

BYLAWS
OF
EAST LAKE TERRACE NEIGHBORHOOD ASSOCIATION, INC.

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BYLAWS
OF
EAST LAKE TERRACE NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I

GENERAL

1.1. Applicability. These Bylaws provide for the self-government of East Lake Terrace Neighborhood Association, Inc. and the Articles of Incorporation filed with the Secretary of State.

1.2. Name. The name of the corporation is East Lake Terrace Neighborhood Association, Inc. (hereafter referred to as the "Association").

1.3. Definitions. The terms used herein shall have their generally accepted meanings or the meanings specified in Exhibit "A" attached hereto and incorporated herein.

1.4. Membership. Membership in the Association is only open to: (a) Persons residing, owning property, or operating a business within the East Lake Terrace Community.

1.5. Voting. Members shall be entitled to one (1) equal vote for each Lot. When more than one (1) Person holds any interest in any Lot, including, but not limited to, ownership interest or possessory interest, the vote for such Lot shall be exercised as those members determine among themselves. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) Person seeks to exercise it. A member's right to vote shall automatically be suspended during any period in which a member is more than thirty (30) days delinquent on any assessment or charge, and the member shall be ineligible to vote on any matter until the member's account balance has been paid in full.

No member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, if that member is shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association or if the member has had its voting rights suspended for any reason. If an member's voting rights have been suspended, that member shall not be counted as an eligible vote for purposes of establishing a quorum.

1.6. Entity Members. In the event a member is a corporation, partnership, trust, or other legal entity not being a natural person or persons, then any natural person who is an officer, director, or other designated agent of such corporation, partner of such partnership, beneficiary, or other designated agent of such trust, or manager of such other

legal entity shall be eligible to represent such entity in the affairs of the Association. Such person's relationship with the Association shall terminate automatically upon the termination of such person's relationship with the entity which is the member. The membership rights of a member which is a corporation, partnership, or other legal entity shall be exercised by the individual designated from time to time by the member in a written instrument provided to the Secretary of the Association.

1.7. Electronic Communications.

(a) Records and Signatures. Whenever these Bylaws require that a document, record or instrument be written or in writing, the requirement is deemed satisfied by an electronic record pursuant to the Georgia Electronic Records and Signatures Act. Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature, in accordance with the Georgia Electronic Records and Signatures Act, satisfies that requirement.

(b) Verification and Liability for Falsification. The Board of Directors may require reasonable verification of any electronic signature, document, record, or instrument. Absent or pending verification, the Board of Directors may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not authentic. Neither the Board of Directors nor the Association shall be liable to any Owner or any other Person for accepting or acting in reliance upon an electronic signature or electronic record that the Board of Directors reasonably believes to be authentic, or rejecting any such item which the Board of Directors reasonably believes not to be authentic. Any Owner or Person who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Association for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

ARTICLE II

MEETINGS OF MEMBERS

2.1. Annual Meetings. The regular annual meeting of the members shall be held each year with the date, hour, and place to be set by the Board. The Board shall additionally be able to set regular, monthly meetings of the members with the date, hour, and place to be set by the Board.

2.2. Special Meetings. Special meetings of the members may be called for any purpose at any time by the President, the Secretary, or by request of any two (2) or more Board members, or upon written petition of fifteen (15%) percent of the total eligible members of Association. Any such written petition by the members must be submitted to the Association's Secretary. The Secretary shall then verify that the required number of members have joined in the petition and shall submit all proper petitions to the Association's President. The President shall then promptly call a special meeting for the purpose stated in the petition, at a date, time and location selected by the President, and the

Secretary shall send notice of such meeting in accordance with these Bylaws and within thirty (30) days of the date of delivery of the petition to the Secretary.

2.3. Notice of Meetings. The Secretary shall post or cause to be posted, signs within the East Lake Terrace Community at least twenty-four (24) hours prior to the date of the meeting. The notice shall state the time and place of the meeting, and, for any special meeting, the purpose of the meeting.

2.4. Waiver of Notice. Waiver of notice of an Association meeting shall be deemed the equivalent of proper notice. Any Association member may, in writing, waive notice of any meeting of the membership, either before or after such meeting. Attendance at a meeting by a member, whether in person or represented by proxy, shall be deemed waiver by such member of notice of the time, date, and place thereof unless such member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.

2.5. Quorum. The presence, in person or by proxy at the beginning of the meeting, of members entitled to cast at least five percent (5%) of the eligible votes of the Association shall constitute a quorum. Once a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished. Members whose voting rights have been suspended pursuant to these Bylaws shall not be counted as eligible votes toward the quorum requirement.

