

EXHIBIT B

**BY-LAWS OF  
HOMEOWNERS ASSOCIATION OF  
COVERED BRIDGE, INC.**

**ARTICLE I**

**Name, Location and Applicability**

**Section 1. Name.** The Name of the Association is **HOMEOWNERS ASSOCIATION OF COVERED BRIDGE, INC.** (hereinafter referred to as the "Association").

**Section 2. Principal Office.** The principal office of the Association (until otherwise designated by the Board, as hereinafter defined) shall be located at 100 Covered Bridge Blvd, Guyton, Georgia 31312 but meetings of Directors may be held at any location within the State of Georgia, as may be designated by the Board of Directors.

**Section 3. Registered Office.** The registered office of the Association shall be located at 1575 Hwy 21 South, Springfield, Georgia 31329, or such other offices as the Board of Directors shall select. The initial registered agent shall be Warren E. Ratchford.

**Section 4. Other Offices.** The Association may also have offices at such other places both within and without the State of Georgia as the Board of Directors may from time to time determine or the business of the Association may make appropriate.

**Section 5. Applicability.** These By-Laws, as amended from time to time, are binding on all present or future owners, tenants, residents, and other persons occupying or using the facilities at Covered Bridge Subdivision in any manner. The mere acquisition, rental or act of occupancy of any part of said property subjects said owner, tenant or occupant to these By-Laws, as well as those certain "Protective Covenants for Covered Bridge Subdivision," recorded in Deed Book 1759, Page 389, first amended in Deed Book 2277, Page 144, second amended at Deed Book 2354, Page 162, and corrected in Deed Book 2382, Page 39, of the Office of the Clerk of Superior Court of Effingham County, Georgia (the "Declaration"). All capitalized terms not otherwise defined herein shall have the meaning assigned thereto in the Declaration.

**ARTICLE 2**

**Membership**

**Section 1. Members.** Every Owner shall be a Member of the Association pursuant to the Declaration.

**Section 2. Establishment of Membership.** Membership shall be established by the acquisition of title to a Lot within the Property subject to the Declaration (the "Covered Bridge Subdivision"), whether by conveyance, devise, judicial decree or otherwise. The membership of

any party shall be automatically terminated upon his being divested of all title to such Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots, so long as such party shall retain title to a Lot.

**Section 3. Membership Interest.** The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Articles of Incorporation of the Association.

**Section 4. Membership Rights.** Exercise of membership rights in the Association is contingent upon the payment of all assessments levied by the Association, the obligation of which is imposed upon each Owner of, and becomes a lien upon, the Property against which such assessments are made as provided by the Declaration.

**Section 5. Suspension of Membership Rights.** The membership rights of any Member of the Association may be suspended by action of the Directors during the period when any the assessments remain unpaid pursuant to the terms of the Declaration; but, upon payment of such assessments, his or her rights and privileges shall be automatically restored. The Directors may, in their reasonable discretion, suspend the Membership rights of any Member violating the Declaration or these Bylaws.

### **ARTICLE 3** **Meetings of Members**

**Section 1. Location of Meetings.** All meetings of Members shall be held at such place within Effingham County, Georgia as may be from time to time fixed by the Board of Directors or as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, or at the Association's registered office if not so fixed or stated.

**Section 2. Annual Meetings.** Annual meetings of Members shall be held annually on a date and time determined by the Board of Directors pursuant to the notice required herein and by Georgia law.

**Section 3. Special Meetings.** Unless otherwise prescribed by law, by the Declaration, or by the Articles of Incorporation, special meetings of Members may be called for any purpose or purposes by the Board of Directors, the President of the Association, or by written request to the Board of Directors by Members presently holding fifteen (15%) of the eligible votes in the Association.

**Section 4.     Notice of Meetings.** 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 via U.S. Mail, hand delivery and/or electronic mail, not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

**Section 5.     Business of Meetings.** At an annual meeting of Members, any matter relating to the affairs of the Association, whether or not stated in the notice of meeting, may be brought up for action (unless otherwise provided by law). Unless a majority of the Members of this Association entitled to vote are present and specifically agree thereto in writing, no matter that was not stated in the notice of a special meeting of Members shall be brought up for action at such a special meeting.

**Section 6.     Quorum.** The presence of fifteen (15%) percent of the interests entitled to vote, present in person, shall constitute a quorum at all meetings of Members for the transaction of business except as otherwise provided by law. If a quorum shall not be present, the Members present in person shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such reconvened meeting, any business may be transacted which might have been transacted at the adjourned meeting.

**Section 7.     Majority.** If a quorum is present, the affirmative vote of a majority of the Members entitled to vote and attending the meeting shall be the action of the Members, except that unanimous vote of all Members entitled to vote and represented at the meeting shall be required to approve matters at a special meeting of Members with respect to which matters no notice had been given in the notice of such special meeting.

**Section 8.     Voting.**

(a)     Anything herein to the contrary notwithstanding, all voting contemplated by these Bylaws shall be governed by the Declaration and any reference herein to the voting rights of any Member shall be governed by the relevant provisions of the Declaration.

