

EMERALD COVE HOMEOWNERS ASSOCIATION  
BY-LAWS

I. NAME

THIS BODY SHALL BE KNOWN AS THE EMERALD COVE HOMEOWNERS ASSOCIATION (THE "ASSOCIATION")

II. LEGAL STATUS

THE ASSOCIATION IS A NOT-FOR-PROFIT ASSOCIATION, INCORPORATED UNDER THE LAW OF THE STATE OF GEORGIA.

II. MEMBER SHIP

MEMBERSHIP IN THE ASSOCIATION SHALL BE REQUIRED OF ANY HOMEOWNER (AS HEREINAFTER DEFINED) OF THE EMERALD COVE SUBDIVISION, LOCATED IN THE CITY OF WALNUT GROVE, WALTON COUNTY, GEORGIA, WHO SHALL HAVE PAID AND IS CURRENT WITH THEIR ANNUAL DUES AND ASSESSMENTS WHICH THE ASSOCIATION SHALL FROM TIME TO TIME ADOPT.

- A. EFFECTIVE AUGUST 1, 2004, ALL CURRENT EMERALD COVE HOMEOWNERS ASSOCIATION MEMBERS WILL BECOME MANDATORY AND MUST BE MAINTAINED AS SUCH.
- B. EFFECTIVE AUGUST 1, 2004 ANY PARTIES PURCHASING PROPERTY IN EMERALD COVE WILL REQUIRE MANDATORY MEMBERSHIP IN EMERALD COVE HOMEOWNERS ASSOCIATION.
- C. ANY RESIDENT FAMILY SHALL BE EXTENDED AMENITY PRIVILEGES AT THE DISCRETION OF THE HOMEOWNER

IV. PURPOSE

THE ASSOCIATION SHALL EXIST FOR THE FOLLOWING PURPOSES:

- A. OWN PROPERTY OR PROPERTIES FOR THE EXCLUSIVE USE, BENEFIT AND ENJOYMENT OF ITS MEMBERS;
- B. TO DEVELOP AND IMPLEMENT BROAD AND COMPREHENSIVE PROGRAMS FOR THE BEAUTIFICATION, SAFETY AND WELFARE OF THE SUBDIVISION AND ITS MEMBERS;
- C. ESTABLISH RULES AND REGULATIONS BY WHICH THE ASSOCIATION AND ITS MEMBER SHALL BE GOVERNED; AND

D. FOR SUCH OTHER LAWFUL PURPOSES AS THE ASSOCIATION, THROUGH ITS BOARD OF DIRECTORS AND MEMBERSHIP MAY FROM TIME TO TIME ADOPT.

V. GOVERNANCE

THE ASSOCIATION SHALL BE GOVERNED BY ITS MEMBERSHIP THROUGH A BOARD OF DIRECTORS, WHICH SHALL SERVE WITHOUT COMPENSATION AND SHALL SERVE UNTIL A REPLACEMENT IS ELECTED. SUCH ELECTIONS SHALL TAKE PLACE AT THE ANNUAL MEETING TO THE ASSOCIATION.

THE BOARD OF DIRECTORS SHALL CONSIST OF THE FOLLOWING OFFICERS:

PRESIDENT  
VICE PRESIDENT  
SECRETARY  
TREASURER

VI. OFFICERS

THE DUTIES OF THE OFFICERS ARE AS FOLLOWS:

A. PRESIDENT

1. PRESIDE AT ALL MEETINGS OF THE ASSOCIATION AND BOARD OF DIRECTORS;
2. REPRESENT THE ASSOCIATION IN OFFICIAL ACTS OF THE ASSOCIATION;
3. EXECUTE ALL DOCUMENTS ON BEHALF OF THE ASSOCIATION;
4. CARRY OUT SUCH OTHER ACTS AND DUTIES AS MAY BE INCUMBENT UPON SUCH OFFICE AND/OR AS AUTHORIZED BY THE BOARD OF DIRECTORS

B. VICE PRESIDENT – IN THE ABSENCE OF THE PRESIDENT SHALL PREFORM ALL THE DUTIES OF THE PRESIDENT.

C. SECRETARY

1. MAINTAIN THE OFFICIAL RECORDS OF THE ASSOCIATION;
2. KEEP A RECORD OF ALL THE ACTIONS OF THE ASSOCIATION AND THE BOARD OF DIRECTORS;
3. IT SHALL GIVE OFFICIAL NOTICE OF ALL MEETINGS, WHERE SUCH NOTICE IS REQUIRED;

4. IT SHALL ATTEST TO THE EXECUTION OF ALL OFFICIAL DOCUMENTS BY THE PRESIDENT OR VICE PRESIDENT AND AFFIX THERE TO THE SEAL OF THE ASSOCIATION; AND
5. PERIODICALLY CAUSE TO BE PUBLISHED VARIOUS REPORTS AND/OR COMMUNICATIONS TO THE MEMBERSHIP

#### D. TREASURER

1. RECEIVE AND PRESERVE ALL MONIES OR ITEMS OF VALUE PAID OR GIVEN TO THE ASSOCIATION;
2. PAY ALL ACCOUNTS CONSISTENT WITH THE BUDGET AND/OR AUTHORIZED BY AN ACTION OF THE BOARD OF DIRECTORS;
3. MAINTAIN AN ACCOUNT IN A BANK FOR THE PURPOSE OF DEPOSITING AND DISPERSING ALL ASSOCIATION FUNDS. ALL DISBURSEMENTS FROM SUCH ACCOUNT SHALL REQUIRE SIGNATURES OF TWO DIRECTORS, ONE OF WHICH SHALL BE THE TREASURER, PROVIDED THE OFFICE OF TREASURE IS FILLED.
4. KEEP OR CAUSE TO BE KEPT AN ACCURATE SET OF FINANCIAL RECORDS;
5. MAINTAIN THE OFFICIAL MEMBERSHIP LIST OF THE ASSOCIATION; AND
6. BILL OR CAUSED TO BE BILLED EACH MEMBER FOR DUES AND ASSESSMENTS AS ESTABLISHED BY THE ASSOCIATION.

