

# **DEERFOOT ESTATES HOMEOWNERS ASSOCIATION, INC.**

## **Bylaws**

**Adopted June 15, 2017**

The Bylaws of Deerfoot Estates Homeowners Association, Inc. were adopted by majority vote of members of the membership at a special noticed meeting on June 15, 2017 for the purposes of updating the original bylaws and consolidating amendments. The original bylaws of 2007 and all amendments are hereby repealed. This document shall serve as the only authoritative operating Bylaws of Deerfoot Estates Homeowners Association, Inc. until such time that future amendments and/or new bylaws are approved by the membership.

## **ARTICLE I**

### **(General)**

Section I: The name of this Corporation shall be Deerfoot Estates Homeowners Association, Inc.

Section II: The office and place of business shall be at the residence address of the duly elected President of the Association in Deerfoot Estates, Decatur, Alabama 35603. The mailing address shall be: 709 6<sup>th</sup> Avenue SE, Decatur, Alabama 35601.

Section III: The seal of the Corporation shall be in a circular form and shall contain the words "Deerfoot Estates Homeowners Association, Inc."

Section IV: The purpose for which this corporation is formed is to promote the health and general welfare of its members and in pursuance thereof to promote the goals established for the enhancement of Deerfoot Estates Subdivision, together with such incidental objects as are appropriate in the conduct of its activities, in the County of Morgan and State of Alabama for the exclusive use of its members and their families.

Section V: The accounting period and tax year for this corporation shall begin on April 1<sup>st</sup> and end on March 30<sup>th</sup> of each year.

## **ARTICLE II**

### **(Board of Directors)**

Section I. The general management of the property and affairs of the corporation shall be under the control of a Board of Directors and the number of Directors will be no more than ten. The Board shall be presided over by the Board President.

Section II. The remaining members of the Board shall fill all vacancies occurring on the Board of Directors during the term of office, a majority of the existing Board shall constitute a quorum for that or any other purpose. Directors elected to the Board in this

manner shall serve only until the next annual election for the Board. Therefore, the new Board members so appointed shall only serve until the next annual election of the Board of Directors and shall not serve the term of the vacating members.

Section III. The Board of Directors shall have power to make rules for their own government and for the government of the Corporation; to prescribe and enforce for violation of the rules and bylaws of the Corporation and shall have such other powers as may be necessary to carry out the purpose and object of the Corporation. The Board shall establish rules governing the use of the Corporation's facilities by members and their immediate families. The Board under such regulations may provide for use of the facilities by guests, as the Board shall establish.

Section IV: The President, Vice President, Secretary and Treasurer of the Corporation and other officers as the Corporation deem necessary shall be elected annually by the Board members after the annual election of new Board members. The election of said officers shall be at the first Board meeting following the annual membership meeting.

Section V: The Board shall have power to remove any of the officers of the Corporation by a majority vote of the members of the entire Board for conduct prejudicial to the interest of the corporation or the failure or inability to exercise their official duty.

Section VI: Directors shall not be compensated by salary.

Section VII: Nominations for Directors shall come from the Board of Directors prior to the annual meeting. The Board will solicit self-nominations from the membership no later than February 14th either electronically, in person or by US Mail. Nominations may be delivered to any board member either electronically, in person or by US mail no later than March 10th. Of the self-nominations, the Board will make a list of those eligible to serve on the Board and the list will be delivered to each Member at least ten (10) days prior to the annual meeting either electronically, by hand or by US mail. The annual meeting of the membership shall be held no later than the last Thursday of March of each year.

Section VIII: The term of each Board member shall be for a period of two years. The election shall be held no later than the last Thursday of March of each year. New Board members assume office at the first Board meeting in April. Any Board member may be re-elected through the nomination process and serve unlimited concurrent terms.

Section IX: Each Director shall be entitled to one (1) vote when a vote of the Board of Directors is necessary. A quorum of the Board of Directors shall consist of five (5) directors, including officers. A member serving as a Director and also serving as an officer shall have only one vote in their role as a Director.

Section X: Expenditures: The Board of Directors and officers of the corporation shall be entitled to expend funds in amounts less than \$500 without membership approval provided that any expenditure over \$200 will require signature of two (2) Directors. Also, the Board of Directors or officers may approve contracts having a monthly expenditure of

\$1200 or less without membership approval. Any contracts or funds issued in an amount in excess of these figures shall require membership approval at a regular scheduled meeting or a special meeting called for said purpose.

Section XI: Members of the Architectural Control Committee (ACC) will be appointed by the Board of Directors and shall consist of three (3) Board members who shall serve until their Board of Directors two year term is over. ACC recommendations shall be submitted to the Board for final consideration and approval.

### **ARTICLE III**

#### **(OFFICERS)**

Section I: The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other offices as the Board may deem necessary. The Officers of the Corporation shall be elected by the Board of Directors on an annual basis at the first meeting of the Board after the annual membership meeting. The Officers of the Corporation shall be elected from the elected Board of Directors.

Section II: All officers shall be chosen for a term of one year or until their successors are elected. A special election can be called by a quorum of the Board of Directors for the purpose of electing new officers in need of replacement.

Section III: The President shall give notice of all meetings of the membership and of the Board of Directors and shall preside at all meetings and shall have general supervision of all the affairs of the Corporation. The President shall, with the Treasurer, execute all conveyances, sign all written contracts and obligations of the Corporation, and perform the duties usually annexed to this office. The President is authorized to sign non-financial documents such as correspondence (letters, request for quotes, etc.) addressed to outside entities (contractors, government agencies, etc.) and the membership (newsletters, covenant violations, etc.) as well as legal documents (liens, lawsuits, etc.).

