

**DELAIRE COUNTRY CLUB
PROPERTY OWNERS' ASSOCIATION**

BY-LAWS

January 2010

**AMENDED BY-LAWS
OF
DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE I
IDENTITY**

These are the By-Laws of DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC. hereinafter called the "Association", a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation which were filed in the office of the Secretary of State of the State of Florida, on the 20th day of March, 1978. The Association has been organized to promote the health, safety, and social and economic welfare of all owners of lots within the area described in Exhibit A-1 (hereinafter "Exhibit A-1"), attached to the Articles of Incorporation of DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.

A. Definitions.

All the terms used herein which are defined for DELAIRE COUNTRY CLUB (the Declaration") by the Declaration and Establishment of Covenants and Restrictions for Maintenance shall be used herein with the same meaning as defined in the Declaration.

B. Fiscal Year.

The Fiscal Year shall be the calendar year.

C. Address.

The office of the Association shall be c/o DELAIRE COUNTRY CLUB, 4645 WHITE CEDAR LANE, DELRAY BEACH, FL 33445 or such other place or places as the Board of Directors may from time to time determine.

D. Corporate Seal.

The seal of the Association shall have inscribed thereon the name of the Association, the year of its organization and the words "corporation not for profit". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

**ARTICLE II
MEMBERSHIP AND MEMBERS' MEETINGS**

A. Qualification.

The members of the Association shall consist of all record title holders of a Lot as defined in the Declaration. The terms and conditions of membership are all as set forth in Article IV of the Articles of Incorporation of the Association and said provision is incorporated by reference herein.

B. Special and Annual Meetings.

Special members' meetings shall be held at the office of the corporation whenever called by the President or by a majority of the Board of Directors. The

business conducted at such special meeting shall be limited to that stated in the notice of meeting. The Annual meeting of the members held annually to elect the Board of Directors shall be held on the first Sunday of March of each year or within 30 days thereafter, at the discretion of the Board of Directors.

C. Notice of Meeting.

Notice of members' meetings stating the time and place and the objects for which the meeting is called, shall be given by the President, Vice President or Secretary, unless waived in writing. Such notice shall be written or printed and shall state the time and place and object for which the meeting is called. Such notice shall be given to each member not less than fourteen (14) days, nor more than sixty (60) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each member within said time. If presented personally, receipt for such notice shall be signed by the member, indicating the date on which such notice was received by him. If mailed, such notice shall be deemed to be properly given when deposited in the United States mails, addressed to the member at his post office address as it appears on the records of the Association, the postage thereon prepaid. Proof of such mailing shall be given by the affidavit of the person giving the notice. Any member may, by written notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of notice to such member.

D. Quorum.

A quorum at members' meeting shall consist of the presence in person or by proxy of a majority of the votes of the entire membership. The acts approved by a majority of the votes present at a meeting in which a quorum is present shall constitute the acts of the members, except when approval by a greater number of members is required by the Declaration of Covenants and Restrictions for Maintenance, the Articles of Incorporation or these By-Laws.

E. Voting.

(1) In any meeting of members, the Lot owners shall be entitled to one (1) vote for each Lot so owned.

(2) If a Lot is owned by one (1) person, his right to vote shall be established by the roster of Lot owners kept by the Secretary of the Association. If a Lot is owned by more than one (1) person, or is under lease, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by all of the record owners of the Lot, according to the roster of Lot owners, and filed with the Secretary of the Association.

If a Lot is owned by a corporation, the person entitled to cast the vote for the Lot shall be designated by a certificate signed by the President or Vice President., and attested by the Secretary of the corporation and filed with the Secretary of the Association. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until a change in ownership of the Lot concerned. A certificate designating the person entitled to cast the vote of a Lot may be revoked by

any owner thereof. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirement of a quorum nor for any other purpose.

F. Proxies.

Votes may be cast in person or by written proxy. A proxy 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, or any adjournment thereof.

G. 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.

H. Control of Meeting.

At meetings of the membership, the President shall reside, or in his absence, the Vice President shall preside, or in the absence of both, the membership shall select a chairman.

I. Order of Business.

The order of business at members meetings shall be:

- (1) Determination of chairman of the meeting.
- (2) Calling of the roll and certifying of proxies.
- (3) Proof of notice of meeting or waiver of notice.
- (4) Reading and disposal of any unapproved minutes.
- (5) Reports of officers.
- (6) Reports of committees.
- (7) Election of inspectors of elections.
- (8) Election of Directors.
- (9) Unfinished business.
- (10) New Business.
- (11) Adjournment.

