

**BYLAWS OF THE
WILLOW POINT HOMEOWNERS ASSOCIATION, INC.**

Article I

Name, Membership, Applicability, and Definitions

Section 1. Name. The name of the Association shall be Willow Point Homeowners Association, Inc. ("Association").

Section 2. Membership. The Association shall have two classes of membership: Permanent Members and Voluntary Members. The rights, duties and privileges of membership are more fully set forth in the Declaration of Covenants for Willow Point ("Declaration") and in these Bylaws.

Section 3. Definitions. Unless otherwise noted herein all terms as used herein shall be as defined in the Declaration or if not defined therein, the words used in these Bylaws shall have their normal, generally accepted meanings or the meanings given in the Georgia Nonprofit Corporation Code.

Article II

Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at another place as determined by the Board.

Section 2. Annual and Regular Meetings. The annual meeting shall be held during September of each year. Regular meetings of the membership shall be held in January and May. The Board may change the date of any meeting, provided notice of such new date is given in accordance with the Bylaws.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the Board or upon a petition signed by Permanent Members holding at least twenty-five (25%) percent of the total Association vote. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to each Member a notice of each annual, regular or special meeting of the Association stating the purpose of the meeting, as well as the time and place where it is to be held. If a Member wishes notice to be given at an address other than his or her residence located in Willow Point subdivision he or she shall have designated by notice in writing to the Secretary of such address. The mailing of such notice or delivery of such notice by leaving at the residence located in Willow Point Subdivision in the manner provided in this Section shall be considered service of notice. Notices shall be served not less than ten (10) days before a special meeting and not less than twenty-one (21) days before an annual or regular meeting.

Section 5. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

Section 6. Adjournment of Meetings. If any meetings of the Association cannot be held because a quorum is not present, a Majority of the Permanent Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 7. Membership and Voting. Each person who is the record owner of a fee or undivided fee interest in any

Lot, and whose Lot is submitted to permanent membership in the Association by written consent recorded in the Cobb County, Georgia land records, shall be a Permanent Member of the Association and shall be entitled to vote as set forth herein and in the Bylaws of the Association. Permanent Member status shall be appurtenant to and may not be separated from ownership of such Lot.

Membership also may be offered in the discretion of the Association on a voluntary basis for Owners whose Lots have not been submitted to membership in the Association by recorded written consent (i.e. Voluntary Members), which voluntary membership shall be contingent upon payment of dues and compliance with the Declaration, Bylaws and rules and regulations of the Association.

The foregoing is not intended to include Persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Permanent Member's membership. No owner, whether one or more Persons, shall have more than one (1) membership per lot owned. In the event of multiple Owners of a Lot, votes and rights of use and enjoyment shall be as provided in this Declaration and in the Bylaws. Any right to vote and to hold office may be exercised by a Permanent Member or the Permanent Member's spouse, but in no event shall more than one (1) vote be cast nor office held for each Lot owned.

Permanent Members shall be entitled to one (1) equal vote for each Lot owned. When more than one (1) Person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as those Owners determine among themselves and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) Person seeks to exercise it. Voluntary Members shall not be entitled to: 1) vote on any matter, including but not limited to, voting on an amendment to the Declaration and 2) serve on the Board.

Section 8. Proxies. At all meetings of Members, each Permanent Member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon termination of the membership of the Permanent Member, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Permanent Member, or of written revocation, or upon the expiration of eleven (11) months from the date of the proxy.

Section 9. Action Without a Meeting. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Permanent Member entitled to vote on the matter.

a. A written ballot shall: 1) Set forth each proposed action; and 2) Provide an opportunity to vote for or against each proposed action.

b. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: 1) Indicate the number of responses needed to meet the quorum requirements; 2) State the percentage of approvals necessary to approve each matter other than election of directors; and 3) Specify the time by which a ballot must be received by the Association in order to be counted.

c. A written ballot may not be revoked. The Association shall maintain such ballots in its file for a period of at least three (3) years.

Section 10. Quorum. The presence, in person or by proxy, of Members holding at least five (5) percent of the total eligible Association vote shall constitute a quorum at all meetings of the Association. The Permanent Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Permanent Members to leave less than a quorum.

Article III

Board of Directions: Number, Powers, Meetings

A. Composition and Selection

Section 1. Governing Body: Composition. The affairs of the Association shall be governed by a Board. The directors shall be Permanent Members or spouses of such Permanent Members; provided, however, no Person and his or her spouse may serve on the Board at the same time.

Section 2. Number of Directors. The Board shall consist of nine (9) Permanent Members. The immediate past President may serve ex-officio.

