

**Bylaws
Of
Herons Glen Homeowners' Association, Inc.**

Amended May 16, 2007

**Article I
Identity**

Section 1. Name: The name of this corporation shall be Herons Glen Homeowners' Association, Inc. (the "Association").

Section 2. Principal Office: The principal office of the Association is 2250 Avenida Del Vera, North Fort Myers, Florida, 33917.

Section 3: Adoption: These Bylaws have been adopted as the Bylaws of the Association in accordance with the Restated Declaration of Covenants, Conditions and Restrictions for Herons Glen Country Club, recorded at OR Book 3142, Page 3327, et seq., of the Public Records of Lee County, Florida as it is, or may be, amended from time to time (the "Declaration").

Section 4: Definitions: Terms used in these Bylaws which are Defined in the Declaration shall have the same meaning in these Bylaws as in the Declaration.

**Article II
Powers and Duties of the Association
And the exercise Thereof**

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

**Article III
Membership**

Section 1: Classes: The Association shall have two (2) classes of membership, Class "A", and Class "B", as described in the Declaration. The terms of membership described in the Declaration, including without limitation voting rights and rights to use the Common Property, are incorporated herein by reference.

Section 2: Voting Interest: Membership shall be appurtenant to and may not be separated from ownership of any Lot/or Unit. There shall be one vote appurtenant to each Lot/Unit. For the purposes of determining who may exercise the voting interest associated with each Lot/Unit, 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 with respect to a Lot/Unit. In the event that the owners cannot agree, no vote may be exercised for such Lot/Unit.

(b) Entities. If a Lot/Unit 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 purpose of exercising the voting interest associated with the Lot/Unit. 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.

Article IV Members' Meeting

Section 1: Date and Place of Meetings: Meetings of Members shall be held on the date and at the place designated by the Board of Directors in Lee County, Florida.

Section 2: Annual Meetings: Each year an Annual Meeting shall be held for the purpose of receiving reports of Officers, committees and others, to elect directors and such other business as may be properly brought before the meeting.

Section 3: Special Meetings: The President may call special meetings. In addition, it shall be the duty of the President to call a Special Meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon petition signed by ten percent (10%) of the total votes of the Members of the Association. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the Notice.

Section 4: Notice of Meetings: Written or printed notice of Membership meetings shall be posted on the Association Bulletin Board, not less than 10 days before the date of such meeting.

Section 5: Quorum: Except as otherwise provided in these Bylaws or in the Declaration, the presence in person or by proxy of thirty percent (30%) of the votes eligible to be cast by Members shall constitute a quorum at all meetings of the Association.

Section 6: Adjournment of Meetings: If any meeting of the Association cannot be held because a quorum is not present, a majority of the Members entitled to vote who are present at such meeting may adjourn the meeting to a time not more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

Section 7: Vote Required: When a quorum is present at any meeting, a majority of the votes present whether in person or by proxy shall decide any question brought before the meeting, unless the Declaration, the Articles of Incorporation, these Bylaws or any applicable statute provides otherwise.

Section 8: Proxies: Members may vote by proxy. The Board of Directors will determine the form and procedure for the use of proxies.

Section 9: Conduct of Meetings: The Presiding Officer of the Association shall preside over all meetings of the Association, and the Secretary shall keep the minutes of the meeting and record in a Minute Book all resolutions adopted at the Meeting, as well as a record of all transactions occurring at the meeting.

Section 10: Action Without a Meeting: Any action which may be taken at a meeting of the Members, may be taken without a meeting if written consent setting forth the action so taken is signed by a majority of the votes entitled to be cast with respect to the subject matter thereof.

Article V

Election of the Board of Directors

Section 1: Number of Directors: The government and administration of the affairs of the Association shall be vested in a Board of Directors. The number of directors of the Association shall be not less than five (5) or more than nine (9).

Section 2: Election or Appointment of Director: All Class "A" Members shall be entitled to cast one vote for each director to be elected pursuant to the Declaration. In the case of a Member which is a corporation, partnership, or other entity, the person designated in writing to the Secretary of the Association as the representative of such entity shall be entitled to cast the vote(s) on behalf of such member. There shall be no cumulative voting for Directors.

