

**BY-LAWS OF
HEATHER RIDGE HOMEOWNER'S ASSOCIATION, INC.
A NOT-FOR-PROFIT FLORIDA CORPORATION
AS AMENDED 9/6/00, 10/23/02 AND 11/10/2008**

**ARTICLE I
NAME**

The name of the corporation is HEATHER RIDGE HOMEOWNER'S ASSOCIATION, INC. a FLORIDA CORPORATION, NOT-FOR-PROFIT (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at P. O. Box 964, Lecanto, FL 34460-0964, but meetings of member and directors may be held at such places within the State of Florida as may be designated by the Board of Directors from time to time.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to the HEATHER RIDGE HOMEOWNER'S ASSOCIATION, INC., a Florida corporation, not-for-profit, its successors and assigns.

Section 2. "Common Area" shall be defined in the Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as "Declaration") for the HEATHER RIDGE HOMEOWNER'S ASSOCIATION, INC., as recorded in O. R. Book 1156, Page 0253, et seq., Public Records of Citrus County, Florida.

Section 3. "Developer" shall mean REGENCY CITRUS, INC., A Florida corporation, it successors and assigns. Developer shall at all times have the right to assign its interest herein to any successor or nominee.

Section 4. "Lot" shall mean any Lot shown on the recorded subdivision plat as referred to herein with the exception of the Common Area.

Section 5. "Maintenance of the Common Area" shall mean the exercise of reasonable care to keep buildings, roads, landscaping, lighting and other related improvements and fixtures in a condition comparable to their original condition, normal wear and tear excepted, including but not limited to the maintenance of drainage and conservation easements in accordance with the Southwest Florida Management District rules and regulations, if applicable, and entrance amenities. Maintenance of land-scaping shall further mean the exercise of general accepted garden-management practices necessary to promote a healthy, weed-free environment for optimum plant growth.

Section 6. "Member" shall mean every person or entity who hold membership in the Association.

Section 7. "Owner" shall mean the record Owner, whether one or more persons, or entities, of a fee simple title to any Residential Lot or Residential Unit, which is a part of the property described on said Plat, but shall not include those holding title merely as security for performance of any obligation.

Section 8. "Subdivision" shall mean and refer to the subdivided real property hereinbefore described and such additions thereto as may be brought within the jurisdiction of the Association as hereinafter provided.

ARTICLE III MEETING OF MEMBERS

Section 1. **Annual Meetings.** The annual meeting of the Members shall be held in November each year, at such time and date as determined by the Board of Directors. The purpose of the annual meeting is to elect members to the Board of Directors, and to inform the members of the current state of affairs of the Association. The first meeting of the Board of Directors of the Association shall be immediately succeeding the annual meeting of the members.

Section 2. **Special Meeting.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of a majority of the Members. If, however, such quorum shall not be present or represented at the meeting, the Members shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 3. **Notice of Meetings.** Written notice of each meeting shall be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency; or distributed at least seven (7) days before such meeting to each member entitled to vote thereat, to the member's address of record. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. **Quorum.** The presence at the meeting of members entitled to cast votes, or proxies entitled to cast votes, equal to twenty-five percent (25%) of all votes to be cast shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants, conditions and Restrictions, (hereinafter referred to as the "Declaration") or these By-Laws. If, however, such quorum shall not be present or represented at the meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. **Proxies.** At all meetings of Members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her lot.

Section 6. **Vote Required.** At every meeting of the Members, the owner or owners of each lot, either in person or by proxy, shall the right to cast the number of votes to which he is entitled as set forth in the Declaration. The vote of the majority of the votes cast by those present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Declaration, the Articles of Incorporation, or these By-Laws, a different vote is required, in which case such express provisions shall govern and control.

Section 7. **Order of Business.** The order of business at all annual or special meetings of the Members shall be as follows:

1. Roll Call
2. Proof of Notice of meeting or waiver of notice
3. Reading of the minutes of previous meeting
4. Reports of officers
5. Reports of committees
6. Election of officers or directors (if election to be held)
7. Unfinished business
8. New business
9. Adjournment

ARTICLE IV BOARD OF DIRECTORS: SELECTION-TERM OF OFFICE

Section 1. **Number.** The affairs of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) members. Board membership requires that all dues and/or assessments for said lot are paid and current.

Section 2. **Term of Office.** Each member of the Board shall serve for a term of two (2) years, or until such time as a successor is chosen. The eligibility of a member to be elected for more than on (1) term shall not be abridged. All elected Board members shall take office on the first day of January of the year following their election. The outgoing Treasurer, if applicable, shall close the books for the calendar year in which the election was held before his term shall end.

Section 3. **Removal.** Any Director may be removed from the Board with our without cause, by a majority of the Members of the Association entitled to vote. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board of Directors and he/she shall serve for the unexpired term of his/her predecessor.

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

Section 5. **Action Taken Without a Meeting.** The Directors shall have the right to take any action in absence of a meeting which they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE V.
ELECTION OF DIRECTORS**

Elections to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each such vacancy, as many votes as they are entitled to exercise under the provisions of the declaration. The persons receiving a majority of the votes cast for that office shall be elected. Cumulative voting is not permitted.

