



**LAKE FOREST PROPERTY OWNERS ASSOCIATION, INC.
BY-LAWS (CORRECTED)**

OCTOBER, 2019

**ARTICLE I
PURPOSE**

Lake Forest Property Owners Association, Inc., an Alabama nonprofit corporation, herein referred to as “the Corporation”, shall conduct affairs for the mutual benefit of the membership hereof and for the civic improvement, operation, maintenance, management, ownership, buying, selling and handling of the common facilities of Lake Forest.

**ARTICLE II
MEMBERSHIP**

Section 2.1. **Persons Who Shall Be Members:** The membership of the Corporation shall consist of two classes of members: the first class of which shall be called Full Voting Members; the second class of which shall be called Associate Members.

The Full Voting 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 same either prior to or after July 1, 1971, and who make application to and are approved by the Board of Directors of the Corporation as such members; the transferee of a lot of an eligible former Full Voting Member in good standing and Lake Forest, Inc., or its successors.

For the purpose of Full Voting 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 and Restrictions, as amended.

The Associate Members of the Corporation shall consist of those persons who were former members of the Lake Forest Country Club and whose names are attached to the Articles of Incorporation of the Lake Forest Property Owners Association, Inc., as Exhibit A., or who have purchased “Old Lake Forest” property, including membership, from such an individual. The Associate Membership of those persons named on said Exhibit A, who did not as of May 1, 1971, own a lot in the Lake Forest development, shall terminate upon death of both member and his spouse. Unless converted to a Full Voting Membership, the Associate Membership of any person named on said Exhibit A who did, as of May 1, 1971, own a lot in the Lake Forest development shall also terminate upon the death of said Associate Member and his spouse; provided however, such Associate Member (who did, as of May 1, 1971, own a lot in the Lake Forest Development) may transfer his Associate Membership to the next purchaser of his lot, but such membership shall then terminate upon the death of said purchaser and his spouse, unless converted to a Full Voting Membership. The Associate Membership of the Associate Member who did, as of May 1, 1971, own a lot in the Lake Forest development may be converted to Full Voting Membership by complying with the rules for such conversion as may from time to time be established by the Board of Directors. Except for such one time transfer by an Associate Member who did, as of May 1, 1971, own a lot in Lake Forest development, Associate Membership shall be non-transferable.

The Board of Directors may from time to time create additional classes of non-voting members.

In the event a lot is purchased by a corporation, the corporation must immediately designate an individual who will be the club member. This individual must go through the process of applying through the membership committee. When approved, this member must then sign a notarized statement that he will be responsible for dues, charges, assessments including interest on such charges, assessments, collection costs and attorney's fees.

If any affiliation change occurs, both the member and the corporation will immediately notify the club. The corporation will then designate a new member and the same procedure must be followed.

Section 2.2. Full Voting Membership Inseparable Appurtenant to Lot or Lots Owned or Being Purchased. Full Voting Memberships shall be inseparable appurtenant to and run with the particular lot or land owned in the Lake Forest development. Upon the transfer by a member of this lot in the Lake Forest development (or upon the death of a member), the membership of the transferor (decedent) shall cease to exist and the transferee (heir or devise) shall automatically become a Full Voting Member. No Full Voting Membership may be conveyed or transferred in any other manner whatsoever.

Section 2.3. No Full Voting Member May Withdraw Except by Transfer of Title. No full Voting 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 or by resignation of membership in accordance with the provisions of the Declarations of Restrictions, Conditions, Easements, Covenant Agreements, Liens and Charges of Lake Forest Inc., and Amendments.

Section 2.4. Dues, Charges and Assessments. Members of the Association shall be obligated to pay dues, charges and assessments imposed by the Association. Prior to a vote, thirty days' notice 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) assessment annually by a majority vote of the entire Board of Directors. 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 ballot at a meeting at which the vote shall be taken.

