

BY-LAWS

ARTICLE I

NAME

The name of the corporation shall be the “Bear Point Civic Association, Incorporated”.

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose of the corporation is to create a corporate entity that may act for all lawful ends toward promoting civic and social advancement of owners of real property in the subdivision known as “Bear Point Estates” Orange Beach, Alabama, as recorded in the map of books of the public records of Baldwin County, Alabama. Further, the purpose of incorporating is in order that the corporate entity may have and exercise all of the general powers within the scope aforesaid, of a non-profit corporation organized pursuant to Chapter 10, Title 10, Cod of Alabama, As Amended. The purposes of the corporation include ownership and management of real property, the betterment of the community, and recreational facilities of “Bear Point Estates”, Orange Beach, Baldwin County, Alabama.

ARTICLE III

GOVERNMENT

- A. In general, the affairs of the corporation shall be managed by the Board of Directors and shall consist of seven (7) Directors as follows – The President of the corporation, the Vice President, Secretary and four (4) Directors elected by the general membership. The four elected Directors shall serve a term of two (2) years and two shall be elected at each annual meeting.
- B. The Officers of the Corporation shall be – President, Vice President, Secretary, Treasurer and such other officers as may be designated by the Board of Directors. Officers shall be elected at the annual meeting and shall serve a term of two (2) years. Officer positions of the President and Treasurer will rotate opposite two (2) year terms of the Vice President and Secretary.

Officers may succeed themselves in office and may be removed from office for cause after a hearing before the Board of Directors and a vote by the general membership.
- C. The President of the corporation shall also serve as Chairman of the Board of Directors and shall be the tie breaking vote only.
- D. Constitution of the Board of Directors may be changed by amendment of the By-Laws, as hereinafter provided.

Article X Changed April 4, 1986

Article VI Changed December 13, 2008

Articles III & V Amended August 2019

Articles III & VII Amended September 2023

- E. Vacancies in the Board of Directors, coming about by death, or removal for cause, or resignation, shall be filled by vote of the general membership of the corporation and such person elected to the office vacated shall serve for the unexpired term of the vacating member or as otherwise provided in the By-Laws.
- F. A quorum of the Board of Directors shall consist of not less than five (5) members.
- G. A quorum of the general membership for the transaction of general membership business shall be not less than fifteen (15) members.
- H. Authority expressly given to individual officers, or to the Board of Directors as a group, may be exercised by such officers or by the Board of Directors without specific consent of the general membership. When circumstances arise concerning a questionable action bringing a difference of opinion of the Board of Directors, the problem will be brought before the general membership for their opinion.
- I. The Corporation shall have perpetual existence, but in the event the corporation shall cease to function, a sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the corporation may be made upon such terms and conditions and for such consideration as may be authorized by members, pursuant to Section 241, Title 10, Code of Alabama, 1940 As Amended. Disposition of less than substantially all of the property and assets of the corporation may be accomplished in the manner prescribed by the membership after a vote of the membership, provided the membership has received written notice at least thirty (30) days in advance of the vote.
- J. The President shall preside at meetings of the general membership. He/She shall conduct general membership meetings. In the absence of the President, the Vice President shall preside at such meetings. In the event the office of the President is vacated, the Vice President shall fill that office until such time as a vacancy is otherwise filled by general election.

The Secretary of the corporation shall attest to all documents executed for and on behalf of the corporation and record minutes of general membership meetings and Board of Directors meetings. The Secretary shall be responsible for safekeeping the records of the corporation.

The Treasurer of the Corporation shall collect and safe-keep all monies belonging to the corporation. Any disbursements of the monies of the corporation shall be made by check and/or electronic transfer utilizing acceptable financial tools and technology. Financial transactions may also be initiated using debit or charge cards issued by the Board of Directors to designated members of the Board of Directors.

Any single disbursement, exceeding limits to be determined by the Board of Directors, requires approval by at least two Board of Director Officers.

Article X Changed April 4, 1986
Article VI Changed December 13, 2008
Articles III & V Amended August 2019
Articles III & VII Amended September 2023

- K. The Board of Directors shall see to the safekeeping of the properties and monies of the corporation and act generally for the preservation of the properties of the corporation. Business relating to such matters may be acted upon by the Board of Directors. Other authority rests with the general membership.

ARTICLE IV

FISCAL

The fiscal year of the Corporation shall be from 1 January to 31 December.

ARTICLE V

ELECTIONS

The elections shall be held annually to fill the offices constituting the officers of the corporation and the officers of the Board of Directors. Elections shall be conducted in September of each year to allow for adequate transition between newly elected Officers and Board of Directors.

The Board of Directors may employ various methods for allowing the General Membership to vote on By-Law Amendments and General Elections, including but not limited to emailed ballots, mailed paper ballots, or any other acceptable means of collecting votes from the general membership. Ample time shall be allowed for members to submit ballots by any method not requiring the presence of the member. Ballot counts will be published and communicated to ensure transparency in the voting and elections process.

Special elections for the purpose of filling vacancies shall be called by the President or by the Vice-President if the office of the President is vacated.

ARTICLE VI

MEMBERSHIP

To be entitled to membership in the Corporation a person must –

Own property in the subdivisions known as “Bear Point Estates”, “Perdido Gardens”, “Bay Land Oaks”, “Perdido Point”, “Perdido Gate”, and “Baker” in Orange Beach, Baldwin County, Alabama

Must be of legal voting age.

Persons who do not own real property in the subdivisions noted in Section A above may be accepted as “Associate Members” with all privileges of a regular member but cannot vote, and upon compliance with paragraph B above.

Article X Changed April 4, 1986
Article VI Changed December 13, 2008
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ARTICLE VII

ENJOYMENT OF PRIVILEGES

Privileges of membership in the Bear Point Civic Corporation, Incorporated may be enjoyed by members and their accompanied guests. "Membership" shall be defined as dues submitted for a single property/residence which is paid for by the deeded property owners. Each membership is allowed one vote on matters that require a vote by the general membership. "Members" shall mean the head of household and spouse or joint property owners and their dependents. "Dependents" shall mean persons of the immediate household of a member who receives his or her principal support (except spouse) from the member of the Corporation. Accompanied guests of members also may enjoy the privileges afforded by the Corporation. Members of the Corporation shall be responsible for the good conduct of their dependents and guests while on the premises of the Corporation.

ARTICLE VIII

AMENDMENT

The By-Laws of the Corporation may be amended at a regular or special meeting of the membership called for the purpose after thirty (30) days notice thereof in writing. The notice of the meeting to amend the By-Laws shall state generally the nature of the proposed amendments.

ARTICLE IX

PARLIAMENTARY

In the absence of rules in the By-Laws, the proceedings of all meetings shall be governed by ROBERTS RULES OF ORDER.

ARTICLE X

VOTING

There will be no Proxy vote. To be entitled to vote on the election of officers, a member's dues must be paid thirty (30) days prior to the election.

ARTICLE XI

DUES

Dues shall be as prescribed by the general membership of the Corporation.