

**BYLAWS OF
THE PINE GROVE NEIGHBORHOODS, INC.**

**ARTICLE 1
Name and Location**

Section 1. Name. The name of the Association is THE PINE GROVE NEIGHBORHOODS, 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 of the Association and the Board of Directors may be held at such place 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 Bylaws, 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, Condition and Restrictions for Wellington and Deerfield Estates, Part III Subdivision and The Pine Grove Neighborhoods, Inc. (hereinafter called the "Declaration"). Statutory reference shall be construed as meaning the reference statute or portion thereof as the same may exist from time to time.

The Board of Directors is hereinafter referred to in this document as the "Board". Officers of the Association are hereinafter referred to in this document as "Board Officers" or "Officers"

**ARTICLE 3
Membership and Voting Rights**

Section 1. Membership. Each of the homeowners, as described below, shall automatically be a member of the Association, which membership shall continue during the period of ownership by such unit owner. Homeowners of the following homes are members of the Association:

1. The Wellington at Pine Grove subdivision
2. The fifteen homes in the Deerfield Estates subdivision located on:
 - Briar Patch Lane South of its intersection with Parkview Drive
 - Twin Leaf Court

Section 2. Voting Rights. The Association shall have one class of voting membership which shall consist of all home owners. Such owners shall be entitled to exercise voting rights as provided in the Georgia Association Act, the Declaration and as described herein Each home in the Association shall be allocated one vote. When a home is owned by other than one or more natural persons, the person entitled to cast the vote for such unit shall be designated by a certificate signed by the record owner of such home and filed with the Secretary. Each such certificate shall be valid until revoked, superseded by a subsequent certificate or a change occurs in the ownership of such home. When a home is owned by more than one natural person, they may, without being required to do so, designate the person entitled to cast the vote for such home as provided above. In the event they do not designate such a person, the following provision shall apply:

- (a) If only one is present at a meeting, the person present shall be counted for purposes of a quorum and may cast the vote for the home, just as though he owned it individually, and without establishing the concurrence of the absent person or persons.
- (b) If more than one of such owners, whether or not all of them, are present at a meeting and concur, any one of the owners may cast the vote for the owners.
- (c) If more than one of such owners, whether or not all of them, are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

The votes of the home owners shall be cast under such rules and procedures as may be prescribed in the Declaration or in these Bylaws, as amended from time to time or by law.

Section 3. Suspension of Voting Rights. During any period in which a home owner may be in default in payment of any Assessment, the voting rights of such home owner may be suspended by the Board until such assessment has been paid. Such rights of a home owner may also be suspended for violation of any rules and regulations established by the Board.

ARTICLE 4

Meetings of Home Owners

Section 1. Annual Meetings. The first annual meeting of the homeowners held after the ratification of these Bylaws shall be held on the second Thursday of November following the ratification of the Bylaws. Subsequent meetings shall be held each year on the second Thursday in November.

Section 2. Special Meetings. Special meetings of the home owners may be called at any time by the President or by a majority vote of the Board Officers, 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. Notice of each meeting of the homeowners 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, sent electronically, 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 home owners and/or proxies entitled to cast more than one-fourth 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 home owners and/or proxies entitled to cast a majority of the votes shall have the power to adjourn and reschedule the meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Proxies. Subject to the provision of Article 3, Section 2, hereof, at all meetings of the home owners, each home 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 home owner of his home 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) Report of Board Officers
- (e) Reports of committees
- (f) Election of new Board Officers (every two years)
- (g) Unfinished business
- (h) New business

Section 7. Decisions of Home Owners. Unless otherwise expressly provided in the Georgia Association Act, the Declaration or these Bylaws, a majority of the votes cast on any particular issue shall be necessary to adopt decisions at any meeting of the home owners. Any increase in the amount of the annual dues shall require a majority vote of homeowners representing a quorum as defined in Article 4, Section 4 above, at a Regular or Specially called meeting of the Association. When the Georgia Association Act, the Declaration, or these Bylaws 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.

Section 8. Conduct of Homeowner Meetings. The President, or other Board Officer in the absence of the President, shall preside over all meetings of the home owners and the Secretary shall keep the minutes of the meetings.. The latest edition of Roberts Rules of Order shall govern the conduct of all meetings of the home owners when not in conflict with Georgia Association Act, the Declaration or these Bylaws.

ARTICLE 5 Board Officers

Section 1. Number and Qualifications. The Board shall be composed of five persons who shall also be the Board Officers of the Association. Each such person shall be a member of the Association. The Board Officers shall be:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Member at Large

The Board Officers may appoint an assistant treasurer, an assistant secretary, and such other officers as they deem necessary. The positions of Secretary and Treasurer may be held by the same individual and in this situation a second "At Large" Board Officer shall be elected.

Section 2. Election and Term of Office. The Secretary shall solicit nominations for new Board Officers from the members by October 1 of each election year. The slate of Candidates shall be forwarded by the Secretary to the Board by October 30 The Board shall distribute the slate of proposed Board Officers, together with Proxy forms, to all members no later than seven days prior to the November Annual Meeting. At the Annual Meeting additional nominations may be made from the floor and new Board Officers shall be elected. Persons receiving the largest number of votes at any election of Board Officers shall be elected whether or not such numbers constitutes a majority of the votes cast. Cumulative voting shall not be permitted.

The Board Officers thus elected shall take office on March 1 of the year following the November annual meeting at which they were elected and serve in that office for two years. The incoming Board Officers shall begin attending Board meetings with the outgoing Board starting in the January before the new Board takes office. This is to ensure as smooth a transition between the outgoing and incoming board as is practicable. Board Officers may be re-elected to subsequent terms in the same Board Office or another Board Office. Except in the case of death, resignation or removal, each Board Officer elected by the members shall serve until the annual meeting at which his term expires and until his successor has been duly elected and qualified.

