

BY-LAWS
OF THE
BLAKELEY OAKS PROPERTY OWNERS
ASSOCIATION, INC.

(an Alabama not-for-profit Corporation)

Adopted: July 21, 2010

This Instrument prepared by:

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BALDWIN COUNTY, ALABAMA
TIM RUSSELL PROBATE JUDGE
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(an Alabama not-for-profit corporation)

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**BY-LAWS
OF THE
BLAKELEY OAKS PROPERTY OWNERS ASSOCIATION, INC.**

(an Alabama not-for profit corporation)

These are the **By-Laws** of the **Blakeley Oaks Property Owners Association, Inc.** (hereinafter for convenience referred to as the “**Association**” or as the “**Corporation**” or as the “**BOPOA**”), a corporation not-for-profit incorporated under the laws of the State of Alabama.

**ARTICLE I
ASSOCIATION**

Section 1. NAME. The name of the Association will be **Blakeley Oaks Property Owners Association, Inc.**

Section 2. PRINCIPAL OFFICE. Principal office of the Association will be at the home of the President of the Association at the Blakeley Oaks subdivision located in the County of Baldwin, Alabama, but Association meetings may be held at such places as may be designated by the President or the Board of Directors of the Association. The post office mailing address of the Association is: P.O. Box 7313, Spanish Fort, Alabama 36577-7313.

Section 3. FISCAL YEAR. Fiscal year of the Association will be the calendar year.

Section 4. SEAL. The corporate seal of the Association will consist of two concentric circles, between the edges of which shall be engraved the words: **BLAKELEY OAKS PROPERTY OWNERS ASSOCIATION, INC.**, and at the center of which shall be engraved the word: **SEAL** and the date: **2010**, surrounded by the words: **NOT-FOR-PROFIT** and **ALABAMA**; all shown by an imprint of such seal on the signature page (page 10) of these **By-Laws**.

**ARTICLE II
PURPOSE**

The purposes of the Association are to provide an organization to improve and enhance the welfare of the community of property owners and residents within the Blakeley Oaks subdivision; to preserve and increase the value of the real property in the Blakeley Oaks subdivision; at the same time, to promote and engage in activities that serve to preserve and improve the heritage and beauty of the geographic area known as Blakeley in Baldwin County, Alabama for the benefit of all who reside and/or work in or simply visit this community situated in Baldwin County, Alabama; and other related purposes as are set out in the **Declaration of Covenants, Conditions, Restrictions, Reservations, Rules, Liens, Charges and Easements of Blakeley Oaks Subdivision** and in the **Association Articles of Incorporation**.

ARTICLE III INSPECTION OF BOOKS AND PAPERS

The books, records and papers of the Association will be subject to the inspection of any Member during ordinary business hours and upon reasonable notice.

ARTICLE IV DEFINITIONS

The definitions set out in the instrument entitled: **DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, RESERVATIONS, RULES, LIENS, CHARGES AND EASEMENTS OF BLAKELEY OAKS SUBDIVISION**, dated September 14, 1990, hereinafter referred to as the “**Declaration**,” and in the Association **Articles of Incorporation**, apply and are incorporated herein by this reference thereto.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a lot in the Blakeley Oaks subdivision, by virtue thereof will be a **Member** of the Association, as is set out in the **Declaration** and in the **Articles of Incorporation**.

ARTICLE VI MEETING OF MEMBERS

Section 1. ANNUAL MEETINGS. An Annual Meeting of the membership of the BOPOA shall be held on a date set by the Association President or the Board of Directors (hereinafter referred to as the “Board”), which date is not more than fourteen (14) months nor less than ten (10) months from the date that the prior annual meeting of the Association was held. There shall be such an annual meeting scheduled and held each and every calendar year. At the Annual Meeting, an election of Association Directors for the ensuing year shall be held, and an Annual Budget for the ensuing year shall be presented by the Treasurer for adoption by the Association members.

