

Bylaws of

Willowynd Home Owners Association Inc.

A Georgia Nonprofit Corporation

Article I. NAME AND PURPOSE.

Section 1.01: NAME. The name of this organization shall be: Willowynd Home Owners Association Inc., hereinafter referred to as THE ASSOCIATION. It shall be a nonprofit organization incorporated under the laws of the state of Georgia. The official address for the Association is P.O. Box 628, Watkinsville, Ga. 30677.

Section 1.02: PURPOSE. The Bylaws shall govern the Corporation and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

Article II. MEMBERSHIP.

Section 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident of or owner of property located on Willowynd Way and Willowynd Point, as known as Willowynd subdivision, is eligible for Membership in the Association upon [full payment of the annual dues, and] completion of an Application for Membership form.

Section 2.02: ANNUAL DUES. The amount required for annual dues shall be \$200.00 each year, unless changed by a majority vote of the members in attendance at an annual meeting of the full membership. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date of payment.

Section 2.03. VOTING RIGHTS. The full payment of the annual dues will entitle each home owner/lot owner 1 vote in all Association elections.

Section 2.04: TERMINATION OF MEMBERSHIP. Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association dues. A member may also be removed by a majority vote of the membership. Such termination of membership shall not relieve the terminated Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 2.05: RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association. Such resignation of membership shall not relieve the resigned Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

ARTICLE III. OFFICERS.

Section 3.01: OFFICERS. The Association shall have the following officers:

- 1) President,
- 2) Vice-President
- 3) Treasurer,
- 4) Secretary, and
- 5) Assistant to the Secretary and Treasurer.

Section 3.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote at the annual meeting of the full Association membership, either by Proxy or in attendance.

Section 3.03: TERM OF OFFICE. The Officers shall serve a one-year term, with no limitations on future terms. Newly elected Officers will assume their respective roles in the Association upon the conclusion of the annual meeting in which they were elected.

Section 3.04: DUTIES. The duties of the Officers are as follows:

- 1) PRESIDENT: shall be the principle executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.
- 2) VICE PRESIDENT: shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President,- perform th4e duties and exercise the powers of the President of the Association.
- 3) TREASURER: shall collect, safeguard, disburse and make periodic reports of all transactions and funds collected in the name of the Association.
- 4) SECRETARY: shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association Members and activities, and conduct such official correspondence as shall be required.
- 5) ASSISTANT to the SECRETARY and TREASURER: shall provide service in the preparation and keeping of all meeting minutes and Association activities deemed appropriate by the President.
- 6) The duties of the Officers shall not be limited as enumerated above, but they may discharge in addition such duties are assigned by the Association.

7) Unless so authorized, no Officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniary for any purpose or any amount.

Section 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the Members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority vote of the Association by special meeting shall elect a successor.

Section 3.06: MANAGEMENT. The Association shall be managed by the Officers so elected, with the powers consistent with the Articles of Incorporation and these Bylaws of the Association.

ARTICLE IV. MEETINGS OF MEMBERS.

Section 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held in a location convenient to all Association Members (i.e. public Library), or any other place the President or a majority of the Members may from time to time select.

Section 4.02: REGULAR MEETINGS. Regular meetings of the Association Officers shall be held bi-monthly, at a time and place designated by the President.

Section 4.03: BI-ANNUAL MEETINGS. Regular meetings of the Association Members shall be held in the month of April, on the first Tuesday of the month at 7:00 P.M. . . . At this meeting a financial statement will be available for all Association Members to obtain a copy.

Section 4.03: ANNUAL MEETING. An annual meeting of the Association Members shall be held in the month of October each year if possible, on the first Tuesday of the month at 7:00 P.M. At such meeting the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business, which is within the power of the Members. If an annual meeting has not been called and held within 3 months after the time designated, any Member may call the annual meeting.

Section 4.04: SPECIAL MEETINGS. Special meeting of the Members may be called by the President, by a majority of the Officers of the Association, or by (5%) or more of the Members entitled to vote.

