

ARTICLE ONE OFFICES

1.1 The Board of Directors shall select and designate the registered office of the Corporation, and shall also designate the registered agent of the Corporation.

ARTICLE TWO MEMBERSHIP AND VOTING

2.1 The General Membership of the Corporation shall consist of all individuals having an ownership interest in any lot or lots located in View Point Subdivision in the 1115th Georgia Militia District of Hart County, Georgia, and being that property described in Plat Book 24, Page 459, and Plat Book 2-C, Page 226, in the Office of the Clerk of the Superior Court of Hart County, Georgia.

2.2 At any annual or special meeting of the General Membership of the Corporation, each lot shall be entitled to one (1) vote. If more than one individual owns an interest in the same lot, then they shall combine their vote in order to make one vote for said lot. There shall be no partial or fractional voting. If more than one individual owns an interest in any one lot and those individuals cannot decide as to how to cast their vote, then those individuals owning the majority interest in said lot may cast a vote on behalf of said lot. If, however, a majority of said individuals cannot agree as to how to cast the vote of said lot, then there shall be no vote for that lot during such vote of the General Membership. Any person attempting to exercise the authority granted in a Proxy must own an interest in a lot in the subdivision.

2.3 Votes of a lot may be cast by a proxy and said proxy shall be in substantially the same form as the proxy attached to these By-Laws as Appendix "A".

2.4 Voting for Members of the Board of Directors shall take place by written secret ballott, which ballots shall be counted by a committee appointed by the President of the Corporation.

ARTICLE THREE GENERAL MEMBERSHIP MEETING

3.1 The annual meeting of the General Membership of the Corporation shall be on the Saturday immediately before Memorial Day of each year, with said meeting taking place at View Point Subdivision in the 1115th Georgia Militia District of Hart County, Georgia at such location within the Subdivision as may be designated by the Board of Directors. Notwithstanding any of the above, the first meeting of the General Membership of the Corporation shall take place on Saturday, on the 21st day of August, 1993, at View Point Subdivision. All other annual meetings of the General Membership shall then occur on the Saturday immediately before Memorial Day of each year.

3.2 At any meetings of the General Membership of the Corporation, each lot in the subdivision shall be entitled to cast one (1) vote, either in person or by written proxy as authorized and provided in Article Two hereinabove.

3.3 Special meetings of the General Membership of the Corporation may be called at any time by the President or any three (3) of the members of the Board of Directors of the Corporation upon not less than twenty-one days nor more than thirty days notice, either mailed to the last known address or personally given to the owners of interest in lots in said subdivision. Attendance at such meeting in person or by proxy shall constitute a waiver of notice thereof.

VIEW POINT LOT OWNERS ASSOCIATION  
P.O. BOX 912  
HARTWELL, GA 30643

3.4 Notice of any special meeting of the General Membership shall state the purpose or purposes for which the meeting is called.

3.5 At all meetings of the General Membership of the Corporation, those persons owning an interest in at least one-half of all the lots in the subdivision shall constitute a quorum for the transaction of business, and no resolution or business shall be transacted without the favorable vote of a majority of those persons owning at least fifty percent of the lots in the subdivision at the meeting and entitled to vote. A lesser number may adjourn from day to day. If more than one individual owns an interest in a lot in the subdivision, and all of those persons owning an interest in such lots fail to appear at the meeting, then, unless notice is otherwise given in writing and such notice is received by the Secretary of the Corporation prior to such meeting, it shall be assumed that the individual or individuals owning an interest in said lot, who are present, are authorized to cast a vote on behalf of such lot. If one or more individuals own an interest in more than one lot, then such individuals will have the right to cast a vote as to each lot which they own or have an interest in, it being understood that each lot in the subdivision shall be able to cast only one vote per lot.

3.6 Should the General Membership become deadlocked on any issue or matter, the issue or matter shall be deemed to have been transferred and delegated to the then present and existing Board of Directors for decision, and the General Membership of the Corporation shall be deemed to have ratified such decision made by the Board of Directors.

