

HIDE-A-WAY LAKE
PROPERTY OWNERS ASSOCIATION, INC. BY-LAWS

ARTICLE I
IDENTIFICATION

- Section 1.1 These by-laws have been formulated pursuant to the Charter of this Association which was incorporated (29 August, 1973) under the Non-profit Corporation Law of Mississippi and are in conformance with same (Section 7.9-11-1 Et. Seq. and as amended).
- Section 1.2 This non-profit corporation shall be known as Hide-A-Way Lake Property Owners Association, Inc. hereinafter referred to as the Association.
- Section 1.3 The principal office of the Association shall be in Hide-A-Way Lake Lodge, Carriere, Mississippi.

ARTICLE II
PURPOSE

- Section 2.1 Purposes for which the Association is formed:
- a. To promote the general welfare of the property owners of Hide-A-Way Lake Subdivision, Pearl River County, Mississippi.
 - b. Either to own or have stock in other corporations so as to carry out the purpose herein stated.
 - c. To operate for the general welfare of all property owners in Hide-A-Way Lake Subdivision.
 - d. To provide a means for election of the Board of Directors of the Association.
 - e. To provide a means for calling any Special Election.

ARTICLE III
MEMBERSHIP

- Section 3.1 Persons who shall be Members - the membership of the Association shall be the owners or purchasers of real property in Hide-A-Way Lake, Pearl River County. No member may withdraw except by transfer of title of the real property to which such membership is appurtenant.

Section 3.2 Member in Good Standing - a member in good standing is defined as a member, who is not more than thirty (30) days in arrears in the payment of assessments due to Hide-A-Way Lake Club, Inc.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.1 Board Meeting - Board Meeting is defined as any meeting as provided herein of the Board of Directors held for the purpose of conducting Hide-A-Way Lake business.

Section 4.2 Annual Meeting - There shall be an annual meeting of the members of the Association which shall be held on the third Saturday in July.

Section 4.3 Special Meeting - A special meeting of the members of the Association may be called at any time by a majority of the Directors, the President or by at least five percent (5%) of the Association voting power as defined in Section 7.5 a. and Section 7.5 b. of these by-laws, except as otherwise provided by statute or in the Articles of Incorporation or any amendment thereto. The Board of Directors shall announce the date of this meeting within thirty (30) days of the date of demand.

Section 4.4 Place of meetings - All meetings of the Association shall be held in the Hide-A-Way Lake Lodge, Pearl River County, Mississippi.

Section 4.5 Notice of meeting - Except as otherwise required by statute, notice of date and time of each meeting, whether annual or special, shall be given not less than ten (10) nor more than fifty (50) days before the date on which the meeting is to be held, by delivering a written or printed notice thereof to each member of record by mailing such notice, postage prepaid, addressed to such member at the post office address registered with the Association.

Section 4.6 Quorum - A quorum of the membership shall consist of not less than one tenth (1/10) of the number of members in good standing.

Section 4.7 Conduct - All regular and special meetings of the membership shall be conducted in conformance with Robert's Rules of Order, unless otherwise stipulated by the Non-Profit Corporation Laws of the State of Mississippi.

Section 4.8 Agendas - No business other than that specified in the notice of meeting shall be transacted at any Property Owners Association meeting.

- a. The annual meeting shall be limited to an exchange of information between the Board of Directors and Property Owners. No motion which would have the effect of rescinding or amending a prior action of the Board shall be accepted at this meeting.

- b. Special Meeting - Only that business which has been specified in the notice of meeting shall be transacted. Any motion to be considered at such meeting must be submitted to the secretary at least thirty (30) days prior to the meeting and be supported by the signatures of not less than five percent (5%) of the voting power as defined in Section 7.5 a. and Section 7.5 b. of these by-laws. Voting on any motion in such special meeting shall be submitted to the entire membership for consideration following, in general, the procedures governing election of Directors as outlined in Article VII. The Board shall set the time limit for the receipt of ballots not to exceed sixty (60) days after the close of the meeting.

ARTICLE V DIRECTORS

Section 5.1 Number and Qualifications - The Board of Directors shall consist of seven (7) members, all of whom shall be at least 21 years of age., All members of the Board of Directors shall also be members in good standing of the Association as well as Hide-A-Way Lake Club, Inc., and shall maintain that good standing throughout the duration of their term. A candidate for the Board of Directors of the Association shall be willing to serve on the Board of Directors of Hide-A-Way Lake Club, Inc.

