

BYLAWS
OF
THE WOODLANDS HOMEOWNERS' ASSOCIATION, INC.

A Corporation Not for Profit Under the Laws
OF
The State of Mississippi

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ARTICLE I
IDENTITY

SECTION 1. These are the Bylaws of THE WOODLANDS HOMEOWNERS' ASSOCIATION, INC., a not for profit, under the laws of the State of Mississippi, hereinafter called the "Association." The Association has been organized, among other purposes, for the purpose of administering the operation and management of the Declaration of Easements, Covenants, Conditions and Restrictions for THE WOODLANDS; hereinafter called the "Declaration" upon the property which is legally described in Exhibit "A" attached hereto.

SECTION 2. The initial office of the association shall be located at 20 Timber Ridge Drive Laurel, MS 39443, or at such place as the Board of Directors may determine from time to time.

SECTION 3. The fiscal year of the Association shall be the calendar year.

SECTION 4. The seal of the Association shall bear the name of the Association; the word "Mississippi;" the words "Corporation Not for Profit" and the year of incorporation.

SECTION 5. For the purpose of service of process, the Association shall designate a resident agent, or agents, which designation may change from time to time, and his, or her office shall be an office of the Association for the purpose of service of process.

ARTICLE II
DEFINITIONS

All words, phrases, names and/or terms used by these Bylaws shall share the same meaning and be used and defined in the Declaration, and in the Mississippi General Corporation Act unless expressly defined otherwise in the Declaration or unless the context of these Bylaws requires a modified definition.

ARTICLE III

MEMBERSHIP, VOTING, QUORUM

SECTION 1. The qualification of Members, the manner of their admission to membership and termination of such membership, and voting by Members shall be as set forth in the Articles of Incorporation of the Association and the Declaration which are incorporated herein by reference.

SECTION 2. A quorum at Members' meeting shall consist of persons, present in person, or notified by email, entitled to cast a majority (more than 50%) of the votes.

SECTION 3. Votes may be cast in person, or by email. Email shall be valid only for the particular meeting (s) designated thereon and must be filed with the Secretary before the appointed time of the meeting.

SECTION 4. Except where otherwise required under the provisions of the Articles of Incorporation of the Association, these Bylaws, the Declaration, or where the same may otherwise be required by law, the affirmative vote of a majority of the membership votes represented at any duly call meeting at which a quorum is present shall be binding upon the Members.

ARTICLE IV

ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP

SECTION 1. All meetings shall be conducted in keeping with “**Robert’s Rules of Order.**” Robert's Rules of Order is the standard for facilitating discussions and group decision-making. Robert's Rules will help to facilitate smooth running meetings.

SECTION 2. The first meeting of the membership (which will be a special meeting unless the date thereof, as herein below provided, coincides with the date of the annual meeting, also provided herein below) will be held when the developer, as defined in the Declaration, relinquishes its control of the Association, herein provided. Thereafter, the annual Members' meeting shall be held at the office of the Association or a place acceptable for the size and purpose of the meeting, on the same date, for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the Members. If the date for the annual meeting is a legal holiday, the meeting will be held at the same hour of the following day which is not a legal holiday.

SECTION 3. Special Members' meeting shall be held whenever called by the President, or Vice-President, or by a majority of the Board of Directors and must be called by such Officers upon receipt of a written request from a majority of Members of the Association.

SECTION 4. Notice of all Members' meetings, regular, or special, shall be given by the President, or Vice-President, or Secretary, or treasurer of the Association. Such notice shall be written and can be emailed and shall state the time and place and object for which the meeting is called. Such notice shall be given to each Member not less than ten (10) days nor more than sixty days prior to

the date set for such meeting, which notice shall be mailed, or electronic email to each Member within said time.

SECTION 5. At the meetings of Membership, the President shall preside, or in his absence, the Vice President shall preside, or the Secretary/Treasurer in their absence shall preside.

SECTION 6. The order of business at Annual Members' Meetings, and as far as practical at all other Members' meetings shall be as follows:

- a) Call of the roll and certifying of quorum
- b) Proof of notice of notice of meeting
- c) Reading of prior meeting minutes
- d) Presidents' report
- e) Committee reports
- f) Unfinished business
- g) New business
- h) Members wanting to address the Board
- i) Adjournment

ARTICLE V **DIRECTORS**

SECTION 1. The affairs of the Association shall be managed by a Board of not less than three (3) or more than five (5) Directors, the exact number to be determined by the membership from time to time.

SECTION 2. Election of Directors shall be conducted in the following manner:

- a) Election of Directors shall be held at the first membership meeting and at the Annual Members' Meeting thereafter.
- b) Volunteers and nominations may be made from the floor.
- c) The election shall be by voice vote or written (unless dispensed by majority vote) and by a majority of the votes cast, each person being entitled to cast as many votes as there are Directors to be elected, provided, however, there shall be no cumulative voting and each Member may not cast more than one (1) vote for any person nominated as a Director.
- d) Vacancies on the Board of Directors occurring between annual meetings of Members shall be filled by the remaining Directors.
- e) Any Director may be removed by concurrence of two-thirds (2/3) of the votes of the entire membership at a special meeting of the Members called for that purpose.

