

**AMENDED BYLAWS
OF
THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC.**

INCLUDED SECTIONS

2216527

**BALDWIN COUNTY, ALABAMA
HARRY D'OLIVE, JR. PROBATE JUDGE
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PREAMBLE

The following BY-LAWS shall be subject to, and governed by, TITLE 10A ALABAMA BUSINESS AND NONPROFIT ENTITIES CODE or its subsequent amendments and the Articles of Incorporation of THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Alabama, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – DEFINITIONS

All terms and names used in this document will hold the definitions outlined below. In the event that there is a relevant conflict between this document and the Declarations, the Declarations will contain the ruling definition. Unless the context shall prohibit or otherwise require, each of the following words or terms, whenever used herein with an initial capital letter, shall have the following meaning:

ANNUAL ASSESSMENTS Shall mean ASSOCIATION membership dues authorized to be collected as agreed by deed and stated in the DECLARATIONS.

ARTICLES or ARTICLES OF INCORPORATION shall mean the ARTICLES OF INCORPORATION of THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC., as amended from time to time.

ASSOCIATION Shall mean THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC.

BOARD or BOARD OF DIRECTORS shall mean the Board of Directors of the Association, which is the governing body of the Association.

BY-LAWS Shall mean the BY-LAWS OF THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC., the set of rules, guidelines rights and privileges, defined and published by the BOARD OF DIRECTORS, that govern the administration and operation of the Association as regulated by the Code of Alabama, 10A-2A-2.05 or any subsequent and related amendment.

COMMITTEE(S) shall mean and refer to individuals appointed by the Board of Directors to accomplish specific assigned tasks. Committees may have non-Member and Member participants and are chaired by a Director.

COMMON PROPERTIES shall mean and refer to all real and/or personal property owned by the Association.

CORPORATION Shall mean THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC.

DECLARATIONS Shall mean and refer to the DECLARATION OF RIGHTS, COVENANTS, RESTRICTIONS, AFFIRMATIVE OBLIGATIONS AND CONDITIONS which every Member has executed and is obligated to comply and is attached to the deed.

DWELLING or DWELLING UNIT shall mean and refer to a building or structure to which required approvals for use and occupancy have been obtained.

GUEST shall mean any individual visiting any Member of the Association.

IMPROVED LOT shall mean and refer to a Lot on which is located a building and/or other structure(s) as to which required approvals for use and/or occupancy have been obtained. Presence of a boathouse or dock constitutes an improved lot.

LOT Shall mean and refer to any of the numbered and delineated parcels shown on the Plat of Ono North, Phases One and Two, AS recorded in Probate Court in Baldwin County, Alabama.

MEMBER(S) shall mean and refer to a person or entity who or which is an Owner of record of a vested interest in fee simple title to any Lot within the Properties which is subject by covenant of record to assessment by this Association.

OFFICER(S) shall mean and refer to a Board member elected by the Board of Directors to a specific area of responsibility. Such Officers shall be at a minimum a President who is also the Chair of the Board, a Vice President who is also the Vice Chair of the Board, a Treasurer, and a Secretary.

OWNER(S) shall mean and refer to a person or entity who or which is the Owner of record of a vested interest in fee simple title to any Lot within the Properties which is subject by covenant of record to assessment by this Association.

PLAT OR SUBDIVISION PLAT shall mean and refer to the Subdivision plat of Ono North, Phase One and/or Phase Two, as recorded in the records in the Office of the Judge of Probate in Baldwin County, Alabama.

PROPERTIES Shall collectively mean and refer to all those tracts or parcels numbered and delineated and shown on the Plat of Ono North, Phases One and Two, recorded in Probate Court in Baldwin County, Alabama.

PROPERTY Shall collectively mean and refer to an individual lot, tract or parcel numbered and delineated and shown on the Plat of Ono North, Phases One and Two, recorded in Probate Court in Baldwin County, Alabama.

PUBLIC RECORDS shall mean and refer to the records in the Office of the Judge of Probate, Baldwin County, Alabama.

QUORUM(S) Shall mean the number of voting properties or Board of Directors members required to be represented on any item requiring membership or Board of Directors votes, affirmations or ratifications or any other action taken as may be described in these Bylaws.

RECORDING SECRETARY Shall mean a person selected by the Association Secretary to perform Recording duties in meetings where the Association Secretary is unable to fulfill that responsibility.

RECREATIONAL AREA shall mean and refer to those areas maintained by the ASSOCIATION as Recreational Area or Common Area.