Section 3. Removal; Vacancies. Any Board Officer may be removed from the Board, with or without cause, by a majority vote of the home owners entitled to elect such Officer.

Any Board Officer may be removed from the Board, with or without cause, by a majority vote of the Board Officers and his successor may be elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

In the event of death or resignation of a Board Officer, his successor may be elected at any regular or special meeting of the Board called for such purpose, or at a regular or special meeting of the Association called for such purpose.

Any such successor shall serve for the unexpired term of his predecessor.

Section 4. President. The President shall be the chief executive of the Association. When present, he shall preside at all meetings of the home owners and of the Board. In his/her absence another Board Officer shall preside over the meeting. He/she 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 5. Vice President. The Vice President shall take the place of President and perform his/her 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 Officers shall appoint some other member of the Board 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 or by the President.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of home owners and of the Board and shall have charge of such books and papers as the Board may direct. The Secretary shall, in general, perform all 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.

Section 7. 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/she 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, and he/she 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/her by the Board.

Section 8. Member at Large. The Member at large shall perform duties as from time to time may be assigned by the Board.

Section 9. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined by the Board but shall be held at least quarterly.. Notice of the time and place of regular meetings shall be given to every Board Officer electronically, by mail or by telephone at least three days prior to the date of such meeting.

Section 10. Special Meetings. Special meetings of the Board may be called by the President on two days notice to every Board Officer given electronically, by mail or by 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 written request of Board Officers entitled to cast at least three votes at such meetings. Special Meetings may be held either in person or via electronic media.

Section 11. Waiver of Notice; Action without Meeting. Whenever notice of a meeting of the Board is required to be given under any provision of these Bylaws, a written waiver thereof, executed by an Officer before or after the meeting and filed with the Secretary, shall be deemed equivalent to notice to the Officer executing the same. Attendance at a meeting by the Officer shall constitute a waiver of notice of such meeting by the Officer if such Officer 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 need be specified in any written waiver or notice. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting provided that all Board Officers consent to the action in writing or electronically and the consents are filed with the records of the proceedings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

Section 12. Voting; Quorum of the Board Officers. At all meetings of the Board each Officer shall be entitled to cast one vote. The attendance in person of Officers representing at least three of the votes of the Board shall be a Quorum at any Board meetings and a majority of the votes present and voting shall bind the Board and the Association as to any matter within the powers and duties of the Board.

Section 13. Powers and Duties. The Board 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 by the home owners. In exercising its powers and duties, the Board 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 maintenance, use and occupancy. Such powers and duties of the Board shall be exercised in accordance with and subject to all provision of the Georgia Association Act, the Declaration and these Bylaws 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 home owners
- (d) Adopt and amend rules and regulations covering the details of the operation and use of the Association
- (e) Adopt and amend rules for occasional use of the facilities by members and non-members of the Association for private events
- (f) Adopt and amend rules for non-members of the Association to use the facilities on an annual basis.
- (g) Open bank accounts on behalf of the Association and designate the signatories required therefore
- (h) Enforce by any legal or equitable remedies 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 may deem proper in the circumstances, counting each day a violation after notice from the Board as a separate violation. If any owner fails to pay a fine within ten days after notification thereof, the Board may levy, as Assessments, additional fines to enforce payment of the initial fine.
- (i) 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 provision of the Georgia Association Act, the Declaration or these Bylaws

- (j) Take all other actions the Board deems necessary or proper for the sound management of the Association and fulfillment of the terms and provision of the Georgia Association Act, the Declaration and these Bylaws.

Section 14. Compensation. Unless otherwise expressly provided by the Board, 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 6

Officers: General Provisions

Section 1. Contracts with Interested Parties. No contract or transaction between the Association and one or more of its Board Officers, or between the Association and any other entity in which one or more of the Board Officers 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 Board Officer is present at or participates in the meeting of the Board which authorized the contract or transaction, 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 and the Board 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 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 or the home owners. Interested Board Officers may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

Section 2. Indemnification. Pursuant to the provisions of Section 12.08 of the Declaration, The Association shall indemnify the Board and the Board Officers to the extent provided in and subject to the limitation of the Declaration.

ARTICLE 7

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 home owner, any institution holder of a first mortgage on a home, and their respective agents and attorneys, for any proper purpose at any reasonable time

Section 2. Procedures and Practices Document, The Board shall draw up a document providing for the Procedures and Practices to be followed in managing the operational and financial affairs of the Association. This document will be effective when approved by a majority of the Board and may be amended or changed by a majority of the Board. All activities of the Association will be conducted in accordance with this document and the Bylaws. The Procedures and Practices document will be available for review by any member of the Association upon request.

ARTICLE 8 Amendments

Section 1. Amendments. These Bylaws may be amended by the members of the Association casting their votes in person or by proxy at a meeting duly called for such purpose. , Electronic, mailed or written notice of such meeting shall be delivered or sent to all home 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. When considering amendments to the Bylaws a “super quorum” of fifty percent (50%) of the homeowners must vote in person or by proxy. A majority of the votes cast must be in favor of the amendment for it to become effective.

In lieu of a called meeting, the Bylaws may be amended by an instrument duly executed by members of the Association having at least two-thirds (2/3) of the entire voting interest of all home owners.

Amendments to these bylaws 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 Board. Each amendment shall be effective when adopted or at such later date as may be specified therein.

ARTICLE 9 Miscellaneous

Section 1. Conflicts. In the event of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 2. Association Seal. The Association shall have a seal in circular form having within its circumference the words: THE PINE GROVE NEIGHBORHOODS, INC.

Section 3. Fiscal Year. The fiscal year of the Association shall begin on the first day of March of each year and end on last day of February of the subsequent year.