3.7 For the purposes of giving notice as to the annual meeting, as well as any special meetings of the General Membership of the Corporation, notice of such meeting shall be mailed not less than twenty-one days nor more than thirty days prior to the date of such meeting, and shall be mailed to the individual lot owner as shown on the membership list kept and maintained by the Secretary of the Corporation. It shall be the duty of each lot owner owning a lot or an interest in a lot in the subdivision to keep the Secretary of the Corporation informed as to such lot owner's correct mailing address. The Secretary of the Corporation may require proof of the ownership interest of an individual claiming to own an interest in a lot in the subdivision and if requested by the Secretary, such individual shall supply proof, such as a copy of a deed to the property, in order to prove and establish that such individual does have an interest in a lot in the subdivision. If the address of a lot owner has not been satisfactorily provided to the Secretary, then notice of such meeting shall be mailed to the individual shown on records of the Hart County Tax Commissioner's Office in Hart County, Georgia, as being the individual to whom the real estate tax bill for such lot is to be mailed.

3.8 Should any dispute arise as to which individual or individuals shall be entitled to cast the vote of any lot in the subdivision, such dispute shall be referred to the then existing Board of Directors for a decision, which decision shall be final and for the purpose of any and all votes held at any such meeting.

#### ARTICLE FOUR DIRECTORS

4.1 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.

4.2 The initial Board of Directors shall consist of three members and said initial Board of Directors shall serve until their replacements

are elected at the first regular or annual meeting of the General Membership, at which time the number of the Board of Directors to be elected shall be seven members and thereafter there shall be seven members of the Board of Directors of the Corporation. The number of members of the Board of Directors may be raised or may be changed to no less than three no more than twelve members by a vote of the General Membership at a regular or annual meeting of the General Membership. However, before such vote shall take place, notice that said matter will be voted on must be mailed to the General Membership as provided in Article 3.3 hereof.

4.3 The initial Members of the Board of Directors shall serve until their replacements or successors are elected at the first regular or annual meeting of the General Membership. When the seven Member Board of Directors is elected, they shall serve until the Saturday preceding the following Memorial Day or until their successors have been elected. Thereafter, the Board of Directors shall be re-elected annually at the annual General Membership meeting to be held on the Saturday immediately preceding Memorial Day of each and every year thereafter. If more than seven individuals are nominated by either the Nominating Committee or at the time of the annual meeting as candidates for the office of Director, then each lot shall have seven votes, that is to say one vote for each Member of the Board of Directors, and those seven individuals receiving the highest number of votes shall be elected to the Board of Directors. All resolutions adopted and all business transacted by the Board of Directors of the Corporation shall require the affirmative vote of the majority of the Directors present at the meeting, and a majority of the Directors must be present in order to constitute a quorum to transact any business.

4.4 The Directors may fill the place of any Director which may become vacant prior to the expiration of his term, such appointment by the Directors to continue until the expiration of the term of the Director whose place has become vacant.

4.5 The Directors shall meet annually following the annual meeting of the General Membership. Special meetings of the Directors may be called at any time by the President or by any two Directors, on two days' notice. Notice of any such meeting may be waived by instrument in writing. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Board of Directors shall be held within the State of Georgia at such place as may be determined by the person or persons calling the meeting. Directors may participate in any Board meeting by telephone and any and all Board meetings shall be held at a location where a telephone is available so that conference telephone calls can be arranged for Members of the Board of Directors who are unable to personally be present at a meeting.

4.6 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 a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

4.7 Should the Board of Directors become deadlocked on any issue or matter, the President shall be authorized to act on the matter as he may deem best, and shall be deemed to have so acted on behalf of and with the consent and ratification of the Board of Directors. Nothing in this section shall be construed to prohibit the President from voting on any matter which any other Director would have the right to vote upon.

4.8 All Members of the Board of Directors of the Corporation shall be owners of an interest in at least one or more lots in said View Point

Subdivision. However, in a case where more than one individual owns an interest in a lot, no more than one lot owner of such lot may be a Member of the Board of Directors of the Corporation. (No more than one Member of the Board of Directors per lot shall be eligible to serve on the Board of Directors).

4.9 Should a matter come up for discussion or vote before the Board of Directors, which matter specifically involves a particular lot in which a Member of the Board of Directors has an ownership interest, then such Director shall abstain from voting on said issue. Nothing herein shall, however, prevent the Board of Directors from discussing and voting on issues that may generally affect all lots in the subdivision. If an issue as to a conflict of interest of one or more Directors should arise, then such issue shall be resolved by the majority vote of the Members of the Board of Directors then present and voting.

4.10 Should a Member of the Board of Directors resign, or sell all of his or her interest in any lot in View Point Subdivision so that such Director no longer owns an interest in a lot in the Subdivision, then the Office of such Director shall be declared vacant and said vacancy shall be filled by vote of the Board of Directors as authorized and provided in Section 4.4 of these By-Laws.