RECREATION (REC) CENTER MEMBER shall mean any person or entity who or which has, (a) paid the appropriate Membership fees and, (b) is the Owner of record of a vested interest in fee simple title to any Lot within any of the properties located on Ono Island exclusive of THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC. which are subject by covenant of record to assessment by that Association. Recreation Center Members are Members of the recreational facilities only and not voting Members of the Association. Recreation Center Members were formerly referred to as Social Members of the Association

SPECIAL ASESMENT shall mean and refer to an assessment levied for the purposes of defraying, in whole or in part, the cost of any construction or reconstruction, unexpected maintenance or repair and replacement of the Recreational Areas and the Common Properties and capital improvements thereon, and to repay any loan made to the Association to enable it to perform the duties and functions authorized herein.

SUBDIVISION shall mean Ono North, Phase One and/or Phase Two, a subdivision, as shown on the Plat of Ono North, Phase One ad/or Phase Two, recorded in the Public Records.

UNIMPROVED LOT shall mean and refer to any Lot absent of any man-made structure including any and all waterfront structures like docks, piers or boathouses.

VARIANCE shall mean and refer to a requested exception to the general architecectural control rules and regulations of both Ono North and Ono Property Owners Associations.

VOTING PROPERTIES shall mean and refer to an individual lot, tract or parcel numbered and delineated and shown on the Plat of Ono North, Phases One and Two, recorded in Probate Court in Baldwin County, Alabama. Each Property is entitled to cast one vote only regardless of the number of individuals or entities named on the fee simple title.

ARTICLE 2 – PURPOSE, REGISTERED OFFICE AND AGENTS

The purpose for which the Association is formed is set forth in the Articles of Incorporation of THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC. The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code.

Registered Office and Agent. The Association shall maintain with the State of Alabama a registered office and shall have a registered agent whose business office is identical with such registered office.

The registered office of the Association is:

31000 HARBOUR DRIVE,
ORANGE BEACH, ALABAMA 36561.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Association may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 3 – POWERS, DUTIES, AND RESPONSIBILITIES OF THE ASSOCIATION AND BOARD OF DIRECTORS

The Association shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Alabama and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association. At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code, such as certain political and legislative activities.

3.1 Powers and Duties of the Association and Board of Directors. The Association, acting through the Board of Directors and officers, shall have such duties and shall exercise such powers as are set forth in these By-Laws. Additionally, the Association and Board of Directors may exercise any other powers reasonably necessary to fulfill their duties and responsibilities and to carry out the purposes of the Association. Specifically, but not exclusively, they may:

3.1.1 Enforce any and all covenants, restrictions, and agreements applicable to the Properties.

3.1.2 Provide full accounting transparency including membership examination of the detailed financial records by appointment.

- 3.1.3 Set and adjust rates for annual membership fees, special assessments, usage fees, and fines for non-compliance to the Declarations.
- 3.1.4 Attach relevant liens for non-payment of annual fees, assessments, and fines.
- 3.1.5 Establish working & standing committees and delegate authority where appropriate to act on behalf of the Board of Directors.
- 3.1.6 Set meeting schedules for annual and periodic Members meetings and recurring Board meetings.
- 3.1.7 Invest Association money in no risk instruments.
- 3.1.8 Manage the financial affairs and pay financial obligations of the Association.
- 3.1.9 Set guidelines and limitations for Member access and usage of Association assets. .
- 3.1.10 Maintain Association assets in a reasonable state of repair.
- 3.1.11 Appoint Directors for vacant Board seats.
- 3.1.12 Remove existing Directors for cause.
- 3.1.13 Insofar as permitted by law to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties and to protect the lawful rights and interests of its Owners and residents.
- 3.1.14 Conduct any required Association business subject to the Standards of Conduct for Directors ARTICLE 3.2 referenced below.
- 3.2 Standards of Conduct for Directors. Each Member of the Board of Directors shall act: (1) in good faith, and (2) in a manner the Director reasonably believes to be in the best interests of the Association.
- 3.3 The Board of Directors shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.
- 3.4 Conflict of Interest. No contract or transaction between the Association and one or more of its Directors or officers, in which one or more of its Directors or officers have a financial or personal interest, shall be allowed unless completely meeting the stated exceptions (3.4.1) and requirements (3.4.2).
 - 3.4.1 Such contract or transaction is in the best interest of the Association balancing financial, quality and timing goals.
 - 3.4.2 Such contract or transaction in complete detail is publicly made known and kept in the permanent records of the Association and is first competitively bid.

