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CERTIFICATE OF AMENDMENT
[Amended and Restated Bylaws of
Forest Mere Townhouse Community Association, Inc.]

THE UNDERSIGNED, being the President of Forest Mere Townhouse Community Association, Inc., a Florida corporation not-for-profit, ("Association") hereby certifies as follows: On March 22, 2017, a meeting of the members of the Association was held, where a quorum was present after due notice, where at least two-thirds (2/3rd) of the members approved the Amended and Restated Bylaws of Forest Mere Townhouse Community Association, as attached hereto.

WITNESSES:

Signature

Print Name

Signature

Print Name

FOREST MERE TOWNHOUSE
COMMUNITY ASSOCIATION, INC., a
Florida not-for-profit corporation

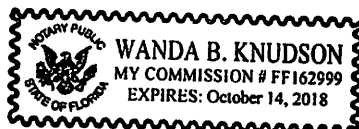
By:

Title:

Date:

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of April, 2017 by Henrietta Moore, President of FOREST MERE TOWNHOUSE COMMUNITY ASSOCIATION INC., on behalf of the corporation. She is (☒) personally known to me or () has produced _____ as identification.



Signature of Notary Public

Prepared by and Return
After Recording to:
Chanille L. Grigsby, Esq.
Grigsby Law, P.A.
9240 Bonita Beach Road, Suite 1117
Bonita Springs, Florida 34135

*THIS DOCUMENT CONTAINS SUBSTANTIAL CHANGES FROM THE
ORIGINAL DECLARATION. PLEASE CONSULT THE ORIGINAL
DOCUMENT REGARDING SUCH CHANGES*

**AMENDED AND RESTATED BYLAWS
FOR
FOREST MERE TOWNHOUSE COMMUNITY ASSOCIATION, INC.**

1. NAME, LOCATION AND DEFINITION

1.1. Name and Location. The name of the corporation is FOREST MERE TOWNHOUSE COMMUNITY ASSOCIATION, INC., a Florida not-for-profit corporation ("Association"). The principal office of the corporation shall be located in Lee County, Florida and meetings of members and directors may be held at such places within Lee County, Florida as may be designated by the Board.

1.2. Definitions. The terms used in these Bylaws shall have the meanings as provided in the Amended and Restated Declaration of Covenants, Restrictions, Easements, Charges and Liens for Forest Mere Townhouse Community Association, as amended, and Chapter 720 of the Florida Statutes, as amended.

2. MEMBERS AND MEETINGS OF MEMBERS

2.1. Qualification. Every person or entity who is a record owner of a Unit shall be a Member of the Association provided that any such person or entity who holds such interest only as security for the performance of an obligation shall not be a Member. If an owner of a Unit is not a natural person, the entity shall designate a natural person who shall be the "Primary Occupant", and such natural person shall exercise that Unit's membership rights. Membership shall be appurtenant to, and may not be separated from, ownership of any Unit which is subject to assessment. When any Unit is owned by two or more persons or other legal entity, all such persons or entities shall be Members.

2.2. Voting Rights. Members shall be entitled to one (1) vote for each Unit owned by them. The total votes shall not exceed the total number of Units. The vote of a Unit shall not be divisible. If a Unit is owned by one natural person, his right to vote shall be established by the record title to the Unit. If a Unit is owned jointly by two or more natural persons, that Unit's vote may be cast by any Member present at the meeting at which the vote is taken. If two or more owners of a Unit are present and cannot agree among themselves how their one vote shall be cast, that vote shall not be counted for any purpose. If the Member of a Unit is not a natural person, the vote of that Unit shall be cast by the Unit's Primary Occupant designated as set forth in Section 2.1 above. A majority of votes cast in person or by proxy shall be sufficient for action except where provided otherwise in these Bylaws, Articles or Declaration. No Voting Interest or consent right allocated to a Unit owned by the Association shall be exercised or considered for any purpose, whether for a quorum, an election, or otherwise.

2.3. Change in Membership. A change in membership in the Association shall be

established by the recording, in the Public Records of Lee County, Florida, of a deed or other instrument establishing a record title to a Unit. Thereupon the grantee in such instrument will become a Member of the Association and the membership of the prior Member shall be automatically terminated. Upon such transfer of title, the transferee shall notify the Association of such transfer and provide to the Association an address to which all notices and correspondence should be sent. If the transferee fails to provide such an address, the Association shall deliver all notices and correspondence to the transferee at the address of the Unit.