Section IV: The Vice President, in the absence or upon the failure, refusal or inability of the President to act as such, shall perform all the duties and have all the powers of the President.

Section V: The Secretary shall keep the minutes of all membership and Board of Director meetings. The Secretary shall keep the records and papers of the corporation.

Section VI: The Treasurer shall collect and/or supervise the collection of all funds of the Corporation, supervise the keeping of the books of account thereof, which books shall be open at all times to the inspection of the Board of Directors as well as any member in good standing of the Corporation, and shall submit to the Board at any of their meetings and to the members at their annual meeting a written report of the financial condition of the Corporation and the number of members. The funds of the Corporation shall be disbursed only as ordered by the Board. The Treasurer shall provide quarterly unaudited compilations of receipts and

disbursements to the members via electronic communication and upon request to any member. The Treasurer, with the President, shall execute all conveyances and sign all written contracts.

## **ARTICLE IV**

### **(Meetings)**

Section I: Meetings of the membership of the corporation shall be held at a place and time within the limits of Morgan County as designated by the President.

Section II: Special meetings of the membership shall be called by any four (4) directors or at the written request of ten percent (10%) of the members. At a special meeting, no action shall be taken on any subject not stated in the notice of call to such meeting.

Section III: Notice shall be given to all members, and at such meeting the members present shall constitute a quorum. This procedure will apply also in any instance where more than a quorum of members is required.

Section IV: The Board of Directors shall physically meet quarterly and as required during the year at a place and time to be designated by the President. In lieu of a physical meeting, for the sake of efficiency and expediency when time is of the essence concerning any matter that requires a Board vote, electronic means may be employed to discuss an issue and call for a vote. All Board members shall be a recipient and shall register their approval or disapproval vote via return electronic means. A quorum of five (5) Board members responding is sufficient to pass or reject an electronic vote. A deadline for an electronic vote must be stated when the vote topic is transmitted and shall not be less than 48 hours or more than 96 hours. Electronic discussion and votes shall be summarized, printed and entered into the record in the same manner as meeting minutes and submitted for approval at the next physical Board meeting. The President shall preside over electronic communications.

Section V: The President plus any two (2) members of the Board shall call a special meeting of the Board at any time.

Section VI: There shall be voting by written proxy or absentee ballot at any meeting of the membership. Proxy certifications will be necessary and the Board of Directors shall approve the form used. Absentee ballots may be delivered to any board member either electronically, in person or by US mail by the deadline that shall be stated on the absentee ballot.

## **ARTICLE V**

### **(Committee)**

Section I: The Board of Directors may provide for such committees as it deems necessary and will define their powers and duties.

Section II: By a vote of a majority of all members of the Board, the Board may provide for committees of not less than three directors to exercise the authority of the Board within the limit set up in the resolution establishing such committees.

## **ARTICLE VI**

### **(Membership, Certificates of Membership and Use of Facilities)**

Section I: A member is a person or entity who holds a certificate of membership and must at the time of acquisition of said certificate be a lot owner and/or an owner of a house within the Deerfoot Estates Subdivision.

Section II: The Board of Directors shall issue a certificate of membership to each person entitled to membership. A certificate may be made out to a husband and wife and shall be held by them as tenants with the right of survivorship. All limits on the transferability of a certificate shall be placed on the certificate.

Section III: A certificate may be transferred, subject to the limitation set forth in Section I of the Article on the residence, and as follows: By the holder, upon sale or lease of his house within said area, to his transferee to himself a reversionary estate in said certificate, conditioned upon either the death of the lessee or on the relinquishment by the lessee of possession of the property to the holder upon termination of the lease or for any other reason. In addition, the holder of a certificate may provide for the temporary use of rights, privileges and benefits thereof by such persons as are temporarily to succeed to occupation of the holders' house within the said area in accordance with such regulations as may be provided by the Board of Directors.

Section IV: Certificate holding members shall be entitled to one (1) vote per lot or home at elections of Board of Directors and at meetings of the membership provided that assessments are paid current at or prior to the meeting. A certificate held jointly by a person and spouse shall entitle them to one (1) vote between them for said certificate. No member shall be entitled to more than one (1) vote per certificate with a maximum of five (5) votes.

Section V: No member of the corporation shall be personally liable nor shall any of the property, real or personal, owned by a member be liable, for any debts, liabilities, or other obligations of the corporation.

## **ARTICLE VII**

### **(Assessments)**

Section I: Annual assessment fees for the fulfillment of the goal of the corporation (and is required by the restrictive covenants of Deerfoot Estates) along with a yearly budget shall be presented for approval by the Board of Directors to the membership as a whole in the annual meeting for said purpose by vote and approval by the membership.

Section II: The certificate holder shall pay an annual assessment fee. The fee may be paid annually or quarterly. Dues paid annually shall be entitled to a 5% discount if paid on the first day of the second month following levy of the assessment. All dues shall be considered delinquent if not paid more than 45 days from the beginning of any quarter and shall be assessed and subject to a two percent (2%) service fee on the amount of such quarterly installment.

Section III: Special assessments may be levied only by a two-thirds (2/3) vote of the membership present at any regular or special meeting of the membership after notice given to the membership that a special assessment vote will be taken. A quorum shall be determined as a majority of the members present.

## **ARTICLE VIII**

### **(Corporation Office and Books)**

Section I: The books and records of the corporation shall be kept at the home of the Secretary and may be removed in accordance with regulations to be approved by the Board of Directors.

## **ARTICLE IX**

### **(Amendments of Bylaws)**

Section I: These Bylaws may be amended or changed by the majority vote of all members of the membership at any annual meeting by a statement signed by 15 members.

New Bylaws of the said corporation were approved by a majority vote of the Membership and approved by the Board of Directors signed below.

Dated this 15th day of June, 2017.

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