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BALDWIN COUNTY, ALABAMA
HARRY D'OLIVE, JR. PROBATE JUDGE
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**BYLAWS AMENDED AND RESTATED
OF THE
LAKE FOREST PROPERTY OWNERS ASSOCIATION**
(August 22, 2024)

WHEREAS, the Lake Forest Property Owners Association, Inc. (“LFPOA”) is an Alabama non-profit corporation established in 1971 with the recording of Articles of Incorporation, Book 18, Page 595, et. seq., in the records of the Office of the Judge of Probate of Baldwin County, Alabama, as the same may have been amended from time to time (the “Articles”).

WHEREAS, the Amended and Restated Bylaws of the Association were recorded December 16, 2022, Instrument No. 2038562¹, amended by Instrument No. 2105282 recorded January 26, 2024, effective March 29, 2024, adding Sections 5.16 through 5.23, and further amended August 22, 2024, to add language to “Article V – Board of Directors, Section 5.4- Removal” (collectively “the Bylaws”).

WHEREAS, the LFPOA Board of Directors desires to consolidate the three documents into one for the convenience and ease of use by its members and directors, and any other person and the Lake Forest Property Owners Association, Inc. adopted and approved these Bylaws, Amended and Restated, for the Association as set forth herein.

NOW THEREFORE, the Bylaws of Lake Forest Property Owners Association, Inc. are amended and restated as follows:

ARTICLE I — GENERAL

SECTION 1.1. REGISTERED OFFICE. The registered office of the Association, required by the Alabama Non-Profit Corporation Law to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Association.

SECTION 1.2. TERMS DEFINED. The following words and terms when used in these Bylaws (unless the context clearly shall indicate otherwise) shall have the following meanings:

- (a) “Association” or “LFPOA” is the Lake Forest Property Owners Association, Inc., its successors and assigns.
- (b) “Board” or “Board of Directors” means the Board of Directors of the Association.
- (c) “Bylaws” means the Bylaws of the Association, as the same may hereafter be amended, altered, or restated from time to time.

¹ All references to recorded documents or instruments are referring to recordings in the Office of the Judge of Probate of Baldwin County, Alabama.

- (d) "Common Areas" or "Common Elements" means the real property owned by the Association for the common benefit of the Members including, without limitations, all open spaces, recreational areas (improved and not improved), green space, landscaping, entrance ways, easements not granted to any government entity (including drives, storm water drainage systems, utilities, and sidewalk easements).
- (e) "Declaration" shall mean a declaration of restrictions, conditions, easements, covenants, agreements, liens and charges applicable to the Lake Forest subdivision(s) or encumbering properties shown on any related Lake Forest subdivision Plats, including that certain document entitled "Amended Declaration of Restrictions, Conditions, Easement, Covenants, Agreements, Liens, and Charges" for Lake Forest subdivision recorded in the Office of the Judge of Probate of Baldwin County, Alabama, Instrument No. 1679284, amended in Instrument No. 1755992, and as the same may have otherwise been amended from time to time in accordance with the terms of the Governing Documents.
- (f) "Good Standing" shall mean a Member who (1) has paid all dues, fines, charges, assessments, attorney's fees, or other debts owed by the Member to the LFPOA; (2) is not suspended for Architectural violations, and/or who is not under disciplinary action under the governing documents of the Corporation, including these Bylaws and the Corporation's House and Grounds Rules; and (3) who is not a party to any lawsuit, action, or proceeding in which his or her interests are adverse to the LFPOA or Board.
- (g) "Governing Documents" refers to the Declaration, Articles, Bylaws, House and Ground Rules, Architectural Guidelines and Standards (including the Architectural Enforcement and Appeals Process) and any other rules, policies, or restrictions adopted by the Association, unless the context admits otherwise.
- (h) "Member" shall mean the record owner, whether one or more persons or entities of a fee simple or undivided fee interest, in any Lot that is subject to the Declaration shall be deemed to have a membership in the Association, including contract sellers. Membership shall be appurtenant to, and may not be separated from, such ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the membership of said owner.
- (i) "Publication" by the Association to Members shall mean posting notice on the official Association web page and/or by email to Members (for those Members who have provided an email address to the Association) at the last known email address of the Member, and by posting a copy in a conspicuous place at the property at 1 Golf Terrace, Daphne, Alabama.
- (j) "Subdivision" shall mean the properties subject to any of the provisions of the Declaration and any other properties subject to any recorded encumbrances which require the owners to be Members of LFPOA.
- (k) "Plat" shall refer to the Lake Forest subdivision maps or plats recorded in Probate.

All other terms used in these Bylaws shall have the meaning given to them in the Declaration and are incorporated herein by reference and made a part of these Bylaws.

