

BY-LAWS OF THE HICKORY RIDGE HOMEOWNERS' ASSOCIATION, INC.  
AN ALABAMA NON-PROFIT CORPORATION

STATE OF ALABAMA     )  
                                  )  
SHELBY COUNTY         )

**ARTICLE I: NAME**

The name of this association shall be the Hickory Ridge Homeowners' Association, Inc. herein after known as the Association.

**ARTICLE II: ORGANIZATION**

Section 1: The Association shall be a non-profit organization under the laws of the State of Alabama.

Section 2: The Association shall be non-partisan and non-sectarian.

**ARTICLE III: PURPOSE**

The purpose of the Association is set forth in the Articles of Incorporation.

**ARTICLE IV: FISCAL YEAR**

The fiscal year of the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

**ARTICLE V: DISSOLUTION**

The Association shall remain in existence until dissolved by a majority vote of the General Membership at a General Membership Meeting.

**ARTICLE VI: MEMBERSHIP**

Section 1: Eligibility

- a) Any homeowner or property owner in the subdivision of Shelby County, Alabama known as Hickory Ridge.

- b) Payment of annual dues are mandatory and shall entitle the above homeowner or property owner to a single membership and a single vote.
- c) Association dues are due January 1<sup>st</sup> of each year. To avoid a 15% late fee, payments must be postmarked prior to February 1<sup>st</sup>. If association dues are not paid in full by March 1<sup>st</sup>, a lien will be placed on the homeowner's property to secure payment. The fees associated with placing a lien with the Shelby County Probate Office shall be the responsibility of the property owner.
- d) No owner shall be entitled to more than one membership in the Association. One Membership equals one vote.

## Section 2: Dues

Mandatory annual dues of membership in the Association shall be based on projected operating expenses and needed contingency funds approved by the Board of Directors and shall follow the fiscal year.

## Section 3: Members

A member in good standing shall be defined as any member whose dues are paid in full for the current year.

# **ARTICLE VII: BOARD OF DIRECTORS**

Section 1: The Association shall be governed by a Board of Directors, consisting of seven (7) trustees, four of whom shall be Officers. Said Officers shall be President, Vice President, Secretary, and Treasurer. Officers shall be elected based on the majority vote of the Association members in good standing.

Section 2: The Board of Directors shall establish the policies, procedures, and budget of the Association necessary to achieve the objectives of Article III.

Section 3: The Association President shall have the power to vote in the event of a tie vote of the Board of Directors.

Section 4: No Director shall represent the Association in any contract or agreement of purchase without prior authorization from the Board of Directors.

Section 5: No Director shall represent personal opinions as those of the Association. Should any Director find himself/herself in a position where his or her political, commercial or other interest conflict with the interests of the Association, such position shall be made known to the Board of Directors.

Section 6: All committee chairperson appointments shall be subject to the approval of the Board of Directors.

## **ARTICLE VIII: OFFICERS**

### **Section 1: President**

- a) The President shall be the chief administrative officer of the Association. The President shall be responsible for administering the policies and procedures established by the Board of Directors.
- b) The President shall preside at all meetings of the Board of Directors, at all General Membership Meetings and at all Special Membership Meetings.
- c) The President shall take emergency action when deemed necessary. Such action will remain subject to the approval of the Board of Directors and shall not include the commitment of Association monies in excess of \$250 for any one cause, activity, item, or group of items.
- d) The President shall have the authority to co-sign drafts for the disbursement of funds for payment of any Association expenditures which have been previously authorized in accordance with the By-Laws. Such authority to co-sign drafts shall be shared with either the Association Vice President, Treasurer, and Secretary.

### **Section 2: Vice President**

- a) In the absence of the President, the Vice President shall preside at all meetings of the Board of Directors, at all General Membership Meetings and at Special membership Meetings.
- b) The Vice President shall assume such other duties as the President may from time to time assign to the Vice President.
- c) The Vice President shall be an ex-officio member of all committees.
- d) The Vice President shall have the authority to co-sign drafts for the disbursement of funds for payment of any Association expenditures which have previously been approved in accordance with the By-Laws. Such authority to co-sign drafts shall be shared with the Association President, Secretary and Treasurer.

### **Section 3: Secretary**

- a) The Secretary shall record attendance, the vote and the minutes of all Board of Director and General Membership Meetings. This office shall retain same as the permanent record of the association.
- b) The Secretary shall conduct and maintain all correspondence of the Association. All correspondence shall have prior direction and approval of the President.
- c) The Secretary shall be responsible for maintaining all temporary and permanent records of the Association not otherwise assigned.
- d) The Secretary shall have the authority to co-sign drafts for the disbursement of funds for payment of any Association expenditures which have previously been approved in accordance with the By-Laws. Such authority to co-sign drafts shall be shared with the Association President, Vice President, and Treasurer.