2.6. Adjournment. Any meeting of the Association members may be adjourned from time to time for periods not exceeding ten (10) days by vote of the members holding the majority of the votes represented at such meeting, regardless of whether a quorum is present. Any business which could have been transacted properly at the original session of the meeting with a quorum present may be transacted at a reconvened session with a quorum present, and no additional notice of such reconvened session shall be required.

2.7. Proxy. Any Association member entitled to vote may do so by written proxy duly executed by the member setting forth the meeting at which the proxy is valid. The term "proxy" shall mean the written document in which the member authorizes any other person to attend a membership meeting on behalf of the member and vote the member's vote at the meeting. The written proxy document shall not be required to be in any particular form; but to be valid, the proxy must be signed, dated, and filed with the Secretary prior to the opening of the meeting for which it is to be used. The member giving the proxy shall be the "proxy giver," and the person holding the proxy and authorized to attend on behalf of the proxy giver and vote for the proxy giver shall be the "proxy holder." Proxies may be delivered by either the proxy giver or the proxy holder by personal delivery, U.S. Mail, facsimile transmission, email, or other electronic means to any Board member or the property manager, if any. Proxies may be revoked only by written notice of the proxy giver delivered to the Secretary, except that the presence in person by the proxy giver at a meeting for which the proxy is given shall automatically invalidate the proxy for

that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy. At the signing-in prior to each membership meeting, each proxy holder shall be given one ballot for the meeting for each proxy held.

2.8. Action Taken Without a Meeting. In the Board's discretion, any action that may be taken by the Association members at any annual, regular, or special meeting may be taken without a meeting if the Board delivers a written consent form or written ballot to every member entitled to vote on the matter.

(a) Ballot. 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 be valid only when (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals 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.

All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) 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. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by written consent shall be valid only when the number of written consents received equals or exceeds the requisite majority of the voting power for such action. Executed written consents shall be included in the minutes or filed with the Association's records. If an action of the members is approved by written consent hereunder, the Board shall issue written notice of such approval to all members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued.

2.9. Order of Business. At all meetings of the Association, Roberts Rules of Order (latest edition) shall govern when not in conflict with these Bylaws or the Articles of Incorporation, unless the members present at a particular meeting vote to suspend Robert's Rules at that meeting.

ARTICLE III

BOARD OF DIRECTORS

3.1. Composition. The affairs of the Association shall be governed by a Board of Directors. The directors shall be Owners of Lots or occupant of such Lots; provided, however, no Owner and occupant representing the same Lot may serve on the Board at the same time, and no co-owners may serve on the Board at the same time. The Board of Directors shall be comprised of three (3) to eleven (11) directors as determined by the Board of Directors; provided, however, there shall always be an odd number of directorships. In the event the Board of Directors determines that it is appropriate to increase the number of director positions to the maximum number of eleven (11), the Board may do so only at an annual meeting at which time the members of the Association shall elect the directors to fill the increased directorships so created. In the event the Board of Directors determines that it is appropriate to decrease the number of director positions to the minimum number of three (3), the Board may do so only at an annual meeting and may only eliminate directorships in which the directors holding those directorships have either resigned or their terms have expired or will expire at the annual meeting. The Board may not remove a director by decreasing the number of directorships. At each annual meeting, the Board shall announce the number of director positions on the Board.

3.2. Election and Term. Those directors serving on the date these Bylaws are adopted shall remain in office until the terms for which they were elected expire. Successor directors shall be elected by the vote of those members present in person or proxy at the annual meeting of the membership of the Association, a quorum being present. At the first election of directors of the Association at the annual meeting following the date these Bylaws are adopted, the Board of Directors shall determine the number of directors to be elected to the Board. The majority of those directors who receive the most votes shall be elected for a two (2) year term, and a minority of those directors receiving the lower number of votes shall be elected for a one (1) year term. At the expiration of the term of each such director, and at each annual meeting thereafter, each successor director elected shall be elected to serve for a term of two (2) years. The expressed purpose of this Section is to provide for staggered terms of directors on a variable Board. Directors shall remain on the Board until their respective successors are elected. Each newly elected Board shall meet within ten (10) days following the meeting at which the election occurred for the purpose of appointing officers and any other business that comes before the Board.

3.3. Nomination. Nomination for election to the Board shall be made from the floor at the meeting. Nominations also may be made by a nominating committee, if appointed by the Board.

