

BYLAWS OF THE ARROWHEAD HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I – OFFICES

The office of the Corporation will be located in Montgomery, Alabama.

ARTICLE II - BOARD OF DIRECTORS

Section 1 - Number, Election and Term of Office

(a) The number of the directors of the Corporation will be not less than three (3) and not more than fifteen (15), unless and until otherwise determined by amendment to these bylaws. Of this number, there will be ten (10) Officer positions and five (5) At-Large positions.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation will be elected by a majority of the votes cast at the annual meeting of the Membership, or at a special meeting held for that purpose.

(c) Each director will hold office until the annual meeting of the membership next succeeding their election, and until their successor is elected and qualified, or until their prior death, resignation or removal.

Section 2 - Duties and Powers

The Board of Directors will be responsible for the control and management of the affairs, property and interests of the Corporation and may exercise all powers of the Corporation, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the membership.

Section 3 - Annual and Regular Meetings; Notice

(a) A regular annual meeting of the Board of Directors will be held jointly with or immediately following the annual meeting of the membership. In the event that the Board of Directors meets at least once each calendar quarter, this annual meeting will not be required.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors will not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors changes the time or place of any regular meeting, notice of such action will be given to each

director who will not have been present at the meeting at which such action was taken within the time limits, and in the manner set forth in paragraph (b) of Section 4 of this Article II, with respect to special meetings, unless such notice is waived in the manner set forth in paragraph (c) of such Section 4.

Section 4 - Special Meetings; Notice

(a) Special Meetings of the Board of Directors will be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Notice of special meetings may be mailed directly to each director at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or may be sent by telegram, radio, cable or email, or may be delivered personally, not later than the day before the day on which the meeting is to be held. A notice or waiver of notice, except as required by Section 10 of this Article II, needs not specify the purpose of the meeting.

(c) Notice of any special meeting will not be required to be given to any director who will attend such meeting without protesting prior thereto or at its commencement, the lack of notice, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting will not be required to be given.

Section 5 - Meeting Chairman

At all meetings of the Board of Directors, the President, if present, will preside. If there is no President, or the President is absent, then the Vice President will preside, or in the Vice President's absence, a meeting Chairman chosen by the Directors will preside.

Section 6 - Quorum and Adjournments

(a) At all meetings of the Board of Directors, the presence of a majority of voting members of the Board will be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws.

(b) A majority of the directors present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum is present.

Section 7 - Manner of Acting

(a) At all meetings of the Board of Directors, each director present, with the exception of the Past-President and any At-Large Director, will have one vote. In the event of a tie vote, the President or

chosen meeting Chairman will have the power to decide the particular issue voted upon or to table the action.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these bylaws, the action of a majority of the directors present at any meeting at which a quorum is present will be an act of the entire Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation will be an act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Such action may be taken without a meeting if consent in writing, setting forth the actions so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof, and said consent will have the same force and effect as a unanimous vote of the Directors.

Section 8 - Vacancies

Any vacancy in the Board of Directors occurring for any reason will be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose. In the case of a vacancy created by the removal of a director by the membership as described in Section 10(a) of this Article II, that vacancy will be filled by the membership at the meeting at which the removal was effected.

Section 9 - Resignation

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation will not be necessary to make it effective.

Section 10 - Removal

(a) Any director may be removed, with or without cause, at any time, by the membership at a special meeting of the membership called for that purpose.

(b) Any director may be removed for cause by action of the Board at a special meeting called for that purpose, or at a regular meeting of the Board. Cause may include the missing of three consecutive Board meetings.

Section 11 - Contracts

(a) No contract or other transaction between this Corporation and any other Corporation will be impaired, affected or invalidated, nor will any director be liable in any way by reason of the fact that

any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, provided that such fact be disclosed or made known to the Board of Directors prior to the execution or renewal of that contract or other transaction.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director will be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors prior to the execution or renewal of that contract or other transaction, and provided that the Board of Directors authorizes, approves or ratifies such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section will not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 12 - Committees

(a) An Executive Committee consisting of the President, Vice President, Secretary and Treasurer will be authorized to perform actions necessary to the Corporation. Actions of the Executive Committee must be by a unanimous vote and will have the same force and effect as an action made by a majority vote of the entire Board. Notice of any action taken by the Executive Committee will be reported to the full Board immediately by a method described in Section 4, paragraph (b) of this Article II and again at the next meeting of the Board of Directors.