SECTION 1.3. APPLICABILITY OF BYLAWS. The provisions of these Bylaws are applicable to the Lake Forest subdivision and to the use and occupancy of Lake Forest. All present and future Members,

owners, Mortgagees, lessees and occupants of Lots and their employees, guests, and/or invitees, and any other Persons who may use Lake Forest are subject to Governing Documents.

ARTICLE II — MEMBERSHIP

SECTION 2.1. MEMBERSHIP. The membership of the Association shall consist of two classes of members: the first class of which shall be “Members”; the second class of which shall be called “Associate Members”, or such other title designated by Resolution adopted by the Board.

SECTION 2.2. MEMBER. Membership shall be limited to those persons who purchased Lots in the Lake Forest development from Lake Forest, Inc., or its successors, on or after July 1, 1971, those persons owning Lots in the Lake Forest development who have purchased the same either prior to or after July 1, 1971, and who make application to and are approved by the Board as such members, or the transferee of a Lot of an eligible former Member.

For the purpose of Membership, “Lot” or “Lots” are defined to include Condominiums purchased from Lake Forest, Inc., or its successors, as to which an initiation fee, dues, and acquisition assessment have been paid and which is subject to the Declarations, as amended, those lots referenced under the Articles of Merger, Instrument No. 1360032, and those Lots or parcels which have recorded covenants providing the owner is a Member of LFPOA.

SECTION 2.3. ASSOCIATE (NON-VOTING) MEMBERS. The Board of Directors may from time to time create additional classes of non-voting members, referred to as Associate Members of the Association, or such other titles as established from time to time.

SECTION 2.4. INSEPERABLE FROM LOT. No Membership may be separated from the Lot to which is appurtenant. The membership of each Member shall automatically terminate on the conveyance, transfer, or other disposition of an interest of a Member in the Lot. Upon the transfer by a Member of a Lot in the Lake Forest development (or upon the death of the Member), the membership of the transferor (decedent) shall cease to exist, and the transferee (heir or devise) shall automatically become a Member. No Membership may be conveyed or transferred in any other manner whatsoever. No Member may withdraw except by transfer of title or upon contracting for the sale of the Lot or Lots to which such Membership is appurtenant.

SECTION 2.5. TRANSFER AND NOTICE. In the event subject property is sold or transferred, it shall be the responsibility of both the grantor and grantee/to provide the Association the following: copy of deed or instrument of conveyance, all contact information of transferee, date of property transfer, and all further information reasonably required by the Association regarding the sale and the new owner. A transfer fee shall be due and payable to the Association by the transferee upon the conveyance of title to a parcel by a Member. The Board shall determine the amount of the transfer fee for a particular year which shall be collected at closing. Payment of the fee shall be a legal obligation of the transferee. The transfer fee shall not be payable if the transferee is: (a) a co-owner of the Lot immediately before the transfer; (b) the Member’s estate, surviving spouse or other heirs resulting from the death of the Member; or (c) the trustee or the Member’s current spouse solely for bona fide estate planning or tax reasons.

SECTION 2.6. LEASING. In the event subject property is leased, the delegating Member must give prior written notice to the Association for such delegation. The written notification shall include an application that states the name, age, permanent address, the intended length of time the delegation will be effective, and such other and different information that the Association may

require, including all contact information. The Association may charge a fee for such delegation as the Board of Directors authorizes and requires. All pertinent information concerning the delegate (lessee or tenant) shall be included in said application and shall be updated as necessary by the delegating Member as a requirement of the delegation.

SECTION 2.7. DUES, FEES, CHARGES, and ASSESSMENTS. Members of the Association shall be obligated to pay dues, fees, charges, and assessments imposed by the Association. Prior to a vote, thirty days' Publication shall be provided to Association Members of any proposed dues increase and said increase shall be effective only upon approval by a majority of the entire Board of Directors.

The Board of Directors may approve one (1) special assessment annually by a majority vote of the entire Board. This assessment is limited to \$50.00 per member annually. If an additional assessment is necessary, such assessment(s) shall be made at a duly called special meeting or at the annual meeting. The assessment shall be approved by a majority of Association Members present in person or by proxy at a meeting at which a quorum is present.

SECTION 2.8. CONDUCT, SUSPENSION. Any member may be denied one or more privileges of membership in the Association, including the use of facilities, attendance of meetings of members of the Board (or any committee), and other membership rights, for failure to pay dues, fines, charges, and assessments levied by the Board of Directors, or for acts or omissions in contravention of these Bylaws or the current House and Ground Rules of the Association. A member who has been denied the privileges of membership under this Section shall have the right to have such denial reviewed by the Board upon written request to the President of the Association. During any such period of privilege denial, basic dues and assessments shall remain chargeable; however, usage fee, if previously paid on an annual or periodic basis, shall be forgiven during the period of such denial.