Section 3: Designation of Term: Directors will be elected to serve three (3) year terms, except that the Board of Directors shall have the authority and power to adjust the term of office for any Director from time to time, as necessary to accommodate revisions to election schedules.

Section 4: Qualifications for Election: All Nominees for the office of Director and all Directors of the Association must be a Class "A" Member of the Association in good standing.

Section 5: Nomination of Directors: Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and at least three other (3) members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than ninety (90) Days prior to each annual meeting of the Members. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled. The Nominating Committee shall recommend, at least sixty (60) days prior to the annual meeting, the

names of Members selected by a majority vote of the Nominating Committee to be submitted to the Members for Election to the Board of Directors.

Ten percent (10%) or more of the total votes eligible to be cast by Members who are not members of the Nominating Committee or the Board of Directors may also nominate candidates for election to the Board of Directors by petition signed by them and filed with the Secretary at least thirty (30) days prior to the annual meeting. The names of such nominees, after having been certified by the Secretary or any other officer that they are qualified for election, and have been nominated in accordance with the provisions of these Bylaws, shall be included in any proxy mailing to the Members. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

Section 6: Removal of Directors and Vacancies: Any Director elected by the Class “A” Members may be removed, with or without cause, by the vote of the Class “A” Members holding a majority of the votes entitled to be cast for the election of such Director. Ten percent (10%) or more of the total votes eligible to be cast by Members may request the removal of a Director by petition signed by them and filed with the Secretary at least thirty days prior to the meeting at which his/her removal is sought. Any Director whose removal is sought shall be given notice prior to any meeting called for that purpose. A majority vote of members entitled to cast their votes at the Special meeting shall be required for the removal of the director. Upon removal of a Director, a successor shall be appointed by the Board to fill the vacancy for the remainder of the term of such Director.

Any Director elected by the Members who has three (3) consecutive un-excused absences from Board meetings or who is delinquent in the payment of any Assessment or other charge due the Association for more than thirty (30) days may be removed by a majority of the Directors present at a regular or special meeting at which a quorum is present and a successor may be appointed by the remaining Directors. In the event of the death, disability, or resignation of a Director, a vacancy may be declared by the Board, and the members of the Board may appoint a successor.

Section 7: Compensation: No Director shall receive a salary or any other compensation whatsoever from the Association for acting as such, but shall be entitled to be reimbursed for expenses reasonably incurred on behalf of the Association.

Article VI

Meetings of the Board of Directors

Section 1: Annual Organizational Meeting: The organizational meeting of the Board of Directors following each Annual Members’ Meeting shall be held , at such time and place as shall be fixed by the Board of Directors.

Section 2: 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 the time and place of the meeting shall be communicated to the Directors and posted on the Association Bulletin Board not less than four (4) days prior to the meeting.

Section 3: Special Meetings: Special Meetings of the Board of Directors shall be held when called by written notice signed by Presiding Officer of the Association or by any three (3) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by personal delivery, first class mail or telephone or other electronic means at least four (4) days prior to the date of the meeting, unless the special business is of a nature which requires immediate action and then twenty-four (24) hours notice shall be deemed sufficient.

Section 4: Quorum of Board of Directors: At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If any meeting of the Board of Directors cannot be held because a quorum is not present, a majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than ten (10) nor more than thirty (30) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 5: Conduct of Meetings: The Presiding Officer of the Association shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors and all transactions and proceedings occurring at such meetings.

Section 6: Open Meetings: All meetings of the Board of Directors shall be open to all Members, but Members other than Directors may not participate in any discussion or deliberation unless 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 of Directors and reconvene, in executive session, excluding Members, to discuss matters of a sensitive nature, such as pending or threatened litigation or personnel matters as allowed by law.

Section 7: Electronic Meeting: Any regular or special meeting of the Board of Directors may be held by telephone conference, or by other electronic means at which each participating Director and Members can hear and be heard or his/her message or other writings be seen by each participating director.

