

Bylaws
of
The Heron's Forest
Property Owners Association, Inc.



HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC.

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**BYLAWS
OF THE
HERON'S FOREST PROPERTY
OWNERS ASSOCIATION, INC.**

ARTICLE I - NAME AND LOCATION

The name of the corporation is THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Association shall be located at P.O. Box 12412, Pensacola, FL 32582, Pensacola, Escambia County, Florida, or such other places as designated by the Board of Directors, and meetings of Members and Directors may be held at such places within the State of Florida, Escambia County, as may be designated by the board of Directors.

ARTICLE II - DEFINITIONS

As used in these Bylaws:

Section 2.1 - Association. "Association" means and refers to THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., a Florida Corporation not-for-profit, its successors and assigns.

Section 2.2 - Common Area. "Common Area" means and refers to the Common Areas either as defined as such in the Declaration or as designated as such by the Association, and, without limiting the generality of the foregoing, shall include, among other things, that certain real property (and rights or interest therein) contained in those two certain "Deeds of Common Areas" recorded in Official Record Book 4263, Page 0713, and Official Record Book 4281, Page 0988, all of the public records of Escambia County, Florida.

Section 2.3 - Declarant. "Declarant" shall mean or refer to Heron's Forest Development Company, Inc., a Florida corporation, its successors and assigns.

Section 2.4 - Declaration. "Declaration" means and refers to that certain "Declaration of Covenants, Conditions and Restrictions for Heron's Forest" which is recorded in Official Record Book 4203, Page 1199, of the public records of Escambia County, Florida as the same may be amended, supplemented or restricted from time to time as therein provided. In interpreting these Bylaws and the Articles of Incorporation of the Association, words and phrases herein which are

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defined in the Declaration shall utilize the definitions in the Declaration recorded at the time of application.

Section 2.5 - Lot. "Lot means and refers to all Lots as defined in the Declaration.

Section 2.6 - Member. "Member" means and refers to those persons entitled to membership in the Association as provided in the Declaration.

Section 2.7 - Owner. "Owner" means and refers to an owner as defined in the Declaration.

Section 2.8 - Subdivision. "Subdivision" shall mean and refer to "Heron's Forest," a subdivision according to plat thereof recorded in Plat Book 16, Pages 18 and 18A, of the public records of Escambia County, Florida.

ARTICLE III - MEETING OF MEMBERS

Section 3.1 - Annual Meeting. The first annual meeting of Members shall be held on such date and at such time and place in 1999, as the Board of Directors determines, and each subsequent regular annual meeting of the Members shall be held each calendar year thereafter and on such date and at such time as the board of Directors determines.

Section 3.2 - Special Meeting. Special meetings of the Members may be called at any time by the President, by the Board of Directors, or upon written requests of one-fourth of the Owners.

Section 3.3 - 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 mailing a copy of such notice postage prepaid, at least seven (7) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, in the public records of Escambia County, Florida, 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 3.4 - Quorum. The presence in person or by proxy at a meeting of Members entitled to cast one-fourth of the votes of membership shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.5 - Proxies. At all meetings of Members, each Owner may vote in person or by proxy. To be valid, a proxy must be dated, must state the date, time and place of the meeting for

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which it is given, and must be signed by the authorized person who executed the proxy. A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvene from time to time, and automatically expires ninety (90) days after the date of the meeting for which it was originally given. A proxy is revocable at any time at the pleasure of the person who executed it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 3.6 - Member Voting. Unless otherwise specified in the Declaration, the Articles of Incorporation of the Association, or herein, decisions that require a vote of the Members must be made by the concurrence of at least a majority vote of the votes present, in person or by proxy, at a meeting at which a quorum has been attained.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 - Number. The affairs of this Association shall initially be managed by a Board of three (3) Directors, who need not be Members of the Association.

Section 4.2 - Election; Term of Office. Directors shall be elected by Members in the manner, and for the term, set forth in the Articles of Incorporation of this Association.

Section 4.3 - Removal. Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the Members. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining directors and he shall serve for the unexpired term of his predecessor.

Section 4.4 - Compensation. No director shall receive compensation for any service he may render to the Association as a director. However, any director may with prior approval of the Board of Directors, be reimbursed for his actual expenses incurred in the performance of his duties as director.

Section 4.5 - Meetings of Directors. Except in an emergency, notice of all board meetings shall be posted in a conspicuous place in the Subdivision at least forty-eight (48) hours in advance of the meeting.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 5.1 - Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be

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appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or non-members.

Section 5.2 - Election. Election to the Board of Directors shall be by voice vote or a show of hands, unless objected to by thirty percent (30%) of the Members present at that meeting, in which case the election shall be by written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting is prohibited.

ARTICLE VI - MEETING OF DIRECTORS

Section 6.1 - Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and hours as may be established from time to time by resolution of the Board.

Section 6.2 - 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, after not less than three (3) days notice to each director, unless notice is waived by all directors.

