

BYLAWS
OF
MAGNOLIA ESTATES HOMEOWNERS ASSOCIATION, INC.

ADOPTED BY THE BOARD OF DIRECTORS ON THE 16th DAY OF OCTOBER, 2014.

BYLAWS OF MAGNOLIA ESTATES HOMEOWNERS ASSOCIATION, INC

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**BYLAWS
OF
MAGNOLIA ESTATES HOMEOWNERS ASSOCIATION, INC.**

Article 1

Name, Registered Office, and Definitions

1.1 Name.

The name of the corporation is Magnolia Estates Homeowners Association, Inc. (the "MEHOA"), a Georgia non-profit corporation.

1.2 Registered Office.

The registered office and registered agent of the Association shall at all times be located within the state of Georgia, as determined from time to time by its Board of Directors ("Board").

1.3 Definitions.

The capitalized words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless otherwise defined herein.

Article 2

Membership in the Association: Meetings of Members

2.1 Membership in the Association.

The Association shall have one class of membership, consisting of the Owners of Lots located on the real property which is subject to the Declaration of Covenants, Conditions, Restrictions and Easements for Magnolia Estates subdivision, as amended and recorded in the public land records of Fulton County.

2.2 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, either in the Community or as convenient thereto as possible and practical.

2.3 Annual Meetings.

There shall be an annual meeting of the Members on approximately October 1st at such place and time as the Board shall determine to receive the reports of the outgoing Board, to install directors for the ensuing year and to transact such other business as may properly come before the meeting.

2.4 Special Meetings.

The President or the Board may call special meetings. 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.

2.5 Record Date.

The Board 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 thirty (30) days before the date on which the particular action requiring such determination of Members is to be taken.

2.6 Notice of Meetings.

It shall be the duty of the Secretary to mail or to cause to be delivered to 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 it is a special meeting the notice will state the purpose of the meeting. Notice shall be given to each Owner at least fourteen (14) days in advance of any annual or regularly scheduled meeting, and at least seven (7) days in advance of any other meeting. Such notice shall be delivered personally or sent by United States mail, postage prepaid, to all Members of record at such address or addresses as designated in writing by such Members, or, if no other address is then so designated, at the address of their respective Lots. Notice may also be sent using electronic means such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al.

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.

2.7 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 a 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.

2.8 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.

2.9 Membership List.

After fixing a record date for a meeting, the Association shall prepare an alphabetical list of the names of all its Members who are entitled to notice of the meeting. The list must show the address of and number of votes each Member is entitled to vote at the meeting. The Association is not required to include e-mail addresses or other information for delivery of electronic transmissions on such list, but may do so with express written consent of the Member.

The list of Members must be available for inspection by any Member for the purpose of communication with other Members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting:

(1) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or upon request or (2) during ordinary business hours at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. In the event the Association makes the list available on an electronic network, the corporation may take reasonable steps to ensure that such information is available only to Members of the Association. A Member, a Member's agent, or a Member's attorney is entitled on written demand to inspect and, subject to the limitations of subsection (c) of Code Section 14-3-1602 and Code Section 14-3-1605, to copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection.

If the meeting is to be held in person, the Association shall make the list of Members available at the meeting, and any Member, a Member's agent, or Member's attorney is entitled to inspect the list at any time during the meeting or any adjournment. If the meeting is to be held solely by means of remote communication, then the list shall be open to the examination of any Member during the duration of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Refusal or failure to prepare or make available the Members' list does not affect the validity of action taken at the meeting.

2.10 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. Unless otherwise required by the Declaration or these Bylaws, the affirmative vote of a majority of the votes cast at a meeting at which a quorum is present shall be the act of the Association.

2.11 Proxies.

Any Member entitled to vote may do so by a written proxy duly executed by the member. To be valid, a proxy must be signed, dated, state the designated proxy holder and the meeting for which the proxy is valid, and be delivered to the Secretary of the Association prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Association by personal delivery, U.S. Mail, facsimile transmission, email, or other electronic means to the Secretary in care of any Director or the Association's property manager, if any. An electronic transmission must contain or be accompanied by information from which it can be determined that the Member, the Member's agent, or the Member's attorney-in-fact authorized the electronic transmission.

Proxies may be revoked only by written notice delivered to the Secretary, except that a proxy shall automatically be revoked by the attendance in person by the proxy giver at a meeting for which the proxy was given. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy. Unless otherwise indicated on the face of the proxy, it shall be valid for a period of eleven (11) months.