ARTICLE 4 - BOARD OF DIRECTORS

The Association shall be governed by a Board of Directors, which shall have all the rights, powers, privileges and limitations of liability of Directors of a non-profit corporation organized under TITLE 10A of THE CODE OF ALABAMA. The Board shall establish policies and directives governing the business and operations of the Association and has the authority and responsibility to see the policies and directives are appropriately followed. A Director shall perform his/her duties in such a manner as deemed to be in the best interest of the Association and with such care as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

- 4.1 **Number and Qualifications.** The Board shall have either five (5) or seven (7) Members. The number of Board Members may be increased or decreased by unanimous affirmative vote of the then-serving Board of Directors but must always be an odd number. Directors must be current Members of the Association in good standing.
- 4.2 **Board Elections.** Nominations for Board seats must be made known to Members following the notification and election rules found in ARTICLE 9.4.3 An election/governance committee may be established to administer, conduct and oversee the election.
- 4.3 **Term of Board.** All elections to the Board shall be for a term of three (3) years. No person shall serve more than two (2) consecutive terms either in full or in part unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board Member to one (1) additional year.
- 4.4 Terms will be staggered with either a two (2), two (2), and one (1) position rotation or a three (3), two (2), and two (2) position rotation depending on the number of Board Members.
- 4.5 To create and manage the stagger, for the initial election under these Bylaws beginning in the 2027 board election the directors receiving the fewest votes for the smallest split will only serve for one (1) year, the next fewest will serve for 2 or 3 years, etc. This may be modified as needed by the board to protect the rotation and preserve continuity.
- 4.6 No person shall serve more than six (6) consecutive years excepting conditions defined in 4.3 above.
- 4.7 After serving the maximum total number of consecutive years on the Board, a Member may be eligible for reconsideration as a Board Member after six (6) years have passed since the conclusion of such Board Member's service.
- 4.8 Directors appointed by the Board to fill a vacancy are only appointed for the remainder of the predecessor's unexpired term. EXCEPTION: Appointed Directors serving less than 365 days are still eligible to serve two (2) subsequent full three (3) year terms.
- 4.9 **Compensation.** Directors shall NOT be compensated by the Association.

- 4.10 **Resignation.** Directors have the right to resign at any time by providing notice in writing to the President or Secretary of the Association. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation. A stated or written acceptance of the resignation shall not be required to make the resignation effective.
- 4.11 **Removal.** Any Director elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors for just cause including but not limited to dishonesty, misuse of funds, self-dealing in Association property and other offenses deemed improper and harmful to the Association. In the event that a tie vote on removal of a Director, the tie breaking vote will be the President's vote. If the Director being removed is the President and there is a tie vote, the Vice-President's vote will be considered the tie breaker.
- 4.12 **Commitment to Service.** An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to re-evaluate his/her commitment to the Association. The Board may deem a Board Member who has missed three (3) consecutive meetings without such a re-evaluation with the Chair, to have resigned from the Board.
- 4.13 **Vacancies.** Any vacancies on the Board of Directors for any cause, shall be filled by appointment and unanimous approval of the Board of Directors for the duration of the predecessor's unexpired term. Notification of vacancies and invitation to apply for the vacancy shall be provided to all Members per ARTICLE 9.4.3.

ARTICLE 5 - OFFICERS

The Board shall elect Officers of the Corporation from duly elected Board Members which shall include a President, a Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other Officers as the Board may designate by resolution. The same person may hold any number of offices, with the exception that the President may only hold the office of President. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

- 5.1 **Term.** All Officers shall be elected by the Board of Directors at an executive session to be held within two (2) weeks following the annual Members' meeting and shall serve for a term of one (1) year and/or until their successors have been elected or until their earlier death, resignation, removal, retirement, or disqualification. A Board Member may be re-elected to the same office.
- 5.2 **Compensation.** Officers shall not be compensated by the Association.
- 5.3 **Resignation.** All Officers have the right to resign at any time by providing notice in writing to the President or Secretary of the Association. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the

resignation. A stated or written acceptance of the resignation shall not be required to make the resignation effective.

5.4 **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by majority vote of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. If a tie vote on removal of an Officer occurs, the tie breaking vote will be the President's vote. If the Officer being removed is the President and there is a tie vote, the Vice-President's vote will be considered the tie breaker. Removal of a Director as an Officer does not remove that Director from the Board.

5.5 **Vacancies.** Vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled by appointment and majority approval of the Board of Directors for the remainder of the Officer's term.

5.6 **President.** The President and the Chair of the Board of Directors shall be the same individual. It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Association, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Association, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board. The President is authorized to contract, receive, deposit, disburse and account for all funds of the Association, to execute in the name of the Association all contracts and other documents authorized either generally or specifically by the Board and to negotiate any and all material business transactions of the Association. Specific duties of the President include but are not limited to:

5.6.1 In the role of Chair of the Board, call meetings of the Members of the Board of Directors to order and act as chair of such meetings.

5.6.2 Be the chief executive officer of the Association and have general supervision of the business of the Association.

5.6.3 See that all orders and resolutions of the Board of Directors are carried into effect.

5.6.4 Act as an ex-officio Member of all committees, except as determined by the Board of Directors.

5.6.5 Subject to consensus approval of the Board of Directors:

5.6.5.1 Appoint a Member of the Board of Directors to chair each committee of the Board of Directors.

5.6.5.2 Make appointments to fill vacancies on the Board of Directors.

5.6.5.3 Establish special ad hoc committees and appoint the chairmen of such committees.

5.6.5.4 Shall perform such other duties as the Board of Directors may direct from time to time.

5.7 **Vice President.** The Vice President shall also be the Vice Chair of the Board. The Vice President shall, in the absence of or disability of the President, or at the direction of the President, perform the duties and exercise the powers of the President. The Vice President shall perform whatever duties and have whatever powers the Board of Directors may from time-to-time assign.

