

**Bylaws of
Westchester Hills Homeowners Association, Inc.**

Article One - Authority

These Bylaws are established by the Board of Directors of **Westchester Hills Homeowners Association, Inc.**, a Georgia non-profit corporation, pursuant to the authority of Section 14-3-206 of the Official Code of Georgia Annotated.

Article Two - Name

The name of the Association shall be the "**Westchester Hills Homeowners Association, Inc.**" (hereinafter referred to as the "Association").

Article Three - Powers

Except as modified by the Articles of Incorporation and these Bylaws, the Association shall have all of the powers and duties allowed and authorized under the Georgia Nonprofit Corporation Code.

Article Four - Membership

A. The membership of the Association shall consist of all of the record owners of the residential Lots in Westchester Hills Subdivision located in Bibb County, Georgia. Each Lot owner shall automatically become a member of the Association upon acquisition of title to a residential Lot in the Subdivision, and the membership of the prior owner(s) shall be automatically terminated upon transfer of fee simple title. The execution of a deed to secure debt, a security deed or a mortgage shall not entitle the grantee therein (the mortgagee) to membership and shall not terminate the membership of the owner executing such security instrument.

B. In all matters to be voted upon by the membership, there shall be but one vote per residential Lot. Whenever a residential Lot is owned by more than one person, the vote may be exercised by any one, but only one, Lot owner in attendance at a meeting of the Association at which a vote is taken. It shall be the responsibility of the Lot owners to determine between or among themselves who shall exercise the right of vote for the residential Lot. In the event of a dispute between or among co-owners of a Lot as to who shall exercise the right to vote, which dispute is not resolved by the owners themselves, the owner selected by a majority of the co-owners shall be entitled to exercise the right to vote. In the event of such a dispute and a failure of a majority of the co-owners to select a representative owner, there shall be no vote for such residential Lot until the dispute is resolved between or among the co-owners or by a court of law. No vote of any matter of general interest to the Association shall be delayed for the purpose of resolution of such a dispute. If a residential Lot shall be owned by a corporation, any officer of the corporation in attendance at a meeting of the Association may exercise the right to vote, and, if more than one officer shall be in attendance, the highest ranking officer present shall be entitled to exercise the right to vote. Whenever the decision of the owner(s) of a residential Lot is desired upon any matter, whether or not the subject of a vote at an Association meeting, such decision may be expressed by the person who would be entitled to cast the

vote for such Lot in an Association meeting.

C. Except as limited in these Bylaws, votes may be cast in person or by proxy. Proxies must be in writing and filed with the Secretary at or before the appointed time of a meeting of the Association. A proxy may be granted for more than a single meeting of the Association and for a period of time not to extend beyond the current calendar year. Proxies may be granted to and held and exercised only by an individual who owns or is a co-owner of a residential Lot in the Subdivision. No individual shall hold proxies from more than five other Lot owners, nor shall the co-owners of a residential Lot collectively hold proxies from more than five other Lot owners.

Article Five - Board of Directors

A. **Number and Composition:** The Board of Directors (the "Board") shall be composed of the Officers of the Association and three additional Lot owners. Every Director must, at all times during his or her services as a Director, be an owner or co-owner of a residential Lot in the Subdivision or be an officer of a corporate owner of a residential Lot.

B. **Powers and Authority:** The affairs of the Association shall be governed and managed by the Board of Directors. The Board shall have all the powers and duties necessary to administer the affairs of the Association and to do all things on behalf of the Association as are not by law, the Articles of Incorporation, or these Bylaws to be done otherwise.

C. **Election and Term of Office:** The Officers of the Association elected at the annual meeting and those appointed to fill any vacancy in the offices shall become members of the Board immediately upon election or appointment and shall each serve during his or her term of office as an Officer. The three remaining members of the Board shall be elected by the membership at the annual meeting and shall serve for a term of one year each. A Director shall hold office until his or her successor has been elected and takes office.

D. **Vacancies:** Vacancies on the Board caused by any reason other than the removal of a Director under subparagraph E. of this Article shall be filled by vote of a majority of the remaining Directors, and each person so elected shall hold office until a successor is elected to the position at the next annual meeting of the Association, unless sooner removed.