In addition a Director must:

- a. Be a certified property owner for a period of two (2) years.
- b. Never have been convicted of a felony in Federal or State Court as provided in Section 44 of the Mississippi State Constitution.
- c. Never have been convicted of a crime punishable by confinement in a Penal Institution unless such conviction resulted in a full pardon.
- d. Be without numerous issues/violations/variances. Numerous is defined as two or more issues/violations/variances within the 24 months prior to the qualifying deadline (or other similar date).
- e. Members of the same family are prohibited from serving/running at the same time. Family is defined as to include the individual, spouse, children, parents or anyone living under the same roof for one year or more (this will include significant other partners and in-laws).

Section 5.2 Manner of Election - The members in good standing of the Association shall elect the Directors according to procedures outlined in Article VII.

- Section 5.3 Term of Office - The Board of Directors shall consist of seven (7) members to be elected for three year terms, which terms are to be staggered so that two said Directors shall be elected in one year, two in the next year and three Directors in the third year. The term of newly elected Board Members shall commence with the first regularly scheduled meeting following the election.
- Section 5.4 Duties and powers - The business of the Association shall be managed by its Board of Directors which may exercise all corporate powers of the Association according to the Non-Profit corporate Laws of Mississippi, the Charter of Incorporation for the Association and/or these by-laws. The Property Owners Association derives its power and authority through its ownership of all outstanding shares of stock in Hide-A-Way Lake Club, Inc. These shares are held in trust by the Board of Directors for the members of the Association. The principal duty of the Board of Directors shall be to vote the shares of stock at the annual stockholder's meeting of Hide-A-Way Lake Club, Inc. The Secretary/Treasurer or a designated board member shall vote the stock as directed by a majority vote of the Board of Directors.
- Section 5.5 Place of meetings - The annual meeting and any other meeting of the Board of Directors shall be held in Hide-A-Way Lake Lodge, Pearl River County, Mississippi.
- Section 5.6 Notice of Meetings - The Board of Directors shall meet at a time designated by a majority of the said Board of Directors; or upon call by the President or two of the remaining officers, by giving five (5) days written notice to the members of the Board of the time for holding of said meeting.
- Section 5.7 Quorum - The presence of a majority of the directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors. Should a quorum not be present, a lesser number of directors may adjourn the meeting to some future date. The presence of a quorum shall not affect the number of votes required for board actions as defined in other sections of the By-Laws.
- Section 5.8 Voting - Each director shall have one (1) vote at all meetings of the Board of Directors.
- Section 5.9 Removal -
- a. The Board of Directors may remove a director without cause according to the Non-Profit Corporation Law of Mississippi (1987 Act Section 73 through Section 75 Et. Seq. and as amended).
 - b. A member of the Board of Directors may be removed by a majority vote of the then remaining Directors in office, for annually failing to attend 75% of the Board Meetings dating from his/her election or appointment, as specified in Article IV, Section 4.1, in accordance with the Capital Non-Profit Corporation law of Mississippi, (Section 73(9),

1987 Act).

- c. The removal of a director by property owners shall follow the procedures outlined in Section 4.3 and Section 4.8 b. of these by-laws for Special Meetings.

Section 5.10 Resignation - Any director may resign his office at any time by delivering a written and signed notice to the Association. Said resignation shall take effect upon receipt of notice by an officer of the Association. This resignation shall also be accepted as a resignation from the Board of Hide-A-Way Lake Club, Inc.

Section 5.11 Vacancies - In case of a vacancy on the Board of Directors, a majority vote of the remaining members thereof shall appoint a successor to fill the unexpired term.

Section 5.12 Conduct - All meetings of the directors shall be conducted under Robert's Rules of Order.

ARTICLE VI OFFICERS

Section 6.1 Manner Elected - A President, Vice-president and Secretary/Treasurer shall be elected as officers by the Board Members of the corporation. The election of these officers shall occur within one calendar month of each annual meeting for election of Directors as specified in Article VII.

