

**BY-LAWS  
OF  
GRAHAM RIDGE HOMEOWNER'S ASSOCIATION PHASE II, INC.  
(A Corporation Not for Profit)**

**ARTICLE I. Identity**

The following By-Laws shall govern the operation of **Graham Ridge Homeowner's Association, Phase II, Inc.**, a Corporation Not-For-Profit (hereinafter the "Corporation"). The Corporation is an incorporated non-profit association, organized and existing pursuant to Georgia Law.

Section 1. The office of the Corporation shall be at 1080 Graham Drive, Madison, Georgia 30650 or at other such place as may be subsequently designated by the Board of Directors of the Corporation.

**ARTICLE II. Purposes and Powers**

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any director or other private individual. The purpose and powers of the Corporation are to manage and enforce Covenants pertaining to Graham Ridge Subdivision, Morgan County, Georgia.

**ARTICLE III. Membership and Voting Provisions**

Section 1. Membership. All Owners of real property in Graham Ridge Subdivision, as defined in the Amended and Restated Covenants, shall be members of the Association, provided that there shall be no more than one member for any Lot, said membership to be as determined by a vote of the Owners of any jointly owned Lot.

Section 2. Voting. Each member shall be entitled to cast one (1) vote per Lot owned (i.e. if a member owns two Lots, they shall have two votes).

Section 3. Votes. A majority of the total votes cast shall decide any question, unless the By-Laws or Articles of Incorporation provide otherwise, in which event the voting percentages required in the By-Laws or Articles of Incorporation shall control (The term "majority" of the votes shall mean 51% of the total votes cast.)

Section 4. Quorum. There shall be no quorum requirements for meetings of the membership.

Section 5. Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing and signed by the person entitled to vote and shall be filed with the Secretary of the Association prior to the meeting in which they are to be used. Proxies shall be valid only for the particular meeting designated therein.

## **ARTICLE IV. Meeting of the Membership**

Section 1. Time. The annual members meeting shall be held at 2:00 p.m. of the first Saturday of March of each year for the purpose of electing Directors and transacting any other business authorized to be transacted by the members, and special meetings shall be held on the date and at the time stated in the notice thereof; provided, however, that if that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding day.

Section 2. Place. All meetings of the membership shall be held at a location convenient to the members at such place and at such time as shall be designated by the Board of Directors of the Corporation and stated in the notice of the meeting.

Section 3. Notices. It shall be the duty of the Secretary to deliver a notice of each annual or special meeting, stating the time and place thereof, to each member at least five (5) days but not more than thirty (30) days prior to such meeting. Notice of any special meeting shall state the purpose thereof. All notices shall be served at the address of the member as it appears on the books of the Corporation.

Section 4. Special Meetings. Special meetings of the members for any purpose may be called by the President, and must be called by the President at the request, in writing, of a majority of the Board of Directors, or at the request, in writing, of 10% of all members, which request shall state the purpose of the proposed meeting. Business transacted at all such meetings shall be confined to the objects stated in the notice thereof.

## **ARTICLE V. Directors**

Section 1. Number, Term and Qualifications. Prior to the first meeting of the members the affairs of the Corporation shall be managed by the Board of Directors composed of three (3) persons who need not be members of this Corporation. Thereafter, the affairs of the Corporation shall be managed by a Board of Directors, composed of five (5) persons, who must be members of this Corporation and shall be elected by the majority vote of the members. All officers of a corporation owning property within Graham Ridge Subdivision shall be deemed to be members of this Corporation so as to qualify as a Director herein. The term of each Director's service shall be one (1) year and shall extend until the next annual meeting of the members or until his successor is duly elected and qualified, or until he is removed in the manner provided for below.

Section 2. First Board of Directors. The first Board of Directors of the Association, who shall hold office and serve until the first meeting of members and until their successors have been elected and qualified, shall consist of the following:

1. John Mitchell Copelan
2. George Beck
3. Mary Knight

Section 3. Organizational Meeting. The organizational meeting of a newly elected Board of Directors of the Corporation shall be held within ten (10) days of their election at such place and

time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organizational meeting shall be necessary.

Section 4. Removal of Directors. Directors may only be removed prior to the expiration of their term by a two-thirds vote of the membership at a meeting called for such purpose.

Section 5. Vacancies on Directorate. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors shall choose a successor or successors who shall hold office of the balance of the unexpired term.

