

BYLAWS  
OF  
SWAN LAKE ESTATES HOMEOWNERS' ASSOCIATION, INC.  
A MISSISSIPPI NON-PROFIT CORPORATION

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BYLAWS  
OF  
SWAN LAKE ESTATES  
HOMEOWNERS' ASSOCIATION, INC.  
A MISSISSIPPI NON-PROFIT CORPORATION

ARTICLE I  
NAME AND LOCATION

The name of the association is SWAN LAKE ESTATES HOMEOWNERS' ASSOCIATION, INC. (The "Association"). The Association is a non-profit corporation organized under the Mississippi Code 1972. The principal office of the Association shall be at such location as designated by the Board of Directors and meetings of members and directors may be held at such places within the State of Mississippi as may be designated by the Board of Directors.

ARTICLE II  
PURPOSE AND PARTIES

Section 2.01 Purpose: The purpose for which the Association is formed is to govern the residential area of the subdivision of Swan Lake Estates, County of Harrison, State of Mississippi, which property is described in that certain Declaration of Covenants, Conditions and Restrictions (referred to as declarations) for the Swan Lake Estates dated April 23, 1996 and forward, and recorded initially in Book 1302, page 671 in the Deed Records of Harrison County, Mississippi.

Section 2.02 Parties: All present or future Owners, tenants or future tenants of any Lot, or any other person who might use in any manner the facilities of the Properties are subject to the provisions and the regulations set forth in these Bylaws. The mere acquisition any Lot or the mere act of occupancy of a Lot will signify that these Bylaws are accepted, approved, ratified, and will be complied with.

ARTICLE III  
DEFINITIONS

Definitions contained in the Declaration are incorporated herein by reference.

ARTICLE IV  
MEMBERSHIP, VOTING, ELECTIONS AND MEETINGS

Section 4.01 Membership: Membership confers the right to use of common subdivision property subject to all rules established by the Association. Membership is considered to include all residents, whether lot owners or not, and all lot owners, whether resident or not, and includes all household members. Member's guests may enjoy the use of facilities subject to rules established by the Association. Membership does NOT automatically confer voting rights and privileges.

Section 4.02 Voting rights: Only lot owners are entitled to exercise one vote per lot owned. Multiple owners of any lot(s) will designate in writing the name of the person who will exercise the vote. Such designation will be made to the association secretary or the election committee. Lot owners are responsible for the accuracy and updating of the designation. The designation must be signed by all owners of a lot. The board secretary or another designated board member is responsible for certification of voters following any balloting. Board members will be elected only by voters from the section they represent.

Section 4.03 Suspension of voting rights: Voting rights shall be suspended during any period in which the lot owner(s) is/are delinquent in the payment of annual dues or any other assessment properly levied by the Association. Voting rights may also be suspended by the board for an infraction of any of the rules and regulations established by the Association.

Section 4.04 Absentee voting: Absentee voting will be allowed. Ballots will be made available at least two (2) weeks prior to the election. Ballots will contain all issues and options necessary for the proper exercise of a voter choice. Provision for distribution and collection of written ballots will be determined and announced by the board of directors.

Section 4.05 Elections: All members eligible to vote under the provisions of Section 4.02 are entitled to vote in any election. Voting may be by written ballot, show of hands, or acclamation as deemed appropriate by the board of directors.

Section 4.06 Quorum: A voting quorum for written balloting will be the proper ballots returned in that election. For other voting methods, the voting members present constitute a quorum and a simple majority is required for approval of the issue.

Section 4.07 Meetings. General membership meetings will be held quarterly. Special meetings may be called at any time by the board of directors, the board president, or by written request of a majority of members eligible to vote. Issues to be addressed at a special meeting will be limited to those listed in the meeting announcement. All meetings will be held at a time and place to be announced at least two (2) weeks prior to the meeting. "Robert's Rules of Parliamentary Proceedings" will be followed in all official meetings.

Section 4.08 Certification: Results of written balloting will be certified by the board secretary or another designated board member.

## ARTICLE V

### BOARD OF DIRECTORS

Section 5.01 Number: The affairs of the Association shall be managed by a governing board not to exceed nine (9) directors. The positions will be proportionally distributed among the various sections of the subdivision having separate covenants. The distribution shall be adjusted by the board as changes warrant such need. The number of directors may be changed by amendment of these Bylaws.

Section 5.02 Qualifications: Any board member must be a qualified voter as defined in Section 4.02 of these Bylaws. In addition, a board member shall be a resident of the area they represent.

Section 5.03 Term of Office: Board members shall be elected for three (3) year terms, staggered so as to elect approximately one-third of the directors each year. Terms may be adjusted by the board to maintain appropriate rotational distribution.

