

**EXHIBIT “B”**

**BY-LAWS  
OF  
THE VILLAGE HOMEOWNERS ASSOCIATION, INC.**

Book 5101 page 534 thru 544

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THE VILLAGE HOMEOWNERS ASSOCIATION, INC.**

**Article 1  
Name, Membership, and Definitions**

**Section 1. Name.** The name of the Association shall be The Village Homeowners Association, Inc., (hereinafter sometimes referred to as the “Association”).

**Section 2. Membership.** The Association shall have one (1) class of membership, as is more fully set forth in that Declaration of Covenants, Conditions, and Restrictions for The Village (such Declaration, as amended, renewed, or extended, is hereinafter sometimes referred to as the “Declaration”), the terms of which pertaining to membership are specifically incorporated by reference herein.

**Section 3. Definitions.** The words used in these By-Laws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

**ARTICLE II  
Association: Meetings, Quorum, Voting, Proxies**

**Section 1. Place of Meetings.** Meetings of the Association shall be held at the principal office of the Association in the Community or at such other suitable place convenient to the members as may be designated by the Board of Directors.

**Section 2. Annual Meetings.** Annual meetings shall be held during the months of November or December each year. The exact date of any meeting shall be determined by the Board of Directors.

**Section 3. Special Meetings.** The President may call special meetings. It shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the members of the Board of Directors or upon a petition signed by at least twenty-five (25%) percent of the members. No business shall be transacted at a special meeting except as stated in the notice.

**Section 4. Notice of Meetings.** It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of each Lot a notice of each annual or special meeting of the Association. The notice of any special meeting shall state the purpose, time, date, and place of the meeting. If an Owner wishes notice to be given at an address other than his or her Lot, he or she shall have designated by notice in writing to the Secretary such other address. The mailing or delivery of a meeting notice as required by this Section shall be considered service of notice. Notices shall be served not less than ten (10) nor more than thirty (30) days before a meeting.

**Section 5. 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, 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 notice thereof, unless such member specifically objects to lack of proper notice at the time the meeting is called to order.

**Section 6. Adjournment of Meetings.** If any meetings 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 the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 7. Voting.** The voting rights of the members shall be as set forth in the Declaration, and such voting rights are specifically incorporated herein.

**Section 8. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, signed by the member, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically terminate upon conveyance by the member of his or her Lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of the member, or written revocation, or upon the expiration of eleven (11) months from the day of the proxy.

**Section 9. Quorum.** The presence, in person or by proxy, of twenty percent (20%) of the Member shall constitute a quorum at all meetings of the Association. The members present at a duly called and constituted meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

### ARTICLE III

#### Board of Directors: Number, Powers, Meetings

##### A. Composition and Selection.

**Section 1. Governing Body; Composition.** The affairs of the Association shall be governed by a Board of Directors. The Directors must reside in the Community and shall be members or spouses of such members; provided, however, no Person and his or her spouse may serve on the Board at the same time.

**Section 2. Number of Directors.** The Board shall consist of at least three (3) members and no more than nine (9) members as determined by a resolution of the Board of Directors.

**Section 3. Nomination of Directors.** Candidates for election to the Board of Directors may be nominated from the floor and/or may be nominated by a nominating committee, if such a

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

**Section 4. Election and Term of Office.** At the first annual meeting of the membership after the recordation of these amended By-Laws, the members shall elect nine (9) Directors. The candidates receiving the most votes shall be elected. The term of three (3) Directors shall be fixed at one (1) year, the term of three (3) Directors shall be fixed at two (2) years, and the term of three (3) Directors shall be fixed at three (3) years. At the expiration of the initial term of office of each member of the Board of Directors, a successor shall be elected to serve for a term of three (3) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

**Section 5. Removal of Directors.** At any regular or special meeting of the Association, one or more of the members of the Board may be removed, with or without cause, by the vote of Members holding a majority of the eligible votes represented in person or by proxy and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Owners shall be given at least ten (10) days' notice of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by the vote of a majority of the Directors at a meeting of the Board, a quorum being present.

**Section 6. 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, even though less than a quorum, at any meeting of the Board of Directors. The successor so selected shall serve the unexpired portion of the term of his predecessor.

**B. Meetings.**

**Section 7. Organization Meetings.** The first meeting of the members of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days at such time and place as fixed by the Board.

**Section 8. Regular Meetings.** Regular meetings of the Board shall be held at such time and place as determined by a Majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year with at least one (1) per quarter. Notice of the regular schedule shall constitute sufficient notice of such meetings.