Section 6. Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof by the Secretary. Commencing with the Directors elected at the first meeting of the membership, the transfer of title of his parcel, lot, or unit by a Director shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors, unless the Director continues to own another parcel, lot or unit. No member shall continue to serve on the Board should he be more than thirty (30) days delinquent in the payment of an assessment, and said delinquency is confirmed by the Board of Directors.

Section 7. Meetings. Meetings of the Board of Directors may be called by the President, and in his absence by the Vice President, or by a majority of the members of the Board of Directors of the time and place of said meeting. All notices of meetings shall state the purpose of the meeting.

Section 8. Directors Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may waive notice of such meeting and such waiver shall be deemed equivalent to the giving of notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 9. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at such meetings at which a quorum is present shall be the acts of the Board of Directors.

Section 10. Proviso. Notwithstanding any provisions contained herein, until conveyance of record fee title by warranty deed or otherwise of all its real property in Graham Ridge Subdivision by the Developer, the Directors or their successors, as shall be designated by the Developer need not be members and may not be removed by members of the Corporation.

Section 11. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such acts and things as are not, by law, by these By-Laws or by the Amended and Restated Declaration of Covenants and Restrictions of Graham Ridge Subdivision, directed to be exercised and done by the members. These powers shall specifically include, but shall not be limited to, the following:

- (a) To exercise all powers specifically set forth in these By-Laws, by law in the Amended and Restated Declaration of Covenants and Restrictions and all powers incidental thereto.
- (b) To levy and collect general assessments, special assessments and individual assessments and use and expend the assessments to carry out the purposes and powers of the Corporation.
- (c) To employ, dismiss and control the personnel necessary for the maintenance and preservation of Graham Ridge Subdivision, including the right and power to employ the attorneys, accountants, contractors, and other professionals as the need arises.
- (d) To make and amend regulations respecting the operation and use of the lots and facilities, and the use and maintenance of any property acquired by the Corporation.
- (e) To contract for the management of the affairs of the Corporation and to delegate to any such contractor all of the powers and duties of the Corporation, except those which may be required to have the approval of the Board of Directors or membership of the Corporation.
- (f) To designate one or more committees, which to the extent provided in the resolution designating said committee, shall have the powers of the Board of Directors in the management of the business and affairs of the Corporation.
- (g) To purchase equipment, supplies and material required in the maintenance, repair, replacement, operation and management of the Corporate property.
- (h) To insure and keep insured the improvements of the Corporation.
- (i) To pay utility bills for utilities serving the Corporate property.
- (j) To improve the Corporate property subject to the limitations of the Amended and Restated Declaration of Covenants and Restrictions of Graham Ridge Subdivision.
- (k) To enforce by any legal means the provision of the By-Laws, the Amended and Restated Declaration of Covenants and Restrictions and the regulations promulgated by the Corporation.
- (l) To collect delinquent assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from parcel, lot, or unit owners for violation of the provisions of the Amended and Restated Declaration of Covenants and Restrictions and related documents.
- (m) To pay all taxes and assessments against the Corporate property.
- (n) To control and regulate development within Graham Ridge Subdivision, and to promote and assist in adequate and proper maintenance of Graham Ridge Subdivision, and the parcels, lots, or unit individually owned.

- (o) To select depositories for the Corporate funds, and to determine the manner of receiving, depositing, and disbursing Corporate funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by these By-Laws.
- (p) To acquire real and personal property for the benefit and use of its members and to dispose of said property in accordance with the Amended and Restated Declaration of Covenants and Restrictions of Graham Ridge Subdivision.

## **ARTICLE VI. Officers**

Section 1. Elective Officers. The principal officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be elected by the Board of Directors. The President shall be a member of the Board of Directors.

Section 2. Election. The officers of the Corporation shall be elected by the Board of Directors at the organizational meeting of each new Board following the meeting of the members.

Section 3. Appointive Officers. The Board may appoint Assistant Secretaries, Assistant Treasurers, and such other Officers, as the Board deems necessary.

Section 4. Term and Compensation. The Officers of the Corporation shall hold office until replaced by their successors. Any officer elected by the Board of Directors may be removed at any time with or without cause by the Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. No compensation will be paid to the Officers of the Corporation.

Section 5. The President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members. He shall have executive powers and general supervision over the affairs of the Corporation and other Officers. He shall sign all written contracts and perform all of the duties incident to his office, which may be delegated to him from time to time by the Board of Directors.

Section 6. The Vice President. The Vice President shall perform all of the duties of the President in his absence and such other duties as may be required of him from time to time by the Board of Directors.

