

BY-LAWS OF FOUNTAIN CREST ASSOCIATION (FCHOA)

These bylaws supersede all previous bylaws of Fountain Crest Association

ARTICLE I – NAME AND LOCATION

The name of the Association shall be the Fountain Crest Homeowners Association, hereinafter referred to as FCHOA. The primary office of the FCHOA shall be in the City and State as designated in The Articles of Association.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Purchasers of any single-family dwelling located in any and all Phases, past, present and future, of the Fountain Crest Subdivision, located in Dale County, recorded and platted as such, are automatically considered to be mandatory members of FCHOA.

Section 2 – Responsibility

- a) All FCHOA members are responsible for making themselves aware of all FCHOA guidelines, rules, and regulations, and following the same.
- b) All FCHOA members are responsible for prompt payment of all FCHOA dues and fees.
- c) All FCHOA members are responsible for providing up to date contact information to the Board. If property is a rental, notice of such must be given to the Board and contact information for the management company, if one exists, must also be kept up to date.

Section 3 - Dues

- a) Dues shall be \$200.00 per year for each single-family dwelling. Dues will be billed before the end of each fiscal year and are due as of January 1. Dues will be considered past due after January 31 of the billing year. Members acknowledge that yearly dues may need to be raised according to budget requirements, but will not be raised more than 15% in any given year without membership approval.
- b) Dues are to be paid to the address listed on Articles of Association, at the HOA website, or as indicated on any legal billing received.
- c) Dues are collected for the payment of costs associated with the upkeep and maintenance of all common areas including, but not limited to, the area at the Ft. Rucker Blvd. entrance and the detention and/or retention ponds, or for purchase of all common areas, ponds, and/or facilities, and for any administrative costs associated with management of FCHOA and as outlined in Articles of Association. It is imperative that dues are paid in a timely manner. A late fee of \$25.00 will be added

to any dues not paid by March 31. The HOA may place a lien on any property if dues, and/or any other levied fees, remain past due as of September 30th of the year billed.

- d) Special Assessments may be needed from time to time in the case of a major repair of a common area. The Board of Directors will provide a 30-day notice of any special assessments which may be needed. Members will be notified of Board meetings which will address any special assessments.
- e) Collection Procedures will be as follows – Notice of any late fee or violation fee to be charged will first be sent to the address currently listed on the HOA contact list. If a homeowner is found to be in violation, the homeowner/occupant will receive a written notice, tracked by USPS, with a full explanation of said violation and what the ramifications will be if not brought into adherence. Upon the third notification of a violation, the homeowner could then be charged the violation fee of \$25.00. This fee would be in addition to the yearly dues. Until remedied, this fee can be doubled each month it remains unremedied, up to a maximum amount of \$150.00 per violation in any given year. Any unpaid balances against a homeowner's account that go unpaid for more than 9 months past when first assessed could cause collections to be initiated, which could include the recording of a lien on the property, as well as all other collection procedures available by law. The homeowner will always be sent a notice of intent to file collection and given an opportunity to first remedy fees past due prior to their account being placed into collections. All notices of intent to file collection will be sent to homeowner contact address on file 30 days prior to filing.

Section 4 – Meetings

All meetings will be held according to simple parliamentary procedure for meetings.

- a) An **ANNUAL MEETING OF MEMBERS** will be held within three months after the close of the fiscal year. The fiscal year of FCHOA is the calendar year. The annual meeting will be for the purpose of electing directors and transacting such other business as may be properly brought before the meeting.
- b) **SPECIAL MEETINGS** – special meetings of members may be called at any time by the Board of Directors, or by the President; Special Meetings shall be called by the President or the Secretary at the written request of no less than 20% of the membership. Requests for meetings by members shall be sent to the address of FCHOA as listed in the Articles of Association, or to the management of the HOA. Member requests for Special Meetings will be acknowledged by agent (or Board if no agent) within seven days of receipt, and the Special Meeting shall be scheduled within two weeks of acknowledgment. Special Meetings to amend are covered under Amendments.

