

BY-LAWS OF
WOODLAND BROOK HOMEOWNERS ASSOCIATION, INC.
A Nonprofit Corporation
(the "Association")

- 1.1 These Bylaws are the Bylaws of the Association, which is the Corporation created by Articles of Incorporation filed with the Secretary of State of Georgia in January of 1996. (the "Articles of Incorporation".) All references herein to the "Declaration" shall refer to that certain Subdivision and Woodland Brook Homeowners Association (as corrected or amended) recorded at Deed Book 10527, Page 75, Gwinnett County, Georgia, Records, and all capitalized undefined terms used herein shall have otherwise requires. The "Subdivision" referred to herein shall mean Woodland Brook Subdivision, Unit one (and all Subsequent Units added thereto), Gwinnett County, Georgia.
- 1.2 The object and purpose of the Association is to establish, provide and maintain facilities for the recreation, use and benefit of the members of the Association, their families and guests.

ARTICLE 11 ORGANIZATION

- 2.1 The management and government of the Association and its affairs, funds and property shall be vested in a Board of Directors consisting of 4 elected officers and 1 advisor member from the preceding Board of Directors.
- 2.2 The Board of Directors are to be elected at each fall meeting and shall serve for a period of 1 year.
- 2.3 The Board of Directors shall elect by simple majority a PRESIDENT, VICE PRESIDENT, SECRETARY, and a TREASURER from its own number. Such officers shall serve a term of 1 year. Officers shall be elected at the first Board of Directors meeting following each October election.
- 2.4 The Board of Directors shall fill, until the fall general membership meeting of the Association, any vacancy. The candidate for the vacancy (s) will be chosen on the order of collected votes at the previous fall election, starting with the 5th place and continuing until the vacancy (s) is filled. The selectee must be willing to fill the duties of the vacating director or directors.
- 2.5 The Board of Directors shall appoint the members to each standing committee hereinafter designated, and such other committees as it shall deem necessary, and may confer such duties on such committees as it shall deem proper, in addition to the duties hereinafter specified.

- 2.6 The Board of Directors shall hold regular meetings at a place designated by the President at least once a month. Special meetings of the Board of Directors may be called at any time by the President and shall be called by him upon written request of 2 or more Directors, provided that 24 hours notice be given to Board members.
- 2.7 Any 3 members of the Board of Directors shall constitute a quorum authorized to transact business of the Association.
- 2.8 Notice of all Directors and general membership meetings shall be conspicuously posted, on the Association Bulletin board at least 24 hours prior to the meeting. If this action is not performed, the meetings shall, upon protest by one member of the Board of Directors, be declared null and void.

ARTICLE 111 OFFICERS

- 3.1 The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and an Advisor, and the duties shall be as hereinafter stated.
- 3.2 The President shall preside at all meetings of the Association and of the Board of Directors. He shall perform such other duties as the Board of Directors determine.
- 3.3 The Vice President shall perform all the duties of the President in the event of his absence or his inability to act. He shall keep accurate record of the names and addresses of all Association members. He shall furnish all new members with copies of By Laws of the Association, Rules and Regulations. He shall perform such other duties as the Board of Directors may determine.
- 3.4 The Secretary shall post and advise the membership of all meetings of the Association and of the Board of Directors as required within the By-Laws. The Secretary shall record and keep minutes of each such meeting in permanent form. The Secretary will write, print and issue to each member of the Association a monthly newsletter hereinafter referred to as the WOODLAND BROOK CRIER. The Secretary shall be the keeper of the Association seal and certificate of membership forms.

3.5 The Treasurer shall be responsible for all funds and securities of the Association. He shall deposit all funds of the Association received in the name of the Association in such depository as authorized by the Board. He shall attend to keeping the accounts of the Association collecting its revenues and paying its debts as approved by the Board of Directors. He shall countersign all checks and make regular reports on the financial condition of the Association as required by the Board of Directors. The Treasurer will insure notification of delinquent accounts.

3.6 The Advisor shall be the outgoing President of the preceding Board of Directors. If for any reason the outgoing President cannot serve as Advisor, the outgoing Vice President of the preceding board of Directors shall serve as Advisor. The Advisor officer shall not be required to serve on committees.

3.7 The Treasurer and one other officer shall countersign all checks.

ARTICLE IV MEMBERSHIP

4.1 Membership in the Association is mandatory for all single family residents of Woodland Brook Subdivision. Membership in the Association shall be available to all single family unit owning and/or residing in one single family dwelling within the limits of the following legal land description.

WOODLAND BROOK SUBDIVISION

4.2 Membership in the Association shall be available to those families outside the above legal land description as approved by the general membership. Such approval shall be limited to a number specified by the general membership and from geographic areas as determined and defined by the general membership.

4.3 In the event of divorce or separation, membership in the Association shall be retained by the party remaining at the address shown on the membership agreement.

