

Sherman Oaks Homeowners' Association By-laws

Article I: Name and Purpose

- A. **Name:** These by-laws shall establish and maintain the *Sherman Oaks Homeowners' Association, Incorporated*, doing business as *SOHA*, Trussville, Jefferson County, Alabama.
- B. These by-laws shall govern SOHA and its Members and shall facilitate the fulfillment of the purposes provided in the 1982 Articles of Incorporation in which SOHA was established as an Alabama non-profit corporation.
- C. **Purpose:** SOHA's purpose is to conduct activities that promote the health, safety, and financial security of its Members and to preserve and enhance the quality and value of *Sherman Oaks Subdivision* personal and common properties.
- D. **Liability:** No SOHA Member, Director, Officer or Contractor shall be personally accountable nor shall any of the property, real or personal, owned by a Member, Director, Officer or Contractor be liable for any SOHA obligations, legal expenses, judgments, or debts.

Article II: Directors

- A. **Board of Directors:** SOHA shall be managed by a Board of 5 to 15 Directors (BOD) elected from among SOHA Members in good standing whose property is compliant with the 2018 *SOHA Declaration of Covenants, Conditions, Restrictions, and Rights Amendment* (SOHA 2018 Covenant).
- B. **Nominations:** Directors shall be nominated by any SOHA Member in good standing prior to or at the annual general SOHA Members' meeting.
- C. **Elections:** Directors shall be elected by accord or ballot at the annual general SOHA Members' meeting.
- D. Voting shall be restricted to one Member in good standing per SOHA property.
- E. **Term of Office:** Directors' term of office shall be two years, re-electable.
- F. **Absence:** Directors shall attend each regularly called meeting. If a Director misses more than half of called meetings within a calendar year, she/he shall be deemed inactive.
- G. **Removal:** The BOD shall remove any Director by a majority vote for failure or inability to exercise their official duties or for conduct harmful to SOHA interests.
- H. **Vacancies:** The BOD may appoint Directors to fill vacancies until the subsequent election.
- I. **Compensation:** Directors are volunteers and shall not be compensated by salary, nor shall Directors use their position for personal gain.
- J. **Contracts:** Unless authorized by majority vote of the BOD, no Director shall bind SOHA to any contract or agreement, pledge SOHA credit, or render SOHA financially liable for any purpose or any amount.
- K. **Regulations and Guidelines:** The BOD shall prepare and maintain regulations and guidelines, including Covenants, designed to promote administration of SOHA and the BOD through deliberation and BOD majority vote.
- L. The Board shall establish regulations and guidelines governing the use of SOHA facilities by Members, Member families, and guests.
- M. **Powers:** The BOD shall publish, document, and enforce all regulations and guidelines, and shall exercise powers specified in these bylaws that are necessary to meet SOHA purposes.
- N. **Contractors:** The BOD may employ contractors by majority vote as necessary to carry out SOHA BOD duties.

Article III: SOHA Membership and Voting

- A. **Membership:** All *Sherman Oaks Subdivision* homeowners and lot owners shall be Members of SOHA by virtue of property ownership.
- B. Upon property sale or lease, SOHA membership shall be transferred to the new owner or resident. SOHA membership shall be documented in deeds, closing documents, and leases.
- C. **Privileges:** Members who are current on assessments and dues may participate in neighborhood events, receive SOHA correspondence, attend SOHA meetings, vote, be elected as Directors and Officers, and may serve on committees for the year in which dues and assessments were paid.
- D. **Delinquency:** Members who are delinquent on dues and assessments may participate in neighborhood events, receive SOHA correspondence, and attend SOHA meetings, but may not vote, be elected as Directors and Officers, nor serve on committees until they resolve delinquencies, including fines, fees, filing charges, and legal charges.

Article IV: SOHA Assessments and Dues

- A. **Dues:** The BOD shall charge annual dues established upon the needs demonstrated in the annual budget, payable on or before a designated deadline.
- B. **Special Assessments:** The BOD shall levy special assessments for stated purposes. The President or Vice-President shall call a general SOHA Members' meeting to discuss and vote on a special assessment. Special assessments shall be approved by a majority vote of SOHA Members in good standing attending.
- C. **Contributions:** Homeowners, lot owners, and residents are invited to make contributions to SOHA. Such contributions alone shall not entitle homeowners, lot owners, and residents to participate in neighborhood events, receive SOHA correspondence, attend SOHA meetings, vote, be elected as Directors and Officers, or serve on committees.
- D. **New Members:** Members who join SOHA during the year shall pay full annual dues for the year they join. (New Members may choose to settle up with the sellers at the time of closing.)
- E. **Penalties:** The BOD shall establish and charge late fees for Members whose dues or assessments are paid after the deadline. The BOD shall establish a second deadline for delinquent Members. The BOD shall forward the accounts of those who miss the second deadline for collection.