#### Section 4: Treasurer

- a) The Treasurer shall record the receipt and disbursement of all Association monies and shall keep an account of the financial status of the Association.
- b) The Treasurer shall have the authority to co-sign drafts for the disbursement of funds for payment of any Association expenditures that have been previously approved in accordance with the By-Laws. Such authority to co-sign drafts shall be shared with the Association President, Vice President and Secretary.
- c) The Treasurer shall deposit all Association monies in the name of the association in such banks, trust companies or other depositories and shall retain copies of all transactions as records.
- d) The Treasurer shall report the status of all monies received or disbursed by the Association and the account balance(s) at each Board of Directors and General Membership Meeting.
- e) Furthermore, the Treasurer shall submit an annual report at the annual meeting in March listing total monies received during the year, total expenditures during the year and remaining account balance(s).
- f) The Treasurer shall release all accounts at the end of each fiscal year to any person or persons designated by the Board of Directors to accomplish and audit of their findings to the membership. The treasurer shall maintain and make available records of members in good standing of the Association.

#### Section 5: General

In the event of the inability of any officer to perform his or her duties, the Board of Directors shall appoint a member of the Association not presently on the Board to perform the duties of such director for such time as may be necessary. Upon expiration of the term of office of any Officer, such Officer shall deliver to his or her successor all Association monies, records, books, and possession or control.

### **ARTICLE IX: TERMS OF OFFICE**

The term of office for the Officers for the Hickory Ridge Homeowners' Association, Inc. shall be for a period of two (2) years. The term of office for the Board of Directors shall be for a period of three (3) years.

### **ARTICLE X: VACANCIES**

Section 1: Any office shall become vacant when the member shall be absent from three (3) consecutive meetings, whether Board of Directors or General Membership, unless the absences have been approved by the Board of Directors.

Section 2: Vacancies on the Board of Directors shall be filled by appointment of the President with approval of the Board of Directors. Such appointment shall serve until the next regular



election. Any member of the Board of Directors may be removed from office upon a two-thirds vote of the General Membership.

## **ARTICLE XI: ELECTIONS AND VOTING**

Section 1: Wherever applicable this article shall govern the elections and voting procedures of the Hickory Ridge Homeowners' Association, Inc.

### **Section 2: Election Procedures**

- a) Nominations will be accepted from the floor of the September General Membership Meeting.
- b) No name shall be placed in nomination without the consent of the nominee.
- c) The Treasurer shall verify that all nominees are members in good standing and are otherwise eligible to take office if elected.
- d) A confidential ballot shall be taken for the following:
  - 1. All contested elections of Directors and Officers.
  - 2. Votes on issues or action where a simple majority of the voters request a confidential ballot.
  - 3. The removal of any member of the Board of Directors.

### **Section 3: Voting Rights**

Each member in good standing shall be entitled to one vote on each issue

## **ARTICLE XII: COMMITTEES**

### **Section 1: General**

The Board of Directors, at its discretion, may establish committees appropriate to the purpose of the Association as set forth in the By-Laws and in the Articles of Incorporation.

- a) Committees shall be established by approval of the Board of Directors.
- b) The chairperson of each committee shall be elected by the Board of Directors.
- c) The chairperson shall appoint members subject to approval by the Board of Directors
- d) The committee chairperson shall prepare a written committee report for presentation at each General Membership Meeting.
- e) Committees shall be dissolved by approval of the Board of Directors.

## **ARTICLE XIII: MEETINGS**

Section 1: Meeting dates shall be established by the President in accordance with the By-Laws.

### **Section 2: Board of Directors Meetings**

- a) A regular meeting of the Board of Directors shall be held quarterly.
- b) A Special Meeting of the Board of Directors can be called at any time by the President, providing he/she has notified the other Director of the purpose of the Special Meeting at least forty-eight (48) hours in advance.
- c) A quorum to transact any official business of either a regular or special meeting of the Board of Directors shall be constituted when at least four (4) of the seven (7) members of the Board of Directors are in attendance.
- d) Members in good standing of the Hickory Ridge Homeowners' Association, Inc. may attend meetings of the Board of Directors to present any special information, problems, or proposals. No reasonable request for a Board hearing shall be denied any member in good standing, nor shall their request be postponed for more than forty-five (45) days.
- e) Persons who are not members of the Association may attend Board of Director meetings by invitation only by the Board of Directors. All requests for a Board hearing that originate from nonmembers shall be approved by the Board of Directors.