5.8 **Secretary.** The Secretary, or his/her designee, shall be responsible for and the custodian of all records and documents of the Association and shall act as Secretary at all meetings of Members and Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format with backup. These records and documents are required to be kept at the principal office of the Association. Specific duties include but are not limited to:

5.8.1 Responsible for providing all notices for the Association. The Secretary has the expressed authority to act on behalf of the Board in this duty.

5.8.2 Shall see that the seal of the Association is affixed to all relevant legal documents.

5.8.3 Supervising the election of Directors

5.8.4 Ensuring the accuracy of the minutes of each meeting and shall be responsible for the reproduction and distribution of the minutes to each Association Member and the Board of Directors prior to the next meeting.

5.8.5 As needed, appointing a person who is not a Member of the Board of Directors as the Recording Secretary, subject to Board of Directors approval.

5.8.6 Signing any lawfully executed documents requiring the Secretary's signature.

5.8.7 Performing whatever additional duties and have whatever additional powers as the Board of Directors may assign.

5.9 **Treasurer.** It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

5.9.1 The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors.

5.9.2 The Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors.

5.9.3 The Treasurer shall annually, and upon request, render to any Member of the Association an account of all the Treasurer's transactions and of the financial condition of the Association.

5.9.4 The Treasurer shall ensure that adequate insurance is provided for facilities, liability, or officer bond as needed.

- 5.10 **At-Large.** Any Director not serving in any of the previously enumerated offices will be considered an At-Large Director with full voting rights as a Board Member. At-Large Directors have the authority to perform any duties delegated by any other Officer of the Association.

ARTICLE 6 - COMMITTEES

The Board of Directors may, from time to time, and by resolution adopted by a majority of the Directors then in office provided that a quorum is present, designate one or more standing and/or advisory Committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws.

- 6.1 Each such Committee shall be sponsored by at least ONE (1) Director who shall provide oversight and be the committee's representative to the Board.
- 6.2 Committees may include volunteer Members of the Association and other designated persons with specialized skills and experience who may or may not be Members.
- 6.3 The Board of Directors may also designate one or more advisory Committees that do not have the authority of the Board.
- 6.4 No Committee, regardless of Board resolution, may:
- 6.4.1 Initiate or cause to occur any action without prior affirmative vote of the Members of the Board or general Membership as may be specified in any of the governing documents of the Association.
 - 6.4.2 Fill vacancies on, or remove the Members of, the Board of Directors or any committee that has the authority of the Board.
 - 6.4.3 Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
 - 6.4.4 Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
 - 6.4.5 Appoint any other committees of the Board of Directors or their Members.
 - 6.4.6 Approve any self-dealing transaction, except as provided pursuant to Law.
 - 6.4.7 No committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

ARTICLE 7 – ASSOCIATION MEMBERSHIP

Membership in THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC. is as follows:

- 7.1 Each Owner of a Property made subject to the terms of the Declaration shall be a Member of this Association. Such Membership shall be automatic and may not be separated from Ownership of any property.

ARTICLE 8 - QUORUMS

Quorums are necessary in a membership non-profit to ensure a reasonable representation of the membership for any action requiring member votes. Quorums are not intended to place unreasonable obstacles to conducting Association business.

- 8.1 Quorums are established in these Bylaws by the Board of Directors for conducting all business of the Association unless specifically overridden by the Articles of Incorporation or the Declarations.

- 8.2 The casting of a vote on an action of the Association constitutes participation in the Quorum. Members need not be physically present to be included in the Quorum.

- 8.2.1 Quorum definitions for the purposes of conducting Association business are as follows:

- 8.2.1.1 For Elections of Directors and Amendments to the Governing Documents twenty-five (25) percent of all eligible votes that may be cast represented in the annual or special meetings shall constitute a quorum.

- 8.2.2 In the event that a quorum is not achieved for any action before the membership in an annual or special meeting, said meeting shall be adjourned for the purposes of any of the actions and:

- 8.2.2.1 The votes cast will remain in force for sixty (60) days or until the adjourned meeting is reconvened and will be counted as part of the adjourned and reconvened meeting's Quorum.

- 8.2.2.2 Quorum requirements for adjourned and reconvened annual meetings shall be greater than fifty (50) percent of the preceding Quorum requirements. This process of adjournment and reconvening may be repeated as often as necessary until a Quorum is established to conduct business.