ARTICLE III — MEMBER MEETINGS

SECTION 3.1. ANNUAL MEETINGS. The Annual Meeting of the Members shall be held on the fourth Thursday in March of each year for the purpose of electing Directors and transacting such other business authorized to be transacted by the Members. If this date shall fall upon a legal holiday, the meeting shall be held at such time as stated in the notice of meeting. The failure to hold such annual meeting shall not work a dissolution of the Association.

SECTION 3.2. SPECIAL MEETINGS. Special Meetings of the Members for any proper purpose may be called by the President or by the Board of Directors and shall be called by the President at the request of the majority of all Members. The request by Members must be in writing, signed by the Members of the requisite percentage of Lots and delivered to the President or Secretary stating the purpose of the Special Meeting.

SECTION 3.3. PLACE OF MEETING. All meetings of Members shall be held at a place within the State of Alabama determined, from time to time, by the Directors. Members in Good Standing shall be allowed to attend meetings of the Members.

SECTION 3.4. NOTICE OF MEETING. Except as otherwise required by statute or these Bylaws, notice of each meeting of the Members, whether Annual or Special, shall be given at least thirty (30) days before the day on which the meeting is to be held. Notice may be given personally, by posting on the official Association web page, by U.S. Mail, or by email at the last known address or email address of the member.

Written notice of said meeting shall be deemed completed if made by personal delivery, by posting on the official Association web page, depositing the same in the U.S. Mail, postage prepaid, or sent via email to the last known address or email address of the member. It shall be the duty of the Member to furnish the Member's address and email address, and any changes thereto, to the Association in writing. Only matters properly designated in the notice may be considered at any meeting of Members.

SECTION 3.5. WAIVER OF NOTICE. Any Member may waive the right to receive notice of any meeting by sending a written waiver to the Association. The waiver may be sent by hand delivery, U.S. Mail, or electronic mail (email). Notice of any meeting may be waived before or after the meeting. Attendance by a Member at any meeting, either in person or by proxy, shall constitute waiver of notice of such meeting.

SECTION 3.6. PROXIES. At all meetings of Members, votes may be in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. Proxies may include "ballots" directing the attorney-in-fact how to vote on some or all issues presented for a vote of the Members.

SECTION 3.7. VOTING. Each Member shall be entitled to one vote for each Lot owned and for which the Member is in Good Standing for the election of Directors or such other matters to which Members vote and properly before the meeting and designated in the notice of the meeting. Only one vote per Lot is allowed. Financial delinquencies may be cleared in the office of the Association up to 12:00 p.m. on the last day the office is open before the meeting. Only matters properly designated in the notice may be considered at any meeting of Members.

SECTION 3.8. QUORUM. At all meetings of the Members of the Association (except as otherwise provided by statute) the presence, in person or by proxy, of persons holding at least five percent (5%) of the total votes eligible to be cast at such meeting shall constitute a quorum for the transaction of business; but in the absence of a quorum, a majority of such members present in person may adjourn, from time to time, but not for a period of more than thirty (30) days in any one time, until a quorum shall attend. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called. No notice of any adjourned meeting need be given.

SECTION 3.9. MINUTES OF MEETINGS. The approved minutes of all meetings of Members shall be kept in a book or on the Member's section of the LFPOA website for inspection by Members or their authorized representatives at any reasonable time.

SECTION 3.10. VOTES REQUIRED TO TRANSACT BUSINESS. If a quorum is present, the affirmative vote of a majority in interest of the members represented at the meeting, and properly entitled to vote on the subject matter, shall be the act of the members, unless a greater number is required by the Governing Documents.

ARTICLE IV — ELECTIONS AND MEMBER VOTING

SECTION 4.1. ELECTIONS COMMITTEE. The Election committee is a standing committee, appointed according to the terms of Article V, Section 15 of the Bylaws. The committee shall serve at the pleasure of the Board and shall continue until removed or replaced by the Board in its discretion.

SECTION 4.2. PURPOSE. The committee shall be charged with managing the election process for the election of Directors and such other matters as may require a vote of the Members of the Association. The purpose of the Election committee is to manage the election process, verify that candidates for election to the Board of Directors are qualified to serve in the office under the Governing Documents, and to perform such other tasks as may be necessary to complete the voting process.

SECTION 4.3. QUALIFYING FOR ELECTION. All candidates seeking to be elected to the Board of the LFPOA shall be in Good Standing at the time he or she submits the information required herein and during the interim period prior to the election. Each candidate shall submit to LFPOA his or her name, Member number, address, contact information, qualifications, and a certification verifying that he or she is in Good Standing (the "Submissions"). Each candidate shall be responsible for timely updating and/or amending their Submissions in the event of any changes prior to the election. The submission period will begin on December 16 of the year preceding the election, and the deadline for candidate submissions shall be the close of business on the final business day in December. Candidates for the Board agree to execute and submit the Code of Ethics, Rules of Conduct, and Conflict-of-Interest policy documents within three (3) business days of when they provide their Submissions, which will become effective only if the candidate is elected to the Board. A candidate shall be disqualified from running for the Board if he or she does not submit executed copies of the Code of Ethics, Rules of Conduct, and Conflict-of-Interest policy documents to the Association.

