



**Bylaws of Halle Plantation
Homeowners Association
of Collierville, Inc.**

(Halle HOA Bylaws)

These bylaws were recorded in the registrar's office of Shelby County, Tennessee on February 6, 2015 as instrument number 15011698.

AMENDED AND RESTATED BYLAWS OF
HALLE PLANTATION HOMEOWNERS ASSOCIATION OF COLLIERVILLE, INC.
(Effective December 15, 2014)

ARTICLE I

Section 1. **Name.** The name of this corporation is HALLE PLANTATION HOMEOWNERS ASSOCIATION OF COLLIERVILLE, INC. ("HPHA"). Its principal place of business is 2490 Dibrell Trail Drive, Collierville, Tennessee 38017-8992. The corporation may have such other offices within or without the State of Tennessee as the Board of Directors of the Members may from time to time designate.

ARTICLE II

Section 1. **Applicability.** These Bylaws and each provision thereof shall be applicable to all Lots and Members, as defined, within all phases of the residential planned development known as Halle Plantation, as shown on Phase Plans thereof heretofore or hereafter recorded in the Shelby County Register's Office.

Section 2. **Definitions.** All capitalized terms used in these Bylaws shall, unless otherwise expressly defined, have the meanings as defined and set forth in that certain Amended and Restated Declaration of Covenants, Conditions and Restrictions for Halle Plantation Subdivision, dated as of May 21, 1992 (the "Declaration"), of record in the Register's Office, all of which are hereby expressly incorporated herein by referenced.

ARTICLE III

The following sections of this Article III shall apply to Membership in HPHA:

Section 1. **Eligibility.** The Owner or Owners of a Lot, who have become such in compliance with all of the requirements and conditions contained in the Declaration, and these Bylaws, shall be entitled to attend and vote at all meetings of HPHA. Ownership of a Lot, as defined in the Declaration, shall be the sole qualification for Membership in HPHA.

Section 2. **Voting Rights.** The Owner or Owners of a Lot shall be entitled to one (1) vote for each Lot owned at all meetings of HPHA. Where two or more persons own a Lot, the vote allocated to that Lot shall be cast by the one authorized by such two or more Owners, and in the event of failure of such authorization, no vote shall be recorded for that Lot. Where only one of two or more Owners of a Lot is present in person at a meeting, such one shall be presumed to be authorized by all Owners of said Lot and shall be entitled to cast the vote with respect for that Lot. Where one person or a group of persons owns more than one Lot, such person or group shall be entitled to cast one (1) vote for each Lot owned.

ARTICLE IV

Section 1. **Place of Meeting.** Meetings of the Membership shall be held at the principal office or the place of business of HPHA or at such other suitable place convenient to the Membership as may be designated by the Board of Directors.

Section 2. **Annual Meetings.** The annual meetings of the Members of HPHA shall be held at 7 o'clock p.m. on the second Tuesday in February of each year. At such meeting, there shall be elected by secret written ballot of the Members a Board of Directors in accordance with the requirements of Section 5 of Article V of these Bylaws. The Members may also transact such other business of HPHA as may properly come before them.

Section 3. **Special Meetings.** It shall be the duty of the President to call a special meeting of the Members as directed by resolution of the Board of Directors or upon a petition signed by Members representing at least ten percent (10 %) of the total number of votes entitled to be cast on any issue proposed to be considered at the proposed special meeting having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. **Notice of Meeting.** It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each Member of record, at his address as it appears on the Membership book of HPHA, if any, or if no such address appears, at his last known place of address, at least thirty (30) days but no more than two (2) months prior to such meeting. Service may also be accomplished by the delivery of any such notice to the Member at his last known address by deposit in the box or slot for the United States mail. Notice by either such method shall be considered as notice served. Attendance by a Member at any meeting of the Members shall be a waiver of notice by him of the time, place and the purpose thereof.

Section 5. **Quorum.** The presence, either in person or by proxy, of Members representing at least ten (10%) of the total votes entitled to be cast with respect to any question, shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of Members. If the number of Members at the meeting drops below the quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted.