- 8.2.3 At meetings of the Board of Directors, the in-person and/or virtual presence of a majority of the directors shall constitute a quorum for the transaction of business.

ARTICLE 9 - NOTIFICATIONS

Whenever these Bylaws, Articles of Incorporation, or Declarations require notice to a Member or Director, such notice shall be provided as prescribed herein.

9.1 Notice shall be provided, and deemed delivered by sending first-class mail, or by other written or electronic communication with postage or charges prepaid.

9.2 Notice shall be addressed to each Member or Director at the address as it appears on the Association's records. Acceptable contact points for delivery of notice include mailing address, phone number, email address, public posting or electronic posting on the Association website.

9.3 It is the Member's responsibility to maintain current contact point.

9.4 Specific notifications include:

9.4.1 Notification of the schedule for Directors' regular meetings shall be provided via posting in a public place in the business office of the Association.

9.4.2 Notification of all Member meetings will be posted on the Association website and/or be provided by email at least thirty (30) days in advance of the meeting.

9.4.3 Notification of any business action requiring Member participation (voting for Directors, voting for changes in governing documents requiring Member affirmation, openings on the Board of Directors, etc.) shall be provided at least thirty (30) days in advance of the meeting or member action by email and posts to the Association website.

9.4.4 Notifications of actions to be voted on by members without a meeting (SECTION 11.5) must be provided sixty (60) days prior to the opening of the voting period.

9.5 Notification of Assessment(s) Notification of Annual and Special Assessments shall be sent by mail no less than 60 days prior to the due date.

9.6 Notification of Violations of regulations contained in the Declarations document shall be provided by phone or email except as noted in item 9.3 above

9.7 Notifications of Fines shall be by traditional mail service

ARTICLE 10 - MEETINGS

10.1 Types of Meetings. The Board of Directors may hold five types of meetings: regular monthly Directors meetings, Annual Members meetings, special meetings, executive session meetings, and public hearing meetings.

10.1.1 Board of Directors Meetings. Regular meetings of the Board of Directors shall be held on a consistently scheduled time and day of each month. All regular meetings shall be open to all Members. The Board of Directors may adopt such regulations as it deems appropriate

regarding such matters as the order of business, the taking and reading of minutes, the proper handling of recommendations submitted to the Board of Directors by Members, and the allowing of Members who are not Directors an opportunity to speak at the meeting.

- 10.1.1.1 Requirement for Valid Action. The act of the quorum of Directors shall be the act of the Board of Directors.
- 10.1.1.2 Virtual Participation by the Board. Members of the Board of Directors may participate in a meeting of the Board virtually by means of telephone or video conference or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.
- 10.1.1.3 Actions by Directors Without Meetings. All actions before the Board must pass by majority vote of the quorum to be valid. Votes may be cast on an action absent a formal meeting by written acknowledgement of vote delivered in hard copy or electronically such as, but not limited to email. Such written consent shall be filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a vote cast in a regular meeting.
- 10.1.1.4 Reconvened Meetings. If a quorum is not present, a meeting of the Board of Directors may be adjourned to reconvene at a subsequent specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting in which a quorum is present, any business may be transacted which could have been transacted at the adjourned meeting.
- 10.1.1.5 Voting Rights. Each Board Member shall have only one vote. Board Members shall not be allowed to assign voting rights for Board business by proxy to another Director. If the Board quorum consists of an even number of Directors and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote.
- 10.1.2 Annual Meeting. The Board of Directors must hold a formal annual meeting for all Members. Special meetings may also be called to inform and address specific needs and concerns. These meetings may follow a less formal Town Hall style. Member initiated meetings may also be called to address topics and grievance relevant to all Members.
 - 10.1.2.1 The Annual Meeting of Members shall be held at 9:00 a.m. at a designated place within Baldwin County, on the second Saturday in March of each year, for the purpose of electing directors and transacting any and all business authorized to be transacted by the members that may properly come before the meeting.
 - 10.1.2.2 Change of Annual Meeting. The time and place of holding the Annual Meeting of Members may be changed at any time prior to but not less than ten (10) days nor more than sixty (60) days in advance of the regular day for holding such meeting by Resolution duly adopted by the Board of Directors or by the Members.