2.4. Termination of Membership. The termination of membership in the Association does not relieve or release any former Member from liability or obligation incurred under or in any way connected with the Association during the period of his membership, nor does it impair any rights or remedies which the Association may have against any former Member arising out of or in any way connected with such ownership and membership and the covenants and obligations incident thereto.

2.5. Annual Meetings. The Association shall hold a meeting of its Members annually for the transaction of any and all proper business at a time, date, and place stated in, or fixed in accordance with, these Bylaws. The election of directors, if one is required to be held, must be held at, or in conjunction with, the annual meeting. Each annual meeting of the Members shall be held on such date as is fixed by the Board of Directors, at the time and place designated by the Board.

2.6. Special Meetings. Special meetings must be held when called by the President of the Board or upon written request of the Members who hold by a majority of the total Voting Interests of the Association. Business conducted at a special meeting is limited to the purposes described in the notice of the meeting.

2.7. Notice of Meetings. The Association shall give all Owners actual notice of all membership meetings, which shall be mailed, delivered, or electronically transmitted to the Owners not less than fourteen (14) days prior to the meeting. Evidence of compliance with this 14-day notice shall be made by an affidavit executed by the person providing the notice and filed upon execution among the official records of the Association. In addition to mailing, delivering, or electronically transmitting the notice of any meeting, the Association may, by reasonable rule, adopt a procedure for conspicuously posting and repeatedly broadcasting the notice and the agenda on a closed-circuit cable television system serving the Association. When broadcast notice is provided, the notice and agenda must be broadcast in a manner and for a sufficient continuous length of time so as to allow an average reader to observe the notice and read and comprehend the entire content of the notice and the agenda. Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.

2.8. Quorum. The presence at the meeting of ten percent (10%) of the total Voting Interests shall constitute a quorum; provided, however there shall be no quorum requirement for the election of directors but at least twenty (20) percent of the eligible voters must cast a ballot in order to have a valid election of members of the Board.

2.9. Proxy Voting. To the extent permitted by law, Members have the right 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 which it was 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 reconvened from time to time, and automatically expires 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 executes it. If the proxy form expressly so provides, any proxy holder may appoint, in writing, a substitute to act in his or her place. The Members who are not in attendance at a meeting of the Members may vote by secret ballot for the election of directors. Such ballots must be placed in an inner envelope with no identifying markings and mailed or delivered to the Association in an outer envelope bearing identifying information reflecting the name of the Member, the Unit or Unit for which the vote is being cast, and the signature of the Unit or Unit owner casting that ballot. If the eligibility of the Member to vote is confirmed and no other ballot has been submitted for that Unit, the inner envelope shall be removed from the outer envelope bearing the identification information, placed with the ballots which were personally cast, and opened when the ballots are counted. If more than one ballot is submitted for a Unit, the ballots for that Unit shall be disqualified. Any vote by ballot received after the closing of the balloting may not be considered.

2.10. Adjournment. If a quorum is not present at any duly-called meeting of the Members, the majority of the Voting Interests present shall adjourn the meeting to a later date when a quorum may be obtained. When a meeting is adjourned, notice of the time and place of its continuance shall be given. Adjournment of an annual or special meeting to a different date, time, or place must be announced at that meeting before an adjournment is taken or notice must be given of the new date, time, or place pursuant to Section 720.303(2), Florida Statutes, as amended. Any business that might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If a new record date for the adjourned meeting is or must be fixed under Section 617.0707, Florida Statutes, as amended, notice of the adjourned meeting must be given to persons who are entitled to vote and are Members as of the new record date but were not Members as of the previous record date.

2.11. Order of Business. The order of business at Member's meetings shall be substantially as follows:

- A. Certification of quorum.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved minutes.
- D. Reports of officers.
- E. Reports of committees.
- F. Election of directors.
- G. Unfinished business.
- H. New business.
- I. Adjournment.

2.12. Minutes. Minutes of all meetings of the Members and of the Board of the Association must be maintained in a business-like manner and in written form or in another form that can be converted into written form within a reasonable time. A vote or abstention from voting on each matter voted upon for each director present at a Board meeting must be recorded in the minutes.

2.13. Parliament Rules. Roberts Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the law or with the Association's Governing

Documents.

