

**BY-LAWS
OF
CROSS KEYS HOMEOWNERS ASSOCIATION, INC.
(a corporation not for profit)**

These are the By-Laws of CROSS KEYS HOMEOWNERS ASSOCIATION, INC. (hereinafter called "Association" or "Corporation"), a corporation not for profit, incorporated under the laws of the State of Alabama.

**ARTICLE I
ASSOCIATION**

SECTION 1.1 Office. The office of the Association shall be at 5749 Picketts Lane, Pinson, Alabama 35126, or at such other place as shall be selected by a majority of the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association shall be the calendar year.

**ARTICLE II
DEFINITIONS**

SECTION 2.1 Association Land: The part of CROSS KEYS, SUMMIT POINTE and STONES RIVER Property which may at any time hereafter be owned by the Association for so long as the Association or successor thereof may be the owner thereof.

2.2 Board: The Board of Directors of the Association.

2.3 By-Laws: The duly enacted By-Laws of the Association.

2.4 Declaration: The Declaration of Protective Covenants, Agreements, Easements, Charges and Liens (Residential) applicable to Member's Property which shall be recorded in the Probate Records of Jefferson County, as the same from time to time be supplemented or amended in the manner described therein.

2.5 Developer: The developer of CROSS KEYS, SUMMIT POINTE and STONES RIVER.

**ARTICLE III
MEMBERSHIP**

SECTION 3.1 Membership: The members of the Association shall consist of all property owners of CROSS KEYS, SUMMIT POINTE and STONES RIVER.

3.2 Rights and Obligations of Membership: The members shall have all the rights, privileges, duties and obligations applicable to the Articles of Incorporation and elsewhere in these By-Laws.

3.3 Assessments: The rights of membership are subject to the payment of annual assessments and charges. The obligation of such assessments and charges is imposed against each owner of, and is a lien upon, the Member's Property against which such assessment or charge is made, as provided by Article III of the Declaration, which in substance provides as follows:

3.3.1 All Member's Property shall be subject to a continuing lien for assessments levied by the Association in accordance with the provision of the Declaration, the Articles of Incorporation and these By-Laws. The annual assessments and charges together with interest thereon and the costs of collection thereof (including a reasonable attorney's fee) as hereinafter provided, shall be a charge on, and shall be a continuing lien upon, the Member's Property against which each such assessment or charge is made. All Member's Property shall be held, transferred, sold, conveyed, used, leased, occupied, mortgaged and otherwise encumbered subject to all the terms and provisions of the Declaration, the Articles of Incorporation and these By-Laws applicable to Member's Property, including, but not limited to, the continuing lien herein described.

ARTICLE IV **VOTING RIGHTS**

Each Member shall have one vote for each Lot owned by such Member.

When more than one person (or other entity) holds an ownership interest or interests in any Parcel, the vote for such Parcel shall be exercised as they among themselves shall determine, but in no event shall more than one person be entitled to cast the vote with respect to any Parcel.

ARTICLE V **ASSOCIATION POWERS**

SECTION 5.1 Additions to Open Spaces. The Association may accept or reject the conveyance to it of additional Open Spaces by the Developers of CROSS KEYS, SUMMIT POINTE and STONES RIVER, or by such of its successors and assigns as shall have been specifically granted the right to submit additional property to the Declaration. No approval from any Member of the Association or anyone else is required for the Developers of CROSS KEYS, SUMMIT POINTE and STONES RIVER, or its above described successors and assigns, to convey as additional Open Spaces property otherwise meeting the above referenced requirements for becoming additional Open Spaces.

5.2 Other Property Owned by the Association. In addition to acquiring additional Open Spaces in the manner described in Section 5.1 hereof, the Association may, in the discretion of the Board of Directors, accept the conveyance to it by the Developers of CROSS KEYS, SUMMIT POINTE and STONES RIVER, or by such of its successors and assigns as shall have been specifically granted the right to submit additional property to the Declaration, of property which shall not be held by the Association as Open Spaces under the terms and provisions of the Declaration, but, rather, which may be used or leased by the Association for any purpose which the Board of Directors shall choose.

5.3 Mortgages. The Association shall have the power to mortgage or otherwise burden or encumber all or part of its properties, provided that any such mortgaging or encumbering shall be authorized by a fifty-five percent (55%) affirmative vote of the Members entitled to vote.

5.4 Dedication or Transfer of Properties. The Association shall have the power to transfer the ownership of all or part of its properties, provided that any such transfer, by dedication to a public authority, or otherwise, shall be authorized by fifty-five percent (55%) affirmative vote of the Members entitled to vote.