SECTION 4.4 BACKGROUND CHECKS. The Alabama Alcoholic Beverage Control Board Administrative Code, Chapter 20-x-5, requires background check of all officers and directors of associations in Alabama to obtain or maintain an ABC Board license. Therefore, unless the ABC regulations are modified, all candidates shall agree to background checks and any information obtained that would reasonably be expected to jeopardize the ABC Board license of the Association shall disqualify a candidate. The Election Committee shall take reasonable steps to keep the results of the background check confidential.

SECTION 4.5. DUTIES OF ELECTION COMMITTEE. The Election committee shall review and supervise procedures and protocol for the fair and accurate handling of the election as proscribed in the Bylaws including, but not limited to, verification of the updated mailing list, preparation of proxies, and mailing, collecting, securing the same. The Committee shall establish processes for handling proxies which are returned by the postal service as undeliverable, for replacement proxies when a voting member claims the official proxy was lost or destroyed, and for counting and tallying votes.

SECTION 4.6. RESUMES. Members desiring to run shall submit a brief resume to the Office of the Association no later than January 5 of the election year. The Association Office shall publish the resumes of every candidate who has qualified for election to the Board on the official web page during the months of February and March, or by similar means of publication.

SECTION 4.7. MAILING PROXIES. The official proxy document shall contain a "ballot" for voting on issues properly before the Members. A minimum of thirty-one (31) days prior to the Annual Meeting, the Association office shall mail to each Member qualified to vote the proxy and a "Proxy Return Envelope," self-addressed with the office address for returning the proxy. A second envelope (the "Ballot" envelope) with a signature line across the seal and instructions will also be included.

SECTION 4.8. INSTRUCTIONS FOR VOTING. Voters must follow the instructions for the ballot to be considered valid. The instruction will direct the member to:

- (a) Complete the proxy.

- (b) Place the completed proxy in the Ballot envelope, seal and sign it, and write their address and membership number on the envelope.
- (c) Place the Ballot envelope in the Proxy Return Envelope and either mail it to the Association office, hand deliver it to the Association office, or bring it to the Members' meeting.
- (d) The completed proxy must be received by the Association no later than ten minutes after the meeting has been adjourned. The Ballot envelope does not have to be placed in the Proxy Return Envelope for the ballot to count. Proxies returned without the Ballot envelope cannot be verified and, thus, will not be counted.
- (e) Once a proxy has been received by the Association, the proxy may not be revoked.

Nothing in these Bylaws shall preclude electronic voting at such time as Alabama law allows.

SECTION 4.9. VOTING LIST. At least sixty (60) days prior to the annual meeting, under the direction of the General Manager of the Association, a complete, alphabetized list of eligible members entitled to vote shall be prepared by the LFPOA staff. Such list shall include the Member name, postal mailing address, unit and Lot number, and membership number. Addresses shall be verified, and property ownership lists shall be updated. Said list shall be provided to the Election Committee by the General Manager at least forty-five (45) days prior to the Members' meeting. These lists shall not be distributed to the general public nor to the residents of the community, but available for use by the Election Committee only and for viewing by Members for purposes of verifying voting status.

SECTION 4.10. SECURING AND COUNTING VOTES. The day after the Members' meeting the staff will verify the Ballot envelope of each voter. If the Ballot envelope is verified as a Member in good standing, the envelope will be opened, and the ballot, with no other identification, will be counted at the same time. Ballots shall not be removed from the counting site and shall be retained for a minimum of ninety (90) days. Any authorized representatives of candidates may attend the vote counting process. Authorized representatives present during the tabulation may watch but shall not interfere with the process. Any questions about the counting process are to be made to a member of the Election Committee.

SECTION 4.11. INELIGIBLE MEMBER. Only proxies received from members eligible to vote shall be counted.

ARTICLE V — BOARD OF DIRECTORS

SECTION 5.1. GENERAL POWERS. The Board of Directors shall manage the activities and affairs of the Association. The powers of the Association shall be vested in and exercised by or under the authority of its Board, except as may be reserved to the Members in the Declaration, Articles, or by law.

SECTION 5.2. COMPOSITION. The Board shall consist of seven Director positions who shall be Members in Good Standing who maintain their primary residence in the Lake Forest subdivision. Board members must successfully complete all Alabama Alcoholic Beverage Control Board Administrative Code background checks during his/her term as referenced in Section 4.4, above, related to the Association's ABC Board license.

