

St. Johns Crossing Homeowners Association, Inc.
By-Laws
(AMENDED)

ARTICLE I

Purpose: The St. Johns Crossing Homeowners' Association, Inc. (hereinafter referred to as "Association") is organized as a non-profit organization under the laws of the State of Georgia, the County of Fulton, and any federal rules and regulations that may apply to the organization.

The primary purpose of the organization is to maintain and administer the "Corrected Declaration of Covenants, Conditions and Restrictions, to promote the recreational, health, safety and general welfare for the common benefit of all the homeowners, their families and guests.

ARTICLE II

Location of Office:

The principal office of the Association shall be located in Fairburn, Georgia in the County of Fulton. The address used is Post Office Box 1658, but the address of current President and Secretary is used for legal purposes associated with the Homeowners' Association. The Board of Directors may determine any changes to the location of the office.

ARTICLE III

Officers:

The Officers for the Association shall be as follows: President, Vice President, Treasurer, Secretary and Member at Large. These Officers comprise the BOARD OF DIRECTORS.

Directors shall be of the age of majority in the State of Georgia.

Powers:

It shall be the duty of the Board of Directors to perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws; meet at such time and place as prescribed by Bylaws.

Term of Office:

Each Director shall hold office for a period of two (2) years or until his or her successor is elected and qualifies for the office. Directors may be re-elected but shall not serve more

than three (3) full consecutive terms per office. Directors may be elected to a different office and the term of service begins at two (2) years. Board members may be re-elected to the same office with a majority of the members at the meeting qualified to vote.

Candidates for any of the offices shall be nominated by the Associations' membership. Candidates for office shall be members of the Association. Nominations may be made from the floor at the time of the election of officers. Candidates must be in good standing, i.e., HOA dues up to date, no liens or violations unresolved on Lot, nominee for office must be present at the time of nomination. There is only one (1) vote per Lot.

Compensation:

The Board of Directors shall serve without compensation, except they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties such as gas and mileage. Any payment must be approved by the Board of Directors.

Place of Meetings:

Meetings of the Homeowners' Association shall be held at any location approved by the Board. Meetings of the Board of Directors may also be held by telephone or other electronic means. Board of Directors' meetings are not open to the Association membership. Minutes of the Board of Directors' meetings are kept by the Secretary and maintained in the office of the Secretary of the Association.

Vacancies:

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his/her death, resignation, or removal from office.

Any Director may resign effectively upon giving written notice to any member of the Board. That board member will pass the resignation on to the President and/or Secretary if not received. No Director may resign if the Association is left without a duly elected director or director who can be in charge of its duties and affairs of the Association.

Removal From Office:

Any Officer may be removed from the Office, with just cause, by the vote or written consent of a majority of the members of the Association which elected him/her to office.

PRESIDENT:

The President shall be the Chief Executive Officer of the Association, and when present, shall preside over all the meetings of the membership and at meetings of the Board of Directors, and shall have general supervision of the affairs of the Association, shall sign or countersign all certificates, contracts and other documents of the Association as authorized by the Board of Directors, shall make reports to the Board of Directors and the

Membership, and shall have all such other duties and powers as are incident to the Office of the President, as prescribed by the Board of Directors. The President shall supervise the following committees: Finance, Beautification, Grievance, Social & Courtesy and Special Committees. The Board of Directors is a “stand alone” office of the Association.

VICE-PRESIDENT:

The Vice-President shall exercise all functions and perform all the duties of the President in his/her absence. In the event the President resigns, becomes disabled or for some other reason is unable to fulfill the term of presidency, then the Vice-President shall become President for the unexpired portion of said term. The Vice-President shall perform all other duties as may be properly required by the President.

SECRETARY:

The Secretary shall keep the Minutes of all meetings, shall have custody of the seal and the corporate minute book, shall sign with the President such instrument as require his/her signature, and shall record in a book kept for the purpose of names of all members of the Association, together with their addresses, and make such reports and perform such other duties as are incident to the office or properly required of him/her by the Board of Directors. The Secretary shall be responsible for taking notes of the proceedings of all meetings, read the Minutes to the Association for correction and approval, enter any corrections at each meeting into the Minute book; keep a copy of the Bylaws, a list of the members, and preserve all records, and official documents of the Association except those specifically assigned to the custody of others. Additionally, the Secretary shall provide the Chairperson of each special committee with instructions and other documents that may be helpful. The Secretary shall assist in compiling and presenting information relating to the Association if the Association has a newsletter or website. The Secretary shall perform those duties of the Association as directed by the President or the Board of Directors.