Section 7. The Secretary. The Secretary shall issue notice of all Board of Directors' meetings and all meetings of the members and shall attend and keep the minutes of same. He shall have charge of all of the Corporation's books, record, and papers, except those kept by the Treasurer. If an Assistant Secretary is appointed, he shall perform the duties of the Secretary in the Secretary's absence.

Section 8. The Treasurer. The Treasurer shall have the following duties and responsibilities:

- (a) He shall have custody of the Corporation's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated from time to time by the Board of Directors.
- (b) He shall disburse the funds of the Corporation as may be ordered by the Board of Directors in accordance with these By-Laws, making proper vouchers for such disbursements and shall render to the President and the Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.
- (c) He shall collect the assessments and shall promptly report the status of collections and of all delinquencies to the Board of Directors.
- (d) He shall give status reports to potential transferees on which reports the transferees may rely.
- (e) If an Assistant Treasurer is appointed, he shall perform the duties of the Treasurer in the Treasurer's absence.

Section 9. First Officers. The Officers of the Corporation, who shall hold office and serve until the first election of officers by the first Board of Directors of the Corporation following the first meeting of members and pursuant to the terms of these By-Laws, are as follows:

President: John Mitchell Copelan

Vice President: George Beck

Secretary / Treasurer: Mary Knight

## **ARTICLE VII. Finances and Assessments**

Section 1. Depositories. The funds of the Corporation shall be deposited in such banks and depositories as may be determined by the Board of Directors and shall be withdrawn only upon checks and demands for money signed by such Officer or Officers as may be designated by the Board of Directors.

Section 2. Fidelity Bonds. The Treasurer and all Officers who are authorized to sign checks, all Officers and employees of the Corporation, and any contractor handling or responsible for Corporation funds may be bonded in such amount as may be determined by the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January each year. The Board of Directors is expressly authorized to change to a different fiscal year in

accordance with the provisions and regulations from time to time prescribed by the Internal Revenue Code of the United States of America at such time as the Board of Directors deems it advisable.

#### Section 4. Determination of Assessments.

- (a) **Annual Assessments:** The Board of Directors has the power to and shall fix and determine, from time to time, the sum or sums necessary and adequate for the general expenses of the Corporation. The purposes and the basis of annual assessments are set forth in the Amended and Restated Declaration of Covenants and Restrictions of Graham Ridge Subdivision.

Annual assessments are necessarily made upon projections and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Corporation, in which event the Board of Directors may increase or decrease the amount of such assessment and make such adjustments in cash or otherwise as they shall deem proper, including the assessment of each member for his pro rata share of any deficits. Notice of all changes in assessments shall be given to all members. When the Board of Directors has determined the amount of any annual assessment, the Secretary shall submit a statement of such assessment to each member. Such notice shall state the date when said assessment is due, and thereafter said assessment shall bear interest at the rate of ten percent (10%) per annum simple interest until paid. Annual assessments shall be paid by the members in advance on a monthly, quarterly, semi-annual, or annual basis, as the Board of Directors shall, from time to time, direct. Annual assessments shall be payable at the office of the Corporation.

- (b) **Special Assessments:** The Board of Directors has the power to fix and determine special assessments from time to time. The purposes and basis of special assessments are set forth in the Amended and Restated Declaration of Covenants and Restrictions of Graham Ridge Subdivision. Any special assessments must be approved by a majority vote of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting. Special assessment shall be levied by the Board of Directors in the same manner as the Board of Directors shall determine.

Special assessments, when authorized and approved, may be made upon projections and estimates of the Board of Directors and may be in excess or less than the sums required to meet the cash requirements of the Corporation, in which event the Board of Directors may increase or decrease the amount of assessments and make such adjustment in cash or otherwise as they shall deem proper, including the assessment of each member for his pro rata share of any deficits. Notices of all changes in special assessments shall be given to all members. When the Board of Directors has determined the amount of any special assessment, the Secretary shall submit a statement of special assessment due, and thereafter said assessment shall bear interest at the rate of ten percent (10%) per annum simple interest until paid. Special assessments shall be payable at the office of the Corporation.

- (c) **Individual Assessments:** Pursuant to the Corporation's power and authority to enforce the covenants, restrictions, rules and regulations as set forth in the Amended and Restated

Declaration of Covenants and Restrictions the Board of Directors has the power to separately assess individual members of the Corporation. When the Board of Directors has determined the amount of any individual assessment, the Secretary shall submit a statement of such assessment to the member involved and said assessment shall be due and payable upon thirty (30) days after receipt of the statement and thereafter shall bear simple interest at the rate of 10% per annum simple interest until paid. Individual assessment are payable at the office of the Corporation.