SECTION 3. Regular meetings of the Board of Directors may be held at such time and place as determined by the Directors and each Board Member is to be advised at least thirty (30) days prior to such meeting.

SECTION 4. Special meetings of the Directors may be called by the President or Vice President. Not less than five (5) days' notice of the meeting shall be given to each Director via email or by mail, and said notice shall state the time, place and purpose of the meeting.

SECTION 5. Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed to be equivalent to the giving of notice.

SECTION 6. A quorum of Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration, the Articles of Incorporation, or these Bylaws.

SECTION 7. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting, until a quorum is present.

SECTION 8. The joinder of a Director in the action of a meeting, by signing and concurring in the Minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

SECTION 9. The presiding officer of Directors' meetings shall be the President; and if absent, the Vice President shall preside. In the absence of such presiding officer, the Directors present shall designate one of their number to preside at such meeting.

SECTION 10. Directors' fees, if any, shall be determined by the Members of the Association.

SECTION 11. All, of the powers and duties of the Association existing under the Declaration, Articles of Incorporation and these Bylaws shall be exercised exclusively by the Board of Directors, representatives appointed by the Board, its agents, contractors or employees, subject to approval by the Members only when such approval is specifically required by appropriate documents, subject always to the power of the Board of Directors to delegate its duties and functions to a managing agent or firm.

Notwithstanding those powers heretofore specifically set forth in the Declaration or Articles of Incorporation, or these Bylaws, the Board shall also have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area including the personal conduct of the Members and their guests thereon; and to establish penalties for infractions of such rules and regulations.
- (b) Suspend the voting rights and the right to the use of the common areas, if any, or any Member during any period in which such Member is in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for an infraction of published rules and regulations.
- (c) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these Bylaws.
- (d) Declare the office of a board member to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors.
- (e) Employ a manager, independent contractor, and such other employees as deemed necessary and to prescribe their duties.

SECTION 12. The Board of Directors shall have the duty to:

- (a) Cause a complete record to be kept of all of its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting, or any special meeting at which such a statement is requested by one-third (1/3) of the Members entitled to vote.
- (b) Supervise all officers, agents and employees of the Association and see to it that their duties are properly performed.
- (c) As more fully provided in the Declaration, to:
 - 1.) Fix the amount of the annual assessment at least thirty (30) days in advance of each annual assessment period;
 - 2.) Send written or email notice of each assessment to every owner at least thirty (30) days in advance of each annual assessment period;
 - 3.) Assess a late fee for non-payment of any annual assessment that is not received by the association thirty (30) days after the due date of the assessment;
 - 4.) File a lien against any property for any assessments which are not paid within one-hundred (180) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

- (d) Issue, or cause an appropriate officer to issue, on demand by any person, a letter setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The Board may impose a reasonable charge for the issuance of these certificates.
- (e) Procure and maintain adequate liability and if applicable hazard insurance on all property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the Common Areas to be maintained.
- (h) Promulgate and enforce the rules and regulations of the Association.

SECTION 13. The undertakings and contracts authorized by the initial Board shall be binding on the Association in the same manner as though such undertakings and contracts had been authorized by the first Board of Directors duly elected by the membership after Developer has relinquished control of the Association.

SECTION 14. The Board of Directors may from time to time adopt or amend previously adopted administrative rules and regulations. A copy of the rules and regulations adopted from time to time herein provided shall be furnished to each lot Owner.

SECTION 15. The Board of Directors may from time to time adopt, or amend previously adopted rules and regulations governing and restricting the use and maintenance of the Lots, provided that a copy of such rules and regulations is furnish to each Lot Owner prior to any enforcement action.

SECTION 16. In the event of any conflict between the rules and regulations adopted, or from time to time amended, and the Declaration, the later shall prevail. If any unreconciled conflicts should exist, or hereafter arise with respect to the interpretation of these Bylaws as between these Bylaws and the Declaration, the provisions of said Declaration shall prevail.

ARTICLE VI

OFFICERS

SECTION 1. The principal officers of the Association shall be a President, a Vice-President, a Secretary and Treasurer, all of whom shall be elected by the Board of Directors. The offices of Vice-President, Secretary and Treasurer may be held by the same individual. The Board of Directors may appoint an Assistant-Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. The Board of Directors may also create committees and appoint Members of the created committees to assist them in making determinations as to any issue which may come before the Board of Directors.

