

BYLAWS
OF
THE HAWKE'S BLUFF HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

PURPOSE AND POWERS

A. ARTICLES OF INCORPORATION. These are the Bylaws of THE HAWKE'S BLUFF HOMEOWNERS ASSOCIATION, INC., a corporation not for profit, organized under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State.

B. PURPOSE AND POWERS. The Corporation has been organized for the purpose stated in the Articles of Incorporation and shall have and exercise all of the powers described in the Articles of Incorporation

ARTICLE II

DEFINITIONS

As used herein, the word "Corporation" shall be the equivalent of "Association" as described in the Declaration of Covenants of Hawke's Bluff Subdivision and Hawke's Bluff "Too" as filed in Official Records of Broward County, Florida. All other words as used herein shall have the same definitions as attributed to them in the Declarations and the Articles of Incorporation.

ARTICLE III

MEMBERSHIP AND VOTING

A. MEMBERS. Members shall be those record Owners of fee simple title to a Lot who received such title from Declarant or who obtained fee simple title from another Owner.

B. VOTES. Members shall be entitled to one (1) vote for each Lot owned by such Member.

C. PROXIES.

(1) Votes may be cast in person or by limited proxy which shall be voted solely on specific designated items. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary prior to the appointed time of the meeting, or any adjournment thereof. A proxy shall be valid for the period of time stated in the proxy. Where a Lot is owned jointly by husband and wife, and if they have not designated one of them as the voting Member by signed affidavit delivered to the Recording Secretary prior to the meeting, proxy must be signed by both husband and wife where a third person is designated.

(2) Limited proxies may be used to establish a quorum and may also be used for votes taken to amend the Articles of Incorporation or Bylaws or for any specific matter that requires or permits a vote of the Members.

(3) For election of members of the Board of Directors, Members shall vote in person at the annual meeting of the Members by a ballot which the Member personally casts or by absentee ballot delivered to the Recording Secretary prior to the election.

D. DESIGNATION OF VOTING MEMBER.

(1) If a Lot is owned by one person, his right to vote shall be established by the recorded title to the Lot. If a Lot is owned by more than one (1) person, who are not husband and wife, the person entitled to cast the vote for the Lot shall be designated in a Certificate, signed by all of the record title Owners of the Lot and filed with the Secretary of the Association. Where a Lot is owned jointly by husband and wife, the following provisions shall be applicable to the casting of the vote for the Lot by such Owner:

(a) They may, but they shall not be required to designate a "voting member".

(b) If they do not designate a "voting member", and if both are present at a meeting and unable to concur in their decision upon any subject requiring a vote, they shall lose the right to vote on that subject at that meeting.

(c) Where they do not designate a "voting member", and only one (1) is present at a meeting, the person present may cast only the Lot vote, just as though he or she owned the Lot individually, and without establishing the concurrence of the absent spouse.

(2) If a Lot is owned by a Corporation, the officer or employee thereof entitled to cast the vote of the Lot for the Corporation shall be designated in a Certificate for this purpose, signed by the President or Vice President, attested to by the Secretary or Assistant Secretary, and filed with the Secretary of the Association. If a title to a Lot is held in a partnership name, the person entitled to cast the vote for the Lot shall be designated in a Certificate signed by all of the General Partners of such partnership, who shall state under oath in such Certificate, that the signing partners constitute all of the General Partners of such partnership and have the right to sign such Affidavit.

(3) A person designated in a Certificate required to be filed hereunder and who is entitled to cast the vote for a Lot shall be known as the "voting member". Such Certificate so filed shall be valid until revoked by the Owner or Owners of the Lot, or until superseded by a subsequently filed Certificate, or until there is a change in the fee simple title ownership of the Lot.

(4) If a Certificate is required to be filed hereunder with the Secretary and such Certificate is not filed, the vote of the Lot concerned shall not be counted in determining the requirement for a quorum, or for any other purpose requiring approval of a person entitled to cast a vote for the Lot, except where such Lot is owned by a husband and wife as provided for above.

E. TRANSFER OF OWNERSHIP. Transfer of the fee simple title to a Lot, from the Lot Owner to another, either voluntarily or by operation of the law, shall terminate the Lot Owner's Membership in the Association. The Membership shall vest in the transferee of such Lot when the deed or other

instrument vesting fee simple in the transferee is recorded in the Public Records of Broward County, Florida.

ARTICLE IV

MEMBERS MEETINGS

A. PLACE. All meetings of the Membership shall be held at such place and at such time as shall be designated by the Board of Directors and stated in the Notice of the meeting.

B. NOTICE. Written notice of all Member's meetings shall be given to each Lot Owner and shall be posted in a conspicuous place at the three (3) entrances in the Common Area at least seven (7) days prior to said meeting. The notice of the annual meeting of the Members shall be sent by regular mail to all Lot Owners and in addition, the notice of such annual meeting shall be posted in the community newsletter. Such notice shall be sent to the Lot Owner at the address of such Owner's Lot.

C. ANNUAL MEETING. The annual meeting shall be held on the fourth (4th) Tuesday of October at a time and place designated by the Board of Directors. At the annual meeting, the Members shall elect by a plurality vote (cumulative voting prohibited), a Board of Directors and shall transact such other business as may properly be brought before the meeting.

D. QUARTERLY MEETINGS. Regular meetings of the Members shall be held on the fourth (4th) Tuesday of January, April and July of each year at a time and place designated by the Board of Directors.