### **Section 3: General Membership Meetings**

- a) A regular meeting of the General Membership shall be held on the second Thursday of March and September of each year at 6:30 p.m. If a conflict arises making the scheduled meeting month unsatisfactory, the President of the Association shall arrange another meeting date and shall notify the General Membership of the revised date at least two (2) weeks in advance.
- b) A special Meeting of the general Membership can be called at any time by the Association President or at the written request of ten (10) percent of the members and with the approval of the Board, whenever such action is deemed necessary. Directed by these by-laws, the Secretary shall give ten (10) day notice of this Special Meeting to the General Membership Meetings shall be defined as those members in attendance.
- c) A quorum to transact any official business at all General Membership Meeting shall be defined as those members in good standing.

### **Section 4: Order of Business at General Meetings**

- a) Call to order/introduction: Officers, Board Members, Committee Chairmen and guest speakers.
- b) Officers Reports
  - 1) Secretary Reading of Minutes of previous regular meeting
  - 2) Treasurer Report/announcement of new membership
  - 3) President Report
- c) Committee Reports
- d) Old business
- e) New business

**ARTICLE XIV: BOOKS AND RECORDS**

The books, records, and papers of the Hickory Ridge Homeowners' Association, Inc. shall at all times during reasonable hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Hickory Ridge Homeowners' Association, Inc. and any amendments thereto, shall be available for inspection by any member from the Secretary.

**ARTICLE XV: INDEMNIFICATION****Section 1: Actions Not Brought By or in Right of Association.**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in the settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2: Actions Brought By or in Right of Association.**

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue, or matters as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which the court shall deem proper.



Section 3: Terms of Indemnification.

- (a) To the extent that a director, officer, employee, or agent of the Association has been successful on the merits of otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.
- (b) Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (i) by the Board of Directors by a majority vote of directors who were not parties to such action, suit, or proceedings, or (ii) if disinterested directors so direct, by independent legal counsel in a written opinion, or (iii) by the Members.
- (c) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Section.
- (d) The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or disinterested director or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE XVI: AMENDMENTS**

Section 1: These By-Laws may be amended upon the following procedures:

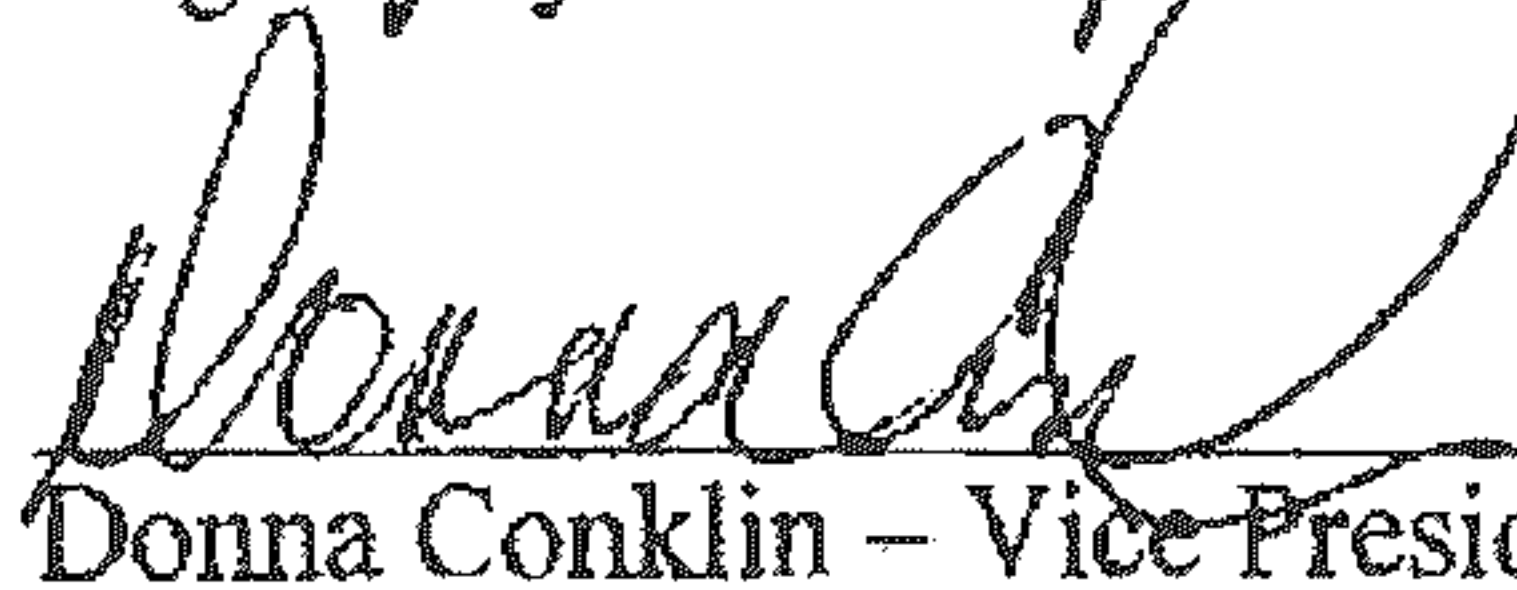
- a) Proposed amendments shall be presented in basic form as a motion at a General Membership Meeting, a written copy of the basic form of the amendment shall be submitted to the Board of Directors.
- b) If the motion is seconded and passed by a simple majority vote of the members in good standing attending the General Membership Meeting, a written copy of the basic form of the amendment shall be submitted to the Board of Directors.
- c) Upon receipt of the written basic form of the proposed amendment, the Board of Directors shall determine to what extent, if any, the basic amendment must be modified in order to be in accordance with these By-Laws.
- d) The Board of Directors shall draft the proposed amendment, cause it to publish (email) and present the proposal at the next General Membership Meeting.




