

**BY-LAWS OF
PHOENIX CROSSING HOMEOWNERS' ASSOCIATION, INC.
(A Corporation Not for Profit)**

ARTICLE I. Identity

The following By-Laws shall govern the operation of Phoenix Crossing Homeowners' Association, Inc., (a Corporation Not for Profit), (hereinafter the "Corporation".) and shall supersede all previously recorded By-Laws for the Corporation. The Corporation is an incorporated non-profit association, organized and existing pursuant to Georgia Law.

Section 1. The office of the Corporation shall be at 159 Garrett Drive, Eatonton, Georgia, 31024 or at other such place as may be subsequently designated by the Board of Directors of the Corporation.

ARTICLE II. Purposes and Powers

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The purpose and powers of the Corporation are to manage the real property and improvements in the subdivision known as Phoenix Crossing in Putnam County, Georgia.

ARTICLE III. Membership and Voting Provisions

Section 1. Membership. Members shall be all owners of real property in Phoenix Crossing Subdivision, and shall be entitled to one (1) vote for each Phoenix Crossing lot owned. When more than one (1) person holds the required interest in any Phoenix Crossing lot, all such persons shall be members. The vote for such Phoenix Crossing lot shall be exercised as such persons determine but in no event shall more than one (1) vote be cast with respect to each Phoenix Crossing lot.

Section 2. Voting. The number of votes each member is entitled to cast at any meeting of the membership are set forth in the Declaration of Covenants and Restrictions for Phoenix Crossing as recorded in Putnam County, Georgia real estate records.

Section 3. Votes. A majority of the total votes cast shall decide any question, unless the By-Laws or Articles of Incorporation provide otherwise, in which event the voting percentages required in the By-Laws or Articles of Incorporation shall control. (The term "majority" of the votes shall mean 51% of the total votes cast.)

Section 4. Quorum. There shall be no quorum requirements for meetings of the membership.

Section 5. Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary of the Board of Directors prior to the meeting in which they are to be used. Proxies shall be valid only for the meeting designated therein.

ARTICLE IV. Meeting of the Membership

Section 1. Time. The annual members meeting shall be held at 2:00 p.m. of the first Saturday of November of each year for the purpose of electing Directors, establishing a budget, and transacting any other business authorized to be transacted by the members. Special meetings shall be held on the date and at the time stated in the notice thereof.

Section 2. Place. All meetings of the membership shall be held at a location convenient to the members at such place and at such time as shall be designated by the Board of Directors of the Corporation and stated in the notice of the meeting.

Section 3. Notices. It shall be the duty of the Secretary to deliver a notice of each annual or special meeting, stating the time and place thereof, to each member at least five (5) days but not more than sixty (60) days prior to such meeting. Notice of any special meeting shall state the purpose thereof. All notices shall be served to the email address of the member as it appears on the books of the Corporation, and posted on the website of the Corporation (www.phoenixcrossingga.com).

Section 4. Special Meetings. Special meetings of the members for any purpose may be called by the President, and must be called at the request, of a majority of the Board of Directors, or at the request, in writing, of 20% of all members. The request shall state the purpose of the proposed meeting. Business transacted at all such meetings shall be confined to the objects stated in the notice thereof.

ARTICLE V. Directors

Section 1. Number, Term and Qualifications. The affairs of the Corporation shall be managed by a Board of Directors, composed of four (4) persons, who must be members of the Corporation and shall be elected by majority vote of the members. The term of each Director's service shall be one (1) year and shall extend until the next annual meeting of the members or until his/her successor is duly elected and qualified, or until he/she is removed in the manner provided for below.

Section 2. Organizational Meeting. The organizational meeting of a newly elected Board of Directors of the Corporation shall be held within ten (10) days of their election at such place and time as shall be fixed by the newly elected Board of Directors and no further notice of the organizational meeting shall be necessary.

Section 3. Removal of Directors. At any annual meeting of members or special meeting for such purpose, any Officer of the Board of Directors may be removed with or without cause by the affirmative vote of the majority of members present at said meeting or by proxy. Any Officer of the Board of Directors whose removal has been proposed shall be given an opportunity to be heard at

the meeting.