**Section 9. Special Meetings.** Special meetings of the Board shall be held when requested by the President, Vice President or by any two (2) Directors. The notice shall specify the purpose, time, date, and place of the meeting. The notice shall be given to each Director by either: (a) personal delivery; (b) written notice by first class mail, postage prepaid; (c) telephone communication, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director, or (d)

telegram, charges prepaid. All written notices shall be given or sent to the Director's address as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph company shall be given at least forty-eight (48) hours before the time set for the meeting.

**Section 10. Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed, 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 holding the meeting, or an approval of the minutes. 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.

**Section 11. Quorum of Board of Directors.** At all meetings of the Board, 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, except as otherwise specified herein. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a Majority of the required quorum for that meeting. If any meeting cannot be held because a quorum is not present, a Majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time that the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 12. Compensation.** No Directors shall receive any compensation from the Association for acting as such unless approved by members holding a Majority of the total Association vote.

**Section 13. Open Meetings.** Except as provided below for executive session, 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 authorized by the Board.

**Section 14. Executive Session.** The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, imposition of sanctions on members, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

**Section 15. Action Without a Formal Meeting.** Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if consent in writing, setting for the action so taken, is signed by all of the Directors.

**C. Powers and Duties.**

**Section 16. Powers.** The Board 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 the Declaration, Articles, or these By-Laws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these By-Laws or by any resolution of the Association that may be adopted, the Board shall have the power to and shall 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 Owner to the common expenses;
- (b) making assessments to defray the common expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment;
- (c) providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;
- (d) designating, 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 materials to be used by such personnel in the performance of their duties;
- (e) collecting the assessments, depositing the proceeds in a bank depository which it shall approve, and using the proceeds to administer the Association;
- (f) making and amending use restrictions and rules;
- (g) opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) enforcing by legal means the provisions of the Declaration, By-Laws, and the Rules and Regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association;
- (i) obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium therefore;
- (j) paying the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;
- (k) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specifying the maintenance and repair expenses and any other expenses incurred; and

- (l) contracting with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with trusts or owners associations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity.

**Section 17. Management Agent.** The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board to perform such duties and services as the Board shall authorize. The term of any management agreement shall not exceed one (1) year and shall be subject to termination by either party, without cause and without penalty, upon ninety (90) days' written notice.

**Section 18. Borrowing.** The Board shall have the power to borrow money for the purpose of maintenance, repair, restoration, or improvement of the Common Property and facilities without the approval of the members of the Association. The Board shall also have the power to borrow money for other purposes; provided it shall obtain membership approval in the same manner as for special assessments if the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed Ten Thousand (\$10,000) Dollars outstanding debt at any one time.

**Section 19. Fining Procedure.** The Board shall not impose a fine (a late charge shall not be considered a fine) for violation of rules unless and until the following procedure is followed:

- (a) **Demand.** Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying: (i) the alleged violation; (ii) the action required to abate the violation; and (iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of sanction, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property.
- (b) **Notice.** Within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state the nature of the alleged violation and shall give the alleged violator ten (10) days from the date of the notice to request, in writing to the Board, a hearing regarding the fine. Any statements, evidence, and witnesses may be produced by the alleged violator at the hearing. All rights to have the fine waived are forfeited if a hearing is not requested within ten (10) days of the date of the notice.\
- (c) **Hearing.** If a hearing is requested, it shall be held before the Board of Directors in executive session, and the alleged 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.

**Section 20. Additional Enforcement Rights.** Notwithstanding anything to the contrary herein contained, the Association, acting through its Board, may elect to enforce any provision of the Declaration, these By-Laws, or the Rules and Regulations by self-help or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth in Section 19 of these By-Laws. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation for which abatement is sought shall pay all costs, including reasonably attorney's fees actually incurred.

## **ARTICLE IV Officers**

**Section 1. Officers.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. In addition, any number of subordinate officers may be appointed. Any two (2) 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.

**Section 2. Election, Term of Office, and Vacancies.** The officers of the Association shall be elected annually by the Board at the first meeting of the Board of Directors following each Annual Meeting of the members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

**Section 3. Removal.** Any officer may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby.

**Section 4. President.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code.

**Section 5. Vice President.** The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.

**Section 6. Secretary.** The Secretary shall keep the Minutes of all meetings of the Association and of the Board and shall have charge of such books and papers as the Board may direct and perform all duties incident to the office of the secretary of a corporation organized in accordance with Georgia law.

**Section 7. Treasurer.** The Treasurer shall have responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may be designated by the Board.



**Section 8. Resignation.** Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE V Committees**

Committees to perform such tasks 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.

## **ARTICLE VI Miscellaneous**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

**Section 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, these By-Laws, or a ruling made by the person presiding over the proceeding.

**Section 3. Conflicts.** If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration, and these By-Laws, the provisions of Georgia law, the Declaration, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.

**Section 4. Amendment.** The provisions of the Declaration applicable to amendment of that document shall apply to any amendment to these By-Laws.