

**BYLAWS
OF
TRACE RIDGE COMMUNITY HOME OWNER ASSOCIATION, INC.
A NON-PROFIT, NON-SHARE CORPORATION**

ARTICLE I. OFFICES

The principle office of the corporation shall be located at the home of the duly elected, presiding President of said corporation, mailing address P.O. Box 421, Ridgeland, Mississippi 39158. The corporation may have such other offices, either within or without the State of Mississippi, as the board of directors may designate or as the purposes of the corporation may require.

ARTICLE II. MEMBERS AND MEETING OF MEMBERS

SECTION 1. *Members.* The members of the corporation shall consist of all Trace Ridge lot owners of current public record.

SECTION 2. *Rights of Members.* The right of a member to vote in Association matters and all his right, title and interest in and/or to the corporation shall cease on the termination of ownership of their Trace Ridge lot(s) and shall be deemed to have terminated membership in the corporation. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

SECTION 3. *Membership dues.* The membership dues shall be set by the board of directors by majority vote, and resolution spread upon the minutes of the corporation. The annual membership shall begin May 1, and expire April 30th each year. Members who have not paid dues by June 1 of each year shall be considered delinquent and per ARTICLE VI, Section 6 of these by-laws, shall be subject to lien in the amount of the unpaid dues plus filing, mailing and other incurred costs of collection.

SECTION 4. *Annual Meetings.** The annual meeting of the members of the corporation shall be held at a location designated by the board of directors of the corporation on a Saturday in April in each year, beginning with the year 2004, for the purpose of electing Association directors, and for the transaction of such other business as may properly come before the meeting. Annual meetings shall not be held on a holiday and shall be held at a reasonable time of the day and at a location not convenient to the members.

A semi-annual meeting shall be held in October of the year for the purpose of allowing the board of directors to update the membership of the corporation as to plans for the remainder of the year, progress on board of directors approved projects, proposals affecting Trace Ridge made by the board of directors, by the City of Ridgeland, by the Madison County board of supervisors, as well as problems the board of directors has encountered or expects to encounter.

* Amended by the Board of Directors, 2004-2005 term

SECTION 5. *Notice of Annual Meetings.* Notice of the time and place of annual meetings shall be served, either personally or by mail, and/or by signs posted at not less than the north and both south entrances to Trace Ridge, not less than ten (10) days nor more than sixty (60) days before the meeting. If mailed, such notice shall be addressed to each person who appears upon the books of the corporation as a member as of the date of the notice, as the member's address appears in the records of the corporation, postage paid. Notice may be posted on the Trace Ridge website www.traceridgehoa.org, but shall not take the place of the notification procedure above.

SECTION 6. *Special Meetings.* Special meetings of the members, other than those regulated by statute, may be called at any time by the president or by two directors, and must be called by the president or secretary on receipt of the written request of 20% of the members of the corporation.

SECTION 7. *Notice of Special Meetings.* Notice of a special meeting of the members stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member, not less than five nor more than thirty days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears in the records of the corporation, postage prepaid. Notice may be posted on the Trace Ridge website www.traceridgehoa.org, but shall not take the place of the notification procedure above.

SECTION 8. *Quorum.* At any meeting of the members of the corporation the presence of one-third (1/3rd) of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these by-laws. In the absence of a quorum, notice of the meeting having been duly rendered in accordance with all provisions of notice stated in these by-laws and there being a specific need identified and communicated to members by the board of directors prior to the meeting, such business may be conducted by those members attending and present and be deemed the act of the full membership. In such cases, the act of the majority of homeowners present and voting shall be the act of the full membership of the corporation. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of the majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 9 Voting. At every meeting of members, each member shall be entitled to vote in person or by proxy. Each member of the corporation shall be entitled to one vote. The vote for directors may be by ballot or voice vote. Upon demand of any member, the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions shall be decided by majority vote of the persons present in person or by proxy. Every proxy must be dated and signed by the member or by his/her duly recorded and authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. General Powers. The business and property of the corporation shall be managed and controlled by a board of directors, who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors. The directors shall be members of the corporation and shall be elected by ballot at such meeting by a majority of the votes of the members of the herein defined "Voting Areas" of Trace Ridge Subdivision, voting in person or by proxy.

SECTION 2. Number. The number of directors of the corporation shall be nine (9). There will be three (3) directors per "Voting Area". A "Voting Area" is defined by the equal division of lots in the six (6) parts of the Trace Ridge Subdivision as indicated in the land records of the Office of Chancery Clerk, Madison County, Canton, Mississippi. Said division shall create three (3) "Voting Areas" for purposes of representation on the board of directors. The division of "Voting Areas" shall be maintained by the Secretary and updated, in the case of additional "Parts" being added to Trace Ridge Subdivision, upon direction of the board of directors. The initial "Voting Areas" are described in Attachment 1 hereto. The directors shall be so elected by all members present and voting and/or by proxy, for a term of one (1) year.

In the event that a "Voting Area" does not or cannot nominate sufficient numbers of members to fill three (3) director positions, nominations from the floor of the annual meeting will be accepted from the remaining two (2) "Voting Areas" and such director positions shall be filled by the act of the majority of all members in attendance and voting. The act of said majority shall be deemed the act of the full membership of the corporation.

SECTION 3. Vacancies. Any vacancy in the board of directors occurring during the year, including a vacancy created by resignation, removal, or by increase in the number of directors made by the board of directors pursuant to the amendment of these bylaws, shall be elected under Section 2 within four weeks of the vacancy. If not filled within the four weeks, the vacancy shall be filled through election by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE VI MISCELLANEOUS

SECTION 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of the State of Mississippi or under the provisions of the charter of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 2. Removal of Directors by the Membership. Any director may be removed from membership or from office by the affirmative vote of greater than 50.0% of the members voting in either person or proxy from the "Voting Area" originally electing said officer, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, for refusal to abide by the covenants or decisions of the board, or for any other purpose reasonably believed to be in the best interests of the corporation. Notice of a meeting called for this purpose shall be handled under Article II, Section 6 and Section 7 as a special meeting. Any such officer or director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting in which such removal is to voted upon, and shall be entitled to appear before and be heard at such meeting.

SECTION 3. Informal Action by Members or Directors. With the exceptions hereinafter noted, any action required to be taken at a meeting of the members or of the board of directors may be undertaken and consummated by the members or directors without a meeting if all the members or directors, respectively, sign a consent in writing, setting forth specifically the actions so taken and agreeing that the same shall become effective without a formal meeting of the members or directors; provided that such procedures shall not be employed and shall not be effective to amend, enlarge or repeal the bylaws, or to fill any vacancy on the board of directors.

SECTION 4. Delinquent Members. Any member considered delinquent in accordance with Article II, Section 3 herein shall be noticed of said delinquency by mail and provided a period of ten (10) days to correct such situation. Should the delinquent member fail to respond within said time period, the president shall request counsel for the corporation to follow proper legal avenues in the pursuit of collection of the delinquent dues including but not limited to the remedy of placing a lien against the member's lot. Should counsel take legal steps against the delinquent member, all costs incurred by counsel including reasonable fees and recording fees shall be borne by the delinquent member and such shall become a part of the debt owed.

ARTICLE VII AMENDMENT OF THE BYLAWS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by 60% of the directors present at any regular meeting or at any special meeting, if at least 30 days' written notice is given to the directors and membership of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.