SECTION 5.3. TERMS. Directors elected by the Members after adoption of these restated Bylaws shall serve three-year terms. Each Director shall hold office until his/her successor shall have been elected/appointed and qualified. Any Director may serve consecutive terms.

SECTION 5.4. REMOVAL. A Director of the Association shall not be removed from the office except for cause. Cause shall include, but not be limited to, violations of the Code of Ethics, Rules of Conduct, or Conflict-of-Interest policies; conflicts of interest with the duties and responsibilities of the position as a member of the Board of Directors or conduct in the community adverse to the best interests of LFPOA. To remove a Director from office for cause, such action shall be taken by a supermajority of all the other Directors at a special meeting of the Board called for such purpose. If the good name and character of an individual or legal issues are likely to be under discussion, the Board may convene an Executive Session during such proceedings. A Director removed for cause is disqualified from serving on the Board, as an officer, or any committees or any other appointed position for the Association for three (3) years from the date of removal. The subject Director will have 14 days' notice of violation, which may be extended at the discretion of the Board. Notice may be by email, U.S. Mail, hand delivery, or similar process. The subject Director will have the right to request a formal meeting to present his/her response to the Board, and the Board Attorney must be present during the entire removal process. The Board may suspend a Director pending a hearing under this paragraph by a vote of majority of the Board.

SECTION 5.5. VACANCIES. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of all the remaining Directors, though less than a quorum of the Board. A Director appointed to fill a vacancy shall serve out the term of the person he/she is replacing.

SECTION 5.6. STATED MEETINGS. Within thirty (30) days of the Organizational Meeting, the Board shall cause Publication of a Stated Meeting Calendar. The Board of Directors shall hold one scheduled Stated Meeting per month on the fourth Thursday of each month at 5:00 p.m. unless otherwise indicated in the Stated Meeting Calendar or the Board may, by Resolution adopted by vote of a majority of the whole Board, from time to time, appoint another time for the Stated meeting. Such Stated meetings shall be held at the time and place so appointed without giving special notice with regard thereto.

SECTION 5.7. STATED MEETING AGENDA. Except for emergency or urgent situations, Stated meeting agendas shall be prepared and made available to the membership in the Member's section of the LFPOA website three (3) days prior to the meeting date.

SECTION 5.8. SPECIAL MEETINGS OF THE BOARD. Special Meetings of the Board of Directors shall be held whenever called by the President, Vice President, or by any two of the Directors. The business conducted at a Special Meeting of the Board shall be limited to that stated in the notice of the meeting unless unanimously consented to by all the Directors either before, during, or after the Special Meeting.

SECTION 5.9. NOTICE OF SPECIAL MEETINGS. Notice of any Special Meeting of Directors shall be given not later than the third day before the day on which the meeting is to be held. Notice shall be by personal delivery in writing, by telephone, or by email to each Director at the last known email address of the Director. If the President and Secretary refuse or fail to give notice of a Special meeting on the written request of two Directors, the notice of the same may be given by any two Directors.

SECTION 5.10. WAIVER OF NOTICE. Notice of any meeting of the Board need not be given to any Director who waives notice in writing; and any meeting of the Board of Directors may be held without notice if all Directors shall be present thereat or give a written waiver of notice. Any Director may waive notice of any meeting of the Board before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 5.11. QUORUM. A quorum shall consist of fifty percent (50 %) or more of the whole number of sitting Directors, present in person, for the transaction of business, except as otherwise required by law. If a quorum is present when the meeting is convened, the Directors present may continue to do business, acting by a vote of a majority of a regular quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum present or due to the failure or refusal of any Director present to vote. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 5.12. ACTION WITHOUT A MEETING. Where a time-sensitive decision of the Board is necessary, Board members may be reached by telephone, email, or by any other expedient means necessary, and the Board may transact business and make necessary decisions if agreed to by all incumbent Board members. Normal notice requirements are waived by the members of the Board in this event. However, decisions made in such situations shall be addressed at the next Stated Board Meeting in the usual order of business with proper notations in the minutes of said meeting to preserve the records and minutes of the Board.

SECTION 5.13. PRESUMPTION OF ASSENT. A Director of the Association who is present at a meeting of the Board at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his dissent is made at the time and the dissent shall be entered in the minutes of the meeting. Such right to dissent after the action shall not apply to the Director who voted in favor of such action or abstained.

SECTION 5.14. ORGANIZATIONAL MEETING & BOARD DOCUMENTS. The Board of Directors shall meet as soon as practicable after each annual meeting of the Members for the purpose of organization and transaction of other business. The Organizational meeting is initially chaired by the current President until a new President is elected who shall then preside over the remainder of the proceedings. Notice of such meeting will be given as provided for Special Meetings of the Board, or in a written consent and waiver of notice thereof signed by all Directors. As an order of business at this meeting, all incumbent sitting Directors shall re-execute the "Board Documents," consisting of the Code of Ethics, Rules of Conduct, and Conflict-of-Interest policy documents. The originals of said signed documents shall be delivered by the Secretary to the General Manager and secured by the General Manager.