Section 2.5. Conduct. Any member may be denied one or more privileges of membership in the Corporation including the right to vote, use of facilities, attendance of meetings of members or the Board (or any committee), and other membership rights, for failure to pay fees, dues or other charges or 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 Lake Forest Property Owners Association, Inc. A member who may have been denied any privileges of membership shall have the right to have such denial reviewed by the Board of Directors upon written request to the President of the Association. During any such period of privilege denial, basic dues shall remain chargeable; however, usage fee, if previously paid on an annual or periodic basis, shall be forgiven during the period of such denial. [Amended 12/19/2019]

Privileges. For purposes of these Bylaws, a member is in "good standing" if the member is current for payment of all dues, charges and assessments, 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. [Amended 10/24/2019]

Section 2.6. **Transfer of Membership.** In the event subject property is sold, it shall be the responsibility of both the buyer and seller to provide the Association the following: copy of deed, date property is to be transferred, and any and all further information required by the Association regarding the sale and the new owner.

In the event subject property is leased, the delegating member must give prior written notice to the Lake Forest Property Owners' 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. **Confidentiality:** Recording Devices Prohibited at Board Meetings; Violation of Rules to Publish or Release to Non-Members the Corporation's Financial Statements, the Agenda for and Minutes of any Board Meeting, or Any Recording of a Board Meeting.

The Board determines that the recording by Members of meetings of the Board or of any committees designated by the Board are disruptive to the order of meetings, chill the free and open discussion by Members of matters on the Board's agenda, and encourage grandstanding by Members with their own agendas. To address these problems, to assure the reasonable confidentiality of matters discussed at meetings, and to protect the privacy of the Members and their families, the Board prohibits the recording of meetings by any means and in any manner.

To aid in accomplishing this proscription, the following recording devices and aides are strictly prohibited: tape recorders, Dictaphones, laptops, iPhones, iPads, Android devices, tablet, two-way radios, cameras (including those with interchangeable/detachable lens or external flash), personal computers, audio/visual recording devices including but not limited to Google Glass, Spectacles, GoPro, and any other visual, voice or sound/audio recording devices.

As a further protection against a breach of confidentiality or a publication of proprietary financial materials, a Member violates these Rules if he or she divulges, disseminates or otherwise publishes to a non-member, all or any of the Corporation's financial statements, any agenda for a Board meeting, any minutes of Board or committee meetings, or any recording of such a meeting, including by prohibited means, by stenographic means or by means intended to produce verbatim accounts of such meetings.

The release of such prohibited materials, or information therefrom, to non-members is a violation whether such information or materials are given directly to a non-member or by means of technology, including but not limited to microblogs such as Twitter, social media websites such as Facebook, text messaging, instant messaging, video- or audio- sharing sites, podcasts and the like. [Amended 10/24/2019]

ARTICLE III
MEMBERSHIP MEETINGS

Section 3.1. **Annual Meeting.** The annual meeting of the members of the Corporation shall be held on the fourth Thursday of March of each year, or, if such day shall be a legal holiday, at such time as shall be stated in the notice of such meeting, for the election of directors (then due to be elected} and for transaction of such other business as may come before the meeting; provided the failure to hold such annual meeting shall not work a dissolution of the Corporation. Any business voted on at the meeting must have been presented to the entire membership at least 30 days prior in the notice of the meeting. [Amended 9/3/2019]

Section 3.2. **Special Meetings.** A special meeting of the members of the Corporation may be called at any time by the Board of Directors, the President, Vice-President, or by persons holding at least twenty-five percent (25%) of the votes eligible to be case in any such meeting, except as otherwise provided by statute or in the Article of Incorporation or any amendment thereto.

Section 3.3. **Place of Meeting.** All meetings of the members of the Corporation shall be held in Baldwin County, Alabama, or at such other place, within the State of Alabama, as may be fixed from time to time by the Board of Directors.

Section 3.4. **Notice of Meeting.** Except as otherwise required by statute or bylaws, notice of each meeting of the members, whether annual or stated, shall be given at least thirty (30) days before the day on which the meeting is to be held. Notice may be given by email at the last known email address of the member. Written notice of said meeting shall be deemed completed by mailing a copy of the Lake Forester, or similar publication, containing a written notification of said meeting to the last known address of the member.

