

**BY-LAWS
OF
FAIRVIEW PROPERTY OWNERS' ASSOCIATION, INC.**

**ARTICLE I
Name and Location**

The name of the corporation is FAIRVIEW PROPERTY OWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association") Corporation Address is 1630A Woodmar Dr., Sun City Center, FL 33573.

**ARTICLE II
Definitions**

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Amended Declaration of Covenants and Restrictions for Fairview Subdivision (hereinafter referred to as the "Declaration").

**ARTICLE III
Meeting of Members**

Section 1. **Annual Meetings.** All annual and special meetings of the Association shall be held in Hillsborough County, Florida or at such other place as may be permitted by law and from time to time as fixed by the Board of Directors and designated in the notices of meetings.

Section 2. **Notice of Annual Meetings.** Annual meetings of the members of the Association shall be held in the fourth quarter of each fiscal year. Notice of the meeting, which shall include an agenda, shall be hand-delivered or sent by first class mail to each member listed in the membership book of the Association at the address shown therein (hereinafter referred to as the "Member of Record") at least fourteen (14) and no more than sixty (60) days prior thereto. The Secretary of the Association shall obtain and retain a written receipt of delivery or the post office certificate of mailing as proof that the notice was delivered or mailed.

Section 3. **Special Meetings.** Special meetings of the members, for any purpose or purposes, whether or not specifically required by these By-Laws, the Articles of Incorporation, or the Declaration may be called by the President, Secretary, a majority of the Board, or by the members having twenty-five percent (25%) of the votes of the membership. No business shall be transacted at any special meeting except as stated in the notice thereof.

Section 4. **Notice of Special Meetings.** Notice of all special meetings shall be given by the Secretary to Members of Record, or if the Secretary shall fail to do so, by the President or Board, not less than thirty (30) nor more than sixty (60) days prior to the date thereof, stating the date, time, and place of the meeting and the purpose or purposes thereof. Notices deposited in the United States mail, postage prepaid within the prescribed time or, in lieu of mailing, delivered by hand

to the members shall suffice. The Secretary shall obtain and retain a written receipt of delivery of the post office certificate of mailing as proof that the notice was delivered or mailed.

Section 5. **Quorum.** Members present in person or represented by proxy, entitled to cast at least one-third (1/3) of the votes of the membership of the Association, shall constitute a quorum.

Section 6. **Action Taken at Meeting.** When a quorum is present at any meeting, a majority of the votes duly cast by the members present at the meeting or represented by written proxy shall decide any question brought before the meeting, unless the question is one upon which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws, a different vote is required, in which case the express provision shall govern and control. If any meeting of members cannot be organized because a quorum is not present, the meeting may be adjourned by a majority of the members present in person, until a quorum is present.

Section 7. **Order of Business.** The order of business at all meetings shall be as prescribed in the agenda prepared by the Board and submitted to the members with the notice of each meeting.

Section 8. **Action Without Meeting.** Any action which may be taken by the membership pursuant to a duly called meeting, may be taken without a meeting provided that: a proposal of action to be taken by the members is mailed to every member of the Association together with a request for approval or disapproval; and, the members responding to the proposal (hereinafter referred to as the "Responding Members") hold at least one-third (1/3) of the votes of all members of the Association. A proposed action may be approved by a majority of the votes attributable to the Responding Members unless the proposed action is one which by express provision of law, the Declaration, the Articles of Incorporation or these By-Laws requires a different vote, in which case the express provision as it pertains to voting percentages shall govern and control.

Section 9. **Voting.** If more than one person owns an interest in any Lot, all such persons are members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted.

Section 10. **Proxies.** Votes may be cast in person or by proxy. A proxy may be made in writing by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and for adjournments thereof, but in no case more than 90 days from the date of the meeting for which it was given and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting.

Section 11. **Presiding Officers.** At each meeting of the members, the President, or in his absence the Vice President, shall preside and the Secretary, or in his absence the Assistant Secretary shall be the Secretary for the meeting.

ARTICLE IV
Directors

Section 1. **Board of Directors.** The affairs of the Association shall be managed by a Board of Directors of not less than three (3) or more than seven (7) directors. All directors must be a resident member of the Fairview Property Owners' Association.

Section 2. **Election of Directors.**

- a. Directors shall be elected at the annual meeting of the Association.
- b. Directors shall be elected by ballot unless dispensed by the unanimous consent of those members eligible to vote in person or with proxy. If there are more nominees than vacancies, the nominees with the greatest number of votes shall be elected. There shall be no cumulative voting.
- c. Except as to vacancies provided by removal of directors by members, all vacancies in the Board occurring between annual meetings of members, including vacancies created by increasing the size of the Board, shall be filled by the vote of a majority of the remaining directors, until the following annual meeting.
- d. Any director may be removed by concurrence of two-thirds (2/3) of the votes of the members at a special meeting of the members called for that purpose. The vacancy in the Board so created shall be filled by the members of the Association at the same meeting.

