

*ASHFORD PARK  
PROPERTY  
OWNER'S  
ASSOCIATION*



*AMENDED & RESTATED  
DECLARATION OF  
BY-LAWS FOR ASHFORD PARK*

**This amended and restated declaration of By-Laws  
Approved and ratified on the date below,  
And filed of record in the  
Office of the Judge of Probate of Baldwin County, AL  
By the  
Ashford Park Property Owners' Association  
Consolidates and replaces in total all previous amendments.**

Amended and Restated \_\_\_\_\_, 2019

ASHFORD PARK PROPERTY OWNER'S ASSOCIATION

Board of Directors

P.O. Box 1078

Foley, AL 36536

[www.ashfordparkowner.com](http://www.ashfordparkowner.com)

[ashparkhoa@gmail.com](mailto:ashparkhoa@gmail.com)

**ARTICLE I**

**NAME AND LOCATION**

The name of the Association is Ashford Park Property Owners Association, hereinafter referred to as the "Association" or POA. The mailing address for the Association is PO Box 1078, Foley, Alabama 36536. Meetings of Members and Directors may be held at such places within the State of Alabama, County of Baldwin, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

- Section 1 "Association" shall mean and refer to Ashford Park Property Owners' Association and assigns.
- Section 2 "Subdivision" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Protective Restrictions for Ashford Park.
- Section 3 "Common Areas" shall mean the real property owned by the Association for the common benefit of the owners including without limitation the detention ponds, entrance ways, and easements not granted to any government entity (including any storm water, drainage and sidewalk easements).
- Section 4 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any lot which is a part of the subdivision, excluding those having such interest merely as security for the performance of any obligation
- Section 5 "Declarant" shall mean and refer to Ashford Park Property Owners' Association, its successors and assigns if such successor and assigns should
- Section 6 acquire more than one lot from the Declarant and expressly be assigned and assume the role of Developer.
- Section 7 "Member" shall mean and refer to every person who is a record owner of a fee or undivided fee interest in any lot subject to the Declaration.

**ARTICLE III**  
**MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot subject to the Declaration 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**  
**VOTING RIGHTS**

The Association shall have one class of voting membership:

**CLASS A** Class A member(s) shall be all owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event, shall more than one vote be cast with respect to any lot.

**ARTICLE V**  
**MEETING OF MEMBERSHIP**

**Section I** **Annual Meetings**

The annual meeting of the members shall be held between January 6 and January 15 of each year. The central purpose of the annual meeting is to elect Board Members. The Board shall create the agenda and provide a platform for Board Candidates to address the Members.

Issues emanating from the board-approved budget and / or dues amount, received by members prior to December 1, shall be communicated to the Board in writing, via the formal complaint process, no later than December 31. The Board shall respond, in writing within 7 days receipt of the complaint.

**Section 2** **Special Meetings**

Special meetings of the members may be called at any time by the President, the Board of Directors, or upon written request of the members who represent one-half (1/2) of all the voters entitled to vote at such a meeting.

**Section 3**      **Notice of Annual and Special Meetings**

Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote, at the member's address last appearing on the database books of the Association. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

**Section 4**      **Quorum**

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Declaration, or the By-laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5**      **Voting Requirements**

If a quorum exists, the vote upon any question before the Membership shall be decided by a majority vote of the members entitled to vote at the meeting unless the vote of a greater number is required by the Declaration. All decisions must be recorded in meeting minutes.

**Section 6**      **Proxies**

At all meetings of members, each member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary for verification no later than the time at which the vote is to be taken. Each proxy shall be revocable and shall automatically cease upon the conveyance by the Member of his lot. Each proxy

shall be signed by all owners of record and notarized. The form of a proper proxy shall be supplied by the Secretary upon request. (Amended \_\_\_\_\_2019)

## **ARTICLE VI**

### **BOARD OF DIRECTORS, SELECTION AND TERM OF OFFICE**

#### **Section 1      Number of Directors**

The Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors, which is consistent with the Articles of Incorporation. The persons who are to act in the capacity of Directors until the selection of their successors are: President, Vice President, Treasurer, Secretary, Architectural Chair and Nominations Chair. Directors must be owners of record on the Deed of any lot in Ashford Park. At present the Board has authorized a change to this provision that requires 5 Board Seats. (Amended \_\_\_\_\_ 2019)

#### **Section 2      Term of Office**

At the annual meeting, the Members will elect not less than three nor more than nine Directors for a one-year term. (Amended \_\_\_\_\_, 2019.)

