

BY LAWS  
OF  
WOODHAVEN LAKES PROPERTY OWNERS  
ASSOCIATION INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is WOODHAVEN LAKES PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "*Association.*" The principal office of the corporation shall be located at the Clubhouse, Woodhaven Lakes, Jefferson County, Alabama, but meetings of members and directors may be held at such places within the State of Alabama, as may be designated by the Board of Directors.

ARTICLE 11

DEFINITIONS

Section 1. "*Association*" shall mean and refer to Woodhaven Lakes Property Owners Association, Inc., its successors and assigns.

Section 2. "*Properties*" shall mean and refer to that certain real property described in the Master Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "*Common Area*" shall mean all real property owned by the Association or Developer for the common use and enjoyment of the members.

Section 4. "*Lot*" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "*Owner*" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the properties including both contract sellers and contract purchasers of record but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "*Declaration,*" Declaration of Covenants," and "Declaration of Covenants, Conditions and Restrictions," shall mean and refer to the Master Declaration of Covenants, Conditions and Restrictions applicable to the Properties, dated October 22, 1976, and recorded in the Office of the Judge of Probate of Jefferson and Blount Counties, Alabama.

Section 7. "*Member*" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held on the first Saturday in May at 10.00 AM at the Clubhouse at Woodhaven Lakes, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of one fourth (1/4) of all of the members.

Section 3. 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 before such meeting to each member entitled to vote thereat, 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 hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these by-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have 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 be represented.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) directors, who are members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year; three (3) directors for a term of two (2) years; and three (3) directors for a terms of three (3) years; and at each annual meeting thereafter, the members shall elect three (3) directors for a term of three (3) years and shall serve until their successors are duly elected and installed in office.

Section 3. Removal. , Any director may be removed from the Board, with or without cause, by a vote of the members of the Association in accord with the Articles of Incorporation. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired terms of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. 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

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from members.

Section 2. Election. Election to the Board of Directors shall be by secret ballot. At such election, the members are entitled to exercise under the provisions of the Declaration of Covenants, Conditions and Restrictions, the Article of Incorporation and the By-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Each director shall serve until his successor is duly elected.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly 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.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three directors, after not less than three (3) days notice to each director.

Section 3. 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

Section 1. Powers. The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities 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 60 days for infraction of published rules and regulations;

- (c) 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 By-laws, the Articles of Incorporation, or the Master Declaration of Covenants;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from six (6) consecutive regular meetings of the Board of Directors; provided such Director is given written notice of the Board's intention to take such action and such Director shall fail to attend such meeting.
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties:

Section 2.     *Duties.*   It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
  - (1) Levy a uniform annual charge against the members of the Association of at least fifty (\$50) Dollars per year per member other than the Developer and C & S Ventures Inc., for the Maintenance of all amenities.
  - (2) Fix the amount of the annual assessment at least thirty (30) Days in advance of each annual Assessment period.
  - (3) Send written notice of each assessment to every member subject thereto at least thirty (30) Days in advance of each annual assessment period and
  - (4) Foreclose the lien against any property for which assessments are not paid within thirty (30) Days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or to 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 these certificates. If a certificate states an assessment has been paid, Such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;

- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem Appropriate;
- (g) Cause the Common Area to be maintained;

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers The election of officers shall take place at the first meeting of the Board of Directors, after incorporation and following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such 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.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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 replaces

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

#### President

(a) 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.

#### Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

### Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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.

### Treasurer

(d) 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 account, 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 membership at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE IX

The Directors of the Association shall appoint an Environmental Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## ARTICLE X

### BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration of Covenants, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### ASSESSMENTS

As more fully provided in the Declaration, each member, with the exception of Developer and C & S Ventures Inc., both of whom shall pay only one (1) annual assessment in an amount equal to the assessment paid by each Class A member, regardless of the number of lots owned, is obligated to pay to the Association annual assessments which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within thirty (30) days after the due date the assessment shall bear interest from the date of delinquency at the rate of 7 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same 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 nonuse of the Common Area or abandonment of his lot.

## ARTICLE XII

## CORPORATE SEAL

This Association shall have no Corporate Seal.

## ARTICLE XIII

## AMENDMENTS

Section 1. These By-laws may be amended, at a regular or special meeting of the members, by a vote of a majority of the members. Such votes of the members of the Association shall require the designated affirmative vote of all the members, not just the designated affirmative vote of a quorum of the membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and these By-laws, the Declaration of Covenants shall control.

## ARTICLE XIV

## MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of every year, except that the first fiscal year shall begin on the date of incorporation.

*In witness whereof*, we, being all of the directors of the **Woodhaven Lakes Property Owners Association, Inc.** have hereunto set our hands this day of 1976.

## CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Board of Directors of the Woodhaven Lakes Property Owners Association, Inc., and Alabama corporation, and,

THAT the foregoing By-laws constitute the original By-laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 20 day of November, 1976.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20 day of November, 1976.

Secretary