

BY-LAWS INDEX
OF
THE OAKS OF ELLIJAY HOME OWNERS ASSOCIATION

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BY-LAWS

THE OAKS OF ELLIJAY HOME OWNERS ASSOCIATION

ARTICLE I

General

The corporation is "The Oaks of Ellijay Home Owners Association", hereafter referred to as the "Association" or TOEHOA. The corporation can be contacted via PO Box 101, Ellijay, Georgia 30540 and/or by email at TheOaksofEllijayHOA@gmail.com. Meetings of the members and/or directors may be held at such places within the State of Georgia, County of Gilmer, as may be designated by the Board of Directors. "Association" shall mean and refer to "The Oaks of Ellijay Home Owners Association", and its successors and assigns.

Purpose

These bylaws are the rules by which the Association enforces and implements the Covenants. They are enacted for the purpose of enforcing, enhancing and or benefiting the Covenants. The principal objectives and purposes of the Corporation are as follows:

- A. To promote the general welfare of the property owners of the Association.
- B. To promote and support various enterprises of any and every kind that may be for the welfare, assistance, recreation or convenience of said property owners.
- C. To include, but not limited to, the right to maintain security, common or green areas, and other services for the use or benefit of said property owners; and
- D. To operate and promote activities for educational, social, recreational, and general welfare purposes of said property owners.

ARTICLE II

Definitions

Section 1 – “Property” shall mean and refer to that certain real property described in the Protective Covenants, for The Oaks of Ellijay Sub-Division, and such additions thereto as many hereafter be brought within the jurisdiction of the Association.

Section 2 – Common or green areas shall mean all real property owned by the Association for the use and enjoyment of the Owners.

Section 3 – “Lot” shall mean and refer to any numbered plot of land shown upon any recorded subdivision map of the property.

Section 4 - “Owner” shall mean and refer to the recorded owner, whether one or more entities, of fee simple title to any lot which is a part of the Property, but excluding those having such interest merely as security for the performance of an obligation.

Section 5 – “Covenants” shall mean and refer to the Protective Covenants, Conditions, and Restrictions for The Oaks of Ellijay applicable to the Property recorded in the Office of the Clerk of Superior Court of Gilmer County, Georgia.

Section 6 – “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 7 – “Fiscal Year” shall begin on the 1st day of January and end on the 31th day of December every year.

ARTICLE III

Meetings of the Members

Section 1 - Annual Meeting – An annual meeting of the Members shall be held on a Saturday in the month of October or November at a date, place, and time set by the board. Written notice to the membership will be given no later than 21 days before the scheduled meeting.

Section 2 - Special Meetings- A special meeting of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership of the Association. Written notice of each special meeting of the Members shall be given by or at the direction of the secretary, or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or via email no less than 10 days and no more than 60 days before the meeting, to each Member entitled to vote thereat. Notice will be sent to the member's address (postal or email) last appearing on the books of the Association or supplied by such Member to the Association. Notice of Special Meetings shall specify the purpose, place, day and hour of the meeting.

Section 3 - Quorum - The presence at a meeting of Members entitled to cast, or of proxies entitled to cast, 15% of the votes of the membership of the association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 4- Proxies – At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary, at least three days prior to the meeting where the proxy will be used. Every proxy shall be revocable and shall automatically cease upon conveyance of the Member of his lot. All proxies shall be specific to the meeting it is entitled for. A proxy form shall be specified by the Board of Directors, specific to the meeting and with an expiration date. Presence of the proxy giver at the meeting for which the proxy was given shall automatically invalidate the proxy for that meeting.

Section 5 – Definition of Vote – A vote shall be cast for each lot owned, or any portion there owned unless excepted as stated in the Covenants.

ARTICLE IV

Board of Directors – Selection – Election – Term of Office

Section 1- Number – The affairs of this Association shall be managed by a Board of Directors of seven (7), who must be Members of the Association. A Director must be a property owner or of the family unit of the owner. Four of the Directors will also serve as Officers. The majority (four) of the Directors must be full time residents.

