

ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

4.1 All owners of a single-family residential building, lot or lots in BROOKWOOD GLEN shall thereby become members of the Association for so

3.1 The Association year shall be from January 1 to December 31.

ARTICLE III - ASSOCIATION YEAR

2.2 The Association is organized exclusively for BROOKWOOD GLEN Subdivision purposes and is an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law). The Association shall not carry on any activities not permitted by an organization exempt from Federal income tax. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions in furtherance of its purposes.

2.1 The objective and purpose of the Association is to provide for the preservation of property values; the maintenance of common facilities; provide for common services to landscapes; maintain the lighting and sprinkler systems; repair and maintain all entrance walls; maintain the green space as shown on the subdivision plat; and provide a mechanism for the administration and enforcement of covenants and restrictions. It is further charged with the duty to impose and collect dues and assessments and other charges as it deems necessary as provided for in the covenants of the subdivision.

ARTICLE II - PURPOSE

1.1 The name of this organization shall be "BROOKWOOD GLEN Property Owners Association, Inc.", hereinafter called the "Association". The Association, its successors and assigns, is a Georgia nonprofit corporation.

ARTICLE I - NAME

BYLAWS

BROOKWOOD GLEN PROPERTY OWNERS ASSOCIATION, INC.
A GEORGIA NON PROFIT CORPORATION

long as such ownership continues. The Association is being formed and organized so as to provide an entity to operate, maintain, and repair the entrance to BROOKWOOD GLEN. No person or corporation in taking title as security for the payment of money or for the performance of any obligations shall thereby so become entitled to membership. Ownership of property as qualification for membership is defined herein as follows: ownership of any such lot under recorded deed, whether the owner is occupant or not, or ownership under a bond for title or contract of purchase, if the same be accompanied by an actual occupancy of the lot in question. Ownership within the meaning and intention hereof shall mean and shall be effective upon the recording of any deed conveying such lot to another or the termination of occupancy of the property by the owner thereof accompanied by the giving of such owner to another of a bond for title or contract of sale with respect to such lot.

The Developer shall be a member of the Association so long as it is the owner of one or more residential lots as shown on the aforesaid plat, or of any additional lots made subject to these Declarations under Article VIII hereof.

Members of the Association shall consist of two classes, Class A members and Class B members, who respectively shall have the rights, voting privileges and duties as set forth in the corporate charter or Bylaws of the Association as hereinafter set forth, to wit:

(a) Class A members shall initially consist of the Developer, who shall be entitled to voting privileges, in the amount of (1) vote for each residential lot owned by them in BROOKWOOD GLEN or in additional real estate made subject to the Declaration of Protective Covenants and Restrictions for Brookwood Glen which are recorded with the Clerk of the Superior Court of Columbia County in Deed Book 3286, pages 22-53. (Hereinafter with any amendments which relate to the Declarations are collectively referred to as the "Declarations").

(b) Class B members shall consist of all other owners of residential lots in BROOKWOOD GLEN other than the Developer. Class B members shall not have voting privileges until the Developer in its sole discretion shall so designate or until the Developer shall have conveyed eighty-five percent (85%) of the residential lots as composing such additional real estate made subject to the Declarations pursuant to Article VIII of the Declarations, whichever occurs

5.3 If the annual meeting is not held on the day designated in Section 5.2, any business, including the election of Directors, which might properly have

5.2 The initial meeting of Members shall be held to approve these Bylaws and elect the Board of Directors. Until the board is fully organized, there shall be meetings held as deemed necessary by the initial Board of Directors. Thereafter, the annual meeting of members shall be held on the third Tuesday in November if not a legal holiday, and if this is a legal holiday, on the next day after which is not a legal holiday, at 7:00 o'clock in the p.m., for the purpose of electing Directors and transacting any and all other business that may properly come before the meeting.