Section 2. SPECIAL MEETINGS. Special Meetings of the membership of the BOPOA may be called at any time by the President or by the Board of Directors, or by written request of at least one-fifth (1/5) of the total number of voting members of the Association as defined and set out in paragraph 2 and qualified by subparagraph 3.1(2) of the BOPOA **Declaration**.

Section 3. MEETINGS RELATING TO ASSESSMENTS. Provisions for meetings relating to Assessments are as set out in paragraph 3, subparagraphs 3.6(2), 3.7 and 3.8 of the BOPOA **Declaration**.

Section 4. MEETINGS CALLED TO AMEND BY-LAWS. Provisions for meetings called for the purpose of amending Association By-Laws are as set out in Article XIV, Section 2, of these **By-Laws**.

Section 5. QUORUM. The quorum required for the conduct of business at Annual or Special Meetings, except for Meetings Relating to Assessments and Meetings called for the purpose of Amendment of the Association **By-Laws**, shall be the number that corresponds to ten percent (10%) of the total number of votes (one vote for each lot owned) held by Members of the Association entitled to vote, represented in person or by proxy.

Section 6. CONDUCT OF MEETINGS. Robert's Rules of Order shall serve as general guidelines for the conduct of all Association meetings, at the discretion of the presiding officer. The President of the Association or, in his or her absence, the designated presiding officer, shall have the authority to expel from any Association meeting any Association member(s) or other person(s) in attendance who, in the sole discretion of the President (or the designated presiding officer), is (are) behaving in an unruly or disruptive manner at that meeting.

Section 7. METHOD OF VOTING. Elections or questions to be submitted to all or any part of the membership may be decided at an Association meeting duly noticed, or by ballot vote conducted by mail or at polling places designated by the Board of Directors. The Board shall determine the method of voting and give notice as provided herein. Unless otherwise provided in the Association **Declaration**, or in these **By-Laws**, a simple majority of those members voting shall determine the voting result on any matter voted upon, provided that, in no case, shall more than one vote be cast with respect to any lot. In instances where a Member or Members own(s) more than one lot in the Blakeley Oaks Subdivision, such Member(s) shall be entitled to one vote for each lot owned. The vote(s) of any member(s), whose voting rights at the time have been suspended for non-payment of any assessment or other infraction pursuant to the provisions of subparagraph 3.1(2) of the Association **Declaration**, shall be invalid and shall not be counted on any Association matter called to a vote. The President, at his or her discretion, may direct the Secretary to record a roll-call vote at any time a vote is taken during an Association Meeting.

Section 8. VOTING RIGHTS. Every person or entity who is a Member of the Association as defined in the Association **Articles of Incorporation** may vote at any Association Meeting, provided that in no event shall more than one (1) vote be cast with respect to any lot and, provided further, that this right to vote may temporarily be suspended by the Board of Directors for non-payment of any assessment or for any other infraction pursuant to the provisions of subparagraph 3.1(2) of the Association **Declaration**.

Section 9. PROXIES. Each BOPOA Member may vote at any Association Meeting in person or by proxy. All proxies shall be in writing and filed with the Association Secretary. Every proxy shall be revocable and shall cease automatically after one year. Proxies shall be included to determine a quorum at any Association meeting where a quorum is required.

ARTICLE VII NOTICE

Section 1. Length and Manner of Notice. Written Notice for meetings or ballot poll where action by Members is required or for meetings to amend the Association **By-Laws** shall be provided to Members at least thirty (30) calendar days and no more than fifty (50) calendar days prior to such meeting or ballot poll. Notice for meetings relating to Assessments is as provided in paragraph 3, subparagraph 3.8 of the BOPOA **Declaration**. Notice of all other meetings of Members shall be provided at least fifteen (15) calendar days before such meeting.