ARTICLE VI **BOARD OF DIRECTORS**

SECTION 6.1 Selection; Terms of Office. The Board of Directors shall consist of at least three, but less than eight Members, at the discretion of the Board of Directors, who shall be elected at times and in the manner set forth in Section 6.2 hereof. The Board of Directors shall be selected from property owners of CROSS KEYS, SUMMIT POINTE and STONES RIVER.

6.2 Election of Directors. The initial Board of Directors set forth in Article VIII of the Articles of Incorporation shall hold office until December 31, 2004. In the event any named Director ceases to be a Director prior to the time specified above in this Section, his replacement shall be elected by a majority of the total vote of the Members at an appropriate annual meeting or special meeting of the Members.

6.3 Vacancies. Vacancies in the Board of Directors shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the Members who are entitled to elect the Director, at the next annual meeting of the Members or any special meeting duly called for that purpose.

ARTICLE VII **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

SECTION 7.1 Powers. The Board of Directors shall have the following powers:

7.1.1 To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership.

7.1.2 To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

7.1.3 To establish, levy, assess and collect the assessments and charges set forth in Article III.

7.1.4 To adopt and publish rules and regulations governing the use of the Open Spaces and the facilities, and the personal conduct of the Members and their guests thereon.

7.1.5 To exercise for the Association all powers, duties and authorities vested in or delegated to the Association, except those reserved to Members in the Articles of Incorporation, or elsewhere in these By-Laws.

7.1.6 To appoint such committees as it deems in the best interest of the Association to carry out the functions and duties of the Board of Directors.

7.2 Director Absences. In the event that any member of the Board of Directors of the Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant, and the provisions relating to the filling of a vacancy of the Board of Directors as set forth in Article 6.3 shall become operative.

7.3 Duties. It shall be the duty of the Board of Directors:

7.3.1 To cause to be kept a complete record of all its acts and corporate affairs and to present the statement thereof to the voting Members at the annual meeting of the voting members or at any special meeting when such is requested in writing by one-fourth (1/4) of the total voting membership.

7.3.2 To supervise all officers, agents and employees of the Association, and to insure that their duties are properly performed.

7.3.3 As more fully provided in Article 4.3.1 of the Declaration and Article 3.3 of these By-Laws, to fix the amount of the assessment against each Parcel owned by a Member at least thirty (30) days in advance of the date of any payment of such assessment is due.

7.3.4 To prepare a roster of the Parcels and assessments applicable thereto which shall be kept in the offices of the Association and shall be open to inspection by any Member thereof, and, to send written notice of each assessment to every Member subject thereto.

7.3.5 To issue, or cause an appropriate officer to issue upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

7.3.6 To obtain and maintain a liability insurance policy for the protection of the Association covering the Open Spaces and covering such risks and with such deductible amounts as the Board of Directors shall determine.

ARTICLE VIII

DIRECTORS MEETINGS

SECTION 8.1 Time and Place. Meetings of the Board of Directors may be held at any place within or without the State of Alabama. The Board of Directors shall meet immediately following the close of the annual meeting of the Members and at the place thereof, or the Board of Directors may hold such meeting at such place and time as shall be fixed by the consent in writing of all the Directors. Regular meetings of the Board of Directors may be held at such time and place (within or without the State of Alabama) as shall be from time to time determined by the Board of Directors.

8.2 Notice. Notice of regular meetings of the Board of Directors is hereby dispensed with. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof needs to be given.

8.3 Special Meetings. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than three days' notice to each director.

8.4 Waivers, Consents and Approvals. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as through made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and shall be made a part of the minutes of the meeting.

8.5 Quorum. The majority of the Board of Directors shall constitute a quorum thereof.

8.6 Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called, may be transacted without further notice.

ARTICLE IX

MEETING OF MEMBERS

SECTION 9.1 Annual Meeting. An annual meeting shall be held at a time to be set by the Board of Directors during January of each calendar year.

9.2 Special Meetings. Special meetings may be called at any time by any two or more members of the Board of Directors. In addition, special meetings of the voting membership must be called upon the written request of the Members who have a right to vote one-fourth (1/4) of the total votes entitled to be cast at the time such written request is made.

9.3 Notice. Notice of any meetings shall be given to the Members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the books of the Association. Notice of any regular or special meeting shall be mailed at least six days in advance of the meeting, and shall set forth in general the nature of the business to be transacted.

9.4 Quorum. The presence at the meetings of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the vote of the membership so meeting shall constitute a quorum for any actions governed by these By-Laws unless it is provided otherwise in the Declaration, or the Articles of Incorporation, or elsewhere in these By-Laws.