4.11 The President of the Corporation shall be a Member of the Board of Directors and shall also preside as Chairman of the Board of Directors at all meetings of the Directors.

#### ARTICLE FIVE OFFICERS

5.1 The Officers of the Corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary and an Assistant Secretary. All Officers are to be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors and each such officer, except the Secretary and Assistant Secretary, shall in fact, be a Member of the Board of Directors of the Corporation. The Board of Directors shall have the power to elect the same person to hold more than one office, except that the Secretary and/or Treasurer shall not be the same person serving as President.

5.2 The President shall be the chief executive officer of the Corporation and shall have general and active management of the operation of the Corporation as authorized and instructed by the Board of Directors of the Corporation. The President shall preside at meetings of the Directors, and shall also preside at meetings of the General Membership. If any lawsuit or legal action be threatened or brought against the Corporation, the President shall have the authority to defend such legal action and shall have authority to employ attorneys to represent the Corporation in defending such action. These powers granted to the President to defend such actions are emergency in nature and may be over-ridden by the Board of Directors.

5.3 The Vice-President shall give the President any necessary assistance in the management of the business affairs of the Corporation; and during the absence or disability of the President, the Vice-President shall serve in the place of the President, with all of the powers conferred by the by-laws on the President.

5.4 The Secretary shall keep the minutes of all meetings of the General Membership and all meetings of the Board of Directors of the Corporation and shall have charge of the minute books, membership records, membership address list, and seal of the Corporation and shall perform such other duties and have such other powers as may from time to time be delegated to the Secretary by the President or the Board of Directors.

5.5 The Assistant Secretary shall give the Secretary any necessary assistance which the Secretary may require, and during the absence or disability of the Secretary, the Assistant Secretary shall perform all of the duties of the Secretary.

5.6 The Treasurer shall have charge of the handling of the financial affairs of the Corporation, such as the payment of bills and debts of the Corporation and the collection of fees, assessments, and maintenance fees to which the Corporation may otherwise be entitled. The Treasurer shall have the power to recommend action concerning the Corporation's financial affairs to the Board of Directors and the Treasurer shall keep proper records and accounts of all funds and financial affairs of the Corporation. The Treasurer shall provide an annual financial report to the General Membership at each annual meeting of the General Membership.

5.7 The President, upon a resolution passed by the majority of the Board of Directors, shall have the power and authority, in the name and behalf of the Corporation, to sign and execute deeds, notes, and all other documents and bind the Corporation to same. Upon the approval of such resolution by the majority vote of the Board of Directors, the Secretary or in the Secretary's absence, the Assistant Secretary shall attest to the signature of the President. If the corporate seal is affixed, the signature of the Secretary or the Assistant Secretary shall also attest the seal. If the President is absent or disabled so as not to perform his duties as President of the Corporation, then the Vice-President shall have the same power and authority granted the President herein for the executing of deeds, notes, and all other documents, and to bind the Corporation to same, upon approval by the majority vote of the Board of Directors of such a resolution authorizing same.

#### ARTICLE SIX SEAL

6.1 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 seal at any time, 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 the Secretary on such documents and other papers as may be directed by law, by these by-laws, or by the Board of Directors.

#### ARTICLE SEVEN AMENDMENT TO BY-LAWS

7.1 These by-laws may be amended at any special or annual meeting of the General Membership of the Corporation, by the affirmative vote of two-thirds of the lot owners present and voting, which voting shall take place in the same manner authorized by Article Three of these By-Laws.

7.2 When a proposal to amend the by-laws is to be brought before a special meeting of the General Membership of the Corporation, the notice to the General Membership shall specifically state and set forth the nature of such amendment to be proposed.

7.3 Amendments to the by-laws may be introduced and voted upon at the annual meeting of the General Membership of the Corporation, which is held on the Saturday immediately preceding Memorial Day.

#### ARTICLE EIGHT REMOVAL OF DIRECTOR OR OFFICER

8.1 Any Director or Officer of the Corporation may be removed from his or her office by a two-thirds vote of the General Membership of the Corporation at the annual General Membership meeting of the Corporation, or at a special meeting of the General Membership called specifically

for such purpose. Any special meeting called for the purpose of voting to remove a Director or an Officer of the Corporation shall specifically set forth those facts in the notice setting and calling the special meeting. A Director or Officer may be removed from office with or without cause.