Section 2. Content of Notice. Notice of meetings or ballot polls shall specify the place, date and hour. Notice of a Special Meeting shall include the matter(s) to be voted upon.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. DIRECTORS. The affairs of the Association shall be managed by a Board of Directors which is empowered to conduct business and act for the Association between regular Association meetings. The Directors shall be a President, a Vice-President, a Treasurer, a Secretary, and a Director-at-Large. Any two or more of these positions may be held by the same person, except that the offices of President and Secretary may not be held by the same person. The Directors of the Association serve also as Officers of the Corporation, as is set out in the Association **Articles of Incorporation**. Directors and Officers of the Corporation serve without financial remuneration but, at the discretion of the Board, may be reimbursed for reasonable financial expenses incurred in the performance of Association duties as specifically authorized by the Board.

Section 2. POWERS. The powers of the Directors are as set out in the **Articles of Incorporation**.

Section 3. ELECTION OF DIRECTORS. An election of Directors shall be held at each annual meeting of the Association. The presiding Board of Directors may, at its discretion, present a full or partial slate of proposed Directors for election by the Association Members to succeed the incumbent Board. Nominations for Directors will, in any event, be entertained from the Members at the Meeting.

Section 4. TERM OF OFFICE. The Directors shall be elected annually and each shall hold office until the date he or she has been replaced by a validly elected successor, unless he or she shall sooner resign or be removed or otherwise disqualified to serve. Directors may be reelected to successive terms at each annual meeting, without limit.

Section 5. RESIGNATION AND REMOVAL. Any Director(s) may be removed from office, and a replacement(s) elected, by simple majority vote of the Association Members at a Special Meeting held for that purpose. Any Director(s) may resign at any time by giving written notice to the Board; such resignation shall take effect on the date received or at any later time specified therein and, unless otherwise specified therein, acceptance of a resignation shall not be necessary to make it effective.

Section 6. VACANCIES. Any vacancy on the Board may be filled by appointment by the Board. The Director appointed to such vacancy shall serve for the remainder of the term of the Director he or she replaces.

Section 7. DUTIES. The duties of the Directors are, as follows.

(a) **President.** The President shall exercise leadership and general supervision over the affairs of the Association and the Board of Directors consistent with policies established by the Board. The President shall preside at all meetings of the Association and of the Board of Directors, and see that orders and resolutions of the Board are carried out. The President may sign contracts and other instruments and documents on behalf of the Board, and of the Association, as the Board may from time to time approve, except in instances where the signing and execution thereof shall expressly be delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Association. The President may authorize and approve expenditures and take such other steps he or she deems appropriate to advance the purposes of the Association, provided such steps do not exceed the scope of authority granted him or her by the **Declaration**, the **Articles of Incorporation**, or these **By-Laws**, nor contravene explicit direction issued by the Board of Directors. The President shall set the Agenda for each Meeting of the Board and for the Annual Meeting of the Members. The President is the Chief Executive Officer of the Association.

(b) **Vice-President.** The Vice-President shall act in the place and stead of the President in the event of the President's absence or inability to act, and shall exercise and discharge such other duties as may specifically be directed by the President or the Board.

(c) **Secretary.** The Secretary shall establish and maintain the Association records and correspondence files (incoming and outgoing); shall cause the minutes (which shall include a list of attendees) to be kept of all Association and Board meetings and proceedings; shall conduct and record a roll-call vote at any Meeting whenever directed by the President; shall cause a list of Board Resolutions to be maintained; shall cause Notice to be served as required by these Bylaws and the Association Covenants; shall cause a roster to be maintained of the names of all Members of the Association together with their addresses, telephone numbers and e-mail addresses as registered by each Member; shall maintain a list of all BOPOA Committees and Committee chairpersons and members; shall maintain a file of all member voting proxies; shall collect and distribute all correspondence addressed to the Association; and perform such other duties as may be required of him or her by the President or the Board.

