

ARTICLE I: THE ASSOCIATION

1.01. **Name.** The name of this Association shall be "Camden Ridge Homeowners Association, Inc." an Alabama nonprofit corporation (the "Association"), which has been formed pursuant to Articles of Incorporation of the Association (the "Articles of Incorporation") which have been filed with the Probate Office of Lee County, Alabama.

1.02 **Principal Office.** The principal office of the Association in the State of Alabama shall be located at 1875 Keystone Drive, Auburn, AL 36830. The Association may move the principal offices, upon unanimous approval of all directors.

1.03. **Definitions.** Capitalized terms not otherwise defined herein shall have the same meanings given to them in the Declarations.

ARTICLE II: MEETINGS

2.01. **Annual Meeting.** The annual meeting of the members of the Association shall be held each year in January at such a place and time as shall be fixed by the Board of Directors. The purpose of the annual meeting shall, subject to the terms of these Bylaws, be for electing the Board of Directors of the Association, updating the members of previous and future community plans, reviewing the annual budget for the Association, and otherwise transact such other business as may come before such meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members of the Association, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members of the Association as soon thereafter as may be convenient.

2.02. **Special Meetings.** Special meetings of Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors of the Association and shall be called by the President or Secretary of the Association upon the written petition of a majority of the Members of the Association, at any time.

2.03. **Place of Meeting.** The Board of Directors may designate any place as the place of meeting for any annual or special meeting.

2.04. **Notice of Meeting.** Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, or of a meeting which is required by statute to be held for any special purpose, or of any annual meeting at which special action is to be taken, the purpose or purposes for which the meeting is called, or the special action which is proposed to be taken, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the Board of Directors, the President, the Secretary, or the officer of persons calling the meeting, to each Member of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the books of the Association, with postage

thereon prepaid. If given personally, such notice shall be deemed to have been delivered to the Member upon delivery of the same to the Lot of such Member.

2.05. **Quorum.** Twenty-five members of the Association shall constitute a quorum.

2.06. **Proxies.** At all meetings of the Members of the Association, a Member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

2.07. **Voting by Members.** Subject to the provisions of these Bylaws, each Member of the Association shall be entitled to one vote for each Lot owned by such Member. No fractional voting shall be permitted. For purposes of these Bylaws, the Articles of Incorporation, and the Declarations, the vote of a "majority" of the Members of the Association shall mean the vote of more than fifty percent (50%) of the total number of votes represented at a meeting, whether in person or by proxy. Unless a greater proportion is specified in these Bylaws, the Articles of Incorporation, or the Declarations and, subject to the terms and provisions of these Bylaws, any matter which requires the vote of, approval, disapproval, or consent of the members of the Association shall be deemed to have been given if a "majority" of the Members of the Association represented at a meeting, either in person or by proxy, affirmatively vote for, approve, disapprove, or consent to the same.

2.08. **Informal Action by Members.** Any action required or permitted to be taken at a meeting of the Members of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

2.09 **Rules of Order.** Member's meetings shall be governed by *Democratic Rules of Order* and shall be conducted by a formal chair.

ARTICLE III: BOARD OF DIRECTORS

3.01. **General Powers.** The business and affairs of the Association shall be managed by or under the direction of its Board of Directors, whose number, tenure, election, renewal and replacement are established in the Articles of Incorporation.

3.02. **Regular Meetings.** A regular meeting of the Board of Directors shall be held, without further notice other than this bylaw, immediately after, and at the same place as, the annual meeting of the members of the Association; provided, however, that any such regular meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings, or in a consent and waiver of notice thereof, signed by all Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

3.03. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, any Vice President, or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of directors called by them.

3.04 Rules of Order. Board meetings shall be governed by *Democratic Rules of Order* and shall be conducted by an informal chair.

3.05. Notice. Notice of any special meeting shall be given either (a) by written notice at least 48 hours in advance of such meeting, delivered in person or by leaving such notice at the place of business or residence of each Director, or by depositing such notice in the United States mail, postage prepaid, addressed to the Director at his address as it appears on the records of the Association; (b) verbally in person or by telephone at least 24 hours in advance of such meeting by communication with the Director in person or by telephone; or (c) by email or text message at least 24 hours in advance of such meeting. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.06. Quorum. A majority of the number of Directors fixed by Section 3.01 of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed above, or the refusal of any Director present to vote.

3.07. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number if required by statute, the Articles of Incorporation, or these Bylaws.

3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consented to in writing, setting forth the action so taken. Such action shall be signed by all the Directors.

3.09. Compensation. By resolution of the Board of Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any Director from serving the Association in any other capacity and receiving compensation therefore.

