

BY-LAWS
OF
HIGHLAND PARK COMMUNITY ASSOCIATION,
a non-profit corporation

ARTICLE I
OFFICES

The principal office of the corporation shall be located in the County of Mobile, State of Alabama.

The corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE II
MEMBERS

Section 1. Classes of Members. The corporation shall have one (1) class of members, as provided in the Articles of Incorporation. This class of members shall be known as "active members". An active member is defined as an individual or a family residing in the Highland Park Community.

Section 2. Election of Members. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds (2/3) of the Directors shall be required for election.

Section 3. Voting Rights. Each active member shall be entitled to one (1) vote on each matter, submitted to a vote of the members. Unless later changed by these By Laws, proxy voting shall not be permitted. A family active member is entitled to only one (1) vote.

Section 4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these By-Laws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the corporation, but such resignation shall not relieve a member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held in the ~~City of Mobile~~, County of Mobile, State of Alabama, on the third Tuesday in the month of April of each year, beginning with the year 1968, at the hour of 8:00 o'clock P.M. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the members may be called by not less than two-thirds (2/3) of the members of the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights. Special meetings of the members may also be called by the President.

Section 3. Place of Meeting. The Board of Directors may designate any place in Mobile County, Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the location of the then-existing principal office of the corporation, if any, but if all of the members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than three (3) nor more than ten (10) days before the date of such meeting, by or at the direction of the President or the Secretary of the corporation, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter.

Section 6. Quorum. The members holding thirty-five (35%) percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. No voting by proxy shall be permitted.

Section 8. Voting by Mail. Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, which shall have and exercise, in the name and on behalf of the corporation, all the rights and privileges legally exercisable by law under the Articles of Incorporation or these By-Laws. Directors must be members of the corporation.

Section 2. Number, Tenure, and Qualifications. The number of Directors of the corporation shall be fourteen (14). Each Director shall be elected at and shall hold office until the next annual meeting of the members and until his successor shall have been elected and qualified.

Section 3. Annual and Other Regular Meetings. The regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the date, time and place, either within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) members of the Board of Directors. The person or persons authorized to call a special meeting of the Board of Directors shall fix the place, either within or without the State of Alabama, and the date and time for holding any such meeting.

Section 5. Notice. Notice of any special meeting shall state the date, time, and place of the meeting and the purpose or purposes for which the meeting is called and shall be given at least forty-eight (48) hours in advance of such meeting and such notice shall be written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notices given by telegram, such notices shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any 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 any business because the meeting is not lawfully called or convened. The business to be transacted at such meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. A majority of the number of Directors duly elected and serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors they may be reimbursed for actual expenses incurred by them in and about the performance of their duties as Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer each of whom shall be elected by the Board of Directors, and such other officers as may be elected in accordance with the provisions of this Article. The President shall serve as Chairman of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 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 5. President. The President shall be the principal executive officer of the corporation and, in general, shall supervise and control all the business and affairs of the corporation and determine its policies, consulting with any Vice President or Vice Presidents when and to the extent the President deems necessary or advisable. He shall, when present, preside at all meetings of the members and Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments relating to property or affairs of the corporation. The President shall also have such other powers as are incident to the office of President and as may be assigned to him by the Board of Directors.

Section 6. Vice Presidents. The Vice President or Vice Presidents shall be the principal assistant executive officer or officers of the corporation and, in general, and in conjunction with the President shall supervise and control all the business affairs of the corporation and determine its policies, consulting with the President when and to the extent necessary or advisable. In the absence of the President or in the event of his inability or refusal to act, the Vice President or Vice Presidents shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents shall also have such other powers as are incident to the office of Vice President and as may be assigned to him or them by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of members and of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or required by law; to be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; sign with the President, or any Vice President, certificates of membership, the issuance of which shall have been authorized by resolution of the Board of Directors; and in general, perform all duties incident to the office of Secretary and such other duties as may from time to time may be assigned to him by the President, any Vice President, or the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of the corporation and have general supervision over its finances; have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such bank, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President, any Vice President, or the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors,

certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote and the names and addresses of the entire membership. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

CALENDAR YEAR

The calendar year of the corporation shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

ARTICLE XI

DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable

to the corporation by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each calendar year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the calendar year of the corporation.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the calendar year or period of which such dues shall become payable, his or its membership may thereupon be terminated by the Board of Directors in the manner provided in Article III of these By-Laws.

ARTICLE XII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Incorporation, these By-Laws, or any law of the State of Alabama, 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.

ARTICLE XIV

AMENDMENTS TO BY-LAWS

These By-Laws may be amended, repealed, or altered in whole or in part, and new By-Laws adopted by a majority of a quorum of the members of the Board of Directors at any regular meeting or at any special meeting where such action has been announced in the call and notice of said meeting, or has been duly waived.