#### **Section 3      Removal**

Any Director may be removed from the Board, with or without cause, by a majority of the votes in the Association. In the event of death, resignation or removal of a Director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of this predecessor.

#### **Section 4      Compensation**

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

#### **Section 5      Action Taken Without A Meeting**

The Directors shall have the right to take any action in the absence of meeting which they could take at a meeting by obtaining the approval of the majority of Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. All Board decisions must be recorded in the meeting minutes and communicated via website and / or other means within 30 days.

**Section 6**      **REMOVED** (Amended \_\_\_\_\_ 2019)

## **ARTICLE VII**

### **NOMINATION AND ELECTION OF DIRECTORS**

**Section 1**      **Nomination**

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting until the close of the next annual meeting and such appointment shall be announced at each meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. It shall be responsible to produce the ballots used in upcoming elections.

**Section 2**      **Election**

Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Space for "write-ins" shall be provided on the ballot to accommodate the Members nominated from the floor.

**Section 3**      **Candidates**

Only one individual per Lot may run for elected position in the Ashford Park Property Owner's Association Board of Directors in any election in any given year. (Amended \_\_\_\_\_ 2019)

## ARTICLE VIII

### MEETING OF DIRECTORS

**Section 1**      **Regular Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly, with a minimum 30-day notice. Meeting places, time and dates will be posted on the website.

**Section 2**      **REMOVED** (Amended \_\_\_\_\_ 2019)

**Section 3**      **Quorum**

A majority of the Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded and documented as the act of the Board.

## ARTICLE IX

### OFFICERS AND THEIR DUTIES

**Section 1**      **Enumeration of Officers**

The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, Architectural Chair, Nominating Chair, and such officers as the Board may from time to time by resolution create. Board members that exceed the aforementioned positions shall become part of the voting ARC committee.

**Section 2**      **Election of Officers**

The election of officers shall take place immediately following the election at the annual meeting. Board positions (officers) will be decided by majority vote of the elected board members. (Amended \_\_\_\_\_, 2019.)

**Section 3**      **Term of Office**

The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall resign, or shall be removed, or otherwise becomes disqualified to serve.

**Section 4**      **Special Appointments**

The Board may elect such other officers 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 5**      **Resignation and Removal**

Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time 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. The removal of an Officer by majority vote of the Board who is also a Director shall not affect that individual's capacity as an Elected Member of the Board of Directors. The resignation of an Officer who is also a Director shall only affect that individual's capacity as an Elected Member of the Board of Directors if he or she so states.

**Section 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 they replace.

**Section 7**      **Multiple Offices**



The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8**      **Duties**

The duties of the officers are as follows:

President - The President shall preside at all meetings of the Board of Directors. They shall see that the orders and resolutions of the Board are carried out. They shall sign all leases, mortgages, deeds and other written instruments and shall co-sign checks and promissory notes.

Vice-President - The Vice-President shall act in the place and stead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board.

Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members. The Secretary shall serve notice of meetings of the Board and of the members and perform such other duties as required by the Board. The Secretary shall keep appropriate current records, showing the members of the Association with their addresses, and contact information as needed. The Secretary shall report the vote and totals after all elections and shall certify the winners of such selections. (Amended \_\_\_\_\_2019)

Treasurer - The Treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors. They shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a Public Accountant at the completion of each fiscal year. They shall prepare an annual budget and a statement of income and expenditures and include it in the annual dues notice / upcoming budget mailing on or before November 30. These duties may be relegated to a management company if one is employed by the Association.

Architectural Chair - The Architectural Chair shall be responsible for all aspects of the process involving members who seek to add permanent improvements to their home or lot as mandated

by the CC &R's. Their duties include but are not limited to establishing four voting members to evaluate and vote on each requested improvement, keep accurate records of all actions, and filing all decisions in the permanent record of each member.

The Architectural Chair shall also be responsible for the all aspects of the inspection, violation letter, and assessment letter processes as well as maintaining accurate records and filing all actions in the permanent records of each member in the absence of a property management contractor.

Nomination Chair - Along with the duties as listed in Article VII, Section 1, the Nomination Chair shall be responsible for the recruitment of members to serve on the nomination committee and coordinate such recruits to check in and register members, distribute ballots at the election and execute the election of officers at the annual meeting.

