

HIDDEN BROOK THE CREST HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION

BY-LAWS

ARTICLE ONE

INTRODUCTION

1.01 NAME

- 1.01.01** This Association shall be known as HIDDEN BROOK-THE CREST HOMEOWNERS ASSOCIATION, a Nonprofit Corporation (hereinafter HBTCHA), whose address shall be 1345 Hickory Valley Road, Trussville, Alabama, 35173.

1.02 BOUNDARIES AND TERRITORIES

- 1.02.01** The territory of the HBTCHA shall be the residential community commonly referred to as Hidden Brook-The Crest in Argo, St. Clair County, Alabama.
- 1.02.02** Geographical boundaries of the HBTCHA shall be fixed and/or modified by the Authority of the Board of Directors of the HBTCHA. At the time of the execution of these By-Laws, the properties located in Hidden Brooke - The Crest, Phase One and Hidden Brooke - The Crest, Phase Two, are included.

1.03 PURPOSES

- 1.03.01** To maintain a residential community, including but not limited to the enforcement of building restrictions, covenants, and easements.
- 1.03.02** To preserve and improve the aesthetic qualities of the homes and surrounding neighborhood.

- 1.03.03** To preserve and improve the tangible and intangible value of the homes and surrounding neighborhood.
- 1.03.04** To present a unified voice for securing funds for the maintenance of the residential community.
- 1.03.05** To provide a governing force for the maintenance of the residential community.
- 1.03.06** This corporation is organized and shall be operated exclusively for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(4) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, or by (b) a Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law.
- 1.03.07** To do all such other things as may be necessary or convenient to achieve the foregoing purposes.
- 1.03.08** The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited to or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

1.04 AUTHORITIES

- 1.06.01** The HBTCHA shall be governed by its By-Laws and Articles of Incorporation.
- 1.06.02** The Authority of the HBTCHA, whose powers shall be designated in the By-Laws, shall be vested with the Board of the HBTCHA.

ARTICLE TWO

MEMBERSHIP

2.01 GENERAL

- 2.01.01** Definition of Membership: The Members of this Corporation are those persons who reside within the territorial boundaries of the residential community commonly known as Hidden Brook-The Crest subdivision in Argo, St. Clair County, Alabama and whose households are current with all membership fees and assessments provided by these By-Laws.
- 2.01.02** All members of the HBTCHA shall abide by the By-Laws and the Articles of Incorporation of the HBTCHA.
- 2.01.03** All members shall submit annually the appropriate, non-refundable fees.

2.02 FEES AND ASSESSMENTS

- 2.02.01** Annual Fees shall be determined by the majority vote of the membership attending the Annual meeting of the HBTCHA and will be due and payable within 60 days from the Annual Meeting of the HBTCHA, unless otherwise provided for by the Board. The voting membership may raise or lower the amount of annual fees required for membership at any Annual Meeting of the HBTCHA. Residents are not considered members until all current and outstanding fees are paid. Only persons who own an interest in any real estate and reside in Hidden Brook-The Crest subdivisions are eligible for voting membership. The initial annual fee as determined by

the membership has been set at \$200.00 per residential household.

- 2.02.02** All bank checks, drafts and/or money orders submitted to the HBTCHA shall be made payable to "HIDDEN BROOK-THE CREST HOMEOWNERS ASSOCIATION, INC.".
- 2.02.03** Membership may be subject to assessment of special dues but only upon written notice to each member in good standing. Notice may be by mail or hand delivered to the residence of each member. Any special assessment must be by the majority vote of the current membership present at any meeting called for that purpose.

2.03 DURATION OF MEMBERSHIP

- 2.03.01** Each term of membership shall begin once all appropriate fees are submitted, and shall run for the duration of each calendar year, until the next Annual Meeting of the HBTCHA.

2.04 TERMINATION OF MEMBERSHIP

- 2.04.01** Membership will terminate in this Corporation on any of the following events, and for no other reason:
- A. Receipt by the Board of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact.
 - B. The death of a Member.
 - C. For the failure of a Member to pay dues or assessments as provided in these By-Laws or Articles of Incorporation.
 - D. For violation of the membership rules, subdivision covenants, regulations, Articles of Incorporation or By-Laws of HBTCHA.

2.05 TRANSFERABILITY OF MEMBERSHIP

- 2.05.01** Membership in this Corporation is nontransferable and nonassignable.