SECTION 2. The officers of the Association shall be elected bi-annually by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

SECTION 3. Upon the affirmative vote of a majority of the Board of Directors, any officer may be removed with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

SECTION 4. The President shall be the chief executive officer of the Association. He or she shall have all of the powers and duties which are usually vested in the office of the President of any Association, including but not limited to: seeing that orders and resolutions of the Board are carried out; co-signing all checks and promissory notes; signing all leases, mortgages, deeds and other instruments; appointing committees from among the Members from time to time, as he or she may, in discretion, deem appropriate; and assisting in the conduct of the affairs of the Association.

SECTION 5. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He or she shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

SECTION 6. The Secretary shall keep the minutes of all proceedings of the Directors and the Members. He or she shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law. He or she shall have custody of the seal of the Association and affix it to instruments requiring a seal when duly signed. He or she shall keep the records of the Association, except those of the Treasurer, and shall perform all of the duty's incident to the office of the Secretary of an Association and as may be required by the Directors or the President. All minutes of the Association shall be open to inspection by Owners and Board members at all reasonable times. The Assistant Secretary, if such a position exists, shall perform the duties of the Secretary when the Secretary is absent, or any Treasurer alternatively may perform these duties.

SECTION 7. The Treasurer shall have custody of all property of the Association, including funds, securities and evidences or indebtedness. He or she shall keep the books of the Association in accordance with good accounting practices; and he or she shall perform all other duties incident to the office of Treasurer.

ARTICLE VII **COMMITTEES**

SECTION 1. The Board shall appoint an Architectural Review Committee as provided in the Declaration, and a Nominating Committee, as provided in Article V of these Bylaws. In addition, the Board may appoint such other committees as it may deem appropriate in the performance of its duties.

SECTION 2. The Board of Directors shall determine whether to bond the Treasurer and all officers who are authorized to sign checks, and all officers and employees of the Association, and if bonded, the amount of such bond shall be determined by the Board of Directors.

SECTION 3. The Association shall be on a calendar year basis beginning with the calendar year in which the Declaration is recorded in the Public Records of Jones County, Mississippi. Notwithstanding the foregoing, the Board of Directors is authorized to change to a fiscal year in accordance with the provisions and regulations from time to time described by the Internal Revenue Code of the United States of America, at such time as the Board of Directors deems it advisable. Notwithstanding the foregoing, the Board of Directors may not change the calendar year for the Association, as hereinbefore provided, without the approval of all the members of the Board of Directors that are elected or designated by the Developer.

SECTION 4. The Board of Directors of the Association shall fix and determine from time to time the sum or sums necessary and adequate to pay for the expenses of the Association. The Association expenses shall include those expenses as set forth in the Declaration, including the cost of carrying out the powers and duties of the Association, and such other expenses as are determined by the Board of Directors and as provided in the Declaration. The Board of Directors is specifically empowered on behalf of the Association, to make and collect assessments subject to the provisions hereof and of the Declaration. Funds for the payment of Association expenses shall be assessed against the lots on the equal basis unless otherwise provided in the Declaration. Said assessments shall be payable in advance annually or as determined by the Board of Directors, and shall be due on the first day of the applicable period in advance, unless otherwise ordered by the Board of Directors. Special assessments, should such be required by the Board of Directors, shall be levied in the same manner as herein before provided for regular assessments and shall be payable in the manner determined by the Board of Directors, in accordance with the provision of the Declaration.

- (a) When the Board of Directors has determined the amount of any assessments, the Treasurer of the Association shall email or present to each Lot owner a statement of the Lot assessment. All assessments shall be payable to the Treasurer of the Association and, upon request, said Treasurer shall give a receipt for each payment made.
- (b) The Board of Directors shall adopt an operating budget for the calendar year pursuant to the Declaration.

SECTION 5. All sums collected by the Association from assessments may be commingled in a single fund or divided into more than one fund as determined by the Board of Directors of the Association. All assessment payments by a Lot Owner shall be applied as to interest, delinquencies, costs, late charges, and attorney's fees, other charges, expenses and advances, as provided herein and in the Declaration, and general or special assessments, in such manner and amounts as the Board of Directors determines in its sole discretion.

SECTION 6. Nothing herein contained shall be construed as restricting the right of the Board, at any time and in its sole discretion, to levy any additional assessment in the event the budget originally adopted shall appear to be insufficient to pay costs and expenses for operation and management, or in the event of an emergency.

ARTICLE VIII AMENDMENTS

Amendments to these Bylaws shall be proposed and adopted in the following manner:

SECTION 1. Notice of the subject matter of the proposed amendment shall be included in the notice at which a proposed amendment is considered.

SECTION 2. A proposed amendment may be proposed by either the Board or by the Members. Board Members and Members of the Association not present in person or by email at the meeting considering the amendment may express their approval in writing or email, providing such approval is delivered to the Secretary prior to the specified date. These Bylaws may be amended by an affirmative vote of two-thirds (2/3) of those present in person or by email.

ARTICLE IX CONFLICTS

In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.