

**BYLAWS  
OF  
THE HARBORAGE OWNERS' ASSOCIATION, INC.**

The following constitute the Bylaws of THE HARBORAGE OWNERS' ASSOCIATION, INC. ('CORPORATION'), a Florida Corporation not for profit organized pursuant to Part 1 of chapter 617 of the Florida Statutes, as the same were adopted by the Board of Directors of the Corporation (hereinafter call the "ASSOCIATION") at the first meeting thereof held on the 23<sup>rd</sup> day of June, 1986, at 5900 Enterprise Parkway, Fort Myers, Florida 33905.

**1. MISCELLANEOUS MATTERS**

**1.1 NAME AND ADDRESS**

This association shall be known as THE HARBORAGE OWNERS' ASSOCIATION, INC. Initially, the principal business address of the Association shall be 5900 Enterprise Parkway, Fort Myers, Florida 33905. The principal business address of the Association may, however, be changed from time to time, and the Association may have additional business addresses, as may be determined from time to time by the Directors.

**1.2 PURPOSE**

The purpose for which this Association has been organized is to promote the health, safety, and welfare of the owners of lots ("LOT OWNERS"), which may be included in THE HARBORAGE SUBDIVISION ("SUBDIVISION"), according to the Plat thereof, referred to in the Articles of Incorporation ("ARTICLES").

**2. MEMBERSHIP**

**2.1 MEMBERSHIP**

All Lot Owners shall be members of the Association as more particularly set forth in the Articles.

**2.2 ANNUAL MEETING**

The annual meeting of the membership of this association shall be held at a place and time during January to be designated by the President. One of the purposes of which shall be the election of the Board of Directors for the ensuing calendar year, all of whom shall take office upon election.

**2.3 SPECIAL MEETINGS**

Special Meetings may be held at the call of the President, by request of a majority of the members of the Board of Directors, or by members entitled to cast twenty-five (25%) percent of the votes at a meeting.

**2.4 NOTICE**

At least ten (10) days written notice of each meeting, whether annual or special, shall be mailed to each and every member of the Association at his last know address.

## **2.5 ORDER OF BUSINESS**

Order of business at annual meeting:

- 2.5.1 Roll Call
- 2.5.2 Reading of Notice of Meeting
- 2.5.3 Reading of Minutes of Previous Meeting
- 2.5.4 Report of President
- 2.5.5 Report of Treasurer
- 2.5.6 Report of the Secretary
- 2.5.7 Reports of Committees
- 2.5.8 Election of Directors
- 2.5.9 Transaction of Other Business mentioned in the Notices
- 2.5.10 Adjournment

## **2.6 QUORUM**

A majority of the members (by number of votes) shall constitute a quorum for the transaction of business, but if there shall be less than a quorum present at any meeting, a majority of those present may adjourn the meeting from time to time and place to place.

## **2.7 VOTING**

2.7.1 Every member shall have the right to vote as set forth in the Articles. The right to vote shall be exercisable in person or in proxy.

2.7.2 Any action required by law, these Bylaws, or the Articles to be taken at any annual or special meeting of the members, or any action which may be taken by any annual or special meeting, without prior notice and without a vote, if a consent, in writing, setting forth the action so taken, shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

## **2.8 TRANSACTION OF BUSINESS WITHOUT A MEETING**

Any business which might be transacted by the members at any regular or special meeting may be transacted by the members without the necessity of a formal meeting if consented to in writing by members entitled to cast sufficient votes at the meeting to transact that business, as provided in Paragraph (2.7.2) above.