Section 8: Action without a Meeting: Under emergency circumstances, action may be taken by the Board of Directors without a meeting, pursuant to the Florida Statutes, and provided that (1) a consent thereto in writing setting forth the action so taken is submitted to all Directors, and (2) such consent shall be signed by a majority of the Directors. Any action so taken must be publicly noted at the next regular meeting of the Board.

Article VII Officers

Section 1: Officers: The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer, to be elected from among the members of the Board of Directors. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: Election, Term of Office, and Vacancies: The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of the Board of Directors following the annual meeting of the Members as set forth in Article VI, Section 1 hereof. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3: Removal: Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

Section 4: Resignation: Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at a later time specified in the notice, and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Article VIII Duties of Officers

The Officers of the Association shall each have such powers and duties, in addition to those duties hereinafter enumerated, as generally pertain to their respective offices, as well as such powers and duties as shall be specifically conferred or imposed, from time to time, by the Board of Directors.

Section 1: President: The President shall be the Chief Executive officer of the Association and shall:

- (a) Act as Presiding Officer at all meetings of Members of the Association and shall:
- (b) Call special meetings of the Board of Directors;
- (c) Sign, with the Secretary or Treasurer if the Board of Directors so requires, all checks, contracts, promissory notes, leases, subleases and other instruments on behalf of the Association, except those which the Board of Directors specifies may be signed by other persons;

- (d) Perform all acts and duties usually required of a Chief Executive to ensure that all orders and resolutions of the Board of Directors are carried out;
- (e) Be entitled, at his or her sole discretion, to Act as an ex-officio member of all committees;
- (f) Render an annual report at the Annual Meeting of Members;
- (g) Be authorized, in his or her discretion, 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.

Section 2: Vice President: The Vice President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. The Vice President also shall assist the President generally, and exercise other powers and perform other duties as shall be prescribed by the Board of Directors.

Section 3: Secretary: The Secretary shall have the following duties and responsibilities:

- (a) Attend all regular and special meetings of the Members and the Board of Directors and keep all records and minutes of proceedings thereof or cause the same to be done.
- (b) Attend to all correspondence on behalf of the Board of Directors, prepare and serve notice of meetings and keep membership books.
- (c) Have custody of the minute book of the meetings of the Board of Directors and Members, and act as transfer agent of the corporate books.

Section 4: Treasurer: The Treasurer shall:

- (a) Receive monies as shall be paid into his/her hands for the account of the association and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for disbursements, and be custodian of all contracts, leases and other important documents of the Association which he shall keep safely deposited.
- (b) Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association, and deliver the books to his/her successor. He/She shall prepare and distribute to all of the members of the Board of Directors prior to each annual meeting, and whenever else required, a summary of the financial transactions and condition of the Association from the preceding year. He/She shall make a full and accurate report on matters and business pertaining to his/her office to the Members at the annual meeting, and make all reports required by law. He/She shall be the chairman of the Finance Committee.

- (c) The Treasurer may have the assistance of an accountant or auditor, who shall be employed by the Association. In the event the Association enters into a management agreement, it shall be proper to delegate any or all of the Treasurer's functions to the Management Agent as is deemed appropriate by the Board of Directors.

Article IX Committees

Section 1: Committees: All committees function under the direction and guidance of the Association Board of Directors. Each year the President of the Association, subject to approval of the Board of Directors, shall designate a Chairperson for each of the Standing Committees. Committee members, who shall serve for a term of one year, shall be selected by the Board of Directors. Committee members may be re-appointed to serve multiple terms. Committees shall consist of at least three but no more than nine persons. Committee membership appointments shall be announced at the Board meeting immediately following the membership selection.

Each Committee chair of standing committees which hold regularly scheduled monthly meetings shall provide an annual meeting calendar showing the Committee's regularly scheduled meeting dates to the Board at the January Board of Directors meeting. Dates may subsequently be changed by a majority vote of the committee members.

Each Committee chair of standing committees which do not hold regularly scheduled meetings shall post notice of such meeting or meetings in accordance with the procedures set forth herein for meetings of the Board of Directors.

