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BYLAWS

OF

DOGWOOD TRACE HOMEOWNERS ASSOCIATION, INC.

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TABLE OF CONTENTS

ARTICLE 1 - NAME, MEMBERSHIP, APPLICABILITY AND DEFINITIONS

1.1 Name..... 4
1.2 Membership..... 4
1.3 Definitions..... 4

ARTICLE 2 - ASSOCIATION: MEETINGS, QUORUM, VOTING, PROXIES

2.1 Place of Meetings..... 4
2.2 Annual Meetings..... 4
2.3 Special Meetings..... 4
2.4 Record Date..... 4
2.5 Notice of Meetings..... 4
2.6 Waiver of Notice..... 5
2.7 Adjournment of Meetings..... 5
2.8 Membership List..... 5
2.9 Voting..... 5
2.10 Proxies..... 5
2.11 Quorum..... 5
2.12 Action Without a Formal Meeting..... 5
2.13 Action by Written Ballot..... 6

ARTICLE 3 - BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS

3.1 Governing Body; Composition..... 6
3.2 Directors Appointed by Declarant..... 6
3.3 Number of Directors..... 6
3.4 Nomination of Directors..... 6
3.5 Election and Term of Office..... 7
3.6 Removal of Directors..... 7
3.7 Vacancies..... 7
3.8 Organizational Meetings..... 7
3.9 Regular Meetings..... 7
3.10 Special Meetings..... 7
3.11 Waiver of Notice..... 7
3.12 Quorum of Board of Directors..... 8
3.13 Compensation..... 8
3.14 Open Meetings..... 8
3.15 Executive Session..... 8
3.16 Action Without a Formal Meeting..... 8
3.17 Telephonic Participation..... 8
3.18 Powers..... 8
3.19 Management Agent..... 9

3.20 Borrowing..... 9
3.21 Fining or Suspension Procedure.....9

ARTICLE 4 - OFFICERS

4.1 Officers.....10
4.2 Election, Term of Office, and Vacancies 10
4.3 Additional Officers and Agents.....10
4.4 Salaries.....10
4.5 Removal.....10
4.6 President..... 10
4.7 Vice President..... 10
4.8 Secretary..... 10
4.9 Treasurer..... 10
4.10 Resignation..... 11

ARTICLE 5 - COMMITTEES

5.1 Committees.....11

ARTICLE 6 - MISCELLANEOUS

6.1 Fiscal Year..... 11
6.2 Parliamentary Rules..... 11
6.3 Conflicts..... 11
6.4 Amendment..... 11

BYLAWS

OF

DOGWOOD TRACE HOMEOWNERS ASSOCIATION, INC.

Article 1
Name, Membership, Applicability and Definitions

1.1 **Name.** The name of the corporation shall be Dogwood Trace Homeowners Association, Inc. (hereinafter sometimes referred to as the "Association").

1.2 **Membership.** The association shall have one class of membership, as is more fully set forth in that certain Declaration of Protective Covenants, Conditions, Restrictions and Easements for Dogwood Trace (such Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated by reference herein.

1.3 **Definitions.** The capitalized terms used in these Bylaws shall have the same meaning as set forth in the Declaration.

Article 2
Association: Meetings, Quorum, Voting, Proxies

2.1 **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 subdivision or as convenient thereto as possible or practical.

2.2 **Annual Meetings.** There shall be an annual meeting of the members at such date, place and time as the Board of Directors shall determine to receive the reports of the outgoing Board of Directors, to install directors for the ensuing year and to transact such other business as may come before the meeting.

2.3 **Special Meetings.** The President or the Board of Directors may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association upon the delivery of a petition signed and dated by members entitled to cast at least 25% of the total Association vote and describing the purpose or purposes for which it is to be held. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting, except those matters that are within the purpose or purposes described in the notice.

2.4 **Record Date.** The Board of Directors shall fix in advance a record date for a determination of members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or to make a determination of members for any other purpose, such date to be not more than seventy (70) days before the date on which the particular action requiring such determination of members is to be taken.

2.5 **Notice of Meetings.** It shall be the duty of the Secretary to mail or cause to be delivered to the Lot of each member (as shown in the records of the Association as of the record date) a notice of each annual or special meeting of the Association stating the date, time and place where it is to be held and if and to the extent required by the Georgia Nonprofit Corporation Code (O.C.G.A. §14-3-101, et seq.) the Georgia Property Owner's Association Act (O.C.G.A. §44-3-220, et seq.) or other applicable law (the "Governing Law") the purpose(s) thereof. If an Owner wishes notice to be given at an address other than

the Lot, the Owner shall designate by notice in writing to the Secretary such other address. Notices shall be mailed or delivered, not less than ten (10) days (or if notice is mailed by other than first class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting. If any meeting of the members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date is or must be fixed under the Governing Law notice of the adjourned meeting shall be given to persons who are members of record as of the new record date.

