

BY-LAWS
of
TUSCAN LANDING HOMEOWNERS ASSOCIATION, INC.

SECTION 1. Identity

These are the by-laws of the Tuscan Landing Homeowners Association, Inc., a non-profit corporation under the laws of the State of Georgia.

- A. The office of the Association shall be at or at such place in Camden County, Georgia, as designated by the manager.
- B. The fiscal year of the Association shall be the calendar year.
- C. The Association has been organized for the purpose of administering the covenants and restrictions of Tuscan Landing, a residential development.
- D. These by-laws are annexed to the declaration and made a part thereof. Said declaration has been duly recorded in the office of the Clerk of the Superior Court of Camden County, Georgia.
- E. Application: These by-laws shall apply automatically to all residence owners, tenants of such owners, employees of owners and tenants, and any other persons who use the property, or any part thereof.
- F. For purposes of these by-laws, masculine or feminine pronouns shall be substituted for those in the neuter form, and vice versa, and plural shall be substituted for the singular, in any place or places herein where the context may require such substitution.

SECTION 2. MEMBERS

- A. "Members" as used in these by-laws shall mean and include a residence owner, Developer, and the heirs, representatives and successors of each. Any person becoming a residence owner shall automatically become a member of the Association and be subject to these by-laws, and this membership shall terminate without any formal action of the Association whenever such person ceases to be a residence owner, but such termination shall not relieve any such former residence owner from any liability or obligation incurred under or in any way connected with the Tuscan Landing Homeowners Association, Inc. during the period of his ownership, or impair any effective remedies which the Board of Directors of the Association or others may have against such former residence owner arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident thereto.
- B. Vote of Members. On all matters upon which the members are entitled to vote, each member shall be entitled to one vote per lot owned. Each member shall only be entitled to cast a vote if that members dues are current as of 30 days prior to a meeting.
- C. Initial members' meeting shall be held at the office of the Association, or at such place as fixed by the Developer, at 10:00a.m. on Saturday, November 22, 2008, for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day. A quorum of members is not required for

action to be taken at the initial members meeting; however, a majority of votes of members present, in person or by proxy, shall be required for approval of any motion at the initial members meeting.

D. Annual members' meetings after the initial meeting shall be held at the office of the Association, or at such place as fixed by the manager, at 10:00 a.m. of each year for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day.

E. Special members' meetings shall be held whenever called by the President or Vice-President or by majority of the Board of Directors. A special meeting must be called by the officers upon receipt of a written request from members entitled to cast one-third of the total vote of the Association.

F. Notice of all members' meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice-President or Secretary unless waived in writing. Such notice shall be in books of the Association and shall be mailed not less than fifteen (15) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.

G. A Quorum at members' meetings shall consist of the presence, either in person or by proxy, of person entitled to cast a majority of the total vote of the Association.

H. The vote of the owners of a residence owned by more than one person or by a corporation or other entity, and the vote of the Developer, shall be cast by the person named in a certificate signed by all owners of the residence or by the agent of such corporation, other entity, or Developer, as the case may be, and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the vote of such members shall not be considered in determining the requirement for a quorum not for any other purpose.

I. Proxies. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.

J. Approval or disapproval of a member upon any matter, whether or not the subject of an Association meeting, shall be by the same person authorized to cast the vote of such member if in an Association meeting.

K. Adjourned meetings. If any meeting of members can not be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

L. Presiding officer of members' meeting shall be the President, in whose absence the Vice-President shall preside. If neither such officer is present, the members shall elect a chairman to preside at the particular meeting.

M. The order of business at annual members' meeting, and, as far as practical at all other meetings, shall be:

(1) Calling of the roll and certifying of proxies

(2) Proof of notice of meeting or waiver of notice.

- (3) Reading and disposal of any unapproved minutes.
- (4) Reports of officers.
- (5) Reports of committees.
- (6) Election of inspectors of election.
- (7) Election of directors.
- (8) Unfinished business.
- (9) New business.
- (10) Adjournment.

SECTION 3. Power and duties of members shall be those powers and duties specifically and exclusively required by the declaration or these by-laws to be exercised and performed by the Association, which powers and duties shall be exercised and performed upon a majority of the total vote of the Association, except as otherwise provided in the declaration or these by-laws, such powers and duties to include but not be limited to the following:

- A. Election of Directors, as provided in Section 4 of these by-laws.
- B. Removal of any director upon vote of 75% of the total of the Association, and election of a replacement therefore upon vote of a majority of said vote.
- C. Determination whether to repair, reconstruct or rebuild after a casualty.
- D. Approval of regulations promulgated by the Board of Directors.
- E. Proposal and approval of amendments to the declaration.
- F. Approval of amendments to the by-laws, as provided in Section 10 of these by-laws.
- G. Approval of termination of the Association.

SECTION 4. DIRECTORS.

- A. Numbers and term of office. The Board of Directors shall consist of three members of the Association, who shall be elected by the Association. The Board shall be comprised of three classes of one director each, Class I, Class II, and Class III, who shall be elected to serve for terms of three years; provided, however, that at the first such election the Class I director shall be elected for an initial term of one year until the first occurs; the Class II director for an initial term of two years or until the second annual meeting of the members, whichever first occurs; and the Class III director for an initial term of three years or until the third annual meeting of the members, whichever first occurs. Upon expiration of each such term, the vacancies thus created shall thereafter be filled for terms of three years. Only members entitled to vote in accordance with paragraph 8 of Section 2 of these by-laws or otherwise shall be eligible for election as directors.
- B. Manner of election. The directors shall be chosen by ballot at the initial meeting of members, and at each annual meeting thereafter, or at any meeting held in place thereof. Each director when elected shall serve, unless removed as hereinafter set forth, until the annual meeting of members at which his term expires and until his successor is elected. Any director or directors may be removed at anytime, with or without cause, by

vote of 75% of the total vote of the Association at any regular or special meeting thereof, and the removed director may be replaced by a majority of the total vote of the Association at any regular or special meeting thereof.