Section 6.3 - 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 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 7.1 - Powers. The Board of Directors shall have the power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and regulating the personal conduct of the Members, their families, guests, tenants, agents and contractors in the use of the Common areas, and to establish, if appropriate, penalties for the infraction thereof;

(b) Suspend the voting rights of a Member during any period in which such Member shall be in default 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 by the Members or their families;

(c) Exercise for the Association all powers, duties and authority vested in or

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delegated to this Association by these Bylaws, the Articles of Incorporation or Declaration, and which are not reserved to the Members by other provisions of these Bylaws, 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; and

(e) Employ a manager, an independent contractor, or such other employees or agents as the deem necessary, and to prescribe their duties and fix their compensation, if any.

Section 7.2 - Duties. It shall be the duty of the Board of Directors to:

(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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Owners;

(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 Declaration, to:

(i) Fix the amount of any assessments against each Lot and its due date;

(ii) Mail written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of its due date; and

(iii) If and as it deems appropriate, foreclose the lien against property for which assessments are not paid within thirty (30) days after due date and/or to bring an action at law against the Owner personally obligated to pay same

(d) Issue, or cause an appropriate officer to issue, upon demand by an person, a sealed 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 the 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 by the Association, as it may deem appropriate;

(f) Cause the Common Areas to be maintained; and,

(g) Coordinate and cooperate with the Architectural Review Committee, as constituted in the Declaration, on matters pertaining to architectural control with the Subdivision.

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ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 8.1 - Enumeration of Officers. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, A Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

Section 8.2 - Election of Officers. The initial officers of the Association are as set forth in its Articles of Incorporation. Thereafter, an election of officers shall take place at the first annual meeting of the Board of Directors following each annual meeting of the Members.

Section 8.3 - Term. the officers of this Association shall be elected annually by the board of Directors 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 8.4 - 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 other duties as the Board may, from time to time, determine.

Section 8.5 - Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. 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 there in and, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8.6 - Variances. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.7 - Multiple Officers. 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 officers created pursuant to Section 8.4 and, except for the initial officers of the Association specified in its Articles of Incorporation.

Section 8.8 - Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors and Members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instrumnets not otherwise provided for in these Bylaws or by Florida Statutes.

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Vice-President

(b) The Vice-President shall serve as President, and Chairman of the Board of Directors, in the absence of the President; and is authorized to sign all leases, mortgages, deeds and other written instruments not otherwise provided for in these Bylaws or Florida statutes.

Secretary

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members in written form; keep any corporate seal of the Association required by the Board of Directors and affix it on all papers requiring said 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.

Treasurer

(d) The Treasurer (and/or such additional officers of the Association as the Board of Directors from time to time designates) shall receive and deposit in appropriate accounts all monies of the Association and shall disburse such funds as directed by the President (or in his absence the Vice-President) and the Board of Directors; shall sign all checks of the Association; keep proper books of account; cause an annual accounting 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.

ARTICLE IX - 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 Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X - ASSESSMENT

Section 10.1 - Assessment. As more fully provided 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. 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, the assessment shall bear interest from the date of delinquency at the highest legal rate and the

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Association or an Owner (on behalf of the Association) may bring an action at law against the Owner personally obligated to pay the same and foreclose the lien against the property. If the party initiating such action prevails, is shall be entitled to recover reasonable legal fees from the defendant and any such amounts so awarded shall be added to the amount of such assessment. No owner may waive or otherwise avoid liability for the assessments provided for herein by virtue of non-use of the common Areas or abandonment of his Lot.

ARTICLE XI - CORPORATE SEAL

Section 11.1 - Corporate Seal. If directed by the Board of Directors, the Association shall have a seal in circular form having within its circumference the words: THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE XII - AMENDMENTS

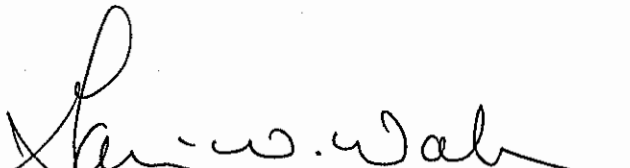
Section 12.1 - Amendments. These Bylaws may be amended at any time and from time to time by a vote of the majority of the Board of Directors; provided, however, that HUD and VA has the right to approve any amendments if there is then outstanding Class B membership.

Section 12.2 - Priority of Bylaws. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declarations and these Bylaws, the Declaration shall control.

ARTICLE XIII - FISCAL YEAR

Section 13.1 - 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 that the date of commencement for the first fiscal year shall begin on 7/1/98.

I HEREBY CERTIFY that the foregoing is a true and correct copy of the Bylaws of THE HERON'S FOREST PROPERTY OWNERS ASSOCIATION, INC., as adopted by the board of Directors of said Association at its initial meeting on June 30, 1998.


Garrett W. Walton, Secretary

RCD Aug 13, 1999 01:45 pm
Escambia County, Florida