Directors**: Each member elected to the Board of Directors shall be the record owner of a Lot in THE PARK AT TANGLEWOOD LAKES. In the case of corporate ownership, any officer or director of the corporate owner may serve on the board after submitting a corporate resolution showing the corporation's intent to allow that person to represent the corporation.

3. **Term of Service**: Each director shall serve until the next Annual Meeting, until he resigns, or until he is removed by the members or by the association.

4. **Manner of Election**: (a) positions on the board will be filled by the membership at the Annual Meeting or at a special meeting called for that purpose. The meeting shall be conducted as outlined in article II of these Bylaws.

5. Directors shall serve without **compensation**.

6. **Vacancies and Removals:** (a) Vacancies on the board may be filled by appointments approved by the remaining directors, and those appointees will serve until the next Annual Meeting.

(b) A special meeting of the members shall be called to elect a complete new board of directors if the number of vacancies exceeds forty (40%) percent of the total positions filled at that year's Annual Meeting. That special meeting shall be called as soon as possible by the remaining directors. The unexpired terms of the remaining directors shall end immediately upon election of the full new board. The new board shall serve until the next Annual Meeting.

(c) Any member of the Board may be recalled or removed from the board if (1) a majority of the Association's voting interests so request in writing or (2) one-third (1/3) of the Association's voting interests convene a special meeting by written petition for that reason. The procedures outlined in article II, paragraph 4 shall be used to convene this special meeting. The quorum requirements set forth in article II, paragraph 6 shall apply, and decisions to remove must be approved by a majority of those present (in person or by proxy) at a meeting at which a quorum has been obtained.

7. The **organizational meeting** of the newly elected Board of Directors shall be held within ten (10) days of its election, at such place and time as may be fixed by the outgoing President. Notices of such meeting shall be posted in a conspicuous place on the association property, at least forty-eight (48) hours before the meeting, unless the date, time and place are announced at the Annual Meeting. In the latter event no further notice need be posted. Directors may vote by secret ballot at organizational meetings.

8. **Regular Board Meetings**: (a) A meeting of the Board of Directors occurs whenever a quorum of the board gathers to conduct association business. All board meetings must be open to all members except for meetings between the board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege.

(b) Notices of all board meetings must be posted in a conspicuous place on the association property at least 48 hours before the meeting, except in an emergency. If notice is not provided in this fashion it must be mailed or delivered to each member at least seven (7) days before the meeting, except in an emergency.

(c) Actions may be taken without a board or committee meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. Such action is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under paragraph has the effect of a meeting vote and may be described as such in any document.

(d) An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and a statement explaining the nature of the assessment.

(e) Other than at organizational meetings called to elect officers, directors may not vote by proxy, nor by secret ballot, at board meetings.

(f) This entire paragraph 8 also applies to meetings of committees or of other similar bodies, when a final decision will be made regarding the expenditure of association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

9. **Special Board Meetings** may be called by the President, and must be called by the Secretary if one-third (1/3) of the board members file a written request for a special meeting. Notice of that meeting shall be posted in the same manner as provided in paragraph 8 of this article, and must state the purpose of the meeting.

10. **Conduct of Meetings**: (a) All meetings of the board are **open to all lot owners** Lot owners attending such meetings shall recognize the order of business established by the board, may (if the board allows) have the right to be heard on matters discussed by the board *after the board has concluded its business*, but shall not have the right to vote on any motion the board has considered.

(b) The President shall be the presiding officer at board meetings. In his absence the Vice President shall preside. If the Vice President is unable to preside those directors present shall designate any one of their members to preside over the meeting.

(c) A director who is present at a meeting of the board of directors or a committee of the board when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the meeting; or (2) he votes against or abstains from the action taken.

11. A **quorum** at a directors' meeting shall consist of the directors entitled to cast a majority of the votes of the entire board.

12. **Financial Decisions**: see article IV ("Powers and Duties of the Board of Directors) and article VI ("Fiscal Management").