2.14. Right to Speak. Members have the right to attend all membership meetings and to speak at any meeting with reference to all items opened for discussion or included on the agenda. Notwithstanding any provision to the contrary in the Governing Documents or any rules adopted by the Board or by the membership, a Member has the right to speak on any item, provided that the Member or Member submits a written request to speak prior to the meeting. The Association may adopt written reasonable rules governing the frequency, duration, and other manner of Member statements, which rules must be consistent with Florida law.

3. BOARD OF DIRECTORS: TERM OF OFFICE

3.1. Number. The affairs of the Association shall be governed by a Board composed of not less than three (3) and not more than five (5) directors, the number to be determined from time to time by the Board of Directors.

3.2. Term of Office. Effective as of the 2018 annual election of directors, each director shall hold office for a term of two (2) years to be served in staggered terms. In order to implement the staggered terms, at the 2018 annual meeting, five (5) seats shall be held open for the election of three (3) persons to two-year terms and two (2) persons to a one-year term. It is the intention of these Bylaws that a staggered directorate be maintained, with three (3) directors elected for two-year terms in even years (2018, 2020, etc.) and two (2) directors elected for two-year terms in odd years (2019, 2021, etc.). Those candidates receiving the higher number of votes at the 2018 annual election of directors shall be elected to the lengthier seats. In the event there is not an election in 2018, such as in a case where there are fewer pre-qualified candidates than open seats, the directors who are seated shall agree amongst themselves who shall serve the two-year terms and one-year terms. This decision shall be recorded in the minutes of a duly noticed Board of Directors' meeting. In the event the Directors cannot agree on who among them shall serve the lengthier and shorter seats, the Board shall hold a run-off election wherein those receiving the most votes will be elected to a lengthier term. Directors will serve until a successor is duly elected or until he sooner resigns or is removed as provided below. A director's term ends at the end of the annual meeting in conjunction with which his successor is to be duly elected, or at such other time as may be provided by law.

3.3. Resignation. Any director or officer of the Association may resign at any time, by instrument in writing. Resignations shall take effect at the time specified therein, and if no time is specified, resignations shall take effect at the time of receipt of such resignation by the President or Secretary/Treasurer of the Association. The acceptance of a resignation shall not be necessary to make it effective.

3.4. Removal. In accordance with Section 720.303(10), Florida Statutes, any Director may be removed with or without cause by a vote of the majority of the members of the Association at a Special Membership Meeting called by petition of not less than twenty-five percent (25%) of the members of the Association expressly for that purpose. The members may, at a Special Membership Meeting called for that purpose, fill the vacancy on the Board caused by any such removal. When a Director has been recalled by the membership, the vacancy created by his/her removal cannot be filled with the same person as has been removed from the Board. If the members fail to fill the vacancy,

then the Board may fill the vacancy as outlined in Section 3.5. In the event of death, resignation or removal of a Director, his or her successor shall be selected by the remaining members of the Board in accordance with Section 3.5 and shall serve for the unexpired term of his or her predecessor

3.5. Replacement. If a vacancy occurs on the Board, the vacancy may be filled by the affirmative vote of a majority of the remaining directors; provided, however, if vacancies occur as a result of a recall of director(s) and a majority or more of the directors are removed, the vacancies shall be filled pursuant to Chapter 720, Florida Statutes, as amended.

3.6. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his or her duties.

3.7. Conflicts of Interest. No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are financially interested shall be either void or voidable because of such relationship or interest, merely because such Director(s) are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, provided that:

- A. The interest of such director is fully disclosed to the Board of Directors;
- B. The interested director(s) do not vote or lobby on the matter and are not counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon;
- C. The transaction is duly approved by the members of the Board of Directors not so interested or connected and is determined as being in the best interest of the Association;
- D. The minutes of meetings, at which such votes are taken, record such disclosure, abstention, and rationale for approval; and
- E. The contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board of Directors.

4. ELECTION OF DIRECTORS

4.1. Procedures. Elections of directors must be conducted in accordance with the procedures set forth in the Governing Documents and Florida law. Such elections may, at the discretion of the Board, be held in accordance with procedures set forth under Chapter 718, Florida Statutes ("Florida Condominium Act.") All Members of the Association shall be eligible to serve on the Board. The Board must be elected by a plurality of the votes cast by eligible voters. Any election dispute between a Member and the Association must be submitted to mandatory binding with the Division of Florida Condominiums, Timeshares and Mobile Homes ("Division"). Such proceedings shall be conducted in the manner provided by Section 718.1255, Florida Statutes, as amended and the procedural rules adopted by the Division.

