

**AMENDED and RESTATED BYLAWS
OF SAN MARCO HOME OWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is SAN MARCO HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association". The principal office of the corporation shall be located at 7251 Lugano Drive, Boynton Beach, Florida 33437, but meetings of members and Directors may be held at such places within the State of Florida, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The definitions of words as defined in the Amended and Restated Declaration of Covenants for "SAN MARCO HOME OWNERS ASSOCIATION, INC.," ("Amended and Restated Declaration) to which these Amended and Restated Bylaws are attached as Exhibit C and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the members shall be held in the month of October of each calendar year on a date and at a time to be determined by the Board of Directors for the purpose of electing directors and transacting any other business as may be determined by the directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote ten percent (10 %) of all of the votes of the Association or as provided by Chapter 720 FL Statutes as may be amended from time to time.

Section 3. Notice of Meetings. 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, by email if member consents in writing to receive notices via email, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting (except, in the case of an emergency,) to each member entitled to vote thereat addressed to the member's 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 proxies or limited proxies/absentee ballots entitled to cast, thirty percent (30%) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Amended and Restated Articles of Incorporation, the Amended and Restated Declaration, or these Amended and Restated Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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 be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy or by limited proxy/absentee ballot. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the members of his/her Unit.

Section 6. Absentee Ballots. Any item voted upon by the members of the Association, pursuant to these Bylaws, the Articles of Incorporation, or the Declaration, which otherwise could be voted upon either in person or by proxy, may also be voted on by absentee ballot. Further, absentee ballots may be counted, along with proxies, in determining whether a quorum has been established at any meeting of the members.

A vote for the election of directors may be conducted by secret written ballot distributed at the annual meeting or by secret ballot pursuant to the provisions in 61B-23.0021 of the Florida Administrative Code or any comparable code enacted for Homeowners Associations, as either may be amended from time to time. If the Association proceeds with the election by secret ballot it shall have a meeting prior to the ballots being sent to the membership to accept nominations from the floor and it shall not accept nominations from the floor at the annual meeting. If the voting takes place at the annual meeting, instead of by secret ballot, the Association will be required to accept nominations from the floor.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors consisting of not less than five (5), nor more than nine (9) members of the Association. The number of Directors shall be determined by a majority vote of the Board of Directors.

Section 2. Term of Office. The term of office of directors shall be as so stated in the Amended and Restated Articles of Incorporation.

Section 3. Removal. Any Director may be removed from the Board with or without cause, by a vote of the members in accordance with Florida Statute 720 as may be amended from time to time. In the event of death, resignation or removal of a Director, her/his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No Director shall receive compensation for any service s/he may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of her/his duties.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

The nomination and election of Directors shall be conducted as follows:

Section 1. Nomination. Nominations may be made from the floor at the election meeting if the election is not conducted by secret ballot.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot distributed at the election meeting, unless unanimously waived by all members present or by secret ballot that is provided in advance of the meeting pursuant to the provisions in 61B-

23.0021 of the Florida Administrative Code or any comparable code enacted for Homeowners Associations. At each election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Amended and Restated Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and 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 (2) Directors upon notice to each Director.

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

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Power. The Board of Directors shall have the powers reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Adopt and publish rules and regulations governing the use of the Common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties and/or fines for the infraction thereof;

(b) Suspend the voting rights of a member during any period in which such member shall be in default for more than 30 days in the payment of any monetary obligation or assessment levied by the Association;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Amended and Restated Bylaws, the Amended and Restated Articles of Incorporation or the Amended and Restated Declaration;

(d) All of the powers granted under the Declaration and the Articles of Incorporation.

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, prescribe their duties and delegate any or all of the duties and functions of the Association and/or its officers.

Section 2. Duties. It shall be the duty of the Board of Directors to develop a long-range plan to cause the Association to perform the purposes for which it was formed, including, but not limited to, the following:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual meeting of the members;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Amended and Restated Declaration, to fix the amount of the annual assessment against each Unit and send notice thereof to every Owner at least thirty (30) days in advance of each annual assessment period;
- (d) Issue or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not an 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 such insurance as deemed necessary by the Board of Directors;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as required by the Declaration;
- (g) Perform all other duties and responsibilities as provided in the Declaration and pursuant to Florida Statutes, Chapter 617 and 720 as may be amended from time to time; and
- (h) Perform all duties and responsibilities as provided in the Master Declaration, as described in Article XVII of the Amended and Restated Declaration.