## **3. BOARD OF DIRECTORS**

### **3.1 NUMBER AND TERM OF DIRECTORS**

The business, property and affairs of this Association shall be managed by a Board of Directors composed of seven (7) persons. Each director shall hold office for the term for which he is elected and until his successor is elected and qualified. The number of Directors may be increased or decreased by the members, from time to time, at the annual meeting, but shall never be less than five (5). The affairs of the Association shall be governed by a Board composed

of seven (7) Directors. All Directors shall be owners or the spouse of an owner. All officers of a corporation, trustees and/or beneficiaries of a trust, partners of a partnership, or other such owner shall be deemed to be members so as to be eligible for Board membership. Persons who are convicted felons, who have not had their civil rights restored, are not eligible to serve on the Board. All Directors will be elected for a two (2) year term. It is the intention of these Bylaws that a staggered Directorate be maintained. To implement and maintain a staggered directorate, the Board may hold seats in future elections open for one or two year terms, when necessary or appropriate. In order to provide for a continuity of experience by establishing a system of staggered terms, at the first meeting of the Board after the 2004 annual meeting, the number of Directors to be seated shall be seven (7). The four (4) candidates receiving the highest number of votes at the 2004 Annual Meeting shall be seated for two (2) year terms. The three (3) candidates receiving the next highest number of votes shall be seated for a one (1) year term. In the case of tie votes, or no election due to an insufficient number of candidates, the Directors elected shall decide among themselves who shall serve the longer terms, and absent the ability to do so, shall decide by lot. Thereafter, all Directors shall be elected for two (2) year terms with four (4) Directors being elected in even numbered years (2006. 2008. etc.) and three (3) Directors being elected in odd numbered years (2005. 2007. etc.). In such cases, those receiving the higher number of votes shall be elected to the longer terms and when no election is held. the decision shall be made by agreement of the affected parties, or by lot. The term of each Director's service shall extend until their elected term is completed and thereafter until their successor is duly elected and qualified or until the Director is removed in the manner provided in the Articles of Incorporation or Bylaws, or resigns. Resignations of Directors are effective when received by the Association in writing, unless a later date is stated.

### **3.2 QUALIFICATION**

The Board of Directors shall be residents of Lee County, Florida. And either members of the Association or officers, general partners or trustees of an entity member.

### **3.3 QUORUM**

The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. Business may be transacted by the members of the Board of Directors without the necessity of a formal meeting, if consented to in writing by the members of the Board of Directors.

### **3.4 TIME OF MEETING**

Annual meeting of the Board of Directors shall be immediately following the annual meeting of the members each year, at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by two (2) of the Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director shall waive notice thereof before, at or after the meeting.

### **3.5 VACANCIES**

Vacancies on the Board of Directors shall be filled by election by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by

a vote of the membership present, who may make such election at their next annual meeting, or at any special meeting duly called for that purpose and held prior thereto.

### **3.6 POWER AND DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall have power:

3.6.1 To call meetings of the members

3.6.2 To appoint, remove at leisure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond, as it may deem expedient. Nothing contained in these bylaws, shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

3.6.3 To establish, levy and assess, and collect the assessments against lots necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate by the Board of Directors.

3.6.4 To adopt and publish rules and regulations governing the use of the Common Area of any parcels thereof and the personal conduct of the members and their guests thereon, including reasonable admission charges if deemed appropriate.

3.6.5 To authorize and cause the Association to enter into contracts for the day-to-day operation of the Association and the discharge of, its responsibilities and obligations.

3.6.6 To use its best efforts to obtain, for the Association, such insurance as is prudent, and including but not limited to, insurance (including fidelity bonds) which meets the reasonable requirements of the Federal National Mortgage Association with aspect to mortgage approval in subdivisions similar to THE HARBORAGE SUBDIVISION. The Association shall maintain at least One Million Dollars of public liability insurance.

3.6.7 To exercise for the Association all powers, duties and authority vested in or delegated to the Corporation, except those reserved to members in the Deed of Restrictions for the Subdivision or Articles of Incorporation of the Association.

3.6.8 To cause to be kept a complete record of all its acts and corporate affairs and to make an annual report to the members regarding receipts and expenditures.

3.6.9 To supervise all officers, agents and employees of this Association and to see that all duties are properly performed.

