

BY-LAWS  
OF  
ALAPINE COMMUNITY ASSOCIATION, INC.  
Mentone, Alabama 35984  
March 14, 2024

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ARTICLE 1  
REGISTERED OFFICE

Alapine Community Association, Inc., is an Alabama nonprofit corporation, referred to hereafter as ACA. All records and documents of ACA and a designated agent to maintain and preserve those records and documents must

be in defined and specific location within Alapine Village, within the Alapine Village Subdivision Unit 2 (as recorded in Plat Book 11, Page 59, Cherokee County, Alabama records).

## ARTICLE 2 PURPOSES

Section 2.1 This corporation is organized exclusively for charitable purposes within the meaning of 501(c)3 of the Internal Revenue Code.

Section 2.2 The specific objectives and purposes of this corporation shall be:

- a) to recognize the special needs of the Alapine Community because residents are primarily over 60 years of age with the majority living alone, and because it is rural and geographically isolated from county and state services and resources;
- b) to provide advocacy in issues of developmental and environmental concerns, such as fire safety and clean water;
- c) to organize community volunteers to provide such help as: transportation and advocacy to doctor's offices and hospitals; meals when someone is temporarily ill or injured; pet care and other personal assistance when needed;
- d) to organize cost-cutting projects like buying through a co-op and car-pooling;
- e) to provide education for: maintaining good physical and mental health; keeping necessary legal paperwork up to

date; and keeping community members informed about resources available, such as ambulance service, urgent care, hospice and home health care;

f) to engage in other social and educational activities serving the needs of Alapine Community members.

Section 2.3 Community Center. To maintain in good working order, the building and property owned by ACA and used for all the above activities

### ARTICLE 3 MEMBERSHIP

Section 3.1 Full Members: the owners of a lot(s) within Alapine Village and those full time residents who are not lot owners may be Full Members with voting privileges and may sit on the board.

Section 3.2 Friends of Alapine: those who are not lot owners or full time residents but who have an interest in Alapine may join ACA as Friends of Alapine. Friends of Alapine may attend regular and annual ACA meetings but may not vote.

Section 3.3 Membership dues may be set by the Board and approved by the vote of the members present at the regular meeting. To be considered a Member in Good Standing, membership dues must be kept current.

## ARTICLE 4 MEETINGS

Section 4.1 A meeting of the members shall be held each month to receive and approve Treasurer's reports and Committee reports, agree upon necessary actions, plan future activities, and handle old and new business of the organization, and transacting such other business as needed for the continued operation of ACA, The following month's meeting may be delayed up to 31 days when agreed upon by the members present at a regular monthly meeting.

Section 4.2 Notice of the Annual meeting and regular monthly meetings shall be sent to all members at least twenty-one days prior to the meeting.

Section 4.3 a) Special Meetings may be called by the Chair or at the request of a majority of the Directors, or upon a petition signed by at least 50 percent of the voting membership. Notice of Special Meetings shall be given to all members in as timely a manner as is possible.

Section 4.3 b) Minutes of all Special Meetings shall be sent to all members within 24 hours following the meeting.

Section 4.4 A special Meeting of the Board must be held within ten (10) days after the Annual Meeting of members at which Directors are elected. At this meeting, the Directors will elect the Directors to fill the positions of the Officers of the Board for the coming year. Officers should include but not be limited to Chair, Treasurer and Secretary.

Section 4.5 Decisions at all regular membership meetings, except the annual meeting to elect board members, shall be decided by a simple majority vote of the members in attendance.

Section 4.6 Adjournment. Any meeting of the members may be adjourned for up to seventy-two (72) hours by the majority vote of the members present. Any business which could be transacted properly at the original session may be transacted at an adjourned session, and no additional notice of such adjourned session shall be required.

## ARTICLE 5 VOTING

Section 5.1 Full Members in good standing are entitled to vote in person or in writing if they are unable to attend a meeting. (see sec 5.4 Proxy)

Section 5.2 Member List. A list of names of the members entitled to vote shall be maintained by the secretary and available at every meeting and/or at the request of any member.