**ARTICLE VI.
MEETING OF DIRECTORS**

Section 1. Board Meetings. A meeting of the Board of Directors of the Association occurs whenever a quorum of the Board gathers to conduct Association business. All meetings of the Board are open to all members, except for meetings between the Board and its attorney with respect to proposed or pending litigation where the contents of the discussion would otherwise be governed by the attorney-client privilege. Notices of all Board meetings must be posted in a conspicuous place in the community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the community, notice of each Board meeting must be mailed or delivered to each member at least 7 days before the meeting, except in an emergency. Notwithstanding this general notice requirement, for communities with more than 100 members, the bylaws may provide for a reasonable alternative to posting or mailing of notice for each board meeting, including publication of notice or provision of a schedule of board meetings. An assessment may not be levied at a Board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments. Directors may not vote by proxy or by secret ballot at Board meetings, except that secret ballots may be used in the election of officers. This subsection also applies to the meetings of any committee or other similar body, when a final decision will be made regarding the expenditure of Association funds, and to any body vested with the power to approve or disapprove architectural decisions with respect to a specific parcel of residential property owned by a member of the community.

Section 2. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. **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 the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

B. Suspend the voting rights and right to use of the Common Area by a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right to use of the Common area may also be suspended, after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.

C. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, 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;

E. Employ a manager, management company, an independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefore, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;

F. Accept such other functions or duties with respect to the property hereunder, including Architectural control, in addition to maintenance responsibilities, as are determined from time to time to be proper by the majority of the Board of Directors;

G. Delegate to and contract with a financial institution for collection of the assessments of the Association; and

H. Exercise such other powers enumerated in the Declaration.

Section 2. **Duties.** It shall be the duty of the Board of Directors:

A. To cause to be kept a complete record of all of 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 required in writing by fifty-one percent (51%) of the members.

B. To supervise all officers, agents and employees of the Association and to see that their duties are properly performed.

C. To fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period and to send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and in relation thereto, to establish the Annual Budget as provided in the Declaration described hereinabove; provided that the Board of Directors may provide for said assessments to be paid in monthly, quarterly or semi-annual installments.

D. To foreclose the lien against any property for which assessments are not paid or to bring an action at law against the Owner personally obligated to pay the same, at the election of the Board of Directors.

E. To issue or cause to be issued by an appropriate officer, upon demand by any person, a 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 a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

F. To procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of a majority of the Directors may be necessary or desirable for the Association, the policies and limits to be reviewed at least annually and increased and decreased at the discretion of the majority of the members of the Board of Directors;

G. To cause the Common Area and those portions of Lots and dwellings to be maintained in accordance with the Declaration; and

H. To fix and determine the amount of special assessments for capital improvements as set forth in the Declaration, to send written notice of each special assessment to every Owner subject thereto at least thirty (30) days in advance of the due date thereof, and to collect or cause to be collected such sum or sums as are deemed to be due by virtue of said special assessment.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors; a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors which shall immediately follow the adjournment of each annual meeting of members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless said officer shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion.

Section 5. Standing Committees. The Board shall appoint such standing committees as are required under the Declaration, the Articles, or these By-laws, as well as such other committees as are necessary or desirable from time to time, which committees shall exist for such periods of time, have such authority, and perform such duties as the Board may, from time to time, determine in its discretion.

Section 6. 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, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8. Multiple Offices. The offices of President and Secretary may not be held by the same person.

Section 9. Duties. The duties of the officers are as follows:

A. **President:** The President shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

B. **Vice-President:** The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.

C. **Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors 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 may be required by the Board of Directors.

D. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by Resolution of the Board of Directors; all checks and promissory notes of the Association shall be signed by any two (2) of the following officers: President, Vice President, Secretary or Treasurer; keep proper books of account; cause a financial report of the Association books to be made by a public accountant, CPA or Management Company at the completion of each fiscal year; at the discretion of the Board of Directors, prepare or cause to be prepared an audit of the books of the Association; 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 COMMITTEES

The Board of Directors may, at its discretion, create such committees as it sees fit from time to time.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, or such other address as the Board of Directors may from time to time designate, and copies may be purchased at a reasonable cost at such address.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, except as therein provided, 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 and are a personal obligation of each Member.

ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form, having within its circumference the words: **HEATHER RIDGE HOMEOWNER'S ASSOCIATION, INC.**, A Florida corporation, not-for-profit. 1996.

**ARTICLE XIII
AMENDMENTS**

Section 1. **Requirements to Amend.** These By-Laws may be amended at a regular or special meeting of the members by a vote of fifty-one (51%) of the members present in person or by proxy except as otherwise provided in the Declaration.

Section 2. **Control of Conflict.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control, and in case of any conflict between the Declaration, the Articles of Incorporation, and/or these By-Laws, the Declaration shall control.

**ARTICLE XIV
MISCELLANEOUS**

Section 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 each year, except that the first fiscal year shall begin on the date of incorporation of the Association.

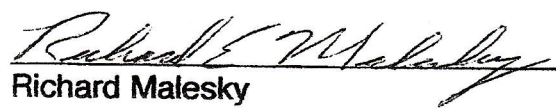
Section 2. **Indemnification.** The Association shall indemnify any Officer or Director or any former Office or Director to the full extent permitted by law.

Section 3. **Insurance.** The Board of Directors may, but is not required to, elect to carry a policy of Officers and Directors liability insurance, insuring the Officers and Directors against any claims made against them whatsoever, except claims of willful negligence and misfeasance of office.

In Witness whereof, we the Directors of the **Heather Ridge Homeowner's Association, Inc.**, have hereunto set our hands this 19 day of ~~JANUARY~~, 2009 for and on behalf of the Association.


James Aldrich


Donna Douglas


Richard Malesky


Edie Adamson


James Bergstrom


C. Allen Mumford

Revised September 6, 2000 at a meeting of the membership
Revised October 23, 2002 at a meeting of the membership
Revised November 10, 2008 at a meeting of the membership