

**BY-LAWS
OF
ARROWHEAD VALLEY RV PARK HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is *ARROWHEAD VALLEY RV PARK HOMEOWNERS ASSOCIATION, INC.*

The principal office of the corporation is located at 180 Apache Bend, Blairsville, Georgia 30512, but the Association may have other office or offices at such other place or places as the Board of Directors may from time to time designate or as the business of the Association may require. Meetings of Members and Directors may be held at such places as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

2.1 “Association” shall mean and refer to the Arrowhead Valley RV Park Homeowners Association, Inc., a Georgia nonprofit corporation, its successors and assigns.

2.2 “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the owners.

2.3 “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Arrowhead Valley RV Park applicable to the Properties recorded in the County Clerk’s Office, Union County, Georgia.

2.4 “Lot” shall mean and refer to any of the 100 plots of land shown upon the recorded plat of Arrowhead Valley RV Park not including the common area.

2.5 “Member” shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

2.6 “Owner” shall mean and refer to the record owners, whether one or more persons or entities of the fee simple title to any Lot which is part of Arrowhead Valley RV Park, but excluding in all cases those having such interest merely as security for the performance of an obligation.

2.7 “Quorum” Minimum number of members required.

ARTICLE III MEETING OF MEMBERS

3.1 Annual Meeting. There shall be an annual meeting of the Members in each calendar year. The date of the annual meeting shall be determined by the Board of Directors. The annual meeting shall be held at the principal office of the Association. The Board of Directors may change the place of meeting provided that any such change shall be stated in the notice of the annual meeting.

The order of business at the annual meeting of Members shall be as follows:

- (1) Call meeting to order.
- (2) Proof of notice of meeting. (copy of meeting notice posted at pavilion)
- (3) Reading of minutes of last previous annual meeting.
- (4) Reports of Officers.
- (5) Reports of Committees.
- (6) Election process of new Directors by collecting ballots from owners in person or via proxy vote as described in the covenants.
- (7) Miscellaneous business as may come or be properly brought before the meeting.

3.2 Special Meetings. Special meetings of Members for any purpose or purposes may be called by the President, or by a majority of the Board of Directors, or shall be called by the President upon written request from members who are entitled to vote. There must be at least 25 members who are entitled to vote to call a member requested special meeting. The members requesting a special meeting must do so in the form of a letter, or email, addressed to the Board of Directors.

3.3 Notice of Meetings. Written notice of all meetings must be mailed, or emailed to each Member of record. Notice of any meeting shall be deemed satisfactorily given, if delivered in person to any Member of record or if mailed or emailed to such Member not less than ten (10) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in any United States Post Office with postage prepaid addressed to the Member's last known mailing address. If emailed, such notice shall be deemed to be delivered when the email has a sent time and date from the sender. The Member is responsible for providing the Association with notice of any change of phone number, mailing address, or email address. Any mailing address or email address that is incorrect due to the Board of Directors not being notified of any changes, will relieve the Board of Directors of providing a meeting notice to that owner. Notice of any meeting shall be posted in a conspicuous place on the property for at least ten (10) days prior to the meeting. Typically, this notice will be posted at the pavilion. Notice of any special meeting shall state the purpose for which the meeting is called.

3.4 Quorum. A quorum at meetings of the Members shall be attained by the presence, either in person or by proxy, of persons entitled to cast at least one-third (1/3) of the votes of the entire membership.

3.5 Vote Required. The acts approved by the majority of the votes cast at a duly called meeting of the Members at which a quorum has been attained, shall be binding upon all lot owners for all purposes, except where a greater or different number of votes is expressly required by law or by any provision of Association documents.

3.6 Proxy Voting. To the extent lawful, any person entitled to attend and vote at a Members meeting may establish his presence and cast his vote by a limited proxy. A proxy shall be valid only for the specific meeting for which it was originally given and any lawful adjournment of that meeting, and no proxy is valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at the pleasure of the person executing it. A copy of the proxy form to be used for proxy voting can be obtained by downloading from the Arrowhead Valley RV Park website Owner's document section. To be valid, a proxy must use this form, must be dated, and must be signed by the person authorized to cast the vote for the unit. The proxy form must specify the date, time and place of the meeting for which it is given, and the original must be delivered to the Secretary by the appointed time of the meeting or adjournment thereof. No proxy shall be valid if it names more than one person as the holder of the proxy.