4.2. Disqualification. A person who is delinquent in the payment of any fee, fine, or other monetary obligation to the Association for more than ninety (90) days is not eligible for board membership. A person who has been convicted of any felony in this state or in a United States District or Territorial Court, or has been convicted of any offense in another jurisdiction which would be considered a felony if committed in this state, is not eligible for board membership unless such felon's civil rights have been restored for at least five (5) years as of the date on which such person seeks election to the board. The validity of any action by the board is not affected if it is later determined that a Member of the board is ineligible for board membership.

5. MEETINGS OF DIRECTORS AND COMMITTEES

5.1. Meetings. All meetings of the Board must be open to all Members except for meetings between the Board and any committee of 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 and meetings of the Board held for the purpose of discussing personnel matters. The provisions of this subsection shall also apply 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 meetings of 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. Any Member may tape-record or videotape meetings of the Board. The right to attend such meetings includes the right to speak at such meetings with reference to all designated agenda items. Members have the right to attend all meetings of the Board and to speak on any matter placed on the agenda by petition of the Voting Interests for at least 3 minutes. The Association may adopt written reasonable rules expanding the right of Members to speak and governing the frequency, duration, and other manner of Member statements, which rules must be consistent with this paragraph and may include a sign-up sheet for Members wishing to speak. If twenty percent (20%) of the total Voting Interests petition the Board to address an item of business, the Board shall, at its next regular Board meeting or at a special meeting of the Board but not later than sixty (60) days after the receipt of the petition, take the petitioned item up on an agenda. The Board shall give all Members notice of the meeting at which the petitioned item shall be addressed in accordance with the 14-day notice requirement in Subsection 5.2 below. Each Member shall have the right to speak for at least three (3) minutes on each matter placed on the agenda by petition, provided that the Member signs the sign-up sheet, if one is provided, or submits a written request to speak prior to the meeting. Other than addressing the petitioned item at the meeting, the Board is not obligated to take any other action requested by the petition.

5.2. Notice. Notices of all Board meetings must be posted in a conspicuous place in the community at least forty-eight (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 seven (7) days before the meeting, except in an emergency. At the discretion of the Board, the Association may, if and when such system becomes available, provide for the provision of a schedule of Board meetings, or the conspicuous posting and repeated broadcasting of the notice on a closed-circuit cable television system serving the community in accordance with Florida law. Notice of meetings may also be given by electronic transmission in a manner authorized by law; provided, however, a Member must consent in writing to receiving notice by electronic transmission. 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. Written notice of any meeting at which special assessments will be considered or at which amendments to rules regarding parcel use will be considered must be mailed, delivered, or electronically transmitted to the Members and Members and posted conspicuously on the property or broadcast on closed-circuit cable television not less than fourteen (14) days before the meeting.

5.3. 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 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.

5.4. Voting. A director may not vote by proxy or by secret ballot at board meetings, except that secret ballots may be used in the election of officers. A vote or abstention for each director present shall be recorded in the minutes. A director who is present at a meeting of its Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action because of an asserted conflict of interest. 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 anybody vested with the power to approve or disapprove architectural decisions with respect to a specific Unit.

6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1. Power. The Board may exercise all such powers of the Association and do all such lawful acts and things as are not by statute, the Governing Documents, directed or required to be exercised or done by the Members or Owners personally. These powers shall specifically include, but not be limited to the following:

A. Levy Assessments, collect Assessments, and use and expend Assessments to carry out the purposes and powers of the Association.

B. To make reasonable rules and regulations and to amend the same from time to time. Such rules and regulations and amendments thereto shall be binding upon the Members when the Board has approved them in writing and delivered a copy of such rules and regulations and amendments to the Owners.

C. To assess fines against Members who commit or allow their tenants, family, guests or invitees to commit violations of the Governing Documents;

D. Suspend the rights of a Member or a Member's tenants, family, guests, or invitees, or all of them, to use the Common Areas for the infraction of the Governing Documents;

E. Exercise all powers, duties and authorities vested in or delegated to the Association under the Governing Documents and Florida law, and not reserved exclusively to the membership by other provisions of the Governing Documents;

F. Declare, at the discretion of the Board, that the office of a member of the Board to

be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board;

G. Employ, dismiss and control the personnel necessary for the maintenance and operation of the property, and of the common areas and facilities including the right and power to employ manager, attorneys, accountants, contractors, and other professionals as the need arises;

H. Appoint from time to time such standing or temporary committees as the Board may deem necessary and convenient for the efficient and effective operation of the Association.