Section 5.04 Vacancies: Vacancies occur upon the expiration of a term, resignation, failure to maintain qualifications as defined in Section 5.02, or removal by a written petition signed by the majority of the qualified voters from the subdivision section represented by the board member. Vacancies will be announced prior to the election for filling the position. Vacancies will be filled at any quarterly general membership meeting or at a special meeting of Members called for that purpose. Nominations for board membership will be made by the nominations committee, with provision for "write-in" votes provided on the ballot.

Section 5.05 Compensation and Loans: No director shall receive compensation for any service they may render to the Association. However, directors shall be reimbursed for actual expenses incurred in the performance of his or her duties of office. No loans may be made by the Association to any officer or director of the Association.

## ARTICLE VI

### NOMINATION AND ELECTION OF DIRECTORS

Section 6.01 Nominations: Nominations for election to the Board will normally be made by the Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board, and two or more Members. Nominations may also be made from the floor by Association members at the membership meeting. Provisions will be made for "write-in" votes on the written ballots. The nominations committee may make as many nominations for election to the Board as it chooses, but not less than the number of vacancies to be filled. Persons nominated must be resident voters and meet other qualifications of section 5.02.

Section 6.02 Elections: Elections will normally be held on the first quarterly Association meeting of the year, except for vacancies occurring at other times, in which case the election will be held at the first quarterly meeting practicable following the time the vacancy occurred. Elections will be held according to procedures specified in Sections 4.04 and 4.05.

## ARTICLE VII MEETINGS OF DIRECTORS

Section 7.01 Board Meetings: The Board will schedule and hold meetings at least bimonthly. Such meetings may be attended, without interruption, by any Association member on a space available basis. Association members may address the Board at any regularly scheduled meeting, provided they submit a topic of conversation and the item is placed on the agenda. Special Board meetings may be called by the directors, with 48 hour notice to all Board members, at any time they deem necessary. Interim decisions by a Director majority may be conducted by email or phone and entered into minutes at the next Board meeting. Minutes will be taken at all Board meetings and will be made available to any Association member upon request.

Section 7.02 Executive Session: The Board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, disciplinary matters, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 7.03 Quorum: A majority of the total number of directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act by the Board.

## ARTICLE VIII GENERAL POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 8.01 Powers and Duties: The affairs of the Association shall be conducted by the Board. In addition to the powers and duties enumerated in the Declaration or elsewhere herein, and without limiting the generality thereof, the Board, for the mutual benefit of the Members, shall have the powers and/or duties set forth in the Declaration and the following powers and/or duties:

- (a) If, as and when the Board, in its sole discretion, deems necessary it may take such action to enforce the terms and provisions of the Declaration, the Articles of Incorporation and these Bylaws by appropriate means and carry out the obligations of the Association there under, including without limitation, the expenditure of funds of the Association, the employment of legal counsel and accounting services, the commencement of legal causes of action, the promulgation and enforcement of the Association rules which may include the establishment of a system of fines and/or penalties enforceable as special individual assessments as provided in the Declaration and to enjoin and/or seek legal damages from any Owner for violation of such provisions or rules;
- (b) To acquire (free and clear of any encumbrances), maintain and otherwise manage all or any part of the Common Properties and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;
- (c) Except as may otherwise be provided in the Declaration, to dedicate, mortgage or sell all or any part of the Common Properties and all facilities, improvements and landscaping thereon, and all personal property acquired or owned by the Association;
- (d) To execute all declarations of ownership for tax assessment purposes and to pay any and all real and personal property taxes and other charges or assessments assessed against the Common Properties, if any, unless the same are separately assessed to all or any of the Owners, in which event such taxes shall be paid by such Owners;
- (e) To obtain, for the benefit of the Common Properties, all water, gas and electric services, refuse collections, landscape maintenance services and other services, which in the opinion of the Board shall be necessary or proper;
- (f) To make such dedications and grant such easements, licenses, franchises and other rights, which in its opinion are necessary for street, right-of-way, utility, sewer, drainage and other similar facilities or video services, cable television services, security services, communication services and other similar services over the Common Properties to serve the Properties or any part thereof;