**ARTICLE III
DIRECTORS**

A. Nomination and Elections.

The affairs of the Association shall be managed by a Board of Directors consisting of nine (9) individuals.

(1) A Nominating Committee of five (5) members shall be appointed by the Board of Directors no later than November 1 prior to the Annual Members' Meeting.

(2) The Nominating Committee shall nominate annually three (3) candidates for the three (3) openings on the Board of Directors. If there are additional vacancies, the Nominating Committee shall nominate one (1) candidate for each additional vacancy.

No person, who is a member of the Nominating Committee, or his or her spouse, shall be eligible to be nominated as a candidate for the Board of Directors.

(3) The Nominating Committee's selection must be filed with the Secretary of the POA no later than December 1 prior to the Annual member's Meeting.

(4) The Secretary shall, no later than December 15 prior to the Annual Members' Meeting, post the names of the Nominating Committee's candidates for the Board of Directors on the official bulletin board of the POA and also send a letter containing this information to the entire membership.

(5) Any member of the POA, other wise qualified under these By-laws, who has appeared before the Nominating Committee and who has not been nominated for election to the Board of Directors, may automatically be placed on the ballot by notifying the Secretary of the POA, no later than January 15 prior to the Annual members' Meeting.

Such nominee, after having been certified by the Secretary of the POA as being qualified to be placed on the Ballot in accordance with the provisions of these By-Laws, shall, no later than February 1 prior to the Annual Members' Meeting, have their names posted on the official bulletin board of the POA and have a letter sent to the membership advising them of these additional nominations.

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

(7) After the election of the initial nine (9) members of the Board to terms of three (3) for one (1) year, three (3) for two (2) years, and three (3) for three (3) year terms, each subsequent election shall elect three (3) members for a term of three (3) years each, plus the election of member to fill any vacancies that may have occurred during the previous year.

(8) Except as to vacancies provided by removal of Directors by members, vacancies on the Board of Directors occurring between Annual or Special Meetings of members shall be filled by the remaining Directors.

(9) Any Director may be removed by concurrence of a majority of the Members 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 at the same meeting.

(10) Regardless of the method by which a Director is selected (by appointment or by election), a Director may serve for no more than two (2) consecutive terms.

B. 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 meeting shall be given to each Director, personally or by mail, telephone or telegraph at least three (3) days prior to the day named for each meeting.

C. Special Meeting.

Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of two-thirds (2/3) of the Directors. No 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.

D. 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.

E. 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 written consent or by a greater number of Directors is required by the Declaration of Covenants and Restrictions for Maintenance, the Articles of Incorporation, of these By-Laws.

F. Adjourned Meetings.

If at any meeting of the Board of Directors there shall 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 resumption of an adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

G. Presiding Officer.

The presiding officer of Directors' meetings shall be the President; in the absence of the President, the Directors present shall designate one of their number to preside.

H. Order of Business.

The order of business at Directors' meetings shall be:

- (1) Calling of roll.
- (2) Proof of due notice of meeting.
- (3) Reading and disposal of any unapproved minutes.
- (4) Reports of officers and committees.
- (5) Election of officers.
- (6) Unfinished business.
- (7) New business.
- (8) Adjournment.

**ARTICLE IV
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

All of the powers and duties of the Association existing under the Declaration of Covenants and Restrictions for Maintenance, the Articles of Incorporation and these By-Laws, shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by members of the Association when such is specifically required. Such powers and duties of the Directors shall include, but shall not be limited to the following, subject, however, to the provisions of the Declaration of Covenants and Restrictions for Maintenance, the Articles of Incorporation and these By-Laws.

A. To purchase insurance for the protection of the Association and its members.

B. To call meetings of the members.

C. To cause to be kept a complete record of all its acts and corporate officers.

D. To enforce by legal means, the provisions of the Articles of Incorporation, the Declaration of Covenants and Restrictions for Maintenance, and the By-Laws of the Association.

E. To appoint and remove at pleasure, all officers, agent, 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 member, officer or Director of the Association in any capacity whatsoever.

F. To establish, levy and assess, and collect 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.

G. To make expenditures for Capital Improvements and assess the members therefore limited to no more than \$15,000 on any single project and subject to the foregoing, no more than \$50,000 in the aggregate in any fiscal year for all projects.

