

**BYLAWS OF  
STUART MOUNTAIN HIDEAWAY PROPERTY OWNERS ASSOCIATION, INC.**

A Nonprofit Corporation

These bylaws are the bylaws of the Association, which is the nonprofit corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on April 2, 2007. Any references herein to the "Subdivision" shall mean "Stuart Mountain Hideaway" subdivision in Fannin County, Georgia.

**ARTICLE ONE**

All meetings of members (property owners) shall be held at such place within or without the State of Georgia as may be from time to time fixed by the Board of Directors or as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof, or at the Association's registered office if not so fixed or stated.

Written notice of a meeting stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Normally, the notice is to be sent by mail to the address of each member in good standing as reflected in the Corporation's membership roster. Valid notice may be made through an official newsletter of the Corporation, at least ten days prior to the scheduled meeting date if mailed first class, or thirty days prior to the scheduled meeting date if transmitted by electronic or any other means. Any notice mailed first class shall be considered effective upon dispatch. Any notice transmitted by electronic means shall be considered effective when it is received. In emergencies where ten days' notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the board of directors.

The holders of more than 50% of the interests entitled to vote, present in person or by proxy,

shall constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by law.

## ARTICLE TWO

The affairs of the Association (the "Corporation") shall be controlled and administered by a Board of Directors (the "Board") which shall be composed of a minimum of three (3) directors and a maximum of seven (7) directors. Each lot owner shall be entitled to nominate one director, and the nominees shall be elected by a vote of the members and shall receive a vote of 50% plus one. Each director shall be appointed for a two (2) year term, may resign at any time, or may be removed, with or without cause, by a two-thirds (2/3) vote of the entire Board. Upon expiration of the term of office of any director or upon the death, removal, resignation, or incapacity of any member of the Board, a majority of the members shall elect a successor. A director shall be incapacitated if, for any reason, he shall be unable to carry on the duties of his office, and the remaining directors shall have declared such director incapable of service by two-thirds (2/3) vote of the directors voting.

The directors shall meet annually during the last quarter of the calendar year at a place, time, and date that shall be fixed by the Chairman. The directors shall hold such other meetings as may be necessary from time to time upon call of the Chairman, which call shall specify the place, time, and date of the meeting.

The directors shall serve without compensation.

## ARTICLE THREE

The officers of the Corporation may consist of a president, a vice-president, a secretary, a treasurer, and such other officers and assistant officers as may be elected by the directors. Only directors shall serve as officers of the Corporation.

The President shall be the chief executive officer of the Corporation and shall have general and active management of the operation of the Corporation.

The Vice-President shall, in the absence of the President, preside at all meetings and perform such other duties as shall from time to time be imposed upon the Vice-President by the Board or the President.

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of the meetings of the directors.

The Treasurer shall be charged with the management of the financial affairs of the Corporation and shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall at all times maintain records evidencing the disbursements of funds. The records of the Corporation shall always be open for inspection by any director or member.

The chairman and officers shall be elected at the annual meeting of the directors.

#### ARTICLE FOUR

The board of directors will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Georgia Nonprofit Corporation Code. The board may change these designations at any time. In the event the board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the Corporation, and the President's address, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the board of directors makes some other affirmative designation.

## ARTICLE FIVE

Any sale or transfer of any stock, bond, security, real property or any other property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any two (2) officers. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if each transaction had been authorized by a specific vote of the directors, and any person, firm, or Corporation to whom a copy of this Article Five shall have been certified by the secretary shall be entitled to rely thereon until notified of its repeal.

## ARTICLE SIX

The treasurer shall at all times maintain records evidencing the property owned by the Corporation and its disbursements, and present the same at the annual meeting of the directors. The records of the Corporation shall always be open for inspection by any director. The financial records of the Corporation shall be audited by an independent accounting firm at least bi-annually.

## ARTICLE SEVEN

A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law.

## ARTICLE EIGHT

Each member (property owner) shall be entitled to one vote per taxable lot owned. Since a lot owner may be more than one person, if only one of those persons is present at a meeting of the Association, that person shall be entitled to cast the votes pertaining to that lot. However, if more than one of those persons is present, the vote pertaining to that lot shall be cast only in accordance

with their unanimous agreement. Such consent shall be conclusively presumed if any one of them purports to cast the votes pertaining to that lot without protest being made immediately by any of the others to the person presiding over the meeting.

The votes pertaining to any lot may, and, in the case of any lot owner not a natural person or persons, shall, be cast pursuant to a proxy or proxies duly executed by or on behalf of the lot owner, or, incases where the lot owner is more than one person, by or on behalf of the joint owners of the lot. No such proxy shall be revocable except by written notice delivered to the Association by the lot owner or by any joint owners of a lot. Any proxy shall be void if it is not dated or if it purports to be revocable without such notice.

Any vote not rendered in person, by mail or by proxy will be considered and treated as a majority vote. Any item to be voted on by the members must receive a vote of 50% plus one of all eligible votes in order to be considered a consenting vote.

Any member who has not paid his association fees or assessments for a period of more than one year shall forfeit his voting rights and be ineligible to vote until all delinquent fees and/or assessments have been paid.

#### ARTICLE NINE

The annual association fee shall initially be \$\_\_\_\_\_ per lot and shall be voted on by the members. Said fee shall be assessed per lot ownership. Association fees shall be due on January 1<sup>st</sup> of each year, beginning on \_\_\_\_\_. Each member shall pay the annual association fee(s) on or before January 1<sup>st</sup> of each calendar year in order to be current and eligible to vote. The association fee shall be prorated at the closing of each lot purchased.

#### ARTICLE TEN

Every lot owner shall comply with all lawful provisions of the Association bylaws. In

addition, any lot owner and all those entitled to occupy a lot shall comply with any reasonable rules or regulations adopted by the Association pursuant to the lawful provisions of the bylaws of the Association. Any lack of such compliance shall be grounds for an action to recover sums due, for damages or injunctive relief, or for any other remedy available at law or in equity. The Association shall be empowered to impose and assess fines and suspend temporarily voting rights and the right of use of certain of the common areas and services paid for as a common expense in order to enforce such compliance; provided, however, that no such suspension shall deny any lot owner or occupants access to the lot owned or occupied.

#### ARTICLE ELEVEN

The Board shall have the power to alter, amend, or appeal the bylaws or adopt new bylaws, provided that the bylaws at no time shall contain any provision inconsistent with the Georgia Non-Profit Corporation Code or the articles of incorporation.

#### ARTICLE TWELVE

It is understood that in the transaction of its business, the meetings of the Corporation, its board of directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of **Robert's Rules of Order, Newly Revised**.