ARTICLE NINE                      RECORDS

9.1 All records of the Corporation, including the minute book maintained by the Secretary and the financial records and reports of the Treasurer shall be open for inspection by any Members of the Corporation upon reasonable notice of such request made in writing to the individual maintaining said records. Any requests to inspect such records immediately prior to the commencing of any special or annual meeting of the General Membership of the Corporation, or immediately before or immediately after any meeting of the Board of Directors shall be considered reasonable provided said request is made in writing at least five days prior to such meeting.

ARTICLE TEN                      PAYMENT FOR SERVICES

10.1 All Members of the Board of Directors and all Officers of the Corporation shall serve without pay or financial remuneration ~~except that~~ Directors and Officers may be reimbursed for expenses actually incurred by any of them on behalf of the Corporation. Such reimbursement shall, however, be approved by a vote of the Board of Directors.

ARTICLE ELEVEN                  NON-PROFIT ORGANIZATION

11.1 The Corporation is organized under the provisions of the Non-Profit Corporation Code of the State of Georgia and said Corporation shall function and operate in accordance with said code, as well as with all laws of the State of Georgia. If there is any conflict between any of these By-Laws of the Corporation and the Articles of Incorporation of the Corporation, then the provisions of the Articles of Incorporation shall be controlling and shall take precedence over the By-Laws.

ARTICLE TWELVE                  CONDUCT OF MEETINGS

12.1 Roberts Rule of Order shall be controlling as to the conduct of all meetings of the General Membership of the Corporation and the Board of Directors, provided that same is not in conflict with any provisions of the Articles of Incorporation of the Corporation and these By-Laws. Should any dispute arise as to the interpretation of any of same, then the President of the Corporation shall serve as Parliamentarian and shall decide the issues.

PROXY

(I) (We), the undersigned, do hereby authorize \_\_\_\_\_ to vote on all business, resolutions, and all other matters that may properly come before the meeting of the General Membership of View Point Lot Owners Association, Inc. scheduled to take place on the \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_. The undersigned does further certify that (he) (she) (they) (is) (are) the owner(s) of an interest in that lot in View Point Subdivision immediately appearing beside the name of each of the undersigned.

This \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
Name  
Lot No. \_\_\_\_\_

\_\_\_\_\_  
Name  
Lot No. \_\_\_\_\_

\_\_\_\_\_  
Name  
Lot No. \_\_\_\_\_

May 27, 2017

**Proposal to amend the "By-Laws of View Point Lot Owners Association, Inc." at the 2017 General Membership of the Corporation annual meeting.**

In accordance with Article 7.1, the following amendment to the By-Laws of View Point Lot Owners Association, Inc. is proposed:

Eliminate the first sentence of Article 4.8 which states "All Members of the Board of Directors of the Corporation shall be owners of an interest in at least one or more lots in said View Point Subdivision."

Also, eliminate the first word of the second sentence of Article 4.8 which is "However" for syntax.



Memorial Day 5/27/2017 membership meeting View Point

1. Sign in of membership
2. Call to order by Mark Bills
3. Thanks to all volunteers working at the picnic.
4. Also, thanks given for the common area donation and volunteers
5. Treasures Report – Motion to accept by George Charles & 2<sup>nd</sup> by Phil Ellis
6. Open for new business:
  - a) Proposal to amend the “By-Laws of View Point Lot Owners Association, Inc.” at the 2017 General Membership of the Corporation annual meeting.
  - b) In accordance with Article 7.1 the following amendment to the By-Laws of View Point Lot Owners Association, Inc proposed:
  - c) Eliminate the first sentence of Article 4.8 which states “All members of the Board of Directors of the Corporation shall be owners of an interest in at least one or more lots in said Viewpoint Subdivision.”
  - d) Also eliminate the first word of the second sentence of Article 4.8 which is “However” for syntax.
  - e) Add; Only one non-owner may serve as a member of the board at one time.
  - f) Motion made to accept by Jim Nitkowski and 2<sup>nd</sup> by Chris Maner. Approved by significantly more than 2/3 membership.
7. Nominations for Board of Directors and vote. - - - Board voted in consists of Chris Maner, Jim Nitkowski, George Charles, Phil Ellis, Dick Butler, Larry Sartain and Richard Wacker.
8. Motion to adjourn by Mark Bills and 2<sup>nd</sup> by Rick Miller.
9. Grace given by Mike Cheatham