

**BY-LAWS
OF
THE FAIRWAYS OF HERONS GLEN ASSOCIATION, INC.**

Amended November 11, 2013

Article I - Identity

1. Name and Location. The name of the corporation is THE FAIRWAYS OF HERONS GLEN ASSOCIATION, INC. ("Association"). The principal office of the corporation shall be located at 2250 Avenida Del Vera, North Fort Myers, Florida 33917, or at such other location determined by the Board of Directors (the "Board") from time to time.
2. Definitions. Terms used in these By-laws which are defined in the Declaration of Restrictions and Covenants for The Fairways of Herons Glen as restated in 2013 (the "Declaration") shall have the same meanings in these By-laws as in the Declarations.

Article II – Powers and Duties

The Association shall have the powers granted to it by Common Law, Florida Statutes, the Declarations, the Articles of Incorporation, and these By-Laws, all of which shall be exercised by the Board of Directors unless the exercise thereof is otherwise restricted in the Declarations, these By-Laws, or the law.

Article III - Membership

1. Voting Interests. Each Owner shall be a Member of Association. No person who holds an interest in a Home only as security for the performance of an obligation shall be a Member of Association. Membership shall be appurtenant to, and may not be separated from, ownership of any lot. There shall be one vote appurtenant to each lot. For the purposes of determining who may exercise the Voting Interest associated with each lot, the following rules shall govern:
 - a. Lots owned by two or more persons or entities. Any one of the owners, but not more than one, may exercise the voting interest. In the event that the owners cannot agree, no vote may be exercised in such Lot / Home.
 - b. Entities. If a Lot/Home is owned in whole or in part by a corporation, partnership, trust, other legally recognized entity, or by multiple individuals, the owners shall designate one person or agent who shall be treated as the member for the purposes of voting interest associated with the lot. The Board may establish procedures and requirements for the making and receipt of such designations in order to ensure the integrity and order of voting procedures. If a vote is exercised by any one owner and such vote is not disputed by any owner prior to the counting of votes, the Association may accept the vote as valid regardless of any subsequent notice of a dispute.
2. Liability of Association. Association may act in reliance upon any writing or instrument or signature, whether original or facsimile, which Association, in good faith, believes to be genuine, may assume the validity and accuracy of any statement or assertion contained in such a writing or instrument, and may assume that any person purporting to give any writing, notice, advice or instruction in connection with the provisions hereof has been duly authorized to do so. So long as Association acts in good faith, Association shall have no liability or obligation with respect to the exercise of Voting Interests, and no election shall be invalidated (in the absence of fraud) on the basis that Association permitted or denied any person the right to exercise a Voting Interest. In addition, the Board may impose additional requirements respecting the exercise of Voting Interests (e.g., the execution of a Voting Certificate).

Article IV – Member’s Meetings

1. Annual Meetings. The annual meeting of the Members (the "Annual Members Meeting") shall be held at least once each calendar year on a date, at a time, and at a place to be determined by the Board.
2. Special Meetings of the Members. Special meetings of the Members (a "Special Members Meeting") may be called by the President, a majority of the Board, or upon written request of ten percent (10%) of the Voting Interests of the Members. The business to be conducted at a Special Members Meeting shall be limited to the extent required by Florida Statutes.
3. Notice of Members Meetings. Written notice of each Members meeting shall be given by, or at the direction of, any officer of the Board or any management company retained by Association. A copy of the notice shall be mailed/mailed to each Member entitled to vote, postage prepaid, not less than fourteen (14) days before the meeting (provided, however, in the case of an emergency, two (2) days' notice will be deemed sufficient). The notice shall be addressed to the member's address last appearing on the books of Association. It will be the responsibility of each Member to provide current mailing and/or email addresses to the Association. The notice shall specify the place, date, and time of the meeting and, in the case of a Special Members Meeting, the purpose of the meeting.
4. Quorum of Members. A quorum shall be established by the presence, in person or by proxy, of the Members entitled to cast twenty percent (20%) of the Voting Interests, except as otherwise provided in the Articles, the Declaration, or these By-Laws. Notwithstanding any provision herein to the contrary, in the event that technology permits Members to participate in Members Meetings and vote on matters electronically, then the Board shall have authority, without the joinder of any other party, to revise this provision to establish appropriate quorum requirements.
5. Adjournment of Members Meetings. If, however, a quorum shall not be present at any Members meeting, , the Members present shall have power to adjourn the meeting and reschedule it to another date.
6. Action of Members. Decisions that require a vote of the Members must be made by a concurrence of a majority of the Voting Interests present in person or by proxy, represented at a meeting at which a quorum has been obtained unless provided otherwise in the Declaration, the Articles, or these By-Laws.
7. Proxies. At all meetings, Members may vote their Voting Interests in person or by proxy. All proxies shall comply with the provisions of the Florida Statutes as amended from time to time, be in writing, and be filed with the Secretary at, or prior to, the meeting. Every proxy shall be revocable prior to the meeting for which it is given.