SECTION 5.15. COMMITTEES. The Board of Directors may by Resolution designate Board committees. Each committee shall be chaired by a Director as appointed by the President. The Chair of each committee shall nominate Association Members to serve, subject to approval of the Board. The Chair of such committees shall periodically (or as otherwise required by the Board) report on its progress and proceedings in writing at the Stated Board meetings. The purpose, procedure, and rules governing any committee designated as provided in this Section shall be determined by the Board.

SECTION 5.16. ANNOUNCEMENT OF COMMITTEES. Subject to these Bylaws, each year following the Annual Meeting and at or before the May Stated Meeting of the Board of Directors, the Board of Directors shall consider and adopt a resolution announcing the established committees and said resolution shall include the title of each committee, the names of each committee member, and the names of the committee chairs. Committees may designate a Vice Chairperson who shall serve as Chairperson in the absence of the Chair.

SECTION 5.17. COMMITTEE CHAIRPERSON. The committee Chairperson of every committee (standing committees, special or ad hoc committees, and otherwise) shall preside over all meetings of their respective committee, and facilitate discussion, deliberations, and decisions of the

committee. The Chairperson will be responsible for scheduling, following the pre-planned agenda, and assuring the complete agenda is covered, as well as covering any new business brought before the committee that is accepted by the Chair as germane to the committee's role and is timely with respect to the agenda. The Chairperson shall determine when all business is complete.

SECTION 5.18. COMMITTEE DECISIONS. All committees should function on a consensus basis and be open to the thoughts and opinions of fellow committee members. The Chairperson shall facilitate discussion of matters before the committee. Decisions of a committee shall be made by majority vote of its members present at the meeting at which a quorum is present.

SECTION 5.19. QUORUM. A majority of committee members present in person shall constitute a quorum of a committee. Members of committees may participate in a meeting of such committee by means of a conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

SECTION 5.20. NOTICE OF MEETINGS. The Chairperson shall determine the time and location of meetings but shall take reasonable steps to coordinate a time and place for meetings that is acceptable to committee members. It is encouraged that a standard time be set for recurring committee meetings (such as the 1st Wednesday of the month, or similar designation) and a standard meeting location (such as the 19th Hole).

SECTION 5.21. COMMITTEE MEETING MINUTES. Committee Chairpersons shall ensure that summary meeting minutes indicating decisions of the committee are prepared and signed by the Chairperson. The written record of meetings shall contain the date and time of the meeting, the attendance at the meeting, and any decisions made by the committee. The signed meeting minutes of the committees shall be included in the Board members' packet for Board work sessions and the Stated Meeting.

SECTION 5.22. COMMITTEE RECOMMENDATIONS. The Committee Chairperson shall be responsible for submitting any matter or recommendation that is going to require a vote of the Board to the Board of Directors at least seven (7) days prior to an expected vote of the Board. The only exceptions to this requirement are actions designated as an "Emergency" by vote of a majority of the Board of Directors. Additionally, any committee member, before taking an active role in working directly with an engineering firm, consultant, or contractor, on specific LFPOA business, shall get the approval for such role by a majority vote of the Board of Directors.

SECTION 5.23. COMMITTEE COMMUNICATIONS. The Chairperson of any committee shall be responsible for obtaining Board approval of decisions by the committee that involve the potential expenditure of LFPOA funds, any potential revision and/or recension of the LFPOA governing documents, any potential changes to previously established operating conditions of the LFPOA, and potential communications intended for the general public. In this context, communications mean information transmitted in news releases to the press, interviews to be given with the press, or any form of information to be provided to non-LFPOA members (i.e. the general public). This communication requirement does not apply to responding to questions posed by the membership of the LFPOA that has been delegated to the Communication Committee and/or Management by Board of Directors. Nor does this requirement apply to responses by Board members to questions by the membership given as their personal opinion and not the official position of LFPOA. Official publications of the LFPOA, such as the Digital Newsletter and e-blasts, are also not subject to this restriction but shall require approval by the Chairperson of the committee that has jurisdiction over the subject matter (example: a communication of potential change in architectural guidelines shall be approved by the Chairman of the ARC). If there are potential legal issues that may be involved in the information which may impact the interest of LFPOA,

the various committees of the Board, the Management Company, and/or membership of the Board, the Board shall consult with the corporate attorney prior to dissemination.

Notwithstanding the above, the Resolution establishing committees of the Board shall, however, include three standing committees: the Architectural Committee, the Finance Committee, and the Election Committee. The composition of the Architectural Committee is subject to Article VI of the Declaration, as amended. The Finance Committee is a standing committee whose members are Directors. The Election Committee is a standing committee consisting of three or more Board members, one of whom shall be appointed as Chair by the Board.

