

**BYLAWS OF HONEY RIDGE ESTATES  
HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE ONE - GENERAL INFORMATION**

**Section 1. Name.** The name of the Corporation shall be Honey Ridge Estates Homeowner's Association, Inc.

**Section 2. Purpose.** The purposes for which the Corporation is organized are as follows:

- (a) The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- (b) Consistent with the foregoing purposes, the corporation may engage in any lawful activity that may be incidental or reasonably necessary to any of the foregoing purposes, and may exercise all powers now or hereafter available to corporations organized under the Georgia Nonprofit Corporation Act.
- (c) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**Section 3. Principal Office.** The principal office for the business of the Corporation shall be located at such place as the Board of Directors may fix from time to time.

**Section 4. Office Location.** The Corporation may have other offices at such place or places within or without the State of Georgia as the Board of Directors may designate from time to time or the business of the Corporation may require or make desirable.

**Section 5. Registered Agent and Office.** The registered agent of the Corporation is Steve Rigdon and the registered office of the Corporation shall be 72 East Parker Street, Baxley, Georgia 31513. Said registered agent and registered office may be changed at any time by the Board of Directors by resolution and upon the filing of appropriate documents in the office of the Secretary of State of Georgia.

**Section 6. Definitions.** As used in this Document, the following terms shall have the following meanings, as the context shall permit:

- a. "Board of Directors", "Board", or "Directors" shall mean the board of directors of Honey Ridge Estates Homeowner's Association, Inc.

- b. "Declarant" shall initially mean Peoples State Bank & Trust, a Georgia Banking Corporation, of Baxley, Georgia, and any successors and/or assigns of the Declarant's rights, title, and interests arising out of and from the Declaration.
- c. "Declaration" shall mean that certain document titled "Declaration of Covenants, Conditions, Easements and Restrictions for Honey Ridge Estates" dated May 7, 2001 and recorded in Deed Book 711, Page 420, of the records of the Clerk of Superior Court of Effingham County, Georgia, and any amendments and additions thereto.
- d. "Honey Ridge Estates" shall mean that certain residential subdivision located in Effingham County, Georgia, that is more particularly described in the Declaration.
- e. "Lot" shall have the same meaning assigned to it as the definition of "Lot" in the Declaration.
- f. "Owner" shall have the same meaning assigned to it as the definition of "Lot" in the Declaration.

## ARTICLES TWO - MEMBERSHIP

**Section 1. Membership.** The Owner of each Lot in Honey Ridge Estates shall be a member of the Corporation. The period of membership shall correspond to and be coincident with the period of ownership of such lot by such Owner and shall automatically terminate upon the transfer, conveyance, or of the disposition of such Owner's ownership interest in such Lot. Each Lot is allocated one membership only, which shall be appurtenant to that certain Lot and which shall be shared in the same proportion as the ownership interest if the ownership interest in a Lot is held by more than one person. The foregoing notwithstanding, a mortgagee or other person who holds an ownership or other interest in a Lot merely as security for the performance of an obligation shall not be a member or share in a membership.

**Section 2. Classification of Membership.** The Corporation shall have the below described two classes of membership:

(a) Class A: Initially, the Class A members of the Corporation shall be the Owners, with the exception of Declarant. If the same Owner owns more than one Lot, such Owner shall be a Class A member and shall have membership privileges with respect to each Lot so owned.

(b) Class B: The sole Class B member of the Corporation shall be the Declarant. At the time of the execution of these Bylaws, the Declarant is Peoples State Bank & Trust of Baxley, Georgia.

**Section 3. Voting Rights.** As long as there is a Class B member of the Corporation, the Class B member only shall have the sole right to vote on any matters involving the Corporation, except for

those voting rights explicitly provided to the Class A members by Article III, Section 3.2 (i), (ii), (iii), (iv), (v), and (vi) of the Declaration. Once the Class B membership has terminated, the Class A members shall have the full voting rights of the Corporation as specified in Article III of the Declaration and this Document.