- c) **NOTICE** - notice of all meetings shall be served, either personally or by mail, at each member's contact address as it appears in the records of FCHOA, and will be postmarked *not less than* fourteen days *prior* to the date of the meeting. Notice must include type of meeting, purpose of meeting, and the date, time, and place designated for the meeting to be held. Proxy forms for members shall be included in all notices of meetings to members. Ballots with the names of those members who are to be considered for any position on the Board shall be included in the notice of the Annual Meeting.
- d) **OTHER MEETINGS** - The Board of Directors may set standard quarterly meetings, an annual budget meeting, or other standard meetings as deemed necessary, in addition to the annual membership meeting.
- e) **QUORUM** – Members holding one-twentieth (20%) of the votes entitled to be cast on the matter to be voted upon, represented in person or by proxy, shall constitute a quorum.

Section 5 – Voting

- a) Any Association action, including the election of directors and/or officers, to be taken by vote of members shall be authorized by a majority of eligible votes cast at a meeting of members, whether in person or by proxy, at any meeting where a quorum is present.
- b) In order to be eligible to vote, members must be in good standing at the time the vote is cast. A member is considered to be in good standing if they are not in arrears in payment of any dues or associated fees owed.
- c) Voting membership will be limited to one vote per single family dwelling.
- d) Each member entitled to vote may do so by proxy. No proxy shall be valid after eleven months from the date it was first executed unless the person executing it has specified the length of time it is to remain in force. All proxies must be exhibited to the Secretary at the meeting and shall be filed with the records of FCHOA.

ARTICLE III – COMMON AREAS

Section 1 – Use

- a) All facilities and/or common areas owned, or to be owned, by FCHOA may be used by any member in good standing, as described in Article II, Section 2 b, and his/her immediate family. Exclusivity of any recreational area must be approved by FCHOA in writing.

- b) The Board of Directors can deny use of any common area to any member who has not paid all fees/dues owed to FCHOA.
- c) Renters – As long as the property owner has no outstanding dues and/or fees owed to FCHOA, those renting the property are given the same rights and obligations of the homeowner as described in paragraph a) of this Section.

Section 2 – Rules and Regulations

- a) The Board of Directors, or a majority of the eligible voting membership present, shall have authority to make and/or change rules regarding rules and regulations pertaining to common areas from time to time at any special meeting (board or member) called for this purpose where quorum is present.
- b) Any member who uses common areas will take note of conditions of areas prior to use, and will leave the common areas used free of any trash, in the condition the areas were originally found in.
- c) The Board of Directors may levy fees against any member who fails to clean common areas after use for charges resulting from member's failure to do so. The Board shall first provide notice to the member with intent to levy fees for such purposes so that the member can first have the opportunity to clean the area themselves.

Section 3 - Pond Rules

- 1) NO swimming
- 2) NO gasoline powered boats
- 3) NO cast nets
- 4) Children under the age of 12 MUST be accompanied by an adult
- 5) Size limits and daily creel limits are IAW State regulations
- 6) Always leave area clean and free of any trash

ARTICLE V – AMENDMENTS

Section 1 – By Members

All By-Laws of FCHOA shall be subject to alteration or appeal, and new By-Laws may be made by membership. The Board of Directors will first hold a **Special Meeting to Change By-Laws** for the purpose of approval of changes. If a majority of members is not present at this special meeting, then the changes can be approved by a vote of those present if 1) a quorum is present and 2) a majority of those present

approve. If the Board deems changes are required in order to perform fiduciary duty to FCHOA, and none of the aforementioned requirements for approval have been met, the Board may proceed to make those changes necessary. All requirements for notice of a Special Meeting to Change By-Laws will be the same as per Article II, Section 4, (b), (c, and (e, or as outlined in Articles of Association.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 – Number, Election, Term of Office

- a) The number of directors of the FCHOA shall be no less than three (3) and no greater than seven (7) property owners in good standing from the FCHOA.
- b) The Board members shall be elected by vote at the annual membership meeting, where a quorum is present, by a majority of eligible members present, either in person or by proxy.
- c) Each director shall hold office for a term of one (1) year, or until his/her prior death, removal or resignation.

Section 2 – Duties and Powers

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of FCHOA, and may exercise all powers of FCHOA except as are in the Articles of Association, or by statute, or expressly reserved to the members.