## **ARTICLE X**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

#### **Section I      Powers**

The Board of Directors shall have the power to:

- A. Suspend the voting rights of a member during any period in which such member shall be in default of the payment of any assessment levied by the Association;
- B. Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of the By-laws or the Declaration;
- C. Declare the office of a 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; and
- D. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

#### **Section 2      Duties**

It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all its acts and Association 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 one-fourth (1/4) of the members who are entitled to vote;

B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

C. As more fully provided in the Declaration, to:

1. Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
2. Send written notice of each assessment to the current mailing address of every owner subject thereto, at least thirty (30) days in advance of each annual assessment period and;
3. At the discretion of the Board, claim a lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner(s) personally obligated to pay the same at any point thereafter while such violation(s) continue. (Amended \_\_\_\_\_ 2019).

D. Procure and maintain adequate liability and hazard insurance on its Directors and on property owned by the Association, if the Directors, in its discretion, deem such insurance appropriate.

E. Cause all officers and employees of the Association having fiscal responsibilities to be bonded, as the Board of Directors, in its discretion deem appropriate. (Amended \_\_\_\_\_2019)

**ARTICLE XI**  
**COMMITTEES**

The Association shall appoint a Nominating Committee as provided in these By-laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Any committee appointed by the Board shall include not fewer than two members of the Board of Directors. If at any time a duly appointed Committee has less than two Directors, Directors shall be appointed to the Committee until the number is two or greater. (Amended \_\_\_\_\_ 2019).

**ARTICLE XII**

**BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member with fifteen (15) days of their written request to the Board.

**ARTICLE XIII**

**ASSESSMENTS**

(Amended \_\_\_\_\_ 2019).

Each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due, shall be held delinquent. If the assessment is not paid within thirty (30) days after the due date, a late fee of \$20.00 will be assessed. The assessment shall bear interest from the date of delinquency at the rate of \$15 per month. The Association may bring an action, at law and/or equity, against the owner(s) personally obligated to pay the same and/or foreclose the lien against the property. All interest, costs, and reasonable Attorney's fees of any such action, shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of their lot.

**Violation** – Any action or conduct which violates or conflicts in any way with any provision of the applicable Ashford Park Declaration of Covenants and Restrictions and which occurs on any lot or Association property within the Ashford Park Subdivision.

- 1) The Architectural Committee shall issue a courtesy notice by US mail that will notify the owner of a possible violation and request the owner to correct the possible violation within a stated time (to be determined by the Architecture Committee) and shall request that the owner contact the Architectural Committee if they believe there is no violation.
  
- 2) Following a courtesy notice, members found in violation of Ashford Park covenants and/or restrictions will receive a violation letter by US mail and shall have 30 days from the post mark date to remedy the violation.

- 3) If the violation is not corrected within 30 days the Architectural Committee may place an assessment in an amount of \$250.00 against the account of the record owner(s) of the subject property. This amount shall be reassessed each 30 days until the violation has been cured and the Architectural Committee has approved such cure. This amount shall be cumulative in nature.
- 4) At any point after 90 days from the post mark date of the Violation Letter, if the delinquent amount has not been paid in full to the association, the Architectural Committee may send the necessary information to the POA attorney to claim a lien against the subject property. The entirety of assessment amounts, late fees, accumulated interest, attorney fees, and any collection costs, will be claimed in the lien against the owner. The lien will be released when the total amount has been paid. All voting rights associated with any lot for which the payment of any assessment is delinquent shall be suspended until such time that all assessments owed have been paid in full, including any late fee, attorney's fee, interest, and/or other cost associated with the collection of the assessment.
- 5) Members may request a variance from the Architectural Committee at any time. Any request for variance must be made in writing and include the reason, the date, drawings if appropriate, names and contact information for all owners of the lot in question, and other information necessary or helpful to the Committee in the rendering of its decision. The Architectural Committee shall provide a decision within 30 days of receiving the request unless it requires further information from a third party. In which case, the Architectural Committee shall give prompt notice to the requesting member(s) as to the status of their request.
- 6) For hardship variance or related issues, please contact a Board member or email through the website.

#### ARTICLE XIV

#### AMENDMENTS

**Section 1** These By-laws may be amended by a vote of majority of a quorum of the Board of Directors present or by proxy.

**Section 2** In the case of any conflict between the Declaration and these by-laws, the Declaration shall control.

**ARTICLE XV**

**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December each calendar year.

These By-Laws supersede any and all previous versions and shall be effective as of the \_\_\_\_ day of \_\_\_\_\_, 2019.

