

**BY-LAWS OF  
HIGHLAND FALLS HOMEOWNERS ASSOCIATION, INC.**

A Nonprofit Corporation  
(the "Association")

These By-Laws are the By-Laws of the Association, which is the corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on September 8, 2005, the "Articles of Incorporation"). All references herein to the "Declaration" shall refer to that certain recorded instrument known as "Declaration of Covenants, Conditions and Restrictions Highlands Falls", in the Office of the Clerk of the Superior Court of Chatham County, Georgia, as the same has been amended and supplemented from time to time. All capitalized or underlined terms used herein shall have the meanings assigned thereby by the Declaration unless the context clearly otherwise requires.

ARTICLE I

Definitions

Section 1. "Association" shall mean and refer to HIGHLAND FALLS HOMEOWNERS' ASSOCIATION, INC., a Georgia non-profit corporation, its successors, and assigns.

Section 2. "Owner" shall mean and refer the record owner, whether one or more persons or entities of a fee simple title to any Lot which is a part of the Property, including contract sellers and owners of an equity of redemption, but excluding those having such interest in a lot solely as security for the performance of an obligation.

Section 3. "Property" shall mean and refer to the "Property" described and defined in the Declaration and any additions thereto, as are or shall become subject to the Declaration and any Supplementary Declaration later filed.

Section 4. "Member and Establishment of Membership" The Association shall have one

class of membership. Membership shall be established by the acquisition of title to a Lot, whether by conveyance, device, judicial decree or otherwise. This does not include people who hold an interest merely as security for the performance of an obligation. The membership of any party shall be automatically terminated upon being divested of all title to the Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Lots, so long as such party shall retain title to the lot. Member shall mean and refer to every person or entity who holds membership in the Association.

Section 5. “Membership Rights”- Exercise of membership rights in the Association is contingent upon the payment of the annual and special assessments levied by the Association, the obligation of which is imposed upon each Owner of, and becomes a lien upon, the Lot against which such assessments are made as provided by the Declaration.

## ARTICLE II

### Offices

Section 1. Registered Office. The registered office of the Association shall be located at 2702 Whatley Avenue, Savannah, Georgia 31404, or such other offices as the board of directors shall select.

Section 2. Other offices. The Association may also have offices at such other places both within and outside Chatham County, Georgia, as the board of directors may from time to time determine or the business of the Association may make appropriate.

## ARTICLE III

### Meetings of Members

Section 1. Location of Meetings. All meetings of members shall be held at such place within Chatham County in the State of Georgia as may be from time to time fixed by the board of directors

or as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Meetings may be held by means of telephone conference, video conference or similar communications equipment, by which all people participating in the meeting can converse with each other. Participation by one of these methods shall constitute presence in person at such meeting.

Section 2. Annual Meetings. Annual meetings of members shall be held in the month of November. At each such meeting the members may vote in person. The members may also vote through personal delivery, mail or electronic communication for the board of directors. The board of directors shall be decided by majority vote, the Board may also transact such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Unless otherwise prescribed by law, by the Declaration, or by the Articles of Incorporation, special meetings of members may be called for any purpose or purposes by the president, the board of directors, the holders of at least 50% of the outstanding voting interest in the Association, or such other officers or persons as may at the time be provided in the Articles of Incorporation, or in the event there are no officers or directors, then by any member.

Section 4. Notice of Meetings. Written notice of a meeting stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty one (21) days in advance of an annual or regularly scheduled meeting and at least ten (10) days in advance of any other meeting and shall state the time, place and purpose of such meeting.

Section 5. Business of Meetings. At an annual meeting of members, any matter relating to the affairs of the Association, whether or not stated in the notice of meeting, may be brought up for action, subject to the President's right to preside over and control the agenda of the meeting (unless otherwise provided by law). Unless the members holding a 67% vote of the Association are present

and specifically agree thereto in writing, no matter that was not stated in the notice of a special meeting of members shall be brought up for action at such a special meeting.

Section 6. Quorum. The holders of at least (20%) percent of the interests entitled to vote, present in person or by proxy, shall constitute a quorum at all meetings of members for the transaction of business, except as otherwise provided by law. The members present in person or by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such reconvened meeting, any business may be transacted which might have been transacted at the adjourned meeting. If a quorum shall not be present, the members present in person or by proxy shall have power to adjourn the meeting until a quorum shall be present, announcing at the adjourned meeting the date, time and location of the date, time and location of the reconvened meeting to the membership. Any business which may have been transacted at the adjourned meeting may be transacted at the reconvened meeting. The quorum requirement for any reconvened meeting shall be fifteen (15%) or more of the interests entitled to vote, present in person or by proxy, at such reconvened meeting.

