BYLAWS
OF
Chelsea Park Homeowners' Association, Inc.

As amended February 10, 2005

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BYLAWS
OF
CHELSEA PARK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
Name, Membership, and Definitions

Section 1. Name.

The name of the Association is be Chelsea Park Homeowners' Association, Inc. ("Association").

Section 2. Membership.

The Association shall have one (1) class of membership, as is more fully set forth in that Declaration of Protective Covenants for Chelsea Park Homeowners' Association, Inc. (this Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms which pertaining to membership are specifically incorporated by reference herein.

Section 3. Definitions.

The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

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 such other suitable place convenient to the members as may be designated by the Board of Directors, either in the community or as convenient thereto as possible and practical.

Section 2. Association Meetings.

There shall be at least one Association Meeting per year, which shall be set by the board so as to occur no later than forty-five (45) days after the close of the Association's fiscal year. This meeting is for the purpose of electing directors & officers to fill the positions of directors & officers whose terms will expire, and for the purpose of the Board to present budget and programs for the upcoming fiscal year. In setting the dates for Association Meetings the Board shall avoid legal holidays.

Section 3. Special Association Meetings.

The President may call Special Association meetings. In addition, it shall be the duty of the President to call a special Association meeting if so directed by resolution of a Majority of the Board of Directors or upon a petition signed by at least thirty percent (30%) of the total eligible voting members. The notice of any special Association 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 post public notice of any Association Meeting. The notice should state the purpose, time, and location of where the meeting is to be held. Posting of the notice shall not be less than ten (10) days nor more than thirty (30) days before a 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 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 not present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 7. Voting.

The voting rights of the members shall be as set forth in the Declaration, and such voting rights are specifically incorporated, herein.

Section 8. Limited Proxies & Electronic Voting.

At Association Meetings, each member may vote in person or by limited proxy. All proxies shall be in writing, dated, signed, and filed with the Secretary by the eligible voting member before the appointed time of each meeting. Each proxy must specifically state the nature of the member's vote, and clearly indicate the actual vote of the member. General proxies are not allowed.

Section 9. Quorum.

The presence, in person or by proxy, of thirty percent (30%) of the total eligible voting members shall constitute a quorum at all meetings of the

Association. The 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 members to leave less than a quorum. An issue voted on is considered to have passed when approved by a simple majority of votes cast, when a quorum is present.

Section 10. Action By Written Ballot In Lieu of Meeting.

Any action to be taken at a Association Meeting may be taken without a meeting if approved by written ballot as provided herein, except as these Bylaws may require otherwise. The Association shall deliver a written ballot to each member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such 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 indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter (other than election of directors); and specify the time by which a ballot must be received by the Association in order to be counted. A timely written ballot received by the Association may not be revoked without the consent of the Board of Directors. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of members filed on the permanent records of the Association.

ARTICLE III
Board of Directors: Number, Powers, Meetings

A. Composition and Selection.

Section 1. Governing Body Composition.

The affairs of the Association shall be governed by a Board of Directors. Except as provided in Section 2 of this Article, the directors must reside in the Community and shall be members or spouses of such 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 of Directors shall consist of President, Treasurer, Secretary, and the following committee heads: Landscape, Architectural Controls, Community Relations, and East Cobb Civic Association Liason.

(a) President.

The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code.

(b) Secretary.

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

(c) 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 ensuring preparation of all required financial statements and tax returns, and for the deposit of all monies in such depositories as may from time to time be designated by the Board of Directors. The treasurer shall ensure that the billing of the annual association assessment occurs no later than fifteen (15) days after January 1st of each year.

(d) Landscape Committee

The Landscape Committee shall be responsible for overseeing the care, maintenance and design of the plantings in the common areas. The committee shall also be also responsible for the lighting of the signs in the common areas.

(e) Architectural Controls

The Architectural Controls committee shall be responsible for overseeing the enforcement of the architectural standards of the subdivision as set forth in Section VI of the covenants.

(e) Community Relations

The Community Relations Committee shall plan and oversee community events, welcome and introduce new members of the community, plan and install holiday decorations when appropriate, and undertake other actions designed to promote social and community interactions amongst the members of the subdivision.

(f) ECC Liaison

The ECC liaison shall be responsible for attending monthly meetings of the East Cobb Civic Association and reporting on such to the Board of Directors and the community members when necessary. In the event the Liaison cannot attend a meeting, he or she shall be risible for obtaining a substitute. If no substitute is found, the Liaison shall obtain and review the minutes of the ECC meeting.

Section 3. Election and Term of Office.

Homeowner elected Directors shall be elected and hold office as follows:
(a) At the Association Election Meeting, directors shall be elected. All eligible members of the Association forming the quorum shall vote on all directors to be elected, and for each Office, the nominee receiving the most votes shall be elected.

The President, Treasurer, Secretary, and other Directors shall all serve two year terms.