Article V – Board of Directors

1. Number. The affairs of Association shall be managed by a Board consisting of three to seven (3 to 7) persons. The number shall be as determined by the Board from time to time. Board members elected by the Members must be Members of Association.
2. Term of Office. The election of Directors shall take place at the Annual Members Meeting. Directors shall be elected for a 3 year term ending upon the election of new Directors.
3. Removal. In the event of a removal pursuant to Article VII, Section 4 herein, or a death or resignation of a Director elected by the Members, the remaining Directors may fill such vacancy. Directors may be removed with or without cause by the vote or agreement in writing of Members holding a majority of the Voting Interests.

4. Compensation. No Director shall receive compensation for any service rendered as a Director to Association; provided, however, any Director may be reimbursed for actual expenses incurred as a Director. No remuneration shall be accepted by the Board of Directors, Officers or Managing Agent(s) from vendors, independent contractors or others providing goods or services to the Association whether in the form of commissions, finder's fees, service fees, prizes, gifts or otherwise.

5. Action Taken Without a Meeting. Except to the extent prohibited by law, the Board shall have the right to take any action without a meeting by obtaining the written approval of the required number of Directors. Any action so approved shall have the same effect as though taken at a meeting of Directors and shall be stated and recorded in the minutes of the next Board Meeting.

6. The Members shall elect all Directors of Association at or in conjunction with the Annual Members Meeting.

7. Election Process. Election to the Board shall be by secret written ballot, unless unanimously waived by all Members present. The persons receiving the largest numbers of votes shall be elected. Cumulative voting is not permitted. In lieu of an election being held entirely during the Annual Meeting, the Election may be conducted as follows:

a. At least forty-five (45) days before the Annual Meeting, the Board shall give a Notice to the membership of the date of the Annual Meeting and of the number of Director positions required to be filled by election. The Notice shall request nominations by Members who wish to run for any open Director positions.

b. Nominations must: be provided to the Secretary of the Association at least thirty (30) days prior to the Annual Meeting; be in writing; be signed by the person nominated; give the name as it is to appear on the Ballot, and give the address of the property in Fairways in which the nominee has an ownership interest.

c. One ballot will be mailed to the owners of each Lot in the community as determined from the records of the Association. The voting instructions will tell each recipient that an election will be held in conjunction with the Annual Meeting for the election of Board members and that Owners may vote by the absentee method outlined in the Ballot Instructions.

d. The Ballot Instructions will direct each voter who wishes to vote absentee to insert his or her marked ballot into a secrecy envelope (enclosed with the initial mailing) labeled "BALLOT." The "BALLOT" envelope is then to be placed into a second envelope ("Return Envelope") addressed on the front to the Association. The Return envelope with Ballot may be either hand-delivered or mailed to the Secretary of the Association.

e. The Ballot Instructions will contain a Voter's Certificate certifying that the voter is an authorized voter for his/her Lot and providing that the Voter's Certificate is his/her proxy in the event that he/she does not attend the Annual meeting.

f. Upon receipt by the Secretary, Ballots will be deemed to have been voted. The Committee, as authorized by the Board, will open and count all Ballots received prior to the Annual Meeting. After the final call for ballots at the Annual Meeting, the Committee will count all additional ballots received. Only one Ballot will be counted for any Lot. The totaled ballot results shall be announced prior to adjournment of the Annual Meeting.