Either or both of the foregoing limitations may be removed, in whole or in part, by the same procedure and vote necessary to approve a By-Law change. The amounts so approved shall be reinstated, as available, under the preceding paragraph of this section.

Notwithstanding the above, the Board may expend a maximum of \$650,000 in funds in excess of the above stated amounts for Capital Improvements to Association property in connection with the Delaire Country Club Renovation Project, as approved by vote of the membership of the Delaire Country Club on May 13, 2008 so long as: a) such funds are available from existing budgeted funding of reserve accounts and current reserve accounts; and b) reserve funds are maintained at levels sufficient to comply with applicable law and satisfy currently identified Association needs. Unless extended by the same procedure and vote necessary to approve a By-Law change, the foregoing exception shall be effective until December 31, 2011.

**ARTICLE V
EXECUTIVE OFFICERS**

The executive officers of the corporation shall be a President, who shall be a Director, a Vice President, who shall be a Director, a Treasurer, and a Secretary; all of whom shall be elected annually by the Board of Directors and who may be

peremptorily removed by vote of the Directors at any meeting by concurrence of a majority of all of the Directors. Any person may hold two (2) or more offices except that the President shall not also be the Secretary. The Board of Directors shall, from time to time, elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

A. President.

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, as he may in his discretion deem appropriate, to assist in the conduct of the affairs of the Association. The President of the Association may, with the consent and approval of the Board of Directors, remove a board member from office should such board member fails to attend three (3) consecutive regular board meetings, a “regular” board meeting is defined in Article III, B of these By-Laws.

B. 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 Directors.

C. Secretary.

The Secretary shall keep the minutes of all proceedings of the Directors and members. He shall attend to the giving and serving of all notices to the members and Directors and other notices 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.

D. Treasurer.

The Treasurer shall have custody of all property of the Association, including funds, securities and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices, which together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. He shall submit a Treasurer’s report to the Board of Directors at reasonable intervals and shall perform all other duties incident to the office of Treasurer.

The compensation of all employees of the Association shall be fixed by the Directors.

**ARTICLE VI
FISCAL MANAGEMENT**

The provisions for fiscal management of the Association set forth in the Articles of Incorporation shall be supplemented by the following provisions:

E. Budget.

The Board of Directors shall adopt a budget for each calendar year which will include the estimated funds required to defray the common expenses and to provide and maintain funds for account and reserves.

F. Current Expense.

Current expense shall include all funds and expenditures to be made within the year for which the funds are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of the year shall be applied to reduce the assessments for current expenses for the succeeding year, or to fund reserves.

G. Reserve for Deferred Maintenance.

Reserve for deferred maintenance shall include funds for maintenance items which occur less frequently than annually.

H. Copies.

Copies of the budget and proposed assessments shall be available to each member on or before December 1, preceding the year for which the budget is made and shall be filed in the office of the Association.

I. Assessments for Common Expenses.

Assessments against the Lot owners for their share of the common expenses shall be made for the calendar year annually in advance on or before December 20, preceding the year for which the assessments are made. Such assessments shall be due and paid as directed by the Board of Directors in the resolution adopting the assessment. If an annual budget is not made as required, the assessment shall be presumed to have been made in the amount of the last prior assessment and shall be due upon the payment date until changed by an amended assessment.

J. Depository.

The depository of Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Directors.

K. Audit.

An audit of the accounts of the Association shall be made annually and a copy of the audit report shall be furnished to each member, not later than April 1 of the year following the year in which the audit is made.

L. Termination of Membership.

Termination of membership in the Association shall not relieve or release any such former owner or a member from a liability or obligation incurred under or in any way connected with the Association during the period of membership, or impair any rights or remedies which the Association may have against such former member arising out of, or in any way connected with such membership and the covenants and obligations incident thereto.

**ARTICLE VII
REGISTER**

The Secretary of the Association shall maintain a register in the corporation office showing the names and addresses of members. It shall be the obligation of the individual members to advise the Secretary of the Association of any change of address and ownership as otherwise provided. The Association, for purposes of notification, shall have the right to rely upon the last given address of each of the members.

**ARTICLE VIII
AMENDMENTS**

A. Notice.

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

B. Proposal of Amendment.

A resolution for a proposed amendment may be introduced by either the Board of Directors or by a petition signed by thirty (30) members of the Association. Directors and members., not present in person at the meeting when the proposed amendment will be voted, may express their opinion in writing, providing that such opinion is delivered to the Secretary of the Association at or prior to the meeting. The Secretary will read these opinions during the discussion of the proposed amendment.