**Section 4. Annual Meeting.** The annual meeting of the members of the Corporation shall be held each fiscal year on the date and at the time designated, from time to time, by the Board of Directors. If at any time the Board of Directors shall fail to otherwise designate the date of an annual meeting, then such annual meeting shall be held at 7:00 p.m., local time, on the second Tuesday of the fourth month following the end of the fiscal year of the Corporation, or, if such day is a legal holiday, the next following business day. The purpose of the annual meeting shall be to elect vacancies on the Board of Directors and for all other necessary purposes.

**Section 5. Special Meetings.** All meetings of the membership, other than the annual meeting, shall be held on the date and at the time designated by the person or persons calling such special meeting.

**Section 6 Notice.** Written notice stating the place, day, and hour of each 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 ten days (*or not less than any other such minimum period of days as may be prescribed by Georgia law*) nor more than sixty days before the date of the meeting to each member of record entitled to vote at such meeting. When a meeting is adjourned to a different date, time, or place it shall not be necessary to give any notice of the new date, time, or place if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date is or must be fixed under the Code, notice of the adjourned meeting shall be given to persons who are members as of the new record date

**Section 7. Waiver Of Notice.** Notice of a meeting of the membership of the Corporation may be waived, in writing, by any member before or after the meeting. Any such waiver shall also constitute a waiver of all formalities of the meeting. Further, the presence of a member at any meeting of the membership of the Corporation, without objection thereto, shall be a waiver of all formalities of the meeting, including call, notice, time and place of the meeting.

**Section 8. Quorum.** At all meetings of the members, a majority of the votes entitled to be cast on a matter by the members shall constitute a quorum for action on that matter. When a quorum is once present at the meeting of the membership, it is not broken by the subsequent withdrawal of any member. If a quorum is present when a vote is taken, the affirmative vote of a majority of the membership present, either in person or by proxy, at a meeting is the act of the membership.

**Section 9. Conduct of Meeting.** Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting: the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President, a Vice President, or if none of the foregoing is in office and present and acting, by a chairman of the meeting to be chosen by the members: The Secretary of the Corporation, or in the Secretary's absence any Assistant Secretary,

shall act as secretary of every meeting, but, if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting.

**Section 10. Adjournment of Meeting.** The holders of a majority of the voting shares represented at a membership meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

**Section 11. Proxy Representation.** At any meeting of the members, any member having the right to vote shall be entitled to vote in person or by proxy. An appointment of a proxy is valid for eleven months, unless a longer period is expressly provided in the appointment form.

**Section 12. Action Without A Meeting.** Any action which may be taken by the members of the Corporation in a membership meeting may be taken without a meeting if all the members of the Corporation entitled to vote thereon shall consent thereto in writing. Any such consent shall be entered in the minutes of the Corporation.

### **ARTICLE THREE - BOARD OF DIRECTORS**

**Section 1. General Powers.** Board of Directors: All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed by the Board of Directors.

**Section 2. Qualifications, Number, Term.** Directors shall be natural persons who are least eighteen (18) years of age. The Board shall consist of five (5) members, with one of the board positions always being filled by the President of the Corporation. The other four members of the Board shall be divided into two classes of two members. The term of office of directors of the first class shall expire at the first annual meeting of the membership after such directors' election and the term of the directors in the second class shall expire at the second annual meeting of the membership after such directors' election, or upon the earlier of such director's death, resignation, incapacity to serve, or removal. At each annual membership meeting thereafter, directors shall be chosen for a term of two years to succeed those directors whose terms expire. Despite the expiration of a director's term, such director shall continue to serve until a qualified successor shall be elected.

**Section 3. Appointment of Board of Directors.** Notwithstanding anything to the contrary in this document, as long as there is a Class B member of the Corporation, the Class B member shall have the sole right to appoint the directors of the Board and to remove the directors of the Board, with or without cause. Once the Class B membership has terminated, the members of the Board shall be elected and removed as described herein.

**Section 4. Nominating Committee.**

(a) Once the Class B membership has terminated, the Board shall appoint a Nominating Committee of three (3) members, one (1) of whom is not on the existing Board of Directors. The sole purpose of the Nominating Committee shall be to nominate candidates for any vacancies on



the Board. The Nominating Committee shall put in place, at least forty five (45) days before the annual meeting of the membership, a system made known to every member, whereby any member of the Corporation may make a recommendation to the Nominating Committee for any open Board position.