2.12 Quorum.

The presence, in person or by proxy, of Members eligible to cast at least ten percent (10%) of the votes entitled to be cast at the meeting shall constitute a quorum at all meetings of the Association. Once a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is closed and shall not need to be reestablished. Members whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall not be counted towards the quorum requirement. The meeting may be adjourned for a short period of time, not to exceed an hour, in an attempt to obtain a quorum. A meeting may also be adjourned at any point by a majority vote of the present, eligible members for periods not exceeding forty-eight (48) hours.

2.13 Action Without A Formal Meeting.

Any action, which may be taken by a vote of the Members, may also be taken by written consent, without a meeting, provided, that such action is taken in accordance with the provisions of Section 14-3-704 of the Georgia Non-profit Corporation Code.

2.14 Action By Written Ballot or Electronic Means.

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 by Section 14-3-708 of the Georgia Nonprofit Corporation Code and 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 approvals necessary to approve each matter other than election of the Board; 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 unless allowed by the Board. Approval by written ballot of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting of the Members. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Association.

Any action to be taken at any annual, regular or special meeting of the members may be taken without a meeting, utilizing electronic voting, such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Voting by electronic means regarding a particular action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action.

2.15 Conduct of Meetings.

The President shall preside over all meetings of the Association and the Secretary shall keep minutes of the meeting and record in a minute book all the resolutions adopted at a meeting. The President shall set the agenda and shall determine the procedure pursuant to which the meeting shall be conducted. The Board of Directors shall be responsible for keeping order at all meetings, and may designate a Sergeant-at-Arms, such as an off-duty police officer. At all meetings of the Association, Roberts Rules of Order (latest edition) shall govern when not in conflict with the Declaration or these Bylaws. The President, or any member of the Board of Directors acting in the President's absence, may adjourn a meeting indefinitely if order cannot be maintained.

Article 3

Board of Directors: Number, Powers, Meetings

3.1 Governing Body and Composition.

A Board of Directors shall govern the affairs of the Association. Directors shall be natural persons who are 21 years of age or older, and who are members in good standing (have not had voting rights suspended pursuant to Section 3.20 below). Each Director must reside in the Community and be a member or a spouse of a member. A member and a spouse may serve on the Board at the same time.

3.2 Number of Board Members.

The Board shall consist of an odd number of members of at least three (3) members, but no more than five (5) members, who shall be elected as provided for in these Bylaws. The Board may temporarily consist of an even number of members until an additional member may be appointed or elected to the Board. If necessary, the Board may temporarily consist of one (1) member for a period no longer than six (6) months.

3.3 Nomination Board.

Elected directors may be nominated from the floor, if a meeting is held for the election of the Board 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.

3.4 Election and Term of Office.

Directors to be elected by the Members of the Association shall be elected at the Association's annual meeting from nominated candidates. The number of candidates equal to the number of positions to be filled receiving the greatest number of votes shall be elected. After nominations are closed, if there is only one nominee for each open seat, a motion may be made to declare the nominees elected by acclamation.

Each Member may cast the entire vote assigned to his or her Lot for each Director position to be filled. There shall be no cumulative voting.

Each Director shall hold office for a period of twelve (12) months or until the Association has elected their respective successors. Before being allowed to take their seats on the Board of Directors either by election or appointment, the prospective director must first sign an Agreement to Serve, a copy of which is attached hereto.

3.5 Removal of Directors.

At any annual, regular or special meeting of the Association, any one or more of the members of the Board 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 the 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.

Any Director who has three consecutive unexcused absences from meetings, or who is not In Good Standing for a period of more than 30 days, may be removed by a majority vote of the remaining Directors. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings may be removed by a Majority vote of the Directors at a meeting, a quorum being present.

3.6 Vacancies.

Vacancies in the Board 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. Resignations of Directors need to be in writing or announced on the Board minutes, but do not need to be accepted by the Board to be effective.

Within 72 hours after a vacancy on the Board of Directors (including for expiration of term, resignation, removal, or any other reason) the vacating Director shall turn over all books, records, and any other property of the Association, to one of the remaining Directors.

3.7 Organization Meetings.

The first meeting of a newly elected Board, or partially newly elected Board, shall be held within thirty (30) days after the election at such time and place as the Directors may conveniently assemble.

3.8 Regular Meetings.

Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the Board, provided that, 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 meetings. The Secretary shall give notice of any other meeting either personally, by telephone, by mail, or by electronic means not less than seven (7) days and no more than thirty (30) days before such meeting.

3.9 Special Meetings.

Special meetings of the Board 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; (c) by telephone communication (including facsimile); or (d) by electronic means, 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 (4) days before the time set for the meeting. Notices given by personal delivery, telephone (including facsimile), or electronic means, shall be given at least two days before the day set for the meeting.

3.10 Waiver of Notice.

The business transacted at any meeting of the Board, 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 holding the meeting, or an approval of the minutes which is included in the minutes or 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.

