

Section 5. Other Committees. There shall be such other committees as the Board shall determine with the powers and duties that the Board shall authorize.

Section 6. Service on Committees. Unless otherwise provided in these Bylaws or in the resolution authorizing a particular committee, the members of any committee shall be appointed by the President and shall serve at the pleasure of the Board of Directors. Any committee member may be removed with or without cause at any time and with or without a successor being named.

Article IV. **Officers**

Section 1. Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer. All Officers are required to be Board members. No person may hold more than one (1) office. 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 Board members and shall not be counted in determining a quorum and shall have no vote.

Section 2. Election of Officers. The Association officers shall be elected annually by the Board Members at the first meeting of the Board after each Annual Meeting. Officers shall hold office until their successors are elected.

Section 3. Removal of Officers. Officers of the Board may be removed with or without cause by a Majority vote of the Board of Directors, but removal as an officer does not affect the Board Members' position on the Board of Directors.

Section 4. Vacancies. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled vote cast by a majority of the Board for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Association and shall preside at all Association and Board meetings. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code, including, but not limited to, the power to appoint committees from among the members from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 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.

Section 7. Secretary. The Secretary shall keep the minutes of all Association and Board meetings and shall have charge of such books and papers as the Board may direct, and shall, in

general, perform all duties incident to the office of the secretary of a corporation organized under Georgia law.

Section 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. The Treasurer shall be responsible for the preparation of the budget as provided in all the Declarations. The Treasurer may delegate all or a part of the preparation and notification duties associated with the above responsibilities to a management agent. The Treasurer shall serve as chairman of the Association's Budget and Finance Committee.

Section 9. 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 . **Rule Making and Enforcement**

Section 1. Authority and Enforcement. The Hedgerow community property shall be used only for those uses and purposes set out in all the Declarations. The Board of Directors shall have the authority to make, modify, repeal and enforce reasonable rules and regulations governing the conduct, use, and enjoyment of Lots and the Common Property. Copies of all such rules and regulations shall be furnished to all Owners and Occupants and/or posted on an Association website. Any rule or regulation may be repealed by the affirmative vote or written consent of a Majority of the total Association vote at an annual or special meeting of the membership.

Every member and occupant of a Lot shall comply with the Declarations that pertain to their Lot, Bylaws and rules and regulations of the Association, and any lack of compliance shall entitle the Association and, to take action to enforce the terms of applicable Declarations, Bylaws or rules and regulations.

The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the Full Permanent Member Owner's Lot, and to suspend a Full Active Charter Members' right to vote or to use the Common Property for violation of any duty imposed under the applicable Declarations, these Bylaws, or any Association rules and regulations; provided, however, nothing herein shall authorize the Association or the Board to deny ingress and egress to or from a Lot. If any Occupant violates the Declarations that pertain to his or her Lot, Bylaws or Association rules and a fine is imposed, the fine may be imposed against the Owner and/or Occupant, subject to Section 2 below. The failure of the Board to enforce any provision of all the Declarations, Bylaws, or any rule or regulation shall not be deemed a waiver of the right of the

Board to do so thereafter.

In any enforcement action taken by the Association under this Article V, to the maximum extent permissible, all costs incurred by the Association in abating a violation or otherwise taking action to enforce Restated Declarations, Bylaws or Association rules, including reasonable attorney's fees actually incurred, may be assessed against the violating Owner and/or Occupant, pursuant to Paragraph 6 of the Restated Declaration.

Rule making and enforcement authority is further set forth in all the Declarations.

Section 2. Fining and Suspension Procedure. The Board shall not impose a fine or suspend the right to vote or to use the Common Property, unless and until the Association has sent or delivered written notice to the violator as provided in subsection (a) below. However, compliance with this Section 2 shall not be required for the following: (i) late charges on delinquent assessments, or (ii) suspension of voting or use rights if a member is shown on the Association's records to be more than thirty (30) days delinquent in any payment due the Association, in which case suspension of the right to vote and use the Common Property shall be automatic.

(a) Notice. If any provision of either of the Declarations or Bylaws or any Association rule is violated, the Board shall send the violator written notice identifying the violation and the fine(s) to be imposed and advising the violator of the right to request a hearing before the Board to contest the violation or potential fine(s) and/or suspension or to request reconsideration of the potential fine(s) and/or suspensions. In the event of a continuing violation, each day the violation continues or occurs again constitutes a separate offense, and fines may be imposed on a per diem basis without further notice to the violator. Fines shall not be begin to accrue until (i) the expiration of the ten (10) day period after the date of the violation notice during which the violator has the right to request a hearing; provided, however, if the violator requests a hearing or cures the violation, fines shall not be imposed at all; (ii) the expiration of the cure period set by the Board at the hearing (if one is requested by the violator), whichever is later.