ARTICLE X
PROXIES

SECTION 10.1 Form of Vote. At all meetings of Members, each Member entitled to vote may vote in person or by proxy.

10.2 Proxies. All proxies shall be in writing filed with the Secretary of the Association. No proxy shall extend beyond a period of eleven months, and every proxy shall automatically cease upon the sale by the Member of his Parcel or other interest in the Member's Property.

ARTICLE XI
INSPECTION OF BOOKS AND PAPERS

SECTION 11.1 The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Member.

ARTICLE XII
PARLIAMENTARY RULE

SECTION 12.1 Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with the Declaration or the Articles of Incorporation.

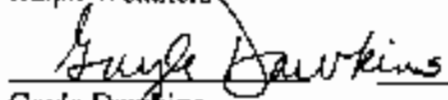
ARTICLE XIII

SECTION 13.1 In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control;

IN WITNESS WHEREOF, we being all of the Directors of CROSS KEYS HOMEOWNERS ASSOCIATION, INC., have set our hand this 10 day of September, 2004.



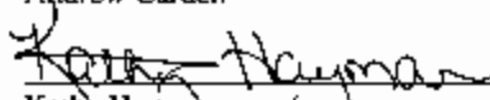
Ralph Weathers



Gayle Dawkins



Andrew Carden



Kathy Hayman

Cross Keys Homeowners Association

Cross Keys ✦ Stones River ✦ Summit Pointe

5583 Summit Pointe • Pinson • Alabama • 35126

**CROSS KEYS HOMEOWNERS ASSOCIATION INC.
RESOLUTION 2011-01**

WHEREAS, IT HAS BEEN DETERMINED BY THE CROSSKEYS HOMEOWNERS ASSOCIATION BOARD OF DIRECTORS THAT IT IS ADVISABLE TO ESTABLISH A CAPITAL FUND SAVINGS ACCOUNT;

THEREFORE BE IT RESOLVED, THAT THE CROSSKEYS HOMEOWNERS ASSOCIATION INC. TREASURER, KAREN BURNHAM, BE AUTHORIZED AND DIRECTED TO ESTABLISH A CAPITAL FUND SAVINGS ACCOUNT AT WELLS FARGO BANK, NA.

The undersigned hereby certifies that he is the duly elected and qualified President/Secretary of the Cross Keys Homeowners Association Inc. and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors, and that said meeting was held in accordance with the Bylaws of the Crosskeys Homeowners Association on July 10, 2011, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as President/Secretary



President/Secretary

AMENDMENT TO THE BYLAWS OF CROSS KEYS HOMEOWNERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: We, the undersigned, the Board of Directors of Cross Keys Homeowners Association, Inc., an Alabama non-profit corporation ("the Corporation") certify that on July 10, 2011, pursuant to Article VIII of the Articles of Incorporation of Cross Keys Homeowners Association, Inc., and Section 10-3A-27 of the Alabama Code (1975), the shareholders of the Corporation did adopt an amendment to the Bylaws of the Corporation as follows:

ARTICLE III

Article III is hereby amended.

- 3.3.2 The Board of Directors shall be authorized to allow the Treasurer to assess a late fee charge for annual dues not paid by the due date. The rate shall not exceed 2% per month on the unpaid balance. The collection of the late fess shall be enforced in the same manner as the Assessments in Section 3.3 of these By-Laws.
- 3.4. The Board of Directors shall be authorized to form a Covenant Violations Committee. This committee shall be authorized to investigate complaints of homeowners' noncompliance with the Articles, By-Laws, and Restrictive Covenants of Cross Keys, Summit Pointe, and Stones River. Upon a finding by the committee that a uncorrected violation has occurred or continues to exist, the Violations Committee shall have the right to send correspondence to the offending homeowner to request the correction of the violation, levy fines for any violation that remains uncorrected for a ten (10) day period after the receipt of the correspondence, and recommend to the Board of Directors those instances where litigation should be pursued. The fines levied by this Committee shall not exceed \$100.00 and shall be enforced in the same manner as the Assessments in Section 3.3 of these By-Laws. The membership of this Committee shall consist of three (3) persons. One member shall be a Director of the Corporation with the remaining two members elected from the membership at large by those same procedures as used for the election of the Board of Directors. No member of the Committee shall serve more than two consecutive one-year terms.

The undersigned hereby certifies that he is the duly elected and qualified President/Secretary of the Cross Keys Homeowners Association Inc. and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors, and that said meeting was held in accordance with the Bylaws of the Cross Keys Homeowners Association on July 10, 2011, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as President/Secretary



President/Secretary

Cross Keys Homeowners Association

Cross Keys * Stones River * Summit Pointe

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