Section 6. **Adjourned Meetings.** If any meeting of Members cannot be organized because a quorum has not attended, the Members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. **Voting.** At every meeting of the Members, each of the Members shall have the right to cast his vote on each question. The vote of Members representing a fifty-one percent (51%) majority of the total votes cast, in person or by proxy, provided a quorum exists, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Charter of Incorporation or the Declaration, or of these Bylaws, a different vote is required, in which case such express provision shall govern and control. No Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books or management accounts of HPHA to be more than sixty (60) days delinquent in any payment due HPHA.

Section 8. **Proxies.** Any Member may appoint any other Member as his proxy. In no case may any Member, at any meeting at which the Member is present, cast more than one vote by proxy in addition to his own vote. Any proxy must be in writing and must comply with all requirements imposed by law or by these Bylaws.

Section 9. **Vote in Writing.** Whenever the vote of Members at a meeting thereof is required or permitted to take any action in accordance with any statute, the Declaration, or these Bylaws, such meeting and vote may be dispensed with if all Members who would have been entitled to vote upon such action receive a written ballot from the corporation. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 10. **Order of Business.** The order of business at all regularly scheduled meetings of the Members shall be as follows:

- (a) Roll call and presentation of proxies.
- (b) Proof of notice of meeting.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of Officers, if any.
- (e) Reports of Committees, if any.
- (f) Unfinished business.
- (g) New business.
- (h) Election of at least one but not more than three (3) inspectors of election. The inspectors shall not be current Board Members, or any of their family Members, or anyone nominated and running for election on the Board of Directors. The inspectors shall certify that all proxies are current and valid.
- (i) Election of Directors.

In the case of a special meeting, items (a) through (d) shall be applicable and thereafter the agenda shall consist of the items specified in the notice of the meeting.

ARTICLE V

Section 1. **Number and Qualification.** The affairs of HPHA shall be governed by the Board of Directors which shall be composed of at least three (3) persons and not more than seven (7) persons, all of whom shall be Members of HPHA.

Section 2. **Directors.** All Directors shall be elected by the entire Membership of HPHA as hereinafter provided.

Section 3. **Power and Duties.** The Board of Directors shall have the power and duties necessary for the administration of the affairs of HPHA and the residential planned development and may do all such acts and things as are not by law or by these Bylaws directed to be exercised and done by the Members. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

To provide for:

- (a) Care and upkeep of the sewers, utilities, Common Area and any other properties charged to the care of HPHA, including establishing reserves for repairs or replacements.
- (b) Establishment and collection of assessments and/or carrying charges from the Members and for the assessment and/or enforcement of liens therefore in a manner consistent with law and the provisions of these Bylaws and the Declaration.
- (c) Designation, hiring and/or dismissal of the personnel necessary for the good working order of Halle Plantation and to provide services for the community in a manner consistent with the law and provisions of these Bylaws and the Declarations.
- (d) Promulgation and enforcement of such rules and regulations and such restrictions or requirements as may be deemed proper respecting the use, occupancy and maintenance of Halle Plantation, all of which shall be consistent with law and the provisions of these Bylaws and the Declaration.
- (e) Appoint those Members of the Architectural Control Committee specified in the Declaration to be appointed by the Board of Directors. The Board of Directors shall also have the power to appoint additional Committees from among the Membership from time to time as is necessary to assist in the affairs of the HPHA.

Section 4. **Appointment of Nomination.** Nomination for Directors who are to be elected, as provided in Section 2 above shall be made by a Nominating Committee. Nominations for such Directors 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 HPHA. The Nominating Committee shall be appointed by the Board of Directors shortly after each annual meeting of the Members, to serve from that point until the close of the next annual meeting and such appointment shall be announced as soon as practical after the annual meeting. The

Nominating Committee shall make as many nominations for the elected positions on the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 5. **Election and Term of Office.** At each annual meeting of the Members, the Members shall determine the number of Directors consistent with these Bylaws, who shall constitute the Board of Directors to serve until the next annual meeting and until their successors have been elected and duly qualified. The term of office of each elected Director shall be for a period of one (1) year and until their successors shall have been elected and hold their first meeting. Only one family Member may serve on the Board as a Director at any one time.

