

BYLAWS
OF
THE SYLVAN LAKE FALLS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

1. IDENTIFY:

These are the Bylaws of the Sylvan Lake Falls Homeowners Association, Inc., hereafter called the Association, a corporation not for profit under the laws of the State of Georgia. The Articles of Incorporation of the Association were filed in the office of the Secretary of State, of Georgia on the 5th day of February, 1986. The Association has been organized for the purpose of administering the Association's properties as well as the maintenance, improvement and management of the roads and the water system for the benefit of Sylvan Lake Falls Subdivision.

2. OFFICE:

The office of the Association shall be at Dogwood Circle, P.O. Box 483, Mountain City, Ga. 30562.

3. FISCAL YEAR:

The fiscal year of the Association shall be the calendar year.

ARTICLE II

Members

1. ROSTER OF MEMBERS:

The ASSOCIATION shall maintain a roster of the names and mailing addresses of each required membership, which shall constitute a roster of members. Additionally, a roster of each associate member will be maintained in accordance with the Articles of Incorporation.

2. ANNUAL MEETING:

The annual members meeting shall be held on the second week of August each year at such time and place in Rabun County, Georgia as a majority of the board members shall determine. The purpose of the meeting shall be to elect directors and approve the operating budget for the succeeding calendar year; and such other business as may be brought before it.

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Dated Oct 5, 1992*

3. SPECIAL MEMBER MEETINGS:

Special meeting shall be held at such time and place as approved by a majority of the Board of Directors. A meeting must be called by those officers upon request from a majority of the members of the Association. The business conducted shall be limited to that stated in the notice of the meeting and for objectives to be mandated by the members of the Association.

4. NOTICE OF MEETING:

Notice of Annual and Special meetings shall be given to members of the Association stating the time and place and the objects for which the meeting is called in accordance with these Bylaws. The delivery and mailing shall be to the address of the member as it appears on the roster of names. The posting, mailing and delivery of the notice shall be effected not less than 30 days nor more than 45 days prior to the date of the meeting. Notice given of stated and recurring meetings of the Board of Directors on pre-scheduled dates are exempt from this proviso.

5. QUORUM:

In the Annual and Special member meetings as required by these Articles, a quorum shall consist of 51 percent of the votes of the entire membership in person or by proxy. The majority of the votes cast at a meeting at which a quorum is present shall constitute the acts of the Association membership, except when approval by a greater number of members is specifically required by Articles of Incorporation and these Bylaws.

6. VOTING:

In any meeting of the Association the person authorized to vote shall be entitled to cast one vote. If the property is owned by more than one person, or by a corporation, then the person entitled to cast the vote for the unit of property must be designated by a certificate signed by the unit owners and be on file with the Secretary of the Association. If a certificate is not on file, the vote of the owners shall not be considered in determining whether a quorum is present or for any purpose.

7. ELIGIBILITY:

At a members meeting, each person qualified to cast a vote must possess a paid up membership for the current year, and not be delinquent in the payment of legally assessed fees for services and or pecuniary obligations approved by the Association membership.

8. PROXIES:

Votes may be cast in person or by proxy. A proxy may be made by any person qualified to vote and shall be valid only for the meeting and matters designated in the proxy. A proxy must be filed with the Secretary before the appointed time of a called meeting. Failure to return proxy ballots, enclosed with notice of meetings to be held by the Association, will constitute approval of any action taken by the board of directors. The Board of Directors shall provide necessary proxy forms and be responsible for their distribution.

9. ADJOURNED MEETINGS:

If any meeting of members cannot be conducted because a quorum is not in attendance or represented by proxies the members who are present may adjourn the meeting from time to time until a quorum is present. All members to be notified of date and place of each meeting at least 20 days prior to same.

10. ORDER OF BUSINESS:

At annual members meeting and as far as practical at all other members meetings shall be:

- a. Call to order by the President.
- b. Calling of the roll and certifying proxies.
- c. Proof of notice of meeting.
- d. Reading of any unapproved minutes.
- e. Reports of officers.
- f. Reports of committees.
- g. Unfinished business.
- h. Presentation of the annual budget for the succeeding calendar year.
- i. Election of directors
- j. New business.
- k. Adjournment.

11. PARLIAMENTARY RULES:

Roberts Rules of Order shall govern the conduct of Association meetings.