TREASURER:

The Treasurer shall have custody of all the monies of the Association and shall keep regular books of accounts and balances for each month and shall cause an annual audit of the Association’s books to be made by the Board of Director, if needed, for the fiscal year. The Treasurer shall prepare an annual budget for the coming year, which shall be distributed to the Association’s members. The Treasurer shall prepare an annual budget and income statement for the previous year that shall be distributed to the Association members. The Treasurer shall be responsible for the collection, accounting and expenditures of all funds of the Association. The Treasurer shall deposit these funds in such banking institution as shall be authorized by the Board of Directors. The Treasurer shall serve as a member of the Finance Committee, if one is appointed by the President, countersign all checks and vouchers with the President or Vice-President and assist the Secretary in maintaining an up-to-date listing of members. ***If a managing company is retained by the Association to manage the Association and funds, the Treasurer’s duties and responsibilities will be redefined.***

MEMBER AT LARGE:

The Member At Large will attend all Board of Directors meetings and represent the membership at large; the Member at Large shall have voting rights, and the same participation afforded to all Board of Directors members.

ARTICLE IV

COMMITTEES:

The President of the Association may designate members to the following committees under his/her authority. These committees may consist of persons who are not also members of the Board of Directors, except the Finance Committee, that must include the Treasurer, of the Association. All committees shall act in an advisory capacity to the Board of Directors.

Meetings and Actions of Committees:

Meetings and actions of the committees shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

FINANCE COMMITTEE:

The Treasurer, working with the Finance Committee, if one is so named, shall have the responsibility for establishing the annual budget of the Association and to review the need for changes in the dues, structure and for the examination of other revenue sources for the Association. Annual budgets will be presented at the annual meeting in March of each year. In absence of a Finance Committee, the Board of Directors shall have the power to increase HOA dues according to the Covenants of the Association without a vote of the Association membership.

BEAUTIFICATION:

The Beautification Committee shall have the responsibility for establishing activities which will encourage homeowners to maintain high standards with regards to the appearance of their home and grounds and the neighborhood as a whole. This committee will also work with the landscape vendor to ensure that the entrance to the subdivision and the common area is maintained with flowers of season, shrubbery and other greenery to maintain its beauty. This committee will also be responsible for seasonal decorations at the front entrance by providing the Board of Directors with a budget and plans for seasons such as Christmas, Thanksgiving, Fourth of July and Juneteenth. Other holiday dates may be added with the recommendation of the committee.

GRIEVANCE:

The Grievance Committee is responsible for the resolution of disputes between homeowners and to make sure the covenants of the Association are adhered to accordingly. *If a management company is retained by the Association, all grievances will become the responsibility of the management company.*

SOCIAL AND COURTESY:

The Social and Courtesy Committee is responsible for publishing the homeowners' directory and Association's newsletter (if one is voted to be published). This committee serves as official ambassadors to welcome new homeowners to the neighborhood, sick or bereavement, as well as planning, promoting and implementing homeowner's special events.

SPECIAL COMMITTEE:

The President, with the approval of the Board of Directors, may appoint special "ad hoc" committees to meet the special needs of the Association.

ARTICLE V

BOARD OF DIRECTORS RECAP:

Management Powers: The affairs and business of the Association shall be managed by the Board of Directors. Fines for violations shall be at the discretion of the Board according to the Covenants. These fines shall include architectural and landscaping, including trees.

Number and Term of Office: The Board of Directors shall be comprised of members of the Association for a period of two (2) years, with the option to serve an additional two (2) year term in the same position by vote of the Membership or serve in a different position on the Board for another two (2) year term.

Meetings: The Board shall schedule Homeowners' meetings at least four (4) times a year and at such other times as may be deemed feasible by the President. The meetings scheduled are March, June, September and December. Regular Board of Directors meetings shall be scheduled at least five (5) days prior to the general Homeowners' membership meeting or when the President deems a meeting of the Board is needed.

Notice: Notice of the time and place of the general membership meeting shall be posted in the subdivision at least five (5) days prior to the meeting. Notices can also be sent by U.S. postage mail at least 10 days prior to meeting.

SPECIAL MEETINGS:

The President may call the Association membership to assemble, should the need arise at a time other than the regularly scheduled quarterly meeting provided that a ten (10) day prior notice has been given by mail or posted signs in the community.

ANNUAL MEETING:

The Annual meeting of the Association shall be held in March of each year at a date and time specified by the Board of Directors. The election of officers is conducted at the March meeting of the Association.

Quorum: A quorum at any meeting of the Association shall consist of a majority of the members present at the meeting. The majority of those present and entitled to vote with respect to a particular matter raised shall decide such matter.

Express Powers: It shall be the duty of the Board of Directors to keep a complete record of all its acts and of the corporate affairs of the Association.

Vacancies: It shall be the duty of the Board of Directors regardless of the reason, by majority vote, to elect a successor or successors to the Boards until a full meeting of the general homeowners' membership is held.