(b) At the annual meeting of the membership, the Nominating Committee will propose at least one name for each of the vacant Board of Director's positions. In addition, nominations for vacant Director's positions shall be taken from the floor of the membership. Once the aforesaid nominations are made and the nominations are closed by proper motion, the election of the Board shall be held as provided herein.

**Section 5. Annual Meeting.** The Board of Directors of the Corporation shall hold an annual meeting for the purposes of electing officers of the Corporation and transacting other business. The annual meeting of the Board shall be held immediately following the annual meeting of the membership each year at the same place as the annual meeting of the membership. No further notice of the annual meeting shall be required to be given to any Director of such annual meeting.

**Section 6. Meetings.**

**(a). Board Meetings.**

**1. Regular Meetings:** There shall be no set regular meetings of the Board of Directors.

**2. Special Meetings:** All meetings of the Board, other than the annual meeting shall be by called meeting to be held at such time, place, and date as designated by the Board. A called meeting may be called by the Board of Directors, the Chairman of the Board, the President, the Secretary, or by any officer instructed by the directors to call the meeting. Special meetings may be held within or without the State of Georgia at such place as the Board of Directors may from time to time designate or as may be specified in the notice of such meeting. Whenever the Board of Directors shall fail to designate such place, the meeting shall be held at the principal office of the Corporation in the State of Georgia. Notice of special meetings shall be given to directors at least two days before such meetings, which notice shall specify the date, time, and place of the meeting. "The notice need not state the purpose of the special meeting.

**Section 7. Waiver Of Notice.** Notice of a meeting of the Board may be waived in writing by any director before or after the meeting. Any such waiver shall also constitute a waiver of all formalities of the meeting. Further, the presence of a director at any meeting of the Board, without objection thereto, shall be a waiver of all formalities of the meeting, including call, notice, time and place of the meeting.

**Section 8. Quorum.** Board of Directors: A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board. When a quorum is once present at the meeting of the Board, it is not broken by the subsequent withdrawal of any Director. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present at a meeting is the act of the Board.

**Section 9. Conduct of Meeting.** Meetings of the Board shall be presided over by one of the following officers in the order of seniority and if present and acting: the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President, a Vice President, or if none of the foregoing is in office and present and acting, by a chairman of the meeting to be chosen from the directors by the directors. The Secretary of the Corporation, or in the Secretary's absence any Assistant Secretary, shall act as secretary of every meeting, but, if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting.

**Section 10. Action Without A Meeting.** Any action which may be taken by the Board in a Board meeting may be taken without a meeting if all the directors of the Corporation entitled to vote thereon shall consent thereto in writing. Any such consent shall be entered in the minutes of the Corporation.

**Section 11. Vacancies.** If a vacancy occurs on the Board of Directors for any reason, the Board may fill the vacancy. If the directors remaining in office do not constitute a quorum of the Board, the directors may fill the vacancy by the affirmative vote a majority of all the directors remaining in office.

**Section 12. Removal.** Any Director may be removed, with or without cause, at any time by a majority vote of the entire Board of Directors.

**Section 13. Compensation.** Directors may be allowed such compensation for attendance at regular or special meetings of the Board of Directors and any special or standing committees thereof, as may be determined from time to time by resolution of the Board of Directors.

#### **ARTICLE FOUR- OFFICERS**

**Section 1. Number.** The officers of the Corporation shall be a President, Vice-President, Treasurer and Secretary.

**Section 2. Appointment of Officers.** Notwithstanding anything to the contrary in this document, as long as there is a Class B member of the Corporation, the Class B member shall have the sole right to appoint the Officers of the Corporation and to remove the officers of the Corporation, with or without cause. Once the Class B membership has terminated, the officers of the Corporation shall be elected and removed as described herein.

**Section 3. Election and Terms.** Officers of the Corporation shall be elected at the annual meeting of the Board and shall serve for one (1) year terms. Officers may be re-elected for additional terms to the office they hold.