2.6 **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, signed by the member, 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 lack of notice or defective notice, unless such member specifically objects to lack of proper notice at the time the meeting is called to order.

2.7 **Adjournment of Meetings.** If any meeting 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 present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

2.8 **Membership List.** After the record date for any meeting is established by the Board of Directors, the Secretary shall prepare an alphabetical list of the names and addresses of all of the members who are entitled to notice of the hearing. Beginning at least two business days after notice is given of the meeting for which the list was prepared, the list of members shall be available for inspection by any member or a member's agent or attorney at the Association's principal office or at such other reasonable place as may be specified in the notice. In addition, the list shall be available for inspection at the meeting or any adjournment thereof.

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

2.10 **Proxies.** At all meetings of members, each member may vote in person or by proxy. Ally proxy appointment forms 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: (a) receipt of notice by the Secretary of the death or judicially declared incompetence of a member; (b) receipt by the Secretary of written revocation signed by the member; (c) receipt by the Secretary of a subsequent appointment form signed by the member; (d) attendance by the member and voting in person at any meeting; or (e) the expiration of eleven (11) months from the date of the proxy appointment form.

2.11 **Quorum.** The presence, in person or by proxy, of members entitled to cast at least 25% of the votes entitled to be cast at the meeting 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.

2.12 **Action Without a Formal Meeting.** Any action required or permitted to be approved by the members may be approved without a meeting if one or more consents, in writing, setting forth the action so taken, shall be signed and dated by Members (including the Declarant, if the consent of the Declarant is required) holding the voting power required to pass such action at a meeting held on the record date for such action. The record date for such action shall be the date that the first member signs a consent. Such

action shall be approved when the Secretary receives a sufficient number of such consents dated within 70 days of the record date for such action. If less than unanimous consent is obtained, the approval shall be effective for ten (10) days after the Secretary gives written notice of the approval to all members who did not sign a consent. Each signed consent shall be included in the minutes of the meetings of members filed in the permanent records of the Association.

2.13 **Action by Written Ballot.** Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting if approved by written ballot as provided herein. 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. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approval 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. Approval by written ballot of an action shall only be valid when the number of votes cast by ballots equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approval 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. The results of each action by written ballot shall be certified by the Secretary and shall be in the minutes of members filed in the permanent records of the Association.

Article 3
Board of Directors: Number, Powers, Meetings

3.1 **Governing Body: Composition.** The affairs of the Association shall be governed by a Board of Directors. Directors shall be natural persons who are 18 years of age or older. Except as provided in Section 3.2, each Director must reside in the subdivision and be a member or the spouse of a member; provided, however, no Person may serve on the Board at the same time as such Person's spouse or any co-owner or occupant of such Person's Lot.

3.2 **Directors Appointed by Declarant.** The Declarant shall have the right to appoint or remove any member or members of the Board of Directors or any Officer or Officers of the Association until such time as the first of the following events shall occur: (a) the expiration of ten (10) years after the date of the recording of the Declaration; (b) the date on which seventy-five percent (75%) of the Lots planned by Declarant to be a part of the community shall have been improved with a dwelling and conveyed to an Owner for occupancy as a residence; or (c) the surrender of Declarant in writing of the authority to appoint and remove Directors and Officers of the Association. The Directors appointed by the Declarant need not be Owners or residents of the community. The total number of Lots planned by Declarant for the community shall be initially be the number of Lots shown on the Declarant's land use plan for the development as it may be amended from time to time. Inclusion of property on the land use plan shall not obligate the Declarant to subject such property to the Declaration, nor shall exclusion of property from the initial land use bar Declarant from subjecting such property to the Declaration. The final number of Lots planned for the community shall be actual number of Lots shown on the recorded subdivision plats for the community regardless of any different number of Lots shown from time to time on the land use plan. The Declarant shall notify the Association when the final subdivision plat for the community has been recorded.

3.3 **Number of Directors.** The Board shall consist of three (3) members.