Section 4. Vacancies on Directorate. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, or removal from office, a majority of the members shall choose a successor or successors who shall hold office of the balance of the unexpired term.

Section 5. Disqualification and Resignation of Directors. Any Director may resign at any time upon written notice to the Board of Directors. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Board of Directors. No Officer shall continue to serve on the Board of Directors if he/she is more than thirty (30) days delinquent in the payment of an assessment, and said delinquency is confirmed by the Board of Directors.

Section 6. Meetings. Meetings of the Board of Directors may be called by the President, and in his/her absence by the Vice President, or by a majority of the Officers of the Board of Directors upon a minimum of 48 hours' notice of the time and place of said meeting. All notices of meetings shall state the purpose of the meeting.

Section 7. Directors Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 8. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at such meetings at which a quorum is present shall be the acts of the Board of Directors.

Section 9. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not, by law, by these By-Laws or by the Declaration of Covenants and Restrictions of Phoenix Crossing Subdivision, directed to be exercised and done by the members. These powers shall specifically include, but shall not be limited to, the following:

- a) To exercise all powers specifically set forth in these By-Laws, by law or in the Declaration of Covenants and Restrictions and all powers incidental thereto.
- b) To levy and collect annual assessments, special assessments and individual assessments and use and expend the assessments to carry out the purposes and powers of the Corporation.
- c) To employ, dismiss and control the personnel necessary for the maintenance and preservation of Phoenix Crossing Subdivision, including the right and power to employ attorneys, accountants, contractors, and other professionals as the need arises.
- d) To make and amend rules and regulations respecting the maintenance, repair, operation and use of the facilities, property and other assets acquired by the Corporation.
- e) To contract for the management of the affairs of the Corporation and to delegate to any such contractor all of the powers and duties of the Corporation, except those which may be required to have the approval of the Board of Directors or membership of the Corporation.

- f) To designate one or more committees, which to the extent provided in the resolution designating said committee, shall have the powers of the Board of Directors in the management of the business and affairs of the Corporation.
- g) To purchase equipment, supplies and material required in the maintenance, repair, replacement, operation, and management of the Corporate property.
- h) To insure and keep insured the improvements of the Corporation.
- i) To pay utility bills for utilities serving the Corporate property.
- j) To improve the Corporate property subject to the limitations of the Declaration of Covenants and Restrictions of Phoenix Crossing Subdivision.
- k) To enforce by any legal means the provision of the By-Laws, the Declaration of Covenants and Restrictions, and the rules and regulations promulgated by the Corporation.
- l) To collect delinquent assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from parcel, lot, or unit owners for violation of the provisions of the Declaration of Covenants and Restrictions and related documents.
- m) To pay all taxes and assessments against the Corporate property.
- n) To control and regulate development within Phoenix Crossing Subdivision and to promote and assist in adequate and proper maintenance of Phoenix Crossing Subdivision and the parcels, lots, or unit individually owned.
- o) To select depositories for the Corporate funds, and to determine the manner of receiving, depositing, and disbursing Corporate funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws.
- p) To acquire real and personal property for the benefit and use of its members and to dispose of said property in accordance with a resolution of the Board, unless otherwise required by the Declaration of Covenants and Restrictions of Phoenix Crossing Subdivision.

ARTICLE VI. Officers

Section 1. Elective Officers. The principal Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the members. All principal Officers shall be a member of the Corporation.

Section 2. Election. The principal Officers of the Corporation shall be elected by a majority vote of the members at the annual members meeting.

Section 3. Appointive Officers. The Board of Directors may appoint Assistant Secretaries, Assistant Treasurers, and such other Officers, as the Board deems necessary.

Section 4. Term and Compensation. The Principal Officers of the Corporation shall hold office until replaced by their successors. Any officer appointed by the Board of Directors may be removed at any time with or without cause by the Board of Directors. If the office of any appointed officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. No compensation will be paid to any officers or Directors of the Corporation.

Section 5. The President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members. He/She shall have executive powers and general supervision over the affairs of the Corporation and other Directors or officers. He/She shall sign all written contracts and perform all of the duties incident to his/her office, which may be delegated to him/her from time to time by the Board of Directors.

