

Be it resolved that the By-Laws of Willow Springs Homeowners' Association, Inc. are hereby deleted in their entirety and the following are substituted in lieu thereof this 1<sup>st</sup> day of April, 1998.

**BY-LAWS  
OF  
WILLOW SPRINGS HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I**

**MEMBERS**

1.1 MEMBERSHIP. Those persons shall be members of the Association who are determined to be such in accordance with the provisions of Section 3.02 of the Declaration as amended. Wherever referred to in these By-Laws, the Declaration means the Declaration of Covenants, Restrictions and Easements, dated December 28, 1978, recorded at Deed Book 7138, Page 248, Fulton County, Georgia records, as amended, with respect to a community known as Willow Springs, and as such Declaration may be amended from time to time.

1.2 ANNUAL MEETING OF MEMBERS The regular annual meeting of the members shall be held, at such place within the state of Georgia, as shall be designated in the call of the meeting, on the third Tuesday in February at 7:30 p.m., or at such other date and time as may be set by the Board within 90 days following the close of each fiscal year of the Association. The members shall at such annual meeting elect a Board of Directors for the ensuing year in the manner provided in Article 2.1 hereof, and shall have authority to transact any and all business which may be brought before such meeting.

1.3 SPECIAL MEETING OF MEMBERS. Special meetings of the members shall be held, at such place within the State of Georgia, as shall be designated in the call of the meeting. Special meetings may be called by the president at any time, and must be called by the president when so requested in writing by any two Directors or by ten percent of the membership of the Association.

1.4 NOTICE OF MEETING. Written notice of the place, date, and time of every annual or special meeting of members shall be mailed to each member, not less than thirty days or more than sixty days before such meeting. Each member shall register their address with the Association, and notices of meetings shall be mailed to them at such address. If for a special meeting, such notice shall state the object or objects of the meeting. It shall not be necessary that notice of an annual meeting specify the business to be transacted at such meeting, but such notice shall specify the number of directors to be elected at such annual meeting.

1.5 QUORUM. Unless otherwise provided in the Declaration, a quorum at any meeting of members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of members entitled to cast 5% of the total membership votes. Unless otherwise provided in the Articles of Incorporation of the Association, or in the Declaration, or in these By-Laws, a majority of the votes entitled to be cast by all members present at a meeting, in person or by proxy, shall be necessary and sufficient to decide and act upon any question which shall come before the meeting. No business shall be transacted at any meeting unless a quorum is present.

1.6 VOTING. Voting rights of members shall be as set forth in the Declaration. Where any member is a group or entity other than one individual person, the vote on behalf of such member shall be exercised only by such member shall be exercised only by such individual person as shall be designated in a proxy instrument duly executed by or on behalf of such member and delivered to the Secretary of the Association.

## **ARTICLE II**

### **DIRECTORS**

2.1 NUMBER AND ELECTION OF DIRECTORS. The Board of Directors shall consist of nine (9) Directors. Each Director shall hold office for a period of three (3) years or until their successor shall be elected and qualified. At each annual meeting of the Association, three (3) directors shall be elected by a majority vote of the membership on a rotating basis.

2.2 INITIAL TERMS OF BOARD MEMBERS AFTER ADOPTION OF AMENDED BY-LAWS. It is acknowledged that as of the date these amended By-Laws are adopted, there currently exists five Directors of the Association. For purposes of implementing the four new Board seats as well as the rotating system of electing Directors, upon the adoption of these amended By-Laws, the membership shall elect its Directors as follows: at said initial meeting, five Directors shall be elected by the membership. Three of the Directors elected at that time (Directors hereinafter referred to as "Directors 1, 2 and 3") shall be elected for an initial term of three years. One of the Directors elected at the initial meeting (hereinafter referred to as "Director 4") shall be elected for an initial term of two years, but thereafter the term of the successor to Director 4 shall be three years. One Director elected at the initial meeting (hereinafter referred to as "Director 5") shall be elected for an initial term of one year, but thereafter the term of the successor to Director 5 shall be elected for an initial term of one year, but thereafter the term of the successor to Director 5 shall be three years. The remaining four Directors (hereinafter respectively referred to as "Directors 6, 7, 8 and 9" are currently existing Directors of the Association as of the date of the adoption of these amended By-Laws and shall complete their full terms. The term of Director 6 shall expire in 1991, the term of Director 7 shall expire in 1991, the term of Director 8 shall expire in 1992, and the term of Director 9 shall expire in 1992. At the conclusion of the terms of the Directors 6, 7, 8 and 9, the terms of their successors shall thereafter be for periods of three years.

