

BY-LAWS
OF
Adderley Gardens Homeowner's Association, Inc.

PURPOSE

The Association is formed to provide for the management, maintenance, preservation, care, and control of the entire subdivision known as Adderley Gardens. ~~All the streets of the subdivision are private streets~~ and are so designated on the final plat as filed in the land records of the Chancery Clerk of Madison County, Mississippi in Plat Cabinet C at Slide 177. ~~The streets and all entrance areas shall be maintained by the Association.~~

Additionally the Association shall exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants and Restrictions which have been filed of Record in the office of the Chancery Clerk of Madison County, Mississippi in Book 991 at Page 645.

ARTICLE I.
Name and Location

The name of the corporation is Adderley Gardens Homeowner's Association, Inc. (hereinafter referred to as "Association"). The principal office of the Association shall be located at 6158 Old Canton Road, Jackson, MS 39211. Meetings of the Members, Directors, and Officers may be held at such places within the State of Mississippi as may be designated by the Board of Directors of the Association.

ARTICLE II.
Definitions

1. Association. Association shall mean and refer to the Adderley Gardens Homeowner's Association, Inc., its successors and assigns.
2. Directors. Directors shall mean the Directors elected by the Members of the Association.
3. Officers. Officers shall mean a President, a Secretary, and Treasurer elected by the Members of the Association.
4. Member. Member shall mean and refer to those persons entitled to membership as provided in these By-Laws.
5. Persons Entitled To Membership. Any person or entity which is an owner of a lot in Adderley Gardens Subdivision shall be a member of the Association.
6. Assessments. Assessments shall mean those Assessments set by the Board of Directors of the Association.
7. Common Area. Common Area shall mean all real property owned by the Association for the common use and enjoyment of the Lot owners in Adderley Gardens including the private streets.
8. Developer. Developer shall mean Miss-Georgia Corporation, the owner and developer of the subdivision known as "Adderley Gardens".

ARTICLE III
Membership

~~Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to assessments under the Covenants and Restrictions of record against the property in Adderley Gardens Subdivision shall be a member of the Association. Membership~~

shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE IV.
Meeting of Members

1. ~~Annual Meetings~~ The first annual meeting of the Members shall be held in the ~~month of January~~ 1998. Each subsequent regular annual meeting of the Members shall be held as nearly as is possible on the same day of the same month of each year thereafter at an hour and time and date set by the Board of Directors.
2. Special Meeting. Special meetings of the Members may be called at any time by any Officer or by the Board of Directors or upon written request of one-fourth (1/4) of the Members of the Association.
3. ~~Notice of Meetings~~ Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association by mailing a copy of the notice, postage pre-paid, ~~at least fifteen (15) days prior to~~ such meeting to each Member entitled to attend the Association's meetings addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, date, and hour of the meeting, and in case of a special meeting, the purpose of the meeting.
4. ~~Quorum~~ The presence at the meeting of the Members entitled to cast, or proxies entitled to cast, ~~one-third (1/3)~~ of the votes of the Members, but never less than four (4) Members, shall constitute a quorum for any action. If such a quorum shall not be present or represented at any meeting the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting

until a quorum shall be present or be represented.

5. Proxies. At all meetings of Members each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable by the Member giving the proxy.

ARTICLE V.
Board of Directors

1. Selection. The affairs of this Association shall be managed by a ~~Board of Directors comprising not less than two (2) nor more than five (5) Directors~~ who must be Members, or represent Members, of the Association. However, during the period that the developer still owns lots in Adderley Gardens, the developer shall be entitled to elect at least ~~three (3) members to the Board of Directors of the Association.~~

2. Term of Office. At the first annual meeting of the Members the Members shall elect three (3) Directors to serve staggered terms of one (1) year, two (2) years and three (3) years with each position or post being designated by the membership as the term thereof. At each annual meeting thereafter the Members shall elect the Directors for a term of three (3) years.

3. Removal. Any Director may be removed from the Board with, or without cause, by majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Association and shall serve for the unexpired term of his predecessor.

4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI.
Nomination and Election of Directors

1. Nomination. Nomination for election to the Board of Directors shall be made by the membership of the Association. The nominations may be made in writing or they may be made from the floor at the annual meeting. Each Director must be a Member or represent a Member of the Association.

2. Election. Election to the Board of Directors shall be by secret written ballot. In such election the Members or their proxies may cast in respect to each vacancy, one vote. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

3. Election by Developer. Notwithstanding any other provision in these bylaws to the contrary, for as long as the Developer owns or controls land that he intends to include in the development known as Adderley Gardens, the Developer shall have the absolute right to elect at least three (3) of the Directors of the Association.