Article V: BOD Officers and Committees

- A. **Officers:** Immediately following the annual general SOHA Members' meeting, the BOD shall elect a President, Vice President, Secretary, and Treasurer and such additional officers as necessary.
- B. **Officers terms:** Officers' term of office shall be two years, re-electable.
- C. **President and Vice-president:** The President or Vice President if the President is unavailable shall perform all regular duties of the Presidential office and shall, with BOD consent, execute conveyances, sign contracts, and meet SOHA obligations.
- D. The President or Vice President if the President is unavailable shall preside at all BOD and SOHA meetings and shall supervise all SOHA affairs.
- E. **Secretary:** The Secretary shall schedule, prepare agendas for, and publicly announce all general Members' SOHA meetings and BOD meetings.
- F. **Minutes:** The Secretary shall prepare, distribute, and record SOHA and BOD meeting minutes.

- G. **Correspondence:** The Secretary shall conduct SOHA and BOD correspondence and shall record SOHA and BOD correspondence, conveyances, and contracts.
- H. **Newsletters:** The Secretary or designee shall prepare and distribute SOHA newsletters.
- I. **Treasurer:** The Treasurer shall collect and manage SOHA funds. SOHA funds shall be disbursed only as ordered by the BOD.
- J. **Financial Report:** The Treasurer shall submit a financial report to the BOD at each BOD meeting and to SOHA Members in good standing at the general Members' meeting.
- K. **Treasurer's Books:** The Treasurer shall keep SOHA books of accounts. Any member in good standing may request in writing to the SOHA President or Vice President if the President is unavailable to review any item listed on the financial statement. To preserve confidentiality, files that document individual members' financial records shall be restricted to Directors and eligible contractors.
- L. **Covenant:** The BOD shall administer the 2018 SOHA Covenant.
- M. **Committees:** The BOD shall define and appoint committees as necessary.
- N. **Residential Review Committee:** The BOD shall appoint a Residential Review Committee (RRC) to inspect property, enforce 1018 SOHA Covenant conditions, restrictions, and rights, and notify Members of violations, offering a deadline for correction.
- O. **Committee Members:** BOD-appointed committees shall be convened by a Director and may consist of any SOHA Member in good standing.
- P. **Common Property:** The BOD shall provide care for common SOHA property.
- Q. The duties of the Officers shall not be limited as enumerated herein. Officers shall perform additional duties as assigned by SOHA Members Directors, or Officers.

Article VI: SOHA and BOD Meetings

- A. **General Meeting:** The President, Vice-president, or two non-presidential Directors shall call at least one general SOHA Members' meeting per year at a location in Jefferson county and at a time convenient to SOHA Members.
- B. **BOD Meetings:** In addition to the annual SOHA Members' meeting, the President, Vice-president, or two non-presidential Directors shall call at least one additional BOD meeting per year at a location or locations in Jefferson county and at a time convenient to the Directors.
- C. **Open Meetings:** BOD meetings shall be open to all Members in good standing.
- D. **Closed Meetings:** The BOD shall arrange for confidential sessions as necessary to protect individual Members' concerns.
- E. **Quorum:** A quorum shall be the number of voters present, majority rules unless otherwise stipulated. Proxy or absentee voting is prohibited.
- F. **Mail Votes:** The BOD shall arrange for mail voting when a count of all Members is desired. The BOD may prepare ballots with instructions and an appropriate deadline.

Article VIII: Records

The books and records of the corporation shall be maintained electronically or as paper files at the home of the Secretary and shall be moved by vote of the BOD.

Article VIII: Amendments

These By-Laws may be amended or changed by the majority vote of all Directors at any BOD meeting called for that purpose.

Signatures

Date adopted: _____

Director _____

Director _____

Director _____

Director _____

These bylaws were adopted by the Sherman Oaks Homeowners Association Board of Directors on May 14, 2019 and replace the 1982 SOHA bylaws that accompanied our 1982 Articles of Incorporation.