**Section 4. Removal.** Any officer may be removed, with or without cause, at any time by a majority vote of the entire Board of Directors.

**Section 5. Vacancies.** If a vacancy occurs in one of the Offices of the Corporation for any reason, the Board may fill the vacancy.

**Section 6. Duties.** The officers of the Corporation shall have the below described powers and/or such other powers as the Board may prescribe from time to time.

(a) **President.** The President of the Board, who shall also be chairman of the Board, shall preside at all meetings of the membership and the Board; shall be an ex-officio member of all committees of the Board; and shall perform such other duties as may be provided in these Bylaws or as may be prescribed by the Board of Directors.

(b) **Vice-President.** The Vice-President shall preside in the absence of the President or whenever the President temporarily vacates the chair. In the case of the resignation of the President, the Vice-president shall assume the position of the President until a President is elected. The Vice-President shall also have such other powers and shall perform such other duties as may be assigned to her/him by the Board of Directors or the President.

(c) **Treasurer.** The Treasurer shall keep, or cause to be kept, the financial books and records of the Corporation, and shall faithfully account for the Corporation's funds, financial assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the President and the Board of Directors informed at all times as to the financial condition of the Corporation, and shall perform such other duties as the President or the Board of Directors may prescribe. The Treasurer shall maintain the money and other assets of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(d) **Secretary.** It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the membership and the Board of Directors; to notify the members and the Directors of meetings as provided by these bylaws and/or Georgia law; to have custody of the seal of the Corporation; to affix such seal to any instrument requiring the same; to attest the signature or certify the incumbency or signature of any officer of the Corporation; and to perform such other duties as the President, or the Board of Directors may prescribe.

(e) **Additional Officers.** The Board of Directors may appoint such additional Officers and prescribe their duties as the Board shall see fit.

## **ARTICLE FIVE - COMMITTEES**

**Section 1. Members.** The Board of Directors may create one or more committees and appoint members to serve on them. Each committee may have one or more directors serve on said committee, who shall serve at the pleasure of the Board of Directors

**Section 2. Authority.** Any committee created by the Board of Directors shall have only the authority granted to said committee by the Board of Directors, which grant of power shall not exceed that as allowed by law.

**Section 3. Meetings.** Committees shall meet from time to time at the call of the President or of any one or more members of the particular committee. The requirements for meetings, action without meetings, notices, and waivers of notice of the Board of Directors shall apply to any committee which the Board shall establish. A committee shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after the action has been taken. All such proceedings shall be subject to revision or alteration by the Board

of Directors, except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

**Section 4. Quorum and Voting.** The quorum and voting requirements of the Board of Directors also shall apply to any committee which the Board shall establish.

**Section 5. Removal.** The Board of Directors shall have power to remove any member of any committee at any time, with or without cause, to fill vacancies, and to dissolve any such committee.

## **ARTICLE SIX - MISCELLANEOUS**

### **Section 1. Inspection of Records by Members.**

(a) A member is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the following records of the Corporation if the member gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy such records:

(1) The Corporation's articles or restated articles of incorporation and all amendments currently in effect;

(2) The Corporation's bylaws or restated bylaws and all amendments currently in effect;

(3) Resolutions adopted by either the members or the Board of Directors increasing or decreasing the number of directors, the classification of directors, if any, and the names and residence addresses of all members of the Board of Directors;

(4) The minutes of all member's meetings, delivered in writing or by electronic transmission, executed waivers of notice of meetings, and executed consents evidencing all action taken by members without a meeting, for the past three years;

(5) All communications in writing or by electronic transmission to members generally within the past three years, including the financial statements furnished for the past three years;

(6) A list of the names and business addresses of the Corporation's current directors and officers; and,

(7) The Corporation's most recent annual registration as delivered to the Secretary of State.

(b) A member is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the member meets the requirements of subsection (c) of this Section 6.1 and gives the Corporation written notice of the member's demand at least five business days before the date on which the member wishes to inspect and copy such records:

(1) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on



behalf of the Corporation, minutes of any meeting of the members, and records of action taken by the members or Board of Directors without a meeting, to the extent not subject to inspection under subsection (a) of this Section 6.1;

- (2) Accounting records of the Corporation; and,
- (3) The record of members.