6.2. Duties. As required by Section 617.0830, Florida Statutes, as amended, an officer, director, or agent shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the interests of the Association. It shall be the duty of the Board to:

A. Cause to be kept in a book complete minutes of all meetings of Members and of the Board for inspection by Members or their authorized representatives (these records shall be retained for a period of not less than seven years);

B. Cause to be kept a complete and accurate record of all its acts and corporate affairs and to present a clear and detailed statement thereof to the Members at the annual meeting, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Voting Interests of the Association;

C. Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

D. As more fully provided in the Declaration to: (i) adopt an annual budget and fix the amount of the annual assessments against the Units prior to the beginning of each fiscal year; (ii) send a copy of the proposed budget to every Member subject thereto at least fourteen (14) days in advance of the meeting at which it is to be adopted, together with notice of the meeting; and (iii) record a claim of lien against any property for which assessments or installments thereof are not promptly paid, and to foreclose the lien or bring an action at law against the Member personally obligated to pay same if the assessments are not promptly paid thereafter;

E. Issue upon demand by any interested 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 that an assessment has been paid, such certificate shall be conclusive evidence of payment;

F. Procure and maintain adequate liability and casualty insurance on all properties required to be insured by the Association;

G. Cause all officers or employees having fiscal responsibilities to be bonded, if deemed appropriate or if required by law;

H. Cause the Common Areas and the exterior portions of the Units to be maintained, as more fully set forth in the Declaration;

I. Prepare the annual budget; and

J. Perform or act upon anything else permitted by the Governing Documents and by law.

6.3. Association as Owner's Agent. Each Member irrevocably appoints the Association as his agent. To the extent legally permissible, the Association shall have the power and right to terminate leases of Units, evict tenants or guests, and prohibit access of tenants or guests as reasonably necessary to enforce the covenants, restrictions and rules applicable to the community and prevent unreasonable disruption or annoyance to residents by tenants or guests.

7. OFFICERS AND THEIR DUTIES

7.1. Enumeration of Officers. The officers of this Association shall be a President and a Vice President, who shall at all times be directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time appoint.

7.2. Election. The election of officers shall take place at the first meeting of the Board following each annual meeting of the Members.

7.3. Term. Officers shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, be removed, or otherwise disqualified to serve.

7.4. 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.

7.5. Vacancies; Abandonment; Removal from Office. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve until the next regularly scheduled election for any position; provided, however, a vacancy on the Board caused by a recall of a Board member shall be filled pursuant to Florida law. A director or officer more than 90 days delinquent in the payment of regular assessments shall be deemed to have abandoned the office. A director or officer charged with a felony theft or embezzlement offense involving the Association's funds or property shall be removed from office, creating a vacancy in the office to be filled according to Florida law. While such director or officer has such criminal charge pending, he or she may not be appointed or elected to a position as a director or officer. However, should the charges be resolved without a finding of guilt, the director or officer shall be reinstated for the remainder of his or her term of office, if any.

7.6. Duties. The duties of the officers are as follows:

A. President. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association Members and Board of Directors, shall be an ex-officio member of all standing committees, shall have general and active management of the business of the Association, shall see that all order and resolutions of the Board are carried into effect and shall have such other powers and duties as are usually vested in the office of President of a corporation organized under the Not-For-Profit Corporation law of the State of Florida.

B. Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, shall exercise and discharge such other duties as may be required by the Board, and shall have such other powers and duties vested in the office of Vice President of a corporation organized under the Not-For-Profit Corporation law of the State of Florida.

C. Secretary. Unless otherwise designated by resolution of the Board, the Secretary, or any designee, shall record the votes and keep the minutes of all meetings and proceedings of the Board 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 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.

D. Treasurer. Unless otherwise designated by resolution of the Board, the Treasurer shall have the following duties:

- (1) custody of the Association's funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name of and to the credit of the Association, in such depositories as may be designated from time to time by the Board;
- (2) disburse funds of the Association as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the President and Board at the regular meetings of the Board, or whenever they may require it, an account of all of his transactions as the Treasurer, and of the financial condition of the Association; and
- (3) collect the assessments and maintenance fees and shall promptly report the status of collections and of all delinquencies to the Board.