3.7 Voting of Members. Each Member with voting power shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote of such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. All votes will be cast using paper ballots, and paper proxy forms.

3.8 Minutes. Minutes of all meetings of Members and of the Board of Directors shall be kept in a businesslike manner, in a secure location.

ARTICLE IV BOARD OF DIRECTORS

4.1 Board of Directors. The administration of the affairs of the Association shall be by a Board of Directors. All powers and duties granted to the Association by law, as modified and explained in the Declaration, Articles of Incorporation, and these By-Laws, shall be exercised by the Board, subject to approval or consent of the lot owners only when such is specifically required.

4.2 Number and Terms of Service. The number of Directors which shall initially constitute the whole Board of Directors shall be seven (7). Directors shall be elected by the Members as described in Section 4.3 below, or in the case of a vacancy, as provided in Section 4.4 below. The terms of the Directors shall be staggered two (2) year terms with three (3) elected one year and four (4) the following year.

4.3 Nomination and Elections. On the day of each annual meeting the Members shall elect by written ballot as many Directors as there are regular terms of Directors expiring plus two (2) alternates. Notice of each annual election shall be given to all owners at least sixty (60) days in advance.

Any person eligible to serve as a Director who wishes to qualify as a candidate must notify the Association in writing, by mail, or email, of his desire to be a candidate at least forty (40) days prior to the annual election. The Association shall mail, email or deliver a second notice of the election, together with a ballot, which shall list all candidates in alphabetical order by surname once all qualified candidates have been identified.

Ballots can be downloaded from the HOA's website, printed and cast at the annual membership meeting. Paper ballots will be provided to all owners that are in attendance that have not provided their own ballot. Directors shall be elected by a plurality of the votes cast. In the election of Directors, there

shall be appurtenant to each unit as many votes for Directors as there are Directors to be elected, but no unit may cast more than one vote for any candidate.

4.4 Vacancies on the Board. If the office of any Director becomes vacant for any reason, the first alternate will be the replacement. The second vacancy will be replaced by the second alternate. If a third vacancy occurs, a majority of the remaining Directors, though less than a quorum, shall promptly choose a successor. If for any reason, there shall arise circumstances in which no Directors are serving and the entire Board is vacant, the Members shall elect successors by written ballot in the same manner as provided generally for regular annual elections, except that the election need not take place on the date of the annual meeting.

4.5 Removal of Directors. Any or all Directors may be removed with or without cause by a majority vote of the entire membership, (50 +1 vote) either by a written petition, or at any meeting called for that purpose.

4.6 Organizational Meeting. The organizational meeting of a new Board of Directors shall be held within ten (10) days after the election. The organizational meeting may occur immediately following the election, in which case notice of the organizational meeting may be provided by the existing Board.

4.7 Compensation. No Director shall receive compensation for their services as such. Directors may be reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.

ARTICLE V OFFICERS OF THE ASSOCIATION

5.1 Officers and Elections. The executive officers of the Association shall be a President, and a Vice-President, a Treasurer and a Secretary, all of whom must be Directors and shall be elected annually by the Board of Directors. Any officer may be removed with or without cause by vote of a majority of all Directors at any meeting. Any person may hold two or more offices. The Board may, from time to time, appoint such other officers, and designate their powers and duties, as the Board shall find to be required to manage the affairs of the Association. If the Board so determines, there may be more than one Vice-President and there may be assistant secretaries and treasurers. These assistant positions may be filled by “alternate” board members if the Board determines it to be necessary.

5.2 President. The President shall be the chief executive officer of the Association; The President shall preside at all meetings of the Members and Directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute bonds, mortgages and other contracts requiring seal of the Association, except where such are permitted by law to be otherwise signed and executed, and the power to execute is delegated by the Board of Directors to some other officer or agent of the Association.

5.3 Vice-Presidents. The Vice-Presidents in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and they shall perform such other duties as the Board of Directors shall assign.