Committee Members may be removed by a majority of the Directors present at a Board meeting at which a quorum is present. In the event of the death, disability, removal or resignation of a Committee Member, the Committee Chair must declare a vacancy and the Board may select another Committee Member to complete the unexpired term.

Committees shall have only the authority to carry out the duties given to them in the Declaration and Bylaws.

Section 2: Standing Committees:

- (a) Finance Committee: The Finance Committee shall advise and recommend to the Treasurer and the Board of Directors all matters pertaining to Association finances including, but not limited to the placing of insurance, the filing of tax returns, the payment of taxes, the preparation of the annual operating budget for approval by the Board of Directors, preparation of current reports for the Board of Directors and the Association's financial condition and the issuance to Members of a condensed quarterly operating statement.
- (b) Grounds Committee:
 1. The Grounds Committee shall:

- i. advise the Board of Directors on matters concerning maintenance of the Common Property;
- ii. manage new landscaping or the removal of plants, trees or shrubs in the Common Areas;
- iii. prepare and, on behalf of the Board of Directors, promulgate Community-Wide design and development standards and application submission and review procedures pertaining to installation of or alteration to Landscaping, Exterior Decorations and Irrigation, which standards and procedures shall become effective when approved and adopted by the Board of Directors. The standards and procedures shall be those of the Association. The Grounds Committee may propose amendments to such standards and procedures at any time and the amended standards and procedures shall become effective upon approval and adoption by the Board of Directors;
- iv. make the adopted standards and procedures available to Owners and contractors who seek to engage in the modification, alteration, addition or improvement to any Lot or Unit and such Owners and contractors shall conduct their operations strictly in accordance therewith;
- v. review Applications from Owners and/or Contractors for new plantings, the removal of plants, trees or shrubs, and for installation of or alterations to Landscaping or exterior decorations placed in or on the grounds ; have the power to approve or disapprove all such applications. In the event of the disapproval of an application, the concerned Owner and/or Contractor may appeal the decision of the Grounds Committee to the Board of Directors for further hearing and final determination;
- vi. recommend, subject to ratification by the Board of Directors, variances from compliance with any of the adopted standards, when circumstances such as topography, natural obstructions, hardship, or aesthetic or environmental considerations require, but only in accordance with duly adopted rules and regulations approved by the Board of Directors. Such variances may only be granted however, when unique circumstances dictate and no variance shall be effective: (A) if it is not in writing; (B) if the variance is contrary to the restrictions set forth in the Bylaws or the Declaration , or (C) if it would prevent the Grounds Committee from denying a recommendation for a variance in other circumstances. For purposes of this Section, the inability to obtain approval of any governmental agency; the denial of any permit or other required document, or disapproval of the terms of any financing shall not necessarily be considered a hardship warranting a variance;

vii. review and forward to the Board of Directors all applications for variances to its standards or procedures, together with an informational brief and an indication of the position taken by the members of the Committee. The Variance will be effective only when approved and adopted by the Board of Directors in accordance with the Governing Documents;

viii. monitor compliance to provisions of Article V, Maintenance, and Article XIII, Residential Use Restrictions, of the Declaration as hereinafter enumerated:

Article V, Section 2 Owner's Responsibility;

Article V, Section 5c Modifications to the Storm Water Management System.

Article XIII, Section 4, Animals and Pets;

Article XIII, Section 5, Annoyances;

Article XIII, Section 6, Unsightly or Unkempt Conditions;

Article XIII, Section 8, Clotheslines, Garbage Cans, Tanks, etc.;

Article XIII, Section 12 Irrigation;

Article XIII, Section 13 Tents, Trailers and Temporary Structures;

Article XIII, Section 15 Tree Removal;

Article XIII, Section 16 Sight Distance at Intersections;

Article XIII, Section 20 Artificial Vegetation, Exterior Decorations and Similar Items;

Article XIII, Section 23 Fences; and

Article XIII, Section 29 Play Equipment;

ix. report all instances of non-compliance to Management.

