

**AMENDED AND RESTATED BY-LAWS
OF
VININGS VILLAGE HOMEOWNERS' ASSOCIATION, INC.**

Adopted by the membership on April 29, 2014.

ARTICLE I

NAME

The Association is incorporated under the laws of the State of Georgia under the name of **VININGS VILLAGE HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE II

PURPOSE

The purpose of this Association shall be to serve the interests of the citizens of the Vinings community through an active civic-oriented program characterized by awareness, concern and involvement in all matters relative to the preservation, enhancement, reduction or destruction of the quality of life or environment for the Vinings community. The Association shall participate in any zoning matters within the designated Association Areas and, if authorized by a majority vote of the Board of Trustees, any zoning matters outside the designated Association Areas which affect the Association's membership.

ARTICLE III

ORGANIZATION

Section 1. Membership The members of the Association shall be those homeowners who reside within the membership area of the Vinings community, who subscribe to the purpose of the Association and so indicate by an annual contribution determined each year by the Board of Trustees. The membership area shall consist of designated Association Areas as determined by the Board of Trustees.

Section 2. Board of Trustees The Association shall be governed and controlled by a Board of Trustees which shall perform the duties and have the rights and authority of a Board of Directors under the law. The number of Trustees shall be fixed by the Board of Trustees and shall be not less than sixteen (16) or more than twenty-seven (27). As nearly as practical, the term of one-third of the trustees shall expire each year. The term of office for trustees shall be three (3) years.

Section 3. Composition of the Board The Board of Trustees shall consist of the Association President, Vice President, Treasurer, Secretary, two Area Representatives from each of the designated Association Areas, up to six (6) members at large and such other members as may be elected by the Board, provided the total number does not exceed twenty-seven (27) members. Any Trustee may resign by tender of resignation to the Board and may be removed from the Board for cause by a two-thirds majority vote of the Board.

Section 4. Corporate Officers The officers of the Association shall consist of the President, Vice President, Treasurer and, Secretary. The officers shall hold office for two (2) years and until their successors are elected. No person shall hold more than one office nor shall there be more than (1) officer, with exception of the President, elected from each of the designated Areas.

Section 5. Official Duties

President The President shall preside at all meetings of the corporation membership and Board of Trustees, preserve order, regulate debate, according to Robert's Rules of Parliamentary Procedure (*Revised*) and appoint all committees. The President shall attend to its executive matters and also prescribe the duties of officers and employees when not otherwise prescribed. In addition, the President shall be responsible for the distribution of pertinent materials of community-wide interest to all Area Representatives. The president may delegate this duty.

Vice President The Vice President shall perform all duties of the Office of President in the absence of the President. In addition, the Vice President shall be responsible for monitoring and reporting to the President any pending zoning applications and action that might affect the citizens of the Vinings community. The Vice President shall be empowered to appoint a Committee to aid in the monthly monitoring of the county records pertaining to zoning and other actions affecting the community.

Treasurer The Treasurer shall have general charge of the funds of the corporation and make reports of the receipts and disbursements in such form and manner as the Board may direct. The Treasurer shall keep the accounts of the corporation and make deposits and disbursements necessary in the conduct of the corporate financial transactions. In addition, the Treasurer shall supply the Association's accountant with appropriate records annually at the end of the fiscal year.

Secretary The Secretary shall keep the minutes of all meetings of the members of the corporation and of the Board of Trustees. The Secretary shall notify members of all elections and shall notify members of all regular and special meetings. The Secretary shall also notify members of the Board of Trustees of all elections and notify them of any meeting of the Board called by the President. The Secretary shall have charge of the corporate seal, books, maps, leases and deeds, and any other official documents of the corporation. Additionally, the Secretary shall keep the minutes of the meetings of the Executive Committee and in the absence of the Secretary at any meeting an acting recording Secretary shall be appointed by the presiding officer to insure that minutes of any and all meetings of the Association are recorded.

Section 6. Executive Committee There shall be an Executive Committee consisting of the Association President, Vice President, Treasurer, Secretary and up to four additional members from the Board of Trustees to be elected by majority vote of the Board of Trustees.

Section 7. Powers The Executive Committee shall have, and may exercise, all the powers of the Board of Trustees, at such times the Board of Trustees is not in session.

ARTICLE IV

MEETINGS

Section 1. General Membership There shall be a meeting of the general membership during the month of April of each year for the purpose of election of the Board of Trustees to be held at such time and place as may be fixed by the President. The Secretary shall give written notice of each such general membership meeting at least ten (10) days prior to the meeting. Persons eligible to vote at such meetings must be present or represented by a valid proxy and in compliance with the provisions of Article III, Section 1. Only one vote per property shall be exercised and may be cast by any adult member of a family or household member present. A member owning more than one property may cast only one vote. Special meetings may be called by the President at such times and places as deemed necessary with written notification to members with as much advance notice as practical. A quorum shall not be required for any action to be taken by the general membership at either the annual or any special meetings.