3.11 Quorum of Board.

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.

3.12 Compensation.

No Director shall receive any compensation from the Association for acting as a Director. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties. Reasonable purchases of food and beverage for Board Meetings shall not be considered compensation. Directors may also be given nominal gifts or tokens of appreciation for recognition of services performed not to exceed a value of \$100.00 per calendar year.

3.13 Open Meetings.

Board of Director meetings are not required to be open to the general membership, although they may be so at the discretion of the Board, including the use of a "homeowner forum" prior to the beginning of the meeting. If the meetings are not open, the Board shall communicate within a reasonable time to the homeowners the actions taken at the meeting. This may include electronic means or posting to an Association website. The Board has the authority and responsibility to keep order at all meetings, including removing or barring any disruptive members.

3.14 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, privileged information, and orders of business of a sensitive nature or private nature such as violations of the governing documents or the names or addresses of homeowners who are delinquent in the payment of assessments. The nature of any and all business to be considered in executive session shall first be announced in general session. The minutes for executive sessions shall be kept separate from the minutes for general sessions, and executive session minutes will only be available for inspection by a Board member and not the general membership.

3.15 Action Without A Formal Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more consents, in writing or by electronic transmission, setting forth the action so taken, shall be signed by a majority of the Directors and delivered to the Association for inclusion in the minutes for filing in the corporate records. All Directors must be sent notice at the same time and in the same manner in order to have an equal opportunity to vote on the proposed action.

3.16 Telephonic & Electronic 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 for which there is proper notice, and at which a quorum participates, shall constitute a meeting of the Board.

3.17 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 law, the Declaration, Articles, or these Bylaws directed to be done and exercised by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board 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, including, but not limited to, arranging with governmental agencies, public service districts, public or private utilities, or others, as a common expense, or by billing directly to Lots and Dwellings, to furnish trash collections, water, sewer, and/or security services for the Common Property and/or the Lots and Dwellings;

(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 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 of 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 cost 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.

3.18 Property Management Agent.

The Board may, but shall not be required to, employ for the Association a professional property management agent, at a compensation rate 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 year, and shall be subject to termination by either party, without cause and without penalty, upon written notice provided in accordance with the contract.

3.19 Borrowing.

The Board shall have the power to borrow money without the approval of the Members of the Association; provided, however, if the total amount of such borrowing exceeds Five Thousand Dollars (\$5,000.00) at any one time, such borrowing must first be approved by members of the Association holding a majority of the total eligible vote of the Association.

3.20 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 (except that non-payment of assessments for more than 30 days shall constitute automatic suspension) 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;

(iii) a time period, not less than seven (7) 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 an immediate fine and/or suspension 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 written notice, impose a fine. The notice shall be sent via Certified, Return Receipt mail, and a copy via regular first class mail, and shall contain the following:

- (i) the alleged violation;
- (ii) the amount and frequency of the fine;
- (iii) that the fine and/or suspension is being levied as of the date of the notice, or the date upon which the fine will begin;
- (iv) that the alleged violator may, within ten (10) days from the date of the notice, request in writing via Certified, Return Receipt mail a hearing regarding the violation, the fine, and/or the suspension and the address to send the request;
- (vi) that any statements, evidence, and witnesses may be introduced by the alleged violator at the hearing; and
- (vii) that all rights to have the fine and or suspension reconsidered are waived 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 in executive session, and the alleged violator will be sent written notice of the date, time & location of the hearing. The alleged violator shall be given a reasonable opportunity to be heard. Written notice of the Board's ruling shall be sent to the alleged violator and shall be attached to the minutes of the meeting.

Article 4

Officers

4.1 Officers.

The officers of the Association may consist of a President, Vice President, Secretary, Treasurer and Member at Large. The President, Vice-President and Secretary must be Directors. The Treasurer does not need to be a Director and can be the Property Management Agent, but must be appointed or elected by the Board of Directors. Except for the offices of Secretary and Treasurer, which may be held by the same person, no person may hold more than one office.

4.2 Election, Term of Office, and Vacancies.

The officers of the Association shall be appointed annually by the Board at the first meeting of the Board following the 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.

4.3 Additional Officers and Agents.

The Board 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. Any assistant or subordinate officers shall not be required to be Directors.

4.4 **Salaries.**

The officers of the Association shall receive no compensation for serving as officers.

4.5 **Removal.**

Any officer of the Association may be removed, with or without cause, by a majority vote of the Board. This Section only applies to the officer designation and responsibilities and does not remove the officer from the Board of Directors, if such officer already sits on the Board.

4.6 **President.**

The President shall be the chief executive officer of the Association, and shall preside at all meetings 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 fully advised about the affairs and conditions 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.