- (d) Budget: The Board of Directors shall adopt a budget for each fiscal year that shall include the estimated funds required to defray anticipated expenses and to provide and maintain funds to cover current expenses, including a reasonable allowance for contingencies, betterments, which shall include the funds to be used for capital expenditures for additional property that will be a part of the Corporation property, and operations, the amount of which may be to provide working funds or to meet losses.

Section 5. Co-Mingling of Funds. All sums collected by the Corporation from assessments may be co-mingled in a single fund or divided into more than one fund, as determined by the Board of Directors.

Section 6. Acceleration of Assessment Installments Upon Default. The Board of Directors shall have the power to collect assessments in monthly, quarterly, or semi-annual installments. If a member shall be sixty (60) days past due in the payment of an installment upon any assessment, the Board of Directors may accelerate the remaining installments for the fiscal year upon notice thereof to the member and thereupon the unpaid balance of the assessment shall become due upon the date stated in the notice.

Section 7. Lien. Each of the parcels, lots, or units within Graham Ridge Subdivision is automatically made subject to a lien and permanent charge in favor of the Corporation for general assessments, special assessments and individual assessments. Any and all of the assessments together with interest thereon, if any, shall constitute a permanent charge upon and a continuing lien on the parcel, lot, or unit to which such assessments relate and such permanent charge and lien shall bind such parcel, lot, or unit in the hands of any and all persons.

In the event that any assessment shall not have been paid within thirty (30) days of the due date, the Secretary of the Corporation shall send a delinquency notice by certified mail to the delinquent member. In the event that any assessment shall not have been paid within thirty (30) days of receipt of said delinquency notice, the Treasurer shall certify to the Board of Directors the name and address, as well as the amount in arrears, of the member. The Board of Directors shall then cause to be prepared, for execution by the President of the Corporation, a Notice of Lien to be filed with the Clerk of the Superior Court of Morgan County, Georgia. When necessary, on receipt of payment of a delinquent assessment, a satisfaction of lien shall be executed by the President and recorded. In the event that any assessment continues to remain in default, the Corporation may pursue its remedies at law or in equity.

Section 8. Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages now or hereafter placed upon the



properties subject to assessment. In the event of foreclosure upon said mortgage or mortgages such subordination shall apply only to the assessments, which have become due and payable prior to a sale or transfer of such property pursuant to a foreclosure of the mortgage. Such sale or transfer shall not relieve such property from liability for any assessment thereafter becoming due nor from the lien of any subsequent assessment.

### **ARTICLE VIII. Compliance and Default**

Section 1. Violations. In the event of a violation by a member of any of the provisions of these By-Laws, or the Declaration of Covenants and Restrictions, the Corporation, by direction of its Board of Directors, may notify the member, by written notice of said breach, and if such violation shall continue for a period of thirty (30) days from the date of the notice, the Corporation, through its Board of directors, at its option, may have the following choices:

- (a) An action at law to recover damages on behalf of the Corporation or on behalf of the other members; or
- (b) An action in equity to enforce performance on the part of the member; or
- (c) An action in equity for such equitable relief as may be necessary under the circumstances, including injunctive relief.

Any violations which are deemed by the Board of Directors to be a hazard to public health may be corrected immediately as an emergency matter by the Corporation, and the cost thereof shall be charged to the member as an individual assessment.

Section 2. Costs and Attorney's Fees. In an proceedings arising because of an alleged violation by a member, the Corporation, if prevailing, shall be entitled to recover the costs of the proceeding and such reasonable attorney's fees, actually incurred by the Corporation, including the cost of appeal.

Section 3. No Waiver of Rights. The failure of the Corporation to enforce any right, provision, covenant or condition shall not constitute a waiver of the right of the Association to enforce such right, provision, covenant or conditions of the future.

### **ARTICLE IX. Architectural Control Committee**

The Board of Directors is authorized to establish an Architectural Control Committee and to delegate to said Board the following powers:

- (a) To adopt, administer, and enforce uniform architectural and landscaping standards which conform to the architectural, landscaping and other restrictions in the Amended and Restated Declaration of Covenants and Restrictions recorded as to the property within Graham Ridge Subdivision. Said standards shall be adopted with the goal of maintaining the beauty of the natural environment of the areas and the overall plan of development for Graham Ridge Subdivision; and

- (b) To adopt, administer, and appoint review committees with the goal of fairly and impartially enforcing architectural and landscaping standards; and
- (c) To make special exceptions to any standards adopted by the Architectural Control Committee or any review committees, upon proper allocation to the Architectural Control Committee. The means and manner of such application shall be adopted by the Architectural Control Committee.