Article VI – Meeting of Directors

1. Regular Meetings. Regular meetings of the Board shall be held on a schedule adopted by the Board from time to time. Meetings shall be held at such place and hour as may be fixed, from time to time, by resolution of the Board.
2. Special Meetings. Special meetings of the Board shall be held when called by the President, or by a majority of Directors. Each Director shall be given not less than two (2) days' notice except in the event of an emergency. Notice may be waived. Attendance shall be a waiver of notice. Telephone conference meetings are permitted. Notice may be given by phone and/or email.
3. Emergencies. In the event of an emergency involving immediate danger of injury or death to any person or damage to property, if a meeting of the Board cannot be immediately convened to determine a course of action, the President or, in his absence, any other officer or director, shall be authorized to take such action on behalf of Association as shall be reasonably required to appropriately respond to the emergency situation, including the expenditure of Association funds in the minimum amount as may be reasonably required under the circumstances. The authority of officers to act in accordance herewith shall remain in effect until either the resolution of the emergency situation or a meeting of the Board convened to act in response thereto occurs.
4. 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, whether in person, by phone, or electronically, or in writing in lieu thereof, shall be deemed action of the Board.
5. Open Meetings. Meetings of the Board shall be open to all Members, but Members other than the Directors may not participate in any discussion or deliberation until recognized by the Presiding Officer. In such case, the Presiding Officer may limit the time any Member may speak. Notwithstanding the above, the President may call a Special Meeting, or adjourn any meeting of the Board and reconvene, in executive session, excluding Members, to discuss pending threatened litigation or personnel matters as allowed by law.
6. Conduct of Meetings. The Presiding Officer of the Association shall preside over all the meetings of the Board following Robert's Rules of Order, and the Secretary shall keep a minutes book of the meetings, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings.
7. Notice of Board Meetings. A notice of all Board meetings will be posted on the bulletin board near the Herons Glen HOA Office in accord with the Florida Statutes. In addition, all owners who provide email addresses to the FHOA Board will be sent meeting notifications via email.

Article VII – Powers and Duties of the Board

1. Powers. The Board shall, subject to the limitations and reservations set forth in the Declaration and Articles, have the powers reasonably necessary to manage, operate, maintain and discharge the duties of Association, including, but not limited to, the power to cause Association to do the following:
2. General. Exercise all powers, duties and authority vested in or delegated to Association by law and in these By-Laws, the Articles, and the Declaration, including, without limitation, adopt budgets, levy Assessments.
3. Rules and Regulations. Adopt, publish, promulgate and enforce rules and regulations governing the use of The Fairways of Herons Glen by the Members, tenants and their guests and invitees, and to establish penalties and/or fines for the infraction thereof subject only to the requirements of the Florida Statutes, if any.
4. Declare Vacancies. Declare the office of a member of the Board to be vacant in the event such Member shall be absent from three (3) consecutive regular Board meetings.
5. Hire Employees. Employ, on behalf of Association, managers, independent contractors, or such other employees as it deems necessary, to prescribe their duties and delegate to such manager, contractor, etc., any or all of the duties and functions of Association and / or its officers.
6. Financial Reports. Prepare all financial reports required by the Florida Statutes.
7. Budget. The Board of Directors, at a duly noticed Board of Directors meeting each year, shall adopt a budget of general expenses for the next fiscal year. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit at the end of the current year. The Association shall provide each member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the member. The proposed budget shall be detailed and show the amounts budgeted by accounts and expense classifications.
8. Vote. The Board shall exercise all powers so granted except where the Declaration, Articles or these By Laws specifically require a vote of the Members.
9. Obligations of Association. Association, subject to the provisions of the Declaration, Articles, and these By-Laws shall discharge such duties as necessary to operate Association pursuant to the Declaration, including, but not limited to, the following:
 - a. Maintain and make available to Members all Official Records.
 - b. Supervise all officers, agents and employees of Association, and to see that their duties are properly performed.
 - c. . Fix and collect the amount of the Assessments and fines; take all necessary legal action; and pay, or cause to be paid, all obligations of Association or where Association has agreed to do so, of the Members.
 - d. Enforce the provisions of the Declaration, Articles, these By-Laws, and Rules and Regulations.