4.7 **Vice President.**

The Vice President(s), if any, shall act in the President's absence or 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 of the Board; 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 the 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 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 such reports as may be necessary to keep the President and the Board informed at all times as to the financial condition of the Association, and shall be responsible for preparing any required Tax Returns, and will perform such other duties as the President, or the Board 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. When duly authorized by the Board, the Treasurer may provide for the investment of the money and other assets of the Association consistent with the needs of the Association to disburse such money and 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 of the Association may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, acceptance by the Board of such resignation shall not be necessary to make it effective.

Article 5

Committees

The Board may establish any committees that the Board believes are necessary to carry out the functions of the Association, and such committees shall have the powers and duties that the Board shall authorize. Members and Chairs of any committee shall be appointed by the Board and shall serve at the pleasure of the Board. Any committee member may be removed with or without cause at any time, and with or without a successor being named. If the Board retains a Property Management Agent, then the Board at its discretion may appoint the Property Management Agent to serve as the Architectural Review Committee unless otherwise prohibited by the Declaration.

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 **Conflicts.** If there are 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.

6.3 Amendment.

The Board shall have the power to alter, amend or repeal any of these Bylaws or to adopt new Bylaws by the affirmative vote of a majority of all of the Directors, but any Bylaws adopted by the Board may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of members holding at least two-thirds (2/3) of the Total Association Vote. The members may prescribe in any by-law adopted by them that such bylaw shall not be altered, amended or repealed by the Board, and if the members do so, the Bylaws adopted by them can also be amended by the affirmative vote of members holding at least two-thirds (2/3) of the Total Association Vote.

Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered, whether by the Board or by the members of the Association.

6.4 Indemnification.

The Association shall indemnify every officer, Director, agent, employee and committee member of the Association, pursuant to the terms of this Section, against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if such settlement is approved by the then Board of Directors) to which such individual may be a party by reason of being or having been an officer, Director, agent, employee and/or committee member of the Association.

An officer, Director, agent, employee and/or committee member of the Association shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. An officer, Director, agent, employee and/or committee member of the Association shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold them free and harmless against any and all liability to others on account of any such contract or commitment. The Association shall maintain adequate general liability and Officer's and Director's liability insurance to fund this obligation, if such coverage is reasonably available.

6.5 Books and Records.

Section 14-3-1602 of the Georgia Nonprofit Corporation Code, as amended, shall govern the right of an Association Member to inspect the Association's Records. Any such inspection shall be at a reasonable time and location specified by the Association upon written request at least five (5) business days before the date on which the member wishes to inspect and copy the records.

The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the members pursuant to Georgia Code Section 14-3-1602. Notwithstanding anything to the contrary, the Board may limit or preclude member inspection of confidential or privileged documents, including attorney/client privileged communications, executive session meeting minutes and financial records or accounts of other members. Minutes for any Board or Association meetings do not become effective as an official Association record until approved by the Board, or the Membership, as applicable, at a subsequent meeting. All Board members may inspect and copy any book or record of the Association. Copies of the Articles of Incorporation, the Declaration, Bylaws, Architectural Standards and Guidelines and Rules and Regulations, shall be furnished to any Member upon request and upon payment of a reasonable charge therefor.

6.6 Notices.

Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if sent by first class mail, first class postage prepaid, addressed to a Member at his Lot or such other address designated in writing by such Member. Notice may also be sent to the Membership using electronic means such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Notice to the Association shall be sent to the managing agent of the Association, or if none then to the President of the Association at the Association's address in the same manner as notice shall be sent to Members.

6.7 Construction.

Whenever the context so requires, the masculine gender shall include the feminine and neuter gender, and the singular shall include the plural, and vice versa. If any provision of these Bylaws shall be invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions of these Bylaws.

6.8 Headings.

The Article and Section headings herein contained are for convenience of reference only and shall not be deemed to impart substantive meaning to any provision of these Bylaws.

6.9 **Parliamentary Procedure.** *Roberts Rules of Order* (current edition) shall govern the conduct of Association membership meetings, and the provisions contained therein regarding simplified rules for Small Boards shall govern the conduct of Board of Director meetings; except to the extent either are in conflict with Georgia law, the Articles of Incorporation, the Declaration, these Bylaws, or a ruling made in good faith by the person presiding over the proceeding.

The foregoing Bylaws were adopted by the Board of Directors for Magnolia Estates Homeowners Association, Inc. on the 16th day of October, 2014 as indicated by signatures below. Said Bylaws shall take effect upon the mailing of a copy of the Bylaws to all the members of the Association.

Signature: RRushin
Reginald Rushin
[Print Name]

Signature: Linda Lakes
Linda Lakes
[Print Name]

Signature: Annette C. Rushin
Annette C. Rushin
[Print Name]