Voting may be conducted by mail, without calling a meeting, consisting of no more than three mailings.

Approval shall consist of:

C. Not less than sixty percent (60%) of the membership of the Association voting, in person or by proxy, at any Annual or Special meeting or by mail balloting provided that the total number of votes cast constitutes a quorum;

D. Execution and Recording.

A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be effective when such certificate and a copy of the amendment are recorded in the Public Records of Palm Beach County, Florida.

**ARTICLE IX
PARLIAMENTARY RULES**

A. Roberts' Rules of Order (latest edition) shall govern the Association meeting when not in conflict with the Declaration of Covenants and Restrictions for Maintenance, the Articles of Incorporation, or these By-Laws.

B. Any or all Directors may participate in any regular or special meeting of the Board, or conduct any such meeting through the use of any means of communications by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE X MISCELLANEOUS

A. Use of Gender.

Whenever the masculine form of the person is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires.

B. Interpretation.

If an irreconcilable conflict should exist, or hereafter arise, with respect to the interpretation of these By-Laws and the Articles of Incorporation or the Declaration of Covenants and Restrictions for Maintenance, the provisions of the Declaration of Covenants and Restrictions for Maintenance shall prevail.

C. Interchangeability.

The words "Corporation" and "Association" are used synonymously.

ARTICLE XI FINING

1. In addition to all other remedies provided in these Bylaws, the Association may levy a fine upon an Owner for failure of the Owner, his family, guests, invitees, or employees, to comply with any provisions in this Declaration or the Articles, By-Laws or Rules and Regulations of the Association, provided that the following procedures are followed.

2. The Board of Directors shall appoint a Compliance Committee composed of no less than three (3) or more than five (5) Members who are not officers, directors or employees of the Association or the spouse, parent, child, brother or sister of an officer, director, or employee. If the Compliance Committee, by a majority vote, does not approve the proposed fine, it may not be imposed.

3. The Board of Directors shall notify the Owner of the infraction or infractions and the intention to levy a fine. Such notice must be received by the Owner at least fourteen (14) days in advance of the hearing. Included in the Notice shall be the date and time of the next Compliance Committee meeting at which the Owner shall present testimony and reasons as to why the fine should not be imposed at least fourteen (14) days after receipt of the Notice.

4. The non-compliance and proposed levy of a fine shall be presented by the Association to the Compliance Committee at the time and place provided in the Notice. The Compliance Committee meeting shall be conducted as a hearing for purposes of obtaining testimony concerning the alleged violation(s). A written decision of the Compliance Committee shall be submitted to the Owner not later than twenty-one (21) days after the hearing.

5. If the Compliance Committee determines that a violation has occurred, the Compliance Committee may levy a fine, not to exceed One Hundred Dollars (\$100.00) per violation against any Member or any tenant, guest, or invitee. A fine may be levied on the basis of each day of a continuing violation, against any Member or any tenant, guest, or invitee with a single notice and opportunity for a hearing, except that no such fine may exceed One Thousand Dollars (\$1,000.00) in the aggregate. A fine shall not become a lien against a parcel unless expressly permitted by applicable law.

6. A fine as provided in this Section shall be due and owing not later than thirty (30) days after the written decision as provided in paragraph [4] above.

7. Enforcement of Fine: Any fine levied in accordance with this Article may be enforced by the Association by bringing an action at law, or in equity, or both, in a court of competent jurisdiction. The prevailing party in any such litigation is entitled to recover reasonable attorney's fees and costs as provided in Ch. 720.305 (1). Florida Statutes.

8. Neither the Compliance Committee nor any member thereof shall be liable to the Association or to any Owner or any other person or entity for any loss, damage or injury arising out of or in any way connected with the performance or non performance of the Compliance Committee's duties hereunder.

The foregoing was adopted as the Amended By-Laws of **DELAIRE COUNTRY CLUB PROPERTY OWNERS' ASSOCIATION, INC.**, a corporation not for profit under the laws of the State of Florida, at a meeting of the Board of Directors on the _____ day of _____ 199__ and was duly ratified by the affirmative vote of more than 60% of the membership of the Association.

SECRETARY

(CORPORATE SEAL)

APPROVED

PRESIDENT