

BYLAWS
OF
BEAU CHENE ESTATES PROPERTY OWNER'S ASSOCIATION, INC.

ARTICLE I

IDENTITY

- 1.01. These are the Bylaws of the BEAU CHENE ESTATES PROPERTY OWNER'S ASSOCIATION, INC., an Alabama non-profit corporation (the "Association"), for the purpose of providing for the maintenance and control of BEAU CHENE ESTATES, a subdivision located in Baldwin County, Alabama.

ARTICLE II

DEFINITIONS

- 2.01 The words used in these Bylaws shall have the same meaning as set forth in the Declaration of Covenants and Restrictions of Beau Chene Estates, as recorded in the Office of the Judge of Probate of Baldwin County, Alabama at Instrument Number 1055883, and amended by the First Amendment to Declaration of Covenants, Conditions and Restrictions on Beau Chene Estates Subdivision and the Second Amendment to Covenants and Restrictions of Beau Chene Estates Subdivision recorded in the Probate Court of Mobile County, Alabama at Instrument Numbers 1061218 and 1271125, respectively (collectively, the "Declaration").

ARTICLE III

MEMBERSHIP, MEETING OF MEMBERS AND VOTING

- 3.01 MEMBERSHIP: The Association shall have one class of membership. Each owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.
- 3.02 ANNUAL MEETINGS: Regular annual meetings of the Members shall be held on the second Wednesday of December.
- 3.03 SPECIAL MEETINGS: Special meetings of the Members may be called at any time by the President or by the Board of Directors, upon written request of one-tenth (1/10) of the Members who are entitled to vote.
- 3.04 NOTICE OF MEETINGS: Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days and not more than sixty (60) days before such meeting to each Member entitled to vote thereafter, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and the hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notice of any meeting may be waived in writing prior to or after any such meeting. Further, attendance at any such meeting constitutes a waiver of notice thereof, unless such attendance is for the purpose of objecting to having the meeting.
- 3.05 QUORUM: The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of membership shall constitute a quorum for any meeting except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote there shall have the power to adjourn the meeting from time to

time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

3.06 VOTING: The Members shall enjoy such qualifications, rights, and privileges as may be fixed by the Declaration and these Bylaws.

3.07 PROXIES: At all the meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon the conveyance or assignment by the Member of his/her interest in the Lot. All revocations of proxies shall be in writing and filed with the Secretary.

ARTICLE IV

BOARD OF DIRECTORS, SELECTION AND TERM OF OFFICE

4.01 NUMBER OF DIRECTORS: The affairs of this Association shall be managed by a Board of three (3) directors, said number to be decided annually by a vote of the Members.

4.02 TERM OF OFFICE: The Members shall elect the determined number of directors for a term of one year, and said directors shall serve until their successors have been chosen and qualify.

4.03 REMOVAL: Any director may be removed from the Board, with or without cause, by a three-fourths (3/4) of the Members of the Association. In the event of death, resignation, or removal of a director, his/her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his/her predecessor.

4.04 COMPENSATION: No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his/her duties.

- 4.05 ACTION TAKEN WITHOUT A MEETING: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

- 5.01 NOMINATION: Nomination for election to the Board of Directors shall be made by the Members at the meeting held for such election.
- 5.02 ELECTION: Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. No cumulative voting shall be allowed.

ARTICLE VI

MEETINGS OF DIRECTORS

- 6.01 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.
- 6.02 SPECIAL MEETING: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

- 6.03 QUORUM: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 7.01 POWERS: The Board of Directors shall have power to:
- (a) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;
 - (b) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
 - (c) Declare the directorship of a Member of the Board of Directors to be vacant in the event such director is absent from three (3) consecutive regular meetings of the Board of Directors;
 - (d) Employ a manager, an independent contractor, or such other service provider as they deem necessary, and to prescribe their duties. Any contract entered into with an independent contractor shall be limited to a maximum of one year, except by a majority vote of the Members;

- (e) Enforce the Declaration as the same may be amended from time to time;
- (f) Adopt and enforce monetary penalties for violations of the Declaration as the same may be amended from time to time; and
- (g) After giving at least ten (10) days written notice, or as otherwise required by law, to the Owner and/or the holder of any first mortgage that an annual or special assessment is at least thirty (30) days past-due, the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the Lot.

7.02 DUTIES: It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting, when such statement is requested in writing by one-quarter (1/4) of the Membership entitled to vote;
- (b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of the annual assessment against such Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every Owner at least thirty (30) days in advance of each annual assessment period; and
 - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an

action at law against the Owner personally obligated to pay the same.

- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and
- (e) Maintain insurance and exercise other powers as provided in these Bylaws, the Articles of Incorporation, and the Declaration as may be amended from time to time.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

- 8.01 ENUMERATION OF OFFICES: The officers of this Association shall be a President, who shall at all times be a Member of the Board of Directors, a Vice President, and a Treasurer/Secretary.
- 8.02 ELECTION OF OFFICERS: The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.
- 8.03 TERM: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.
- 8.04 SPECIAL APPOINTMENTS: The Board may elect other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board, may, from time to time, determine.

- 8.05 RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8.06 VACANCIES: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.
- 8.07 MULTIPLE OFFICES: The offices of Secretary and Treasurer shall be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to 8.04 herein above.
- 8.08 DUTIES: The duties of the officers are as follows:
- (a) PRESIDENT: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
 - (b) VICE PRESIDENT: The Vice President shall act in the place of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
 - (c) SECRETARY: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring the seal;

serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

- (d) TREASURER: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular annual meeting and deliver a copy of same to each of the Members.

- 8.09 CHECKS, DRAFTS, ETC.: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be co-signed by the President and Treasurer. In the event that either the President or Treasurer is unavailable, then the Vice President may co-sign for the foregoing instruments in his/her place.

ARTICLE IX

ARCHITECTURAL CONTROL

- 9.01 No improvement of any nature or for any use shall be erected, placed, attached or altered on any Lot in this subdivision unless and until such improvements have been approved in writing by the Architectural Review Committee, as set forth in the Declaration. Members

of the Architectural Review Committee shall not be entitled to any compensation for services pursuant to this covenant.

ARTICLE X

COMMITTEES

- 10.01 The Board of Directors shall appoint an Architectural Review Committee pursuant to Article XII, Section 12.01 of the Declaration.
- 10.02 In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

BOOKS AND RECORDS

- 11.01 The books, records and papers of the Association shall be subject to inspection by any Member upon request and during reasonable business hours, and copies may be purchased at a reasonable cost.

ARTICLE XII

ASSESSMENTS

- 12.01 As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. The Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by abandonment of his/her Lot.

ARTICLE XIII

CORPORATE SEAL

- 13.01 The Association shall have a seal in circular form having within its circumference the words: "BEAU CHENE ESTATES PROPERTY OWNER'S ASSOCIATION, INC.", or the name of the Association as may hereinafter be amended, and "ALABAMA".

ARTICLE XIV

AMENDMENTS

- 14.01 These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of seventy five percent (75%) of a quorum of Members present or by proxy.
- 14.02 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XV

MISCELLANEOUS

- 15.01 The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year.

IN WITNESS WHEREOF, we, being all of the directors of BEAU CHENE ESTATES PROPERTY OWNER'S ASSOCIATION, INC., have hereunto set our hand this ____ day of December, 2015.

Director:

William E. Blackmon

Print Name: William E. Blackmon

Director:

Nancy Piazza

Print Name: Nancy Piazza

Director:

LAD DRAGO

Print Name: LAD DRAGO

Director:

Print Name: _____