Section 7. Majority. Unless the Declaration of these Amended Bylaws provides otherwise, if a quorum is present, the affirmative vote of a majority of the members entitled to vote and represented at the meeting shall be the act of the members. The unanimous vote of all members represented at the meeting shall be the act of the member. The unanimous vote of all members represented at the meeting who are entitled to vote shall be required to approve matters at a special meeting of members with respect to which matters no notice has been given in the notice of such special meeting.

Section 8. Written Ballots. In the Board's discretion, any action that may be taken by the members at an annual, or special meeting may be taken without a meeting if the board delivers a

written ballot to every member entitled to vote on a matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be preset at a meeting authorizing the action, and the number of approval 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. The board may deliver written ballots by personal delivery, mail, or electronic communications. Ballots may be returned by whatever means specified by the board. All solicitations for votes by written ballot shall: (i) include the number of responses needed to meet the quorum requirement, (ii) state the percentage of approvals necessary to approve each such matter other than elections of directors; and (iii) specify the time by which a ballot must be received by the board in order to be counted. A written ballot may not be revoked.

Section 9. Voting.

(a) Anything herein to the contrary notwithstanding, all voting contemplated by these By-Laws shall be governed by the Declaration and any reference herein to the voting rights of any member shall be governed by the relevant provisions of the Declaration.

(b) Unless otherwise provided in the Declaration, members shall be entitled to one vote for each Lot on each matter submitted to a vote at a meeting of members with each vote as set out in Article V of the Declaration. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Any proxy must be in writing, signed by the member (or owners as provided below) and submitted to the President or the Secretary at or prior to the meeting. If any Lot is owned by a corporation, partnership, trustee or other entity or by a group of owners in any form of joint tenancy, the vote allocated to such Lot shall be exercisable

by such owner or owners only as provided by the Declaration as amended from time to time. Unless the holder of a valid proxy, a mere lessee of any owner or member shall have no right to vote and shall in no respect be deemed a member of the Association. No proxy shall extend beyond a period of eleven (11) months. The board also may elect to have voting completed via personal delivery, mail, or electronic communications.

Section 9. Action by Consent. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by holders of at least (67%) percent of the interests entitled to vote with respect to the subject matter thereof.

#### ARTICLE IV

#### DIRECTORS

Section 1. Governing Body: Composition. The affairs of the Association shall be governed by a board of directors, each of whom shall have (1) equal vote. The directors shall be eligible Members; provided however, no Owners representing the same Lot may serve on the Board at the same time. An owner that owns multiple lots may have one Director for each lot, if so elected. No owner shall be eligible to serve as a director if any assessment for such owner's Lot is delinquent or if they are found in violation of the covenants for a period exceeding 60 days. For the purpose of these By-laws an officer must be eighteen (18) years of age or older and whose principal place of residence is a Lot within the Properties.

Section 2. Number. Following the first annual meeting of members, the number of Directors shall be five (5). The term of a director shall be for one (1) year or until the next annual meeting of the membership and its successor has been elected and qualified.

Section 3. Powers. The business and affairs of the Association shall be managed by its

board of directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by law, the Declaration, the Articles of Incorporation, or these By-Laws directed or required to be exercised or done by the members.

Section 4. Compensation of Directors. The board of directors shall receive no compensation. However, the board of directors may receive appropriate reimbursement for approved expenses advanced in furtherance of the Association's business.

Section 5. Indemnification. As an inducement to the officers and directors of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or director acting in accordance with these By-Laws and the Declaration, including without limitation all actions taken in connection with the levying, collection, and enforcement of assessments. All such indemnification shall be paid upon written request of the officer or director setting forth in reasonable detail the reason for such indemnification, which request shall be given to each of the officers of the Association and approved by the board for payment.

Section 6. Removal of Directors and Vacancies. Any director elected by the members may be removed, with or without cause, by members representing a majority of the votes entitled to be cast for the election of such director. Any director whose removal is sought shall be given notice prior to any meeting called for that purpose. Upon removal of a director, a successor shall be elected by the members entitled to elect the director so removed to fill the vacancy for the remainder of the year.

Any Director elected by the members who has three (3) or more consecutive unexcused absences from board meetings, is more than sixty (60) Days delinquent, or is found to be in violation of the Covenants more than sixty (60) days, may be removed by a majority of the directors. The

board may appoint a successor to fill the vacancy until the next annual meeting, at which time the members entitled to fill such directorship may elect a successor for the remainder of the term.

In the event of the death, disability, or resignation of an elected director or the adoption of a board resolution increasing the number of directors, the board may declare a vacancy and appoint a successor to fill the vacancy until the next annual meeting, at which time the member entitled to fill such directorship may elect a successor for the remainder of the term. Any director that the board appoints shall be selected from among the members.

