

BY-LAWS

OF

BROOKSIDE CAMPGROUND PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE ONE

GENERAL ORGANIZATION

1.1 The name of the corporation is Brookside Campground Property Owners Association, Inc.

1.2 The address of the registered office of the corporation and the name of the registered agent at this address shall be as from time to time designated or determined by the Board of Directors.

1.3 The purposes for which the corporation is organized are to carry out any activities customarily carried out by property owners associations, and to engage in any other act or activity permitted by said Code section and by the Georgia Non-Profit Corporation Code.

1.4 Roberts Rules of Order, as amended, shall govern all meetings of the corporation.

ARTICLE TWO

DIRECTORS

2.1 Subject to these by-laws, the full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.

2.2 The Board of Directors elected by the Incorporator shall consist of at least two (2) directors, and the Incorporator may be one of those directors. That initial Board of Directors shall serve as such until the members elect a Board of Directors as described below. Except as provided above, the Board of Directors shall consist of at least seven (7) but not more than fifteen (15) directors who shall be elected at an annual meeting of the members and shall serve for a term of one (1) year and until their successors are elected; provided, however, that the terms of some (chosen by vote totals, with the initial directors receiving the most votes having three (3) year terms, the initial directors receiving the next most votes having two (2) year terms, and the initial directors receiving the least votes having one year terms) of the initial directors elected by the members as provided herein may be more than one (1) year (but not more than three (3) years) in order for the terms of the directors to be staggered in such a

way that approximately one-third (1/3) of the directors' terms shall expire each year. The President, Vice-President, Secretary, and Treasurer of the corporation shall be members of the Board of Directors while serving in such capacities, with the President serving as the Chairman of the Board of Directors and the Secretary serving as Secretary of the Board of Directors. A majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of all of the Board.

2.3 The Board of Directors shall fill the place of any director which may become vacant prior to the expiration of his/her term as follows:

a) Successively seek and appoint the candidate(s) having the next higher vote total(s) in the previous election, or if not available or willing to serve, appoint any member by majority vote of the Board of Directors; and

b) In the former case, the appointment will continue until the expiration of the term of the director whose place has become vacant. In the latter case, the appointment will expire and an election will be held at the next annual meeting to fill the place for the unexpired term of the original director.

2.4 The Board of Directors shall meet annually on the Saturday before Labor Day. The Board of Directors shall also meet on the last Saturday of each of the following months: April, May, June, July and September. Special meetings of the Board of Directors may be called at any other time by the President or by any four (4) of the directors then holding office and after seven (7) days notice. Notice of any such special meeting may be waived by instrument in writing. Attendance in person at such meeting shall constitute a waiver of notice thereof. Meetings necessary to deal with catastrophic situations (tornado, flood, fire and similar situations) may be convened without notice as soon as a quorum can be assembled, and actions taken at any such meeting shall be binding upon the corporation. The Board of Directors must meet in White County, Georgia unless approved by a majority of members or made necessary to meet elsewhere due to actions of a governmental authority. Annual meetings must closely correspond with annual membership meeting. The minutes of all Board of Directors meetings will be posted on the campground bulletin board within ten (10) days of each meeting.

2.5 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 notice and without a meeting during the months of November, December, January, February and March, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors.

2.6 A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At the adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

ARTICLE THREE

OFFICERS

3.1 The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. The officers shall be members of the board of directors and shall be elected at an annual meeting of the directors and shall serve for a term of one (1) year and until their successors are elected. The officers shall continue to serve on the Board of Directors of the corporation while serving in the capacity of officers. Assistant officers, agents and employees that the Board of Directors from time to time may deem necessary may be appointed in a manner prescribed by the Board. The Board of Directors, by majority vote at any annual or special meeting, may fill the place of any officer which may become vacant prior to the expiration of his term, with such appointee to be a current member of the board of directors and who shall serve in such appointed capacity until the expiration of the term of the officer whose place has become vacant.

3.2 The President shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. He shall be responsible for the administration of the corporation, including general and active management of the financial affairs of the corporation, and shall execute such documents as may be authorized by the Board of Directors. He shall borrow money on behalf of the corporation only pursuant to specific authority from the Board of Directors. The President shall have the authority to institute or defend legal proceedings when the directors are deadlocked.

3.3 The Vice-President shall assist the President and shall perform the duties of the President during any temporary absence of the President.

3.4 The Secretary shall keep minutes of all meetings of the members and directors and have charge of the minute books and seal of the corporation and shall affix it to any instrument requiring it, when directed by the Board of Directors. He shall perform such other duties and have such other powers as may from time to time be delegated to him by the President or the Board of Directors.

3.5 The Treasurer shall be charged with the management of the financial affairs of the corporation and shall have the power to

recommend action concerning the corporation's financial affairs to the President or the Board of Directors.

3.6 Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may temporarily (but for no more than seven (7) days) delegate the powers and duties of an officer, acting in his or her capacity as an officer, to any other officer or officers or to any director or directors.

ARTICLE FOUR

MEMBERS

4.1 Membership shall be open to those persons who own one or more lots in the development which is known as "Brookside Campground" and which is or becomes subject to those certain Declaration of Covenants, Conditions and Restrictions for Brookside Campground dated October 22, 1986, and recorded at Deed Book 39, Pages 67-95, White County, Georgia Deed Records, as heretofore and hereafter amended (the "Restrictive Covenants"). The Board of Directors may at its discretion, when considered to be in the best interests of the corporation, by unanimous vote invite non-lot owners to be non-voting honorary members for the purpose of allowing them use of the common areas and facilities. The Board of Directors, then, by a majority vote, may take away such honorary membership. Notwithstanding anything in these By-Laws to the contrary, no notice need be given to any member or prospective member concerning the initial organizational meeting of members.