5.4 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and shall cause all votes and the minutes of all proceedings to be recorded in a book or books to be kept for the purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the same to any instrument requiring it. The Secretary shall be responsible for the proper recording of all duly adopted amendments to the Association documents. Any of the foregoing duties may be performed by an Assistant Secretary if one has been designated.

5.5 Treasurer. The Treasurer shall be responsible for Association funds and securities, the keeping of full and accurate amounts of receipts and disbursements in books belonging to the Association, and the deposit of 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. The Treasurer shall oversee the disbursement of the funds of the Association, keeping proper vouchers for such disbursements, and shall render to the President and Directors, at the meetings of the Board, or whenever they may require it, an accounting of all transactions and of the financial condition of the Association. Any of the foregoing duties may be performed by an Assistant Treasurer if any has been designated.

ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 Powers.

The Board of Directors shall have the power to:

- (a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof;
- (b) suspend the voting rights and the right to use the facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association;
- (c) levy reasonable fines against Owners who commit violations of the By-Laws, Declaration of Covenants, or rules and regulations of the Association, or condone such violations by their family members, guests or lessees;
- (d) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (e) declare the office of a member of the Board of Directors to be vacant in the event such member shall not be able to perform the duties of a Director; and
- (f) employ a manager, independent contractor, or such other employees as they deem necessary, and prescribe their duties.

6.2 Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by a minimum 25 members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) as more fully provided in the Declaration, to:
 - 1. fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 3. file a lien against any property for which assessments are not paid (60) days after due date or to bring action at law against the Owner personally obligated to pay same;
- (d) procure and maintain adequate liability and hazard insurance on the property owned by the Association;
- (e) cause the Common Areas to be maintained; and
- (f) manage the affairs of the Association.

ARTICLE VII ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments. Any assessments which are not paid when due shall be considered delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear a late fee from the date of delinquency at the maximum rate allowed by law. All such assessments, together with interest, costs and reasonable attorney's fees shall be a charge on the land and shall be a continuing lien upon the lot against which each assessment is made regardless of conveyance thereof. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of this Lot.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Roberts' Rules of Order (latest edition) shall guide the conduct of the Association meeting when not in conflict with the law, with the Declaration, or with these By-laws. The presiding officer may appoint a Parliamentarian whose decision on questions of parliamentary procedure shall be final. Any question or point of order not raised at the meeting to which it relates shall be deemed waived.

ARTICLE IX CORPORATE SEAL

The seal of the Association shall be inscribed with the name of the Association. The seal may be used by causing it, or a facsimile of it, to be impressed, affixed, reproduced or otherwise placed upon any document or writing of the corporation where a seal may be required.

ARTICLE X COMMITTEES

The Board may appoint such committees as it deems appropriate to perform such tasks and to serve for such periods as the Board may designate. Each committee shall operate in accordance with the terms of such resolution. No committee appointed by the Board shall be empowered to take any affirmative action without consent of the Board.

ARTICLE XI BOOKS AND RECORDS

The books, records, and papers of the Association shall be kept for seven (7) years unless specified by law for a longer duration and shall be, during reasonable business times, be subject to inspection by all Members. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Members and copies may be purchased at a reasonable cost.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by the affirmative vote of a majority of the Members at an annual meeting of the Members or at any special meeting of the Members. In the notice of such meeting the proposed Amendment or new By-Law shall be set forth verbatim. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XIII MISCELLANEOUS

- A. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year.
- B. All checks or demands for money and notes of the Association shall be signed by the President and Treasurer or by such other officer(s) or person(s) as the Board of Directors may from time to time designate. Checks over the amount of \$200.00 must be signed by at least two (2) board members.

Attest: ARROWHEAD VALLEY RV PARK HOMEOWNERS ASSOCIATION, INC.

(SEAL)

Sandi Davison

Gardner Smith, its President and duly authorized agent

I, Sandi Davison, the duly elected, qualified and acting Secretary of Arrowhead Valley RV Park Homeowners Association, Inc., Do hereby certify that the foregoing By-Laws were duly adopted by the Members of said Association at its meeting on the 29th day of May, 2021.

Sandi Davison

date