ARTICLE VIII OFFICERS

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary and Treasurer, who shall at all times be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the meeting of the Board of Directors following 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 three (3) years unless s/he shall sooner resign, or shall be removed, or otherwise disqualified.

Section 4. Special Appointments. 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 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 in 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 s/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 officers are as follows:

PRESIDENT

The President shall preside at all meeting of the members and Board of Directors, shall see that orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and/or written instruments and shall cosign all checks and promissory notes.

VICE PRESIDENT

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

SECRETARY

All duties of the Secretary, except corporate signing, may be delegated to management. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring the seal, serve notice of meetings of the Board and of the 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. The Secretary of the Association shall maintain a register 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 on the last given address of each of the members. A copy of such register shall be furnished to the Master Association within fifteen (15) days of request therefore by the Master Association.

TREASURER

All duties of the Treasurer, except check signing, may be delegated to management. The Treasurer shall receive and deposit in appropriate bank accounts 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, and shall prepare an annual budget and 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.

ARTICLE IX COMMITTEES

The Board of Directors shall fill any vacancies on the Architectural Review Committee, the Grievance Committee and the Long-Range Planning Committee for a term as the Board determines, as provided in the Amended and Restated Declaration. In addition, the Board of Directors shall appoint other committees and fill any vacancies as deemed appropriate in

carrying out its purpose. Committees shall serve at the pleasure of the board and shall be required to be members in good standing.

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 Amended and Restated Declaration, the Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, or any other location designated by the Board.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Amended and Restated Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien which relates back to the recording of the original Declaration recorded at Official Records Book 9474 page 285 of the Public Records of Palm Beach County, Florida, upon the property against which the assessment is made. 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, a late fee of \$25,00, beginning from the due date, may be levied by the Board of Directors for each month the assessment is late, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property; interest at the highest rate permitted by law, costs, and reasonable attorneys' fees incurred by the Association in connection with collection and/or appeal 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 the Common Area or abandonment of her/his Unit.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words SAN MARCO HOME OWNERS ASSOCIATION, INC., a Corporation Not for Profit, 1996.

ARTICLE XIII
AMENDMENTS

Section 1. These Amended and Restated Bylaws may be amended, altered or rescinded 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 Amended and Restated Articles of Incorporation and these Amended and Restated Bylaws, the Amended and Restated Articles shall control, and in the case of any conflict between the Amended and Restated Declaration and these Amended and Restated Bylaws, the Amended and Restated Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January, and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of Incorporation.

Section 2. Litigation. No judicial or administrative proceeding shall be commenced or prosecuted by the Association unless approved by a majority of all votes entitled to be cast by all of the Voting members. This Section shall not apply, however, to (a) actions brought by the Association to enforce the provisions of this Amended and Restated Declaration (including, without limitation, the foreclosure of liens), (b) the imposition and collection of assessments as provided in Article V of the Amended and Restated Declaration, (c) proceedings involving challenges to ad valorem taxation, or (d) counterclaims brought by the Association in proceedings instituted against it.

ARTICLE XV
FINES

Sanctions and fines may be imposed against the owners for the enforcement of the Declaration, Bylaws, or any Rules and Regulations enacted by the Association. Such sanctions may include the levying of fines and common area use suspensions. Failure by the Association or any owner to enforce the Declaration, Bylaws, or Rules and Regulations enacted by the Association shall in no event be deemed a waiver of right to do so thereafter. In the event it becomes necessary to enforce the Declaration, Bylaws, or any Rules and Regulations enacted by the Association, the Association shall have the right to recover its attorney's fees and costs as an assessment against the offending owner and offending owner's lot regardless of whether litigation is filed. Unless otherwise prohibited by Florida law, any fine levied by the Association and approved in accordance with Section 720.305, Fla. Stat. may, in the aggregate, exceed one thousand dollars (\$1000.00) and may become a lien upon any Lot, and any such fine shall be treated as an assessment pursuant to the Declaration or Bylaws, with full collection rights.

IN WITNESS WHEREOF, We, being the President and the Secretary of SAN MARCO HOMEOWNERS, ASSOCIATION, INC. have hereunto set our hands this _____ day of _____, 2015

BY: _____

PRINT NAME. President

BY: _____

PRINT NAME, Secretary