Section 4.05: NOTICE OF MEETINGS. A written or printed notice of each meeting, stating the place, time, and day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given no less than (7) days prior to the date named for the meeting, with the exception of the Regular Bi-monthly Meeting for which, once a firm date, time and place have been publicized to all Members,

no further notice shall be required. All meeting notices will be delivered via: e-mail (if available) or by printed notice given directly to Member. The meeting notice will also contain a Meeting Agenda.

Section 4.06: QUORUM. The Members present at any properly announced meeting shall constitute a quorum at such meeting.

ARTICLE V. VOTING.

Section 5.01: VOTING. All issues not directly governed by the Declaration of Restrictions and Covenants shall be by majority vote. All issues governed by the Declaration of Restrictions and Covenants are to remain a two-thirds vote unless changed under the guidelines set forth by the Declaration of Restrictions and Covenants.

Section 5.02: VOTING BY MAIL PROXY. Where Officers are to be elected by Members, or any changes in the Bylaws or Declaration of Restrictions and Covenants are to be voted on, or any other election to be made whereby a count of votes of all Members may be desired, such elections may be conducted by mail proxy or by distribution ballot in such manner as the Officers of the Association shall determine advisable, at no time will a Member be allowed to represent another Member with a show of hands vote, or presenting a Proxy vote. All proxy votes will be accepted, hand-to-hand from Member to Officer, or by mail.

ARTICLE VI. COMMITTEES.

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. The President shall appoint members of Committees. The Declaration of Restrictions and Covenants has created the Architectural Control Committee. The Architectural Control Committee shall consist of the President, Vice-President and two non-Officer Members of the Association. The Architectural Control Committee shall operate under the provisions set forth by the Declaration of Restrictions and Covenants, original and amended.

Section 6.02: COVENANTS CONTROL COMMITTEE. The sole purpose of the Covenants Control Committee shall be to enforce the guidelines set forth by the Declaration of Restrictions and Covenants (i.e. yard conditions, loose pets, incapacitated vehicles etc.). The President shall appoint the Covenants Control Committee members. The Architectural Control Committee is and will remain a separate entity, with different objectives.

ARTICLE VII. AMMENDMENTS

Section 7.01: PROCEDURES. These Bylaws may be amended by two-thirds majority vote of those present at the annual meeting of the Members of the Association, provided seven days written notice of the proposed amendment .

Section 7.02: AMMENDMENT. The ARCHITECTURAL CONTROL COMMITTEE shall have a majority vote on all matters brought before them. The Declaration of Restrictions and Covenants states that a sole Member of the Architectural Control Committee can uphold the authority of the Architectural Control Committee based on that Members sole decision. This amendment is the only change to the Declaration of Restrictions and Covenants Article IV, all other functions of the Architectural Control Committee will remain in place.

Section 7.03: AMENDMENT to ENFORCEMENT. The enforcement shall be by majority vote of the Association Officers, based on interpretation of the imposed violation. The Declaration of Restrictions and Covenants states that any Owner shall have the right to enforce violations at the sole interpretation and discretion of themselves. The Enforcement of the Declarations of Restrictions and Covenants shall be no less than, Formal notification of violation by Association Officers on Willowynd letterhead, hand signed by the President and Vice-President, delivered by first class mail. No other means of notification will be deemed official. This amendment dissolves Article XI, Section 4.

ARTICLE VIII: FINANCES.

Section 8.01: EXPENDITURES. Expenditures of funds amounting to over one hundred dollars (\$100) in any month must be approved by majority vote of the Officers of the Association.

Section 8.02: FINANCIAL REPORTS. Quarterly and annual financial reports shall be prepared and made available by the treasurer and be presented to the Members at the bi-annual and annual meetings.

ARTICLE IX. ACCEPTANCE OF BYLAWS

Section 9.01: VOTING. Acceptance of these Bylaws shall be by two-thirds majority vote of those present at the annual meeting of the Members of the Association, provided written copies of the proposed Bylaws and written notice of the meeting is given to all Members at least seven days prior to the meeting.

ARTICLE X. NON-COMPLIANCE WITH BYLAWS.

Section 10.01: NON-COMPLIANCE PENALTIEES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the Association. Under no circumstances will noncompliance with any section of these Bylaws constitute the forfeiture of the right of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.