

## **AMENDMENT TO THE BY-LAWS OF ADAMS CROSSING HOMEOWNERS ASSOCIATION, INC.**

This Amendment is made and entered into by Adams Crossing Homeowners Association, Inc. (the "Association").

WHEREAS, the Association desires to amend certain provisions of the By-Laws; and  
WHEREAS, pursuant to Article VII, Section 5, the By-Laws may be amended by the Lot Owners of the Association at any regular or special meeting duly called for such purpose upon the affirmative vote of a majority of the votes of Lot Owners represented at such meeting, provided that a quorum for the meeting is first obtained; and  
WHEREAS, a meeting was called on October 18, 2003 for, among other things, the purpose of voting on an amendment to the By-Laws; and  
WHEREAS, a quorum of Lot Owners was obtained at such meeting; and  
WHEREAS, the required approval of a majority of the Lot Owners represented at such meeting was obtained; and  
WHEREAS, the signatures of the President and the Secretary of the Association are affixed hereto, which state unequivocally that the agreement of the required majority was lawfully obtained;

NOW THEREFORE, the By-Laws are hereby amended as follows:

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**1. In Article II, Section 4, the third sentence is corrected to indicate the correct reference to Section 4 of Article VI of the By-Laws for the procedures for giving notice of a meeting.**

**2. In Article II, Section 6, the first sentence is amended to read as follows:**

At all membership meetings, annual or special, a quorum shall be deemed to be present throughout the meeting until adjourned if Lot Owners entitled to cast more than twenty-five percent (25%) of the total eligible votes of the Association are present in person or by proxy at the beginning of such meeting.

**3. Article II, Section 8 is amended to read as follows:**

Section 8. Voting. Voting by the membership shall be as provided in said Declaration and as herein provided. Each Lot Owner shall have one vote. Any vote duly called at a meeting of the membership may be by voice vote or ballot; provided, however, that all votes at a meeting of the membership must be by ballot upon demand made by a member prior to the commencement of voting. During any period in which the Owner of a Lot shall be in default in the payment of any annual or special assessment or other charge or fee levied by the Association, after at least ten (10) days' prior written notice to such Owner of such default, the voting rights of such Unit may be suspended by the Board of Directors until such assessment or charge has been paid. Such rights may also be suspended for a reasonable period for a violation of any provisions of the Declaration, these By-Laws or any of the published rules and regulations of the Association.

**4. Article II is further amended to add the following new Section 10, Action by the Association Without a Meeting:**

Section 10. Action by the Association Without a Meeting. In the discretion of the Board, any action that may be taken at any annual or special meeting of the members may be taken without a meeting if the Association delivers a written consent form or ballot to every member entitled to vote on the matter. A written ballot shall: (1) set forth each proposed action and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant hereto shall be valid only when (a) the number of votes cast by written ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) 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. 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 Association in order to be counted. A written ballot may not be revoked. The Association shall maintain such ballots in its file for a period of at least three (3) years.

In cases where a written consent form is appropriate, the written consent form shall be delivered to each Owner entitled to vote on the proposed action. The consent form shall set forth the proposed action. Approval of the membership by written consent shall be valid when the requisite number of written consents signed by Lot Owners is received by the Association.

**5. Article VI, Section 4 is amended to read as follows:**

Section 4. Notices by Association. Whenever any notice by the Association to a member is required or permitted under these By-Laws, such notice shall be given by personally delivering the same to any individual designated by such Lot Owner to the Secretary of the Association, or by mailing a copy thereof by United States Mail, postage prepaid, to the last known place of residence or to such other address as may be furnished by such member to the Secretary of the Association. Notice shall be considered given when personally delivered to any such designated individual or when deposited in the United States Mail, as the case may be.

**6. Article VII, Section 5 is amended to read as follows:**

Section 5. Amendment. These By-Laws may be amended with the consent of fifty-one percent (51%) of the eligible votes in the Association by written consent or affirmative vote of the Lot Owners at any regular or special meeting of the Association duly called for that purpose. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by said Declaration or by Georgia law may not be amended, repealed or altered except as provided in said Declaration or by applicable law. Provided, further, any provision in these By-Laws or said Declaration to the contrary notwithstanding, written notice of any meeting being called for the purpose of amending these By-Laws shall be sent, upon written request therefore, to the holders of any and all first mortgages affecting any of the Lots included in the Development. No amendment to these By-Laws shall alter, modify, change or rescind any right, title, interest or privilege herein granted or accorded to the holder of any mortgage affecting any Lot or the Common Property unless such holder shall consent in writing thereto.

**7. Article VI is further amended to add the following new Section 6, Fining and Suspension Procedures:**

Section 6. Fining and Suspension Procedures. Except with respect to the failure of an Owner to pay assessments, the Board shall not impose a fine, suspend voting rights, or infringe upon or suspend any other rights of an Owner or other Occupant of a Lot for violations of the Declaration, the By-Laws, or any rules, regulations or standards of the Association, unless and until the following procedure is followed:

- (a) Demand. Written demand to cease and desist the alleged violation shall be served upon the Owner of the Lot responsible for such violation or where such violation exists specifying:
  - (i) The alleged violation;
  - (ii) The action required to abate the violation;
  - (iii) A time period of not less than thirty (30) days from the date of such demand during which the violation may be abated without further sanction, if such violation is a continuing one, or if the violation is not a continuing one, a statement that any further violation of the same provision of this Declaration, the By-Laws, the rules, regulations or standards of the Association may result in the imposition of sanctions without further notice;
  - (iv) The proposed sanction to be imposed; and
  - (v) A statement that the proposed sanction shall become effective automatically if the violation continues past the period allowed in the demand for abatement without penalty or if the same violation subsequently occurs.

(b) Notice of Sanction. Within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty or if the same rule is subsequently violated, the Board may, upon notice, impose a fine or suspend voting rights or the rights to use the Common Areas and recreational facilities. Any such fine or other sanction shall be effective or commence upon the sending of such notice or such later date as may be set forth in such notice, notwithstanding the violator's right to request a hearing before the Board to challenge such fine under subsection (c) below. In the event of a continuing violation, each day the violation continues or occurs again constitutes a separate offense, and fines may be imposed on a per diem basis without further notice to the violator. The notice shall state:

- (i) The nature of the alleged violation;
- (ii) The sanction imposed;
- (iii) That the alleged violator may, within ten (10) days from the date of the notice, request a hearing to contest the violation or the sanction imposed;
- (iv) That, if a hearing is requested, the alleged violator may produce statements, evidence, and witnesses on his behalf at the hearing; and
- (v) That all rights to challenge the alleged violation or the sanction or to have the sanction reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

(c) Hearing. If a request for a hearing is received from the violator within ten (10) days of the date of the violation notice provided above, then the Board shall schedule a hearing and send notice to the violator of the time, date and location of the hearing. The hearing shall be held before the Board in executive session, and the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the

results of the hearing. The Board may establish rules of conduct for such hearing, which may include limits on time and on the number of participants who may be present at one time.

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**IN WITNESS WHEREOF**, the undersigned officers of Adams Crossing Homeowners Association, Inc. hereby certify that the above Amendment to the By-Laws was duly adopted by the required majority of the Association and its membership.

Signed:

President: Jeff Burris

Secretary: Jean Morrill

[Corporate Seal]