2.3 ANNUAL MEETING OF DIRECTORS. The annual meeting of the Board of Directors shall be held within two weeks after the annual meeting of members, as a matter of course and without notice, for the election of officers and the transaction of any business which may have been brought before the meeting.

2.4 SPECIAL MEETING OF DIRECTORS. Special meeting of the Board of Directors shall be held, at such place within the State of Georgia, as shall be designated in the call of such meeting. Special meetings of the Board of Directors may be called by the President at any time, in his discretion, and must be called by the President whenever so requested in writing by any member of the Board of Directors.

2.5 NOTICE OF MEETINGS. Notices of special meetings of the Board of Directors shall be given by the President or the Secretary to each member of the Board, not less than twenty-four hours before the time at which such meetings are to convene. Said notices may be given by telephone, or by any other form of written or verbal communication. It shall not be necessary for notices of special meetings of the Board of Directors to state the purpose or objects of the meetings. The Directors may waive notice of any meeting. Action may be taken by the Directors without a meeting if such action is consented to in writing by all of the Directors.

2.6 QUORUM. A quorum at any meeting of the Board of Directors shall consist of a majority of the members of the Board. Unless otherwise provided in the Articles of Incorporation of the Association, or in these By-Laws, or in the Declaration, a majority of those present at any meeting at which a quorum is present may decide any question which may come before any meeting.

2.7 MANAGEMENT POWERS OF BOARD OF DIRECTORS. The management of the Association shall be vested in the Board of Directors, which shall have and shall exercise, except as otherwise provided in the Declaration, all of the powers and duties which the Association is authorized and required to exercise and perform.

2.8 REMOVAL OF DIRECTORS. Any Director may be removed, with or without cause, by a majority of the votes entitled to be cast by those members, who are present in person or by proxy and voting at a special meeting.

2.9 COMPENSATION OF DIRECTORS. No Director shall receive compensation for any service he/she may render to the Association as a Director; however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a Director.

2.10 VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum, or by the sole remaining Director, as the case may be, or by a majority vote of the membership if the vacancy is not filled or if no Director remains, and when so filled such appointee shall serve until the next annual meeting of the membership at which time the membership shall, by majority vote, elect an individual to serve the remaining term of said director.

## ARTICLE III

### OFFICERS

3.1 DESIGNATION OF OFFICERS. The officers of the Association shall be appointed by the Board of Directors, and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such additional officers, of any, as the Board of Directors may see fit to appoint at any time or from time to time. Each officer shall serve at the pleasure of the Board of Directors, and may be removed from office by the Board of Directors at any time with or without cause.

3.2 THE PRESIDENT. The President shall be the chief executive office of the Association and, subject to the direction and control of the Board of Directors, shall have general and active supervision and charge of all activities of the Association.

3.3 THE VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President, and shall perform other duties and have such other power as may from time to time be delegated to the Vice President by the President or by the Board of Directors.

3.4 THE SECRETARY. The Secretary shall keep minutes of all meetings of the members and Directors, shall have charge of the register of members, and shall perform such other duties and have such other powers as may from time to time be delegated to the Secretary by the President or by the Board of Directors.

3.5 THE TREASURER. The Treasurer shall be charged with the management of the finances of the Association; shall have the custody and care of all funds of the Association; shall keep, or cause to be kept, full and accurate books of account and records of all fiscal and financial transactions of the Association; and shall cause an annual review of the Association's books to be made by a public accountant at the completion of each fiscal year.

3.6 COMPENSATION OF OFFICERS. The Board of Directors shall have the authority to fix the compensation of officers for their services.

## ARTICLE IV

### SEAL

4.1 CORPORATE SEAL. The Corporate Seal of the Association shall be in the following form to wit:

and the /seal in such form is hereby adopted as the Corporate Seal of the Corporation.