(c) A member may inspect and copy the records described in subsection (b) of this Section 6.1 only if:

- (1) The member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member;
- (2) The member describes with reasonable particularity the member's purpose and the records the member desires to inspect;
- (3) The records are directly connected with the member's purpose; and
- (4) The records are to be used only for the stated purpose.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be January 1 through December 31 of each year.

**Section 3. Seal.** The corporate seal shall be in such form as the Board of Directors may determine from time to time. In event it is inconvenient to use a Seal at any time, the signature of the Corporation followed by the word "Seal", enclosed in parentheses or scroll, shall be deemed the Seal of the Corporation.

**Section 4. Financial Statements.** The Board of Directors may appoint the Treasurer or other fiscal officer or the Secretary or any other officer to cause to be prepared and furnished to members entitled thereto any special financial notice or any financial statements which may be required by any provision of law.

**Section 5. Notices**

(a) Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to any member, director, or officer, it shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype, or other form of wire or wireless communication, by mail or private carrier; or by e-mail, if transmitted to an e-mail address at which the recipient has consented to receive notice, by proxy in an electronic network, together with separate notice of such specific posting. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication.

(b) Written notice to a member, if in comprehensible form, is effective when mailed, if mailed with first-class postage prepaid and correctly addressed to the member's address shown in the Corporation's current record of members. If the Corporation has more than 100 members of record entitled to vote at a meeting, however, the Corporation may utilize a class of mail other than first class if the notice of the meeting is mailed, with adequate postage prepaid, not less than thirty days before the date of the meeting.

**Section 6. Contracts, Deeds, and Loans.** All contracts, deeds, mortgages, pledges, promissory notes, security documents, transfers, and other written instruments binding upon the Corporation shall be executed on behalf of the Corporation by the Chairman of the Board, the President, any Vice President, or by such officers or agents as the Board of Directors or the President (unless the Board of Directors shall otherwise provide) may designate from time to time. Any such instrument required to be given under the seal of the Corporation may be sealed and attested by the Secretary or any Assistant Secretary of the Corporation.

**Section 7. Checks and Drafts.** Checks and drafts of the Corporation shall be signed by such officer or officers or such other employees or persons as the Board of Directors may from time to time designate. The Board of Directors may provide by resolution for the authority of officers, employees, and other persons to deal with banks and other financial institutions on behalf of the Corporation.

**Section 8. Books and Records.** The Secretary of the Corporation shall be responsible for maintaining and preserving: (1) correct and complete books and records of account, (2) minutes of the proceedings of the meetings of the Board of Directors, (3) a current list of the Directors and Officers and a list of the current active membership of the Corporation and their residence and business addresses, (4) a copy of the Certificate of Incorporation, (5) a copy of these Bylaws, and (6) the annual balance sheets and statements of receipts and disbursements from date of incorporation.

**Section 9. Indemnification.** The Corporation shall, to the full extent permitted by law, indemnify and hold harmless its Directors, Officers, and committee members.

**Section 10. Gender and Grammar.** The singular wherever used herein shall be construed to mean the plural when applicable, and the use of the masculine pronoun shall include the neuter and the feminine.

**Section 11. Captions.** The captions of each Article and Paragraph hereof are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article or Paragraph to which they refer.

**Section 12. Severability.** Whenever possible, each provision of this document shall be interpreted in such manner as to be effective and valid, but if the application of any provision of this document to any person or to any property shall be prohibited or held invalid, such prohibition or invalidity shall not affect any other provision or the application of any provision which can be given effect without the invalid provision or application, and to this end, the provisions of this document are declared to be severable.

## ARTICLE SEVEN - BYLAW AMENDMENTS

Notwithstanding anything to the contrary in this document, as long as there is a Class B member of the Corporation, the Class B member shall have the sole right to amend these Bylaws. Once the Class B membership has terminated, the bylaws may only be amended, altered, or repealed by an affirmative vote of a majority of the votes of the members of the Corporation present, or represented by proxy, that are entitled to vote at a meeting of the membership duly called for such purpose.