5.1 "Duly called Meetings" of the Members may be held at any place within reasonable proximity to BROOKWOOD GLEN Subdivision as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

ARTICLE V - MEETINGS OF MEMBERS

4.2 Membership, regardless of type, within the Association shall not be transferable and any Member who shall remove his or her ownership with BROOKWOOD GLEN Subdivision shall, upon such removal, automatically have such membership terminated, together with all rights and privileges appurtenant thereto; provided, however, that any unamortized portion of any dues, fees or other charges applicable to and paid by said member any, upon written instructions from said member, be transferred to any individual otherwise meeting the membership qualifications of the Association and becoming an owner within be lot of the former member.

first, at which time Class B members shall automatically become Class A members. In the event that a Class B member shall own more than one contiguous lot upon which only one residence is constructed, such member, upon becoming a Class A member, shall be entitled to only one (1) vote and shall likewise only be subject to the imposition of dues and assessments calculated for a single lot pursuant to the Declarations, provided said residence is partially physically located on each such contiguous lot. A corporation owning one or more lots in BROOKWOOD GLEN shall have one (1) vote for each lot owned, but no member, stockholder, director, employee or officer of such corporation shall acquire thereby any rights individually to become a member of the Association.

5.6 When required by the Board of Directors, there shall be sent with notices of regular or special meetings of the Association, a statement of certain motions to be introduced for vote of the Members and a ballot on which each Member may vote for or against each motion. Each ballot which is presented at such meeting shall be counted in calculating the quorum requirements. Such ballots shall not be counted in determining whether a quorum is present to vote upon motions not appearing on the ballot.

5.5 Except as otherwise required by statute or the Declaration, written notice of each meeting of the members, whether annual or special, shall be served, either personally or by mail, upon each member of record entitled to vote at such meeting, not less than thirty (30) days in the case of the annual meeting and not less than ten (10) business days in the case of any other special meeting. If mailed, such notice shall be directed to the member at his or her residence address last shown on the records of the Association. Notice of any special meeting of members shall state the purpose or purposes for which the meeting is called. Notice of any meeting of members shall not be required to be given to any member who, in person or by proxy, either before or after such meeting, shall waive such notice. Attendance of a member at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and waiver of any and all objections of the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Notice of any adjourned meeting need not be given otherwise than by announcement at the meeting at which the adjournment is taken.

5.4 Special Meetings of the members of any particular type may be called at any time by the President, and shall be called by the President or Secretary when so directed by the Board of Directors or at the request in writing of the Members having fifty percent (50%) or more of the votes in their respective type. Such request shall state the purpose or purposes of the proposed meeting.

been acted upon at that meeting may be acted upon to any subsequent meeting held pursuant to these Bylaws or to a court order requiring a substitute annual meeting.

5.7 All meetings of the Association shall be governed and conducted in conformity with the latest edition of Robert's Rules of Order.

5.8 QUORUM. A quorum shall be required for any action which is subject to a vote of the Members at a meeting of the Association and defined as follows:

The first time a meeting of the Members of the Association is called to vote on a particular action proposed to be taken by the Association the presence at the meeting of Members or proxies entitled to cast fifty (50%) percent of the total vote of the membership shall constitute a quorum. In the event the required quorum is not present at any such meeting, a second meeting may be called subject to the giving of proper notice, and there shall be no quorum requirement for such second meeting. All other meetings of the Members of the Association in which a vote is required on a particular issue or action proposed to be taken by the Association the presence at the meeting of Members or proxies entitled to cast thirty (30%) percent of the total vote of the membership shall constitute a quorum.

5.9 Voting on all matters shall be by Member type, by voice or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the member voting, and if such ballot be cast by proxy, it shall also state the name of the person exercising such proxy.

5.10 Members in arrears of their annual or special assessments shall forfeit all voting rights.

5.11 The votes appertaining to any lot may be cast pursuant to a proxy duly executed by the member. No such proxy shall be revocable except by written notice delivered to the Association by the member. Any proxy shall be void if it is not dated or if it purports to be revocable without notice as aforesaid. No proxy shall be voted after eleven (11) months from its date, unless such proxy provides for a longer period.

