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 Gary D. Fields, Esq.
 LAW OFFICE OF GARY D. FIELDS
 Admiralty Tower - Suite 900
 4400 PGA Boulevard
 Palm Beach Gardens, FL 33410

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 Pgs 0102 - 119; (18pgs)

**AMENDED AND RESTATED BY-LAWS
 OF
 PRESTWICK CHASE HOMEOWNERS ASSOCIATION, INC.**

A Corporation not for profit organized
 under the Laws of the State of Florida

WHEREAS, the By-Laws of Prestwick Chase Homeowners Association, Inc., were recorded in Official Records Book 4406, Page 1080, of the Public Records of Palm Beach County, Florida, and subsequently amended, affecting certain real property legally described as follows:

PGA Resort Community Plat of Prestwick Chase Unit One Replat,
 according to the Plat thereof, as recorded in Plat Book 47, Pages 179-180
 of the Public Records of Palm Beach County, Florida; and

PGA Resort Community Plat of Prestwick Chase Unit Two,
 according to the Plat thereof, as recorded in Plat Book 49, Pages 142-143
 of the Public Records of Palm Beach County, Florida; and

PGA Resort Community Plat of Prestwick Chase Unit Three,
 according to the Plat thereof, as recorded in Plat Book 50, Pages 181-183
 of the Public Records of Palm Beach County, Florida.

WHEREAS, the By-Laws provide for amendment of the By-Laws, as set forth herein.

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NOW THEREFORE, the By-Laws are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME AND LOCATION

The name of the corporation is **PRESTWICK CHASE HOMEOWNERS ASSOCIATION, INC.**, (the "Association"), a Florida corporation not for profit. The principal office of the Association shall be located at such location as the Board of Directors may, from time to time, designate, but meetings of members and directors may be held at such places within the State of Florida, County of Palm Beach, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Defined terms in the Declaration referred to in the Articles of Incorporation of this Association (hereinafter referred to as the "Declaration") are herein used as therein defined.

ARTICLE III
MEETINGS OF MEMBERS; VOTING

Section 1. Annual Meeting. The annual meeting of the members shall be held on such date, and at such time and location as the Board of Directors shall determine from time to time. The organizational meeting of the Board of Directors of the Association shall be held immediately succeeding the annual meeting of members.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors of the Association, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership, as defined in the Articles of Incorporation.

Section 3. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting.

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by mailing a copy of such notice, postage prepaid, at least thirty (30) days before said meeting to each member entitled to vote thereat, addressed to the members' address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%), or such lower percentage as may be authorized by the Florida Homeowner Association Act (Florida Statutes, Chapter 720, hereinafter referred to as the "HOA Act"), of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at the meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. After a quorum has been established at a meeting, the subsequent withdrawal of members, so as to reduce the number of voting interests entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to adjournment of the meeting for which the proxy is designated. Unless otherwise limited by the proxy, a proxy shall be valid and entitle the holder thereof to vote on any matter arising at the meeting for which the proxy is given or any adjourned or continued meeting thereof. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot, and by the death or legal incompetence of its grantor, or by the expiration of ninety (90) days from the date of the meeting for which the proxy was given. The Board of Directors may, in its discretion, prescribe a form for written proxies.

Section 6. Voting. The Association shall have one (1) class of voting membership. Each Lot shall be allocated and entitled to one (1) vote for any Association matter requiring a vote of the members of the Association. When more than one (1) person holds the ownership interest in a Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they, among themselves, determine and shall be cast by the member

designated and entitled to cast the vote according to the terms and provisions of this Article III. In no event shall more than one (1) vote be cast with respect to each Lot. Except as otherwise provided in this Article III, each member of the Association who is designated and entitled to cast the vote for any Lot shall be named in a voting certificate signed by all Owners of such Lot and filed with the Association. In the event any such voting certificate is not filed with the Association, the vote to which such Lot is entitled shall not be considered in determining whether a quorum is present, nor for any other purpose, and the total number of authorized votes in the Association shall be reduced accordingly until such certificate is filed, except if the Lot is owned jointly by a husband and wife, the provisions of Section 4 shall be applicable. A voting certificate shall be valid until revoked by the Owners of, or until a transfer of a title to, the Lot to which the voting certificate pertains.

(a) In the event an Owner is one (1) person, that person's right to vote shall be established by the recorded title to the Lot.

(b) In the event a Lot is owned by more than one (1) person or entity, those persons or entities shall sign a voting certificate designating one (1) of them for the purpose of casting the vote which is appurtenant to their Lot.

(c) In the event a Lot is owned by an entity, or an entity is designated as the Owner entitled to cast the vote for a Lot, such entity shall designate a partner, officer, fiduciary, or employee of the entity to cast the vote that is appurtenant to the subject Lot. The voting certificate for such Lot shall be signed by any duly authorized partner or officer of the entity.