Management, following the guidelines and procedures approved by the Board of Directors, shall write to the Resident requiring the Resident to correct the matter of non-compliance. If the Resident does not correct the matter of non-compliance, within the period of time set forth in the Guidelines and Procedures adopted by the Board of Directors, Management will refer the non-compliance to the Board of Directors for further action.

2. No Waiver of Future Approvals. The approval of the Grounds Committee of any proposal, plans and specifications, drawings for any work to be done or proposed to be done, or in connection with any other matter requiring the approval and consent of the Grounds Committee shall not be deemed to constitute a waiver of any right to withhold approval or consent as to any other or similar proposals, plans and specifications, drawings or matters whatever subsequently or additionally submitted for approval or consent.

- (c) Architectural Review Committee. The Architectural Review Committee ("ARC") shall have jurisdiction over construction, modifications, additions, or alterations made on or to existing Lots and/or Units or structures appurtenant thereto, if any.

1 . The ARC shall:

- i. prepare and, on behalf of the Board of Directors, shall promulgate design and development guidelines and application and review procedures which shall become effective when approved and adopted by the Board of Directors. The guidelines and procedures shall be those of the Association, and the ARC may propose amendments to such procedures and guidelines. The amended procedures and guidelines shall become effective upon approval and adoption thereof by the Board of Directors;
- ii. make the adopted guidelines and procedures available to Owners and contractors who seek to engage in the modification, alteration, addition or improvement to any Lot or Unit and such Owners and contractors shall conduct their operations strictly in accordance therewith;
- iii. have the power to approve or disapprove all applications by Owners and/or Contractors. In the event of a disapproval the concerned Owner and/or Contractor may appeal to the Board of Directors for a hearing. Such appeal must be made in writing to the Association Board within thirty (30) days;
- iv. approve or disapprove plans submitted to it, or request additional information reasonably required, within forty-five (45) days after submission thereof, failing which the plans shall be deemed approved;
- v. monitor compliance to provisions of Article V, Section 2 Owner's Responsibility and Article XIII, Residential Use Restrictions of the Declaration as hereinafter enumerated:
 - Section 1 Signs;
 - Section 7 Antennas;
 - Section 11 Pools;
 - Section 18 Air Conditioning Units;
 - Section 19 Lighting;
 - Section 20 Artificial Vegetation, Exterior Decorations and Similar Items;
 - Section 21 Energy Conservation Equipment;
 - Section 26 On-site Fuel Storage;
 - Section 28 Storm Precautions;
 - Section 30 Window Coverings; and
 - Section 32 Mailboxes.
- vi. advise the Board of Directors on matters concerning the maintenance and repair of all buildings owned by the Association.

2. The Architectural Review Committee shall report all instances of non-compliance to Management. Management, following the guidelines and procedures approved by the Board of Directors shall write to the Resident requiring the Resident to correct the matter of non-compliance. If, the Resident does not correct the matter of non-compliance, within the period of time set forth in the Guidelines and Procedures adopted by the Board of Directors, Management will refer the non-compliance to the Board of Directors for further action.
 3. No Waiver of Future Approvals. The approval of the ARC of any proposals or plans and specifications or drawings for any work done or proposed, or in connection with any other matter requiring the approval and consent of the ARB, shall not be deemed to constitute a waiver of any right to withhold approval or consent as to any similar proposals, plans and specifications, drawings, or matters whatever subsequently or additionally submitted for approval or consent.
 4. Variance. The ARC may recommend, subject to ratification by the Board of Directors, variances from compliance with any of its guidelines and procedures when circumstances such as topography, natural obstructions, hardship, or aesthetic or environmental considerations require, but only in accordance with duly adopted rules and regulations approved by the Board of Directors. Such variances may only be granted however, when unique circumstances dictate and no variance shall be effective (A) if it is not in writing, (B) if the variance is contrary to the restrictions set forth in the Bylaws or the Declaration, or (C) if it would prevent the ARC from denying a recommendation for a variance in other circumstances. For purposes of this Section, the inability to obtain approval of any governmental agency, the denial of any permit, or disapproval of the terms of any financing shall not necessarily be considered a hardship warranting a variance.
 5. Compliance. Any contractor, subcontractor, agent employee or other invitee of an Owner who fails to comply with the terms and provisions of the guidelines and procedures promulgated by the ARC and approved and adopted by the Board of Directors may be excluded by the Board from the Properties without liability to any Person, subject to the notice and hearing procedures contained in the Bylaws.
- (d) Grievance Committee: The Grievance Committee shall consist of five (5) members. All written complaints relative to any person's conduct shall first be referred to this committee. The Grievance Committee shall make such investigation as it deems necessary to present its recommendations to the Board of Directors. If the Grievance Committee recommendation of a formal charge is approved by the Board of Directors, the Grievance Committee shall draft and submit to the Board of Directors a letter of