(b)     To the extent not in conflict with the Declaration the following provisions shall apply. Each Member shall be entitled to one vote per lot on each matter submitted to a vote at a meeting of Members. A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Any proxy must be in writing, signed by the owner (or owners as provided below) and submitted to the President, Secretary or other designated officer prior to the calling of the meeting to order. If any Lot is owned by a corporation, partnership, trustee or other entity or by a group of owners in any form of joint tenancy, the vote allocated to such Lot shall be exercisable by such owner or owners only as provided by the Declaration as amended from time to time. Unless the holder of a valid proxy, a mere lessee of all or any portion of a Lot shall have no right to vote and shall in no respect be deemed a Member of the Association. In all elections for directors, every Member entitled to

vote shall have the right to vote, in person, the number of Lots owned by him for as many persons as there are directors to be elected and for whose election he has the right to vote, but Members may not cumulate their votes.

**Section 9. Action Taken Without a Meeting.** In the Board of Directors' discretion, any action that may be taken by the Members at any annual, regular, or special meeting may be taken without a meeting, including, without limitations amendments to the Declaration or these Bylaws, if the Board of Directors delivers a written consent form or written ballot to every Member entitled to vote on the matter.

(a) Ballot. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

The Board may deliver ballots and consent forms by personal delivery, U.S. Mail, facsimile transmission, e-mail, or other electronic means. Owners shall deliver their vote by signed ballot or consent from by whatever means is specified by the Board.

All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the Board in order to be counted. A written ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by written consent shall be valid only when the number of written consents setting forth the actions taken is received and equals or exceeds the requisite voting power required to pass such action at a meeting held on the date that the last consent is executed. Executed written consents shall be included in the minutes or filed with the Association's records. If an action of the Members is approved by written consent hereunder, the Board of Directors shall issue written notice of such approval to all Members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued; provided, however, if the consent is to an amendment to the Declaration or Bylaws which must be recorded, the effective date shall be no earlier than the date of recording of such amendment.

## **ARTICLE 4**

### **Directors**

**Section 1. Number; Election.** The number of directors shall be no fewer than three (3) nor more than five (5) individuals. Directors must be Members of the Association in good

standing to be eligible for election. If a Director is no longer a Member or becomes more than sixty (60) days delinquent in paying assessments, he or she is automatically removed as a Director without need for further action by the Directors or Members. If an Owner is a corporation or institution, one of its principal officers, directors, managers, or members may serve as a director. The directors shall be elected at the annual meeting of and each director elected shall serve until the next succeeding annual meeting and until its successor shall have been elected and qualified.

**Section 2. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though the remaining directors may constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors present at a meeting even though less than a quorum of the board of directors is present. A director elected to fill a newly created directorship shall serve until the next election of directors by the Members and the election and qualification of his successor.

**Section 3. Powers.** The business and affairs of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not prohibited by law or agreement of a prior Board of the Association, the Declaration, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Members, including, but not limited to, the following:

(a) To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of the Members representing fifteen percent (15%) of the total eligible votes of the Association.

(b) To appoint and remove at pleasure all officers, committees, agents and employees of the Association, prescribe their duties, fix their compensation (if any), and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or director of the Association in any capacity whatsoever.

(c) To establish, levy, assess and collect the assessments or charges referred to in the Declaration.

(d) To adopt and publish rules and regulations governing, among other things, the use of the common areas and personal conduct of Members, their employees and guests on the property submitted to the Declaration.

- (e) To maintain insurance.
- (f) To exercise for the Association all powers, duties and authority vested in or delegated to this Association in the Declaration and Articles of Incorporation or these By Laws, except those reserved to the meeting or to Members in the Declaration, if any.
- (g) To contract for the management of the Covered Bridge Subdivision and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration to have approval by the Board of Directors or Membership of the Association.
- (h) To enforce the provisions of the Declaration, the Articles of Incorporation, these Bylaws of the Association and any rules and regulations governing the use of the Association's Property as the same may be hereafter established.
- (i) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.
- (j) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has or has not been paid. Such certificate shall be conclusive evidence of the matters therein certified.
- (k) To settle grievances, concerns, and potential litigation by the execution of covenants not to sue, hold harmless agreements, or such other agreements as may be necessary to avoid litigation.

**Section 4. Compensation of Directors.** The Members of the Board of Directors shall receive no compensation, except as provided in Section 5 of this Article 4.

**Section 5. Indemnification.** As an inducement to the officers and directors of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or director acting in accordance with these Bylaws and the Declaration, including without limitation all actions taken in connection with the levying, collection and enforcement of assessments. All such indemnification shall be paid upon written request of such officer or director setting forth in reasonable detail the reason for such indemnification, which request shall be given to each of the officers of the Association.

**ARTICLE 5**  
**Meetings of the Board of Directors**

**Section 1. Location of Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the State of Georgia.

**Section 2. First Meeting of New Board.** The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of Members at the place where such annual meeting is held. Such meeting shall be designated as the annual meeting of the board of directors, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. Alternatively, the new Board of Directors may convene at such place and time as shall be fixed by the consent in writing of all its Members.

