

BY-LAWS  
OF  
LOCH HIGHLAND HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name, Membership, Applicability And Definitions

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

Section 2. Membership. The Association shall have one class of membership, as is more fully set forth in that Declaration of Covenants, Conditions, and Restrictions for Loch Highland Homeowners Association. (this Declaration, as amended, renewed, or extended from time to time, 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: Meeting, Quorum, Voting Proxies

Section 1. Place of Meetings. Meetings of the Association shall be held at the 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 of directors, either in the Community or as convenient thereto as possible and practical.

Section 2. Annual Meetings. The regular annual meeting of the members shall be held during the month of \_\_\_\_\_ of each year with the date, hour, and place set by the Board of Directors.

Section 3. Special Meetings. The President may call special meetings. In addition 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 Board of Directors or upon a petition signed by at least twenty-

five percent (25%) of the Owners. The notice of any special meeting shall state the date, time and place of such meeting and the purpose thereof. 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 record of each Unit a notice of each annual or special meeting of the Association stating the purpose of the special meeting, as well as the time and place where it is to be held. If an Owner wishes notice to be given at an address other than his or her Unit, he or she shall have designated by notice in writing to the Secretary such other address. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice. Notice 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 of the time, date, and place 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 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.

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, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Unit, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a member, or of written revocation, or upon the expiration of eleven (11) months from the date of the proxy.

Section 9. Quorum. The presence, in person or by proxy, of twenty-five percent (25%) of the Owners of Units to which eligible votes appertain shall constitute a quorum at all meetings of the Association. The members present at a duly called or held meeting at which a quorum is present 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 be Owners or spouses of Owners of Units in the Community; 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 five (5) members.

Section 3. Nomination of Directors. Elected Directors shall be nominated from the floor 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. Directors shall be elected and hold office as follows:

- a. At Annual Meetings of the Membership, Directors shall be elected. All eligible members of the Association may vote on all Directors to be elected, and the candidate (s) receiving the most votes shall be elected
- b. The members of the Board of Directors shall hold office for a term of one (1) year or until their respective successors shall have been duly elected by the Association.

Section 5. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a Majority of the Owners 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 east ten (10) days notice of the calling 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 fro Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may b removed by a Majority vote of the Directors at a meeting of the Board of Directors, a quorum being present.

Section 6. Vacancies. Vacancies on 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. Each person so elected shall serve the unexpired portion of the term.

## 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 thereafter at such time and place as shall be fixed by the Board.

Section 8. 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 a Majority of the Directors, but at last 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 of Directors shall be held when requested by the President, Vice President or by any two (2) Directors. The notice shall specify the 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, (b) written notice by first class mail, postage prepaid, (c) by 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) a telegram, charges prepaid. 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 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 of Directors, 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. 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 of Directors, 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. 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 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.

Section 12. Compensation. No Director shall receive any direct compensation from the Association for acting as such unless approved by a Majority of the Owners. However, the annual assessment shall be wived for any Board member during the member's term. In the event a Board member resigns or is removed, the Board member shall owe his/her pro rata share of the annual assessment for the remaining months of the year.

Section 13. Open Meetings. 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 so 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, sanctions against Owners, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all businesses 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 ay be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

### C. Powers and Duties

Section 16. Powers. The Board of Directors 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 hereafter be adopted, the Board of Directors 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 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 annal 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 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 use restrictions and 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 By-Laws, and the rules and regulations adopted by it, and bring any proceeding 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 cost thereof;
- 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 agreement with trusts, condominiums, other 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. Services. The Board of Directors shall be authorized, but not required, to provide the following services which are listed by way of explanation, but not limitation:

- a. landscaping of roads and parkways, sidewalks, and walking paths and any other areas of the Common Property;
- b. lighting of roads, sidewalks, and walking paths throughout the Community;
- c. police protection, and security including, but not limited to the employment of police and security guards, maintenance of electronic and other security devices and control centers for the protection of persons and property within the Community, and assistance in the apprehension and prosecution of persons who violate the laws of Georgia within the Community;
- d. fire protection and prevention;
- e. garbage and trash collection and disposal;

- f. insect and pest control;
- g. to set up an Architectural Review Committee to monitor and enforce architectural standards;
- h. improvement of fresh water fishing available within the Community to members of the Association;
- i. to conduct recreation, sport, craft, and cultural programs of interest for members of the Association, their children and their guests;
- j. to maintain a water search and rescue boat for the protection of those in the large bodies of waters located in the Community;
- k. to provide safety equipment for storm emergencies;
- l. to maintain a general library and collection of historical objects and documents pertaining to the Community;
- m. to support the operation of transportation services between key points within the Community and the airports, other public transportation terminals, and public centers serving the areas surrounding the Community;
- n. to provide special entertainment and festivals;
- o. to construct necessary improvements on the Common Property for use for any of the purposes authorized under this Article;
- p. to provide administrative services including, but not limited to, legal, auditing, accounting and financial support, incident to the above listed services.

Section 18. Management Agent. The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors 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 19. Borrowing and Spending. The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Property and facilities without the approval of the members of the Association; provided, however, the Board shall obtain membership approval in the same manner as for special assessments, in the event that 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 (\$10,000.00) dollars outstanding debt at any one time.

Section 20. Fining Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine) 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 a fine, 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:

(I) the nature of the alleged violation;

(II) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;

(III) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing; and

(IV) that all right to have the fine 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 an 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.

## ARTICLE IV

### Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two 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 of Directors.

Section 2. Elections, Terms of Office, and Vacancies. The officers of the Association shall be elected annually by 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 of directors for the unexpired portion of the term.

Section 3 Removal. Any officer may be removed by the Board of Directors 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 of Directors. 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 of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, 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 the responsibility for the Association's funds and securities and records and books of account showing all receipt 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 in the managing agent in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, 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 therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE V

### Committees

Section 1. General. 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 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 instrument shall apply to any amendment to these By-Laws.