

HILLCREST HIGHLANDS HOMEOWNERS ASSOCIATION BYLAWS

ARTICLE I **Identification**

Section 1. Name. The name of the Association is "Hillcrest Highlands Homeowners' Association, Inc. (herein after referred to as the "Association").

Section 2. The Association is a corporation registered with the Secretary of the State of Alabama. Its principal office is located at 3116 Hillcrest Trace, Adamsville, AL 35005.

Section 3. Fiscal Year. The fiscal year of the Association shall begin at the beginning of the first day of January each year and end at the close of the last day of December next succeeding.

ARTICLE II **Members**

Section 1. Membership. Every Owner is recorded or to be recorded in the office of the Recorder of Jefferson County, Alabama.

Section 2. Board Meetings. The Board of Directors meeting shall be held at such place and time within Jefferson County and specified in the notices of waivers of notice thereof or proxies to represent members at such meetings, on the second Thursday of February, June and October of each year.

Section 3. Annual Meetings. The annual meetings of members shall be held on the second Thursday in November of each year, if such day is not a legal holiday, or if a legal holiday, then on the next succeeding business day which is not a legal holiday, at a public location within Jefferson County.

Section 4. Special Meetings. Special meetings of members may be called at any time for the purpose of considering matters which require the approval of all or

some of the voting members, or for any other reasonable purpose. Any such special meeting shall be called by written notice, authorized by a majority of the Board, or by one-third (1/3) of the members delivered not less than ten (10) days prior to the date fixed for such meeting. The notices shall specify the date, time and place of meeting.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or mailed by the Secretary of the Association to each member of record of the Association entitled to vote at the meeting, at such address as appears upon the records of the Association, at least ten (10) days before the date of the meeting. Notice of any meeting of the members may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 6. Voting at Meetings. Voting rights. In the event any lot is owned by more than one person, such person shall designate one (1) person with respect to such lot who shall be entitled to vote at a meeting of members. Such person shall be known as the "Voting Member". Such Voting Member must be one of the owners of the lot or may be some person designated by such Owner or Owners to act as proxy on his or their behalf and who need not be an Owner. Any or all of such Voting Members may be present at any meeting of the Voting Members and may vote or take any action as a Voting Member, either in person or by proxy.

Proxies. A voting Member is entitled to vote either in person or by proxy, executed in writing by such Voting Member or by his or her duly authorized attorney-in-fact and delivered to the Secretary of the meeting. Proxies shall be valid only for the meeting designated thereon and must be filed with the Secretary before the scheduled time of the meeting.

Quorum and Adjournments. The presence in person or by proxy of the Voting Members constituting the representation of ten percent (10%) of the total votes shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Voting Members at which a quorum is present upon the affirmative vote of the Voting Members having a majority of the

total votes present at such meeting. Any meeting of the Voting Members, including both annual and special meetings and any adjournments thereof may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 7. List of Voting Members. At least five (5) days before each meeting of Voting Members, the Secretary of the Association shall prepare or cause to be prepared a complete list of the Voting Members of the Association entitled to vote at such meeting arranged in alphabetical order with the address of such Voting Members and shall be subject to inspection by a record Voting Member. The original or duplicate membership register shall be the only evidence as to the persons who are entitled as Voting Members to examine such lists or to vote at such meeting.

ARTICLE III

Directors

Section 1. Number and Term of Office. The Board of Directors shall consist of seven (7) members, each of whom must be an Owner who maintains his principle residence on a lot and who is in good standing with the Board of Directors. The exact number of members on the Board of Directors for any year shall be established by the Board of Directors at the preceding meeting of the Board or by written consent signed by all of the then current members of the Board of Directors. Anyone who has conflict of interest may not serve on the Board of Directors. The Directors shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total votes. The Board shall be elected by the Voting Members at their annual meeting and shall hold office until the next ensuing annual meeting of the Voting Members or until successors have been duly elected and qualified. If a member of the Board of Directors shall cease to meet any qualification herein required for a member of the Board, such member shall thereupon cease to be a member of the Board and his place on the Board shall be deemed vacant. The Voting Members may remove any member of the Board with or without cause and elect a successor at a meeting of the Voting Members called expressly for such purpose.

Section 2. Vacancies. Vacancies occurring in the membership of the Board of Directors caused by resignation, death or other incapacity, or increase in the number of Directors shall be filled by a majority vote of the remaining members of the Board, and each Director so elected shall serve until the next meeting of the Voting Members, or until his successor shall have been duly elected and qualified. Notice specifying any increase in the number of Directors and the name, address and principal occupation of and other pertinent information about any Director elected to fill any vacancy shall be given in the next mailing sent to the Voting Members after such increase or election.

Section 3. Executive Committee.

1. The Board of Directors shall also have an "Executive Committee", which consists of the President, Vice President, Secretary, Treasurer and Past President.
2. Its duties are to consider executive decisions when called by the President.
3. It shall also prepare a draft of the annual assessments, to present to the entire Board, which then presents it to the members for full approval.

Section 4. Regular Meetings. All meetings of the Executive Committee shall be held at such time and place as may be determined by the President of Board of Director.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the member of the Board of Directors, shall be held at such place and time within Jefferson County, upon twenty-four (24) hours' notice, specifying the time, place and general purposes of the meeting, given to each Director personally, by telephone or notice may be given by mail if mailed at least three (3) days before such meeting.

Section 6. Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting.