Section 6. The Vice President. The Vice President shall perform all the duties of the President in his/her absence and such other duties as may be required of him/her from time to time by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue notice of all Board of Directors' meetings and all meetings of the members and shall attend and keep the minutes of same. He/She shall have charge of all of the Corporation's books, record, and papers, except those kept by the Treasurer. If an Assistant Secretary is appointed, he/she shall perform the duties of the Secretary in the Secretary's absence.

Section 8. The Treasurer. The Treasurer shall have the following duties and responsibilities:

- a) He/She shall have custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated from time to time by the Board of Directors.
- b) He/She shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with these By-Laws, making proper vouchers for such disbursements and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.
- c) He/She shall collect the assessments and shall promptly report the status of collections and of all delinquencies to the Board of Directors.
- d) He/She shall give status reports to potential transferees on which reports the transferees may rely.
- e) If an Assistant Treasurer is appointed, he/she shall perform the duties of the Treasurer in the Treasurer's absence.

ARTICLE VII. Finances and Assessments

Section 1. Depositories. The funds of the Corporation shall be deposited in such banks and depositories as may be determined by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by such Officer or Officers as may be designated by the Board of Directors.

Section 2. Fidelity Bonds. The Treasurer and all Officers who are authorized to sign checks, all Officers and employees of the Corporation, and any contractor handling or responsible for Corporation funds may be bonded in such amount as may be determined by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January

each year. The Board of Directors is expressly authorized to change to a different fiscal year in accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

Section 4. Determination of Assessments.

(a) Annual Assessments: The Board of Directors has the power to and shall fix and determine, from time to time, the sum or sums necessary and adequate for the general expenses of the Corporation. The purposes and the basis of annual assessments are set forth in the Declaration of Covenants and Restrictions of Phoenix Crossing Subdivision.

Annual assessments are necessarily made upon projections and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Corporation, in which event the Board of Directors may increase or decrease the amount of such assessment and make such adjustments in cash or otherwise as they shall deem proper, including the assessment of each member for his pro rata share of any deficits. Notice of all changes in assessments shall be given to all members. When the Board of Directors has determined the amount of any annual assessment, the Secretary shall submit a statement of such assessment to each member. Such notice shall state the date when said assessment is due, and thereafter said assessment shall bear interest at the rate of percent (10%) per annum or the maximum amount allowed by law simple interest until paid. Annual assessments shall be paid by the members on an annual basis. Annual assessments shall be payable at the office of the Corporation.

(b) Special Assessments: The Board of Directors has the power to fix and determine special assessments from time to time. The purposes and basis of special assessments are set forth in the Declaration of Covenants and Restrictions of Phoenix Crossing Subdivision. Any special assessments must be approved by a majority vote of the members who are voting in person or by proxy at a meeting duly called for this purpose. Written notice of the meeting shall be sent to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting. Special assessment shall be levied by the Board of Directors in the same manner as the Board of Directors shall determine.

Special assessments, when authorized and approved, may be made upon projections, and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Corporation, in which event the Board of Directors may increase or decrease the amount of assessments and make such adjustment in cash or otherwise as they shall deem proper, including the assessment of each member for his pro rata share of any deficits. Notices of all changes in special assessments shall be given to all members. When the Board of Directors has determined the amount of any special assessment, the Secretary shall submit a statement of special assessment due, and thereafter said assessment shall bear interest at the rate of ten percent (10%) per annum or the maximum amount allowed by law simple interest until paid. Special assessments shall be payable at the office of the Corporation.

(c) Individual Assessments: Pursuant to the Corporation's power and authority to enforce the covenants, restrictions, rules, and regulations as set forth in the Declaration of Covenants and Restrictions, the Board of Directors has the power to separately assess individual members of the Corporation. When the Board of Directors has determined the amount of any individual assessment, the Secretary shall submit a statement of such assessment to the member(s) involved and said assessment shall be due and payable thirty (30) days after receipt of the statement and thereafter shall bear simple interest at the rate of 10% per annum or the maximum amount allowed by law simple interest until paid. Individual assessments are payable at the office of the Corporation.

(d) Budget: The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray anticipated expenses and to provide and maintain funds to cover current expenses, including a reasonable allowance for contingencies, betterments, which shall include the funds to be used for capital expenditures for additional property that will be a part of the Corporation property, and operations, the amount of which may be to provide working funds or to meet losses.