Section 2. Board of Trustees The Board of Trustees shall meet as necessary at such time and place as may be called by the President. Notice of such meetings shall be given to each member as far in advance and by such means as may be practical. One-third (1/3) of the members shall be required to constitute a quorum for the transaction of any business.

Section 3. Executive Committee The Executive Committee shall meet as necessary, at such time and place as may be called by the President. Notice of such meetings shall be given to each member as far in advance and by such means as may be practical. Three (3) members shall be required to constitute a quorum for the transaction of any business.

Section 4. Proxies General Members, Trustees, Officers or Executive Committee members may vote by written proxy, and unless the proxy otherwise specifies, the proxy shall be deemed to be a general proxy for the meeting intended.

ARTICLE V

ELECTION OF OFFICIALS

Section 1. Board of Trustees The Board of Trustees shall consist of two Area Representatives from each of the Association Areas and up to six (6) members at large. As nearly as practical, approximately one-third of the positions on the Board of Trustees will be elected by the general membership at each annual meeting. A nominating committee appointed by the President and composed of not less than three members shall present a slate of Area Representatives and members at large at the annual meeting. Additional nominations may be made from the floor. Should a vacancy be created by virtue of the removal, resignation or incapacity of a Trustee to serve, such vacancy shall be filled by a majority vote of the Board of Trustees. The Area Representative must live in the area represented by him/her.

Section 2. Officers The Officers of the Association shall serve both as Trustees of the Association and in their respective elected positions for a period of two (2) years and will be elected by the membership of the Association at the annual meeting. Officers may succeed themselves in their respective office for a period not to exceed two (2) terms. A nominating committee appointed by the President and composed of not less than three members shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor.

Section 3. Executive Committee In addition to the elected officers of the Association, there shall be no more than four (4) other members of the Executive Committee from the Board of Trustees who shall be elected by a majority vote of the Board of Trustees.

ARTICLE VI

CONDUCT OF BUSINESS

Section 1. Fiscal Year The fiscal year for all business transactions shall be the calendar year.

Section 2. Contracts and Obligations All written contracts and obligations of the Corporation shall be signed on behalf of the Board of Trustees by the President or any two officers of the Board, provided however, that prior approval from the Board of Trustees has been granted.

Section 3. Committees The President shall, by and with the advice and consent of the Board of Trustees, appoint such standing or other committees as may be approved by the Board.

Section 4. Depositories The Board of Trustees may establish such accounts with banks, trust companies, brokerages and other such financial institutions as it deems appropriate.

Section 5. Disbursements Disbursements shall be made only in accordance with a specific authorization by the Board of Trustees or within a general budget approved by the Board. However, in the absence of an approved budget, the Treasurer may pay bills for normal running expenses as authorized by the President, Vice President or Secretary.

Section 6. Communications Communications from the Officers or Trustees of the Board shall be privileged and the use of any communication resource (email, phone, address, etc.) related to the community list, in whole or in part, shall be the sole property of the Association and used for its sole benefit.

ARTICLE VII

CIVIC ACTION PROGRAMS

Section 1. Individual Member All members of the Association are empowered and encouraged to bring before the Association any matter which, in his or her opinion, is related to the purposes of the Association as stated in Article II. The initial point of contact should be with the member's Area Representative.

Section 2. Area Action Area Representatives shall evaluate all matters referred to them and make a recommendation to the President as to the immediate and long-term impact on the specific area as well as the entire Vinings community. In those cases deemed advisable, the President shall appoint a Project Manager for each specific action involved or anticipated. The course of action by the Association shall be determined by a majority vote at a meeting of the members. The Project Manager shall be responsible for further action, as necessary, in the pursuit of the Association goals.

ARTICLE VIII

CONFLICTS OF INTEREST

No member of the Board of Trustees may receive compensation from the Association either directly or indirectly. No member of the Board may vote on a matter that could be construed to benefit that member financially. Any member electing to run for public office must resign from the Board of Trustees, with an effective date as determined by the Board.

ARTICLE IX

REVISIONS

The By-Laws may be amended at any special meeting of the membership called for that purpose or any annual meeting of the membership. Approval of any amendment requires a two-thirds (2/3) vote of the membership present and voting at such meeting and the meeting must be in compliance in all other ways with Article IV, Section 1. However, the By-Laws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.

ARTICLE X

PARLIAMENTARY PROCEDURE

Robert's Rules of Parliamentary Procedure (*Revised*) are adopted as a part of these By-Laws and shall prevail except in such cases as the same may be inconsistent with the By-Laws and the Articles of Incorporation.