Complaint. The Grievance Committee shall report all instances of non-compliance to Management. Minutes of Grievance Committee hearings will not be released to any person other than the person subject to the disciplinary action.

- (e) Security, Safety and Emergency Preparedness Committee: The Security and Emergency Preparedness Committee shall maintain the Security Policy and the Emergency Preparedness Plan. Revisions will be presented to the Board of Directors by the committee for approval when needed. The Committee will meet regularly with the Management to assure that the Security Policy is being enforced by the, contracted, security company. The committee will further educate the members on emergency preparedness through publications and seminars. They will issue storm alerts to HOA contractors and members of impending dangerous conditions through electronic transmissions and postings. The committee will also recommend to the Board of Directors actions that should be taken prior to and after natural disasters.

Management, following the guidelines and procedures approved by the Board of Directors shall write to the Resident requiring the Resident who needs to correct a matter of non-compliance to correct the non-compliance. If the Resident does not correct the matter of non-compliance, within the period of time set forth in the Guidelines and Procedures adopted by the Board of Directors, Management will refer the non-compliance to the Board of Directors for further Action.

- (f) Communications Committee: The Communications committee shall be responsible for disseminating community information to the residents via print and/or non-print format. This committee shall oversee the staffing, organization, content and policies of all official community information sources.
- (g) Legal Advisory and Bylaws Committee: The Legal Advisory and Bylaws Committee shall be charged with the publication and interpretation of the Rules and Regulations, Bylaws, and Declaration and generally with all matters of a legal nature pertaining to the Association. The Committee shall advise the Board of Directors and make recommendations to the Board of Directors concerning all legal matters, Rules and Regulations, Bylaws, and Declaration.
- (h) Activities Committee: The Activities Committee shall sponsor and organize special events and activities through the year for the benefit of all residents of Herons Glen. A subcommittee, under the direction of the Activities Committee, will oversee Bingo. The Bingo subcommittee will keep account of their financials and have a separate bank account. The subcommittee shall submit to the chair of the Activities Committee a complete financial statement for the HOA fiscal year no later than October 31st of said year. The subcommittee shall conform all of its activities to the Statutes of the State of Florida and the County of Lee.
- (i) Compliance Committee: The Compliance Committee shall consist of at least three members, appointed by the Board who are not officers, directors or employees of the association, and not the spouse, parent, child, brother, or sister of an officer, director or

employee of the association. A fine may not be imposed without an opportunity for a hearing before the Compliance Committee and unless approved by a majority vote of the Compliance Committee.

Section 3: Ad Hoc Committees: The President, subject to the approval of the Board of Directors, may, from time to time appoint such ad hoc committees, with such powers and of such composition as the President with the approval of the Board of Directors shall determine.

Section 4: Powers of Committees: The several Committees shall act only as Committees and the individual members thereof shall have no power or authority. The Chairman of each Committee may appoint from the members of the Association such Sub-Committees as he or she deems desirable. Such Sub-Committees shall report directly to the Committee as a whole, which shall approve, amend or disapprove the report of the Sub-Committee.