- (g) To contract for and maintain such policy or policies of insurance as may be required by the Declaration or as the Board deems necessary or desirable in furthering the purposes of and protecting the interest of the Association and its Members;
- (h) To borrow funds to pay costs of operation secured by assignment or pledge of its rights against delinquent Owners to the extent deemed advisable by the Board;
- (i) To enter into contracts for legal and accounting services, maintain one or more bank accounts, and generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Properties;
- (j) If, as and when the Board, in its sole discretion, deems necessary it may, but shall not be obligated to, take action to protect or defend the Common Properties or other property of the Association from loss or damage by suit or otherwise;
- (k) If, as and when the Board, in its sole discretion, deems it necessary it may, but shall not be obligated to, sue and defend in any court of law on behalf of the Association or one (1) or more of its Members;
- (l) To establish and maintain a working capital and/or contingency fund in an amount to be determined by the Board;
- (m) To make reasonable rules and regulations for the operation and use of the Common Properties and to amend same from time to time;
- (n) To make an unaudited annual report available (within sixty (60) days after the end of each fiscal year) to each Owner and any individual or entity holding a mortgage or deed of trust on any Lot;
- (o) To adjust the amount, collect and use any insurance proceeds to repair damage or replace lost property owned by the Association, and if the proceeds are insufficient to repair damage or replace lost property owned by the Association, to assess the Members in proportionate amounts to cover the deficiency as set forth in the Declaration;
- (p) To provide services for the benefit of Members, including but not limited to security, entertainment, recreation, education and television cable;
- (q) To delegate its powers and duties to committees or officers as provided in these Bylaws, employ an independent contractor(s) who have professional experience to perform all or any part of the duties and responsibilities of the Association, provided that any contract with a person or entity appointed shall be terminable with or without cause on not more than ninety (90) days written notice by the Association and shall have a term of not more than one (1) year with successive one (1) year renewal periods upon the mutual agreement of the parties;
- (r) To suspend the voting rights of any Owners who have failed to pay their assessments or who have otherwise violated the Declaration, these Bylaws or the rules and regulations of the Association;
- (s) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by twenty-five percent (25 %) or more of the outstanding votes of the Members.
- (t) To elect the officers of the Association, as provided in these Bylaws;
- (u) To fill vacancies on the Board, in accordance with Section 5.04(a) hereof; and
- (v) Generally, to have the powers necessary or incidental to the operation and management of the Association and the Common Properties.
- (w) The Board will present a budget for discussion at the Third Quarter Meeting for the upcoming year and the membership will vote on this new budget at the Fourth Quarter Meeting.
- (x) The Board will seek approval at a Quarterly or special meeting for non-budgeted items costing greater than \$5000 which are not of an emergency nature.

## ARTICLE IX OFFICERS AND THEIR DUTIES

Section 9.0 Special Appointments: The Board may elect such other officers or appoint such other agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 9.01 Enumeration of Officers: The officers of the Association shall be as follows:

- (a) A President, who shall at all times be a member of the Board;
- (b) A Vice President, who shall at all times be a member of the Board;
- (c) A Secretary, who may or may not be a member of the Board;
- (d) A Treasurer, who may or may not be a member of the Board; and
- (e) Such other officers, who may or may not be members of the Board, as the Board may from time to time by resolution create

Section: 9.02. Multiple Offices: No Board member may hold multiple offices.

Section 9.03: Election and term of Officers. The election of officers shall take place at the first Board meeting following the first quarterly meeting of the HOA each year. Vacant offices will be elected by the Board at any regularly scheduled meeting when a vacancy occurs. The office may be vacated by resignation, removal, or other disqualification.

Section: 9.04. Special Appointments: The Board may elect such other officers or appoint such other agents as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section: 9.05. Resignation and Removal: Any officer may be removed from office by the Board with or without cause. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.0 Duties. The duties of the officers are as follows:

(a) President: The President shall (i) preside at all meetings of the Board; (ii) see that orders and resolutions of the Board are carried out; (iii) sign all leases, mortgages, deeds and other written instruments; provided, however, that any duly authorized officer may sign checks and promissory notes; and (iv) shall perform such other duties as may be required by the Board.

(b) Vice President: The Vice President shall (i) act in the place and stead of the President in the event of the President's absence, inability or refusal to act; and (ii) shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary: The Secretary shall (i) record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; (ii) keep the corporate seal of the Association and affix it on all papers requiring said seal, (iii) serve notice of meetings of the Board and of the Members; (iv) keep appropriate current records showing the Members of the Association together with their addresses; and (v) perform such other duties as required by the Board.

(d) Treasurer: The Treasurer shall (i) receive and deposit in appropriate bank accounts all moneys of the Association; (ii) disburse such funds as directed by resolution of the Board; (iii) maintain the financial records of the Association; and (iv) perform such other duties of a similar nature as may be required by the Board.

## ARTICLE X COMMITTEES

Section 10.01: Establishment. The Board will establish, as a minimum, the committee functions named in Sections 10.02 through 10.06. Members may serve on more than one committee. A Board member will act as chairperson on all committees, with no more than one board member per committee. The Board may structure and/or combine functions to change the number of committees, and may establish additional committees and/or functions as they deem necessary. Each committee, in conjunction with the board, will establish and maintain guidelines for the operation of their particular committee.