- 10.1.2.3 Notice of Change of Annual Meeting. Notice of change of date or time of the Member's Annual Meeting must be provided in any of methods outlined in ARTICL 9 of these Bylaws.
- 10.1.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or by any two (2) Directors in office at the time. Special meetings shall be convened to consider one (1) issue only, and attendance at special meetings shall be limited to the Directors, the Secretary(required), and others involved in the issue in question.
- 10.1.4 Executive Sessions. The Chair of the Board of Directors may call for an executive session for such organizational purposes as electing Officers of the Association, appointing the various committee chairmen, approving the Chairman's selection to fill a vacancy on the Board of Directors and committees, discussing personnel matters, establishing and assigning projects, and establishing special committees. Attendance at an executive session shall be limited to members of the Board of Directors and the Secretary.
- 10.1.5 Public Hearings. A public hearing shall be held whenever deemed appropriate by the Board of Directors for such purpose as reporting to the Members regarding a matter of general interest. The date, time, and place of the meeting shall be published at least ten (10) days in advance. Public hearings shall be open to all Members.
- 10.2 Place of Meetings. Meetings may be held at any place within Baldwin County in the State of Alabama as the Board of Directors may from time to time establish for regular meetings or as set forth in the notice of special meeting.
- 10.3 Special Member Meetings. Special meetings of the Members may be called at any time by a majority of the members of the Board of Directors. Special meetings are held primarily to conduct business requiring Member votes of such a nature that prudence requires action prior to the regularly scheduled Annual Members Meeting. Secondary purposes of Special Meetings are to inform Members on topics of interest or concern that impact all Members.
- 10.4 Member Initiated Meetings. Member Initiated Meetings may be called by written petition of members holding ten (10%) of the total number of votes which may be cast by all of the Members.

ARTICLE 11 - MEMBER VOTING & ELECTION PROCEDURES

Member voting is required for the election of Directors or affirmation of Amendments to Association governing documents (Articles and Declarations).

11.1 Voting Rights. Voting rights are as follows:

- 11.1.1 One vote for each Property owned and subject to the Declarations may be cast in all matters in which Membership voting is required by the Declarations, the Articles of Incorporation, or these Bylaws.

- 11.1.2 Recreation Center Members are not subject to the Declarations of Ono North and as such are not entitled to vote on any business of the Association.
- 11.1.3 Notwithstanding the preceding paragraphs, if any assessment required to be paid by a Member is past due as of the time a vote is being taken, such Member may not be entitled to cast any vote with respect to the Property on which the assessment is past due. Said Member shall reduce the Quorum requirements for the vote.
- 11.2 Elections. Open elections will be held to elect Members to the Board of Directors
 - 11.2.1 Candidates for Board of Director openings must be currently paid-in-full Members of the Association.
 - 11.2.2 Candidates must declare their intention to run and complete the candidate information form sixty (60) days before the Election.
- 11.3 Voting will be conducted electronically.
- 11.4 Action of Members Without a Meeting. Except as limited by the Alabama Nonprofit Corporation Act, any action requiring Member affirmation may be voted on independent of a formal meeting.
 - 11.4.1 Notifications of actions to be voted are defined in SECTION 9.4.4
 - 11.4.2 The voting period shall not exceed ninety (90) days.
 - 11.4.3 Voting on such actions shall be conducted electronically except as noted in section 9.3
 - 11.4.4 Voting on any action before the Members without a meeting shall have the same force and effect as any vote of the Members at a formal meeting.

ARTICLE 12 - FINANCIAL PROCEDURES AND GUIDELINES

Accounting and Reporting – The Treasurer shall be responsible for the custody of all funds and securities belonging to the Association. Specifically, the Treasurer's duties include the following:

- 12.1 The Treasurer shall cause to be received and deposited in appropriate bank account(s) all monies of the Association and shall disburse such as directed by resolution of the Board of Directors.
- 12.2 The Treasurer shall sign or authorize to be signed all checks and notes of the Association. Such disbursements shall be signed by any two (2) authorized signatories for that account.

- 12.3 The Treasurer shall cause full and true accounts of all receipts and disbursements to be maintained and shall make reports of the same to the Board of Directors as directed.
- 12.4 The Treasurer shall cause a financial review of the Association books to be made by a certified public accountant at the completion of each fiscal year.
- 12.5 The Treasurer shall prepare an annual budget and an annual balance sheet statement which shall be presented to the membership at its regular annual meeting.
- 12.6 The Treasurer shall provide an open review of the Association's financial position, financial transactions or any other Association financial information to any Member by appointment.
- 12.7 The Treasurer shall perform any additional duties as assigned from time to time by the Board of Directors.
- 12.8 Liens, Fines, and Fees: All Assessments, Fines, and Fees are considered Liens on the Property per the Declarations regardless of a formal filing of a Lien. Each Owner, as so expressed in the Declarations attached to the Property deed or other conveyance, shall be deemed to covenant and agree to all the terms and provisions of the Declarations and to pay the Association as so stated
- 12.8.1 Creation of the Lien and Personal Obligations for Assessments. Each Owner, as so expressed in the Declarations attached to the Property deed or other conveyance, shall be deemed to covenant and agree to all the terms and provisions of the Declarations and to pay the Association as so stated
- 12.8.1.1 Annual and Special Assessments shall be a charge and continuing lien on the real property and improvements thereon against which each such assessment is made.
- 12.8.1.2 Fines shall be a charge and continuing lien on the real property to the Member for violations to the rules defined in the Declarations. Fines are specified in the fees and fines schedule published on the Ono North web site.
- 12.8.1.3 Fees shall be a charge payable to the association for non-member use of Association amenities. Fees are specified in the fees and fines schedule published on the Ono North web site.
- 12.8.1.4 Delinquent Assessments may be subject to late fees and/or interest charges plus the cost of collection including reasonable attorney fees. Assessments are considered delinquent thirty (30) days after the due date. Fines are specified in the fees and fines schedule published on the Ono North web site.
- 12.8.2 In the case of co-Ownership of a Lot, all such co-Owners shall be jointly and severally liable for the entire amount of the assessment, interest, penalties, and cost of collection.
- 12.9 FEES. Fees are charges for use of Association assets for either commercial or non-Ono North Member usage.