Section 5: Sections of Article XIII of the Declaration reserved to the Board of Directors: The enforcement and supervision of the provisions of the following Sections of Article XIII will be the province of the Board of Directors:

- Section 3, Occupants Bound;
- Section 9, Subdivision of Unit and Timesharing;
- Section 10, Firearms;
- Section 14, Wells and Drainage;
- Section 17, Utility Lines;
- Section 22, Wetlands, Lakes and Water Bodies;
- Section 24, Business Use;
- Section 25, Yard and Garage Sales;
- Section 27, Leasing of Units;
- Section 31, Roadways, Sidewalks, Driveways.

ARTICLE X

Discipline

Section 1: Enforcement: The Board of Directors shall have the power to impose reasonable fines, to suspend a Member's right to vote or to use the Common Property, and to preclude contractors, subcontractors, agents and other invitees of a Member or occupant from the Properties for violation of any duty imposed under the Declaration, these Bylaws, any rules and regulations duly adopted hereunder, or any of the design and development guidelines and procedures adopted pursuant to the Declaration: provided, however, nothing herein shall authorize the Association or the Board of Directors to prohibit a Member's or occupant's ingress and egress to or from a Lot. In the event that any occupant of a Unit violates the Declaration, these Bylaws, any rules and regulations duly adopted hereunder, or any of the design and development guidelines and procedures adopted pursuant to the Declaration, or a rule or regulation adopted by the Board, and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant with the time period set by the Board of Directors, the Owner shall pay the fine upon notice from the Association. The failure of the Board of Directors to enforce any provision of the

Declaration, Bylaws, or any rule or regulation shall not be deemed a waiver of the Right of the Board of Directors to do so thereafter.

Section 2: Notice: Prior to the imposition of any sanction hereunder, the Board of Directors or its delegate shall serve the accused with written notice describing: (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than fourteen (14) days within which the alleged violator may present a written request to the Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge has been requested within fourteen (14) days of the notice.

Section 3: Hearing: If a hearing is requested within the allotted fourteen (14) day period, the hearing shall be held in executive session affording the accused a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the Officer, Director, or Agent who delivered such notice. The notice requirement shall be deemed satisfied if the accused appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. The Board of Directors or the Grievance Committee may, but shall not be obligated to, suspend any proposed sanction if the violation is cured within the fourteen (14) day period. Any suspension shall not constitute a waiver of the right to sanction future violations of the same or other provisions and Rules and Regulations by any Person.

Section 4: Additional Enforcement Rights: Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any provisions of the Declaration, these Bylaws, any rules and regulations duly adopted, or any of the design and development guidelines and procedures adopted pursuant to the Declaration by self-help, specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or Occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred.

Article XI Fiscal Management

Section 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.

Section 2: Depositories: The funds of the Association shall be deposited in such accounts in Lee County, Florida, as shall be selected by the Board of Directors, including checking and savings accounts in one (1) or more Banks and /or Savings and Loan Associations, Certificates of Deposit, U.S. Treasury Bills and Money Market Accounts with an Investment Firm or Firms, all in accordance with resolutions approved by the Board of Directors. The Funds shall be used only for corporate purposes.

Section 3: Expenses: The receipts and expenditures of the Association may be credited and charged to accounts as the Board of Directors may determine, in accordance with good accounting practices.

Section 4: Reserve Accounts: The Association acting by and through the Board of Directors shall establish and maintain an adequate reserve accounts for the periodic maintenance, repair and replacement of the Common Property.

Section 5: Budget: The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the expenses of the Association for the fiscal year, and to provide and maintain funds for the accounts established by the Board of Directors, in accordance with good accounting practices.

Section 6: Fidelity Bonds: The Association' acting by and through the Board of Directors, shall purchase blanket fidelity bonds for all officers and employees of the Association and for any management agent, who controls or disburses funds of the Association and any contractor handling or responsible for Association funds. The following provisions shall govern the Association's purchase of the bonds:

- (a) Each fidelity bond purchased by the Association shall name the Association as an obligee of the bond.
- (b) The premiums for bonds shall be paid by the Association.
- (c) The fidelity bonds shall be in the amount determined from time to time by the Board of Directors.
- (d) Each bond shall include a provision requiring ten (10) days written notice to the Association or the Association's insurance trustee before the bond can be cancelled or substantially modified for any reason.