Section 5.3 Quorum. When a quorum is required, two-thirds of all members entitled to vote must be present or giving their vote by written proxy.

Section 5.4 Proxy. Proxies may only be used for voting for Board members or when a vote is needed for a specific item. All members must be notified that a vote for that item will be made at least 7 days prior to the meeting. Proxies for voting for Board of Directors must be in writing, include the name of the individual to be represented by the proxy

and the name of the single individual to act as proxy. It must be dated and signed and include the date the proxy is to be used. A proxy will be valid only for the single day specified and must be presented by the person awarded the proxy, to the meeting chair or facilitator, prior to the start of the meeting. All other decisions shall be decided by a simple majority vote of the members in attendance.

Section 5.5 Rules of the Meeting. The Board may recommend reasonable rules for the conduct of all meetings of the members. If the recommendations are overruled by a majority of members present, the meeting process reverts to Roberts Rules of Order

Section 5.6 Open Meetings. All meetings shall be open to all members. At special meetings of the Board, members other than Directors may not vote or participate in discussion without permission of the Board.

## ARTICLE 6

### BOARD OF DIRECTORS

Section 6.1 The Board shall be composed of at least three but no more than seven persons. All Directors must be residents and Full Members in good standing. The number of Directors will be set at a the annual meeting by the Board with approval of the majority of the members present.

Section 6.2 Term of Office. Directors shall serve a three year term. Whenever possible, at least one new Director will be elected each year so that Directors serve staggered, 3–year terms. Terms run until the next annual

meeting and thereafter until the successor shall have been elected and qualified.

Section 6.3 Vacancies. In case of death, resignation, retirement, disqualification or removal of a Director, the remaining Directors may temporarily fill the vacancy by appointment. The new Director must be approved by a majority of the members present at the next regular meeting of the membership. If approved, shall serve for the remainder of the term of the Director being replaced.

6.3 a) Removal of Directors. At any regular or special meeting, where a quorum is met, any one or more of the directors may be removed, with or without cause, by a 3/4 majority vote of those present and a successor may then and there be elected to fill the vacancy thus created.

6.3 b) Any director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting before removal.

Section 6.4 Reimbursement. Directors shall be reimbursed for reasonable expenses actually incurred in the performance of their duties when approved by majority vote at the regular meeting.

## ARTICLE 7 ELECTIONS

Section 7.1 Nomination. Nomination for election to the Board shall be made by a nominating committee, if established by the Board, or from the floor.

Section 7.2 Elections. Directors shall be elected, from among those nominated, by a majority vote at the annual meeting.

## ARTICLE 8

### POWERS & DUTIES OF THE BOARD OF DIRECTORS

The Board shall have the following powers and duties:

- a) to elect and remove the officers of the Board as hereinafter provided;
- b) to administer the affairs of ACA as agreed upon by the membership.
- c) to engage services to maintain, repair, replace, administer and operate the ACA property, as agreed upon by the membership.
- d) to collect the dues and fees, as agreed upon by the membership.
- e) to obtain adequate and appropriate kinds of insurance as agreed upon by the membership.
- f) to appoint committees and to delegate to such committees the Board's authority to carry out certain duties of the Board;
- g) to determine the fiscal year of ACA and to change the fiscal year as agreed upon by the membership.
- h) to prepare and propose annual budget for approval by the membership.
- i) to keep detailed, accurate records of the income and expenses affecting the use and operation of ACA and its property.
- j) to comply with the instructions of a majority of the



members as expressed in a resolution duly adopted at any meeting of ACA

k) to authorize members to use the ACA property for private parties and gatherings, and to impose reasonable charges for such private use as agreed upon by the membership unless specifically opposed by members vote.

l) The Board, with the approval of the two-thirds of the membership, has the right to suspend a member's privileges, use of the property, and right to vote.

m) An annual financial report of all the accounts of the Association shall be made prior to the annual meeting, and a copy of the report shall be furnished, within 30 days to each member.