Section 3. Nomination of Directors. Nominations for election to the Board shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be Vice President of the Association, and three or four Permanent Members of the Association. The Nominating Committee shall be appointed by the Vice President of the Association prior to April 1 of each year. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but in no event less than the number of positions to be filled. In order to be eligible to be elected to the Board, a person must be a Permanent Member in good standing for at least one year immediately prior to the nomination. The Chairperson shall present the report of the committee at the May general meeting.

Section 4. Election and Term of Office. Each director shall be elected to serve for a term of one (1) year until his or her successor is elected. The members of the Board shall hold office until their respective successors shall have been elected by the Association.

Section 5. Balloting. Election shall be by ballot, with one ballot cast for each Permanent Member. Ballots shall be distributed to each Permanent Member by the Secretary during the first week of September, to be returned to the Secretary by the Fifteenth of the same month for canvassing by the Secretary and two other Board members. Ballots shall be considered valid when marked with no more than nine votes. Following the canvass of the ballots, the Secretary shall declare the nine nominees with the greatest number of individual votes elected as the Directors of the Association, and shall immediately notify each nominee of same. As soon as practical thereafter, but in no event later than the September general meeting, the general membership shall be informed of the results of the election.

Section 6. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members of the Board may be removed, with or without cause, by Permanent Members holding a Majority of the votes entitled to be cast for the election of that director and a successor may then and there be elected by the Permanent Members entitled to elect that director in order to fill the vacancy thus created. A director whose removal has been proposed by the Permanent Members shall be given at least ten (10) days' notice of the calling of the meeting and its purpose and shall be given an opportunity to be heard at the meeting. Additionally, any director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than thirty (30) days may be removed by a Majority vote of the directors at a meeting, a quorum being present. In the event of the death, disability, or resignation of a director, a vacancy may be declared by the Board, and it may appoint a successor.

Section 7. Vacancies. Vacancies in the Board caused by any reason, excluding the removal of a director by vote of the Association, shall be filled by a vote of the Majority of the remaining directors, even though less than a quorum, at any meeting of the Board. Each director so selected shall serve the unexpired portion of the term of his predecessor.

B. Meetings.

Section 8. Organization Meetings. The first meeting of the Board following each annual meeting of the membership shall be held within thirty (30) days at the time and place determined by the Board. Officers shall be elected at such meeting. Notice of the new officers shall be posted or otherwise provided to the membership.

Section 9. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined from time to time by a Majority of the directors. Meetings shall be held during each month. Notice of the regular schedule shall constitute sufficient notice of the meetings.

Section 10. Special Meetings. Special meetings of the Board shall be held when requested by the President, Vice President or by any two (2) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: a) by personal delivery; b) by written notice by first class mail, postage prepaid; or c) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director. All notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least five (5) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph company shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 11. Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a) a quorum is present, and b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed to have been given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12. Quorum of Board of Directors. At all meetings of the Board, a Majority of the directors shall constitute a quorum for the transaction of business, and the votes of a Majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a Majority of the required quorum for that meeting.

Section 13. Compensation. No director shall receive any compensation from the Association for acting as a director unless approved by a Majority of the Permanent Members.

Section 14. Open Meetings. Homeowners wishing to attend must verbally notify a Director of their intent to attend at least 24 hours prior to the meeting. Members other than directors or officers may not participate in any discussion or deliberation unless expressly so authorized by the Board.

Section 15. Executive Session. Notwithstanding Section 14 above, the Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 16. Action Without a Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by a Majority of the directors.

C. Powers and Duties.

Section 17. Powers. The Board shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Articles, the Declaration or these Bylaws directed to be done and exercised exclusively by the Members of a class thereof. In addition to the duties imposed by the Declaration or these Bylaws, the Board shall have the power to and be responsible for the following, in way of explanation, but not limitation:

a. Preparing and adopting an annual budget in which there shall be established the contribution of each Member to the Common Expenses;

b. Making Assessments to defray the Common Expenses, establishing the means and methods of collecting the assessments, and establishing the period of the installment payments of the annual assessment;

- c. Providing for the operation, care, upkeep, and maintenance of all areas which are owned by the Association;
- d. Designating, hiring, and dismissing the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- e. Collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;
- f. Making and amending rules and regulations;
- g. Opening of bank accounts on behalf of the Association and designating the signatories required;
- h. Enforcing, by legal or equitable means or through the use of self-help, the provisions of the Declaration, these Bylaws, and the rules and regulations (specifically including the right to tow vehicles which are parked in violation of the rules and regulations) adopted by the Board, and bring any proceedings which may be instituted on behalf of or against the Members concerning the Association;
- i. Obtaining and carrying insurance against casualties and liabilities, as provided herein, and paying the premium cost;
- j. Paying the cost of all services rendered to the Association or its Members which are not directly chargeable to Members;
- k. Keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specifying the maintenance and repair expenses and any other expenses incurred; and
- l. Contracting with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements.