ARTICLE VII.
Meetings of Directors

1. Regular Meetings. The regular meetings of the Board of Directors shall be held ~~at least as often as semi-annually~~ without notice at such place and hour as may be fixed from time to time by the resolution of the Board. Should the meeting fall upon a legal holiday then that meeting shall be held at the same time on the next day which is not a legal holiday.

2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or Secretary of the Association, or by any member of the Board of Directors after not less than three (3) days notice to each Director.

3. ~~Quorum: A majority~~ of the number of Directors shall constitute a quorum for the transaction of business.

ARTICLE VIII.
Power and Duties of the Board of Directors

1. Powers. The Board of Directors shall have the power to:

- (a) adopt all rules and regulations governing the operation of the Association;
- (b) to declare an office of the Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause or keep a complete record of all acts and affairs of the Association and to present a statement thereof to the Members at the annual meeting of the Members;
- (b) supervise all Officers and Agents of the Association and to see that their duties are properly performed to collect the assessments or dues from each Member.
- (c) determine the assessments that the Association shall assess against the

members to maintain the Subdivision known as Adderley Gardens and to keep the subdivision landscaped and attractive for the entire subdivision, including the entrance way and the streets.

ARTICLE IX.
Officers and Their Duties

1. Enumeration of Offices. The Officers of this Association shall be a President, a Secretary, and a Treasurer. These three (3) Officers may also be members of the Board of Directors.
2. Election of Officers. ~~The election of the Officers shall take place at the annual meeting of the Members.~~ Members shall elect the officers of the Association with each member entitled to one vote for each officer to be elected.
3. Term. The Officers of this Association shall be elected annually by the Members of the Association and each shall hold office for one year unless he or she sooner resigns or shall be removed or otherwise disqualified to serve.
4. Special Appointments. The Association may elect such other Officers as the affairs of the Association may require.
5. Resignation and Removal. Any Officer may be removed from office by the Members and the Officer may resign at any time, giving written notice to the Members. Such resignation shall take effect on the day of receipt of such notice or at any later time specified in the notice. Acceptance of the resignation is not necessary to make it effective.

6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

7. Multiple Offices. The offices of the Secretary and Treasurer may be held by the same person.

8. Duties. The duties of the Officers are as follows:

- President. The President shall preside at all meetings of the membership.
- Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and the Members and keep a current record showing the Members of the Association together with their addresses and perform such other duties as required by the Board.
- Treasurer. The treasurer shall receive and deposit in the Association's bank accounts, all monies of the Association and shall disburse such funds as directed by resolution of the Board. He or she shall sign all checks and promissory notes of the Association, keep proper books of account, shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting.

ARTICLE X. Books and Records

The books and records of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. Such books and records shall be maintained by the Secretary and Treasurer.

ARTICLE XI.
Assessments

Each Member shall be required to pay to the Association annual assessments which shall be established at each annual meeting of the membership. All assessments are secured by a continuing lien upon the lot or property against which the assessment is made. The Secretary shall give notice to each Member if such Member fails to pay its annual assessment within sixty (60) days of having been billed therefore. If any member has not paid his assessment within ninety (90) days, the Association shall be entitled to file a lien in the land records of the Chancery Clerk of Madison County, Mississippi, on the lot owned by the member who has failed to pay the assessment. If the member fails to pay the assessment, then the Association shall be entitled to foreclose upon the lot after giving the member written notice by certified mail at the member's last known mailing address. The assessment shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum. The Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property or both. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

ARTICLE XII.
Amendments

These By-Laws may be amended at a regular or special meeting of the Members by a vote of the majority of a quorum of Members present in person or by proxy. Any proposal for a change in these By-Laws shall be submitted to each member in writing by first class mail at least fifteen (15) days prior to the meeting where such change will be voted upon.

ARTICLE XIII.
Fiscal Year

The fiscal year of the Association shall begin on the first day of January and then on the 31st day of December of every year.

IN WITNESS WHEREOF, we being all of the Directors of the Adderley Gardens Homeowner's Association, Inc., Inc. have hereunto set our hands this the 24th day of January, 1997.

DIRECTORS AND OFFICERS

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting Secretary of the Adderley Gardens Homeowner's Association, Inc. and that the foregoing By-Laws constitute the original By-Laws of the Association as duly adopted at a meeting of the membership and the Board of Directors thereof, held on the 24th day of January, 1997.

In Witness hereof, I have hereunto subscribed my name as Secretary of the Association this the 24th day of January, 1997.

SECRETARY