(b) Hearing. If a written request for hearing is received from the violator within ten (10) days of the date of the violation notice provided above, then the Board shall schedule and hold in executive session a hearing affording the violator a reasonable opportunity to be heard. The hearing must be scheduled within twenty-one (21) days of the request for same from the violator. The Board must provide at least a ten (10) day period after the hearing during which the violator can cure the violation without fines being assessed against the violator's Lot. The minutes of the meeting shall contain a written statement of the results of the hearing. Failure to request a timely hearing as provided herein shall result in loss of the right to challenge and request reconsideration of the fines.

Article VI.
Miscellaneous

Section 1. Notices.

(a) Method of Giving Notice. Unless otherwise prohibited in these Bylaws, all notices, demands, bills, statements, or other communications shall be in writing and shall be given:

- (b) By personal delivery to the addressee; or
- (c) By United States mail, first class, postage prepaid; or
- (d) By electronic mail; or
- (e) Via facsimile.

(f) Addressee. Notice sent by one of the methods described in Section 1, Subparagraph (a) shall be deemed to have been duly given:

(g) If to a member Lot, 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 Lot of such Owner;

(h) If to an Occupant of a member Lot, 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

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

Section 2. 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 or either of the Declarations.

Section 3. 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.

Section 4. Gender and Grammar. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 5. Fiscal Year. The fiscal year of the Association shall be January 1st to December 31st.

Section 6. Financial Review. A mandatory financial audit of the accounts of the Association shall be performed annually and shall be presented to the Association. However, after having received the Board's financial review at the annual meeting, Active Members may, by a Majority of the Association vote, require that the Association accounts be audited as a Common Expense by an independent accountant.

Section 7. Conflicts. The duties and powers of the Association shall be those set forth in the Georgia Nonprofit Corporation Code, all the Declarations, these Bylaws, and the Articles of Incorporation, together with those reasonably implied to affect the purposes of the Association; provided, however, that if there are conflicts or inconsistencies between the Georgia Nonprofit Corporation Code, all the Declarations, these Bylaws, or the Articles of Incorporation, then the provisions of the Georgia Nonprofit Corporation Code, as may be applicable, these Bylaws, all the Declarations, and the Articles of Incorporation, in that order, shall prevail, and each member with voting rights, by acceptance of a deed or other conveyance therefore, covenants to vote in favor of such amendments as will remove such conflicts or inconsistencies.

Section 8. Amendment. Except where a higher vote is required for action under any other provisions of these Bylaws, in which case such higher vote shall be necessary to amend such provision, these Bylaws may be amended by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the Full Active Members of the Association holding two-thirds (2/3) of the total eligible vote of the Association. Members whose voting rights have been suspended pursuant to all the Declarations or these Bylaws shall not be counted as eligible votes toward the amendment requirement. Notice of a meeting at which a proposed amendment will be considered shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy of the amendment. No amendment shall become effective until it is certified by the President and Secretary of the Association and filed in the Cobb County, Georgia land records. Any amendment so certified and recorded shall be conclusively presumed to have been duly adopted in accordance with the all the Declarations and Bylaws.

Any legal action to challenge the validity of an amendment adopted under this Section must be brought within one (1) year of the amendment's effective date. No action to challenge any such amendment may be brought after such time.

Section 9. Books and Records. To the extent provided in O.C.G.A. § 14-3-1602, all Association members and any institutional holder of a first Mortgage shall be entitled to inspect the following 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.

i) its Articles or restated Articles of Incorporation and all amendments to them currently in effect;

- (ii) its Bylaws or restated Bylaws and all amendments to them currently in effect;
- (iii) resolutions adopted by either its members or Board of Directors increasing or decreasing the number of directors or the classification of directors, or relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members;
- (iv) resolutions adopted by either its members or Board of Directors relating to the characteristics, qualification, rights, limitations, and obligations of members;
- (v) the minutes of all meetings of Members and records of all actions approved by the members for the past three (3) years;
- (vi) all written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
- (vii) a list of the names and business or home addresses of its current directors and officers;
and
- (viii) its most recent annual report delivered to the Secretary of State.

(b) A member may inspect and copy the following records upon written notice at least five (5) business days before the date on which the member wishes to inspect and copy only if 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; the member describes with reasonable particularity the purpose and the records the member desires to inspect; the records are directly connected with this purpose; and the records are to be used only for the stated purpose:

- (i) excerpts from minutes of any Board meeting, records of any action of a committee of the Board while acting in place of the Board on behalf of the Association, minutes of any meeting of the members, and records of action taken by the members or the Board without a meeting, to the extent not subject to inspection under subsection 9(a);
- (ii) accounting records of the Association; and
- (iii) the membership list only if for a purpose related to the member's interest as a member.

Without the consent of the Board, a membership list or any part thereof may not be: used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Association; used for any commercial purpose; or sold to or purchased by any person. The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the member.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Hedgerow Homeowners Association, Inc., a Georgia corporation;

That the foregoing Bylaws constitute the Amended and Restated Bylaws of said Association, as duly adopted by the Board of Directors and the Members of the Association on the ____ day of _____, _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this day of _____, _____.

HEDGEROW HOMEOWNERS ASSOCIATION, INC.

_____(Seal)
Secretary