(b) A Nominating Committee will be formed in advance of the annual meeting to propose candidates for directorships in the Association for the ensuing year. If available, the Past President will be the Chairman and will choose other members of the committee; if not available, the Board of Directors will appoint a Chairman, who will choose other members of the committee. The candidates proposed will be presented at the annual meeting.

(c) The Board of Directors, by resolution adopted by a majority of a quorum of the Board, may from time to time designate one or more committees and the members and alternate members thereof, as they deem desirable, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee will serve at the pleasure of the Board and will report directly to the Board.

ARTICLE III - MEMBERS

Section 1 - Qualifications

(a) This Corporation will have two classes of membership.

(b) Homeowner Membership. Homeowners of Arrowhead will be eligible for membership in this Corporation. Representation and dues collection within the Corporation will be on the basis of households. A household is defined to be a single person or group of people owning and living in a single property within this community. In the event that the owners of residential property in this community do not live in said property but lease it to others who live as a household within this community, then the household leasing said property will be treated as the proxy of the homeowner unless otherwise agreed upon by the homeowner and the leasing household. The Corporation will have no duty to inquire as to whether the leasing household has the express proxy of the homeowner, but will be entitled to assume that the leasing household has such proxy unless otherwise notified by the homeowner. The proxy will entitle the leasing household to vote, if present, at a General or Annual Meeting of the Membership, and to all other benefits and privileges of membership in the Corporation, provided that such household is in good standing with the Corporation. A household will be in good standing which will have paid its annual dues to the Corporation and any assessments prior to November 1. Dues paid after October 31 will be considered advance payment of dues for the following year.

(c) Professional Membership. Businesses and Service Providers in the community will be eligible for membership in this Corporation. Members of this class of membership will not have a vote at any General or Annual Meeting of the Membership.

Section 2 - Annual Meetings

The annual meeting of the membership of the Corporation will be held in the last quarter of the Corporation's fiscal year, for the purpose of transacting such business as may properly come before the meeting.

Section 3 - Special Meetings

Special meetings of the membership may be called at any time by the Board of Directors or by the President, and will be called by the President or the Secretary at the written request of ten percent (10%) of the membership entitled to vote thereat, or as otherwise required under the provisions of the Law of the State of Alabama ("Nonprofit Corporation Act").

Section 4 - Place of Meetings

All meetings of the membership will be held at such places as will be designated in the notices of such meetings. Notice of the time and place of the meetings may be waived by attendance at such meetings for purposes other than to protest lack of notice of such meetings.

Section 5 - Notice of Meetings

(a) Notice of each meeting of the membership, whether annual, regular or special, stating the time when and place where it is to be held, will be given not less than three (3) or more than fifty (50) days before the meeting, to each member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. Notice of a special meeting will also state the purpose or purposes for which the meeting is called, and will indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If mailed, such notice will be directed to each such member at their mailing address, as it appears on the records of the membership of the Corporation. Notice of a regular or Annual General Meeting of the Membership may be given by posting such notice of the time and place of the meeting in a conspicuous public place calculated to be seen by a majority of the members of the Corporation.

(b) Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice and prior to the meeting, or to any member who attends such meeting in person, or to any member who submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of the membership need not be given, unless otherwise required by statute.

Section 6 - Quorum

(a) Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), at all meetings of the membership of the Corporation, the presence at the commencement of such meetings in person of adult representatives of twenty-five (25) households in good standing as members of record of the Corporation entitled to vote, will be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting will have no effect on the existence of a quorum, after a quorum has been established at such meetings.

(b) Despite the absence of a quorum at any annual or special meeting of the membership, the membership, by a majority of the votes cast by members entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum is not present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

Section 7 - Voting

(a) Except as otherwise provided by statute or by the Articles of Incorporation, any action to be taken by vote of the membership, will be authorized by a majority of votes cast at a meeting of the membership by the members entitled to vote thereon.

(b) Except as otherwise provided by statute or by the Articles of Incorporation, at each meeting of the membership, each household of the Corporation entitled to vote thereat will be entitled to have one vote. A household will be entitled to vote which has paid its annual dues and assessments for that year at least thirty days prior to the meeting, and which has at least one adult member of the household present at the meeting.

(c) Any resolution in writing, signed by a majority of the quorum of the membership present and entitled to vote thereon, will be and constitute action by such membership to the effect therein expressed, with the same force and effect as if the same had been duly passed by majority vote at a duly called meeting of the membership and such resolution so signed will be inserted in the Minute Book of the Corporation under its proper date. The Secretary will note thereon the number of votes constituting the quorum.