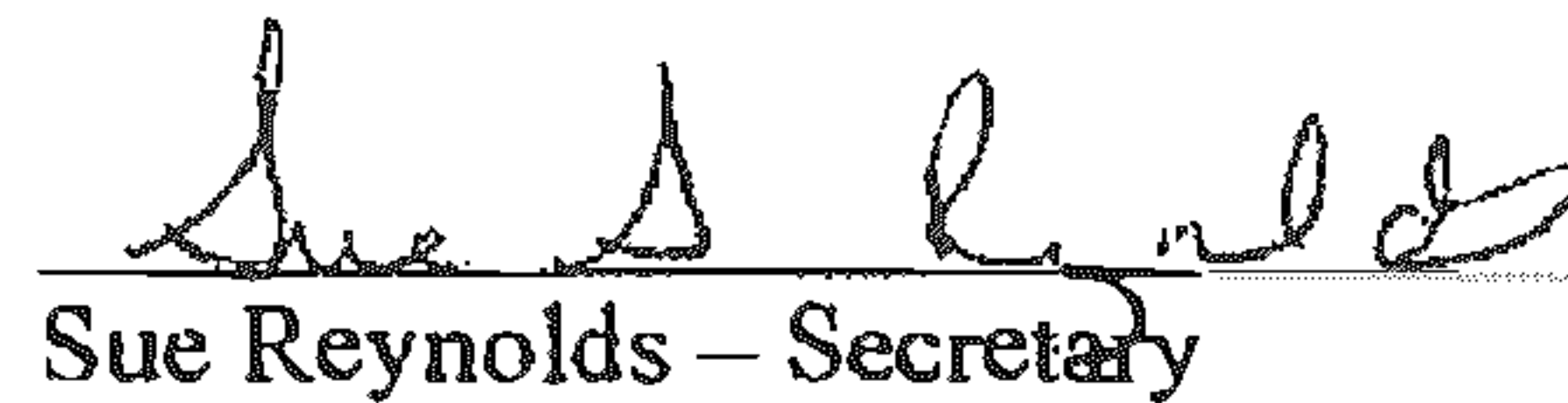
- e) The amendment shall be adopted upon a two-thirds vote of Members present.

IN WITNESS WHEREOF, the Board of Directors of the Hickory Ridge Homeowners' Association, Inc., on behalf of its members, has caused to be adopted these By-Laws for the Hickory Ridge Subdivision on this 20<sup>th</sup> day of April, 2021