3.4 **Nomination of Directors.** Elected Directors may be nominated from the floor, if a meeting is held for the election of Directors and may also be nominated by a nominating committee, if established by

the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

3.5 **Election and Term of Office.** After the Declarant's right to appoint Directors and Officers terminate, the Association shall call a special meeting (or take action under Section 2.12 or Section 2.13 in lieu of a meeting) and the members shall elect three Directors. The members of the Board of Directors shall hold office for one year and shall continue in office until their respective successors shall have been elected and take office. At annual meetings of the membership thereafter (or pursuant to Section 2.12 or Section 2.13 in lieu of a meeting), Directors shall be elected. The three candidates receiving the most votes shall be elected.

3.6 **Removal of Directors.** At any annual, regular or special meeting of the Association, any one or more of the members of the Board of Directors elected by the members may be removed, with or without cause, by a majority of the total association vote and a successor may then and there be elected to fill the vacancy thus created. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a Director. A Director whose removal by the members has been proposed shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three 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 remaining Directors.

3.7 **Vacancies.** Vacancies in the Board of Directors 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. Each person so selected shall serve the unexpired portion of the term.

3.8 **Organization Meetings.** The first meeting of a newly elected Board of Directors shall be held within ten (10) days after the election at such time and place as the Directors may conveniently assemble.

3.9 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board, provided that, after the right of Declarant to appoint the Directors terminates, at least four such meetings shall be held during each fiscal year with at least one per quarter. Notice of the regular schedule shall constitute sufficient notice of such hearings.

3.10 **Special Meetings.** Special meetings of the Board of Directors shall be held when requested by the President, Vice President or by any two Directors. The notice shall specify the date, 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 (including commercial delivery service) to such Director's home or office; (b) written notice by first class mail, postage prepaid; or (c) by telephone communication (including facsimile), either directly to the Director or to the Director's home or office. All such 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 with the U.S. Postal Service at least four days before the time set for the meeting. Notices given by personal delivery or telephone shall be given at least two days before the day set for the meeting.

3.11 **Waiver of Notice.** The business transacted at any meeting of the Board of Directors, 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 hold the meeting, or an approval of the minutes which is included in the minutes filed with the official records of the Association. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.12 **Quorum of Board of Directors.** At all meetings of the Board of Directors, 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.

3.13 **Compensation.** No Director shall receive any compensation from the Association for acting as a Director.

3.14 **Open Meetings.** All meetings of the Board shall be open to all members, but members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

3.15 **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 similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

3.16 **Action Without a Formal Meeting.** Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if one or more consents, in writing, setting forth the action so taken, shall be assigned by a majority of the directors and delivered to the Association for inclusion in the minutes for filing in the corporate records.

3.17 **Telephone Participation.** One or more directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. Any such meeting at which quorum participates shall constitute a meeting of the Board.

3.18 **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 law, the Declaration, Articles, or 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 member to the common expenses;

(b) making assessments to defray the common expenses and establishing the means and methods of collecting such assessments;

(c) providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;

(d) designing, 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 bank accounts on behalf of the Association and designating the signatories required;

(h) enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bringing 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 in the Declaration, and paying the premium thereof;

(j) keeping books with detailed accounts of the receipts and expenditures of the Association and the actions thereof, and specifying the maintenance and repair expenses and any other expenses incurred; and

(k) authorization of contracts on behalf of the Association.

3.19 **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 Declarant or an affiliate of the Declarant may be employed as managing agent of manager. The term of any management agreement shall not exceed one year and shall be subject to termination by either party, without cause and without penalty, upon ninety (90) days written notice.

3.20 **Borrowing.** The Board of Directors shall have the power to borrow money without the approval of the members of the Association; provided, however, except as otherwise provided in the Declaration, the Board shall obtain membership approval in the same manner as for special assessments, in the event that the total amount of such borrowing exceeds or would exceed ten percent of the annual budget of the Association.

3.21 **Fining or Suspension Procedure.** The Board shall not impose a fine (a late charge shall not constitute a fine) or suspend a member's right to vote or to use any part of the Common Property unless and until the following procedure is followed:

(a) Notice. Written notice shall be delivered to the member by first-class or certified mail sent to the address of the member shown on the Association's records, specifying:

(1) the nature of the violation, the fine or suspension to be imposed and the date, not less that fifteen (15) days from the date of the notice, that the fine or suspension will take effect;

(2) that the violator may, within ten (10) days from the date of notice, request a hearing regarding the fine or suspension imposed;

(3) the name, address and telephone numbers of a person to contact to challenge the fine or suspension;

(4) that any statements, evidence, and witnesses may be produced by the violator at the hearing; and

(5) that all rights to have the fine or suspension reconsidered are waived if a hearing is not requested within ten (10) days 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. No fine or suspension shall be imposed prior to the date that is five days after the date of the hearing.