(d) **Treasurer.** The Treasurer shall: collect all assessments due and paid to the Association; maintain a current record of each member's dues status; cause all monies of the Association to be deposited in appropriate accounts and disbursed therefrom within the limits of the Association Annual Budget or as directed by Resolution of the Board of Directors; see that proper books of account are kept; be responsible for preparation of the Association Budget and of the balance sheet statements presented to the Board at each regular Board Meeting and presented to the Association membership at each Annual Meeting; and perform such other duties as may be directed by the President or the Board. The Treasurer shall render a statement of the financial condition of the Association at each regular Board Meeting and at each Annual Meeting of the Association. The Treasurer shall make the Association books of account available for exhibit at all reasonable times to any Director or Member of the Association upon application. The Treasurer is the Chief Financial Officer of the Association.

(e) **Director-at-Large.** The Director-at-Large shall have such duties as from time to time are assigned him or her by the President or the Board of Directors.

Section 7. BOARD MEETINGS.

(a) **Regular Meetings.** Regular Meetings of the Association Board of Directors shall be held without Notice at such place and hour as may be fixed from time to time by resolution of the Board. Ordinarily, but not necessarily, the Board shall meet at least once each calendar quarter but, at a minimum, once each calendar year no more than thirty (30) days prior to the date set for the Association Annual Meeting.

(b) **Special Meetings.** Special Meetings of the Association Board of Directors shall be held when called by the President, or by any two other members of the Board, after not less than three (3) days notice to each member of the Board.

(c) **Board Action Taken Without a Meeting.** The Board may take any action in the absence of a Meeting which it could take at a Meeting, by obtaining either (or both) prior written approval (e-mail correspondence is acceptable for this purpose) or subsequent written ratification of the Board. Any action so approved shall have the same effect as though taken at a Meeting of the Board.

(d) **Quorum.** A simple majority of the Board shall constitute a quorum for the transaction of business. Once a quorum has been established, a simple majority of Board Members voting shall determine the voting result on any matter and each Director shall have one vote.

(e) **Executive Sessions.** All meetings of the Board of Directors shall be open to Association members as observers, except that the President may call the Board into closed Executive Session on matters of personnel or litigation. Any action, however, taken by the Board meeting in Executive Session shall be recorded in the minutes of that Board meeting.

ARTICLE IX COMMITTEES

Section 1. STANDING COMMITTEES. The BOPOA Board of Directors may, from time to time, establish standing committees to assist the Board of Directors in the conduct of Association business or otherwise to enhance or improve the quality of life of the property owners and resident Members of the Association. The Association **Declaration**, at Paragraph 5, sets out the requirements for an Architectural Control Committee. Several other committees have traditionally been appointed by the Board. The existing standing committees are, as follows:

- (a) **Architectural Control Committee;**
- (b) **Beautification Committee;**
- (c) **Social Committee;**
- (d) **Community Outreach.**

Section 2. AD HOC COMMITTEES. In addition to the existing standing committees, as described in the preceding Section of this Article, the Association Board may, by resolution, establish such other committees as, in its discretion, it deems appropriate and desirable to pursue legitimate, but short term, Association objectives.

Section 3. COMMITTEE MEMBERSHIP. Members of each committee, and a chairperson for each committee, are appointed by the Association President each year of Members who volunteer at the Association Annual Meeting. Additional committees, and additional appointments to committees, may be made by the President, or by the Board of Directors, at any time. Committee appointments shall be recorded by the Association Secretary in the minutes of the Annual Membership Meeting or a Board of Directors Meeting, as applicable, and the Secretary shall maintain a current list of all Committee Members. Any appointed committee member may resign from any committee by providing written notice to the committee chairperson, who shall then inform the President. A committee chairperson may resign by providing written notice to the Association President. Such resignations shall be considered effective upon receipt, unless otherwise specified in the resignation notice.

Section 4. COMMITTEE MEETINGS. The Chairperson of each Committee shall decide when, where and how often the committee shall meet, and shall set the agenda for meetings. Generally, except for the Architectural Control Committee, whose responsibilities are set out in paragraph 5 of the Association **Declaration**, the following provisions apply.