  
Eugene Tyler - President

  
Donna Conklin - Vice President

  
Dawn Deeter - Treasurer

  
Sue Reynolds - Secretary

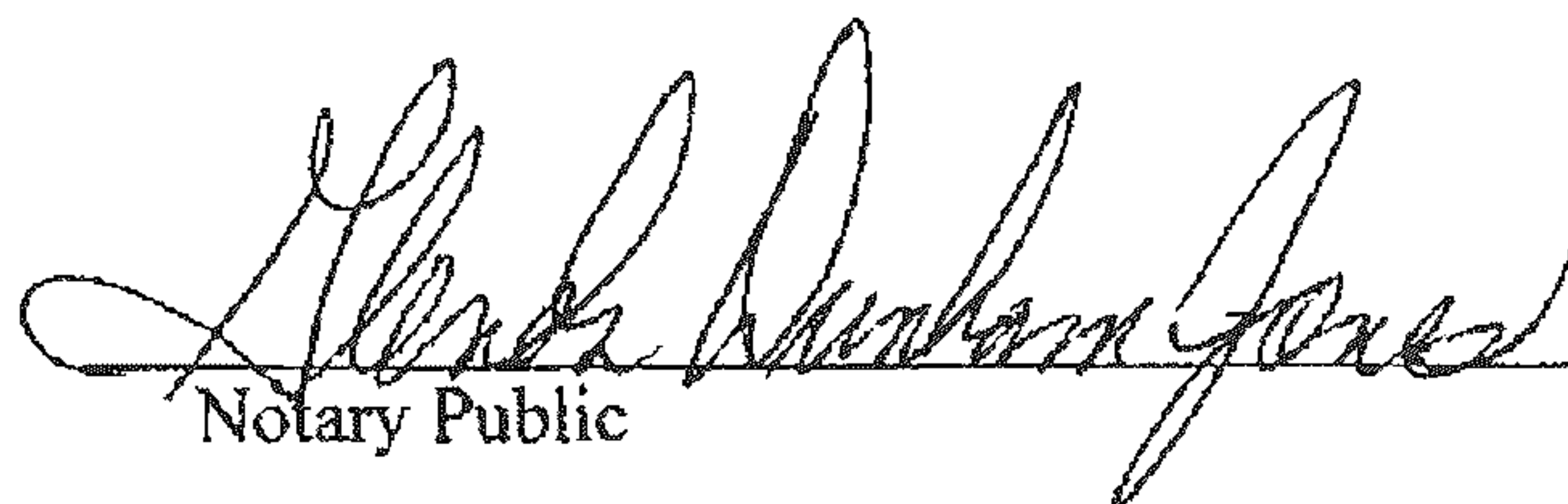
STATE OF ALABAMA)

SHELBY COUNTY)

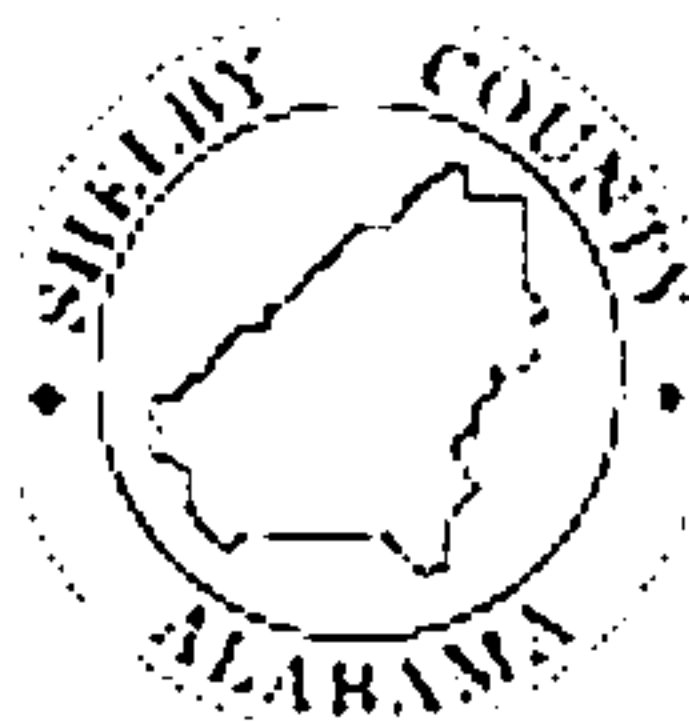
I, the undersigned, a Notary Public in and for said County in the State, hereby certify that Eugene Tyler, Donna Conklin, Dawn Deeter and Sue Reynolds, officers of the Board of Directors for the Hickory Ridge Homeowners' Association, Inc., whose names are signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that being informed of the contents of the said instrument, in such capacity for the homeowners' association, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this the 20<sup>th</sup> day of

April, 2021.

  
Notary Public

Glenda Dunham Jones  
My Commission Expires  
12/5/2023



Filed and Recorded  
Official Public Records  
Judge of Probate, Shelby County Alabama, County  
Clerk  
Shelby County, AL  
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*Allen S. Bayal*