Section 5. Co-Mingling of Funds. All sums collected by the Corporation from assessments may be co-mingled in a single fund or divided into more than one fund, as determined by the Board of Directors.

Section 6. Lien. Each of the parcels, lots, or units within Phoenix Crossing Subdivision is automatically made subject to a lien and permanent charge in favor of the Corporation for general assessments, special assessments, and individual assessments. Any and all of the assessments together with interest thereon, if any, shall constitute a permanent charge upon and a continuing lien on the parcel, lot, or unit to which such assessments relate and such permanent charge and lien shall bind such parcel, lot, or unit in the hands of any and all persons.

In the event that any assessment shall not have been paid within thirty (30) days of the due date, the Secretary of the Corporation shall send a delinquency notice by mail or email to the delinquent member. In the event that any assessment shall not have been paid within thirty (30) days of receipt of said delinquency notice, the Treasurer shall certify to the Board of Directors the name and address, as well as the amount in arrears, of the member. The Board of Directors shall then notify said member, via certified mail, the Board's intent to file a lien against the parcel, lot, or unit. The Board of Directors shall then cause to be prepared, for execution by the President of the Corporation, a Notice of Lien to be filed with the Clerk of the Superior Court of Putnam County, Georgia. When necessary, on receipt of payment of a delinquent assessment, a satisfaction of lien shall be executed by the President and recorded. In the event that any assessment continues to remain in default, the Corporation may pursue its remedies at law or in equity.

Section 7. Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the properties subject to assessment as provided in the Declaration of Covenants and Restrictions for Phoenix Crossing Subdivision. In the event of foreclosure upon said mortgage or mortgages such subordination shall apply only to the assessments, which have become due and payable prior to a sale or transfer of such property pursuant to a foreclosure of the mortgage. Such sale or transfer shall not relieve such property from liability for any assessment thereafter becoming due nor from the lien of any subsequent assessment.

ARTICLE VIII. Compliance and Default

Section 1. Violations. In the event of a violation by a member of any of the provisions of these By-Laws, the Declaration of Covenants and Restrictions or the Rules and Regulations, the Corporation, by direction of its Board of Directors, may notify the member, by written notice of said breach, and if such violation shall continue for a period of thirty (30) days from the date of the notice, the Corporation, through its Board of directors, at its option, may have the following choices:

- a) An action at law to recover damages on behalf of the Corporation or on behalf of the other members; or
- b) An action in equity to enforce performance on the part of the member; or
- c) An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

Any violations which are deemed by the Board of Directors to be a hazard to public health may be corrected immediately as an emergency matter by the Corporation, and the cost thereof shall be charged to the member as an individual assessment.

Section 2. Costs and Attorney's Fees. In any proceedings arising because of an alleged violation by a member, the Corporation, if prevailing, shall be entitled to recover the costs of the proceeding and such reasonable attorney's fees actually incurred by the Corporation, including the cost of appeal.

Section 3. No Waiver of Rights. The failure of the Corporation to enforce any right, provision, covenant, or condition shall not constitute a waiver of the right of the Association to enforce such right, provision, covenant, or conditions of the future.

ARTICLE IX. Architectural Control Committee

The Board of Directors is authorized to establish an Architectural Control Committee and to delegate to said Committee the following powers:

- (a) To adopt, administer, and enforce uniform architectural and landscaping standards which conform to the architectural, landscaping, and other restrictions in the Declaration of Covenants and Restrictions recorded as to the property within Phoenix Crossing Subdivision. Said standards shall be adopted with the goal of maintaining the beauty of the natural environment of the areas and the overall plan of development for Phoenix Crossing Subdivision; and
- (b) To adopt, administer, and appoint review committees with the goal of fairly and impartially enforcing architectural and landscaping standards; and
- (c) To make special exceptions to any standards adopted by the Architectural Control Committee or any review committees, upon proper application to the Architectural Control Committee. The means and manner of such application shall be adopted by the Architectural Control Committee.