5.12 The President, or in his or her absence, the Vice President, shall serve as a chairperson of every meeting. In the absence of the President and Vice President, some other person may be elected to serve as chairperson by a majority vote of the votes represented at that meeting. The chairperson shall

6.3 At the first election of Directors by the members of the Association, which election shall be held at the initial meeting of the members, the five (5) individuals receiving the highest number of votes shall be elected for a one (1)

6.2 The Board shall consist of a minimum of five (5) directors, but no more than nine (9) directors elected as hereinafter provided, the current officers (if not already on the Board), and the immediate past president. Members in arrears of their annual or special assessment shall forfeit their rights to be nominated/elected as a member of the Board. Initially the Board shall consist of three (3) members, E.G. Meybohm, and Mike Polatty, and William G. Boatman. As soon as practical or at the next annual meeting, election shall be as provided for in the bylaws to elect a new board of directors.

6.1 The business and affairs of the Association, the direction of its work, and the control of its property shall be vested in its Board of Directors (hereinafter referred to as the "Board").

ARTICLE VI - BOARD OF DIRECTORS

5.14 Any action which may be taken at a meeting of the members may be taken without a meeting if a written approval and consent, setting forth the action authorized, shall be signed by a majority of the members entitled to vote on the date on which the last such member signs such approval and consent and upon the filing of such approval and consent with the Secretary of the Association having custody of its books and records. Such approval and consent so filed shall have the same effect as a majority vote of the members at a special meeting called for the purpose of considering the action authorized.

5.13 Any meeting, whether or not a quorum is present, may be adjourned by a majority of the members of a particular type represented at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the time and the place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which persons entitled to cast more than one-fourth (1/4) of the votes of that particular type of members of the Association are present or represented at the beginning of such reconvened meeting, any business may be transacted which could have been transacted at the meeting which was adjourned.

appoint such persons as deemed necessary to assist with the meeting.

6.8 The Executive Committee may act for and on behalf of the Association when the Board is not in session, but shall report to the Board all action which it takes and such action shall be ratified by the Board at its next regular meeting. It shall meet at such times as the Committee or the chairperson of

6.7 The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members an Executive Committee and one or more other committees, each consisting of four (4) or more Directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing such committee.

6.6 Directors shall not receive compensation for their services as Directors. A Director may serve the Association in a capacity other than that of a Director and receive compensation, as determined by the Board of Directors, for services rendered in that capacity; provided such compensation is paid in accordance with a written agreement approved by a majority of the Association at a meeting of which notice is given that such agreement will be voted on. Additionally, Directors may be reimbursed for properly documented expenses incurred in connection with their duties hereunder.

6.5 A vacancy occurring in the Board of Directors will be filled for the unexpired term by affirmative vote of a majority of the Directors remaining in office though less than a quorum of the Board of Directors. Provided, however, a vacancy occurring in the Board of Directors by reason of removal of a Director shall be filled by a vote of the Association.

6.4 Any Director may be removed from the office with or without cause by the affirmative vote of two-thirds of the Association members at an election of Directors. Removal action may be taken at any meeting with respect to which notice of such purpose has been given, and removed Director Successors may be elected at the same meeting to serve the expired term.

to such positions shall also be for one (1) year terms. Each Director shall hold her earlier resignation, removal from office or death. No director shall be allowed to serve more than three (3) consecutive terms.

the committee may determine.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular meetings of the Board of Directors shall be held no later than November 1 before the annual meeting of Members or any meeting held in lieu thereof. In addition, the Board of Directors may schedule other meetings to occur at regular intervals throughout the year.

7.2 Special meetings of the Board of Directors may be called by or at the request of the President, or in his or her absence by the Secretary of the Association or by any three (3) Directors in the office at the time.