- C. Organization meeting. The Board of Directors, as constituted after the election of new directors at the initial or annual meeting of members, shall hold an organizational meeting within ten (10) days after such members' meeting at such time and place as shall be fixed by the directors present at such members' meeting, and no further notice of the organization meeting shall be necessary providing a quorum shall be present.
- D. Regular meetings of the Board of Directors shall be held at least bi-annually at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director personally, or by mail, telephone, or facsimile or electronically at least three days prior to the day named for such meeting unless notice is waived.
- E. Special meetings of the Board of Directors shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third of the directors.
- F. Vote of Directors. Each director shall have one whole vote, regardless of the number of lots owned.
- G. General provisions. Any meeting of the Board at which all directors are present shall be as valid as if held pursuant to proper notice and if a meeting is held without notice, but if the absent directors thereafter sign the minutes of the meeting, the same shall be as valid as though called upon due notice.
- H. Quorum of Board of Directors. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting but a smaller number may adjourn the meeting to a future date.
- I. Vacancies in Board of Directors. Any vacancy in the office of any director, however occasioned, may be filled, pending the election of his successor by the members, by the directors.
- J. Presiding officer of directors' meeting shall be the President, in whose absence the Vice-President shall preside.
- K. Compensation of directors, if any, shall be determined by the members.

SECTION 5. Powers and duties of the Board of Directors shall consist of those powers and duties specified in the declaration and these by-laws to be exercised and performed by the Board of Directors, which powers and duties shall be exercised and performed upon a majority of the total vote of the Board, except as otherwise provided in the declaration or these by-laws, such powers and duties to include but not be limited to the following:

- A. Employment of the manager.
- B. Discharge of the Manager.
- C. Election of officers.
- D. Approval of plans for repair, reconstruction or of any improvements or facilities located in a common area.

- E. Proposal and approval of amendments to the declaration.
- F. Approval of amendments to the by-laws, as provided in Section 10 of these by-laws.
- G. Reception and consideration of the Manager's monthly reports on the state of the common areas.
- H. Approval of the budget prepared by the Manager.

SECTION 6. Officers.

- A. Manager. The Board of Directors, as soon as is reasonably possible after the first election of directors, shall employ a person or corporation professionally competent in property management to serve as Manager of the Association, such employment to be authorized by vote of a majority of the whole Board. The Manager shall be paid such compensation as shall be determined by vote of a majority of the whole Board, and shall hold tenure until discharged by vote of a majority of the whole Board. The Manager shall not hold any other office in the Association.
- B. Elected officers. The Board of Directors, by vote of a majority of the whole Board, shall elect annually from the membership of the Association a President and a Vice-President, each of whom shall be a director, together with a Secretary and an Assistant Secretary, which officers or any of them may be removed at any meeting by vote of a majority of the whole Board. No person may hold more than one such office at the same time.
- C. The President shall preside at meetings of the members and meetings of the Board of Directors, and shall appoint such committees of either body as he in his discretion determines to be appropriate in the conduct of the affairs of the Association. He shall exercise such other powers and perform such other duties as shall be prescribed by the directors.
- D. The Vice-President shall in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.
- E. The Secretary shall keep the minutes of all proceedings of the directors and members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, except those of the Manager, and shall perform such other duties incident to the office of the Secretary as may be required by the directors or the President.
- F. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.
- G. The Treasurer shall be the Manager.

Section 7. Fiscal management. The provisions for fiscal management of the Association set forth in the declaration and these by-laws shall be supplemented

by the following provisions:

A. Assessment roll. The assessment roll shall be maintained in a set of accounting books in which these shall be an account for each member of the Association. Such an account shall designate the name and address of the member, the amount of each assessment against the member, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessments.

B. Budget.

(1) The manager shall prepare a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including, but not limited to the following items:

(a) Common expense budget:

- (i) Maintenance and operation of areas and facilities.
- (ii) Utility services.
- (iii) Casualty insurance.
- (iv) Liability insurance.
- (v) Administration

(b) Proposed assessments against each member:

(i) Common expense budget.

(2) Copies of the budget and proposed assessment shall be transmitted to each member on or before October 1, preceding the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished each member concerned.

C. The depository of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawals of monies from such accounts shall be only by checks signed by the Manager.

D. An audit of the accounts of the Association shall be made annually by a certified public accountant, and a copy of the report shall be furnished to each member not later than April 1 of the year following the year for which the report is made.

SECTION 8. Parliamentary rules. Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings.

SECTION 9. Amendments. Amendments to the by-laws shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution adopting an amendment must receive approval of a majority of the votes of the entire membership of the Board of Directors and a majority of the total vote of the Association. Directors and members not present at the meetings considering the amendment may express their approval in writing.
- C. Initiation. An amendment may be initially approved by either the Board of Directors or by the membership of the Association, and after being approved by one of such bodies it must be approved by the other.