Section 3.5. **Waivers, etc.** Anything herein contained to the contrary notwithstanding, notice of any meeting of the members of the Corporation shall not be required as to any member who shall attend such meeting in person or by proxy; and, if any member of the Corporation shall, in person, or by attorney duly authorize, waive notice of any meeting, whether before or after such meeting, notice thereof shall not be required as to him.

Section 3.6. **Rules of Meetings.** All meetings of the membership 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 Eleventh Edition of "Roberts Rules of Order." The President shall preside at the meetings and maintain order. [Amended 10/24/2019]

Section 3.7. **Maintaining Order for the Conduct of Business.** Maintaining order at meetings is necessary to conduct business. Conduct of members at all official Corporation meetings shall be in accordance with the Bylaws and the Corporation' s 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. [Amended 10/24/2019]

ARTICLE IV ELECTIONS

Section 4.1. **Nominating Committee.** The Board of Directors shall appoint a Nominating Committee consisting of a Chairman, who is a member of the Board, and two additional members of the Board. The purpose of this committee is to verify that the candidates are resident members in good standing. The Nominating Committee shall be responsible for a final screening of candidates for election to the Board. All candidates must be resident property owners, and current on all dues, fees, and assessments and have no ongoing architectural violations.

Section 4.2 **Nomination and Qualifications of Directors.** All candidates for election to the Board of Directors shall submit their names and qualifications to the Office of the Lake Forest Property Owners Association before the deadline for candidate submissions as established by the Board. Candidates for the Board, by submission of their names for election, agree to comply with Section 6.5 (Organization Meeting). The Board by majority vote may name additional nominees of its choice and endorse nominees otherwise selected.

The Lake Forest Property Owners Association office shall publish the resumes of every candidate for election to the Board in the Lake Forester or by similar means of publication.

Section 4.3. **Elections.** The Board shall appoint an Election Committee which may be any number of Board members designated by the Board of Directors. The Election Committee, which shall consist of a minimum of three Board of Directors members, shall be charged with conducting the annual election of directors and other votes as deemed necessary by the Board. Said Election Committee shall serve at the pleasure of the Board and will continue until removed or replaced by the Board in its discretion.

The Election Committee shall review and supervise procedures and protocol for the fair and accurate handling of the election, said procedures and protocol having already been established by the Board of Directors. Established procedures and protocol shall include, but are not limited to, the verification of the updated mailings list, the preparation of ballots, the mailing of ballots, the processes for handling ballots which are returned by the postal service as undeliverable, for replacement ballots when a voting member claims the official ballot was lost or destroyed, and collecting, securing, and tallying of ballots. Any recommendations for changes to the established procedures and protocol shall be submitted to the full Board for consideration.

Section 4.4. **Election of Directors.** When Directors are to be elected at the annual meeting of the Association, the Election Committee shall have official written ballots prepared. A minimum of thirty-one (31) days prior to the annual meeting, the Association office shall mail to each member in good standing a number nine (#9) envelope with the office address as the address, and in the return address that of the member sending the ballot. Underneath the return address will be a signature line. A ballot envelope, the ballot, and instructions will also be included.

The instruction will direct the member to vote their ballot, place the ballot in the ballot envelope, place the ballot envelope in the #9 envelope and either mail the #9 envelope to the address (the Association Office), deliver it to the Association office, or bring it to the annual meeting, at which it must be submitted no later than ten minutes after the meeting has been adjourned.

The day after the annual meeting the staff, with authorized candidate representatives permitted, will verify the #9 envelope of each voter. If the #9 envelope is verified as a member in good standing, the envelope will be opened, and the voting envelope, with no other identification, will be placed in a box, opened, and counted at the same time.

Ballots must follow the instructions to be considered valid. Ballots shall not be removed from the counting site and shall be retained for a minimum of 90 days.

Any authorized representatives of candidates who are present during the tabulation may watch but shall not interfere with the process.