(a) **Notice.** Actual (not necessarily written) timely (ordinarily, seven (7) calendar days) prospective notice to the committee members of a scheduled meeting is sufficient; shorter notice will suffice if all of the affected committee member(s) so agree(s).

(b) **Quorum.** A simple majority of the appointed members shall constitute a quorum for the transaction of business. Once a quorum has been established, a simple majority of members voting shall determine the voting result on any matter upon which a vote has been taken.

(c) **Record.** With the exception of the Architectural Control Committee, no written record (minutes) of the meetings or other activity of any committee is generally required. In some instances, the Association President or the Board of Directors may ask a Committee Chairperson to prepare and deliver to the Board of Directors a written report on some (then) specified matter of, or relating to, committee business. In such instances, thirty (30) days notice to the Committee Chairperson shall be required; less notice shall suffice, provided the Committee Chairperson so agrees. The Chairman of the Architectural Control Committee will establish and maintain a complete written record of all committee correspondence (incoming and outgoing, written and oral), and of all action taken by the committee, and will make this record available to the Board of Directors, within four (4) calendar days, upon request.

(d) **Committee Action Taken Without a Meeting.** The members of a committee may take any action in the absence of a meeting which they could take at a meeting, by obtaining the approval of all the members of such committee. Any action so approved shall have the same effect as though taken at a meeting of the committee.

(e) **Appearance before the Board.** From time to time, the President or the Board of Directors may ask a Committee Chairperson to attend and address the Board at a scheduled Board Meeting on some (then) specified matter of, or relating to, committee business. In such instances, fifteen (15) days notice to the Committee Chairperson shall be required; less notice shall suffice, provided the Committee Chairperson so agrees.

Section 5. COMMITTEE EXPENSES. Legitimate reasonable expenses incurred by a committee in furtherance of its assigned activity on behalf of the Association may be reimbursed from Association funds, at the discretion of the Board of Directors, provided that such reimbursement has been specifically authorized in advance, by the Committee Chairperson, and by the Board as reflected in the written minutes of the Board. In rare instances, at the sole discretion of the Board of Directors, such authorization may be granted retroactively by Board ratification. Such ratification shall be recorded in the written minutes of the Board Meeting at which such ratification was approved. Where reimbursement of expenses is anticipated by a Committee, the Chairperson shall timely submit to the Association Treasurer, in advance of the expenditure, an itemized request for such reimbursement, for consideration by the Board.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 1. BASIC PROVISION. Each present and former member of the Board of Directors, and such other persons so designated by the Board of Directors or the Association Covenants, in consideration of his or her services as such, shall be indemnified and defended by the Association to the extent permitted by law against expenses and liabilities reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, to which he or she may be a party by reason of his or her past or present role in the Association, except to the extent such liability, damage or injury is covered by any type of insurance. The foregoing right of indemnification shall not be exclusive of any other rights to which the person may be entitled by law, or agreement, or vote of the Members or otherwise. The foregoing right of indemnification is further subject to the following provisions:

Section 2. DUTY TO DEFEND. The duty to defend shall take effect immediately upon receipt by the Board of Directors of a written notice of claim or charge seeking damages for any act or omission covered herein, against a person designated in this Article; and

Section 3. DUTY TO INDEMNIFY. The duty to indemnify shall be determined in accordance with the terms of this Article and, further, shall be predicated upon a final determination of the liability, if any, of the indemnified party; and,

Section 4. EXCLUSIONS. This indemnification and defense shall not apply (i.e., will not be available) in matters as to which such person or persons has (have) been adjudicated guilty of a crime or is (are) determined liable at law for gross negligence or intentional misconduct in relation to matters involved in their performance on behalf of the Association; and also shall not apply to any matter(s) settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of criminal conduct, gross negligence or intentional misconduct.

Section 5. INSURANCE. The Association may obtain and maintain an insurance policy (or policies) that provide(s) property damage coverage for property owned by the Association, liability coverage for the Association, and/or liability coverage for the Association Directors and Officers which may include a fidelity bond, in amounts deemed appropriate by the Association Board of Directors.