Section 6.2 Duties and Powers - The Officers of the Association shall exercise such powers and perform such duties as provided in these By-Laws, or as may be prescribed by a majority of the Board of Directors of the Association, all in conformance with the Non-Profit Corporation Law of Mississippi.

Section 6.3 President - The President shall be the general executive and administrative officer of the Association. The President shall preside at all meetings of the Board of Directors as well as its membership meeting and exercise all powers usually appertaining to the office of President of a non-profit corporation.

Section 6.4 Vice-President - The Vice-President shall perform all assigned duties and those prescribed by a majority of the Board of Directors or as directed by the President and shall act in place of the President, exercising all powers and duties of the President in the event of absence or disability.

Section 6.5 Secretary/Treasurer - Shall keep or cause to be kept and account for all books, documents, papers and records of the Association and shall generally perform all the duties usually appertaining to that office.

Section 6.6 Term of Office - The officers of the Association shall hold office for a period of one (1) year.

Section 6.7 Vacancies - Should an officer's position become vacant, the majority vote of the remaining Board Members thereof shall appoint a successor to fill the unexpired term.

ARTICLE VII ELECTIONS, VOTING & PROXIES

In accordance with Section 79-11-315, Mississippi Code of 1972 as amended, pertaining to non-profit corporations, Article VII was amended and approved by a vote of the members of Hide-A-Way Lake Property Owners Association, Inc. on April 23, 1988.

DEFINITIONS:

ASSOCIATION: Hide-A-Way Lake Property Owners Association, Inc. is a non-profit corporation herein- after referred to as the Association.

MEMBERS: The membership of the Association shall be the owners or purchasers of real property in Hide-A-Way Lake, Pearl River County. No member may withdraw except by transfer of title or upon contracting for the sale of the real property to which such membership is appurtenant.

MEMBER IN GOOD

STANDING: A member in good standing is defined as a member who is not more than thirty (30) days in arrears in the payment of assessments due to Hide-A-Way Lake Club, Inc.

QUORUM: A quorum of the membership shall consist of not less than one tenth (1/10) of the number of members in good standing.

RESUME: A short account of one's career and qualifications.

Section 7.1 Election Meeting

The annual meeting for the election of the Directors whose terms are expiring shall be the third Saturday in July.

Section 7.2 Nominations

- a. A Nominating Committee consisting of three (3) members in good standing shall be appointed by the president, subject to the approval of the Board of Directors of the Association.

- b. The nominating meeting shall be held on the first Saturday in June at which time the committee will present its slate. Candidates may also be nominated from the floor. Nominees must accept the nomination either verbally or in writing at this meeting. All nominees must be members in good standing.
- c. Whenever the number of qualified nominees is equal to the number of open seats on the Board of Directors, the mailing of ballots and the need for counting ballots and verification is null and void. Whenever the number of qualified nominees exceeds the number of open seats on the Board of Directors, the mailing, counting, and verification of ballots will be performed as existing and outlined in Section VII.

Section 7.3 Election Committee

- a. The President of the Association shall appoint an Election Committee consisting of a chairperson and six (6) committee members, who shall be members in good standing and approved by the Board of Directors.
- b. This committee shall oversee and conduct the voting procedures as described in Section 7.5.

Section 7.4 Ballot

- a. The official ballot shall bear the seal of Hide-A-Way Property Owners Association, Inc.
- b. Candidates names shall be listed alphabetically on the ballot.
- c. A fifty word description of candidate's resumé shall be included with each ballot.

Section 7.5 Voting

- a. In order to vote, the member must be in good standing with Hide-A-Way Lake Club, Inc.
- b. Each member shall be entitled to receive one (1) ballot for each parcel owned in the election of Directors. Not more than one ballot shall be issued for any one parcel of property regardless of the number of co-owners thereof. "Joint Tenancy" shall be considered as one (1) property owner.
- c. Votes shall be cast by mail-in ballots. Only one mailing of ballots shall be made. Proxy voting shall not be allowed.
- d. The mailed material shall include a ballot, two (2) envelopes marked "A" and "B", voting instructions and candidates' resúés.