Section: 10.02. Architectural: Responsible for monitoring compliance with all covenant requirements relating to both Association and private property within the subdivision.

Section: 10.03. Audit: Schedule an annual audit of the Association's financial affairs, conduct the audit and make report available to the Association

Section 10.04 Social: Plan and coordinate community-wide social and other recreational activities.

Section 10.05 Beautification: Responsible for appearance of common property and encouraging beautification of private property.

Section: 10.06. Nominating; Solicit residents and provide names of eligible candidates for election to the board of directors. Committee members will not solicit votes or seek absentee ballots for candidates.

## ARTICLE XI

## CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Association.

## ARTICLE XII BOOKS AND RECORDS

Section 12.01. Inspection by Members: The membership register, books of account and minutes of meetings of the Members of the Board and of committees shall be made available for inspection and copying by any Member or by the Member's appointed representative, at any reasonable time and for a purpose reasonably related to the Member's interest, at the office of the Association or at such other place as the Board may designate.

Section 12.02 Rules for Inspection: The Board shall establish reasonable rules with respect to:

- (a) Notice to be given to the custodian of the records by the Member desiring to make the inspection;
- (b) Hours and days of the week when such an inspection may be made; and
- (c) Payment of the cost of reproducing copies of requested documents.

Section 12.03 Inspection by Directors: Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical property owned by the Association. The rights of inspection by a director include the right to make extra copies of documents.

Section 12.04 Responsibilities: The Association Secretary shall maintain all official books and records and shall serve as records custodian, with the exception of books of account and financial records which shall be maintained by the Association Treasurer who shall also serve as financial custodian.

## ARTICLE XIII ASSESSMENTS

The provisions of the Declaration specifically set forth the rights, obligations and liabilities of the Association and its Members relative to the levy, collection and use of assessments and those provisions are incorporated herein by reference for all purposes.

## ARTICLE XIV INDEMNIFICATION

Subject to the provisions of the MS Code 1972, the Association may indemnify directors, officers, agents and employees as follows:

(a) Statutorily Required Indemnification. The Association shall indemnify its directors and officers against reasonable expenses incurred in connection with a proceeding in which the director or officer is named as a defendant or respondent because he is or was a director or officer of the Association if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding. The Association may, at the direction and in the sole discretion of the Board, pay for or reimburse the director or officer for the payment of his reasonable expenses in advance of the final disposition of the proceeding, provided that the Association receives in writing (i) an affirmation by the director or officer of his good faith belief that he has met the standards of conduct necessary for indemnification under Sec 79-11-281 MS Code 1972, and (ii) an undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined such standards of conduct have not been met.

(b) Permitted Indemnification. The Association, at the direction of and in the sole discretion of the Board, shall have the right, to such further extent as permitted by law, but not the obligation to indemnify any person who (i) is or was a director, officer, employee, or agent of the Association, or (ii) while a director, officer, employee, or agent of the Association, is or was serving at its request as a director, officer, partner, venturer, proprietor, trustee, employee, agent,



or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(c)Insurance: The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at its request as a director, officer, partner, venture r, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him against that liability pursuant to the provisions of the Sec 79-11-281 MS Code 1972. Furthermore, the Association may, for the benefit of persons indemnified by the Association, (i) create a trust fund; (ii) establish any form of self-insurance; or (iii) establish a letter of credit, guaranty, or surety arrangement.; the Association may not secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association.

#### ARTICLE XV AMENDMENTS

These Bylaws or the Articles of Incorporation may be amended at a regular or special meeting of the members by a written ballot election as provided in Sections 4.04 and 4.05 of these Bylaws. Changes to the Bylaws will be proposed in a quarterly or special meeting and the election will be finalized at the next quarterly or special meeting occurring more than fifteen (15) days after the proposed change. If accepted, the change will be effective immediately, and will supersede the old Bylaws.

#### ARTICLE XVI MISCELLANEOUS

Section 16.01 Fiscal Year: The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association.

Section 16.02 Interpretation: In the 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; and in the case of any conflict between the Declaration and the laws of the State of Mississippi governing non-profit corporations, the laws of the State Mississippi of shall control; provided, however, to the extent reasonably practical, the Articles of Incorporation, Bylaws and Declaration shall be construed and interpreted together as consistent and non-conflicting documents, such being the intent thereof.

#### CERTIFICATION

I, the undersigned, am the duly elected and acting Secretary of SWAN LAKE ESTATES HOMEOWNERS' ASSOCIATION, INC., a non-profit corporation, and I do hereby certify:

That the within and foregoing Bylaws were adopted as the Bylaws of said corporation as

of \_\_\_\_\_, 1999, that the same do now constitute the Bylaws of said corporation, and that they have not been modified, amended nor rescinded.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation as of 1999.  
Secretary