3.6.10 Except as necessary for the day-to-day administration, management and operation of the Association to fulfill its purposes and duties as set forth in the Articles of Incorporation, Bylaws, and Declaration of Covenants of the Association, each as amended from time to time, or in the case of an emergency, as further defined below, the Board of Directors may not authorize any of the following actions without the approval of seventy-five percent (75%) of the members of the Association as evidenced by vote held at a regular or special meeting of the members or by written consent pursuant to Section 2.8 of the Bylaws:

- a. Any sale, lease, exchange, release, termination, withdrawal, or other conveyance of all or any portion of real property owned by the Association or any interest in real property held by the Association, including, but not limited to, any easements benefiting the Association;
- b. Any mortgage or pledge of, or creation of a security interest in, or conveyance of title to, all or any part of the property or assets of the Association of any description, or any

- interest therein, for the purpose of securing the payment or performance of any contract, note, bond, or other financial obligation of the Association;
- c. Any material alterations or modifications, or substantial additions or withdrawals of Association real or personal property; and
  - d. Any grant of easement, license or other rights to use any common areas or facilities of the Association to persons other than the members, their guests, and invitees, subject to the provisions of the Declaration of Covenants, the Articles, the Bylaws, and any rules and regulations promulgated by the Association. However, the Board may authorize the modification or relocation of any existing public utilities easements within or on the common areas of the Association or may grant public utilities easements upon common areas of the Association if necessary for the provision of public utilities to the owners or the Association to the extent that such public utilities easements will not unreasonably interfere with the members' use of the common areas for their intended purposes.

For the purposes of this subparagraph 3.6.10, an emergency shall occur when, in the sole discretion of the Board of Directors, there is potential danger of damage to persons or property. In an emergency, the Board of Directors shall be authorized to utilize Association property and assets to pay for preventative, protective or remedial construction, reconstruction, improvements, repairs or replacements, or other measures in order to prevent potential danger of damage to persons and property. Events constituting emergencies include, but shall not be limited to, hurricanes, floods, tornados, fires, catastrophic weather conditions, or acts of terror.

#### **4. ASSESSMENTS**

The board shall:

- 4.1 Fix the amount of the assessment against each Lot Owner for each assessment period at least thirty (30) days in advance of the date due
- 4.2 Prepare a roster of the Lot Owners and assessments applicable thereto which shall be kept in the office of the Association and shall be opened to inspection
- 4.3 Send written notice of each assessment to every Lot Owner subject thereto
- 4.4 Issue or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be prima facie evidence of any assessment therein stated to have been paid.

#### **5. REMOVAL OF DIRECTORS, OFFICERS OR EMPLOYEES**

Any Directors, Officer or employee may be removed by the Board of Directors whenever, in the judgment of the Board, the best interest of the Association will be served thereby, by a majority vote of the Board of Directors. Failure to attend three executive meetings without a valid excuse shall constitute cause for the removal of a Director.

#### **6. DELEGATION OF POWERS**

For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

## **7. ANNUAL REPORTS**

The President and the Treasurer shall present their respective reports of the Operation of the Association for the preceding year, at the annual meeting of the Board of Directors and the membership.

## **8. ACTION WITH MEETING**

Any Action required by law, these Bylaws, or the Articles of Incorporation of this Association to be taken at any regular or special meeting of the Directors of this Association or any action which may be taken at any regular or Special meeting of the Directors, may be taken without a meeting, without prior notice and without a vote, if a consent, in writing, setting forth the action so taken, shall be signed by the minimum number of Directors that would be necessary to authorize or take such action at a meeting at which all Directors entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those Directors who have not consented in writing. The notice shall fairly summarize the material features of the authorized action taken.

## **9. OFFICERS**

### **9.1 ELECTION**

The Board of Directors shall elect the officers of this Association. They shall consist of the President, Vice-President, Secretary and Treasurer. Each officer shall be elected to hold office for the term that he or she was elected to the Board of Directors and until his or her successor is elected and qualified.