ARTICLE IV- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. All of the powers and duties of the Association shall be exercised by the Board of Directors. These powers and duties include those conferred by common law, by the relevant Florida and Federal statutes as each currently exist and as they may be amended from time to time, by the Articles of Incorporation of this Corporation, and by these Bylaws. These include but are not necessarily limited to the power and duty to:

a. make and collect assessments Lots and members as described in article 4 of the Amended and Restated Declaration to defray the cost of operating this association;

b. make and collect assessments from Lots and Association members for the purpose of creating reserve accounts which shall be designated specifically for non-recurring future major expenses;

c. make assessments against Lots and association members with respect to any unpaid operating expenses previously incurred;

d. make and collect assessments against Lots and association members to defray the cost of any capital improvements or investments as shall have been approved as provided elsewhere in these documents;

e. make assessments, either as part of the Annual Budget, or in accordance with these documents, which shall be due and payable under the terms and conditions as may be fixed by the Board of Directors in each instance;

f. designate as the Association's depository any bank(s) acceptable to the Board of Directors, and in which the Association's money shall be deposited. Withdrawals of money from these accounts shall be made only by checks signed by persons designated by the Board of Directors;

g. use and disburse the proceeds of the assessments only for the purposes for which they were assessed or levied;

h. arrange for the maintenance, repair, replacement and operation of the Association's common areas; entering contracts needed to implement this purpose, subject to the **expense limitations** described in these bylaws (particularly in **article VI**);

i. make and amend rules and regulations regarding the use of the common properties, and to enforce the rules by imposition of fines and penalties and/or by litigation;

j. enforce the provisions of the Articles of Incorporation, these Amended and Restated Bylaws, and any existing Rules and Regulations the board adopts as they relate to the common properties the Corporation administers. Enforcement may be by litigation in court or by the imposition of fines and penalties for violations;

k. carry insurance for the liability of Lot owners and the Association against fire, casualty, and liability claims of third parties, as well as such other insurance coverage as the board determines is necessary;

l. pay the cost of all power, water, sewer and other utility services required for the proper administration of the Association;

m. The Board may appoint committees to perform various functions as it deems necessary;

n. any other proper powers needed to administer this Corporation's affairs.

ARTICLE V- OFFICERS

1. The **executive officers** of this Corporation shall be a President, Vice President, a Treasurer, and a Secretary, all of whom shall be directors. They shall have the right to vote as directors regardless of the office they hold. Any person may hold two (2) or more offices, except that the President shall not be Vice President or Secretary. The Board may elect other officers from amongst the Association membership if it deems that to be necessary to manage the Association's affairs.

2. **Election and Removal of Officers**: Officers shall be elected annually at the Board's organizational meeting, and they may be removed by the Board of Directors at any meeting as long as removal is approved by a majority of the directors present in person or by proxy at a duly noticed board meeting.

3. The **President** shall be chief executive of the Association. He/she shall have all the powers and duties which are usually vested in the office of President of a corporation, including but not limited to the power to appoint committees from among the members as he may in his discretion deem necessary and appropriate to assist in the conduct of the Association's affairs. He will also preside at all membership meetings, and call and preside over regular directors' meetings

4. The **Vice President** shall, in the absence or disability of the President, exercise the powers and duties of President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

5. The **Secretary** shall keep the minutes of the proceedings of the Association and of the Board of Directors. Minutes must be maintained in written form or in another form that can be converted to writing within a reasonable time. A vote or abstention from voting on each matter voted upon for each director present at a board meeting must be recorded in the minutes.

The Secretary shall serve all notices required by law and by the Association's governing documents. He shall have custody of the Association's seal and shall affix it to instruments requiring a seal when duly signed. He shall keep all records of the Association except those of the Treasurer, and he shall perform all other duties incident to the office of Secretary of a corporation, as well as any duties the President or Directors require. The **Assistant Secretary**, if appointed, shall perform the duties of the Secretary when the Secretary is absent.

The Secretary (or management company, if hired by the board of directors) shall keep all "Official Records" outlined in s. 617.303(4), F.S., as it currently exists or as it may be amended from time to time. It shall allow the inspection and copying of records as required by s. 617.303(5), F.S., as amended.

6. The **Treasurer** shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the members of the Association, and the books of the Association in accordance with good accounting practices. He shall perform all other duties incident to the office of Treasurer.

ARTICLE VI- FISCAL MANAGEMENT

The provisions for fiscal management of the Association shall be as follows:

1. **Fiscal Year**: The Association's Fiscal Year is ___________ to ____________

2. **Assessment Roll**: The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each member. Such an account shall designate the name and address of the member, the dates and amounts in which the assessments come due, the amounts paid upon the account, and the balance due and unpaid.

3 . **Budget**:

(a) The budget will be adopted by the Board of Directors for each fiscal year.

(b) The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges for, among other items:

1. Recreational amenities;
2. Maintenance and operation of the common areas, as more particularly described in the Amended and Restated Declaration of Covenants, Conditions and Restrictions;
3. Utilities;
4. Insurance;
5. Administration.

(c) The total proposed budget shall be allocated among the various members equally, as required by article 4.1 of the Amended and Restated Declaration.

