

## WESTWOOD COMMUNITY FIVE ASSOCIATION, INC.

A corporation not for profit under the laws of the State of Florida.

ARTICLE I

Identity. These are the By-Laws of WESTWOOD COMMUNITY FIVE 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 the Recreational Area located in Tamarac at 8300 N.W. 93rd Avenue, or at 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:

ARTICLE IIMEMBERS' 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 address of the Association, located at 8300 N.W. 93rd Avenue, Tamarac, Florida 33321, or such place as designated by the Board of Directors of the Association, on the first Monday in February of each year for the purpose of electing directors and transacting any other business authorized to be transacted by the members. If the day for such meeting is a legal holiday, the meeting shall be held 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 place and time 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 notices 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 no more than thirty (30) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving notice. Notice of meeting may be waived before or after meetings.

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- (a) To the notice given for the members annual meeting for the election of directors, there shall be attached a slate of nominees by a Nominating Committee designated by the Board of Directors, with appropriate language indicating the member's right to nominate any member of his or her choosing for each director to be elected. The acceptance of the nominees must be in writing by the persons nominated. The names of the nominees shall be placed on the ballot. The nominations must be received by the Chairman of the Nominating Committee no later than a full twenty (20) days prior to the election.

The Nominating Committee shall also declare that any member of the Association who wishes to run for election to the Board of Directors may so advise the Nominating Committee in writing at least twenty (20) days before the election, and the Nominating Committee shall insert his or her name on the ballot after the persons selected by the Nominating Committee. Nominations from the floor on the date of election shall be accepted and after such nominee has declared his or her acceptance of the nomination to the membership present, such nominee shall be known as a "write in" on the election ballot.

5. Quorum. The presence at a meeting of the members entitled to vote or of proxies entitled to vote, in the total number of one hundred and seventy-five (175), shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or the Declaration of Restrictions.

If it has been determined that a quorum exists at the beginning of a meeting, any decrease of the quorum during that meeting shall not affect or nullify the agenda or the voting of that meeting.

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;
  - (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 nine (9) Directors. As amended on February 2, 1976, the three (3) members receiving the highest number of votes shall be elected for a term of two (2) years, and the six (6) members receiving the next highest number of votes shall be elected for a term of one (1) year. Thereafter, six (6) directors shall be elected each year. The three (3) members receiving the highest number of votes shall be elected for a term of two (2) years and the three (3) members receiving the next highest number of votes shall be elected for a term of one (1) year.

- (a). As amended on February 2nd, 1981. In the event there are not more than six (6) candidates elected to the Board of Directors at the Annual Members Meeting, the Board of Directors, at their first meeting which shall be held within ten (10) days of their election, shall conduct a drawing (cast lots) to determine which three (3) of the newly elected officers shall serve a two (2) year term and which three (3) officers shall serve a one (1) year term.
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.
- (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.
3. Each Director shall serve his or her term and shall extend until his successor has been qualified and elected 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. 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 as 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 membership, 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 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 which such vacancy occurred, provided said vacancy occurs among the Directors elected for a period of one (1) year or during the second year of the Directors elected for a period of two (2) years. Where a vacancy occurs during the first year among the Directors elected for a two (2) year term, the director then serving and having received the highest number of votes among the remaining one (1) year directors, shall serve for the balance of the term of such two (2) year director. If such director shall refuse such service, then the director having received the next highest number of votes shall serve for the balance of the term of the two (2) year director.
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 annual meeting of the membership, the transfer of title of his unit 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 of the ASSOCIATION shall have the powers and duties necessary for the administration of the affairs of the ASSOCIATION and may do all such acts and things as are not by law or by the Declaration of Restrictions, this ASSOCIATION's Articles of Incorporation, or these By-Laws, directed to be exercised and done by lot owners. These powers shall specifically include, but shall not be limited to, the following:
- (a) To exercise all powers specifically set forth in the Declaration of Restrictions, this ASSOCIATION's Articles of Incorporation, in these By-Laws, and all powers incidental thereto.
  - (b) To make assessments, collect said assessments, and use and expend the assessments to carry out the purposes and powers of the ASSOCIATION.
  - (c) To employ, dismiss and control the personnel necessary for the maintenance and operation of the recreational areas and facilities, including the right and power to employ attorneys, accountants, contractors, and other professionals, as the need arises.
  - (d) To make and amend regulations respecting the operation and use of the recreational area and facilities, subject to the provisions of the Long-Term Lease recorded in the Public Records of Broward County, Florida.
  - (e) Designate one or more committees which, to the extent provided in the resolution designating said committee, shall have the powers of the Board of Directors in the management and affairs and business of the ASSOCIATION. Such committee shall consist of at least three (3) members of the ASSOCIATION. The committee or committees shall have such name or names as may be determined from time to time by the Board of Directors, and said committee(s) shall keep regular Minutes of their proceedings and report the same to the Board of Directors, as required. The foregoing powers shall be exercised by the Board of Directors, or its contractor or employees, subject only to approval by lot owners when such is specifically required.
  - (f) The Board of Directors shall not obligate the Association for any expenditure or financial obligation involving any amount in excess of Three Thousand (\$3,000.00) Dollars, EXCEPT in matters relating strictly to the proper maintenance of the Association's recreational facilities, and except for the payment of the regular monthly charges for the use of the recreational, parking facilities, taxes and insurance. Where the amount to be expended or the obligation to be incurred exceeds \$3,000.00, the proposal shall be submitted to the membership for approval either:

