

FILED
STATE OF MISSISSIPPI
LAFAYETTE COUNTY



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CHANCERY CLERK

BY _____

This instrument prepared
without title examination by:
Bela J Chain III, Attorney
MS Bar No. 8666
P. O. Box 913,
404 Galleria Dr., Ste. #2
Oxford, MS 38655
(662) 234-1667

Grantor:
BLUE SKY DEVELOPMENT, LLC
P.O. Box 1460
Oxford, MS 38655
(662) 816-8187

Grantee:
WORLD

Document to amend: Deed Book 524, at Page 569 and being A fraction of the Northwest Quarter of Section 5, Township 9 South, Range 2 West, Lafayette County, MS, as amended

**AMENDMENT TO THE BY-LAWS OF THE
HIGHLANDS PROPERTY OWNERS ASSOCIATION**

WHEREAS the by-laws of The Highlands Property Owners Association are found among the land records of Lafayette County, MS as Exhibit "C" to that certain instrument found in Deed Book 524, at 569;

WHEREAS since the by-laws were first written communication technology has changed in that electronic mail and social media has become the preferred form of communication;

WHEREAS and in order to more fully keep the property owners informed of both regularly scheduled meetings and specially called meetings and further to communicate minutes of the various meetings, The Declarant therein, Blue Sky Development, LLC, has been requested by the management company of The Highlands Property Owners Association to amend said by-laws to allow such electronic mail and postings to the association's various social media accounts.

NOW THEREFORE the by-laws of The Highlands Property Owners Association found as Exhibit "C" to the instrument found in Deed Book 524, at Page 569, is hereby amended and fully replaced by the document attached hereto and titled **AMENDMENT TO THE BY-LAWS OF THE HIGHLANDS PROPERTY OWNERS ASSOCIATION.**

BLUE SKY DEVELOPMENT, LLC




JOHN G. MCCURDY, MEM./MGR.

**STATE OF MISSISSIPPI
COUNTY OF LAFAYETTE**

THIS DAY personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named John G. McCurdy who acknowledged that he is member/manager of Blue Sky Development, LLC, and that for and on behalf of said limited liability company, and as its act and deed he executed the above and foregoing instrument, after having been duly authorized by said company so to do.

GIVEN UNDER MY HAND AND OFFICIAL SEAL on this, the 7th day of May, 2024.



NOTARY PUBLIC

My Commission Expires:

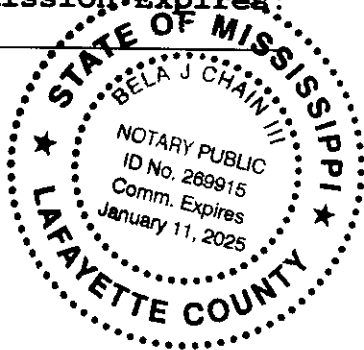


EXHIBIT C

BY-LAWS OF THE HIGHLANDS PROPERTY OWNERS ASSOCIATION PREAMBLE

BLUE SKY DEVELOPMENT, LLC, named in the attached and foregoing Declaration of Covenants and Restrictions and hereinafter referred to as "Developer", being the sole owner of the project property submitted for the establishment of a single family residential subdivision project to be known as THE HIGHLANDS, as more particularly defined, described and provided for in said attached Declaration of Covenants and Restrictions (hereinafter referred to as "Declaration") does hereby adopt the following By-Laws which shall govern administration of such subdivision.

All present or future owners, or their employees, or any other person who might use the facilities of this subdivision project, in any manner, are subject to the regulations set forth in these By-Laws. The mere acquisition of any of said lots of the project will signify and constitute a ratification and acceptance of these By-Laws by any such Owner or person.

I. This residential development project established under the foregoing and attached Declaration shall be known as THE HIGHLANDS.

II. Members:

(A) Members shall be the owners of the lots and said persons shall be entitled to one vote for each unit owned. The annual members' meeting shall be held at a time and place determined by the Board for the purpose of electing governors and of transacting any other business authorized to be transacted by the members. Any meeting of members may be held at any time or place stated in the notice, including in or out of this state, or by means of the internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments. Cf. Miss. Code §§ 79-11-197 and 79-11-199.

(B) Special members' meetings shall be held whenever called by the President or Vice-President or by a majority of the Board of Governors, and must be called by such officers upon receipt of a written request from one-third or more of the entire membership.