4.4 The name shown on the membership agreement may be changed at the option of the remaining household member.

4.5 There shall be one class of membership known as Active Membership consisting of the head of household spouse and resident dependents.

4.6 Each membership shall be entitled to one vote, providing they have paid all dues, assessments, fees and charges and are otherwise in good standing with the Association.

4.7 The Board of Directors shall establish the annual dues each year to be assessed against each member family. The maximum annual assessment may be increased each year not more than five percent (5%) above the maximum annual assessment for the previous year without a vote of the membership. Effective January 1, 1997, this assessment is to be paid in advance of or on January 1, or July 1 in annual or semi-annual payments. The penalties for delinquent accounts are as follows:

15 days late.....\$10.00 or 10% of assessment
(whichever is greater)

30 days late.....12% (or amount determined by board)
of assessment amount

60 days late.....continued interest penalty, loss of
privileges, attorney fees, liens, etc.

4.8 Active membership into the Association shall be conferred to such members with all rights, privileges and liabilities of the Association, after compliance with the following conditions of membership.

1. Payment in full to the Treasurer of all dues, assessments, fees and charges as required.
2. Subscribing to the By-Laws of the Association and the rules of the Association which subscription shall be in writing with a copy of the membership agreement.

4.9 Persons purchasing a home in Woodland Brook Subdivision will be assessed the membership fee at Closing. New resident members will be issued a membership agreement by the Association once the Association is notified of the new resident.

4.10 Each membership shall become null and void upon the date that the member ceases to be a resident of Woodland Brook Association or any legal land description previously approved by the general membership. (section 4.1 Membership)
Refund of annual dues will be prorated. Termination of membership beyond the 15th of any month will be

considered as the resident being a member of the Association for the entire month in computing the prorate.

- 4.11 Each member shall be personally liable to the Association for any and all indebtedness owing to the Association. Upon cessation of membership, all indebtedness owing to the Association shall be immediately paid in full by the member. Any annual dues available to the member on a prorate basis will be used to satisfy any indebtedness. The Secretary of the Association is hereby authorized, at the record keep of membership forms, to make such transfer, and each member does hereby appoint and declare the Secretary of the Association as his attorney-in-fact to effect such transfer, hereby ratifying and confirming any and all acts by said Secretary pursuant hereto. Each membership form issued is expressly subject to the provisions of this section. Certificates of Membership shall not be transferrable.
- 4.12 All members in good standing shall be accorded the use of the facilities subject to the rules and regulations which shall be made available to all members.
- 4.13 There shall be two meetings of the membership annually, one in March and one in October. The date of these two meetings shall be set by the Board of Directors with 30 days prior notice being given to all members.
- 4.14 The October membership meeting shall be general membership meeting with presentation of committee reports, and the transaction of such business as may be indicated in the notice of said meeting or that may be brought before it. The last item on the meeting agenda will be election of Board of Directors, all of whom shall serve without compensation and until their successors are elected.
- 4.15 The March meeting shall be a general membership meeting and the budget for the current year must be presented.

4.16 Special meetings of the Association membership may be called by the Board of Directors, and is required upon written notice of 10% of the Membership to the Secretary, stating the purpose therefore. The meeting Shall be called by the Secretary within 30 days. Notice of special meetings shall be issued to all members no less than 21 days and no more than 60 days before the meeting date and said notice shall state the purpose for which the meeting is called and any other business as designated by the Board. No other business shall be transacted.

4.17 Whenever in these By-Laws written notice to members is required, the delivery of such notices to the known address of the member shall constitute notice.

4.18 Sixty percent (60%) of the membership shall constitute a quorum, and must be present in order to transact any legal business for the Association. If the required quorum is not present at the first meeting, another meeting may be called. The required quorum for the second meeting shall be Thirty percent (30%). The second meeting must be held within 60 days of the preceding meeting.

4.19 Only Active members shall be entitled to vote at meetings of the Association. Members not able to attend may be represented by written proxy, however, proxy votes may be exercised only on business stated in meeting notices and not on business presented from the floor. Proxy votes must be turned into the Board and registered by the Secretary before such meetings.

4.20 Nominees for the Board of Directors must be registered in writing with the Chairman of the Election Committee 15 days prior to the October meeting date. Ballots will be sent out 10 days prior to the October meeting date and can be returned to the Election Committee Chairman prior to the election date. Voting for the Board of Directors shall be by secret ballot. Nominees for the Board of Directors will be considered elected if they receive simple majority of the vote cast. In case of a tie a run off shall be held immediately at the same meeting.

ARTICLE V....COMMITTEES

5.1 The Standing Committees shall be FINANCE AND BUDGET, BUILDING AND GROUNDS, RULES AND BY LAWS, SOCIAL, TENNIS, SWIMMING POOL.