Section 4.5. Eligible Members Entitled to Vote. At least sixty (60) days prior to the annual meeting, under the direction of the General Manager of the Association, a complete list of eligible members entitled to vote shall be prepared by the Lake Forest Property Owners Association staff. Such list shall be arranged in alphabetical order with the residence of each member shown by postal mailing address unit and lot number of each full membership lot(s) owned and member's 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 annual 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 the residents for purposes of verifying voting status.

Section 4.6. Quorum. At all meetings of the members of the Corporation (except as otherwise provided by statute or by the Articles of Incorporation) the presence, in person or by member ballots received, of persons holding at least five percent (5%) of the total votes eligible to be case 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.

Directors.

Section 4.7. Voting. Each Full Voting Member shall be entitled to one vote for each lot owned for which dues, charges, initiation fee, and assessment are current, for the election of each member of the Board of Directors and one vote for each and every other action which may require vote of the membership of the Corporation. Only one ballot shall be issued per lot whether owned individually, jointly, or otherwise. (Amended 5/16/2019)

Section 4.8. Securing and Counting Votes. Votes in any election shall be collected, secured, and counted by a method recommended by the Election Committee and approved by the Board of Directors.

Section 4.9. Ineligible Member (No Vote). Only members in good standing shall be eligible to participate in meetings of the Board, to vote for or to be elected to the Board of Directors, or be appointed to any committee. Financial delinquencies may be cleared in the Office of the Association up to 2:00 p.m. on the last day the Office is open before the meeting. [Amended 10/24/2019]

ARTICLE V OFFICERS

Section 5.1 Officers of Corporation. The Board of Directors of the Corporation shall elect from its membership the officers of the Corporation. At any election the person receiving the greatest number of votes for any particular office shall be elected.

Section 5.2. The Elected Officers. The elected officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also from time to time appoint such

other officers as it shall deem necessary including one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers who shall hold office for such terms as shall be determined by the Board of Directors and shall exercise such powers and perform such duties as shall be determined from time to time, by the Board of Directors. One or more offices may be held by the same person, except that the offices of President and Secretary shall not be held by the same person.

Section 5.3. **President.** The president shall be a Director and the general executive and administrative officer of the Corporation, subject to the authority and policy guidance of the Board of Directors. He shall preside, when present, at all meetings of the members and of the Board of Directors. He shall have the authority to execute bonds, deeds and contracts in the name of the Corporation, following specific approval of the Board of Directors, and to affix the Corporate Seal thereto; and to exercise other functions usually appertenant to the office of President of the Corporation.

Section 5.4. **Vice President.** The Vice President shall be a Director and shall perform all such duties and services as shall be assigned to or required by him from time to time by the Board of Directors or the President, respectively, and unless authority be expressly limited, shall act in the place of the President, exercising all his powers and performing his duties, during his absence or disability.

Section 5.5. **Secretary.** The Secretary shall attend to giving of notice of all meetings of the members and of the Board of Directors and shall keep and attest true records of all proceedings thereat. He shall have charge of the Corporate Seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall keep an account of all books, documents, papers and records of the Corporation. He shall have authority to sign membership certificates, and shall generally perform all duties usually appertaining to the office of Secretary of the Corporation.

Section 5.6. **Treasurer.** The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in and with such depositories as the Board of Directors shall, from time to time, direct. He shall have the power to endorse for deposit or collection, or otherwise, all checks, drafts, notes, bills of exchange or other commercial paper payable to the Corporation, and to give proper receipts or discharges therefor. He shall keep all books of account relating to the business of the Corporation, and shall render a statement of the Corporations financial condition whenever required to do so by the Board of Directors or the President.

Section 5.7. **Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries.** Assistant Vice Presidents, Assistant Treasurers and Assistant Secretaries, in general, shall have such powers and shall perform such duties as shall be assigned by the Board of Directors.

Section. 5.8. **Sergeant-at-Arms.** The Sergeant-at-Arms shall have the duty and authority to maintain order and decorum at all meetings of the membership and the Board of Directors. He shall have the discretion to enforce applicable rules and regulations governing such meetings, whether set by the Association or by the parliamentary procedures delegated for the conducting of said meetings.