## ARTICLE V

### MISCELLANEOUS

5.1 THE DECLARATION. All provisions contained in the Declaration with regard to rights, powers and duties of the Association, the members thereof, and the Board of Directors thereof, are hereby incorporated into these By-Laws by this reference, with the same effect as if such provisions were fully set forth herein, except as provided in Article VI.

5.2 COMMITTEES. An Architectural Control Committee shall be established and shall operate in the manner provided in the Declaration. The Board of Directors may from time to time establish such other committees as it deems advisable, and the members of such other committees shall be appointed by the Board of Directors, and shall serve subject to the will of the Board of Directors. Any member of any such committee, including without limitation the Architectural Control Committee, may be removed from office at any time by the Board of Directors with or without cause.

5.3 BOOKS AND RECORDS. The books and records of the Association shall at all times, during reasonable business hours, be open for inspection by any member of the Association.

5.4 INTERPRETATION. In the case of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

5.5 INDEMNIFICATION. The Association shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that they, their testator, or intestate, is or was a director, officer or employee of the Association, against the reasonable expenses, including attorney's fees, actually and reasonable incurred by him in connection with any appeal in it. This right of indemnification shall not apply (1) to any action, suit, or proceeding under the Securities Act of 1922 except payment of expenses incurred in the successful defense of such action, suit or proceeding, (2) in relation to matters as to which the director, officer or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Association, and (3) in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right to indemnification conferred by this section shall not restrict the power of the Association to make any indemnification permitted by law.

5.6 EQUAL OPPORTUNITY. The Association shall not discriminate with regard to race, color, religion, gender or national origin.

5.7 FINING AND SUSPENSION PROCEDURE. The Board shall not impose a fine, suspend the right to vote or suspend the right to use the Common Elements (provided, however, if an owner is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association suspension of the right to vote and the right to use the Common Elements shall be automatic), unless and until the Association has sent or delivered written notice to the violator as provided in subsection (a) below. Any such fine or fines may be effective or commence upon the sending of such notice or such later date as may be set forth in such notice, notwithstanding the violator's right to request a hearing before the Board to challenge such fine under subsection (b) below.

(a) Notice. If any provision of the Declaration or By-Laws or any rule or regulation of the Association is violated, the Board shall serve the violator with written notice sent certified mail, return receipt requested, which shall state: (i) the nature of the alleged violation; (ii) the sanction to be imposed; (iii) a statement that the violator may challenge the fact of the occurrence of a violation, the sanction, or both, by written challenge and written request for a hearing before the Board, which request must be received by the Board within ten (10) days of the date of the notice; and (iv) the name, address, and telephone number of a person to contact to challenge the proposed action. If a timely challenge is made and the violation is cured within ten (10) days of the date of the notice, the Board, in its discretion, may, but is not obligated to, waive any sanction or portion thereof. In the event of a continuing violation, each day the violation continues or occurs again constitutes a separate offense, and fines may be imposed on a per diem basis without further notice to the violator.

(b) Hearing. If the alleged violator timely challenges the proposed action, a hearing before the Board of Directors shall be held in executive session affording the violator a reasonable opportunity to be heard. The hearing shall be set at a reasonable time and date by the Board, and notice of the time, date (which shall be at least ten (10) days from the giving of notice unless waived by the violator) , and place of the hearing and an invitation to attend the hearing and produce any statements, evidence, and witnesses shall be sent to the alleged violator. Proof of such notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer or director who delivered or who authorized delivery of such notice. The notice requirement shall be deemed satisfied if the violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed. This Section shall be deemed complied with if a hearing is held and the violator attends and is provided an opportunity to be heard, notwithstanding the fact that the notice requirements contained herein are not technically followed.

## **ARTICLE VI**

### **AMENDMENTS**

6.1 AMENDMENTS OF BY-LAWS. These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of those members of the Association who are present in person or by proxy and voting at a meeting of members duly held in accordance with the provisions of these By-Laws, provided, however, that under no circumstances may the Declaration be amended, repealed or altered, in whole or in part, except in the manner provided in the Declaration.

**END OF BY-LAWS**