12.9.1 Recreation Center Memberships. Recreation Center Memberships are subject to the same rate increase schedule as Ono North Members as described in SECTION 12.10 of these Bylaws

12.9.1.1 Non-Ono North Association Members who are Members of any other covenanted Association on Ono Island may become a Recreation Center Member.

12.9.1.2 Harbour Association Members may become a Recreation Center Member for the same fee as a Ono North Member

12.9.1.3 Usage fees for conducting commercial activities involving Association Assets are defined in the document called *Use of the Ono North Recreation Center (ONRC) for Fee-Based Activities Guidelines, Rules, Regulations, Procedures* and can be found on the Ono North website

12.10 ASSESSMENTS – Assessments may be levied by the Board in accordance with and authorized by the Declarations and shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the Members of the Association and, in particular, for the acquisition, improvement, repair, replacement, maintenance, use and operation of the Recreational Areas and the Common Properties and to pay for the services that the Association is authorized and obligated to provide.

12.10.1 Determination of Annual Assessments – The Directors shall fix for each calendar year the Annual Assessment deemed appropriate to fund the budget of the Association. Annual Assessments will be due December 31 of the year prior to the assessed year.

12.10.1.1 The amount of the Assessment may be increased annually by an amount not to exceed the rolling average of the increase/decrease of last ten (10) years consumer price index (CPI) published by the United States Federal Government.

12.10.1.2 The method of calculation of the annual percentage impact is as follows:

12.10.1.2.1 Current year CPI minus tenth year Previous CPI (ex: 2020CPI-2011CPI). The result is the gross change in CPI over the last rolling decade (CPIDIF).

12.10.1.2.2 Divide CPIDIF by tenth year previous CPI (Ex: CPIDIF/2011CPI). The result is the percentage change over the previous decade. (%CHG)

12.10.1.2.3 Divide %CHG by 10 (ten). The result is the rolling average percentage change in the CPI to be applied to the current year Assessment.

12.10.1.2.4 This is what the formula looks like broken down with example numbers:

2011CPI = 250

2020CPI = 300

CPIDIF = 50

Current year Assessment = \$400
 300-250 = 50
 50/250 = .20 (20%)
 .20/10 = .02 (2%)
 400 * .02 = 8
 Next year's Assessment = \$408

12.10.1.3 All Assessments charged by the Association shall be rounded to the nearest dollar.

- 12.11 Determination of Special Assessments – The Board of Directors may levy special assessments, for the purposes of defraying, in whole or in part, (1) the cost of any construction or reconstruction, unexpected maintenance or repair and replacement of the Recreational Areas and the Common Properties and capital improvements thereon, and (2) to repay any loan made to the Association to enable it to perform the duties and functions authorized herein.

12.11.1 On a per Member basis, such special assessments, in any year, may not exceed a sum equal to the amount of the previous two years' assessments, except (1) for emergency and other repairs required as a result of storm, fire, natural disaster or other casualty loss.

- 12.12 Indemnification To the fullest extent permitted by law, the Association shall indemnify its "agents," as described by law, including its Directors, Officers, employees and volunteers, and including persons formerly occupying any such position against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" connected with lawful execution of their duties.

12.12.1 The Corporation/Organization shall have the authority to purchase and maintain indemnification insurance on behalf of any agent of the Corporation/Organization against any liability asserted against or incurred by the agent associated with Association business.

- 12.13 Loans. The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer.

- 12.14 DEDICATION OF ASSETS. The properties and assets of the Association are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Association shall in any way benefit any person or any Member, Director, or officer of this Association.

ARTICLE 13 - COMMON PROPERTIES RULES AND REGULATIONS

- 13.1 The recreational facilities are for the use of the Ono North Members and their Tenants, Recreation Center Members, and invited guests of rightful users who agree to abide by and comply with all the rules applicable to the use of such facilities.
- 13.2 Rules for use of common properties are contained in RULES AND REGULATIONS CONCERNING THE USE OF THE RECREATIONAL FACILITIES OF THE PROPERTY OWNERS ASSOCIATION OF ONO NORTH, INC. and available in the Recreation Center Office and on the Ono North website.