Article 4
Officers

4.1 **Officers.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two 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 of Directors.

4.2 **Election, Term of Office, and Vacancies.** Except during the period in which the Declarant has the right to appoint the officers of the Association, the officers of the Association shall be appointed annually by the Board of Directors at the first meeting of the Board of Directors following the election of directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.3 **Additional Officers and Agents.** The Board of Directors may appoint such other officers, including vice presidents, assistant secretaries and assistant treasurers, and agents as it shall deem necessary. Such officers and agents shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.4 **Salaries.** The officers shall receive no compensation.

4.5 **Removal.** Except for officers appointed by the Declarant, any officer may be removed, with or without cause, by the Board of Directors.

4.6 **President.** The President shall be the chief executive officer of the Association and shall preside at all meeting of the members and directors. The immediate supervision of the affairs of the Association shall be vested in the President. It shall be the President's duty to attend to the business of the Association and maintain strict supervision over all of its affairs and interests. The President shall keep the Board of Directors fully advised about the affairs and condition of the Association, and shall manage and operate the business of the Association pursuant to and in accordance with such policies as may be prescribed from time to time by the Board of Directors.

4.7 **Vice President.** The Vice President(s), if any, shall act in the President's absence of disability and shall have all powers, duties, and responsibilities provided for the President when so acting, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board or delegated to a Vice President by the President.

4.8 **Secretary.** The Secretary shall keep the minutes of all meetings of the members and the Board of Directors; notify the members and directors of meetings as provided by these Bylaws and Georgia law; have custody of the seal of the Association; affix such seal to any instrument requiring same; attest the signature or certify the incumbency or signature of any officer of the Association; and perform such other duties as the President, or the Board of Directors may prescribe. The Secretary shall perform the duties of the Treasurer of the Association in the absence or disability of the Treasurer.

4.9 **Treasurer.** The Treasurer shall keep, or cause to be kept, the financial books and records of the Association, and shall faithfully account for the Association's funds, financial assets, and other assets

entrusted to the Treasurer's care and custody. The Treasurer shall make reports as may be necessary to keep the President and the Board of Directors informed at all times as to the financial condition of the Association, and shall perform such other duties as the President, or the Board of Directors may prescribe. The Treasurer shall maintain the money and other assets of the Association in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer may provide for the investment of the money and other assets in the course of the Association's business. The Treasurer shall perform the duties of the Secretary of the Association in the absence or disability of the Secretary.

4.10 **Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors. 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.

Article 5
Committees

5.1 **Committees.** Advisory committees to perform such talks 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 rules adopted by the Board of Directors. An advisory committee shall not be authorized to exercise any authority of the Board under the Articles of Incorporation, the Declaration, these Bylaws or the Georgia Nonprofit Corporation Code.

Article 6
Miscellaneous

6.1 **Fiscal Year.** The fiscal year of the Association shall be the calendar year unless otherwise determined by resolution of the Board.

6.2 **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, the Declaration or these Bylaws.

6.3 **Conflicts.** If there are any conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration and these Bylaws, the provisions of Georgia law, the Declaration, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

6.4 **Amendment.** These Bylaws may be amended by the Board of Directors with the consent of the Declarant if such amendment is necessary to (a) bring any provision hereof into compliance with any applicable governmental statute, rule, or regulation or judicial determination which shall be in conflict therewith; (b) enable any title insurance company to issue title insurance coverage with respect to the Lots subject to the Declaration; (c) enable an institutional or governmental lender or purchaser of mortgage loans, including, without limitation, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to make or purchase mortgage loans on the Lots subject to the Declaration; (d) enable any governmental agency or private insurance company to insure or guarantee mortgage loans on the Lots subject to the Declaration; or (e) comply with any provision of the Georgia Property Owner's Association Act. In addition, these Bylaws may be amended upon the affirmative vote of at least two-thirds (2/3) of the total association vote and the consent of the Declarant; provided, however, that the U.S. Department of Veterans Affairs (if it is then guaranteeing mortgages in the subdivision or has issued a project approval for the guaranteeing of such mortgages) and/or the U.S. Department of Housing and

Urban Development (if it is then insuring any mortgage in the subdivision or has issued a project approval for the insuring of such mortgages) shall have the right to veto amendments to these Bylaws for as long as the Declarant has the right to appoint and remove the directors and officers of the Association.