

**BY-LAWS**  
**OF**  
**CYPRESS GATES PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION**

- 1.01 The name of the corporation is **CYPRESS GATES PROPERTY OWNERS ASSOCIATION, INC.**, hereinafter referred to as the “Association”.  
The principal office of the corporation shall be located in Foley, Alabama 36535.  
However, 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.
- 2.02 **DEFINITIONS:** The words used in these By-Laws shall have the same meaning as set forth in the Declaration of Protective Covenants for Cypress Gates, a Subdivision, as recorded in the Office of the Judge of Probate, Baldwin County, Alabama (**Instrument Number 1010267**, recorded October 26, 2006 and **Instrument Number 1347793** recorded July 12, 2012).

**ARTICLE II**

**DEFINITIONS**

**MEMBERSHIP: MEETING OF MEMBERS: VOTING**

- 3.01 **MEMBERSHIP:** The Association shall have one (1) class membership, as more fully set forth in the Declaration, the terms of which pertaining to membership are specifically incorporated herein by reference.
- 3.02 **ANNUAL MEETINGS:** The first annual meeting of the Members shall be held not later than six (6) months after the date of the amended incorporation of the Association. Subsequent regular annual meetings of the Members shall be held on the third Saturday of the month of April each year thereafter, at the hour of 10:00 a.m.
- 3.03 **SPECIAL MEETING:** 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 the Members who are entitled to vote one-tenth (1/10) of all of the votes.

- 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 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 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, not less than ten percent (10%) of the vote of Membership shall constitute a quorum for any action, except as otherwise provided in the amended Articles of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote there at 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 represented.
- 3.06 **VOTING:** The members shall enjoy such qualifications, rights and privileges, as may be fixed by the Declaration and these By-Laws.
- 3.07 **PROXIES:** At all meetings of Members, each Member may vote in person, proxy or by mail as defined in Article VI, Subsection 11, "Ballots by Mail", of the Declaration. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon the conveyance by the Member of his/her lot.

#### ARTICLE IV

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

- 4.01 **NUMBER:** After the amended incorporation, the affairs of this Association will be managed by a Board of five (5) directors, said number to be decided annually by a vote of the members entitled to vote.
- 4.02 **TERM OF OFFICE:** At the first annual meeting, the Members shall elect the determined number of directors for a term of one (1) year each, and said directors shall serve until their successors have been chosen and qualify provided, however, that the directors elected at the first annual meeting shall serve only until the next annual meeting. Directors may serve or be elected to no more than three (3) terms.

- 4.03 **REMOVAL:** Any director may be removed from the Board, with or without cause, by three-fourths (3/4) vote of the Members of the Association. In the event of death, resignation or removal of a director, his/her successor shall be elected 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/her 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 cumulative voting and 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.

## ARTICLE VI

### MEETINGS OF DIRECTORS

- 6.01 **REGULAR MEETING:** 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 that is not a legal holiday.
- 6.02 **SPECIAL MEETINGS:** Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) 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 VIII

### 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 By-Laws, the amended Articles of Incorporation or the Declaration;
  - (c) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
  - (d) Employ a manager, an independent contractor or such other employees, 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 (1) year.
- 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-fourth (1/4) of the Members who are entitled to vote;
  - (b) Supervise those who are 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 assessments 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 subject thereto 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 these certificates. 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 the amended Articles of Incorporation.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

- 8.01 **ENUMERATION OF OFFICES:** The officers of this Association shall be a president, a vice president, a treasurer and a secretary, who shall at all times be members of the Board of Directors, and such other officers as the Board may, from time to time, by resolution create.
- 8.02 **ELECTION OF OFFICERS:** The election of officers shall take place at the first meeting of the Board of Directors, following the organizational meeting of the Members and thereafter, following the 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 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.

8.05 **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.

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 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 8.04 above.

8.08 **DUTIES:** The duties of the officers are as follows:

1. **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, deed, promissory notes and other written instruments.

2. **VICE-PRESIDENT:** The Vice-President shall act in the place and stead 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.

3. **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 the appropriate current records showing the Members of the Association together with their address; and shall perform such other duties as required by the Board.

4. **TREASURER:** The Treasurer shall receive and deposit in the 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 budget and a statement of income and expenditures to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

**ARTICLE IX**

**COMMITTEES**

- 9.01 The Board of Directors shall appoint committees, as deemed appropriate in carrying out its purpose.

**ARTICLE X**

**BOOKS AND RECORDS**

- 10.01 The books, records and papers of the Association shall, at all times during normal business hours or under reasonable circumstances be subject to inspection by any Member or their authorized agent. The Declaration, the Articles of Incorporation, the By-Laws of the Association and financial records complying with the *Corporations and Association Article, Section 10-3A-43, Code of Alabama (1975)*, shall be available for inspection in the county where the subdivision is located, where copies may be purchased at reasonable cost.

**ARTICLE XI**

**ASSESSMENTS**

- 11.01 As are 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. 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 eighteen (18%) percent per annum, and 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, together with interest, costs and reasonable attorney's fees, and 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 Lot.

**CORPORATE SEAL**

- 12.02 The Association shall have a seal in circular form having within its circumference the words: "CYPRESS GATES PROPERTY OWNERS ASSOCIATION, INC." and "ALABAMA".

**ARTICLE XIII**

**AMENDMENTS**

- 13.01 These By-Laws may be amended, at a regular or special meeting (called for that purpose and a quorum having been met) of the Members, by a vote of sixty-seven (67%) percent of the Members present in person or by proxy.
- 13.02 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 and These By-Laws, the Declaration shall control.

**ARTICLE XIV**

**MISCELLANEOUS**

- 14.01 The fiscal year of the Association shall begin on the 1st day of January and end on the 31<sup>st</sup> day of December, every year, except that the first fiscal year shall begin on the date of the "turn over" by the Developer, GO DEVELOPMENT, LLC, i. e., January 1, 2015.
- 14.02 Except as may be modified by the Board, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Alabama law, the Articles of Incorporation, the Declaration or these By-Laws.



COPY

**IN WITNESS WHEREOF**, we, being all of the Directors of CYPRESS GATES PROPERTY OWNERS ASSOCIATION, INC., have hereunto set our hands this 8<sup>th</sup> day of January 2015.

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S/ \_\_\_\_\_  
Dennis Kriegh, Director (President)

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S/ \_\_\_\_\_  
Gene Ebert, Director (Vice President)

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S/ \_\_\_\_\_  
Chris Riddle, Director (Secretary)

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S/ \_\_\_\_\_  
Sandra Pate, Director (Treasurer)

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S/ \_\_\_\_\_  
Joe Perez, Director