Section 5.9. **Additional Powers and Duties.** In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such duties and exercise such further powers as may be provided in the By-laws or as the Board of Directors may, from time to time, determine or as may be assigned to them by the competent superior officer.

Section 5.10. **Term of Office.** The officers of the Corporation elected at the first annual meeting of members of the Board of Directors shall hold office as long as the Board members shall elect them to serve but no longer than their respective term as a member of the Board of Directors.

Section 5.11. **Removal of Officer.** An officer of the Corporation shall not be removed from office except for cause. In order to remove an officer from office for cause, a special meeting of the Board of Directors must be called for that purpose and at such a meeting a majority of the Board of Directors of the Corporation must vote for such removal. (For definition of “cause”, see Section 6.11. Removal of Directors).

Section 5.12. **Vacancies.** If any vacancy occurs in any office, the Board of Directors shall elect a successor.

Section 5.13. **Compensation.** The Directors and Officers of the Corporation shall serve without compensation. This does not preclude remuneration for expenses incurred on the Association’s behalf after Board of Directors’ approval.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. **Composition.** The Board of Directors of the Corporation shall consist of seven members who shall be Full Voting Members of the Corporation, in good standing, and shall be elected by the members of the Corporation at the annual meeting of the membership.

Section 6.2. **Term of Office.** The term of office for Directors shall be for a five-year period, commencing with their election at the Annual Meeting of the members. Any Director appointed to fill a vacancy on the Board of Directors shall serve until the next Annual Meeting of the Association, at which time that Director may be elected to serve a full term of five years without restrictions. Any director may serve consecutive five-year terms.

Section 6.3. **Powers.** The powers of the Corporation shall be vested in and exercised by or under the authority of its Board of Directors to the full extent allowed by Law.

Section 6.4 **Borrowing Money.** The Board of Directors shall not have any authority to incur cumulative debt in any amount in excess of \$100,000.00 secured by Association property or on open account, without the approval of a majority of the membership present, in person or by proxy, at a duly called membership meeting. This limitation shall not apply to renewal, refinancing or extensions of existing loans. (Amended 5/16/2019)

Section 6.5. **Organization Meeting.** The Board of Directors shall meet as soon as practicable after each annual meeting of the members at the place where such meetings shall be held, for the purpose of organization and transaction of other business. The organizational meeting shall be 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 specified in a notice given as hereinafter provided for special meetings of the Board of Directors or in a consent and waiver of notice thereof, signed by all Directors. Further as an Order of Business at this meeting the Board shall adopt Rules of Conduct, a Confidentiality Agreement, and a Conflict of Interest policy, reflected in separate documents, which newly elected members of the Board of Directors shall be required to sign at said meeting. The originals of said signed documents shall be secured by the General Manager.

Section 6.6. **Stated Meetings.** The Board of Directors shall hold one scheduled meeting per month on the Fourth Thursday of each month at 7:00 p.m. The Board of Directors may, by resolution adopted by vote of a majority of the whole board, from time to time, appoint the time and place of the holding of these meetings of the Board. Such stated meetings shall be held at the time and place so appointed without giving special notice with regard thereto. In case the day appointed for the stated meeting shall fall on a legal holiday such meeting shall be held on the next following day, not a legal holiday at the regular appointed hour. [Amended 9/3/2019]

Section 6.7. **Stated Meeting Agendas.** Except for valid emergency situations, Agendas shall be prepared and made available to the membership (3) days prior to the meeting date.

Section 6.8. **Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President, Vice President or by any two of the directors. Notice of such meeting shall be emailed to each director at the director's last known email address, not later than three days before the day on which the meeting is to be held, or by telephone, not later than the day before the day on which the meeting is to be held. Notice of any meeting of the Board need not be given, however, to any director, if waived by him in writing; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all members shall be present thereat. Any director may waive notice of any meeting of the Board of Directors before or after such meeting. Except as otherwise provided in the By-laws or as may be indicated in the notice thereof, any and all business may be transacted at any special meeting of the Board of Directors.