8. INDEMNIFICATION OF OFFICERS AND DIRECTORS. To the fullest extent permitted by law, every officer and Director of the Association shall be indemnified by the Association against all expenses and liability including reasonable attorney's fees, incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been an officer or Director of the Association, whether or not he or she is an officer or Director at the time such expenses are incurred. The foregoing right

of indemnification shall not be available and the officer or Director shall be liable for monetary damages as provided in Section 617.0834, Florida Statutes, as amended, if such officer or Director breached or failed to perform his or her duties as an officer or Director; and the breach of, or failure to perform his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. Claims for reimbursement as permitted under this Section shall be paid by the Board as incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such officer or director may be entitled.

9. OFFICIAL RECORDS

9.1. Maintenance Requirements. The Association shall maintain each of the items set forth in Section 720.303(4), Florida Statutes, as amended, which constitute the official records of the Association.

9.2. Inspection and Copying of Records.

A. The official records shall be maintained within the state and must be open to inspection and available for photocopying by Members or their authorized agents at reasonable times and places within 10 business days after receipt of a written request for access. This subsection may be complied with by having a copy of the official records available for inspection or copying in the community. If the Association has a photocopy machine available where the records are maintained, it must provide Members with copies on request during the inspection if the entire request is limited to no more than 25 pages. The failure of an Association to provide access to the records within 10 business days after receipt of a written request creates a rebuttable presumption that the Association willfully failed to comply with this subsection.

B. The Association may adopt reasonable written rules governing the frequency, time, location, notice, records to be inspected, and manner of inspections, but may not impose a requirement that a Member demonstrate any proper purpose for the inspection, state any reason for the inspection, or limit a Member's right to inspect records to less than one 8-hour business day per month.

C. The Association may impose fees to cover the costs of providing copies of the official records including, without limitation, the costs of copying. The Association may charge up to 50 cents per page for copies made on the Association's photocopier. If the Association does not have a photocopy machine available where the records are kept, or if

the records requested to be copied exceed 25 pages in length, the Association may have copies made by an outside vendor and may charge the actual cost of copying.

D. The Association shall maintain an adequate number of copies of the recorded Governing Documents, to ensure their availability to Members and prospective Members. Notwithstanding the provisions of this paragraph, certain records as set forth in Section 720.303(5)(c), Florida Statutes, as amended, are deemed confidential and not accessible to Owners.

F. The Association or its authorized agent is not required to provide a prospective purchaser or lienholder with information about the community or the Association other than information or documents required by Chapter 720, Florida Statutes, as amended, to be made available or disclosed. The Association or its authorized agent may charge a reasonable fee to the prospective purchaser or lienholder or the current Member for providing good faith responses to requests for information by or on behalf of a prospective purchaser or lienholder, other than that required by law plus the reasonable cost of photocopying and any attorney's fees incurred by the Association in connection with the response.

10. BUDGETS, RESERVES AND FISCAL MATTERS

10.1. Generally. As more fully provided in the Declaration, each Member is obligated to pay to the Association 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.

10.2. Budget. The Board shall, prior to the end of the fiscal year, adopt an annual budget for common expenses for the next fiscal year. The budget must reflect the estimated revenues and expenses for that year and the estimated surplus or deficit as of the end of the current year. The budget must set out separately all fees or charges paid for by the Association for recreational amenities, whether owned by the Association, the developer, or another person. The Association shall provide each Member with a copy of the annual budget or a written notice that a copy of the budget is available upon request at no charge to the Member. A copy of the budget and notice of meeting shall be mailed to or served on all the Members not less than fourteen (14) days prior to the meeting at which the budget will be adopted. The notice shall also be posted conspicuously on the Association property not less than fourteen (14) days prior to the meeting. The proposed budget shall be detailed and shall show the amounts budgeted by accounts and expense classifications, and other items as provided in Chapter 720, Florida Statutes, as amended.

10.3. Assessments. Assessments shall be levied and enforced as set forth in the Amended and Restated Declaration of Covenants, Restrictions, Easements, Charges and Liens for Forest Mere Townhouse Community Association, as amended, and as otherwise authorized permitted by law.