Said Architectural Control committee shall consist of at least five (5) members, at least four (4) of whom shall be members of the Corporation, and one (1) of said four (4) may be a member of the Board of Directors. The Board of Directors, may, in its sole discretion, appoint a professional architect, engineer, or land planner, who may or may not be a member of the Association, to serve on said Architectural Control Committee and may provide that said architect, engineer, or land planner be fairly compensated for services. The Board of Directors may approve and distribute funds to meet the reasonable expenses of said Architectural Control Committee.

The Architectural Control Committee shall be responsible to the Board of Directors, which shall have a veto power over any decision made by the Architectural Control Committee. The veto power may be exercised by a majority of the Directors at any Board of Directors meeting, after application made by an aggrieved member or by any member of the Architectural Control Committee. However, no approval is needed for authorized action taken, if no application is made by an aggrieved member.

The Architectural Control Committee shall promulgate from time to time such procedural rules and regulations as it deems necessary and proper, which shall include, but not necessarily be limited to the following:

- 1) Guidelines and procedure to be followed by an applicant seeking its approval.
- 2) Guidelines and procedure to be followed by an applicant seeking a special exception.

- 3) An adequate application form to be prepared and submitted by an applicant seeking its approval as a special exception.
- 4) A schedule of reasonable fees applicable for the processing of applications.
- 5) A procedure for calling a meeting of the Board of Directors or committee (which may include regularly scheduled meetings).
- 6) Such other procedural rules, regulations, and requirements as the Architectural Control Committee may deem necessary and proper, which are not in conflict with the By-Laws and Declaration of Covenants and Restrictions.

ARTICLE X. Amendments to the By-Laws

These By-Laws may be altered, amended, or added to at any duly called meeting of the members, provided:

- 1) Notice of the meeting shall contain a statement of the proposed amendment.
- 2) The amendment shall be approved by the majority vote of the members voting at such meeting.

ARTICLE XI. Notices

Whatever notices are required to be sent to members, such notices shall be sent to the addresses of the parcels, lots, or units unless the member gives written notice to the Secretary of the Corporation, that notices are to be sent to some other address. Notices may also be emailed to the email address on file with the Corporation. Notices will also be posted on the website of the Corporation (www.phoenixcrossingga.com).

ARTICLE XII. Liability Survives Termination of Membership

The termination of membership in the Corporation shall not relieve or release any former member from any liability or obligations incurred under or in any way connected to said membership or impair any rights or remedies which the Corporation may have against such former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

ARTICLE XIII. Parliamentary Rules

Robert's Rules of Order (latest edition) shall govern the conduct of the Corporation meeting when not in conflict with these By-Laws.

ARTICLE XIV. Rules and Regulations

The Board of Directors may, from time to time, adopt or amend previously adopted administrative Rules and Regulations governing the details of the operation, use, and maintenance of corporate property. A copy of the rules and regulations adopted from time to time, as herein provided, shall, from time to time, be made available upon request of any member.

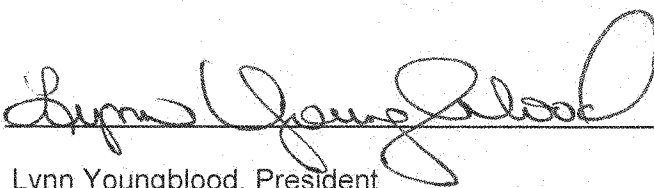
ARTICLE XV. Conflicts

If any irreconcilable conflict should arise or exist with respect to the interpretation of the Rules and Regulations, these By-Laws, or the Declaration of Covenants and Restrictions, the latter shall prevail.

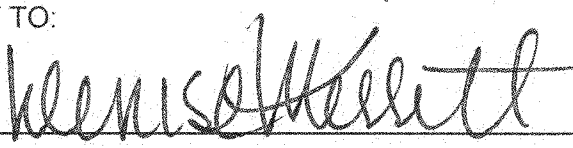
APPROVED AND DECLARED AS THE BY-LAWS OF PHOENIX CROSSING HOMEOWNERS' ASSOCIATION, INC.

DATED and EFFECTIVE this **13th** day of **June, 2024**

PHOENIX CROSSING HOMEOWNERS' ASSOCIATION, INC.

By: 
Lynn Youngblood, President

ATTEST TO:

By: 
Denise Merritt, Secretary