**Section 3. Regular Meetings.** Regular meetings of the Board of Directors may be held with such frequency and at such time and at such place as shall from time to time be determined by the board. If the Board has so fixed the frequency, time and place of regular meetings, no notice thereof shall be necessary. Otherwise, at least ten (10) days' notice shall be provided to each director in accordance with Article 5.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by any director on three (3) days notice to each director in accordance with Article 5.

**Section 5. Notice of Meetings.** Notice of meetings may be provided by U.S. Mail, hand delivery and/or electronic mail. Notice of a meeting need not be given to any director who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**Section 6. Quorum.** The presence of a majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

**Section 7. Majority.** 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 of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation. Notwithstanding the foregoing, the Board of Directors may take action by telephone or by electronic mail. Casting a vote via

telephone or electronic mail shall be deemed consent to, or waiver of notice of such meeting and a record of such vote shall be entered in the minutes of the Association.

## **ARTICLE 6**

### **Notices**

**Section 1. Required Notices.** Whenever, under the provisions of applicable law, the Articles of Incorporation or these Bylaws, any notice is required to be given to any director or Member, such notice shall be given in writing and delivered either personally or by first class mail, email or facsimile, addressed to such director or Member, at its address as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered three (3) business days after it was deposited in the United States mail with first class postage prepaid. Notices given by other means shall be deemed delivered when received by the addressee.

**Section 2. Waiver of Notice.** Whenever under the provisions of applicable law, the Articles of Incorporation or these Bylaws, any notice is required to be given to any director or Member, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

## **ARTICLE 7**

### **Officers**

**Section 1. Officers; Election; Term.** The Corporation shall be governed by its' officer or officers. The officers of the Association shall be chosen by the Board of Directors and shall, at a minimum, consist of a President, a Secretary and a Treasurer. Any person may hold one or more offices. If the Board of Directors shall fail in any year or years to meet and elect officers, the officers last elected shall continue to hold office. Officers must be (i) a Member of the board of directors and (ii) an owner of a Lot, or a member, shareholder, manager, trustee, or partner of an owner of a Lot.

**Section 2. Additional Offices and Agents.** The Board of Directors may appoint such other officers, including vice presidents, assistant secretaries and assistant treasurers, and agents as it shall deem necessary. Such officers and agents shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.

**Section 3. Salaries.** The officers shall receive no compensation except as provided in Section 5 of Article 4.

**Section 4. Removal; Vacancies.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board at any time with or without cause by the affirmative vote of a majority of the board of directors. Officers and agents otherwise elected or appointed may be removed in accordance with Georgia law. Any vacancy occurring in any office of the Association may be filled by the Board of Directors.

**Section 5. President.** The President shall be the chief executive officer of the Association, shall preside at all meetings of Members and the board of directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the board of directors are carried into effect. He or she shall have the authority and power to execute on behalf of the association bonds, mortgages, notes, contracts, leases and other documents and instruments (whether or not requiring a seal of the Association) except where such documents or instruments are required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Association.

**Section 6. Vice President.** The Vice President, if any, or if there shall be more than one, the Vice Presidents, in the order determined by the board of directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

**Section 7. Secretary and Assistant Secretaries.** The Secretary shall attend all meetings of Members and the Board of Directors and shall record the proceedings of such meetings in books to be kept of that purpose, and shall perform like duties for the committees or directors when required. He or she shall give, or cause to be given, notice of all meetings of Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the board of directors or the President, under whose supervision he shall be. He or she shall have custody of the corporate seal of the Association and he shall have authority to affix it to any instrument requiring it and when so affixed it may be attested by his signature. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the board of directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers (including affixation of the Corporate Seal) of the Secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

**Section 8. Treasurer and Assistant Treasurers.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the board of directors. He or she shall disburse the funds of the Association as may

be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Association. If required by the Board of Directors, he or she shall give the Association a bond in such sum and with surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the Association, in a case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the board of directors shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

## **ARTICLE 8** **Committees**

**Section 1. Committees.** The Board may create and disband committees of board Members and/or Members for any reason. Any such committees created shall advise the board on matters pertaining to the purpose for which any committee is created and appointed, have the powers authorized by the board and shall serve at the pleasure of the board.

## **ARTICLE 9** **General Provisions**

**Section 1. Checks.** All checks, drafts, demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 2. Fiscal Year.** The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

**Section 3. Seal.** The Association shall have a corporate seal which shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal - Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Board of Directors may from time to time authorize any other officers to affix the seal of the Association and to attest to such affixation by his signature.

**Section 4. Books and Records.** The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Members, Board of Directors, and committees of directors as required by Georgia Law.

**Section 5. Bylaw Amendments.** These Bylaws may be altered, amended, or replaced or new Bylaws may be adopted by a vote of the majority of the total eligible votes of the Association.

**Section 6. Conflict.** In the event of any conflict between these Bylaws and the following, the controlling language shall be found in the laws of the State of Georgia, the Declaration, the Articles of Incorporation, and then the Bylaws, in the order listed.