- 13.3 Fee based activities using recreation center facilities (swim lessons, yoga classes, tennis lesson, etc.) are regulated by the FEE-BASED ACTIVITIES GUIDELINES, RULES, REGULATIONS, PROCEDURES, available in the Recreation Center Office and on the Ono North website.

ARTICLE 14 – AMENDMENTS

Power to Amend By-Laws. The Board of Directors shall have the power by unanimous vote to alter, amend or repeal these Bylaws or adopt new Bylaws. Any change to these Bylaws shall not create a conflict between the Articles of Incorporation and/or the Declarations.

ARTICLE 15 – PERMITS AND VARIANCES

- 15.1 Permits are required for all work that alters property characteristics including construction, exterior changes and landscape improvements. More specifically, any work that involves construction, exterior changes, enlargements, alterations, repairs, replacements, paint, moving or demolishing a structure.
- 15.2 Permitted alterations to the Property are described in the Ono North DECLARATION OF RIGHTS, COVENANTS, RESTRICTIONS, AFFIRMATIVE OBLIGATIONS AND CONDITIONS and the Property Owners Association of Ono Island Architectural Control Committee Rules and Regulations.
- 15.3 Standard procedure for obtaining a permit
- 15.3.1 Property Owner obtains permit form from Ono House.
 - 15.3.2 Property Owner completes the form, adding surveys, drawings and all details outlining the entire project.
 - 15.3.3 Property Owner submits the completed form to the Ono North Architectural Control Committee for review. This may be accomplished by delivering it to the Ono North business office at the Recreation Center.
 - 15.3.4 The Ono North Architectural Control Committee reviews the permit application and either approves or denies the application. Approved permits will be signed by two (2) members of the Architectural Control Committee.
 - 15.3.5 Approved permit applications are forwarded to Ono Property Owners Association Architectural Control Committee for secondary and final approval. Ono North Architectural Control Committee will notify the Property Owner of the status of the application.

- 15.3.6 Permit applications approved or denied by the Ono Property Owners Association will be returned to the Ono North Property Owners Association Architectural Control Committee.
- 15.3.7 Approved or denied permit applications will be returned to the property Owner with an explanation of the denial.
- 15.3.8 A copy of all permit applications will be retained by the Ono North Property Owners Association
- 15.4 Variances to Rules and Regulations. Exceptions to the application of a usual rule may be granted on the basis of hardship, practicality or reasonableness. Property Owners should read and understand the DECLARATION OF RIGHTS, COVENANTS, RESTRICTIONS, AFFIRMATIVE OBLIGATIONS AND CONDITIONS of Ono North CONDITIONS and the Property Owners Association of Ono Island Architectural Control Committee Rules and Regulations prior to submitting a Variance request.
- 15.5 Standard Procedure for submitting a Variance request.
 - 15.5.1 Property Owner obtains Variance form from Ono House.
 - 15.5.2 Property Owner completes the form, adding surveys, drawings and all details outlining the proposed request.
 - 15.5.3 Property Owner submits the completed form to the Ono North Property Owners Association Architectural Control Committee for review. This may be accomplished by delivering it to the Ono North business office located in eth Recreation Center.
 - 15.5.4 Two-week public notice: A sign shall be placed in the yard describing the Variance request so fellow property Owners can read it and ask questions and voice concerns if any. Fellow Property Owners' disapproval cannot alone stop the process or cause the Variance request to be denied.
 - 15.5.5 Approved Variance applications are forwarded to Ono Island Property Owners Association Architectural Control Committee for secondary and final approval. Once approved, the Variance request is returned to Ono North Property Owners Association Architectural Control committee for final review.
 - 15.5.6 The Ono North Architectural Control Committee will notify the Property Owner of the status of the application.
- 15.6 Architectural Control Committee approval of a Permit application or Variance request does not relieve the Property Owner from responsibility to obtain any other permits required by law from any other regulatory body (County, Corp of Engineers, Utilities, etc.).
- 15.7 Approval of any permit or variance by either Architectural Control Committee can and will not be construed as comment as to the quality of the work, its compliance with code of any other regulating

body or any other warrant or claim as to its appropriateness. It only indicates compliance with Association rules and regulations.

ARTICLE 16 CERTIFICATE OF SECRETARY

I, SUE ODA, certify that I am the current elected and acting Secretary of the Corporation and the above Bylaws are the Bylaws of this Corporation as adopted by the Board of Directors on March 31, 2025, and that they have not been amended or modified since the date above.

EXECUTED on this 14 day of October, 2025, in the County of BALDWIN in the State of Alabama.

Sue Oda, Secretary
(Duly Elected Secretary)

Wendy James 10/14/25
Notary SEAL