Removal: A Board of Directors member may be removed from office with just cause, by the vote or written consent of a majority of the members of the Association which elected him/her into the office. A Board of Directors member who has resigned or has had three (3) unexcused absences shall be deemed to have vacated the said office and the Board shall appoint a member of the Association in good standing to fill the vacated office for the remainder of that term.

ARTICLE VI

MEMBERS:

Any person who is a recorded owner of a dwelling lot shall have the right, but not the obligation, to be an active member of the Association. St. Johns Crossing is a "mandatory association" wherein all recorded owners must pay a yearly association fee as set forth in the Covenants. Each member's household shall have the privilege of casting only one (1) vote for an officer in an election or business matter of the Association that requires voting by the Association members.

VOTE BY PROXY:

A member in good standing may vote by "proxy" for another homeowner in good standing. The proxy form must be signed by the Homeowner listed on the Lot/deed. It must contain the date of the meeting, date executed, street address and telephone number. Proxy must be in hand at the specified meeting for vote by proxy to be valid. The Board of Directors have a right to refuse or deny any Proxy that does not meet the above criteria.

TERMINATION OF MEMBERSHIP:

The membership of a member shall automatically terminate upon the sale of the member's dwelling lot.

PAYMENT OF ASSOCIATION DUES:

Annual dues shall be assessed for the purpose of continuing any programs of the Association and covering related incidental expenses, as well as the common area and front entrance maintenance and upkeep. Dues should be paid directly to the Association at an amount approved by the Board of Directors according to the Covenants of the Association. The Board of Directors shall be empowered to recommend from time-to-time changes to the dues assessment. The membership does not vote to approve the increase in yearly assessment dues, they only vote to levy special assessments for projects within the community that cannot be paid through regular assessment dues.

PARLIAMENTARY AUTHORITY:

Parliamentary Authority of the Association shall be "Robert's Rules of Order" (current edition) and the Secretary of the Association acts in this role. All meetings shall be conducted in the manner prescribed by such authority.

ARTICLE VII

Execution of Instruments, Deposits, and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by Resolution authorize any officer or agent of the Board of Directors to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officers, agents shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Checks and Notes:

Except as otherwise specifically determined by Resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President of the Association.

Deposits:

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts:

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

ARTICLE VIII

ASSOCIATION RECORDS, REPORTS, AND SEAL

Maintenance of Association's Records:

The Association shall keep at its Secretary's residence or office the following:

Minutes of all Meetings of directors, committees and general homeowners' meetings, indicating the time and place of the meeting, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

A record of all homeowners, including their names and addresses and, if applicable, the class of membership held by each member and the termination date of its membership.

A copy of the Association's Articles of Incorporation, Covenants or Bylaws, shall be open to inspection by members of the Association at all reasonable times during office hours.

CORPORATE SEAL:

The Association may adopt, use and at will, a corporate seal. Such seal shall be kept at the principal office of the Secretary. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Board of Directors' Inspection Rights:

Every Board member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association and shall have such other rights to inspect the books, records, and properties of the Association as may be required under the Articles of Incorporation (if any), any other provisions of the Bylaws and provisions of law.

Association Members' Inspection Rights:

Every Association member, in good standing, shall have the right to inspect, copy, all documents relating to the Association upon written demand to the Secretary of the Association. Costs of copying will apply as to the standard rate at the time of copying. Members of the Association shall have such other rights to inspect the books, records, and properties of the Association as may be required under the Articles of Incorporation (if any), other provisions of the Bylaws, and provisions of law.

ARTICLE IX

Non-Liability of Board of Directors

The Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Indemnification by Corporation of Board of Directors and other Officers:

The Directors and Officers of the Association shall be fully indemnified by the Corporation permissible under the laws of the State of Georgia. Any person serving on the Board of Directors made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he/she is or was an officer or member of the Board of Directors of the Association shall again be indemnified by the Association against the reasonable expenses including attorney's fees, actually or necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or Board of Directors' member is liable for negligence or misconduct in the performance of his/her duty. Any amount payable by indemnity shall be determined by or provided for or permitted by statute.

ARTICLE X

IRC 501© (3) Tax Exemption Provisions

Limitations on Activities

No substantial part of the activities of this Association shall be the carrying-on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code.

Notwithstanding any other provisions of these Bylaws, this Association shall not carry on any activities not permitted to be carried out (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Any conflict between the Bylaws of the Association and the Corrected Covenants, or any other registered documents of St. Johns Crossing Homeowners' Association, the Covenants of the Homeowners Association will supersede the Bylaws.

Bylaws were amended and approved by the St. Johns Crossing Membership on October 8, 2011, by a vote and made a part of its official records.