ARTICLE III

Directors

1. MEMBERSHIP:

The affairs of the Association shall be managed by a board of not less than three directors nor more than seven, the number to be determined at the time of elections.

2. **NOMINATING COMMITTEE:**

Three members shall be appointed by the board of directors not less than sixty (60) days prior to the annual members meeting. The committee shall nominate candidates who have agreed to serve. Not more than three (3) candidates shall be nominated for each Director to be elected.

3. **ELECTIONS:**

The election shall be by secret ballot and by proxy votes. A plurality of the votes cast, each person voting being entitled to cast his votes for each of and for as many nominees as there are vacancies to be filled. Vacancies in the officer positions on the board of directors occurring between annual meetings of members shall be filled by the remaining directors.

4. **RESIGNATION AND REMOVAL:**

Any officer may be removed from office with cause by the Board. Any officer or director may resign at any time giving written notice to the Board, the President and the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When a Director resigns, or is unable to complete his/her term of office, the remaining directors, by majority vote, may select a replacement director to complete the term of the director.

5. **OFFICER POSITIONS:**

Officer positions on the Board of Directors will be filled by appointment, by the elected board members within 10 days after the annual election of directors by the Association membership. The tenure will be for one year or as determined by the board.

6. **TERM OF OFFICE:**

The term of office for the directors shall be for three (3), two (2), and one (1) years service. Each director of the Association shall hold office until his successor shall be elected. The successors to the class of directors whose terms shall expire that year shall be elected to hold office for a term of three years, so that the term of office of one class of directors shall expire in each year.

7. **REGULAR DIRECTORS MEETINGS:**

Directors may hold meetings at such time and place as shall be determined by the majority of the directors. A quorum shall consist of a majority of the entire board of directors. All regular meetings shall be open to all members of the Association. The Board Of Directors shall

receive a fee of \$25.00 per meeting attended not to exceed 12 meetings a year. Committee members shall receive a fee of \$10.00 per meeting attended not to exceed 12 meetings a year. No committee shall exceed 3 members.

8. MINUTES:

A book of minutes will be kept available for the inspection at all reasonable times by Association members and the Board of Directors.

ARTICLE IV

Powers and Duties of the Board of Directors

All of the powers and duties of the Association existing under the Articles of Incorporation and these Bylaws shall be exercised by the Board of Directors, subject only to approval of the membership when that is specifically required.

ARTICLE V

Officers

1. PRESIDENT, shall be the chief executive officer of the Association. As President, he will conduct the affairs of the Association, appoint committees deemed necessary, represent the Association or appoint a representative to conduct business with outside agencies.
2. VICE PRESIDENT, shall exercise the powers and perform the duties of the President in the absence or disability of the President. Assist the President and perform such other duties as shall be prescribed by the Directors.
3. SECRETARY, shall keep minutes of all proceedings of the Directors and the Association meetings. The Secretary shall keep the records of the Association, except those of the Treasurer, and maintain a current roll call of the Association membership. perform other duties incident to the office as may be required by the Directors or President.
4. TREASURER, the Treasurer or assistant shall have custody of all property of the Association, including funds, securities, and evidence of indebtedness. The Treasurer shall keep books of account for the Association in accordance with good accounting practices, which together with substantiating papers, shall be made available to the Board of Directors for examination at reasonable times. The Treasurer shall submit a treasurer's report to the Board of Directors as required by the Board of Directors.

ARTICLE VI

Fiscal Management

1. DEPOSITORY OF THE ASSOCIATION. The directors of the Association shall designate the banking facility for the deposit of monies received by the Treasurer, and designate accounts for the deposit, and designate those persons who are authorized to sign checks drawn against these said accounts.
2. ACCOUNTS. The receipt and expenditures of the Association shall be credited and charged to accounts in accordance with generally accepted accounting principles. Co-mingling of funds by classification in the accounting procedures will be avoided, although deposits may be un-segregated for banking procedure.
3. BUDGET. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray expenses anticipated for the needs of common elements. These shall be definitive for various accounts established as recurring expenses, i.e., water, roads and other accounts according to generally accepted accounting principles. The budget for the next calendar year will be submitted at the annual meeting.
4. ASSESSMENTS. Assessments against the unit property owners and Association members shall be made by the Board of Directors for the calendar year annually in advance on or before December 31 preceding the year for which the assessments are made and will be submitted and voted on at the annual meeting.
5. NON-PAYMENT OF ASSESSMENT. Any assessment not paid by March 1st of the year for which the association is due shall bear interest at the rate of 18% per annum from the date originally due. The Association may bring an action at law against the owner personally obligated to pay the same, and any legal expense incurred by the Association shall be charged to the delinquent property owner. The Association may file a lien against the property, or grant any dispensation deemed appropriate to the owner. No owner may waive or otherwise escape liability for the assessments provide for by non-use or abandonment of his residential unit or owned lot. In the event the water is cut off due to non-payment as set forth herein, there shall be a \$500.00 fee to cut the water back on. The Board will only take this action after the owner or owners have been notified of same by certified mail.