3.4. Removal of Directors. At any valid regular or special Association meeting, any one or more directors may be removed with or without cause by a majority of the total vote of the Association members and a successor may then and there be elected to fill the

vacancy created. In addition, any director who has had three (3) consecutive, unexcused absences from regularly scheduled Board meetings or is more than sixty (60) days past due in the payment of any assessment or charge may be removed by the vote of a majority of the other directors. Any director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting to consider his or her removal and shall be given an opportunity to be heard at the meeting.

3.5. Vacancies. Vacancies on the Board caused by any reason, except the removal of a director by vote of the membership as provided in Section 3.4 of this Article, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any Board meeting. The successor selected shall hold office for the remainder of the term of the director being replaced.

3.6. Compensation. Directors shall not be compensated for services. However, directors may be reimbursed for the expenses incurred in carrying out their duties as directors upon Board approval of such expenses. Directors also may be given nominal gifts or tokens of appreciation by the Association for recognition of services performed not to exceed a value of \$100.00 per calendar year. For purposes hereof, reasonable food and beverages purchased for Board meetings shall not be considered compensation.

3.7. Director Conflicts of Interest. Nothing herein shall prohibit a director from entering into a contract and being compensated for services or supplies furnished to the Association in a capacity other than as director, provided the director's interest is disclosed to the Board and the contract is approved by a majority of the directors who are at a meeting of the Board of Directors at which a quorum is present, excluding the director with whom the contract is made. The interested director shall not count for purposes of establishing a quorum of the Board. The interested director shall be entitled to be present at the meeting at which the proposed contract is discussed, but the director must leave the room during the discussion on such matter.

3.8. Regular Meetings. Regular Board meetings may be held at such time and place as determined by the Board, but at least once every three (3) months.

3.9. Special Meetings. Special Board meetings may be called by the President on three (3) days notice to each director given by mail, in person, by telephone, by facsimile transmission, or by email, which notice shall state the time, date, location, and purpose of the meeting. Special Board meetings shall be called by the President, Vice President, Secretary, or Treasurer in like manner and on like notice upon the written request of at least two (2) directors.

3.10. Waiver of Notice. Any director at any time, in writing, may waive notice of any Board meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any Board meeting shall also constitute a waiver of notice by him or her of the time and place of such meeting. If all directors are present at any Board meeting, no notice shall be required and any business may be transacted at such meeting.

3.11. Quorum and Conduct of Meetings. The President shall preside over all Board meetings, and the Secretary shall keep a minute book recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings. The presence of directors entitled to cast one-half of the votes of the Board shall constitute a quorum for the transaction of business. One or more directors who participate in a meeting by means of telephone or electronic communication shall be deemed present and in attendance for all purposes at such meeting, provided all persons participating in the meeting can hear each other.

3.12. Closed Meetings. All Board meetings shall be closed to all Association members; provided, however, the Board may open the meeting to the members of the Association, but members other than directors may not participate in any discussion or deliberation unless expressly authorized by the Board. Notwithstanding the above, the Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, delinquent assessments, litigation in which the Association is or may become involved, and orders of business of a similar nature.

3.13. Action Without a Meeting. Any Board action required or permitted to be taken at any meeting may be taken without a meeting if a majority of the directors consent in writing to such action. The written consents must describe the action taken. The written consents shall be filed with the minutes of the Board. The written consent may be by email or other electronic means; a copy of the consents shall be printed and filed with the minutes of the Board.

3.14. Powers and Duties. The Board shall manage the affairs of the Association and shall have all the powers and duties necessary for the administration of the East Lake Terrace Community and may do all such acts and things as are not by the Articles of Incorporation or these Bylaws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these Bylaws, the Board shall have the power to and shall be responsible for the following, in the way of explanation, but not limitation:

(a) preparation and adoption of an annual budget, in which there shall be established the contribution of each Owner to the common expenses;

(b) making assessments to defray the common expenses, establishing the means and methods of collecting such assessments;

(c) collecting the assessments, depositing the proceeds thereof in a financial depository or institution which it shall approve, or otherwise investing the proceeds in accordance, and using the proceeds to administer the Association;

(d) opening of bank or other financial accounts on behalf of the Association and designating the signatories required;

(e) obtaining and carrying insurance against casualties and liabilities and paying the premium cost thereof;

(f) paying the costs of all services rendered to the Association;

(g) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred; and

(h) contracting with any Person for the performance of various duties and functions.

3.15. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer and director against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred by any officer or director in connection with any action, suit, or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which such officer or director may be a party by reason of being or having been an officer or director. The officers and directors shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association may maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such coverage is reasonably available.