10.4. Accounts. The receipts and expenditures of the Association shall be credited and charged to accounts under the following classifications or others as shall be appropriate, when authorized and approved by the Board:

A. Common Expenses. Common expenses shall include all receipts and expenditures to be made within the year for which the receipts are budgeted and may include a reasonable allowance for contingencies and working funds. The balance in this fund at the end of each year shall be applied to reduce the assessments for common expenses in the succeeding year or to fund reserves.

B. Reserves. As set forth below, reserves shall be established to include funds for repairs or replacements required because of damage, depreciation or obsolescence.

10.5. Reserves for Capital Expenditures and Maintenance.

A. Generally. In addition to annual operating expenses, the budget may include reserve accounts for capital expenditures and deferred maintenance for which the Association is responsible to the extent that the Governing Documents do not limit increases in assessments, including reserves. If the budget of the Association includes reserve accounts, such reserves shall be determined, maintained, and waived in the manner provided in this subsection. Once the Association provides for reserve accounts in the budget, it shall thereafter determine, maintain, and waive reserves in compliance with this subsection.

B. Mandatory Language When Not Provided. If the budget does not provide for reserve accounts and it is responsible for the repair and maintenance of capital improvements that may result in a special assessment if reserves are not provided, each financial report for the preceding fiscal year shall contain the following statement in conspicuous type: THE BUDGET OF THE ASSOCIATION DOES NOT PROVIDE FOR RESERVE ACCOUNTS FOR CAPITAL EXPENDITURES AND DEFERRED MAINTENANCE THAT MAY RESULT IN SPECIAL ASSESSMENTS. MEMBERS MAY ELECT TO PROVIDE FOR RESERVE ACCOUNTS PURSUANT TO THE PROVISIONS OF SECTION 720.303(6), FLORIDA STATUTES, AS AMENDED, UPON THE APPROVAL OF NOT LESS THAN A MAJORITY OF THE TOTAL VOTING INTERESTS OF THE ASSOCIATION.

C. Reserves Provided by Developer or Members. The Association shall be deemed to have provided for reserve accounts when reserve accounts have been initially established by the developer or when the membership of the Association affirmatively elects to provide for reserves. If reserve accounts are not initially provided for by the developer, the membership of the Association may elect to do so upon the affirmative approval of not less than a majority of the total Voting Interests of the Association. Such approval may be attained by vote of the Members at a duly called meeting of the membership or upon a written consent executed by not less than a majority of the total Voting Interests in the community. The approval action of the membership shall state that reserve accounts shall be provided for in the budget and designate the components for which the reserve accounts are to be established. Upon approval by the membership, the Board shall provide for the required reserve accounts for inclusion in the budget in the next fiscal year following the approval and in each year thereafter. Once established as provided in this subsection, the reserve accounts shall be funded or maintained or shall

have their funding waived in the manner provided in Chapter 720, Florida Statutes, as amended.

D. Amount of Reserves. The amount to be reserved in any account established shall be computed by means of a formula that is based upon estimated remaining useful life and estimated replacement cost or deferred maintenance expense of each reserve item. The Association may adjust replacement reserve assessments annually to take into account any changes in estimates of cost or useful life of a reserve item. Funding formulas for reserves authorized by this subsection shall be based on either a separate analysis of each of the required assets or a pooled analysis of two or more of the required assets. If the Association maintains separate reserve accounts for each of the required assets, the amount of the contribution to each reserve account shall be the sum of the following two calculations: (i) the total amount necessary, if any, to bring a negative component balance to zero; and (ii) the total estimated deferred maintenance expense or estimated replacement cost of the reserve component less the estimated balance of the reserve component as of the beginning of the period for which the budget will be in effect. The remainder, if greater than zero, shall be divided by the estimated remaining useful life of the component. The formula may be adjusted each year for changes in estimates and deferred maintenance performed during the year and may include factors such as inflation and earnings on invested funds.

E. Pooled Reserves. If the Association maintains a pooled account of two or more of the required reserve assets, the amount of the contribution to the pooled reserve account as disclosed on the proposed budget shall not be less than that required to ensure that the balance on hand at the beginning of the period for which the budget will go into effect plus the projected annual cash inflows over the remaining estimated useful life of all of the assets that make up the reserve pool are equal to or greater than the projected annual cash outflows over the remaining estimated useful lives of all of the assets that make up the reserve pool, based on the current reserve analysis. The projected annual cash inflows may include estimated earnings from investment of principal. The reserve funding formula shall not include any type of balloon payments.