In any emergency situation where a decision of the Board is necessary, Board members may be reached by telephone, email, or by any other expedient means and, having reached a quorum, Board members may transact business and make necessary decisions by conference call, email, or by other means necessary. Normal notice requirements may be waived by the members of the Board in this event. However, decisions made in emergency situations shall be addressed and ratified 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 6.9. **Quorum and Manner of Action** Except as herein otherwise provided, fifty percent (50 %) or more of the whole Board of Directors, present in person, shall constitute a quorum for the transaction of business; and, except as otherwise required by statute, or by the By-laws, an act of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Section 6.10. **Conduct of Meetings.** All meetings of the Board 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 10th Edition of "Roberts Rules of Order," The President shall preside at the meetings and maintain order.

Section 6.11. **Removal of Directors.** A director of the Corporation shall not be removed from office except for cause. Cause shall include, but not be limited to, violations of the Code of Conduct, violations of the Confidentiality Agreement, violations of the Code of Ethics, conflicts of interest with the duties and responsibilities of the position as a member of the Board of Directors, and conduct in the community that is adverse to the best interests of the Lake Forest Property Owners Association. In order to remove a director from office for cause, such action shall be taken by a supermajority of the whole Board of 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 under discussion, the Board may convene an Executive Session during such proceedings.

Section 6.12. **Vacancies.** If any vacancy occurs on the Board of Directors, the Board of Directors may appoint a successor.

ARTICLE VII
MISCELLEANOUS

Section 7.1. **Indemnification of Officers, Directors, Employees and Agents.** (a) This corporation 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 Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of 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 he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that this conduct was unlawful.(b) This Corporation 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 Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation 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 Corporation 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 Corporation 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 indemnify for such expenses which such court shall deem proper. (c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) or in defense of any claim, issue or matter therein, this Corporation shall indemnify such person against expenses (including attorney's fees) actually and reasonably incurred by him in connection herewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding. (d) Any indemnification under subsections (a) and (b) — unless ordered by a court — shall be made by the Corporation 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 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 or 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, 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 stockholders. (e) 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 (d) 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 Corporation as authorized in this section. (f) 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 Article of the By-laws) to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, By-laws, agreement, vote of stockholders or disinterested directors, 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 had ceased to be a director, officer, employee or agent and shall endure to the benefit of the heirs, executors and administrators of such person.

Section 7.2. **Surety Bonds.** Such officers or agents of the Corporation 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 of Directors may determine. The premiums on such bonds shall be paid by the Corporation, and the bonds so furnished shall be in the custody of the President.

Section 7.3. **Seal.** The Corporate Seal shall be circular and in the form affixed hereto. Said Seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 7.4. **Membership Certificates.** The Board of Directors may authorize the issuance of certificates to the members of the Corporation evidencing such membership.

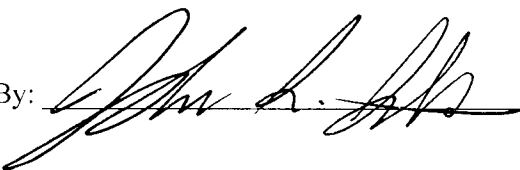
Section 7.5. **Signature of Negotiable Instruments.** All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as, from time to time, may be prescribed by resolution (whether general or special) of the Board of Directors.

Section 7.6. **Amendments.** Any amendment to the bylaws, not inconsistent with any provision of the Certificate 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 Corporation shall be presented to the Board of Directors. The Board shall have thirty (30) days to approve or modify the proposed amendment. Upon approval for consideration by a majority of the Board of Directors, the proposed amendment shall be published to the members at least 30 calendar days prior to a vote by the Board of Directors after said notices have been completed. [Amended 10/24/2019]

These Bylaws, and the amendments herein, were duly adopted by the Board of Directors of Lake Forest Property Owners Association ("LFPOA"), Inc.

Executed on this the 27TH day of February 2020.

President of LFPOA, Inc.

By: 

Attest:


Secretary of LFPOA, Inc.

**THIS INSTRUMENT
PREPARED BY**

Patrick Collins, LLC
Attorney at Law
PO Box 3062
Daphne, AL 36526