3.10. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees, each committee to consist of one or more of the Directors and each of which committees, to the extent provided in such resolution, shall have and may during

intervals between the meetings of the Board, exercise all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to issuing capital stock, amending the Articles of Incorporation, adopting a plan of merger or consolidation, filling vacancies in the Board of Directors, or amending the Bylaws of the Association. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law.

3.11. Resignations. Any Director of the Association may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Association. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

3.12. Participation in Meetings by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at such meeting.

ARTICLE IV: OFFICERS

4.01. Board of Directors. The Board of Directors will be elected by the membership of the Association during its annual meeting. Nominations will be taken from the membership at large.

4.02. Principal Officers. The principal officers of the Association shall be elected by the Board of Directors and shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer and may, at the discretion of the Board of Directors, also include such other officers as may be designated from time to time. Any number of offices may be held by the same person, except the offices of President and Secretary. None of the principal officers need be Directors of the Association.

4.03. Election of Principal Officers; Term of Office. The principal officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of principal officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each principal officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.04. Subordinate Officers, Agents, and Employees. In addition to the principal officers, the Association may have such other subordinate officers, agents, and employees as the Board of Directors may deem advisable each of whom shall hold office for such period and have such authority and perform such duties as the Board of Directors, the Chairman of the Board, the President, or any officer designated by the Board of Directors, may from time to time determine. The Board of Directors at any time may appoint and remove or may delegate to any principal officer the power to appoint and to remove, any subordinate officer, agent, or employee of the Association.

4.05. Delegation of Duties of Officers. The Board of Directors may delegate the duties and powers of any officer of the Association to any other officer or to any Director for a specified period of time for any reason that the Board of Directors may deem sufficient.

4.06. Removal of Officers or Agents. Any officer or agent of the Association may be removed by the Board of Directors at any time, either with or without cause, and the Board of Directors may appoint a successor to such removed officer and agent. Election or appointment of any officer or agent shall not of itself create contract rights.

4.07. Resignations. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the Chairman of the Board, to the President, or to the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

4.08. Vacancies. A vacancy in any office, the holder of which is elected or appointed by the Board of Directors, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of such office. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee, or officer to whom authority for the appointment, removal, or filling of vacancies may have been delegated by these Bylaws or by resolution of the Board of Directors.

4.09. President. The President shall preside at all meetings of the members of the Association and of the Board of Directors at which he is present. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision over the business and affairs of the Association. The President shall have all powers and duties usually incident to the office of the President except as specifically limited by resolution of the Board of Directors. The President shall have such other powers and perform such other duties as may be assigned to him from time to time by the Board of Directors.

4.10. Vice Presidents. In the absence or disability of the President or if the office of President be vacant, the Vice Presidents, in the order determined by the Board of Directors, or if no such determination has been made, in the order of their seniority, shall perform the duties and exercise the powers of the President, subject to the right of the Board of Directors at any time to extend or confine such powers and duties or to

assign them to others. Any Vice President may have such additional designation in his title as the board of Directors may determine. Each Vice President shall generally assist the President in such manner as the President shall direct. Each Vice President shall have such other powers and perform such other duties as may be assigned to him from time to time by the Board of Directors or the President.

4.11. **Secretary.** The Secretary shall act as Secretary of all meetings of the members of the Association and of the Board of Directors at which he is present, shall record all the proceedings of all such meetings in a minute book to be kept for that purpose, shall have supervision over the giving and service of notices of the Association, and shall have supervision over the care and custody of the records and seal of the Association. The Secretary shall be empowered to affix the corporate seal to documents, the execution of which on behalf of the Association under its seal is duly authorized, and when so affixed may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board of Directors. The Secretary shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or the President.

4.12. **Treasurer.** The Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Association and shall cause the funds of the Association to be deposited in the name of the Association in such banks or other depositories as the Board of Directors may designate. The Treasurer shall have all powers and duties usually incident to the office of Treasurer except as specifically limited by a resolution of the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors or the President.

4.13. **Salaries.** The officers of the Association shall not be entitled to any salaries or other compensation except for expenses incurred on behalf of the Association, which shall be reimbursed.

ARTICLE V: FISCAL MATTERS AND RECORDS

5.01 **Dues.** The amount required for annual dues shall be \$400 each year, unless changed by a majority vote of the Board. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date of payment. Dues may, on occasion, be paid by donation of comparable products or services to the Association, by prior approval of the Board of Directors.