Section 8 - Action Without Meeting

Any action which may be taken at a meeting of the membership may be taken without a meeting if a consent in writing, setting forth the actions so taken, is signed by a representational quorum of the members entitled to vote with respect to the subject matter thereof (adult representatives of twenty-five households in good standing from various areas of the community). Such consent will have the same force and effect as a unanimous vote of the membership and may be stated as such in any writing or document.

ARTICLE IV - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office

(a) The officers of the Corporation will consist of President, Vice President, Secretary, Treasurer, Entrances, Communications, Hospitality, Neighborhood Safety, Webmaster and Past-President. Officers are required to be directors of the Corporation. No offices may be held by the same person with the single exception that one person may hold the offices of Secretary and any officer other than President simultaneously on a temporary basis if a vacancy occurs in the office of Secretary. In no event may one person hold the offices of President and Secretary simultaneously.

(b) The offices of President, Vice President and Treasurer will be filled only by persons then-currently serving as an officer of the Corporation.

(c) The officers of the Corporation will be elected as Directors by the membership at the regular annual meeting of the membership except that the President will become the Past President member of the Board for the year succeeding his term as President, without election by the membership.

(d) Each officer will hold office until the annual meeting of the membership next succeeding their election, and until their successor has been elected and qualified, or until their death, resignation or removal. The President may succeed himself, but if he does not, he will assume the office of Past-President for the year following his term as President. In the event of his death, resignation or removal, the office of Past-President will remain vacant.

Section 2 - Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation will not be necessary to make it effective.

Section 3 - Removal

Any officer may be removed by majority vote of the Board of Directors at any time, with cause, and a successor elected by the Board. Any officer may be removed with or without cause at any time by the membership, at a special meeting of the membership called for that purpose. A vacancy caused by removal of an officer by the membership may be filled by majority vote of the membership at that same meeting, or may be filled for the unexpired portion of the term by a majority vote of the remaining officer/directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 4 - Vacancies

A vacancy in any office, other than Past-President, by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 - Duties of Officers

(a) Officers of the Corporation will, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these bylaws, or may from time to time be specifically conferred or

imposed by the Board of Directors. The President will be the chief executive officer of the Corporation.

(b) The Treasurer of the Corporation will prepare an annual report consisting of a statement of the amount of funds on hand at the commencement of the year, the amount received during the year and from what sources received, the total amount paid out by authorization of the Board or membership, and the balance on hand. The annual report will be submitted to the membership at a regular meeting of the membership, and its acceptance will be equivalent to a resolution of the Corporation that the Treasurers report is correct. The Board of Directors will have the authority to refer the annual report to an accountant or accounting firm for auditing certification, in its discretion.

Section 6 - Sureties and Bonds

In case the Board of Directors requires, any officer, employee or agent of the Corporation will execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of their duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into their hands.

Section 7 - Membership in Other Corporations

Whenever the Corporation is a member of any other corporation, any right or power of the Corporation as such member (including the attendance, acting and voting at membership meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by any officer the Board of Directors may authorize.

ARTICLE V - FISCAL YEAR

The fiscal year of the Corporation will be January 1 through December 31.

ARTICLE VI - CORPORATE SEAL

The corporate seal, if any, will be in such form as will be approved from time to time by the Board of Directors.

ARTICLE VII - AMENDMENTS

Section 1 - By Membership

All bylaws of the Corporation will be subject to alteration or repeal, and new bylaws may be made, by a two-thirds vote of the quorum of members present and at the time entitled to vote. An amendment proposed by the membership will be read at the General Meeting at which it is proposed, and will lie over to be voted upon at the next General Meeting or a Special Meeting called for that purpose before it is adopted to these bylaws.

Section 2 - By Directors

The Board of Directors will have the power to make, adopt, alter, amend and repeal, from time to time, bylaws of the Corporation; provided, however, that the members entitled to vote with respect thereto as in the Article VII above-provided may alter, amend or repeal bylaws made by the Board of Directors, and such alteration, amendment or repeal will take effect immediately; except that the Board of Directors will have no power to change the quorum for meetings of the membership or of the Board of Directors, or to change any provisions of the bylaws with respect to the removal of directors or the filling of vacancies in the Board resulting from the removal by the membership. If any bylaws regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there will be set forth in the notice of the next meeting of the membership for the election of directors, the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

The undersigned certify the foregoing bylaws have been adopted as the bylaws of the Corporation, in accordance with the requirements of the Corporation Law.

Adopted the 9th of June, 2011 by a two-thirds vote of the quorum of members present.

Amended the 29th of November, 2016 by a two-thirds vote of the quorum of members present.