ARTICLE XI RECOVERY OF LITIGATION COSTS

In any proceeding arising out of any alleged default by a Member or Members of the Association in the performance of obligations imposed upon said Member(s) under provisions of either (or both) the Association **Declaration** or **By-laws** or in any action against a Member or Members for alleged breach of either (or both) the Association **By-Laws** and/or **Declaration**, the Board of Directors of the Association shall be entitled to recover the costs of such proceedings and such reasonable attorneys fees as may be determined by the Court.

ARTICLE XII PRIMACY OF THE ASSOCIATION DECLARATION

The provisions set out in these **By-Laws** are intended to supplement, not supplant or modify, the provisions set out in the instrument entitled: **DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, RESERVATIONS, RULES, LIENS, CHARGES AND EASEMENTS OF BLAKELEY OAKS SUBDIVISION**, dated September 14, 1990 (referred to herein as the Association "**Declaration**"). In the event of any conflict, as between the Association **By-Laws** and the **Declaration**, the provisions of the Association **Declaration** shall apply. In the event of any conflict, as between the provisions of the Association **By-Laws** and the **Articles of Incorporation**, the provisions of the **Articles of Incorporation** shall apply.

ARTICLE XIII SEVERABILITY

In the event that any provision(s) of these **By-Laws** shall be adjudged or decreed invalid, such invalidation shall not invalidate the entire **By-Laws**, but shall pertain only to the provision(s) in question and the remaining provisions of these **By-Laws** shall continue to be valid, binding and in full force and effect.

ARTICLE XIV APPROVAL AND AMENDMENT

Section 1. APPROVAL. These initial **By-Laws** will be in effect upon the unanimous vote of the Board of Directors at a meeting of the Board held for this purpose.

Section 2. AMENDMENT.

(a) **Amendment by the Board.** These **By-Laws** may be amended by simple majority vote of the Board of Directors at any Meeting duly called for that declared purpose at which a quorum has been established, provided that Notice of the Meeting and the text of the proposed Amendment(s) have been given to the Members of the Board at least fifteen (15) calendar days prior to the date of the meeting; or, alternatively

(b) **Amendment by the Members.** These **By-Laws** may be amended by a vote of three-fourths (3/4) of a Quorum of Association Members at a Meeting duly called for this purpose, provided that the written text of the proposed Amendment(s) has been given to the Board of Directors and to the Association Members at least thirty (30) days and not more than fifty (50) days prior to the date of the meeting. Three-fourths (3/4) of the Members of the Association as defined in Article V of these **By-Laws**, shall constitute a Quorum for this purpose.

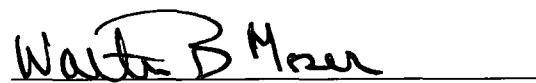
(c) **Primacy of Members.** Any amendment(s) to these **By-Laws** that has (have) been approved by the Members of the Association as provided in Section 2, subparagraph (b) of this Article, may not be rescinded or amended by the Board of Directors, or otherwise, other than as provided in Section 2, subparagraph (b) of this Article.

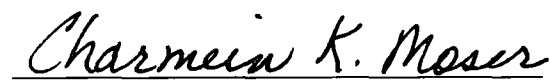
Section 3. EFFECTIVE DATE OF AMENDMENTS. Amendments to the **By-Laws** shall become effective upon adoption, as provided in Section 2 of this Article.

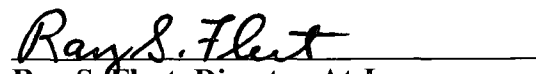
IN WITNESS WHEREOF, we being all of the Directors of the Blakeley Oaks Property Owners Association, Inc. have hereunto set our hands and Seal this 21st day of July, 2010.


Arthur J. Oken, President


Gregory K. Davis, Vice-President


Walter B. Moser, Treasurer


Charmein K. Moser, Secretary


Ray S. Fleet, Director-At-Large