Section 6. **Vacancies.** Vacancies in the elected positions on the Board of Directors caused by any reason other than the removal of the Director by a vote of the Membership shall be filled by vote of the majority of the remaining elected Directors; provided, however, that each person so elected shall fulfill the required qualifications for election to the position being filled. Each person so elected to fill a vacancy shall be a Director until a successor is elected by the Members at the next annual meeting.

Section 7. **Removal of Directors.** At a regular meeting, or special meeting duly called for such purpose, any elected Director may be removed with or without cause by the affirmative vote of the majority of the entire Membership of record and a successor may then and there be elected to fill the vacancy thus created; provided, however, that any such successor shall fulfill the required qualifications for election to the position being filled. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting. The term of any Director who becomes more than sixty (60) days delinquent in payment of any assessments and/or carrying charges due HPHA shall be automatically terminated and the remaining Directors shall appoint his successor as provided in Section 6 of this Article.

Section 8. **Compensation.** No compensation shall be paid to Directors for their services as Directors. No remuneration shall be paid to any Director who is also a Member of HPHA for services performed for HPHA in any other capacity unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken.

Section 9. **Organizational Meeting.** The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board of Directors shall be present.

Section 10. **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, but at least two (2) such meetings shall be held during each calendar year. Notice of regular meetings of the Board of Directors shall be given to each Director,

personally or by mail, telephone or email, at least ten (10) days prior to the day named for such meeting.

Section 11. **Special Meetings.** Special meetings of the Board of Directors may be called by the President on two (2) days' notice to each Director, given personally or by mail, telephone or email, which notice shall state the purpose, date, time and place (as hereinabove provided) of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least one-third (1/3) of the Directors.

Section 12. **Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him of the time, place and purpose thereof. If all the Directors are present and remain present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

Section 13. **Quorum.** At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. At any meeting of the Board of Directors when a quorum is once present to organize the meeting, the meeting may be later adjourned despite the absence of the quorum caused by the subsequent withdrawal of any of those present.

Section 14. **Action Without Meeting.** Any action of the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the Members of the Board of Directors shall individually or collectively consent in writing to taking such action without a meeting. Such written consent or consents describing the action taken and signed by each Director shall be filed with the minutes of the proceedings of the Board of Directors. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to take such action at a meeting is the action of the Board.

Section 15. **Fidelity Bonds.** The Board of Directors may require that all officers and employees of HPHA handling or responsible for HPHA or trust funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be paid by HPHA.

ARTICLE VI

Section 1. **Designation.** The principal officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, all of whom shall be Members of and elected by the Board of Directors. The Directors may appoint an assistant secretary and an assistant treasurer and such other officers as in their judgment may be necessary. The offices of Secretary and Treasurer may be filled by the same person.

Section 2. **Election of Officers.** The officers of HPHA shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board of Directors.

Section 3. **Removal of Officers.** Upon an affirmative vote of a majority of the Members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. **President.** The President shall be the chief executive officer of HPHA. He shall preside at all meetings of the Members and of the Board of Directors. He shall have all of the general powers and duties that are usually vested in the office of President of an association.

Section 5. **Vice President.** The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors.

Section 6. **Secretary.** The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Members of HPHA; he shall have custody of the seal of HPHA, if any; he shall have charge of the Membership transfer books and of such other books and papers as the Board of Directors may direct; and he shall, in general, perform all the duties incident to the office of Secretary.

Section 7. **Treasurer.** The Treasurer shall have responsibility for corporate funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to HPHA. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of HPHA in such depositories as may from time to time be designated by the Board of Directors.