Section 3. **Term of Office.** All directors will be elected for a term of two years.

Section 4. **Annual Meetings.** The annual meeting of the Board may be held at such time and place as shall be determined by the directors, except that such annual directors' meeting shall be held as soon as practicable following the annual members' meeting. If held at any time other than immediately following the annual members' meeting, there shall be three (3) days' notice given by the President personally or by mail, telephone or telegraph, which notice shall state the time and place of the meeting.

Section 5. The order of business at annual member's meeting and as far as practical at other member's meetings, shall be:

- a. Roll Call
- b. Establish Quorum
- c. Proof of notice of meeting or waiver of notice
- d. Reading minutes from preceding meeting
- e. Reports of Officers

- f. Reports of Committees
- g. Elections
- h. Unfinished business
- i. New Business
- j. Adjournment

Section 6. **Special Meetings.** Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of two-thirds (2/3) of the directors. Not less than three (3) days' notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 7. **Waiver of Notice.** Any director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice. Attendance at a meeting shall constitute a waiver of notice.

Section 8. **Quorum and Voting.** A quorum at directors' meetings shall consist of a majority of the entire Board. The acts approved by a majority of directors shall constitute the acts of the Board except when approval by a greater number of directors is required by the Declaration, the Articles of Incorporation, these By-Laws, or the laws of the State of Florida.

Section 9. **Adjourned Meetings.** If at any meeting of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted.

Section 10. **Joinder in Meeting by Approval of Minutes.** The joinder of a director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such director for the purpose of determining a quorum.

Section 11. **Presiding Officer and Secretary for Meetings.** The presiding officer of the directors' meetings shall be the President. In the absence of the President, the Vice President shall preside. The Secretary of the Association shall be the secretary for meetings of the directors. In the absence of the Secretary, the Assistant Secretary shall be the secretary.

Section 12. **Compensation.** No director shall receive compensation for any service he may render to the Association as a director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties and previously approved by the Board, and this provision shall not preclude a person who is also a director to receive compensation in exchange for other services rendered to or on behalf of the Association in a capacity other than as a director.

Section 13. **Committees.** The Board may from time to time appoint such committees and delegate such duties and powers thereto as it may deem advisable.

Section 14. **Attendance by Telephone.** Any member or members of the Board shall be deemed present and voting at a meeting of such Board if said member or members participate in the meeting by means of a conference telephone or similar communications equipment or device enabling all persons participating in the meeting to hear each other.

Section 15. **Action Without Meeting.** Any action required or permitted to be taken at any meeting may be taken without a meeting if written consent to the action signed by all the members of the Board is filed with the minutes of the proceedings of the Board.

Section 16. **Powers.** The Board shall have the powers set forth in the Declaration and the Florida Not-For-Profit Corporation Act, including but not limited to the power to:

(a) adopt and promulgate rules and regulations governing the Association or contemplated by the Declaration, and to establish penalties for the infraction thereof (a rule shall be deemed promulgated when a copy thereof is furnished to each member in person or mailed to each such member at the address on the records of the Association);

(b) suspend the voting rights and other rights of a member during any period in which the member shall be in default in the payment of any regular assessment in excess of ninety (90) days and suspend other rights of a member during any period in which such member is in default of any other obligation, restriction or is in violation of any rule or regulation established pursuant to the Declaration or these by-laws;

(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, including the establishment of the assessments provided for in the Declaration; and

(d) employ a manager or such other independent contractors or employees as they deem necessary, and to prescribe their duties.

Section 17. **Duties.** It shall be the duty of the Board to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present an oral or written 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 members who are entitled to vote;

(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:

- (1) fix the amount of the assessment against each Lot;
- (2) exercise the duties of the Board as set forth in the Declaration and enforce the restrictions and covenants contained therein; and
- (3) take appropriate and timely action against members whose assessments are in default;
- (d) issue, or to cause an appropriate officer to issue, 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;
- (e) cause all officers or employees having fiscal responsibilities to be bonded, if such bonding may be deemed appropriate; and
- (f) perform such other acts as may be required of a board of directors under the Florida Not-For-Profit Corporation Act.

ARTICLE V

Officers

Section 1. **Officers.** Officers shall consist of a President, a Vice President, (who shall each be a member of the Board), a Secretary and a Treasurer. The officers shall be elected annually by the Board of Directors. The Board of Directors from time to time may elect such assistant or other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. Each officer shall serve until a qualified successor is elected by the Board. The Board by a two-thirds (2/3) affirmative vote may from time to time remove an officer and fill such vacancy so created.

Section 2. **Nominating Committee.** A nominating committee shall be appointed by the President prior to the annual member's meeting. The committee shall nominate at least one person for such directorship. Nominations may also be made from the floor by members.

Section 3. **President.** The President shall be the chief executive officer of the Association. He shall have all of the powers and duties that are usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he in his discretion may determine appropriate, to assist in the conduct of the affairs of the Association.