Said Architectural Control committee shall consist of no fewer than five (5) members, at least four (4) of whom shall be members of the Corporation, and one (1) of said four (4) shall be a member of the Board of Directors. Except as otherwise set forth herein, members of the Architectural Control Committee must be members of the Corporation. Notwithstanding the foregoing, the Board of Directors, may, in its sole discretion, appoint a professional architect, engineer, or land planner, who may or may not be a member of the Corporation, to serve on said Architectural Control Committee and may provide that said architect, engineer, or land planner be fairly compensated for services. The Board of Directors may approve and distribute funds to meet the reasonable expenses of said Architectural Control Committee.

The Architectural Control Committee shall be responsible to the Board of Directors, which shall have a veto power over any decision made by the Architectural Control Committee. The veto power may be exercised by a majority of the Directors at any Board of Directors meeting, after application made by an aggrieved member or by any member of the Architectural Control Committee. However, no approval is needed for authorized action taken, if no application is made by an aggrieved member.

The Architectural Control Committee shall promulgate from time to time such procedural rules and regulations as it deems necessary and proper, which shall include, but not necessarily be limited to the following:

- (1) Guidelines and procedure to be followed by an applicant seeking its approval.
- (2) Guidelines and procedure to be followed by an applicant seeking a special exception.
- (3) An adequate application form to be prepared and submitted by an applicant seeking its approval as a special exception.
- (4) A schedule of reasonable fees applicable for the processing of applications.
- (5) A procedure for calling a meeting of the Board of Directors or committee (which may include regularly scheduled meetings).
- (6) Such other procedural rules, regulations, and requirements as the Architectural Control Committee may deem necessary and proper, which are not in conflict with the By-Laws, and the Amended and Restated Declaration of Covenants and Restrictions.

## **ARTICLE X. Amendments to the By-Laws**

These By-Laws may be altered, amended or added to at any duly called meeting of the members, provided:

- (1) Notice of the meeting shall contain a statement of the proposed amendment.
- (2) The amendment shall be approved by the majority vote of the members voting at such meeting.

## **ARTICLE XI. Notices**

Whatever notices are required to be sent to members, such notices shall be sent to the addresses of the parcels, lots, or units unless the member gives written notice to the Secretary of the Association that notices are to be sent to some other address.

## **ARTICLE XII. Liability Survives Termination of Membership**

The termination of membership in the Corporation shall not relieve or release any former member from any liability or obligations incurred under or in any way connected to said membership or impair any rights or remedies which the Corporation may have against such former member arising out of or in any way connected with such membership and the covenants and obligations incident thereto.

## **ARTICLE XIII. Parliamentary Rules**

Robert's Rules of Order (latest edition) shall govern the conduct of the Corporation meeting when not in conflict with these By-Laws.

## **ARTICLE XIV. Rules and Regulations**

The Board of Directors may, from time to time, adopt or amend previously adopted administrative Rules and Regulations governing the details of the use and maintenance of properties within Graham Ridge Subdivision in order to assure compliance with the Amended and Restated Declaration of Covenants and Restrictions, any rule or decision of the Architectural Control Committee or the Developer, and the By-Laws of the Corporation. A copy of the rules and regulations adopted from time to time, as herein provided, shall, from time to time, be made available upon request of any member.

## **ARTICLE XV. Conflicts**

If any irreconcilable conflict should arise or exist with respect to the interpretation of these By-Laws, or the Amended and Restated Declaration of Covenants and Restrictions, the latter shall prevail.

**APPROVED AND DECLARED** AS THE BY-LAWS OF GRAHAM RIDGE HOMEOWNERS ASSOCIATION, PHASE II, INC., BY A VOTE OF THE MEMBERS: \_\_\_\_\_ “YEA” AND \_\_\_\_\_ “NAY”.

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_, 2019, effective as of March 16, 2018.

**GRAHAM RIDGE HOMEOWNER’S  
ASSOCIATION, PHASE II, INC.**

By: \_\_\_\_\_

John Mitchell Copelan, President

ATTEST TO:

By: \_\_\_\_\_

Mary Knight, Secretary