## ARTICLE V

### Officers

Section 1. Officers; Election; Term. The officers of the Association shall be chosen by the board of directors and shall be a President, a Secretary and a Treasurer. Except as otherwise provided by law, any person may hold more than one office. Officers shall be elected at the first meeting of the board of directors following the annual meeting of members and shall hold offices until their respective successors have been elected and shall have qualified, and if the board of directors shall fail in any year or years to meet and elect officers, the officers last elected shall continue to hold office. The officers shall be a member of the Board of Directors and a member of the Association.

Section 2. Additional Officers and Agents. The board of directors may appoint such other officers, including vice presidents, assistant secretaries and assistant treasurers, and agents as it shall deem necessary. Such officers and agents shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board of directors.



Section 3. Salaries. The officers shall receive no compensation.

Section 4. Removal; Vacancies. Any officer or agent elected or appointed by the board of directors may be removed by the board at any time with or without cause by the affirmative vote of a majority of the board of directors. Officers and agents otherwise elected or appointed may similarly be removed or otherwise in accordance with Georgia law. Any vacancy occurring in any office of the Association may be filled by the board of directors.

Section 5. The President. The president shall be the chief executive officer of the Association, shall preside at all meetings of members and the board of directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the board of directors are carried into effect. He or she with the approval of the board of directors shall have the authority and power to execute on behalf of the Association bonds, mortgages, notes, contracts, leases and other documents and instruments (whether or not requiring a seal of the Association) except where such documents or instruments are required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the Association.

Section 6. Vice President. The vice president, or if there shall be more than one, the vice presidents in the order determined by the board of directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. Each vice president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 7. Secretary and Assistant Secretaries. The secretary shall attend all meetings of members and the board of directors and shall record the proceedings of such meetings in books to be kept for that purpose, and shall perform like duties for the committees of directors when required.

He or she shall give, or cause to be given, notice of all meetings of members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the president, under whose supervision he shall be. He or she shall have custody of the corporate seal of the Association, and he shall have authority to affix it to any instrument requiring it and when so affixed it may be attested by his signature. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers (including affixation of the Corporate Seal) of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 8. Treasurer and Assistant Treasurers. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit 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. He or she shall disburse the funds of the Association as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the Association. If required by the board of directors, he or she shall give the Association a bond in such sum and with surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. The assistant treasurer, or if there shall be more than one, the assistant treasurers, in the

order determined by the board of directors shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 9. Management. The board may employ for the Association a professional management agent or agents at such compensation as the board may establish, to perform such duties and services as the board may authorize. The board may delegate such powers as are necessary to perform the manager's assigned duties but shall not delegate policy-making authority.

## ARTICLE VI

### General Provisions

Section 1. Checks. All checks, drafts, demands for money and notes of the Association shall be signed by at least one officer of the Corporation or by a management company authorized by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the board of directors.

Section 3. Seal. The Association shall have a corporate seal which, if the board of directors of the association so chooses, shall have inscribed thereon the name of the association, the year of its organization and the words "Corporate Seal - Georgia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The board of directors may alter or change the form of seal as it sees fit. The board of directors may from time to time authorize any other officer to affix the seal of the Association and to attest to such affixation by his signature.

Section 4. Books and Records. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, board of directors,

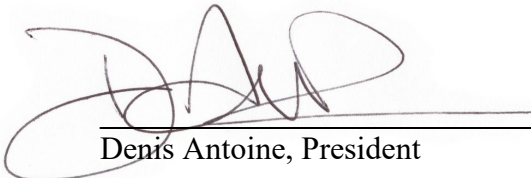
and committees of directors.

Not later than two (2) months after the close of each fiscal year, and in any case prior to the next annual meeting of members, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its preceding fiscal year, and a profit and loss statement showing the results of its operations during such fiscal year. Upon written request the Association promptly shall mail to any member of record a copy of such balance sheet and profit and loss statement.

Section 5. By-Law Amendments. These By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by a 51% vote of Members. The Board shall be authorized to amend these By-Laws without the consent of the Members for the purpose of submitting the Properties to the Georgia Property Owners' Association Act, O.C.G.A. 44-3-220, *et seq.* (1194) and conforming these By-Laws to any mandatory provisions thereof, and to correct scribes' errors and other mistakes in fact, provided that any amendments under this provision have no material adverse effect on the rights of the members.

Section 6. Conflict. In the event of any conflict between these By-Laws and the following, the controlling language shall be found in the laws of the State of Georgia, the Declaration or the Articles of Incorporation, in the order listed.

Highlands Falls Homeowners Association, INC.

  
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Denis Antoine, President

11/10/2023  
Date