ARTICLE VI — OFFICERS

SECTION 6.1. THE OFFICERS. The Officers of the Association shall be a President, Vice-President, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors from among the Board's members. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board. Except as is provided in the Articles or statutes to the contrary, two or more offices may be held by the same person.

SECTION 6.2. ELECTION AND TERM OF OFFICE. The Officers of the Association shall be elected annually by the Board of Directors at the Organizational meeting of the Board. If the election of an officer shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be accomplished. Each officer shall hold office for a term of one (1) year and until a successor of said officer shall have been elected and qualified. Nothing herein shall prohibit any officer from serving successive and multiple terms of office.

SECTION 6.3. REMOVAL. An officer may be removed by the vote of a supermajority of the Board at any time, with or without cause, whenever in its judgment the best interests of the Association will be served thereby.

SECTION 6.4. VACANCIES. A vacancy in any office because of death, resignation, removal disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.5. PRESIDENT. The President shall be the principal executive officer of the Association and shall, subject to the control of the Board of Directors, in general supervise and control all business and affairs of the Association. The President shall, when present, preside at all meetings of the Members and of the Board. He may sign, with the Secretary or any other proper officer of the Association thereunto authorized by the Board, mortgages, bonds, contracts, or other instruments which the Board has approved, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise signed or executed; and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6.6. VICE-PRESIDENT. In the absence of the President or in the event of his death, inability, or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions as the President. The Vice-President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6.7. THE SECRETARY. The Secretary shall, with the assistance of Management; (a) keep the minutes of the meetings of the Members and the Board of Directors in one or more books provided for that purpose; (b) see that all notices and Publications are duly given in accordance with the provisions

of these Bylaws or as required by law; (c) be the custodian of the corporate records and of the seal of the Association; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member and (e) in general perform all of the duties incidents to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.

SECTION 6.8. THE TREASURER. The Treasurer shall, with the assistance of management; (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for money due and payable to the Association from any source whatsoever and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incidents to the office of Treasurer and such other duties as from time to time may be assigned to him by the President and the Board of Directors.

SECTION 6.9. ASSISTANT OFFICERS. Assistant Vice Presidents, Assistant Treasurers, and Assistant Secretaries, in general, shall have such powers and shall perform such duties as assigned by the Board of Directors. Assistant officers need not be directors but must be Members in Good Standing.

ARTICLE VII — CONDUCT OF MEETINGS, PARLIAMENTARY RULES

SECTION 7.1. SERGEANT-AT-ARMS. The Board of Directors may appoint a Sergeant-at-Arms who shall have the duty and authority to maintain order and decorum at all Member meetings and meetings of the Board. The Sergeant-at-Arms shall perform such related duties whether set by the Association or by the parliamentary procedures delegated for the conduct of said meetings.

SECTION 7.2. PARLIAMENTARY RULES. All meetings of the Association's Board or Members shall be conducted in accordance with these Bylaws. Procedural questions at meetings that are not covered by these bylaws shall be governed by the procedures set out in the newly revised twelfth (12th) edition of *Robert's Rules of Order*, or such other edition established by resolution of the Board as new editions are published. The President shall preside at the meetings and maintain order.

SECTION 7.3. CONDUCT OF MEETINGS. Maintaining order at meetings is necessary to conduct business. Conduct of members at all official Association meetings—Member meetings and Board meetings—shall be in accordance with the Bylaws and the House and Ground Rules. Members are required to comply with the applicable rules for conduct as set out in the applicable documents. In the event a member engages in acts that are disruptive to the good order of the meeting, or makes comments that are inflammatory, insulting, personal attacks, or otherwise cause the good order of the meeting to be compromised, the Chair, or a majority of the Board, shall call the member out of order and may have the member removed from the meeting, may adjourn the meeting until such time as the meeting can be held without disruption, and/or may take such other actions under the House and Ground Rules as appropriate in the discretion of the Chair or a majority of the Board. The Board may suspend a member's ability to attend meetings for a reasonable period of time for repeated violations, or when the safety of persons or property is reasonably at risk.

ARTICLE VIII — MISCELLANEOUS

SECTION 8.1. CONTRACTS. The Board may authorize any officer or agent to enter into any contract or executed and delivered any instrument in the name of and behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 8.2. CHECKS, DRAFTS. All checks, drafts, negotiable instruments, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by such officer(s) or agent(s) of the Association and in such manner, as shall from time to time be determined by Resolution (whether general or special) of the Board of Directors.

SECTION 8.3. CORPORATE SEAL. The Corporate Seal shall contain the name of the Association and the words "Corporate Seal." Said Seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced, inscribed, or otherwise.