(d) Notwithstanding anything to the contrary contained in these By-Laws, in the event a Lot is owned jointly by a husband and a wife, the following provisions shall be applicable to the casting of the vote which is appurtenant to their Lot:

- (i) The husband and wife may, but shall not be required to, designate one (1) of them as the voting member;
- (ii) In the event the husband and wife do not designate either of them as the person entitled to cast the vote which is appurtenant to their Lot, and if both persons are present at any

regular or special meeting of the members and are unable to concur in the decision upon any subject requiring a vote of the members of the Association, such husband and wife shall lose their right to vote on that particular subject at that particular meeting; and

- (iii) In the event the husband and wife do not designate one (1) of them as the person entitled to cast the vote appurtenant to their Lot, and only one (1) of them is present at any meeting, the member present may cast the vote to which their Lot is entitled, without establishing the concurrence of the absent member.

The voting rights granted to the members of the Association pursuant to this Section 6 shall be subject to the Association's right to suspend such voting rights as provided in Article VII, Section 2(b), of these By-Laws.

Section 7. Voting Certificate and Ledger. All voting certificates shall be filed with the Secretary. The Secretary shall keep all voting certificates and shall prepare and maintain a ledger listing, by Lot, of each member who is designated to vote on behalf of such Lot.

Section 8. Minutes of Meetings. The minutes of all meetings of members shall be kept in a book available for inspection by members or their authorized representatives and Directors at reasonable times.

Section 9. Recording of Proceedings. Any member may tape record or video tape membership meetings, subject to the following conditions, and subject to any Board rules not inconsistent with the following:

- (a) The equipment cannot produce distracting sound or light emissions.
- (b) The equipment shall be assembled and placed in position in advance of the commencement of the meeting.

(c) Anyone videotaping or recording a meeting shall not be permitted to move about the meeting room in order to facilitate the recording.

(d) The member or his proxy must provide not less than 24 hours prior written notice to the Board of his intention to utilize any audio or visual equipment.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The number of Directors on the Board shall be an odd number, if reasonably possible.

Section 2. Term of Office. Directors shall be elected for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. 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.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

All election procedures shall be determined by the Board of Directors from time to time, which may include the appointment of a Nominating Committee and/or the use of

mail-in ballots in lieu of proxies. If Directors are to be elected solely by mail-in ballots and ballots distributed at the annual meeting, then there shall be no minimum ballot return required for the election to proceed and Directors to stand elected, notwithstanding the fact that there may not be a quorum for the annual meeting. Nominations may also be made from the floor at the annual meeting.

Election to the Board of Directors shall be by secret written ballot. At such election the member or their proxies may cast, with respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, bi-weekly, or quarterly with notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two directors.

Section 3. Quorum. A majority of the number of directors meetings shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at duly held meetings at which a quorum is present shall be regarded as the act of the Board.

Section 4. Notice of Meetings. Except as otherwise provided in these By-Laws, notice of the date, time and place of meetings of the Board of Directors, or adjournments thereof, shall be given to each Director by personal delivery, E-mail, fax or ordinary mail at a Director's usual place of business or residence, or by telephone, not less than three (3) days prior to the date of such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail. The notice for any special meeting of the Board of Directors shall state the purpose of such special meeting. Meetings of the

Board of Directors shall be open to all members and notice of such meeting shall be posted conspicuously on the Property at least forty eight (48) hours in advance for the attention of the members of the Association (or mailed or delivered to all members at least seven (7) days in advance), except in the event of an emergency.

Section 5. Minutes of Meetings. The Chairman shall, at each regular and special meeting of the Board of Directors, appoint a Director (or manager) to record the minutes of the meeting. Minutes of all meetings of the Board of Directors shall be kept in a businesslike manner and shall include all matters of business brought before the Board of Directors, and all motions, votes, acts and resolutions by the Board of Directors. The minutes of all meetings of the Board of Directors shall be made available to any Director, Officer or members of the Association at the office of the Association during reasonable times and upon reasonable notice by the person requesting to inspect the minutes.

Section 6. Emergency Meetings. Any member of the Board or the President may call a meeting of the Board of Directors, without notice, for the purpose of considering any emergency matter.

Section 7. Telephone Meetings. Any meeting of the Board may be held by a telephone conference call, at which each member must be able to hear and be heard by all other members.

Section 8. Statutory Requirements. The Board of Directors shall follow all requirements of the HOA Act which apply to board and committee meetings.

Section 9. Recordings. Any member may tape record or video tape meetings of the Board of Directors, subject to the same terms and conditions as herein provided with respect to such recording of Members' meetings.

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

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the

Private Drives and Common Open Spaces, and the personal conduct of the members and their guests, thereon and to establish penalties for the infraction thereof (subject to the provisions of Article XV hereof);

(b) suspend the voting rights, and the right to use the common facilities, of a member during any period in which such member shall be in default in excess of ninety (90) days in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by any other provisions of these By-Laws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(f) accept such other functions or duties with respect to, including architectural control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors; and

(g) delegate to, and contract with, a mortgage company or financial institution, responsibility for collection of the assessments of the Association.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) as provided in the Declaration to:

(i) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(ii) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned or controlled by the Association, or for which, in the opinion of a majority of the directors, it may be liable and should provide coverage;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Private Drives, Common Open Space, and the roofs and exterior paint of the Units to be maintained;

(h) entering into a Bulk Rate Cable Contract not to exceed a three-year

term of expense to the Association which exceeds a cost for which an individual resident may contract directly with the Cable Company.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy of any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held

by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors, see that resolutions and orders of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE PRESIDENT

The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

SECRETARY

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of members; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board.

