

**BY-LAWS OF  
GROVE PARK NIEGHBORS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE 1  
Name and Location**

**Section 1. Name.** The name of the association is Grove Park Neighbors Homeowners Association, Inc., a Georgia nonprofit membership corporation, hereinafter referred to as the "Association".

**Section 2. Location.** The principal office of the Association shall be located in Bartow County, Georgia. Meetings of members and directors may be held at such places within the State of Georgia, County of Bartow, as may be designated from time to time by the Board of Directors.

**ARTICLE 2  
Definitions**

**Section 1. General.** The terms used in these By-Laws, unless otherwise specified or unless the context otherwise requires, shall have the meanings specified in Official Code of Georgia Annotated Section 44-3-71 and the Declaration of Covenants, Conditions and Restrictions for The Derby Homeowners Association, Inc., as recorded in Deed Book 1779, Page 163, Bartow County, Georgia Records, (hereinafter called the "Declaration"). Statutory references shall be construed as meaning the referenced statute or portion thereof as the same may exist from time to time.

**ARTICLE 3  
Membership and Voting Rights**

**Section 1. Membership.** Every person who is an Owner is and shall be a member of the Association; provided, however, that any Person who owns such interest merely as security for the performance of an obligation shall not be a member of the Association.

**Section 2. Voting Rights.** The Association shall have two classes of membership; Class A and Class B.

(a) *Class A.* Class A members shall be those persons holding an interest required for membership as specified in Section 1 of these By-laws, with the exception of the Developer. Class

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**Section 2. Voting Rights.** The Association shall have two classes of membership; Class A and Class B.

(a) *Class A.* Class A members shall be those persons holding an interest required for membership as specified in Section 1 of these By-laws, with the exception of the Developer. Class

A Membership shall be a nonvoting membership except on such matters and in such events as hereinafter specified. Class A members shall be entitled to full voting privileges:

(i) At such time as the Class B members shall so designate by notice in writing delivered to the Association, or

(ii) On the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, whichever shall first occur.

Before the earlier of these events, the Class A members shall be entitled to vote only on:

(i) Any proposal or change of method of calculating the maximum amount of the annual assessment delivered by the Association;

(ii) Any proposal that is a special assessment to be levied by the Association, except as otherwise specifically herein provided;

(iii) Any proposal not to repair or reconstruct any damage or destruction to the Common Area and the facilities thereon;

(iv) Any proposal to dedicate, transfer or sell all or any part of the Common Area;

(v) Any proposal of merger, consolidation or dissolution;

(vi) Any proposal to amend the By-laws or the Declaration of the Articles of Incorporation of the Association; and

(vii) Any other matter for which it is herein specifically provided that approval of all classes of membership is required.

When entitled to vote, Class A members shall be entitled to one vote for each Residential Unit in which they hold any interest required for membership under Section 1 of these By-laws. When more than one person holds an interest or interests in a Residential Unit, the vote for such Residential Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Residential Unit. In the event of disagreement among such persons, and two or more persons vie to cast a vote for such Residential Unit, then the vote pertaining to such Residential Units shall not be counted.

(b) *Class B.* The Developer shall be the sole Class B member. Class B membership shall be full voting membership, and during its existence, the Class B member shall be entitled to vote on all matters and all events. The Class B member shall be entitled to one vote for each Residential Unit in which it holds any interest. At such time as the Class B membership shall automatically terminate

and cease, the Developer may be a Class A member insofar as it may then hold any interest required for membership in Section 1 of these By-laws. From and after the date on which the Class B membership shall terminate in accordance with this Section and cease to exist, such membership shall not be revived or restated.

**Section 3. Suspension of Membership Rights.**

The membership rights of any member, including the right to vote, may be suspended by the Association's Board of Directors pursuant to authority granted in the Association's By-Laws, as amended from time to time. Any such suspension shall not affect such members' obligations to pay assessments past due or coming due during the period of suspension and shall not affect the permanent charge and lien on the members' property in favor of the Association.

**Section 4. Meetings of the membership.**

All matters concerning meetings of members of the Association, including the time and the manner in which notice of any of said meetings shall be given to members of the quorum and percentage specified in this Declaration, in the By-Laws of the Association as amended from time to time or by law.