ARTICLE VII

Section 1. **Liabilities and Indemnification of Officers and Directors.** HPHA shall indemnify every officer and Director of HPHA against any and all expense, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding if approved by the then Board of Directors of HPHA) to which he may be made a party by reason of being or having been an officer or Director of HPHA, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of HPHA shall not be liable to the Members of HPHA for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of HPHA shall have no personal liability with respect to any contract or other commitment made by

them, in good faith, on behalf of HPHA or Halle Plantation (except to the extent that such officers or Directors may also be Owners of Lots within the subdivision), and HPHA shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director of HPHA or former officer or Director of HPHA may be entitled.

Section 2. Common or Interested Directors. The Directors shall exercise their powers and duties in good faith and with a view to the interests of HPHA and the planned development. No contract or other transaction between HPHA and one or more of its Directors, or between HPHA and any corporation, firm or HPHA in which one or more of the Directors of HPHA are Directors or officers or are pecuniarily or otherwise interested, is either void or voidable because such Director or Directors are present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his or their votes are counted for such purpose, if any of the conditions specified in any of the following subparagraphs exist:

- (a) The facts of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes, and the Board authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; and
- (b) The contract or transaction is commercially reasonable to HPHA at the time it is authorized, ratified, approved or executed.

Common or interested Directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE VIII

Section 1. Management and Common Expenses. HPHA, acting by and through its Board of Directors, shall manage and operate the affairs of HPHA and, for the benefit of the Lots and the Owners thereof, shall enforce the provisions hereof and shall pay out of the common expense fund herein and elsewhere provided for the following:

- (a) The cost of such insurance as HPHA may effect.
- (b) The cost of providing such legal and accounting services as may be considered necessary to the operation of Halle Plantation.
- (c) The cost of any and all materials, supplies, labor, services, maintenance, repairs, taxes, assessments or the like, which HPHA secures in the discretion of the Board of Directors or by a vote of the Members shall be deemed necessary or proper.
- (d) The cost of the maintenance or repair on any Lot in the event such maintenance or repair is reasonably necessary in the discretion of the Board of

Directors to protect the Common Area or to preserve the appearance or value of Halle Plantation or is otherwise in the interest of the general welfare of all Owners of the Lots; provided, however, that no such maintenance or repair shall be undertaken without a resolution by a two-thirds (2/3) vote of the Board of Directors and not without reasonable written notice to the Owner of the Lot proposed to be maintained and provided, further, that the cost thereof shall be assessed against the Lot on which such maintenance or repair is performed and, when so assessed, a statement for the amount thereof shall be sent promptly to the then Owner of said Lot at which time the assessment shall become due and payable and a continuing lien and obligation of said Owner.

- (e) All other items which are listed as responsibilities of HPHA as found in the Declaration.

Section 2. **Duty to Maintain.** Except for maintenance requirements herein imposed upon HPHA, the Owner of any Lot shall, at his own expense, maintain the interior and exterior of any improvements on his Lot, including all driveways and any and all equipment and fixtures therein situate, and its other appurtenances, in good order, condition and repair, and in clean and sanitary condition, and shall do all redecorating, painting and the like which may at any time be necessary to maintain the good appearance of his Lot and appurtenances. All exterior maintenance is subject to approval of the Architectural Control Committee and subject to final approval of the Board of Directors.

Section 3. **Right of Entry.** For the purpose solely of performing any of the repairs or maintenance required or authorized by these Bylaws, or in the event of a bona fide emergency involving illness or potential danger to life or property, HPHA, through its duly authorized agents or employees, shall have the right, after reasonable efforts to give notice to the Owner or occupant, to enter upon any Lot at any hour considered to be reasonable under the circumstances.

ARTICLE IX

Section 1. **Fiscal Year.** The fiscal year of HPHA shall begin on the first day of January every year. The commencement day of the fiscal year herein established shall be subject to change by the Board of Directors should corporate practice subsequently dictate.