2.05 MEMBERS' PROXY VOTING

2.05.01 A Member may not vote by proxy.

ARTICLE THREE

ANNUAL GENERAL MEETING

3.01 DATE OF MEETING

3.01.01 The Annual business meeting of the HBTCHA shall be held in February or March of each year, at a time to be selected by the Board. Each member shall be given written notice of the time, place, and date of the Annual meeting.

3.02 ORDER OF BUSINESS AND VOTING REPRESENTATIVES

3.02.01 The Order of Business at the Annual meeting shall be as follows:

- meeting
- A. Call to Order
 - B. Roll Call
 - C. Introduction of Guests
 - D. Acceptance of Minutes of the previous Annual
 - E. Reports
 - 1. President
 - 2. Treasurer
 - 3. Secretary-Treasurer
 - F. Unfinished Business
 - G. New Business
 - H. Adjournment

3.02.03 Only persons who own an interest in the real estate in Hidden Brook-The Crest

Subdivision and who presently reside full time in the household of the residence of said real estate shall be entitled to vote at any meeting of the HBTCHA.

- 3.03.03** All other persons residing in the voting member's household shall be afforded all rights, duties, and privileges of membership in HBTCHA as the voting member.

ARTICLE 4

BOARD OF DIRECTORS AND OFFICERS

4.01 BOARD OF DIRECTORS

- 4.01.01** The Board of Directors is that group of persons vested with the management of the business and affairs of the HBTCHA, subject to the law and these By-Laws.
- 4.01.02** The Board of Directors will constitute the governing body and shall be comprised of:
- A. President
 - B. Secretary
 - C. Treasurer
- 4.01.03** The number of Directors of the Board will not be less than three (3) or more than seven (7) at any time.
- 4.01.04** Resignation of Directors will become effective immediately or on the date specified herein, and vacancies will be deemed to exist as of such effective date. Any vacancy occurring among the Board, and any Directorship to be filled by reason of an increase in the number of Directors, will be filled by election by the Board. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 4.01.05** A Director must be a member in good standing.
- 4.01.06** Each Directorship shall last for a term of one (1) year unless otherwise resigned or removed in accordance with the By-Laws.

4.02 OFFICERS

- 4.02.01** The HBTCHA shall elect, at every Annual Meeting of the HBTCHA, a President, Secretary and Treasurer.
- 4.02.02** The President shall conduct and preside over all meetings of the Board and all meetings of the membership, shall have authority to bind the HBTCHA. The President shall appoint, subject to the approval of the Board, any Special Committees, including Chairs and Members-at-Large of any Special Committees. The President shall be a member of any Special Committees. The President may from time to time appear before the Argo City Council as the spokesperson for the HBTCHA.
- 4.02.03** The Secretary shall preside at all meetings in the absence of the President.
- 4.02.04** The Treasurer shall keep an accurate record of all Board and Annual Meeting, Special Called meetings, and control correspondence involving HBTCHA. He or she shall also serve as HBTCHA's agent for service of process.
- 4.02.05** The Secretary-Treasurer shall also be responsible for the payment of all debts incurred by HBTCHA, collecting of all monies submitted by the members of HBTCHA, depositing same on behalf of HBTCHA and providing timely financial reports.

ARTICLE 5

MEETINGS

5.01 GENERAL

- 5.01.01** Regular meetings of the Board shall be held at least once every six (6) months. The President shall set the date, time, and place of any meeting of the Board and shall give either written or oral notice to each and every other Board member. The agenda for regular meetings shall be as follows:

A. Call to Order

- B. Roll Call
- C. Introduction of Guests
- D. Acceptance of Minutes
- E. Correspondence
- F. Report of the Treasurer
- G. Reports of Any Other Officers
- H. Unfinished Business
- I. New Business
- J. Adjournment

5.01.02 Meetings of the Board will be held on a regularly scheduled basis at a site designated by the President.

5.01.03 Written or oral notice stating the place, day and hour of any special meeting of the Board will be delivered to each Director not less than five (5) nor more than ten (10) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the Directors calling the meeting. If mailed, such notice will be deemed delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of HBTCHA. Such notice need not state the business to be transacted, nor the purpose of the meeting.

5.01.04 A special meeting of the Board may be called by either:

- 1) The President of the Board, or
- 2) a majority of the Board.

5.01.05 Attendance of a Director at any meeting of the Board will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

5.02 QUORUM

5.02.01 A majority of the Board members attending any meeting will constitute a quorum, provided that in no event will a quorum consist of less than one half (1/2) of the whole Board. The act of a majority of the Directors present at a meeting, at which a quorum is present, will be the act of the Board, unless a greater number is required under the provisions of the By-Laws.