(C) Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given. Such notice shall be in writing to each member at his mailing or email address as it appears on the books of the Association and shall be sent not less than ten (10) days prior to the date of the meeting. Electronic notice of any meeting may include posting to an online portal or social media platform so long as the hosting software generates a notification (email, push notification, etc.) to the member either that the meeting is scheduled or

that the member has a message from the Association. Notice of any meeting may be waived before or after the particular meeting, in each instance.

(D) A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership, including those members voting via proxy. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.

(E) The vote of the owners of a lot owned by more than one person or by a corporation or other entity shall be cast by a person specified by the owners of the lot.

(F) Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting. Additionally or alternatively, in the discretion of the Board, any action which may be taken at any annual or special meeting of members may be taken without a meeting, if the association delivers a written or electronic letter, ballot, document, questionnaire, interactive poll, etc., to every member entitled to vote on the matter. Votes or responses may be collected and recorded in an electronic means including email, attachments to email, survey, apps, text messages, etc. so long as the votes or responses are preserved in such a manner that each response may be audited to include who provided the vote or response, when, and selection of the vote or response.

(G) Approval or disapproval of the lot owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person who would cast the vote of such owner if in an Association meeting.

(H) 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 adjourn the meeting from time to time until a quorum may be obtained.

(I) The order of business at annual members' meetings, and, as far as practical at all other members' meetings, shall be:

1. Election of a chairman of the meeting;
2. Calling of the roll and certifying of proxies;
3. Proof of notice of meeting or waiver of notice;
4. Reading and approval/correction of any unapproved minutes;
5. Reports of officers;
6. Election of inspectors of election;
7. Election of Governors;
8. Unfinished business;
9. New Business;
10. Adjournment.

(J) The vote of the owners of a lot owned by more than one person or by a corporation or

any other such entity shall be cast by a person specified, in writing, by the owners of said lot.

III. Governors.

(A) The Board of Governors shall consist of not less than three (3) nor more than five (5) individuals, as is determined from time to time by the members. Each member of the Board of Governors shall be either the Owner of a lot, have an interest therein, or in the event of a corporate ownership, be an officer of designated agent thereof.

(B) Election of governors shall be conducted in the following manner:

1. Members of the Board of Governors shall be elected by a plurality of the votes cast at the annual meeting of the members of the Association.

2. Vacancies in the Board of Governors may be filled, for the unexpired term until the date of the next annual members' meeting, by the remaining Governors.

3. Anything herein contained to the contrary notwithstanding, for so long as BLUE SKY DEVELOPMENT, LLC owns not less than six lots, it shall elect a majority of the Governors.

(C) The term of each Governor's service shall be as follows:

1. one Governor's term shall be for a period of one year;
2. one Governor's term shall be for a period of two years;
3. one Governor's term shall be for a period of three years;
4. in the event a fourth and/or a fifth Governor is elected, their respective terms shall be for three years.

Each Governor's term shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he may be removed in the manner elsewhere provided.

(D) The organizational meeting of the first elected Board of Governors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Governors at the meeting at which they are elected, and no further notice shall be necessary providing a quorum shall be present.

(E) Regular meetings of the Board of Governors may be held at such time and place as shall be determined from time to time, by a majority of the Governors. Notice of regular meetings shall be given to each Governor, personally or by mail, telephone or telegraph at least three (3) days prior to the day named for such meetings unless such notice is waived.

(F) Special meetings of the governors may be called by the President and must be called by the Secretary at the written request of at least one-half of the votes of the Board. Not less than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph,

which notice shall state the time, place and purpose of the meeting.

(G) Any governor may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the receipt of proper notice in due course.

(H) A quorum at Governors' meetings shall consist of a majority of the entire Board. An act of the Board approved by a majority of votes present at a meeting at which a quorum is present shall constitute the act of the entire Board of Governors as specifically otherwise provided in the Declaration of Covenants and Restrictions. If at any meeting of the Board of Governors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum may be obtained. At an adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

The joinder of a Governor in the action of a meeting by concurring on the minutes thereof (including by way of e-signature or email) shall constitute the presence of such Governor for the purpose of determining a quorum.

(I) The presiding officer of Governors' meetings shall be the Chairman of the Board if such officer has been elected; and if none, then the President shall preside. In the absence of the presiding officer the Governors present shall designate one of their number to preside by majority election.

(J) Governors' fees, if any, shall be determined by the members of the Association.