**ARTICLE 4**

**Meetings of Home Owners**

**Section 1. Annual Meetings.** The first annual meeting of the home owners shall be called by the President upon request of the Declarant and shall be held within 12 months following the incorporation of the Association. Each subsequent regular annual meeting of the owners shall be held on the same day of the same month of each year thereafter unless otherwise provided by the home owners at any previous meeting. If the day for the annual meeting of the home owners is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

**Section 2. Special Meetings.** Special meetings of the home owners may be called at any time by the President or by the Board of Directors, or upon written request of the home owners who are entitled to vote at least fifteen (15%) percent of the votes of the membership.

**Section 3. Notice of Meetings.** Written notice of each meeting of the home owners shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least 21 days in advance of any annual or regularly scheduled meeting, and at least seven days in advance of any other meeting, stating the time, place and purpose of such meeting. Such notice shall be delivered personally or sent by United States mail, postage prepaid, to all home owners of record at such address or addresses as any of them have designated, or, if no other address has been so designated, at the address of their respective homes. Such notice shall also be sent by United States mail, postage prepaid, to each institutional holder of a first mortgage on a home having theretofore requested same in writing. Each such holder shall be permitted to designate a representative to attend each such meeting without voice or vote except pursuant to Section 5 of this Article 4.

**Section 4. Quorum.** The presence at the meeting of owners and/or proxies entitled to cast more than one-third of the votes of the membership shall constitute a quorum for any action except as otherwise expressly provided in the Georgia Association Act or in the Declaration. If, however, such quorum shall not be present or represented at any meeting, the owners and/or proxies entitled to cast a majority of the votes thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5. Proxies.** Subject to the provision of Article 3, Section 2, hereof, at all meetings of the owners, each owner may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable, shall automatically cease upon conveyance by a owner of his property and shall be effective only for the meeting specified therein and any adjournment thereof.

**Section 6. Order of Business.** The order of business at all annual meetings of the owners shall be as follows:

- (a) Roll Call.
- (b) Proof of notice of meeting.
- (c) Reading of minutes of preceding meeting.
- (d) Reports of officers.
- (e) Report of Board of Directors.

- (f) Reports of committees.
- (g) Election of Directors.
- (h) Unfinished business.
- (i) New business.

**Section 7. Decisions of Owners.** Unless otherwise expressly provided in the Georgia Association Act, the Declaration or these By-Laws, a majority of the votes cast on any particular issue shall be necessary to adopt decisions at any meeting of the owners. When the Georgia Association Act, the Declaration, or these By-Laws require the approval or consent of all or a specified percentage of mortgagees and/or other lien holders, no decision or resolution duly adopted by the home owners shall be effective or valid until such approval or consent shall be obtained. During such time as the Declarant has the right to control the Association pursuant to the provision of Official Code of Georgia Annotated Section 44-3-101, no decision or resolution duly adopted by the home owners shall be effective or valid until the Declarant's approval or consent shall have been obtained.

**Section 8. Conduct of Meetings.** The President shall preside over all meetings of the owners and the Secretary shall keep the minutes of the meetings and record in a minute book all resolutions adopted as well as a record of all transactions occurring at such meetings. The latest edition of Roberts Rules of Order shall govern the conduct of all meetings of the owners when not in conflict with the Georgia Association Act, or the Declaration, or these By-Laws.

## **ARTICLE 5**

### **Board of Directors**

**Section 1. Number and Qualifications.** Following expiration of the period of the Declarant's right to control the Association pursuant to the provisions of Official Code of Georgia Annotated Section 44-3-101, the Board of Directors of the Association shall be composed of three persons. With the exception of those persons appointed as directors by the Declarant pursuant to the provisions of Official Code of Georgia Annotated Section 44-3-101, each such person shall be a member of the Association or the spouse of a member.

**Section 2. Election and Term of Office.** Upon the termination of the Declarant's right to control the Association pursuant to the provisions of Official Code of Georgia Annotated Section 44-3-101, the Declarant shall give at least seven days' written notice to each member of a special meeting of the members, to be held no more than 30 days after the date of such termination, to elect a new board of directors. At such meeting, and at each annual meeting thereafter the home owners shall elect three directors for a term of one year each. Except in the case of death, resignation or removal, each director elected by the members shall serve until the annual meeting at which his term expires and until his successors has been duly elected and qualified. Persons receiving the largest number of votes at any election of directors shall be elected whether or not such numbers constitutes a majority of the votes cast. Cumulative voting shall not be permitted.