Article VIII – Fiscal Management

1. Fiscal Year. The fiscal year of the Association shall commence upon the first day of October and conclude on the thirtieth day of September.
2. Depositories. The funds of the Association shall be deposited in such accounts in Lee County, Florida, as shall be selected by the Board, including checking and savings accounts in one (1) or more banks, certificates of deposit, or money market accounts all in accordance with resolutions approved by the Board. The funds shall be used only for corporate purposes.
3. Expenses. The receipts and expenditures of the Association may be credited and charged to accounts as the Board may determine, in accordance with generally accepted accounting principles as adopted by the Board of Accountancy.
4. Reserve Accounts. The Association acting by and through the Board shall establish and maintain an adequate reserve account for the periodic cleaning of roofs, and painting of homes.
5. Financial Reports. Financial reports shall be prepared monthly and shall contain:
 - a. An income statement reflecting all income and expense activity for the preceding month and year to date on an accrual basis;
 - b. A variance report reflecting the status of all accounts in an “actual” vs. “approved” budget format;
 - c. A balance sheet as of the last day of the preceding month and year to date;
 - d. A delinquency report listing all Members who are delinquent in paying any assessments at the time of the report and describing the status of any action to collect such assessments which remain delinquent. A quarterly Base Assessment shall be considered delinquent fifteen (15) days after the date due unless otherwise determined by the Board of Directors.
6. Legal Instruments: All agreements, contracts, checks and other instruments of the Association shall be executed by the President and Secretary or by such other two (2) Directors as may be designated by resolution of the Board of Directors.

Article IX – Officers and Their Duties

1. Officers. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer.
2. Election of Officers. Except as set forth below, the election of officers shall be by the Board and may initially take place at the first meeting of the Board following each Annual Members Meeting.
3. Term. The officers of Association shall hold office until their successors are appointed or elected unless such officer shall sooner resign, be removed by the Board, or otherwise disqualified to serve.
4. Special Appointment. The Board may elect such other officers as the affairs of 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.

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. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

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

7. Multiple Offices. No person may hold two Offices in the Association at the same time except the those of Secretary and Treasurer.

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

a. President. The President shall be the Chief Executive Officer of the Association and shall act as Presiding Officer at all meetings of Members of the Association, call special meetings of the Board of Directors, sign with the Treasurer, all checks, contracts, and other instruments on behalf of the Association, perform all acts and duties usually required of a Chief Executive Officer to ensure that all orders and resolutions of the Board of Directors are carried out. The President shall also be entitled, at his or her sole discretion, to act as an ex-officio member of all committees, render an annual report at the annual Members Meeting, and be authorized to use the services of the Association's Counsel and to authorize the use of the Association's Counsel by other Members of the Association, for matters relating to the business or the mandate of the Association only. The President shall be a member of the Board.

b. Vice President. The Vice President shall act in the place and stead of the President in the event of the absence, inability or refusal to act of the President, and perform such other duties as may be required by the Board. The Vice President shall be a member of the Board of Directors.

c. Secretary. The Secretary shall record the votes and provide for the keeping of the Minutes of all meetings and proceedings of Association and the Board; keep the corporate seal of Association and affix it on all papers required to be sealed; serve notice of meetings of the Board and of Association; keep appropriate current records showing the names of the Members of Association together with their addresses; and perform such other duties as required by the Board and Florida statutes.

d. Treasurer. The Treasurer shall cause to be received and deposited in appropriate bank accounts all monies of Association and shall disburse such funds as directed by the Board; sign, or cause to be signed, all checks, and promissory notes of Association; cause to be kept proper books of account and accounting records required pursuant to the provisions of the Florida Statutes; cause to be prepared in accordance with generally accepted accounting principles all financial reports required by the Florida Statutes; and perform such other duties as required by the Board.

Article X - Committees

1. The Board may appoint such committees as deemed appropriate.
2. The Board may fill any vacancies on all committees.

Article XI - Records

The official records of Association shall be available for inspection by any Member at the principal office of Association. Copies may be purchased, by a Member, at a reasonable cost.

Article XII – Amendments

These By-Laws may be amended with the approval of (i) two-thirds (66 2/3%) of the Board; and (ii) two thirds (66 2/3%) of all of the votes in Association. Notwithstanding the foregoing, these By-Laws may be amended by two-thirds (66 2/3%) of the Board acting alone to change the number of directors on the Board. Such change shall not require the approval of the Members. Any change in the number of directors shall not take effect until the next Annual Members Meeting.

Article XIII - Conflicts

1. In the case of any conflict between the Articles and these By-Laws, the Articles shall control.
2. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Article XIV – Miscellaneous

1. Florida Statutes. Whenever these By-Laws refers to the Florida Statutes, it shall be deemed to refer to the Florida Statutes as they exist on the date these By-Laws are recorded except to the extent provided otherwise as to any particular provision of the Florida Statutes
2. Severability. Invalidation of any of the provisions of these By-Laws by judgment or court order shall in no way affect any other provision, and the remainder of these By-Laws shall remain in full force and effect.