Section 2- Term of Office – As a result of a mid-year transfer from the Declarant to the Members, the first Board of Directors elected by the Members will serve a two and one half (2.5) year term (ending December 31, 2015). In the Annual Meeting of subsequent election years thereafter, the Members shall elect seven Directors for a two year term each beginning of the 1st day of January of the year following the election.

Section 3- Removal – Any Director may be removed from the Board, with cause, by a majority vote of the Board of Directors. Cause being defined as the event of death, absence of three consecutive meetings, failure to pay fee assessments, or resignation. In the event of removal of a Director. His successor shall be selected by the remaining members of the Board and serve for the unexpired term of his predecessor. Should the Board not be able to obtain a volunteer and qualified replacement, the Board can then leave the position unfilled until the next Member election of the Board.

Section 4- Compensation – No Director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual Board authorized expenses incurred in the performance of his duties.

ARTICLE V

Nomination and Election of Directors

Section 1- Board Member Nominations - Ninety days before the annual meeting in a Board Election year, the Board of Directors will select a Board Member to serve as Chairman of the Nominating Committee. The Chairman will select a minimum of two Members of the Association to serve on the Committee. The Committee will then prepare a slate of Directors for election consideration at the annual meeting. In addition to this slate of candidates, nominations may also be made from the floor at the annual meeting.

Section 2- Election – Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to to each vacancy, as many votes as they are entitled to exercise under the provisions of the By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meetings of Directors

Section 1- Action Taken Without a Meeting – The Directors shall have the right to take any action in the absence of a meeting, which they would take at a meeting by obtaining the written approval of all directors. Email or fax shall be considered a proper vote. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 2- Regular Meetings – Four regular meetings of the Board of Directors shall be held during each year at such a place, date, and hour as may be fixed from time to time by resolution of the Board. All meetings shall be open to the membership, however, . unless specifically recognized and authorized by the Board, the verbal participation of the membership at said meetings will not be allowed.

Section 3- Special Meetings - Special meetings of the Board of Directors shall be held when called by the President of the Board, or by any three Directors, after not less than five (5) days notice to each Director. Notice may be by phone, fax or mail.

Section 4- Quorum - A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1- Powers - The Board of Directors shall have power to:

- (a) Adopt or amend and publish rules and regulations governing the use of Common or Green Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties, including but not limited to monetary fines, for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.
- (c) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three consecutive regular meetings of the Board of Directors; and
- (e) Employ a manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (f) Issue Lien for non-payment of assessments, including costs, attorney's fees and recording fees.

Section 2- Duties – The following shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, and at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members of the Association who are entitled to vote.
- (b) To supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- (c) To prepare and approve the annual budget.

- (d) To fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.
- (e) To send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period.
- (f) To foreclose the lien against any Lot for which the assessments are not paid. A notice of delinquency will be sent after thirty (30) days with lien placed if no arrangements are made for payment within sixty (60) days of notice.
- (g) To deposit received funds into a bank account; and
- (h) To enforce by legal means or otherwise the by-laws and covenants, etc of the association.
- (i) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. The Board may make a reasonable charge for the issuance of these certificates.
- (j) And If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (k) To procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (l) To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (m) To provide Errors and Omissions, and Liability insurance for the Directors and Officers.
- (n) To cause the Common or Green areas to be maintained.

ARTICLE VIII

Officers and Their Duties

Section 1– Enumeration of Offices – The Officers of this Association shall be a President and Vice President and Treasurer and Secretary, who shall at all times be members of the Board of Directors and such other officers as the Board may from time to time by resolution create.

Section 2- Election of Officers – The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3- Term – The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve. Officers may not serve two (2) consecutive years in the same office.

Section 4- Special Appointments - The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such a period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5- Resignation and Removal - The Board may remove any officer from office with cause. Any officer may resign at any time giving written notice to the Board, the President or Secretary. Such resignations 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.

Section 6- Vacancies - A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7- Multiple Offices - No person shall simultaneously hold more than one office, except in case of special offices created pursuant to Section 4 of this Article.

Section 8- Expenditures - All Expenditures/Contracts of \$5,000.00 dollars or greater must be approved by the Board.