Section 18. Borrowing. The Board shall have the power to borrow money for any lawful purpose including, without limitation, repair or restoration of the Common Area, without the approval of the Members of the Association. However, the Board shall obtain approval of at least a Majority of the eligible votes of Permanent Members in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, or the total amount of such borrowing exceeds or would exceed Ten Thousand (\$10,000) Dollars outstanding debt any one time.

Section 19. Fining Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed:

a. Notice. Written notice shall be served upon the violator specifying: i) the nature of the violation and the fine imposed; ii) that the violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine imposed; iii) the name, address and telephone number of a person to contact to challenge the fine; iv) that any statements, evidence, and witnesses may be produced by the violator at the hearing; and v) that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

b. Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing.

Section 20. Funds Disbursement. All checks and drafts of the Association must be countersigned by two board members, one of which shall be an officer.

Article IV

Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same Person, excepting the offices of President and Secretary. The President and Treasurer shall be elected from among the members of the Board. No officer shall serve more than two consecutive terms in the same office.

Section 2. Election, Term of Office, and Vacancies. The officers of the Association shall be elected annually by the Board at the first meeting of the Board following each annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by the Board whenever, in its judgment, the removal will serve the best interests of the Association.

Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board. The President shall have all the general powers and duties which incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code. The President shall also employ an independent professional to perform a compilation of the financial records at the end of each fiscal year and approve all bills for payment on behalf of the Association which are not specifically included in the budget from their Bylaws.

Section 5. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board and shall have charge of such books and papers as the Board may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with Georgia law.

Section 7. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing or coordinating the preparation of all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board. The outgoing Treasurer shall be responsible for balancing the annual books before leaving his/her term of office. The Treasurer shall serve on the Budget and Finance Committee. The records of the Treasurer shall be open for inspection by any member of the Association in accordance with the Nonprofit Corporate Code.

Section 8. Other Responsibilities of Officers. Each officer shall submit an annual report prior to leaving office; and shall train the individual elected or appointed to succeed.

Section 9. Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be not be necessary to make it effective.

Article V **Committees**

Section 1. General. The Board is authorized to establish committees to perform those tasks and to serve for those periods that it designates. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

Section 2. Designation of Standing Committees. Standing Committees shall be the following:

- a. Budget and Finance
- b. Membership

- c. Revisions
- d. Publications
- e. Program and Social
- f. External Affairs
- g. Community Services and Architectural Controls
- h. Recreation
- i. Landscaping

Section 3. Responsibilities of Chairpersons. The Chairperson of each Standing Committee shall submit an annual report of the activities of his/her committee at the final Board meeting for the year.

Section 4. Committee Members. Committee members shall be sought through volunteers from the general membership. The Chairperson may secure as many additional committee members as needed to meet committee responsibilities.

Section 5. Other Committees. The Board shall be authorized to establish such other Committees as it deems appropriate.

Article VI

Annual Dues and Corporate Year

Section 1. Annual Dues. All assessments and other charges shall be established and paid in accordance with the provisions of the Declaration of Additional Covenants for Willow Point.

Section 2. Corporate Year. Unless otherwise provided by the Board, the fiscal year of the Association shall be from January 1 to December 31.

Article VII

Miscellaneous

Section 1. Parliamentary Rules. Roberts Rules of Order (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, these Bylaws, or a ruling made by the Person presiding over the proceeding.

Section 2. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and these Bylaws, then the provisions of Georgia law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 3. Amendment. These Bylaws may be amended unilaterally at any time and from time to time by the Board a) if an amendment is necessary to bring any provision into compliance with any applicable governmental statute, rule or regulation or judicial determination with which it is in conflict; b) if an amendment is necessary to enable any reputable title insurance company to issue title insurance coverage with respect to the lots in the Willow Point subdivision; c) if an amendment is required by an institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable the lender or purchaser to make or purchase mortgage loans on the lots in the Willow Point subdivision; or d) if an amendment is necessary to enable any governmental agency or reputable private insurance company to insure or guarantee mortgage loans on the lots in the Willow Point subdivision. However, any such amendment shall not adversely affect the title to any Permanent Member's lot unless such Member consents to the amendment in writing.

In addition to the above, these Bylaws may be amended upon the affirmative vote or written consent, or any combination of affirmative vote and written consent, of Permanent Members holding at least two-thirds (2/3) of the total Association vote.