F. Decreasing or Omitting Reserves. Once a reserve account or reserve accounts are established, the Members, upon a majority vote at a meeting at which a quorum is present, may provide for no reserves or less reserves than required by Chapter 720, Florida Statutes, as amended. If a meeting of the Members has been called to determine whether to waive or reduce the funding of reserves and no such result is achieved or a quorum is not present, the reserves as included in the budget shall go into effect.

G. Deposit and Use of Reserve Funds. Reserve funds and any interest accruing thereon shall remain in the reserve account or accounts and shall be used only for authorized reserve expenditures unless their use for other purposes is approved in advance by a majority vote at a meeting at which a quorum is present.

10.6. Depository. The Association shall maintain its accounts in such financial institutions in the State of Florida as shall be designated from time to time by the Board. Withdrawal of monies

from such accounts shall be only by such persons as are authorized by the Board. The Board may invest Association funds in federally insured interest-bearing accounts, money market funds, certificates of deposit, U.S. Government securities, and other similar investment vehicles.

10.7. Financial Statements. Not later than sixty (60) days after the close of each fiscal year, the Board shall prepare a financial statement showing in reasonable detail the financial condition of the Association as of the close of its fiscal year and an income and expense statement for the year, detailed by accounts. Copies of these statements shall be furnished to each Member. If called for by a majority of the Voting Interests present at any meeting, the Board shall present a full and clear statement of the business and condition of the Association.

10.8. Audits. The Association shall have its financial records audited at least every five (5) years by an independent Certified Public Accountant; provided, however, the Board of Directors may, in its reasonable discretion, elect to have the financial records audited more frequently. The C.P.A. shall prepare and deliver to the Board a written audit in conformity with generally accepted accounting principles. The audit shall be an official record of the Association and shall be open to inspection and copying by all Members.

10.9. Fidelity Bonds. The Association shall obtain and maintain adequate fidelity bonding of all persons who control or disburse funds of the Association. The insurance policy or fidelity bond must cover the maximum funds that will be in the custody of the Association or its management agent at any one time. As used in this section, the term "persons who control or disburse funds of the Association" means those individuals authorized to sign checks, and the President, Secretary and Treasurer of the Association. The Association shall bear the cost of bonding.

11. AMENDMENTS.

11.1. Generally. These Bylaws may be altered, amended or added to at any duly called meeting of Association Members provided that: (i) notice of the meeting contains a full statement of the proposed amendment; and (ii) the amendment shall be approved by a majority vote of the Voting Interests present in person or by proxy.

11.2. Recordation. A copy of these Bylaws and all future amendments may, at the Board's discretion, be recorded in the public records of Lee County, Florida.

12. NOTICES. All notices required or permitted to be given by provisions of these Bylaws shall be deemed to have been properly given if the notice is in writing and either delivered in person or deposited postage paid in the U.S. mail addressed to the party to receive the notice at his or its address as it appears in the books and records of the Association.

13. MISCELLANEOUS.

13.1 Gender. Whenever the masculine or singular form of the pronoun is used in these Bylaws, it shall be construed to mean the masculine, feminine or neuter; singular or plural, as the context requires.

13.2 Severability. Should any portion hereof be void or become unenforceable, the remaining provisions of the instrument shall remain in full force and effect.

13.3 Conflict. If any irreconcilable conflict should exist or hereafter arise with respect to the interpretation of these Bylaws and the Declaration, the provisions of the Declaration or Articles of Incorporation shall prevail over the provisions of the Bylaws.

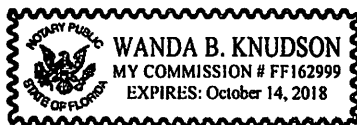
These Bylaws are dated as of this 4th day of April, 2017.

FOREST MERE TOWNHOUSE COMMUNITY
ASSOCIATION, INC.,
a Florida not-for-profit corporation

By: Henrietta Moore, Pres.
Henrietta Moore, President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of April, 2017 by Henrietta Moore, as president of Forest Mere Townhouse Community Association, Inc. who ☒ is personally known to me or ☐ has produced _____ as identification.



Wanda B. Knudson
Notary Public
Wanda B. Knudson
Print Name of Notary Public
My Commission Expires: 10-14-18