Section 2. **Books and Accounts.** Books and accounts of HPHA shall be kept under the direction of the Treasurer in accordance with good accounting practice. The same shall include books with detailed accounts, in chronological order, of receipts and of the expenditures affecting Halle Plantation and its administration and shall specify the maintenance and repair expenses incurred. That amount of any assessment required for payment of any capital expenditures of HPHA shall be credited upon the books of HPHA to the "Paid-in-Surplus" account as a capital contribution by the Members. At the

discretion of the Board of Directors and no less than once every three (3) years, HPHA shall provide an audited statement for the immediately preceding fiscal year.

Section 3. **Reports.** HPHA shall furnish its Members, and the Eligible Mortgage Holders requesting same within ninety (90) days from the date of close of each fiscal year with an annual financial statement, including the income and disbursements of HPHA.

Section 4. **Inspection of Books.** The Declaration, these Bylaws, the books and accounts of HPHA and vouchers accrediting the entries made thereupon, shall be available for examination by the Members of HPHA, and/or their duly authorized agents or attorneys, and to any Eligible Mortgage Holder and/or its duly authorized agents or attorneys, during normal business hours and for purposes reasonably related to their interests as Members or such holders.

Section 5. **Execution of HPHA Documents.** With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of HPHA by either the President or Vice President, and all checks shall be executed on behalf of HPHA by such officers, agents or other persons as are from time to time so authorized by the Board of Directors.

Section 6. **Employment of Management Company.** HPHA shall be authorized to employ a management company to aid HPHA in carrying out its duties and responsibilities.

Section 7. **Budget; Assessments.** HPHA shall prepare and furnish to its Members prior to each annual meeting a budget for the operation of HPHA for the following fiscal year. The Board of Directors shall determine the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each Annual Assessment period, or at more frequent intervals should circumstances so require, and shall then cause written notice thereof to be sent to every Owner. Annual Assessments shall be subject to the limitations and rights of the Members set forth in Section 3.12 of the Declaration.

ARTICLE X

Section 1. **Amendments.** These Bylaws may be amended by the affirmative vote of Members representing a majority (unless the Declaration calls for a greater number with respect to a particular clause) of all votes entitled to be cast at any meeting of the Members duly called for such purpose. Amendments may be proposed by the Board of Directors or by petition signed by Members representing at least thirty percent (30%) of the total number of votes entitled to be cast. A description of any proposed amendment shall accompany the notice of any regular or special meeting at which such proposed amendment is to be voted upon.

ARTICLE XI

Section 1. **Notice to Board of Directors.** Any Owner of any Lot in the planned development, or any Eligible Mortgage Holder, shall have the right to notify the Board of Directors of the name and address of the Eligible Mortgage Holder pursuant to the provisions of the Declaration and, if requested so to do, shall file a conformed copy of such mortgage with the Board of Directors. The Board of Directors shall maintain suitable records pertaining to such mortgages.

ARTICLE XII

Section 1. **Registered Agent.** The registered agent shall be designated as the person authorized to accept service of process in any action relating to two or more Lots or to the Common Areas.

Section 2. **Notices.** Unless another type of notice is herein or elsewhere specifically provided for, any and all notices called for in the Declaration or these Bylaws shall be given in writing.

Section 3. **Severability.** In the event any provision or provisions of these Bylaws shall be determined to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other provisions hereof which can be given effect.

Section 4. **Waiver.** No restriction, condition, obligation or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 5. **Captions.** The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws.

Section 6. **Gender, etc.** Whenever in these Bylaws the context so required, the singular number shall include the plural and the converse; and the use of any gender shall be deemed to include all genders.

Section 7. **Conflicts.** These Bylaws are subordinate to all provisions of the Declaration. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as in the Declaration. In the event of any conflict between these Bylaws and the Declaration, the provisions of the Declaration shall control, and in the event of any conflict between the Declaration and any of the laws of the State of Tennessee, the provisions of the statute shall control.

Sheryl Warmbold, Secretary

HALLE PLANTATION HOMEOWNERS ASSOCIATION BYLAWS

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