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BY-LAWS  
OF  
WELLINGTON HOMEOWNER'S ASSOCIATION, INC.

### PURPOSE

The Association is formed to provide for the management, maintenance, preservation, care, and control of the entire subdivision known as Wellington the final plat of which is filed in the land records of the Chancery Clerk of Madison County, Mississippi in Plat Cabinet D at Slide 99.

Additionally the Association shall exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Covenants and Restrictions which have been filed of record as Wellington Subdivision, Part One, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet D at Slide 99 thereof; Wellington Subdivision, Part 2, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet D at Slide 124 thereof; Wellington Subdivision, Part 3-A, a subdivision

according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet D at Slide 168 thereof; Wellington Subdivision, Part 3-B, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet D at Slide 181 thereof; and Wellington Subdivision, Part 4, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet E at Slides 15-A and 15-B thereof; and Wellington Subdivision, Part 5, a subdivision according to a map or plat thereof on file and of record in the office of the Chancery Clerk of Madison County at Canton, Mississippi, in Plat Cabinet E at Slide 64-B thereof and any additional future sections of Wellington not yet platted.

## ARTICLE I

### NAME AND LOCATION

The name of the corporation is Wellington Homeowner's' Association, Inc. (hereinafter referred to as "Association"). The principal office of the Association shall be located at 511 Keyword Circle, Flowood, MS 39232. Meetings of the Members, Directors, and Officers may be held at such places within the State of Mississippi as may be designated by the Board of Directors.

## ARTICLE II

### DEFINITIONS

1. **Association:** Association shall mean and refer to the Wellington Homeowner's Association, Inc., its successor and assigns.
2. **Directors:** Directors shall mean the Directors elected by the Members of the Association.

3. **Officers:** Officers shall mean a President, a Secretary, and a Treasurer elected by the Board of Directors of the Association.

4. **Member:** Member shall mean and refer to those persons entitles to membership as provided in these By-Laws.

5. **Persons Entitled to Membership:** Any person or entity which is an owner of a lot in Wellington Subdivision shall be a member of the Association.

6. **Assessments:** Assessments shall mean those Assessments set by the Board of Directors of the Association.

7. **Common Area:** Common Area shall mean all real property owned by the Association for the common use and enjoyment of the Lot owners in Wellington including the private streets.

8. **Developer:** Developer shall mean Catlett Road Properties, LLC, the owner and developer of the subdivision known as "Wellington".

### ARTICLE III MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to assessment under the Covenants and Restrictions of record against the property in Wellington Subdivision, shall be a member of the Association. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

### ARTICLE IV MEETING OF MEMBERS

1. **Annual Meetings:** The first annual meeting of the Members shall be held in the month of January or thereafter. Each subsequent regular annual meeting of the Members shall be held as nearly as is possible to January of each year thereafter at an hour and time and date set by the Board of Directors.

2. **Special Meeting:** Special meetings of the Members may be called at any time by any Officer or by the Board of Directors or upon written request of one-fourth (1/4) of the Members of the Association.

3. **Notice of Meetings:** Written or e-mail notice of each meeting of the Members shall be given by, or at the direction of, the secretary of the Association by emailing or mailing a copy of the notice, postage pre-paid, at least fifteen (15) days prior to such meeting to each Member entitled to attend the Association's meetings addressed to the Members physical address or email address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, days date, and hour of the meeting, and in case of a special meeting, the purpose of the meeting.

4. **Quorum:** The presence at the meeting of the Members entitled to cast, or proxies entitled to cast, one-third (1/3) of the votes of the Members, but never less than three (3) Members, shall constitute a quorum for any action. If such quorum shall not be present or represented at any meeting, and there shall be an objection thereto, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting and the quorum at a subsequent meeting shall be based upon 1/3 of the total in attendance at the first meeting.

5. **Proxies:** At all meetings of Members each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable by the Member giving the proxy.

## ARTICLE V BOARD OF DIRECTORS

1. **Selection:** The affairs of this Association shall be managed by a Board of Directors comprising not less than three (3), nor, more than seven (7) Directors who must be Members in good standing, or represent Members, of the Association.

2. **Term of Office:** At the first annual meeting of the Members, the Members shall elect a minimum of three (3) Directors to serve staggered terms of one (1) year, two (2) years and three (3) years with each position or post being designated by the membership as the term thereof. At each annual meeting thereafter, the Members shall elect a minimum of three (3) Directors or a maximum of five (5) directors each for terms of three (3) years.

3. **Removal:** Any Director may be removed from the Board with, or without cause, by majority vote of the Members of the Association. In the event of death, designation or removal of a Director, his