E. SPECIAL MEETING. Special meetings of the Members for any purpose or purposes, unless otherwise prescribed by Statute, may be called by the President or Vice President, and shall be called by the President, Vice President or Secretary, at the request, in writing, of voting members representing one-third (1/3) of the Member's total votes, entitled to be cast, which request shall state the purpose or purposes of the proposed meeting. Business transacted at all such meetings shall be confined to the objects stated in the Notice thereof.

F. WAIVER AND CONSENT. Whenever the vote of Members at a meeting is required or permitted by any provision of these Bylaws to be taken in connection with any action of the Association, the meeting and votes of Members may be dispensed with if the Members holding not less than three-fourths (3/4ths) of the votes entitled to be cast, shall consent in writing to such action being taken, however, notice of such action shall be given to all Members, unless all Members approve such action.

G. ADJOURNMENT. 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. QUORUM. A quorum at Member's meetings shall consist of persons entitled to cast ten (10%) percent of the votes entitled to be cast by the entire Membership. Absentee ballots cast prior to the meeting shall be counted towards that quorum. 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 when approval by a greater number of Members is required by the Declaration, the Articles of Incorporation or these Bylaws.

ARTICLE V

DIRECTORS

A. POWERS. The Association's powers shall be exercised and the affairs of the Association shall be managed by the Board of Directors, consisting of not less than three (3) directors, nor more than seven (7) directors, all of whom must be Members or their spouses.

B. ELECTION OF DIRECTORS. The election of the directors shall be conducted in the following manner:

(1) Nominations of directors shall be held at a Members' meeting on the fourth (4th) Tuesday of September annually at a place and time designated by the Board.

(2) The election of Directors shall be held at the Annual Meeting of the Members.

C. **VACANCIES**. Except as to vacancies provided by removal of directors by Members, vacancies in the Board of Directors occurring between annual meetings of Members shall be filled by appointment made by the remaining directors.

D. **TERM**. The term of each Member of the Board of Directors shall extend until the next annual meeting of the Members and subsequently until a successor is duly elected and qualified or until the Director is removed in the manner provided for in paragraph K, below.

E. **REGULAR MEETING**. Regular meetings of the Board of Directors may be held at such time and place as determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director at least three (3) days prior to the day named for such meeting.

F. **SPECIAL MEETINGS**. Special meetings of the directors may be called by the President and must be called by the Corresponding 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, which notice shall state the time, place and purpose of the meeting.

G. **WAIVER**. 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

H. **QUORUM**. A quorum at a directors' meeting 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 quorum is present shall constitute the acts of the Board of Directors, except when approval of a greater number of directors is required by the Declaration, the Articles of Incorporation, or these Bylaws.

I. ADJOURNMENT. If at any meeting of the Board of Directors, there is 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 adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

J. APPROVAL OF MINUTES. The joinder of a director in the action of a meeting by concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

K. REMOVAL OF BOARD MEMBERS

(1) Any member of the Board of Directors may be recalled and removed from office by the vote, in writing, by a majority of all the voting Members. A special meeting of the Members to recall any Director may be set by thirty three (33%) percent of the Members giving notice of the meeting which notice shall state the purpose of the meeting.

(2) If the recall is approved by a majority of all the Members by a vote at the meeting, the recall shall be effective immediately, and each recalled member of the Board of Directors shall turn over to the Board any and all records of the Association in his possession within seventy two (72) hours after the meeting.

(3) If a Director is absent from three (3) consecutive Board of Directors meetings without cause, he shall be removed from the Board and a vacancy shall be declared.

ARTICLE VI

OFFICERS

A. EXECUTIVE OFFICERS. The executive officers of the Association shall be a President, a Vice President, a Treasurer, a Recording Secretary

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

B. PRESIDENT. The President shall be the chief executive officer of the Association. He shall have all of the powers and duties 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, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Association.

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

D. RECORDING SECRETARY. The Recording Secretary shall keep the minutes of all proceedings of the Directors and the Members.

E. CORRESPONDING SECRETARY. The Corresponding Secretary shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law; shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed; shall keep 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 Corresponding Secretary shall perform the duties of the Recording Secretary when the Recording Secretary is absent.

F. 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.

G. COMPENSATION. No Director shall be employed, either directly or indirectly, by the Association nor shall he contract with the Association to perform any professional services.

H. MANAGER. No Owner shall be employed as a manager of the Association or any of his assistants.

ARTICLE VII

FINANCES AND ASSESSMENTS

A. FISCAL MANAGEMENT. The provisions for the fiscal management of the Association contained in Section 9., 10., 13., and 14. and the other Sections of the Declaration are hereby incorporated by reference and the Board of Directors acting on behalf of the Corporation are hereby empowered to carry out the provisions of the Declaration in accordance with the terms thereof.

B. ANNUAL STATEMENTS. The Board of Directors shall retain a certified public accountant to prepare a compilation of the Association books and records at each years' end including a balance sheet and operating statement and shall prepare and file all tax reports and returns annually.

C. LIMITATIONS ON EXPENDITURES. If a non-budgeted item's cost exceeds three thousand (\$3000.00) dollars or a budgeted item's cost exceeds three thousand (\$3000.00) dollars over budget, the Board shall seek majority approval of the Membership attending the next regularly scheduled meeting before the expenditure is made.

ARTICLE VIII

AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any time by the Board of Directors, subject to approval of the majority of the Members present at the next quarterly membership meeting.

The foregoing were adopted and amended as the Bylaws of HAWKE'S BLUFF HOMEOWNERS ASSOCIATION, INC., a corporation not for profit under the laws of the State of Florida, adopted at a meeting of the Members on the 27th day of April, 1999.

s/s Jay H. Stahl

Secretary

[return to documents](#)