6. INSUFFICIENT FUNDS. In the event that yearly assessments shall be insufficient to provide funds for the unexpired year to cover emergencies for maintenance or repair to the common elements, the directors shall call a special meeting of the Association members in accordance with the Articles and these Bylaws. Notice of such meeting must be posted thirty (30) days prior to the time, date, and place given in the writing. A quorum shall exist under the provisions stated for an annual meeting of the members and approval of the amended budget shall be by the majority of the votes registered by persons present or by proxy vote. Approval of the amended budget shall be paid in such manner as the Board of Directors of the Association may require in the notice of assessment.

7. IMPACT FEES. The directors of the Association shall control the development and expansion of the Sylvan Lake Falls Subdivision water and roads under the supervision of the Association membership as provided in the Articles and these Bylaws. Request for new construction within Sylvan Lake Falls subdivision shall be submitted to the Board of Directors, along with supporting documents and plans showing the type of building proposed and location on said lot, for their review and approval of the proposed construction. The Board of Directors will serve as an architecture committee to maintain, preserve the beauty and desirability of its member properties. There will be an impact fee for water hook-up and road maintenance on all new construction. The fee shall be determined by the Board of Directors using the following criteria: (a) Current economic conditions. (b) Location of construction. Taking into account the location in relation to the simplicity or complexity of the water hook-up and/or road maintenance.

After complying with the requirements herein the Secretary of the Board of Directors will issue a letter to the Clerk of the Superior Court of Rabun County, Georgia that there are no objections to the issuance of a building permit in Sylvan Lake Falls Subdivision.

8. AUDIT. An audit of the accounts of the Association shall be made annually, or upon termination of the office of the Treasurer, by a committee appointed by the Board of Directors, or by a certified public accountant if deemed necessary by the membership of the Association. A copy of such report shall be furnished to members upon request.

9. DIRECTORS INSURANCE AND FIDELITY BONDS. Fidelity bonds may be required by the Board of Directors from all persons handling or responsible for Association funds. The requirements for obtaining such bonds, the amount of the bonds and the sureties shall be determined by the Board. the premiums on the bonds shall be paid by the Association. The Board of Directors are also authorized to obtain and pay directors liability insurance.

ARTICLE VII

Bylaws and Amendments

The Bylaws of the Association shall be adopted by the members of the Sylvan Lake Falls Homeowners Association as an addendum to the Articles of Incorporation. The Common Laws of Georgia under the Georgia Non-Profit Corporation code, the Articles of Incorporation, and these Bylaws as may be amended, added, or deleted by the Association shall guide this operating entity in administering the associations acts. Adoption of the Bylaws shall be by a meeting conducted by the Board of Directors at a time and place given by notice. Directors and members not present in person or by proxy at the meeting considering the adoption may express their approval in writing , provided that approval is delivered to the Secretary prior to the meeting. The approval must be by not less than 51% of the votes of the entire membership cast in person or by proxy. Amendments, additions, deletion to these Bylaws must be submitted to the membership of the Association and approved in the same manner as the above described procedure. These Bylaws as approved shall be duly executed by the officers of the Association and recorded in the public records of Rabun County, Georgia.

08/92 BYLAWS

~~Amended Bylaws Chapter 304, 1994~~
Alan Pumphrey
Alan Pumphrey, President

Elbert Baggett
Elbert Baggett, V. Pres.

Richard L. Ashe
Richard L. Ashe, Secy.

Margaret Barnes
Margaret Barnes, Treas.

Roger Carlson
Roger Carlson, Director

Chester Sims
Chester Sims, Director

John Seaver
John Seaver, Director

Before me appeared the above on this date 5th October, 1992.

Katherine Ann Crunkleton
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NOTARY SEAL

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