(K) All of the powers and duties of the Association shall be exercised by the Board of Governors, including those existing under the common law and statutes, the By-laws of the Association, and the documents establishing the residential subdivision. Such powers and duties of the Governors shall be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions which governs the use of the land, and shall include but shall not be limited to the following:

1. To make and collect assessments against members to defray the costs of the subdivision;
2. To use the proceeds of assessments in the exercise of its powers and duties;
3. To maintain, repair, replace and operate the subdivision property;
4. To reconstruct improvements after casualty, and the further improvement of the property;
5. To make and amend regulations respecting the use of the property;
6. To enforce by legal means the provisions of the Subdivision the Articles of Incorporation, the By-Laws of the Association, and the Regulations for the use of the property in the Subdivision;
7. To pay taxes and assessments which are liens against any part of the residential subdivision other than individual lots and the appurtenances thereto, and to assess the same against the lot subject to such liens;
8. To obtain and carry insurance for the protection of Property Owners and the

- Association against casualty and liabilities relating to the common areas;
9. To pay the cost of all power, water, sewer and other utility services rendered in the subdivision development and not billed to owners of individual lots; and
 10. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

IV. Officers.

(A) The executive officers of the Association shall be a President, who shall be a Governor, a Treasurer, and a Secretary. The Treasurer and/or Secretary need not be Members or Governors. The Board of Governors shall from time to time elect such other officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association.

(B) The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the President of an association, including, but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association.

(C) The Secretary shall keep the minutes of all proceedings of the Governors and the members. He shall attend to the giving and serving of all notices to the members and Governors and other notices required by law. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an association and as may be required by the Governors or the President. A management agent may perform the duties of the Secretary when the Secretary is absent.

(D) The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. He shall keep the assessment rolls and accounts of the members; he shall keep the books of the Association in accordance with good accounting practices; and he shall perform all other duties incident to the office of Treasurer.

(E) The compensation of all officers and employees of the Association shall be fixed by the Governors. This provision shall not preclude the contracting with the Governors for the management of the residential subdivision.

V. Removal of Governors and Officers.

(A) Removal of Governors. At a regular meeting, or special meeting duly called for such purpose, any Governor may be removed with or without cause by the affirmative vote of the majority of the Lot Owners of record and a successor may then and there be elected to fill the vacancy thus created. If no such successor is thereupon elected by the Lot Owners, the vacancy so created may be filled by the Board of Governors at its next regularly scheduled meeting. Any Governor whose removal has been proposed shall be given an opportunity to be heard at the meeting prior to any vote. The term of any Governor who becomes more than sixty (60) days

delinquent in payment of any assessment or related charges due the Association shall be automatically terminated without the necessity of a vote or of notice, and the remaining Governors shall appoint his successor as otherwise provided.

(B) Removal of Officers. Upon an affirmative vote of a majority of the members of the Board of Governors, any officer may be removed with or without cause, and his successor elected at any regular meeting of the Board of Governors, or at any special meeting of the Board of Governors called for such purpose.

VI. Fiscal Management. The provisions for fiscal management of the association as set forth in the Declaration of Covenants and Restrictions shall be supplemented by the following provisions:

(A) Assessment rolls. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessments.

(B) Budget.

1. The Board of Governors shall adopt a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including, but not limited to the following items:

a. Common Expenses Budget, including maintenance and operation of common elements, landscaping, driveways, utility services, casualty insurance, liability insurance, administration and all applicable taxes; and

b. Proposed assessments against each member.

2. Copies of the proposed budget and proposed assessments shall be transmitted to each Board member on or before January 1st of the year for which the budget is made. If the budget is amended before the assessments are made, a copy of the amended budget shall be furnished to each Board member concerned prior to the assessment being imposed.

3. Copies of the adopted budget and assessments shall be transmitted to each member of the Association at least thirty (30) days before the annual meeting of the year for which the budget is made.

(C) Depository. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Governors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Governors.

VII. Parliamentary Rules: Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the Articles of Incorporation and By-Laws of the Association or with the statutes of the State of Mississippi.

VIII. Amendments: Amendments to the By-Laws shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution adopting a proposed amendment must receive approval of two-thirds of the votes of the entire membership of the Board of Governors and 75% of the votes of the entire membership of the Association. Governors and members not present at the meetings considering the amendment may express their approval or disapproval in writing.

(C) Initiation: An amendment may be proposed by either the Board of Governors or by the membership of the Association, and after being proposed and approved by one of such bodies, it must be approved by the other.

(D) An amendment when adopted, shall become effective only after being recorded in the Office of the Chancery Clerk of Lafayette County, Mississippi.

(E) These By-Laws shall be amended, if necessary so as to make the same consistent with the provisions of the Declaration of Covenants and Restrictions.