ARTICLE IV

OFFICERS

4.1. Designation. The principal officers of the Association shall be the President, Vice President, Secretary, and Treasurer. The President, Vice President and Secretary must be directors. The Treasurer shall be elected by the Board, but need not be a director. The Board may appoint one or more Assistant Treasurers, Assistant Secretaries, and such other subordinate officers as in its judgment may be necessary. Any assistant or subordinate officers shall not be required to be directors. Except for the offices of Secretary and Treasurer, which may be held by the same person, no person may hold more than one (1) office.

4.2. Election of Officers. The Association officers shall be elected annually by the Board of Directors at the first meeting of the Board following each annual meeting of

the members and shall hold office at the pleasure of the Board and until a successor is elected.

4.3. Removal of Officers. Upon the affirmative vote of a majority of the Board members at any Board meeting at which a quorum is established, any officer may be removed, either with or without cause, and a successor may be elected.

4.4. Vacancies. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

4.5. President. The President shall be the chief executive officer of the Association and shall preside at all Association and Board meetings.

4.6. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting. In addition, the Vice President shall serve as the liaison between the chairpersons of the committees and the Board.

4.7. Secretary. The Secretary shall keep the minutes of all Association and Board meetings and shall have charge of the Association's books and records.

4.8. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board.

4.9. Other Officers. Other offices may be created by the Board, and the Board members which hold such offices shall have such titles and duties as are defined by the Board.

4.10. Agreements, Contracts, Deeds, Leases, Etc. All agreements, contracts, deeds, leases, checks, promissory notes, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by Board resolution.

ARTICLE V

AMENDMENTS

These Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of at least two-thirds (2/3) the Board of Directors of the Association.

ARTICLE VI

MISCELLANEOUS

6.1. Committees. The Board may establish a nominating committee and any other committee as the Board deems desirable with the powers and duties that the Board shall authorize. Members of any committee shall be appointed by the Board and shall serve at the pleasure of the Board. Any committee member may be removed with or without cause at any time and with or without a successor being named.

6.2. Notices.

(a) Method of Giving Notice. All notices, demands, bills, statements, or other communications shall be in writing and shall be given:

- (1) Personal delivery to the addressee;
- (2) Via United States mail, first class, postage prepaid;
- (3) Via electronic mail; or
- (4) Via facsimile; or
- (5) Via any other legal means.

(b) Addressee. Notice sent by one of the methods described herein shall be deemed to have been duly given:

(1) If to an Owner, at the address, electronic mail address or facsimile number which the Owner has designated in writing and filed with the Secretary, or if no such address has been designated, at the address of the Owner's Lot;

(2) If to an occupant, to the electronic mail address or facsimile number which the occupant has designated in writing, or if no such address has been designated, at the address of the Lot occupied; or

(3) If to the Association or the Board, if any, at the postal address, facsimile, or electronic mail address of the principal office of the Association or at such other address as shall be designated in writing and filed with the Secretary.

6.3. Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these Bylaws.

6.4. Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

6.5 Fiscal Year. The fiscal year of the Association may be set by Board resolution or, in the absence thereof, shall be the calendar year.

6.6. Financial Review. A financial review of the accounts of the Association shall be performed annually in the manner provided by the Board.

6.7. Conflicts. The duties, powers, and obligations of the Association, including the members, directors, and officers, shall be those set forth in the Georgia Nonprofit Corporation Code, these Bylaws, the Articles of Incorporation, and the rules and regulations of the Association. If there are conflicts or inconsistencies between such, then the provisions of the Georgia Nonprofit Corporation Code, these Bylaws, the Articles of Incorporation, and the rules and regulations of the Association, in that order, shall prevail.

6.8. Books and Records. To the extent provided for, and restricted in, Section 14-3-1602 of the Georgia Nonprofit Corporation Code, as such Code Section may be amended from time to time, all eligible Association members shall be entitled to inspect Association records at a reasonable time and location specified by the Association, upon written request at least five (5) business days before the date on which the member wishes to inspect and copy. The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the member. Notwithstanding anything to the contrary, the Board may limit or preclude member inspection of confidential or privileged documents, including attorney/client privileged communications, executive session meeting minutes, and financial records or accounts of other members. Minutes for any Board or Association meetings do not become effective as an official Association record until approved by the Board or Association membership, as applicable, at a subsequent meeting. All Board members may inspect and copy any book or record of the Association.

This _____ day of _____, 200__.

EAST LAKE TERRACE
NEIGHBORHOOD ASSOCIATION, INC.

Signature of President
Print Name: _____

Signature of Secretary
Print Name: _____