(b) Each director leaving a Board position, or rotating off the Board, is responsible for conveying all Association property and records, documents, supplies, correspondence, and/or other materials necessary to fulfill that position to the director elected to be the replacement, within 48 hours of the election.

Section 4. Resignation.

Any Director (officer) may resign at any time by giving written notice to the President or Secretary of the Board. 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 not be necessary to make it effective.

Section 5. Removal of Directors.

At any Association Meeting duly called, any one (1) or more members of the Board of Directors may be removed, with or without cause, by a Majority of the total eligible voting members, and a successor may then and there be elected to fill the vacancy thus created. These actions must take place at a live meeting, and may not be accomplished via a Written Ballot in Lieu of a Meeting. A director whose removal has been proposed by the eligible members shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof 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 twenty (20) days may be removed by a Majority vote of the directors at a meeting, a quorum being present.

B. Meetings

Section 6. Regular Board of Director Meetings.

Regular Board of Director meetings may be held at such time and place as shall be determined from time to time by a Majority of the directors.

Section 7. Special Board of Director Meetings.

Special Board of Director meetings shall be held when requested by the President, or by any directors. Notices shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 8. Quorum of Board of Directors.

At all Board of Director meetings, 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 of Directors.

Section 9. Compensation.

No director shall receive any compensation from the Association for acting as such unless approved by a Majority of the eligible voting members. Directors may be reimbursed for expenses.

Section 10. Open Meetings.

Board of Director meetings are not required to be open to the general membership, although they may be at the discretion of the Board. The Board has the authority and responsibility to keep order at all meetings, including removing or barring any disruptive members.

Section 11. Executive Session.

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 12. Action Without A Formal Meeting.

Any action to be taken at a meeting of the directors or any action that may be taken by directors may be taken without a meeting if consent shall be given by all of the directors.

Section 13. Telephonic Participation.

One (1) or more directors may participate in and vote during any regular or special Board of Director meeting by telephone conference call or similar communication equipment by means of which all directors participating in the meeting can hear each other at the same time, and those directors so participating shall be deemed present at such meeting. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board.

C. Powers and Duties.

Section 14. Powers.

The Board of Directors 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 Declaration, Articles of Incorporation, or these Bylaws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

(a) preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the common expenses, including contribution to the long-term maintenance, repair, and replacement reserve account.

(b) making assessments to defray the common expenses, establishing the means and methods of collecting such 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 the maintenance responsibility of 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 materials 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 use restrictions, rules and regulations;

(g) opening of bank accounts on behalf of the Association and designating the signatories requires;

(h) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the Owners concerning this Association;

(i) obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof from the funds of the Association;

(j) paying the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;

(k) keeping books with detailed accounts of the receipts and expenditure affecting the Association and its administration, and specifying the maintenance and repairs 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 with trusts, condominiums, or other associations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity.

Section 15. Power Limitations.

Any capital/facility improvement or expansion exceeding five-thousand dollars ($5,000) shall not be undertaken by the Board of Directors without the receipt of prior approval by a Majority vote of all eligible voting members of the Association. The above shall not include any repair or like replacement of existing capital assets or facilities.

Section 16. Management Agent.

The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The terms of any management agreement shall not exceed one (1) year and shall be subject to termination by either party, without cause and without penalty, upon ninety (90) days' written notice.

Section 17. Fining Procedures. The Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed:

(a) Demand & Notice. Written demand to cease and desist from an alleged violation shall be sent via certified mail to the alleged violator specifying:

(i) the alleged violation;

(ii) the action required to abate the violation;

(iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property;

(iv) that the alleged violator may, within ten (10) days from the date of the notice, send a written appeal via certified mail to the Board, which contains the basis for the appeal; and

(v) the address for sending the appeal; and

(vi) 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) Appeal.

If an appeal is filed, the Board will send a written response within 30 days. Any fines will be waived during the appeal process, but if the appeal is denied and the violator does not cure the violation, fines will begin to accrue within 5 days from the date of the Board's written denial.

(c) Fine Amount.

The fine amount for a violation of the covenants, bylaws, rules or guidelines is $25 per day, per violation.

ARTICLE IV
Committees

Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with the rules adopted by the Board of Directors. Any committee member may be removed with or without cause by a majority vote of the Board.

ARTICLE V
Miscellaneous

Section 1. Fiscal Year.

The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

Section 2. Parliamentary Rules.

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

Section 3. Conflicts.

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Covenants & Restrictions, and these Bylaws, the provisions of Georgia law, the Covenants & Restrictions, the Articles of Incorporation, and these Bylaws (in that order) shall prevail.

Section 4. Amendments.

These Bylaws may be amended by a majority of the Board, or by a vote of two-thirds of the total eligible voting membership.

The foregoing Bylaws were adopted on the ___ day of _______________, 200__, by the undersigned Board of Directors for the Association.