TREASURER

The Treasurer shall receive and deposit in appropriate bank accounts, in banks, savings and loan associations, and/or financial services companies, all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and

a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members. Association funds may be invested from time to time in any investment vehicle in accordance with investment practices adopted in writing by the Board of Directors.

ARTICLE IX **COMMITTEES**

The Association shall appoint an Architectural Control Committee as provided in the Declaration, and a Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X **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, the 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 a reasonable cost.

ARTICLE XI **ASSESSMENTS**

As more fully described in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made, and which are the personal obligation of the member.

ARTICLE XII **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: PRESTWICK CHASE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit 1984.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present, in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except as such fiscal year may be modified by the Board of Directors.

ARTICLE XV
FINES

Section 1. Compliance. Every member and his family, lessees, guests, invitees and agents shall comply with any and all rules and regulations as same exist and may be adopted in the future by the Board of Directors.

Section 2. Fines. In addition to all other remedies, and in the sole discretion of the Board of Directors of the Association, a fine or fines may be imposed upon a member for failure of a member, his family, lessees, guests, invitees or agents to comply herewith or with any rule or regulation provided the following procedures are followed:

(a) **Notice.** The Board of Directors shall notify the member of the infraction or infractions. Included in the Notice shall be the date and time of a

hearing at which time the Lot Owner may present reasons why penalties should not be imposed. At least fourteen (14) days written notice of such hearing shall be given (or such greater time period as may be required by the HOA Act).

(b) **Hearing.** At the hearing, the facts of non-compliance or violation shall be presented to a committee of at least three (3) members, appointed by the Board (but who are not officers, directors, or employees of the Association, or the spouse, parent, child, brother, or sister of an officer, director, or employee) after which the committee shall hear reasons why penalties should not be imposed. A written decision of the majority of the committee shall be delivered to the member not later than thirty (30) days after the hearing.

(c) **Penalties.** The Board of Directors may, in addition to all other rights and remedies, impose a Special Assessment or Assessments against the Lot owned by a member as follows for violations of the rules and regulations by such member, his family, tenants, guests, invitees or agents:

- (i) First non-compliance or violation - a fine not in excess of Twenty-Five Dollars (\$25.00);
- (ii) Second non-compliance or violation (or second day of a continuing violation) - a fine not in excess of Fifty Dollars (\$50.00);
- (iii) Third and subsequent non-compliance or violation or violations which are of a continuing nature - a fine not in excess of One Hundred Dollars (\$100.00) per violation or per day of a

continuing violation

- (iv) The total of any such continuing fine shall not exceed One Thousand Dollars (\$1,000.00) or any other limit provided by the HOA Act.

Section 3. Payment of Penalties. Fines shall be paid not later than thirty (30) days after notice of the imposition of same.

Section 4. Collection of Fines. Fines shall be treated as an assessment by the Association against the subject lot, and shall be collectible in the same manner.

Section 5. Non-Exclusive Remedy. The fines provided for herein shall not be construed to be an exclusive remedy of the Association, and shall exist in addition to all other rights and remedies to which the Association may be otherwise legally entitled; however, any penalty paid by the offending member shall be deducted from or offset against any damage which the Association may otherwise be entitled to recover by law.

It is hereby certified that the foregoing Amended and Restated By-Laws of Prestwick Chase Homeowners Association, Inc., were approved by the affirmative vote of a majority of a quorum of members present, in person or by proxy, at a duly called meeting of the members of the Association held on the 17 day of February, 2004, pursuant to Article XIII of the original By-Laws of the Association.

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Amended and Restated By-Laws this 3 day of December, 2004

**PRESTWICK CHASE
HOMEOWNERS ASSOCIATION, INC.,**
a Florida Not-for-Profit Corporation

Witnesses:

Donald L. Kiah
(signature)
DONALD L KIAH
(printed name)

Francis P. Cain
(signature)
Francis P. Cain
(printed name)

Donald L. Kiah
(signature)
DONALD L KIAH
(printed name)

Francis P. Cain
(signature)
Francis P. Cain
(printed name)

By: Joe J. Kiah
JOE J KIAH, President

Attest: Lisa J. Straza
LISA J. STRAZA, Secretary

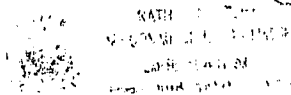
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of Dec., 2004, by Joy Kiah, as President, and _____, as Secretary, respectively, of PRESTWICK CHASE HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced LISA STRAZA as identification and who did take an oath.

Kathryn Potteet

Notary Public
State of Florida
My Commission Expires:

(Notary Seal)



KATHYRN POTTEET
MY COMMISSION # DD 114658
EXPIRES: May 17, 2008
Bonded Thru Budget Notary Services