5.02. **Fidelity Bonds.** The Board of Directors may require that any officer, contractor or employee of the Association handling or responsible for Association funds furnish an adequate fidelity bond. The premium for any such bond shall be paid by the Association and shall constitute a Common Expense.

5.03. **Books and Records Kept by Association.** The Association shall keep detailed, complete, and accurate financial records, including itemized records of all receipts and

disbursements, shall keep detailed minutes of the proceeds of all meetings of the members and of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep such other books and records as may be required by law or necessary to reflect accurately the affairs and activities of the Association. The Association shall keep at the office of the Association a record giving the names and addresses of the Directors and all members of the Association, which shall be furnished by each Owner pursuant to Section 5.10 of these Bylaws.

5.04. **Oversight.** The Board must review monthly all the following:

5.04.01 A current reconciliation of the association's operating accounts.

5.04.02 A current reconciliation of the association's reserve accounts.

5.04.04 The current year's actual operating revenues and expenses compared to the current year's budget.

5.04.04 The latest account statements prepared by the financial institutions where the association has its operating and reserve accounts.

5.04.05 An income and expense statement for the association's operating and reserve accounts.

5.04.06 The check register, monthly general ledger, and delinquent assessment receivable reports.

5.05. **Inspections.** The books, records, and papers of the Association shall at all times during reasonable business hours be subject to inspection by any member or his agent or attorney for any proper purpose. True and correct copies of the Articles of Incorporation, these Bylaws, the Declarations, and all rules and regulations of the Association with all amendments thereto, shall be maintained at the principal and registered offices of the Association and copies thereof shall be furnished on request on payment of a reasonable charge therefore .

5.06. **Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents of the Association, in addition to the officers so authorized by the Declarations and these Bylaws, to enter any contract or execute and deliver any instrument in the name of, or on behalf of the Association, and such authority may be general or confined to specific instances.

5.07. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer of the Association.

5.08. **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

5.09. **Gifts.** The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association.

5.10. **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

5.11. **Annual Statements.** Not later than four (4) months after the close of each fiscal year, the Board of Directors shall prepare or cause to be prepared a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its fiscal year and an income and expense statement showing the results of its operations during its fiscal year. Such statements may, in the discretion of the Board, be audited statements. Upon receipt of written request, the Treasurer promptly shall mail to any member copies of the most recent such balance sheet and income and expense statement on payment of a reasonable charge therefore.

5.12. **Notices.** Each member shall furnish to the Secretary of the Association, the address, if other than the Lot of such member, to which any notice or demand to the Owner under the Declarations or these Bylaws is to be given, and if no address other than such Lot shall have been designated, all such notices and demands shall be mailed or delivered to such Lot.

5.13. **Payment of Taxes and Insurance Premiums.** The Board shall, to the extent funds are available, cause payment to be made, in a timely manner, of all taxes assessed against the Common Areas or Association property and of all insurance premiums.

ARTICLE VII: INSURANCE

6.01. **Types of Coverage.** The Association shall always maintain in effect as a Common Expense the types of insurance coverage required by the Declarations, any workmen's compensation, or other insurance required by law, and such other insurance as the Board may from time to time deem appropriate. The Board shall review the amount and terms of such insurance annually.

ARTICLE VII: GENERAL PROVISIONS

7.01. **Waiver of Notice.** Whenever any notice is required to be given under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the

members, the Board of Directors, or members of a committee of Directors need be specified in any written waiver of notice unless otherwise required by these Bylaws. Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.02. Incorporation by Reference. All of the terms, provisions, definitions, covenants, and conditions set forth in the Declarations are hereby expressly incorporated herein by reference as if fully set forth herein.

7.03. Interpretation. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants, and conditions set forth herein in these Bylaws and other governing documents, the (1) provisions of state law, (2) the Association's Declaration, (3) Articles of Incorporation, and (3) these Bylaws shall prevail in that order.

7.04. Power of Directors to Amend. The Board of Directors shall have the right, power, and authority to alter, amend, or repeal the Bylaws of the Association or adopt new Bylaws for the Association at any regular or special meeting of the Board. Furthermore, the members of the Association, by the affirmative vote of a majority of the total votes in the Association, may alter, amend, or repeal the Bylaws of the Association or adopt new Bylaws for the Association at any annual meeting or at a special meeting called for such purposes.

7.05. Seal. The Board of Directors may, but shall not be obligated to, provide a corporate seal which shall be circular in form and have inscribed thereon the name of the Association, the state of incorporation, and such other words as the Board of Directors may prescribe; provided, however, that the use of the seal of the Association on any contract or agreement shall not be required to evidence the validity, authenticity, or approval of such contract or agreement.