SECTION 8.4. SURETY BONDS. Such Directors, officers, or agents of the Association as the Board of Directors may direct from time to time shall be bonded for the faithful performance of their duties, in such amounts and by such surety companies as the Board may determine. The premiums on such bonds shall be paid by the Association and the bonds so furnished shall be in the custody of the General Manager or such other person as determined by a resolution of the Board.

SECTION 8.5. MEMBERSHIP CERTIFICATES OR CARDS. The Board of Directors may authorize the issuance of certificates or cards to Members in Good Standing of the Association evidencing such membership or may appoint Management this duty.

SECTION 8.6. BORROWING MONEY. The Board of Directors shall not have any authority to incur debt in an amount in excess of \$100,000.00 in a fiscal year secured by Association property or on open account, without the approval of a majority of the membership present or represented by proxy at a duly called membership meeting. This limitation shall not apply to renewal, refinancing or extensions of existing loans.

SECTION 8.7. WAIVER OF NOTICE. Whenever any notice is required to be given to any Member or Director of the Association under the provisions of these Bylaws, the Articles of Incorporation, the Declaration, or under the provisions of the Constitution of Alabama or the Alabama Nonprofit Corporation Law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 8.8. INDEMNIFICATION. (a) This 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 claim, action, suit or proceeding, whether civil, criminal, administrative, or investigative, including appeals (other than an action by or in the right of the Association), by reason of the fact that the person is or was a director, officer, employee, agent or attorney of the Association, or is or was serving at the request of the Association in such capacity(ies) for another corporation or joint venture against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in good faith and in a manner the person 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 that this conduct was unlawful. (b) This 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 claim, action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person 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 or joint venture against expense (including attorney's 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 he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. (c) Any indemnification under subsections (a) and (b) — 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 the person has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, nor who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs or does not determine, by independent legal counsel in a written opinion, or (3) if not made in the instance provided for in (1) or (2) above, by the Members, or (4) if not made in the instance provided by (1), (2) or (3), by mediation which must be attended in good faith by all parties. (d) Expenses (including attorney’s fees) incurred in defending a civil or criminal claim, action, suit or proceeding when authorized in the manner provided in subsection (c) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amounts if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this section. (e) The indemnification provided for herein shall not be deemed exclusive of and shall be in addition to any other rights (whether created prior or subsequent to the adoption of the Bylaws) to which those indemnified may be entitled under any statute, rule of law, provision of the Declaration, Articles, Bylaws, an agreement, vote of Members or disinterested Directors, or otherwise both as to action in such person’s official capacity and as to action in another capacity while holding such position and shall continue as to a person who had ceased to be a director, officer, employee, agent or attorney of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 8.9. AMENDMENTS. Any amendment to the Bylaws, consistent with any provision of the Articles of Incorporation or any provision of law, may be adopted by a vote of a majority of the entire Board of Directors at any meeting thereof. The notice of any such meeting shall include the form of the proposed amendment or a summary thereof. Any proposed amendment to the Bylaws of the Association shall be presented to the Board of Directors. Upon approval for consideration by a majority of the Board, Publication of the proposed amendment shall be made to the members at least thirty (30) calendar days prior to a vote of the Board after which the Board may adopt all or part of the proposed amendment.

IN WITNESS WHEREOF, the Board of Directors of the Lake Forest Property Owners Association, Inc. have approved these Amended and Restated Bylaws and have caused their duly authorized officers to certify the adoption thereof on this the 28 day of October, A.D. 2024.

Lake Forest Property Owners Association, Inc.

By: Byrian L. Ramsey
Dr. Byrian Ramsey, Its President

Attest:

By: Charlotte Graham
Charlotte Graham, Its Secretary

STATE OF ALABAMA

COUNTY OF BALDWIN

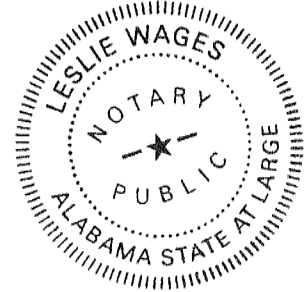
I, the undersigned, a Notary Public in and for Baldwin County, in the State of Alabama, hereby certify that Dr. Byrian Ramsey, as President of Lake Forest Property Owners Association, Inc. and Charlotte Graham, as Secretary of Lake Forest Property Owners Association, Inc., whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument as approved restated and amended Bylaws, executed the same voluntarily on the day the same bears date as such officer and with full authority.

Given under my hand and official seal on this the 28th day of October, A.D. 2024.



Notary Public

My Commission Expires: 5-15-27



Document prepared, based on information provided by the Association, by:
Patrick Collins, LLC
Attorney at Law
PO Box 3062
Daphne, AL 36526
(251) 445-5849

Bylaws: August 22, 2024