### **9.2 PRESIDENT**

The President shall preside at all meetings of the Board of Directors, make all committee appointments other than Nominating Committee, be a member ex-officio of all committees except Nominating Committee, and perform all other duties usually pertaining to the office of the President.

### **9.3 VICE-PRESIDENT**

The Vice-President shall preside at all meetings of the Board of Directors in the absence of the President, be a member of the Administration and finance Committee, and perform all such other duties usually pertaining to the office of the Vice-President.

### **9.4 TREASURER**

The Treasurer shall be custodian of all funds and securities of the Association and collect interest thereon, make report at annual meetings and special reports when requested, deposit all moneys of the Association in the name of THE HARBORAGE OWNERS' ASSOCIATION, INC., a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon the joint signatures of two of the officers of the Association, one of whom shall be the Treasurer and the other of whom shall be the President or Vice-president, give bond in such amount as the Board of Directors may require the Association to pay the premium for such bond, and prepare and file reports and returns required by all governmental agencies. The detailed bookkeeping shall be performed by a paid qualified bookkeeper. All

Securities and other valuable papers shall be placed in a safe deposit box or vault, designated by the Board of Directors, which may be opened upon the joint signatures of two of the officers of the Association, one of whom shall be the Treasurer and the other of whom shall be the President or Vice-President. The Treasurer's accounts and the bookkeeper's records will be audited annually by a firm of Certified Public Accountants, at the expense of the Association.

#### **9.5 SECRETARY**

The Secretary shall record the minutes of the meetings, write up the minutes the day following the meeting, confer with the President for possible omissions, send duplicate copy of minutes to the President, have custody of the seal of the Association, give notices of all meetings required by statutes, bylaws or resolutions, take attendance record at meetings, maintain committee reports, carry on all necessary correspondence of the Association and perform such other duties as may be delegated to him/her by the Board of Directors.

#### **10. ARCHITECTURAL REVIEW BOARD**

The President shall appoint a chairperson of the Architectural Review Board at the annual meeting of the Board of Directors held in January of each year. The Board of Directors shall select four (4) additional members for the Architectural Review Board. The Architectural Review Board shall be responsible for the monitoring of the construction, maintenance and landscaping which takes place on the lots and common area included in the Subdivision as more particularly as set forth in the Declaration of Restrictions and Covenants with respect to the Subdivision. The Architectural Review Board shall have the authority to Promulgate, from time to time, procedures, guidelines, and substantive rules relating to architectural controls. Three (3) of the five (5) members of the Architectural Review Board shall constitute a quorum. Any action taken by the Architectural Review Board shall require the affirmative vote of three (3) of its members. At least three (3) of the members of the AR Board shall be members of the Association; however, the AR Board shall have one (1) architect and one (1) professional in the field of home construction, and the latter two (2) members need not be members of the Association. The President is authorized to pay the architect and home construction professional a reasonable portion of the fee to be charged to each owner in connection with plan review. The amount of the administrative fee shall be established by the Association, but shall be paid as directed in the AR Board guidelines.

#### **11. COMPENSATION**

No compensation shall be paid to Directors for services performed by them for the Association in any capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services were rendered.

#### **12. FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

#### **13. ACCESS TO DOCUMENTS**

The Association shall make available to members and lenders, and to holders, insurers, and guarantors of any first mortgage, current copies of the declaration of covenants and restrictions, articles of incorporation, bylaws and rules, and the books, records and financial statements of the Association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances.

**14. RULES OF ORDER**

'Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specified or covered by these Bylaws.

**15. AMENDMENTS**

The Board of Directors and the members may later amend, revise, add to, repeal or rescind these Bylaws, or adopt new Bylaws as provided in the Articles. Notice of the Proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws shall have been given at least fifteen (15) days preceding a meeting called for that purpose.

**CERTIFICATE**

The foregoing was adopted as the Bylaws of THE HARBORAGE OWNERS' ASSOCIATION, INC., a Corporation not for profit under the laws of the State of Florida, on the 23<sup>rd</sup> day of June 1986.

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President