- a) **Board Members Code of Conduct** – All Board members will be held to a certain code of conduct as part of their commitment to the members of FCHOA. All members of the FCHOA Board of Directors will act on behalf of the FCHOA membership as follows; with professional behavior, anti-discrimination, compliance with governing documents and relevant laws, without conflict of interest, always discussing FCHOA business at scheduled meetings only, with confidentiality, with open communication and engagement with homeowners.
- b) **Fiduciary Duty** – Board members will act in the best interest of all members of FCHOA with a fiduciary duty to do so.
- c) **Duty of Care** – Board members are required, as fiduciaries of the FCHOA, to enforce all covenants, rules, guidelines, by-laws, etc., of the FCHOA. If Board members do not enforce all such rules,

guidelines, by-laws, etc., FCHOA could be held liable for breaching its duty of care to the FCHOA members.

- d) **Duty of Reasonable Inquiry and Sound Business Judgement** - This requires the Board to exercise a reasonable amount of prudence in making decisions.
- e) **Duty of Good Faith** – Board members will always act in good faith on behalf of all members of FCHOA

Section 3 – Officers of the Board

- a) **HOA President** - The FCHOA president will preside at all meetings, establish agenda, execute orders, contracts, and documents in the name of the FCHOA. ALL legal documents executed on behalf of FCHOA will need the president's signature and must be attested to by the secretary.
- b) **HOA Vice President** - If the HOA president must be absent for any reason, the vice president will take on all powers assigned to the president.
- c) **HOA Secretary** - The secretary's responsibilities include keeping and maintaining all meeting minutes and records, membership records, and official HOA records. The secretary will also file annual reports as necessary and act as custodian of the FCHOA records. ALL legal documents executed on behalf of FCHOA will need the president's signature and must be attested to by the secretary.
- d) **HOA Board Treasurer** – The treasurer's duties will include acting as custodian for FCHOA's securities, funds, and financial records. All financial records are the responsibility of the treasurer. The treasurer will also be responsible for how the annual budget is developed and for preparation of all financial reports.
- e) **Member(s) At Large** – Members at large will serve as liaison to the general membership. Members at large will be available to meet non-appointed needs of the membership as directed by the Board. Members at large can be good candidates for filling vacant officer of the Board positions. Members at large will attend all board meetings and will have voting rights at those meetings.

Section 4 – Board Meetings

- a) **Regular Meeting** - A regular annual meeting of the Board of Directors shall be held within one month after the annual meeting of the membership at a location agreeable to all members of the Board.

- b) **Other Regular Meetings** - The Board of Directors, from time to time, may hold other regular meetings at a time and place which is agreeable to all members of the Board.
- c) **Special Meetings** – special meetings of the Board shall be held whenever called by the president or by one of the other directors. Notice of any special meeting shall be phoned or emailed to each director, including members at large, at least 3 days before the meeting is to be held.
- d) **Quorum** – At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by these bylaws.
- e) **Manner of Acting** – Each Director present shall have one vote.
- f) **Action** - The action of a majority of the Board of Directors present, at which a quorum is present, shall be the act of the Board of Directors. Any action authorized in writing, by *all* of the Directors entitled to vote thereon, and filed with the minutes of the FCHOA, shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 5 - Vacancies

Any vacancy not created by removal of a director by the members, shall be filled from the remaining directors at any regular or special meeting of the Board of Directors. Any vacancy created by member's removal of a director shall be filled at the meeting at which the removal was affected.

Section 6 - Removal

Any director may be removed with or without cause at any time by the affirmation vote of the majority of membership at any meeting where a quorum is present, and such proposed removal has been properly introduced into the agenda of said meeting. A director may be removed for cause by action of the Board.

Section 7 - Salary

NO SALARY SHALL BE PAID TO DIRECTORS FOR THEIR SERVICES

Section 8 - Committees

The Board of Directors, by resolution adopted by a majority of the Board, may from time to time designate, from among its or FCHOA members, committees as they deem necessary or desirable. All such committee formation or dissolution, and where any committee chairperson of said committees is named, must be recorded in meeting minutes where the resolution was adopted.