7.3 Directors may hold their meetings at any place within Columbia County, Georgia or at such other place or places, as the Board of Directors may from time to time establish for regular meetings or as it is set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

7.4 No notice shall be required for any regularly scheduled meeting of the Directors of the Association. Unless waived or unless action is taken without a meeting as contemplated in Section 7.7, the President or Secretary of the Association or any Director thereof shall give notice to each Director of each special meeting stating the time, place and purpose(s) of the meeting. Such notice shall be given by mailing a notice of the meeting at least ten (10) days before the date of the meeting, or by telephone, telegram, cablegram or personal delivery at least seven (7) days before the date of the meeting. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting the transaction of business because the meeting is not lawfully called.

7.5 At all meetings of the Board of Directors, the presence of a majority of the authorized number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Declaration or by these Bylaws. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting

8.2 Each Officer of the Association shall hold office until his or her successor is chosen or until his or her earlier resignation, death or removal, or the

other office.

Board of Directors. The President and the Vice President may not hold any their offices for such terms as shall be determined from time to time by the assistant Treasurers, and one (1) or more assistant Secretaries, who shall hold necessary, including one (1) or more assistant Vice-Presidents, one (1) or more time from time to time may appoint such other officers as it shall deem nominated/elected/appointed as an officer. The Board of Directors at any of their annual or special assessments shall forfeit their rights to be President, a Vice-President, a Secretary, and a Treasurer. Members in arrears each annual meeting of Members, shall elect the following officers: a 8.1 The Board of Directors, at its initial meeting and its first meeting after

ARTICLE VIII - OFFICERS

7.8 A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

7.7 Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by a majority of the Directors and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a majority vote of the Board of Directors.

7.6 Except as otherwise provided in this section or by law, the act of a majority of the Directors present at a meeting at which a quorum is, or was at the beginning or the meeting, shall be the act of the Board of Directors. Vacancies in the Board of Directors may be filled as provided in Section 6.5 by these Bylaws.

from time to time until a quorum be had. Notice of any adjourned meeting may only be given by announcement at the meeting at which the adjournment is taken.

termination of his or her office. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

8.3 No officers shall receive any compensation from the Association as a result of their status as such officers. An officer may, however, serve the Association in a capacity other than that of an officer and receive compensation, as determined by the Board of Directors for services rendered in that capacity; provided such compensation is paid in accordance with a written agreement approved by a majority of the Members at a meeting of which notice is given that such agreement will be voted on. Additionally Officers may be reimbursed for properly documented expenses incurred in connection with their duties hereunder.

8.4 Any officer or agent elected by the Board of Directors may be removed by the Board of Directors at any meeting with respect to which notice of such purpose has been given to the members thereof.

8.5 The President shall be the chief executive officer of the Association and shall have the general supervision of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall call meetings of the members and the Board of Directors to order and shall act as Chairperson of such meetings. The President shall perform such other duties as specifically imposed upon him or her by law and as may from time to time be delegated to him or her by the Board of Directors.

8.6 The Vice-President shall, in the absence or disability of the President, or at the direction of the President, perform the duties and exercise the powers of the President. If the Association has more than one Vice-President, the one designated by the Board of Directors shall act in lieu of the President. Vice Presidents shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

8.7 The Secretary shall keep accurate records of the acts and proceedings of all meetings of Members, Directors and committees of Directors. The Secretary shall give, or cause to be given all notices required by law or these Bylaws. He or she shall be the custodian of the Association's books, records, contracts and other documents. The Secretary shall sign such instruments as

9.3 It shall be the function of the committee to investigate and make recommendations. No Member Committee shall have power to commit the affairs of the Association.

9.2 The Board shall be empowered to appoint such standing committees and special committees (e.g. Bylaws, Finance, Grounds, Architectural, Social, Welcoming, Nomination) as may be deemed necessary for the conduct of the said committee.

9.1 The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may appoint Committees of Members, each of which committees shall contain at least one (1) member of the Board of Directors and shall consist of three (3) or more members. Except as prohibited by law, each such committee shall have the authority set forth in the resolution establishing

ARTICLE IX - MEMBER COMMITTEES

8.10 Vacancies occurring within the officers during the fiscal year will be filled for the unexpired term by the affirmative vote of a majority of the Board of Directors. The Board, by majority vote, will elect a new president, if a vacancy occurs in that position.

