

BY-LAWS  
OF  
CAMDEN GLEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
MEMBERS

1.1. Who Are Members. 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. Wherever referred to in these By-Laws, the Declaration means the Declaration of Covenants, Restrictions and Easements dated September 15, 1982, which has been executed by Arvida of Georgia, Inc., with respect to a new community known as Camden Glen, and is to be executed by duly authorized officers of the Association at its original meeting and is to be filed for record in the office of the Clerk of the Superior Court of Fulton County, Georgia, 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 first Thursday in November of each year, if not a legal holiday, and if a legal holiday, then on the next business day succeeding. 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 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 Members of either class of membership of the Association.

1.4. Notice of Meetings. 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 his or its address with the Association, and notices of meetings shall be mailed to him or it 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 one-tenth of the votes of each class of membership. 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 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 of entity other than one individual person, the vote on behalf of 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 business and affairs of the Association shall be managed by a Board of Directors of not less than five members. Election to the Board of Directors shall require a majority of all votes allocated to all Members in attendance at the duly-called meeting of Members at which such election takes place, i.e., each Member at such meeting shall be entitled to cast such votes as are prescribed under Section 3.03<sup>12.01</sup> of the Declaration without regard to class.

2.2. Annual Meeting of Directors. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of Members, at the same place at which the annual meeting of Members was held, as a matter of course and without notice, for the transaction of any business which may be brought before the meeting.

2.3. Special Meetings of Directors. Special meetings 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 meetings. 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.

2.4. Notices 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.

2.5. 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 questions which may come before any meeting.

2.6. 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.

2.7. 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, without regard to class, who are present in person or by proxy and voting at a special meeting.

2.8. Compensation of Directors. No Director shall receive compensation for any service he 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.

### 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 Secretary, a Treasurer, and such additional Officers, if 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 officer 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 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 him by the President or by the Board of Directors.

3.4. 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 audit of the Association's books to be made by a public accountant at the completion of each fiscal year.

3.5. 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 (including, without limitation, classes of Members and qualifications and rights of the Members of each class), 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 members 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 Members 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 he, his testator, or intestate, is or was a director, officer, or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in

connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. This right of indemnification shall not apply (1) 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 or (2) 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.

#### 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 each class of membership 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