1. At the Annual meeting or at a Special meeting called in accordance with these By-Laws, or
  2. By mailing to the membership the proposal with a favorable response of not less than one hundred and forty-two (142) members.
- (g) In all cases where bids are necessary for services or materials, at least three (3) sealed bids shall be required to be submitted to the Board, none of these bids shall be accepted from residents of Westwood Community Five, and the award of the contract must be to the lowest reliable bidder.

#### 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 preemptorily 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 executive 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 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 managing agent as an employee of the Association, nor preclude contracting with an agent (non-owner/resident) 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.

8. At the expense of the Association, all persons including officers handling funds of the Association, shall be required to be covered under a Fidelity Bond in the amount of Fifty Thousand (\$50,000.00) Dollars.

#### 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, repair or replacement of the recreational facilities, costs of carrying out the powers and duties of the ASSOCIATION, all insurance premiums and expenses relating thereto, including fire insurance and extended coverage, expenses under the Long-Term Lease, including recreational lease payments and 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, and the Long-Term Lease recorded in the Public Records of Broward County, Florida. The Board of Directors is specifically empowered, on behalf of the ASSOCIATION, to make and collect assessments and to lease, maintain, repair and replace the recreation facilities, subject, however, to the provisions of the Long-Term Lease. 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 8% per annum and the ASSOCIATION may bring an action of 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 by a vote of a majority of a quorum of members present in person or by proxy. 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.
3. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the WESTWOOD COMMUNITY FIVE ASSOCIATION, INC. By-Laws, which certificate shall be executed by the officers of the ASSOCIATION with the formalities of a deed.

#### ARTICLE VIII

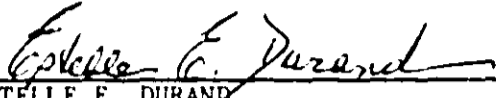
##### RULES AND REGULATIONS.

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 recreational facilities 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 area and facilities under the Long-Term Lease shall at all times be subject to such Rules and Regulations as the directors may establish from time to time. Said recreation area and 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. All children who are under such age as the directors determine must be accompanied by a responsible adult to the recreation area and facilities. Any damage to 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. The foregoing provisions are further subject to the approval of the Lessor, and said Lessor shall have the paramount right should Lessor desire, to establish Rules and Regulations for the use of the recreation area and facilities, and to determine who may use said facilities, and under what circumstances and conditions.
3. In the event of any conflict between the By-Laws, the Rules and Regulations adopted, or from time to time amended, and the Declaration of Restrictions, the Declaration of Restrictions shall prevail over said By-Laws or Rules and Regulations.
4. The Association, by appropriate action of the Board of Directors subject to such rules and regulations as may be imposed, may authorize any group of homeowners properly organized, to conduct community activities on such terms as the Board of Directors shall determine from time to time.
5. In these By-Laws whenever the context so required, the masculine gender includes the feminine.




CERTIFICATION

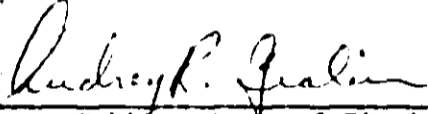
The foregoing were adopted as the AMENDED BY-LAWS of WESTWOOD COMMUNITY FIVE ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, at the Annual Members' Meeting held on the 1st Day of February, 1982, at the Clubhouse of said Association, 8300 N.W. 93rd Avenue, Tamarac, Florida 33321, in the County of Broward.

  
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ESTELLE E. DURAND  
Secretary

Approved:

  
\_\_\_\_\_  
HAROLD H. NEWMAN  
President

Sworn to and subscribed before me  
this 23 day of February, 1982

  
\_\_\_\_\_  
Audrey R. Zeal  
Notary Public, State of Florida

My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES DECEMBER 21, 1984

RECORDED IN THE OFFICIAL RECORDS BOOK  
OF BROWARD COUNTY, FLORIDA  
GRAHAM W. WATT  
COUNTY ADMINISTRATOR