Section 4. **Vice-President.** The Vice-President, in the absence or disability of the President, shall exercise the powers and perform the duties of the President. He also shall assist the President generally and exercise such other powers and perform such other duties as shall be prescribed by the directors.

Section 5. **Secretary.** The Secretary shall keep the minutes of all proceedings of the Directors and members. He shall attend to the giving and serving of all notices to the members and Directors and others that are required by law. He shall have custody of the seal of the Association and affix it to any instruments requiring a seal when duly signed. He shall keep the records of the Association including the membership book, except those of the Treasurer unless the Secretary is also the Treasurer of the Association. The Secretary shall perform all other duties incident to the office of secretary of a corporation and as may be required by the Board of Directors or the President. Any Assistant Secretary elected shall perform the duties of the secretary when the Secretary is absent.

Section 6. **Treasurer.** The Treasurer shall have custody of all property of the Association including funds, securities and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices, and he shall perform all other duties usually incident to the office of Treasurer.

Section 7. **Compensation.** No officer shall receive any compensation by reason of his office; provided, however, that nothing herein shall preclude the Board from employing an officer as an employee of the Association or preclude the contracting with an officer for management services.

Section 8. **Management.** The duties of the officers as described above may be assigned or delegated by the Board to a licensed community association manager. In the event of such an assignment, the officer or officers shall remain responsible for the performance of their duties and obligations.

ARTICLE VI Fiscal Management

Section 1. **Depositories.** All funds of the Association shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate, and shall be drawn out on checks, drafts or other orders signed on behalf of the Association by such person or persons as the Board may from time to time designate.

Section 2. **Contracts, etc.** Except as otherwise specifically provided by these By-Laws, all contracts, agreements, deeds, bonds, mortgages and other obligations and the instruments shall be signed on behalf of the Association by the President or by such other officer, officers, agent or agents as the Board may from time to time by resolution provide.

Section 3. **Budget.** The Board shall adopt a budget for each fiscal year that shall include the estimated funds required to defray the Association expenses and to provide and maintain funds for the appropriate accounts according to good accounting practices. Such budget shall be adopted prior to, and a copy shall be distributed at, the annual members' meeting next preceding the fiscal year for which the budget shall apply.

Section 4. **Assessments and Penalties.** As more fully provided in the Declaration, each member is obligated to pay to the Association certain assessments which are secured by a continuing lien upon the property against which the assessment is made. Assessments are due and payable on

the first of each month in advance. Assessments which are not paid when due shall be delinquent. Assessments not paid by the tenth (10th) day of the month due, will be charged a one-time penalty of \$10.00 for each late payment. In addition, if assessment is not paid by the first day of the following month, interest will be charged at the rate of 18% annually (1-1/2% per month). In the event of continued delinquency, the same penalties shall continue and be cumulative and interest will be based on total delinquent money including all penalties.

Section 5. Budget Review by Members. If the Board-adopted General Assessment against the Lots in any fiscal year exceeds one hundred fifteen percent (115%) of the General Assessments excluding reserves for the preceding fiscal year, upon written application of twenty-five percent (25%) of the members to the Board, a special meeting of the membership shall be called within thirty (30) days upon not less than ten (10) days' written notice to each member. At the special meeting, members shall consider and may enact a budget and General Assessment. The adoption of the budget and General Assessment by the members shall require a majority of the votes cast at such meeting.

If no new budget and General Assessment are adopted by the members at such special meeting, then the budget and General Assessment adopted by the Board under Sections 3 and 5 of this Article VI shall stand and constitute the valid budget and General Assessment of the Association.

Section 6. Financial Report. The Treasurer of the Association shall provide written financial report to the owners not more than ninety (90) days after the year end or within such time periods as may be prescribed by applicable state law.

ARTICLE VII **Amendments**

Section 1. These By-Laws may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board, and after notice to the members, by the majority vote of the members present at any regular or special meeting of the membership.

Notwithstanding anything herein to the contrary, no amendment to the By-Laws shall be valid which:

(a) makes any material change to these By-Laws without the prior written approval of the First Mortgagees of the Lots and at least fifty-one percent (51%) of the votes of members. For purposes of this Article, a "material change" to these By-Laws shall be deemed any change concerning:

- (1) voting rights;
- (2) assessments, assessment liens or the subordination assessment liens;
- (3) reserves for maintenance, repair and replacement of the Common Properties;

- (4) responsibility for maintenance and repairs;
- (5) reallocation of interest in the general or Limited Common Properties, or rights to their use;
- (6) boundaries of any Lot;
- (7) convertibility of Lots into Common Properties or vice versa;
- (8) expansion or contraction of the Association or the addition, annexation or withdrawal of property to or from the Association;
- (9) insurance or fidelity bonds;
- (10) leasing of Lots;
- (11) imposition of restriction on the right of an Owner to sell, transfer, or otherwise convey his or her Lot;
- (12) any provisions which expressly benefit First Mortgagees, Insurors or Guarantors.

ARTICLE VIII
Miscellaneous

Section 1. The fiscal year of the Association shall be the calendar year.

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