- 5.2 A special nominating committee shall be appointed each year by the Board of Directors at least forty five (45) days prior to the October meeting of the membership. Their purpose will be to nominate a slate of candidates for directors to be elected at the October meeting. Nominees will be placed on the slate only after each has consented to be considered.
- 5.3 The duties and powers assigned in these By-Laws to the Standing Committees shall be subject to the authority of the Board of Directors.
- 5.4 The FINANCE & BUDGET Committee shall monitor and prepare the annual budgets, actual and proposed, keeping the Board of Directors advised of the Associations financial, legal and liability status, transactions and outlook.
- 5.5 The BUILDING AND GROUNDS Committee shall exercise supervision over and attend to the maintenance and improvement of the Association property and facilities as well as coordinate with the Board of Directors and other committees all future development of Association facilities except pool and tennis courts.
- 5.6 The RULES AND BY LAWS Committee shall prepare the rules of health, safety, and conduct in connection with the use and operation of all the facilities and property of the Association. This committee shall review all the Rules and By Laws of the Association from time to time and as required in order to promulgate and offer to the membership such changes, additions or corrections as become appropriate.
- 5.7 The SOCIAL Committee shall plan, promote and publicize events and social activities and projects as authorized by the Board of Directors.
- 5.8 A SPECIAL AUDIT COMMITTEE shall be appointed by the Board of Directors consisting of three members (excluding board members) thirty days prior to the October meeting, and shall audit the financial records and shall have a signed written report prepared and turned into the Board of Directors.
- 5.9 The TENNIS committee shall be responsible for all activities involving the tennis courts including putting up sign up sheets weekly for tennis playing and maintenance of the courts.

5.10 The **SWIMMING POOL** committee shall be responsible for all activities, including managing and maintenance of the pool.

ARTICLE VI DUTIES OF THE BOARD OF DIRECTORS

- 6.1 The Board of Directors shall hear complaints or grievances and shall make final decisions on such grievances, with the individual retaining the right of appeal to a vote of the membership in accordance with other provisions setting forth the manner in which full membership shall vote on such matters. All complaints or grievances shall be submitted in writing to the Secretary.
- 6.2 Each person who acts as a director or officer of the Association shall be indemnified by the Association against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a Director or Officer of the Association, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and except any sum paid for the Association in settlement of an action, suit or proceeding based on gross negligence or willful misconduct in the performance of their duties. The right of indemnification provided shall inure to each director and officer whether or not he is such director or officer at the time such costs or expenses are imposed or incurred, and in the event of their death shall extend to their legal representative.
- 6.3 The Board of Directors may delegate to an appointed Chairman or responsible employee of the Association, the authority and power to suspend Association privileges for violation of Association Rules and Regulations provided such suspension does not exceed seven (7) days. A written report of such suspension containing the reasons therefore shall be submitted to the President within twenty-four (24) hours, or any other officer of the Association in his absence.
- 6.4 Any member may, for cause and after having been given an opportunity for a hearing before the Board, be suspended for a period not exceeding **sixty (60) days** by a majority vote of a quorum of the Board of Directors. The offending member may be expelled by a two-thirds (2/3) vote of the entire membership of the Board. Cause of suspension or expulsion shall, in conduct such that may infringe upon the wholesome enjoyment of Association facilities by the general membership.

6.5 The Board of Directors shall have the power to add, change, and or delete rules governing the use of the facilities by approval of two-thirds (2/3) majority of the Board. The said rule addition, change and/or deletion shall be effective upon date set by the Board. However, a General Membership Meeting shall be called within 21 days to approve or disapprove the Board's action. Members will be notified twenty-one (21) days prior to the meeting. Lack of a quorum will constitute approval of the Boards action.

ARTICLE V11 AMENDMENTS

7.1 These By-Laws and all rules may also be amended by a two-thirds (2/3) majority vote of the active members present or represented by written proxy at any meeting of the Association provided at least ten (21) days notice of such amendment shall be delivered prior to such meeting to all members. A quorum must be present at the meeting. Any amendment adopted shall become effective in fifteen (15) days.

ARTICLE VIII MISCELLANEOUS

8.1 Any property of the Association broken or damaged by a member or their guest shall be promptly paid for by such member as prescribed by the Board.

8.2 No person shall take any article belonging to the Association from the Association's property.

8.3 The Association assumes no responsibility, and members and their guest can have no claim against the Association for accidents or injury to any person on Association property.

8.4 The Association assumes no responsibility, and members or their guest can have no claim against the Association, for the property of members or any guest, which may be brought into or left in or on Association facilities and or property.

8.5 All fees, dues, charges and expenses mentioned herein are exclusive of taxes imposed by the Federal, State or other governmental bodies or agencies.

8.6 The rules contained in Robert's Rules of Order Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws or the Special Rules of Order of this Association. Any question as to the proper interpretation of any of these By-Laws shall be determined by the Board of Directors.