In the event that quorum is not met, the meeting will be continued from date to date until quorum is attained.

- 5.02.02 Any expenditure over fifty dollars (\$50.00), requires approval of a majority of the Board.

5.03 FISCAL YEAR

- 5.03.01 The Fiscal Year shall be from January 1st through December 31st.

5.04 RULES OF ORDER

- 5.04.01 Robert's Rules of Order Revised shall be deemed as adopted at all meetings of the HBTCHA unless otherwise agreed to by the participants.

ARTICLE SIX

NOTICE

6.01 NOTICE TO MEMBERS AND OFFICERS

- 6.01.01 Any notice required under these By-laws must be in writing, unless otherwise directed by the By-laws or Articles of Incorporation. Said notice must be either mailed or hand delivered.

ARTICLE SEVEN

RESPONSIBILITIES

7.01 RESPONSIBILITIES OF MEMBERS

- 7.01.01 All members shall abide by these By-Laws, the Articles of Incorporation, all building covenants and restrictions, easements, and by any rules or regulations in which the membership has duly enacted. All members shall at all times act lawfully and with due respect for other members rights

to enjoy and protect their homes and Hidden Brook-The Crest subdivision.

7.02 RESPONSIBILITIES OF OFFICERS

- 7.02.01** Officers of the HBTCHA should at all times use their best efforts to promote and protect the dignity of the HBTCHA, and should exercise due diligence in their duties and responsibilities as outlined in these By-Laws and the Articles of Incorporation, and as the majority of the voting membership may direct from time to time.

7.03 RESPONSIBILITIES OF DIRECTORS

- 7.03.01** Directors of the HBTCHA should at all times use their best efforts to promote and protect the dignity of the HBTCHA, and should exercise due diligence in their duties and responsibilities as outlined in these By-Laws and the Articles of Incorporation, and as the majority of the voting membership may direct from time to time. The Directors may at times, as directed by a majority of the voting membership, use their due diligence to enforce the building covenants and restrictions of the Lancashire subdivisions.

ARTICLE 8

LIABILITY OF THE CORPORATION

8.01 FINANCIAL RESPONSIBILITY

- 8.01.01** HBTCHA shall not assume, nor be liable for, the debts and/or financial responsibilities, either implied or incurred, of any member.

8.02 LIABILITY PROTECTION

- 8.02.01** All Officers and Board Members of the HBTCHA shall be immune from personal liability claims for performing acts and duties related to the work of the HBTCHA.
- 8.02.02** The Membership of the HBTCHA and all participants within the HBTCHA shall agree to hold all Officers and

Board Members harmless from personal liability claims related to the work of the HBTCHA and indebtedness related to the work of the HBTCHA, including the payment of reasonable attorney fees and expenses in connection with any defense necessary hereunder.

ARTICLE 9

DISSOLUTION

9.01 GENERAL

- 9.01.01** Should the HBTCHA be dissolved, all assets remaining after payment of all debts shall be distributed in accordance with the Articles of Incorporation.

ARTICLE 10

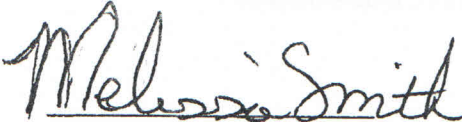
BY-LAWS

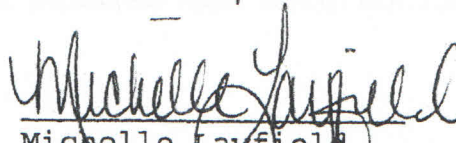
10.01 CHANGES AND MODIFICATIONS TO THE BY-LAWS

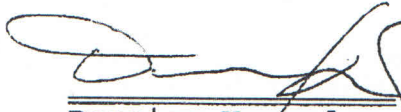
- 10.01.01** HBTCHA members shall submit any requested changes to the existing By-Laws or Articles of Incorporation to the President at least 7 days in advance of the Annual meeting. These proposed changes shall be in writing and submitted to the President preceding the Annual meeting. Every requested change shall be subject to the vote and approval of a majority of the membership present and in good standing at said Annual meeting.
- 10.01.02** An amendment shall be deemed adopted by a simple majority vote cast at the Annual meeting. Unanimity is not required.

ADOPTION OF BY-LAWS

Adopted by the Board of Directors by unanimous resolution
and vote on the 18 day of February, 2009.


Melissa Smith


Michelle Layfield


Dammion Howard