4.2 The annual membership meetings of the corporation shall be held annually on the Saturday before Labor Day. The Secretary shall cause to be mailed to every member at his address as maintained by the Secretary of the Corporation, at least fifteen (15) days prior to the date of such meeting, a notice stating the time and place of such annual meeting.

4.3 At any such meeting where voting occurs, each member shall have one (1) vote for each whole lot owned at the time of the vote, except as may be provided otherwise by the Restrictive Covenants.

4.4 Special meetings of the members may be called by the Board of Directors when deemed in the best interest of the corporation. Notices of such meetings shall be mailed to all members at their addresses, as maintained by the Secretary, at least fifteen (15) days before the date scheduled for such special meeting. Such notice shall state the reasons why such meeting has been called and the business to be transacted at such meeting, but nothing in this Article 5.4 shall be deemed to limit the actions that can be proposed or taken at such meeting.

4.5 The Board of Directors must call a special meeting of the membership within thirty (30) days of the receipt of a petition

signed by no less than 20% of the lot owners of each of the three (3) phases of the Brookside Campground development described above.

ARTICLE FIVE

SEAL

The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, a blank seal with the corporation's name printed therein, or the signature of the company followed by the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him on such papers as may be directed by law, by these by-laws or by the Board of Directors.

ARTICLE SIX

AMENDMENT

These by-laws may be amended only by the affirmative vote (in person or by proxy) of members representing two-thirds (2/3) or more of the total voting power of the membership.

ARTICLE SEVEN

MISCELLANEOUS

7.1 Indemnification and Protection from Suit.

(a) The corporation's directors, officers, employees and agents shall be indemnified by the corporation for reasonable expenses incurred in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal, to which he is, was or is threatened to be a party as a direct result of his capacity as a director, officer, employee or agent of the corporation, to the fullest extent allowed by law, including those provisions found at O.C.G.A. § 14-3-850 et seq., which provisions are hereby incorporated herein by this reference, upon the taking of such actions or the making of such determinations as may be required by law. This Article 8.1(a) is intended to require, to the extent possible, indemnification rights to which such person may be entitled by law or otherwise.

(b) At no time shall any officer or member of the board of directors (in such capacity or in any other capacity) institute or authorize a lawsuit by or on behalf of the corporation against one (1) or more officers or members of the board of directors, except by unanimous vote of all other members of the board of directors, and in such event only by a majority vote of the entire board of directors.

7.2 Notices; Waivers of Notice. Except as otherwise specifically provided in these by-laws, whenever under the provisions of these by-laws notice is required to be given to any member, director or officer, it shall not be construed to mean personal notice, but such notice may be given either by personal notice or by radio, cable, or telegraph, or by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed. When any notice whatever is required to be given by law, by the articles of incorporation or by these by-laws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing, which shall include a waiver given by telegraph, radio or cable, shall be deemed equivalent thereto.

7.3 Signing of Checks and Notes. Checks, notes, drafts and demands for money shall be signed by such officers, agents and/or employees as may from time to time be authorized and designated by the Board of Directors; provided, however, that no officer, agent, employee or member of the Board of Directors shall spend, commit to spend, borrow or commit to borrow for any single purpose an amount in excess of Three Thousand Six Hundred and No/100 Dollars (\$3,600.00), except for regular and customary lawn maintenance and emergency expenditures unless such exception is approved by the membership. The financial dealings of the corporation shall be duly recorded and periodically audited as determined by the Board of Directors.

7.4 Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the President under seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure to their execution or unless the Board of Directors shall ratify any other procedure which may have been used in a particular situation.

7.5 Proxies. A member entitled to vote may vote on matters brought before a meeting of the membership in person or by proxy executed in writing by the person or his attorney-in-fact (NO PROXY SHALL BE VALID AT A BOARD MEETING). A proxy shall not be valid

after eleven (11) months from the date of its execution unless a longer period is expressly stated in it.

7.6 Conformity of By-Laws with Restrictive Covenants and Applicable Law. Any provision contained in these by-laws which conflicts with any provision of the Restrictive Covenants or with any applicable law shall yield to the Restrictive Covenants and applicable law, which shall control over and be applied in lieu of the conflicting provision contained herein. The rights and duties of the board of directors, members and corporation shall include those rights and duties described in the Restrictive Covenants. The board of directors, members and corporation shall act in conformity with the Restrictive Covenants at all times.

ARTICLE EIGHT

COMMITTEES

8.1 The President may appoint, from among the Board of Directors or other members, one or more committees and the Chairmen of those other committees. Such committees shall advise the Board of directors with respect to the subject for which they were appointed, but shall have no authority to act on behalf of the Board of Directors or the corporation. Nothing contained herein shall be deemed to prevent the Board of Directors from taking any lawful action without the recommendation or consideration of such action by any such committee.

8.2 A majority of the members of any committee shall constitute a quorum for the transaction of business by that committee. If a quorum is present, the acts of a majority of the committee members in attendance shall be the acts of all the committee.

THE ABOVE AND FOREGOING BYLAWS WERE DULY ADOPTED THE 12th DAY OF OCTOBER, 1994.

Raymond L. Schulz
Secretary

Attest:

W. Hill
Chairman