#### VII. MEETINGS

ANNUAL MEETING – THE ANNUAL MEETING OF THE ASSOCIATION SHALL BE HELD DURING THE MONTH OF JUNE OF EACH YEAR. THE ACTUAL DATE SHALL BE DETERMINED EACH YEAR BY THE BOARD OF DIRECTORS, PROVIDED A MINIMUM 7 DAYS WRITTEN NOTICE IS GIVEN TO THE MEMBERSHIP. THE ELECTION OF OFFICERS AND ADOPTION OF THE ASSOCIATIONS BUDGET FOT THE FORTHCOMING YEAR SHALL OCCUR DURING THE ANNUAL MEETING.

SPECIAL MEETINGS – OTHER MEETINGS OF THE MEMBERSHIP MAY BE CALLED BY THE BOARD OF DIRECTORS, AS CIRCUMSTANCES REQUIRE, PROVIDED AT LEAST 7 DAYS NOTICE IS GIVEN, WHICH NOTICE SHALL INCLUDE THE PURPOSE FOR WHICH SUCH MEETING IS BEING CALLED.

QUORUM – ATTENDANCE OF AT LEAST 30% OF THE MEMBERSHIP OF THE ASSOCIATION SHALL BE REQUIRED IN ORDER TO CONVENE

AND TRANSACT OFFICIAL BUSINESS AT AN ANNUAL OR SPECIAL MEETING OF THE ASSOCIATION.

DIRECTORS MEETINGS – THE BOARD OF DIRECTORS SHALL MEET AS NECESSARY IN ORDER TO CARRY ON THE BUSINESS OF THE ASSOCIATION. SUCH MEETING SHALL BE CALLED BY THE PRESIDENT, OR BY TWO OR MORE OTHER DIRECTORS. ALL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE OPEN TO ALL MEMBERS OF THE ASSOCIATION.

QUORUM – ATTENDANCE OF AT LEAST 3 DIRECTORS SHALL BE REQUIRED IN ORDER TO CONVENE AND TRANSACT OFFICIAL BUSINESS OF THE BOARD OF DIRECTORS

VOTING – EACH RESIDENCE SHALL HAVE BUT ONE VOTE TO CAST ON ANY ISSUE WHICH SHALL COME BEFORE THE ASSOCIATION FOR A VOTE.

ALL MEETINGS OF THE ASSOCIATION AND ITS BOARD OF DIRECTORS SHALL BE CONDUCTED IN ACCORDANCE WITH “ROBERT’S RULES OF ORDER”

#### VIII. RULES AND REGULATIONS

THE BOARD OF DIRECTORS SHALL ESTABLISH VARIOUS RULES AND REGULATIONS AS MAY BE DEEMED NECESSARY TO INSURE THE SAFETY, ENJOYMENT AND WELFARE OF THE MEMBERS OF THE ASSOCIATION, PROTECT AND PRESERVE ITS PROPERTY AND MAINTAIN THE INTEGRITY OF EMERALD COVE SUBDIVISION.

#### IX. COMMITTEES

THE BOARD OF DIRECTORS SHALL ESTABLISH, FROM TIME TO TIME, THE COMMITTEES NECESSARY TO CARRY OUT THE VARIOUS PURPOSES AND ACTIVITIES OF THE ASSOCIATION.

#### X. SPECIAL CONDITIONS

VACANCIES IN THE BOARD OF DIRECTORS SHALL OCCUR:

1. UPON RESIGNATION OF AN OFFICER OR DIRECTOR;
2. IN THE EXPIRATION OF THE TERM FOR WHICH THE DIRECTOR WAS ELECTED AND ANOTHER MEMBER ELECTED TO FILL THAT POSITION;
3. IN THE EVENT THAT UNDER THE TERMS OF THESE BY-LAWS A DIRECTOR CEASES TO BE A MEMBER OF THE ASSOCIATION; OR

4. A "NO-CONFIDENCE VOTE" WHICH SHALL OCCUR UPON THE PRESENTATION TO THE BOARD OF A PETITION REQUESTING SUCH A VOTE, WHICH REQUEST MUST BE SIGNED BY NOT LESS THAN 80% OF THE MEMBERSHIP IN THE ASSOCIATION. THE BOARD SHALL CALL A SPECIAL MEETING OF THE ASSOCIATION WITHIN 30 DAYS OF THE DATE THAT IT BECOMES AWARE THAT SUCH A VACANCY HAS OCCURRED.

THESE BY LAWS MAY BE AMENDED BY A THREE/FOURTHS MAJORITY OF ITS MEMBERSHIP PRESENT AT ANY REGULAR OR SPECIAL MEETING OF THE ASSOCIATION, PROVIDED THE MEMBERSHIP HAS BEEN FURNISHED A COPY OF THE PROPOSED CHANGE AND NOTICE OF SUCH MEETING AT LEAST 30 DAYS PRIOR TO SUCH MEETING.