Section 7: Accounts and Reports: The following management standards of performance will be followed unless the Board of Directors by resolution specifically determines otherwise:

- (a) Accrual accounting (exclusive of depreciation and amortization), as defined by generally accepted accounting principles shall be employed;
- (b) Accounting and controls should conform to generally accepted accounting principles;
- (c) Cash accounts of the Association shall not be commingled with any other accounts;
- (d) No remunerations shall be accepted by the Managing Agent 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; any thing of value received shall benefit the Association;

- (e) Any financial or other interest which the managing agent may have in any firm providing goods or services to the Association shall be disclosed promptly to the Board of Directors;
- (f) Financial Reports shall be prepared for the Board of Directors monthly containing:
 - 1. An income statement reflecting all income and expense activity for the preceding period on an accrual basis;
 - 2. A variance report reflecting the status of all accounts in an “actual” versus “approved” budget format;
 - 3. A balance sheet as of the last day of the preceding business period; and
 - 4. 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; and
- (g) An annual audited report consisting of at least the following shall be made available to all members within seventy days after the close of the fiscal year: (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year.

Section 8: Agreements, Contracts, Deed, Leases, Checks: etc: All Agreements, contracts, deed, leases, checks, and other instruments of the Association shall be executed by the President and Secretary or by such other person or persons as may be designated by resolution of the Board of Directors.

Section 9: Books and Records:

- (a) Inspection by Members and Mortgagees: The Declaration, Articles of Incorporation, Bylaws, Rules and Regulations, Membership Register, Books of Account, and Minutes of Meetings of the Members, the Board, and Committees shall be made available for inspection and copying by any Mortgagee, Member, or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a Member at the office of the Association or at such other place within the Properties as the Board shall prescribe. Such records shall include a record of receipts and expenditures and accounts for each Member, which accounts shall designate the names and addresses of the

Members, the due dates and amount of each Assessment, the amounts paid upon the account and the balance due.

- (b) Rules for Inspection: The Board shall establish reasonable rules with respect to:
 - 1. Notice to be given to the custodian of the records;
 - 2. Hours and days of the week when an inspection may be made;
 - 3. Payment of the cost of reproducing copies of documents requested;
- (c) Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all physical properties, books, records, and documents of the Association. The right of inspection by a Director includes the right to make extracts and a copy of relevant documents at the expense of the Association.

Section 10: Insurance: The Association shall procure, maintain, and keep in full force and effect, insurance as may be required by the Declaration to protect the interests of the Association and the Members.

Article XII Miscellaneous

Section 1: Parliamentary Rules: Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Florida law, the Articles of Incorporation, the Declaration, or these Bylaws.

Section 2: Construction: If there are conflicts between the provisions of Florida law, the Articles of Incorporation, the Declaration, and/or these Bylaws, the provisions of Florida Law, the Declaration, the Articles of Incorporation, and the Bylaws, in that order, shall prevail.

Section 3: Validity: If any Bylaw, rule or regulation is adjudicated to be invalid, such fact shall not affect the validity of any other Bylaw, Rule or Regulation.

Section 4: Notices: Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States Mail, first class, postage prepaid or by electronic means:

- (a) if to a Member, at the address which the Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Unit of such Member; or
- (b) if to the Association, the Board of Directors, or the Managing Agent, at the principal office of the Association or the managing agent, if any, or at such

other address as shall be designated by notice in writing to the Members pursuant to this Section.

Section 5: Amendments: These Bylaws may be amended by the Members only by the affirmative vote, in person or by alternate, or written consent, or any combination thereof, of Members representing 50% plus one of the total votes eligible to be cast by the Members. However, the percentage of votes necessary to amend a specific clause shall be not less than the prescribed percentage of affirmative votes required for action to be taken under that clause. Any amendment to be effective must be recorded in the public records of Lee County Florida.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am duly elected and acting Secretary of Herons Glen Homeowners' Association, Inc., a Florida not-for-profit corporation;

That the foregoing Bylaws constitute the Amended Bylaws of said Association, as duly adopted at a meeting of the Members thereof held on the _____ day _____, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2007.

Secretary