Section 9- Duties – The duties of the officers are as follows:

- (a) **President** – The President shall preside at all meetings of the Board of Directors. The President shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, minutes of meetings he/she presides over, and other written instruments, and shall sign all checks and promissory notes equal or greater than \$3500.00. The President shall perform other duties as are customarily pertinent to the office of President, or as may be directed to perform by resolutions of the Board of Directors, consistent within the provisions of the By-Laws of the corporation.,
- (b) **Vice-President** – The Vice President shall act in the place and instead of the President in event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her.
- (c) **Secretary** – The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the members of the Association together with their current addresses, and shall perform such other duties as required by the Board.
- (d) **Treasurer** – The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors and shall sign all checks and promissory notes of the Association of less than \$3500.00. In accordance with Sections 8 and 9; keep proper books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX

Committees

The Board of Directors shall appoint an Architectural Control Board (ACB) , Property Maintenance Committee (PMC), and a Nominating Committee (NC) as provided by these By-Laws. .

The ACB will have a normal term of 2 years and will be established within 2 months following the election of a new Board. The ACB will be composed of 2 Board Members and 1 non-board member . The ACB will have the authority and responsibility to take such action as they deem necessary, including but not limited to, approval of all additions, changes, fencing, proposed construction, the identification, reporting, correcting all violations , etc.

The PMC will determine all maintenance requirements of the community and contract for the required services to be performed. The PMC will consist of 2 Board Members and will have a term same as stated for the ACB. .

The NC will be appointed per the By-Laws (Article V, Section 1) prior to the elections of a new Board of Directors. .Following the subsequent Board elections at the Annual Meeting, the NC term will be deemed complete.

While the standard term of office will be two years, the initial term of office following the take over from the Declarant will be 2.5 years.

In addition to the foregoing, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books and Records

The books, records, and papers of the Association shall be made available, during reasonable business hours, for the inspection by any Member, with written notice of at least 5 days having been made to the treasurer. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principle office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each Member is obligated to pay the Association Annual and Special assessments, which are secured by a continuing lien upon the property against which, the Assessment is made. Any Assessments, which are not paid when due, shall be delinquent.

By choice of the member, the Annual Assessment (Dues) may be paid in a single payment or may be split into two equal payments. If paid in full, the due date is 30 days from invoice date or by January 31st each year. If paid in two equal payments, the due dates are 30 days from invoice date or January 31st and July 31st.

Other and Special Assessments will be due 30 days after the invoice date of the Assessment..

If the Assessment is not paid within (10) ten days after the date due, a late fee of 10% will be assessed. The delinquent Assessment will bear interest at an annual rate of 12% from the date of delinquency.

After (60) sixty days the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the lot, and interest, costs, and reasonable attorneys' fees, and court costs of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area.

ARTICLE XII

Corporate Seal

By option of the Board, the Association can purchase a Corporate Seal. The Seal shall be used in Accordance with the Laws of Georgia and the Covenants and By-Laws of the Association.

ARTICLE XIII

Amendments

Section 1- These By-Laws may be amended, at a regular meeting or special meeting for that purpose of the Members, by a vote of 2/3rd of the Association Members. Notice shall be given at least thirty (30) days in advance, and a copy of the proposed changes/modifications should be sent to Association Members with the notice.

Section 2- In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control.

ARTICLE XIV

Rules and Regulations

- (1) No hunting or discharge of firearms is permitted within the development.
- (2) The property owner shall be responsible for repairs/replacement of damage caused to property within the development, including roadways, signage, entrance structures, electrical, cable, and telephone services, caused by themselves, their families, or their guests. The property owner shall be presented with an invoice for the damage and will have 60 days to pay before the Association places a lien against their property.

Complaints, Questions, Information

From time to time, Members may have specific complaints, questions, or need for information from the Board. To facilitate these actions and to assure that all responses provided are accurate, the requestor of the information should forward such complaints, questions, or information requests in writing to the Board of Directors, PO Box 101, Ellijay, GA or via email at TheOaksofEllijay@gmail.com. In all cases, the appropriate Board Member will reply in writing. HOA

In cases where the complaint, questions, or need for information is of an emergency nature, verbal communications (telephone, direct contact) should be used. In this instance, the Board Member providing a verbal response must follow up with a written response to the requestor and all other Board Members within 24 hours.

End By-Laws