- e. The voted ballot shall be sealed in envelope "A" and inserted in pre-addressed envelope "B". If confidentiality is desired, envelope "A" should be unmarked.
- f. The signature and lot number of envelope "B" shall be required to validate the ballot and verify member in good standing status with Hide-A-Way Lake Club, Inc.
- g. Envelope "B" containing envelope "A" must be received by the Election Committee at the specified post office box prior to 12:00 Noon the third Saturday in July. Ballots delivered to the Election Committee in any other way or at any other place shall be invalidated.
- h. For a ballot to be tabulated, at least one candidate must receive a vote. Votes cast shall not exceed the number of vacancies to be filled.
- i. Existing vacancies shall be filled by candidates receiving the highest number of votes providing a quorum is met.
- j. At 6:00 P.M. on the day of the election, the Board of Directors shall review the election results and consider any election irregularities that may have occurred. The Board will then announce the election results.

Section 7.6 Procedures

- a. The Election Committee shall prepare the ballot and instructions for mailing with the June 25th statement.
- b. The Election Committee shall make arrangements for a post office box to which ballots shall be mailed. The postmaster shall keep the box key until the ballots are picked up on election day.
- c. Before noon on the day of the election, the Election Committee Chairperson and two (2) other committee members selected by the Committee shall remove the envelopes from the post office and take them to Election Committee headquarters to be counted.
- d. The Election Committee shall verify the signatures and lot numbers on these envelopes and then separate ballot envelope "A" from envelope "B". Ballot envelopes "A" shall not be opened until complete separation of all the envelopes are made. Envelope "B" shall be retained for ten (10) calendar days.
- e. Ballot envelope "A" shall then be opened and tabulated. A written report of the number of ballots mailed out, the count for each candidate and the number of invalid ballots shall be given to the President of the Board of Directors by the Chairperson of the Election Committee before 6:00 P.M. on that day. Any ballots received other than

at the post office box should be invalidated by punching a hole through the ballots.

- f. The report shall be signed by the Chairperson and the members of the Election Committee who witnessed the tabulation.
- g. Each candidate may designate a representative to be present at the tabulation of ballots. This representative shall be a member in good standing whose name shall be submitted in writing to the Chairperson of the Election Committee five (5) calendar days prior to the election day.
- h. Any protest to the election procedure shall be filed in writing with the Board of Directors within three (3) calendar days of the election. The Board shall render a decision within seven (7) calendar days of the protest.

ARTICLE VIII CORPORATE SEAL

Section 8.1 The Corporate Seal of the Corporation - shall be a circular seal with the name and domicile of said Corporation thereon.

ARTICLE IX INDEMNITY

Section 9.1 Indemnity

No member, officer, director, committeeman of this association shall ever be held responsible or liable for the contracts or faults of this association, nor shall any mere informality in organization have the effect of rendering the charter of this association null or exposing any of its members, officers, directors or committeemen to any liability.

ARTICLE X AMENDMENTS

Section 10.1 Manner of Amending - Except as may be otherwise provided by law, these by-laws shall be altered, amended, repealed or new by-laws adopted by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board. Articles III and VII shall only be amended by vote of the membership following, in general, the procedures governing election of directors as outlined in Article VII.

HIDE-A-WAY LAKE PROPERTY OWNERS ASSOCIATION, INC. BY-LAWS
By-laws amended (Section 5.1.d added) September 6, 2023.


JOHN PIGOTT, PRESIDENT


ROBIN MONTALBANO, VICE PRESIDENT


TOM GIBILTERRA, SECRETARY/TREASURER


JIM WELLS, DIRECTOR


KATHY BUSCO, DIRECTOR


JOSHUA CHAD HURST, DIRECTOR


ELIZABETH ENNIS, DIRECTOR

STATE OF MISSISSIPPI

COUNTY OF PEARL RIVER



PERSONALLY came and appeared before me, the undersigned authority at law, in and for the aforesaid jurisdiction, the within named JOHN PIGOTT, ROBIN MONTALBANO, TOM GIBILTERRA, JIM WELLS, KATHY BUSCO, JOSHUA CHAD HURST, AND ELIZABETH ENNIS, who, acknowledged that he/she signed, executed and delivered the foregoing HIDE-A-WAY LAKE PROPERTY OWNERS ASSOCIATION, INC. BY-LAWS on the day in the year, and for the purposes therein mentioned, as his/her own voluntary act and deed.

GIVEN under my hand and official seal of office, on this, the 6th day of September, A.D., 2023.



Brandi LeMeunier

9/6/23