Section 7. Quorum. A majority of the entire Board of Directors then qualified and acting shall constitute a quorum and be sufficient for transaction of any business. Any act of the majority of the Directors present at a meeting at which a quorum shall be present, shall be the act of the Board unless otherwise provided for by these Bylaws. A majority of the Directors present may adjourn any meeting

from time to time. Notice of an adjourned meeting need not be given, other than by announcement, at the time of adjournment.

ARTICLE IV

Officers

Section 1. **Number of Officers.** The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer and the Past President and three (3) Board Members. Officers shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total Votes.

Section 2. **Election and Terms.** Each officer shall be elected by the membership at the annual meeting thereof and shall hold office until the next annual meeting of the Board or until his successor shall have been elected and qualified or until his death, resignation or removal. Any officer may be removed at any time, with or without cause, by vote of a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided, however, that election of an officer shall not of itself create contract rights.

Section 3. **Vacancies.** Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Association, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until the next annual meeting of the Board or until his or her successor is duly elected or appointed.

Section 4. **President.** The president shall be the chief executive officer of the Association; shall serve for three (3) years; shall preside at all meetings of Voting Members and of the Board of Directors; shall have general and active supervision, control and management of the affairs and business of the Association, subject to the orders and resolutions of the Board; shall have general supervision and direction of all officers, agents and employees of the Association; shall see that all the orders and resolutions of the Board are carried into effect; and in general shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him by the Board. At the first meeting of the fiscal year of the Board of Directors, the president, along with others appointments, shall appoint three (3) standing committees; the

Architectural Control Committee, Property Committee, and the Hospitality Committee, for the coming year.

The President shall have full authority to execute proxies on behalf of the Association, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Association, all subject to the provisions of the laws of the State of Alabama, the Declaration, the Articles of Incorporation and this Code of Bylaws.

Section 5. Secretary. The Secretary shall serve for five (5) years and shall attend all meetings of the Board and of the Voting Members and shall act as Secretary of such meetings; shall give or cause to be given all notices provided for in these Bylaws or required by law; shall record all votes and minutes of all proceedings of the meetings of Voting Members and the Board in a book or books to be kept for that purpose; shall be custodian of the records of the Association; shall have charge of the list of Voting Members; and in general shall exercise all powers and perform all duties as may be from time to time assigned to him or her by the Board or by the President.

Section 6. Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Association; shall be the custodian of the corporate funds and securities; shall immediately deposit, in the name and to the credit of the Association, all monies and other valuable effects of the Association in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Association as may be ordered by the Board or by the President; and in general, shall exercise all powers and perform all duties customarily incident to such office and such other powers and duties as may from time to time be assigned to him or her by the Board or the President.

Section 7. Vice-President. Vice President shall act instead of the President, if President is not available, and shall have the same duties. His or her term shall be for three (3) years.

Section 8. Past President. His or her duties are to provide experience and history and shall serve for one (1) year until replaced by current past President.

Section 9. Board of Directors. There shall be three (3) Board of Directors:

Director #1 serves 3 years

Director #2 serves 2 years

Director #3 serves 1 year

Section 10. Standing Committees

Architectural Committee: The Architectural Committee shall be assured that all members have received a copy of the "Duties and Operations" of the committee. It must meet with members who intend to make any changes to the exterior of their home and/or grounds. It must also be observant for any unsightly situations in the community. It must fill out a form for each contact made with the home owner showing details and the final results.

Property Committee: This committee shall keep the Board of Directors advised as to the condition and maintenance of the island and entrance, all signage and roads. It shall oversee the work on any one of these areas and report back to the Board of Directors.

Hospitality Committee: Shall be aware of illnesses or hospitalization of the immediate family of members and send cards or flowers as may be appropriate to each situation. Also, sponsor lunches and/or functions for the entire membership in the spring or early summer with food and/or games. Meats etc. furnished by HOH, other dishes will be furnished by members (potluck).

ARTICLE V

Books and Records and Assessments

Section 1. Books and Records, in General. The Treasurer shall keep full and correct books of account on chronological order of the receipts and expenditures, specifying and itemizing the maintenance and repair expenses of the Development and other expenses incurred. Such records and the vouchers authorizing the payments shall be available for inspection by the Board of Directors.

Section 2. Assessments. Each owner is obligated to pay to the Association an annual and special assessment. The assessments are secured by a continuing lien

upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days shall be considered "Past Due". If not paid in sixty (60) days \$100.00 will be added and if not paid in ninety (90) days \$150.00 will be added and turned over to an attorney for collection and owner will be liable for the attorney fee.

ARTICLE VI

Financials

Section 1. All checks, cash or other income received by the Association shall be given to the Treasurer for approval of the indebtedness and shall deposit said funds into the correct Bank Accounts.

Section 2. Any indebtedness, including contracts or agreements being considered by the Board of Directors, may be approved by the Board of Directors that does not exceed \$3,000.00 per project per year. If so it must be approved by the Membership. However, there must be a total of two (2) bids, and if more than Two Hundred Fifty Dollars (\$250.00) there must be three (3) bids. The Board President may spend up to \$100 for the Board without prior approval. This must be reported to the Board at the next meeting, and the \$100 approval will be reinstated.

ARTICLE VII

Amendments and Definitions

Section 1. Amendments. These bylaws may be altered, amended, or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of said meeting shall have stated that the Bylaws are to be amended, altered or repealed or if all members of the Board of Directors at the time are present at said meeting.

Section 2. Definitions. The terms used in these bylaws shall have the same meaning as the same terms as defined and used in the original Bylaws.