8.9 The Assistant Secretary and Assistant Treasurer, if any, shall in the absence or disability of the Secretary or Treasurer, respectfully, perform the duties and exercise the powers of those officers, and they shall, in general, perform such other duties as shall be assigned to them by the Board of Directors.

8.8 The Treasurer shall have custody of all funds and securities belonging to the Association and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and President upon request. The Treasurer shall perform all duties as may be assigned from time to time by the Board of Directors.

The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may require his or her signature. The Secretary shall perform whatever may from time to time assign.

Association on any matter of general policy.

9.4 No committee of the Association or any member thereof shall contract any debt in behalf of the Association, which shall in any manner render the Association liable for payment of any sum unless the same shall have been approved by the Board of Directors of the Association or shall have been provided within the limitations of the approval budget.

ARTICLE X - BUDGETS AND ASSESSMENTS

10.1 At each annual (or special meeting held in lieu thereof), the Board of Directors shall have prepared and shall submit a budget for Membership approval. This budget shall require the approval of the majority of the Members present and eligible to vote at such meeting.

10.2 Based upon budgets approved as provided herein, the Board of Directors shall set regular annual assessments and special assessments for each type of Member. Regular annual assessments and the time and method of payment shall be in accordance with the. Special assessments and the time and method of payment shall be in accordance with applicable provisions of the Declaration.

10.3 No special assessments shall be levied against the Members of any type except upon the approval of a majority vote of the Members in accordance with the Declaration.

10.4 The initial Board of Directors shall, at the initial meeting of Members, submit to the Members a budget together with a schedule of dues and fees. Anything contained in Section 10.1 to the contrary, notwithstanding the approval of such budget, shall require a majority of each type of Member to approve the budget and such initial budget shall remain in full force and effect until the next annual meeting, or special meeting held in lieu thereof.

10.5 All monies received by the Association shall be deposited in financial institutions approved by the Board. All disbursements shall be made by checks signed by the Treasurer or by the Secretary.

ARTICLE XI - MISCELLANEOUS

11.1 The Board of Directors is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

11.3 All accounts, books and records of the Association shall be opened to the inspection of the members, subject to such reasonable rules and regulations not in conflict with applicable laws as the Board of Directors may impose.

11.4 Each Director or Officer of the Association shall be indemnified by the Association against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with any action, suit or proceeding, contemplated, pending or threatened, in which such person may be involved by reason of his or her being or having been a Director or Officer of this Association. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. The Association may purchase and maintain insurance on behalf of any such Officers and Directors against any liabilities asserted against such persons whether or not the Association would have the power to indemnify such Officers and Directors against such liability under the laws of the State of Georgia. If any expense or other amounts are paid by way of indemnification, other than by court order, action by members or by any insurance carrier, the Association shall provide notice of such payment to the Members in accordance with the provisions of the laws of the State of Georgia.

11.5 Whenever any notice is required to be given to any Member or Director by law, a waiver thereof in writing signed by the Director or Member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

11.6 Upon merger or consolidation of the Association with another association, the surveying or consolidated Association may administer the Existing Property, together with the covenants and restrictions established upon may other properties, as one plan.

13.2 All non-cash assets of the Association shall be converted to cash, at fair market value if not possible then at the best public-auction price. Association accounts payable shall have first priority for disbursement of those funds. Any remaining funds shall be assigned to future improvements at BROOKWOOD GLEN Subdivision.

13.1 Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets exclusively for the purposes of the Association, purposes as at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII - DISSOLUTION

12.1 The Bylaws of the Association may be altered or amended and new Bylaws may be adopted by the Members at any annual or special meeting of the members provided however, that, if such action is to be taken at a meeting of the Members, notice of the general nature of the proposed change in the Bylaws shall be given in the notice of the meeting to all members.

ARTICLE XII - AMENDMENT