**Section 3. Removals; Vacancies.** Following expiration of the period of the Declarant's right to control the Association pursuant to the provision of Official Code of Georgia Annotated Section 44-3-101, any director may be removed from the Board of Directors with or without cause, by a majority vote of the home owners theretofore entitled to elect such director. In the event of death or resignation of a director, his successor shall be selected by the remaining members of the board. In the event of removal of a director, his successor shall be elected by the home owners theretofore entitled to elect such director. Any such successor shall serve for the unexpired term of his predecessor.

**Section 4. Annual Organization Meeting.** The first meeting of the Board of Directors following each annual meeting of the home owners shall be held within ten days thereafter, at such time and place as shall be fixed by the newly elected directors at such annual meeting, and no notice shall be necessary in order legally to constitute such meeting.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors. Notice of the time and place of regular meetings shall be given to every director by mail or telephone call at least three days prior to the date of such meeting.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by the President on two days notice to every director given by mail or telephone and stating the time, place and purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of directors entitled to cast at least two votes at such meetings.

**Section 7. Waiver of Notice; Action without Meeting.** Whenever notice of a meeting of the Board of Directors is required to be given under any provision of these By-Laws, a written waiver thereof, executed by a director before or after the meeting and filed with the Secretary, shall be deemed equivalent to notice to the director executing the same. Attendance at a meeting by the director shall constitute a waiver of notice of such meeting by the director if such director attends the meeting without protesting prior thereto or at the meeting commencement the lack of notice to him. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in any written waiver or notice. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting provided that all directors consent to the action in writing and the written consents are filed with the records of the proceedings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

**Section 8. Voting; Quorum of the Board.** At all meetings of the Board of Directors, each director shall be entitled to cast one vote. The presence in person of directors representing at least two-thirds of the votes of the Board of Directors shall be a quorum at any Board of Directors meetings and a majority of the votes present and voting shall bind the Board of Directors and the Association as to any matter within the powers and duties of the Board of Directors.

**Section 9. Powers and Duties.** The Board of Directors shall have the powers and duties necessary for administration of the affairs of the Association and may do all such acts and things except as by law or the Declaration may not be delegated to the Board of Directors by the home owners. In exercising its powers and duties, the Board of Directors shall take as its standard the maintenance of the general character of the Association as a residential community of the first class in the quality of its maintenance, use and occupancy. Such powers and duties of the Board of Directors shall be exercised in accordance with and subject to all provisions of the Georgia Association Act, the Declaration and these By-Laws and shall include without limitation powers and



duties to:

(a) Operate, care for, maintain, repair and replace the common elements and employ personnel necessary or desirable therefore.

(b) Determine common expenses of the Association.

(c) Collect assessments from the owners.

(d) Adopt and amend rules and regulations covering the details of the operation and use of the Association.

(e) Open bank accounts on behalf of the Association and designate the signatories required therefor.

(f) Enforce by any legal or equitable remedies available all obligations of the home owners or any of them to the Association. Such enforcement power shall include, without limitation, the power to levy, as assessments, fines against home owners for default in the performance of said obligations in such amounts as from time to time the Board of Directors may deem proper in the circumstances, but not in excess of \$10.00 for any one violation, counting each day a violation continues after notice from the Board of Directors as a separate violation. If any owner fails to pay a fine within ten days after notification thereof, the Board of Directors may levy, as assessments, additional fines to enforce payment of the initial fine.

(g) Conduct litigation and be subject to suit as to any cause of action involving the common elements or arising out of the enforcement of the provisions of the Georgia Association Act, the Declaration or these By-Laws.

(h) Take all other actions the Board of Directors deems necessary or proper for the sound management of the Association and fulfillment of the terms and provisions of the Georgia Association Act, the Declaration and these By-Laws.

## ARTICLE 6 Officers

**Section 1. Designation.** The principal officers of the Association shall be the President, Vice President, the Secretary and the Treasurer, all of whom shall be elected by the Board of Directors. One person may hold the office of Secretary and Treasurer simultaneously. The Board of Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in its judgment

may be necessary. The Vice President may also hold the office of assistant secretary and perform the functions thereof in the absence of the Secretary. The President and Vice President shall be members of the Board of Directors. Any other officers may be, but shall not be required to be, members of the Board of Directors.