(d) The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member. The copy must be provided to the member within ten (10) business days after receipt of a written request for same.

4. **Depository:** the depository of the Association shall be any bank(s) acceptable to the Board of Directors, and in which the Association's money shall be deposited. Withdrawals of money from these accounts shall be made only by checks signed by persons designated by the Board of Directors.

5. An **audit** of the Corporation's accounts shall be made annually by a Certified Public Accountant, and a copy of the report shall be furnished to each member not later than ___________ of the year following the year for which the report is made.

6. **Fidelity Bonds** are required by the Board of Directors from all directors, officers and employees of the Association and from any contractor handling or responsible for Association funds. The amount of such bonds shall be determined by the Board of Directors in accordance with the requirements of article 8.1.4 of the Amended and Restated Declaration. The premiums on such bonds will be paid by the Association.

7. **Limitations on Expenditures**: (a) Membership Approval Not Required: (1) an expense for or related to an item that does not exceed 115% of the amount that had already been budgeted for that particular item may be authorized by the board of directors without membership approval. The approval of a majority of the board is required to approve this expense. (2) the board of directors may authorize use of reserve funds without the approval of the Association's membership when the expense would be for the same purpose for which the reserve funds were collected.

(b) Membership Approval Is Required: (1)an expense for or related to an item that exceeds 115% of the entire operating budget requires the approval of a majority of the voting interests attending a meeting in person or by proxy called for the purpose of considering the expense; (2) membership approval is required to authorize use of reserve funds for purposes other than the purposes for which they were originally assessed and collected.

8. **Financial Reporting**: The Association shall prepare an annual financial report within 60 days after the close of the fiscal year. Within ten business days of receipt of a written request for same, the Association shall provide a member with a copy of the annual financial report, or a written notice that a copy is available upon request at no charge to the member. The financial report must consist of either:

(a) Financial statements presented in conformity with generally accepted accounting principles; or

(b) A financial report of actual receipts and expenditures, cash basis, which report must show:

1. The amount of receipts and expenditures by classification; and
2. The beginning and ending cash balances of the association.

ARTICLE VII- PARLIAMENTARY RULES

The latest edition of **Robert's Rules of Order** shall govern the conduct of corporate proceedings when these rules do not conflict with the Articles of Incorporation or By-Laws of the Association, or with the Florida Statutes governing this Association.

ARTICLE VIII- AMENDMENTS

Amendments to these Amended and Restated Bylaws shall be proposed and adopted in the following manner:

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

2. A resolution adopting the proposed amendment must receive the approval of at least a simple majority of the Association's voting interests. Members not present at the meeting at

which the amendment is being considered may express their approval in writing, but such approval must be received by the Association's Secretary before the meeting in order to be counted.

3. An amendment may be proposed by the Board of Directors or by the membership of the Association, and after being proposed by one body it shall be approved by the other body in the manner described above.

4. The amendment will be effective upon recording in the public records of Broward County, Florida .

ARTICLE IX- MISCELLANEOUS

1. The use of the word "he" or "his" in these documents refers to both male and female.

2. Determination by a court of law that any part of these documents is invalid will not cause the entire document to be invalid.

3. The Association's failure to enforce any portion of these documents will not have the effect of preventing future enforcement.

WE, as officers of THE PARK AT TANGLEWOOD LAKES HOMEOWNERS ASSOCIATION, INC., hereby certify that the foregoing By-Laws of THE PARK AT TANGLEWOOD LAKES HOMEOWNERS ASSOCIATION, INC. were duly adopted by the membership this _________ day of ________________, 2000.

THE PARK AT TANGLEWOOD LAKES
HOMEOWNERS ASSOCIATION, INC.

By: ________________________________
as President

Attested: ________________________________
Secretary

STATE OF FLORIDA }
ss
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared _____________ _____________________ and _________________________, as President and as Secretary, respectively, to me known, and known to be to be the persons who signed the foregoing Bylaws as such officers and who both acknowledged the execution of this document to be their free act and deed as such officers for the uses and purposes therein mentioned, and that the said instrument is the fact and deed of said Corporation.

WITNESS my hand and official seal at Broward County, Florida this _______ day of ______________, 2000.

____
Notary Public, State of Florida

____
Notary Public's Name [printed]

my commission expires:

<u>THIS DOCUMENT PREPARED BY:</u>
Cheryl J. Levin, Esq.
Cheryl J. Levin, P.A.
Courtyard Business Center
10226 NW 47th Street
Sunrise, Florida 33351-7970