## ARTICLE 9 OFFICERS OF THE BOARD

Section 9.1 At the meeting of the Board, following the election of the Board at the annual meeting, the Board members present shall elect the officers of the Board

Section 9.2 The Board elects the following Officers by a majority vote:

a) Chairperson, who shall preside over, or appoint a member to act in her stead, all meetings of the Board and of the members

b) Secretary, who shall keep the minutes of all membership and Board meetings, shall send the minutes to the members, shall handle all incoming and outgoing

mail and shall perform all the duties of Secretary of Board.

c) Treasurer, who shall be responsible for keeping accurate financial records and reports of the income and expenses of ACA. The Treasurer shall receive all funds paid to ACA including fees, dues, grants, donations, etc and shall make all payments approved by the membership and the Board.

Section 9.3 The Board may elect additional officers as they feel are needed. Any two or more offices may be held by the same person, except the offices of Chairperson and Treasurer.

## ARTICLE 10 AGREEMENTS & FINANCING

Section 10.1 No ACA member(s), member(s) of the Board or Officer(s) of the Board may cause any indebtedness for ACA or cause ACA to be indebted in any way other than the cost of basic utilities provided to the ACA property.

Section 10.2 No financing may be secured by an encumbrance on any interest in the Property owned by ACA. The Board may not secure a mortgage on any property owned by ACA, and may not secure any loans using property owned by ACA as collateral.

## ARTICLE 11 INDEMNIFICATION

Section 11.1 Definitions. The terms "director", "expenses", "liability", "party" and "proceeding" shall have the

meanings found in Official Code of Alabama, 1975, §10-3A-1 et. Seq.

#### Section 11.2 Authority to Indemnify.

a) Except as provided in subsections (b) and (c) below, the Association shall indemnify or obligate itself to indemnify an individual made a party to a proceeding because she is or was a director against liability incurred in the proceeding if she acted in a manner she believed in good faith and not opposed to the best interests of ACA and, in the case of any criminal proceeding, she had no reasonable cause to believe her conduct was unlawful.

(b) The Association may not indemnify a director in connection with a proceeding by or in the right of the Association in which the director was adjudged liable to the Association

c) In connection with any other proceeding in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

d) Indemnification permitted under this Section in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

Section 11.3 Mandatory Indemnification. To the extent that a director has been successful on the merits or otherwise, in the defense of any proceeding to which she was a party, or in defense of any claim, issue, or matter therein, because she is or was a director of the Association, the Association shall indemnify the director against reasonable expenses incurred by her in connection

therewith.

Section 11.4 This Article does not limit the Association's power to pay or reimburse expenses incurred by a director in connection with her appearance as a witness in a proceeding at a time when she has not been made a named defendant or respondent to the proceeding.

Section 11.5 Amendment to Code. If the Alabama Nonprofit Corporation Code, Code of Alabama, 1975, §10-3A-1 et. Seq., hereafter is amended to authorize broader indemnification of directors, officers, agents and employees, then the indemnification of such directors, officers, agents and employees of the Association shall be expanded to the fullest extent permitted by such amended Code.

## ARTICLE 12 AMMENDMENTS

Section 12.1 These By-Laws may be amended, modified or rescinded, from time to time, in the following manner:

Section 12.2 Notice of the proposed changes shall be included in the notice of any meeting at which a proposed change is to be considered, whether by the Board or by the members of the Association.

Section 12.3 The Board shall have the power to alter, amend or repeal any of these By-Laws or to adopt new by-laws by the affirmative vote of a 2/3 of the total votes of the membership.

Section 12.4 Proviso. No amendment may be adopted that is in conflict with the Articles of Incorporation of the Association.

## ARTICLE 13 DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisioned for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax exempt status under 501(c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of Cherokee County in which the principal office of the corporation, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 14 MISCELLANIOUS

Section 14.1 Conflicts. In the event of conflicts between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.

Section 14.2 Books, Records, Minutes, By-Laws and Articles of Incorporation of the Association shall be

available for inspection by any member of ACA, upon written request, within 14 days and copies of same may be obtained within 30 days, at reasonable cost.

Section 14.3 Survivability. The invalidity of any part of these bylaws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these by-laws.

Section 14.4 Gender and grammar. The use of the feminine gender in these by-laws shall be deemed to include the masculine gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.