**Section 2. Election of Officers.** The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors. Any vacancy in an office shall be filled by the Board of Directors at a regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

**Section 3. Removal of Officers.** Upon the affirmative vote of a majority of the votes of the Board of Directors, any officer may be removed, either with or without cause, and his successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

**Section 4. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 1 of this Article 6.

**Section 5. President.** The President shall be the chief executive of the Association. He shall preside at all meetings of the owners and of the Board of Directors. He shall have all of the general powers and duties which are incident to the office of president of a corporation, including, but not limited to, the power to appoint committees from among the home owners from time to time as he may, in his sole discretion, deem appropriate to assist in the conduct of the affairs of the Association.

**Section 6. Vice President.** The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to act in the place of the President on an interim basis. The Vice President shall also perform such other duties as shall, from time to time, be imposed upon him by the Board of Directors or by the President.

**Section 7. Secretary.** The Secretary shall keep the minutes of all meetings of the home owners and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct. He shall, in general, perform all the duties incident to the office of secretary of a corporation and such other duties as shall, from time to time, be imposed upon him by the Board of Directors or by the President.

**Section 8. Treasurer.** The Treasurer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required receipts or disbursements, and for the preparation of all required financial data; he shall be responsible for the deposit of all monies and other valuable effects in the name of the Association, in such depositories as may from time to time be designated by the Board of Directors, and he shall, in general, perform all the duties incident to the office of treasurer of a corporation and such other duties as shall, from time to time, be imposed upon him by the Board of Directors or by the President.

**Section 9. Compensation.** Unless otherwise expressly provided by the Board of Directors, no officer shall receive compensation from the Association for acting as such, but shall be entitled to reimbursement from the Association as a common expense for reasonable out-of-pocket disbursements made by him in the performance of his duties. No officer shall be obligated to make any such disbursement.

## ARTICLE 7

### Officers and Directors: General Provisions

**Section 1. Contracts with Interested Parties.** No contract or transaction between the Association and one or more of its officers or directors, or between the Association and any other entity in which one or more of the Association's officers or directors are officers, directors, partners or trustees, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Association's officer or director is present at or participates in the meeting of the Board of Directors which authorizes the contract or transactions, or solely because his or their votes are counted for such purpose, if (a) the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors in good

faith authorized the contract or transaction by a vote sufficient for such purpose without counting the vote or votes of the interested director or directors; or (b) the material facts as to his interest and as to the contract or transaction are disclosed or are known to the owners entitled to vote thereon, and the contract or transaction is specifically approved or ratified in good faith by vote of such home owners; or (c) the contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board of Directors or the owners. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorized the contract or transaction.

**Section 2. Indemnification.** Pursuant to the provisions of Section 12.08 of the Declaration, The Association shall indemnify its officers and directors to the extent provided in and subject to the limitations of the Declaration .

## **ARTICLE 8 Books and Records**

**Section 1. Books and Records.** The Association shall keep such books and records as by law provided and shall make same available for inspection by any owner, any institutional holder of a first mortgage on property, and their respective agents and attorneys, for any proper purpose at any reasonable time. In addition, an annual report of the receipts and expenditures of the Association, based upon an audit made by an independent public accountant, shall be rendered by the Board of Directors to all owners, and to each institutional holder of a first mortgage on a property having theretofore requested same in writing, within three months after the end of each fiscal year.

## **ARTICLE 9 Amendments**

**Section 1. Amendments.** These By-Laws may be amended only by the owners to which two-thirds (2/3) of the votes in the Association cast their vote in person or by proxy at a meeting duly called for such purpose, written notice of which shall be delivered or sent to all owners not less than 21 days in advance of the meeting stating the time, place and purpose of such meeting and the subject matter of the proposed amendment or, in lieu of such vote, these By-Laws may be amended by an instrument duly executed by owners having at least two-thirds (2/3) of the entire voting interest


of all home owners. Amendments to these By-Laws for the sole purpose of complying with the requirements of any governmental or quasi-governmental entity authorized to fund or guarantee mortgages on individual Association homes, as such requirements may exist from time to time, may be effected by an instrument duly executed by a majority of the directors of the Association. Each such amendment shall be effective when adopted or a such later date as may be specified therein.

**ARTICLE 10**  
**Miscellaneous**

**Section 1. Conflicts.** In the event of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**Section 2. Association Seal.** The Association shall have a seal in circular form having within its circumference the words: Cass Station Homeowners Association, Inc.

**Section 3. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on 31st day of December of every year, except that the fiscal year shall begin on the date which the Association was incorporated under the laws of the State of Georgia.

  
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**STANLEY D. TILLEY, Incorporator**