E. **Removal of Directors:** At any regular or special meeting of the Association, a Director may be removed with or without cause by vote of two-thirds (66 2/3%) of those voting at such meeting, and a successor may then and there be elected by a majority vote to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting prior to the call of a vote on his or her removal.

F. **Meetings of the Board:** Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors, provided, that at least two regular meetings of the Board shall be held during each calendar year. Written notice of the time and place of the regular meetings of the Board shall be given to each Director not less than ten (10) days prior to the date of such meeting. Special meetings of the Board may be called by the Chairman upon not less than five (5) days' written notice to the Directors, which notice shall state the time, place and purpose of the meeting.

Special meetings of the Board shall be called by the Chairman or the Secretary in like manner and with like notice upon the written request of at least two Directors. At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is initially present shall be the acts of the Board. If at the commencement of any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum can be obtained, and any business which might have been transacted at such an adjourned meeting may be transacted at any subsequent meeting at which a quorum is present without further notice. Voting on the Board may be proxy. Any Director may waive notice of a regular or special meeting. Attendance by a Director at any meeting, except for the purpose announced by the Director of objecting to the lack of notice of same, shall constitute a waiver of notice of such meeting. No other business than that specified in the notice of same shall be transacted at any special meeting of the Board.

G. Compensation: No Director (including the Officers of the Association) shall for reason of the office be entitled to any salary or compensation, but nothing herein shall prevent an Officer or Director from receiving any compensation from the Association for duties or services performed other than as an Officer or Director. Nothing herein shall be construed as preventing the reimbursement to an Officer or Director of funds expended on behalf of the Association or expenses actually incurred in the performance of the duties assigned an Officer or Director.

H. Indemnification: The Directors and Officers of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become appropriately involved by reason of his or her being or having been a Director or Officer of the Association at the time such expenses were incurred. However, no indemnification shall be paid to a Director or Officer who has been found to have committed willful misfeasance or malfeasance in the performance of the duties of the office.

Article Six - Association Officers and Committees

A. Number and Election: There shall be elected by and from the membership of the Association four Officers of the Association: a President, who shall also serve as Chairman of the Board, a Vice President, a Treasurer, and a Secretary, who shall also serve as Secretary to the Board. The Officers shall each be elected at each annual meeting of the Association and shall serve terms of one year. An Officer shall hold office until his or her successor has been elected and takes office. The Officers shall each, by virtue of the office, be members of the Board of Directors.

B. Duties: The Officers shall perform all the duties incident to their respective offices. The President shall be the Chief Executive Officer with general powers as such, including the power to appoint committees from among the Association members, and shall perform such duties as the Board may direct. The President shall set the agenda for and preside at all meetings of the Board of Directors and of the Association. The Vice President shall act in all matters in the absence of the President and shall perform such duties as the Board may direct. The Treasurer shall be the Chief Financial Officer with general powers as such and shall perform such duties as the Board may direct. The Treasurer shall be responsible for the Association's funds, the keeping of full and accurate fiscal records and accounts, and making

regular reports of the funds and accounts of the Association to the Board and membership. The Secretary shall keep and maintain minutes of all meetings of the Association or the Board and all other records (excluding the financial records) of the Association and shall perform such duties as the Board may direct.

C. Vacancies: Vacancies in any office shall be filled in accordance with the provisions in Article Five, as the Officers are also members of the Board. Removal of any Officer from office shall be likewise as provided in Article Five.

D. Authorization for the Expenditure of Funds: All funds of the Association shall be maintained by the Treasurer in one or more accounts in such institutions as may, from time to time, be approved by the Board. All expenditures of funds shall be for the benefit of the Association. Each check in amount in excess of \$500.00 shall require the signatures of two Officers. It shall be preferred that the President and Treasurer shall sign such checks, but the Vice President and Secretary shall also be authorized signatories.

E. Committees: There shall be two standing Committees of the Association: the Architectural Control Committee and the Social Committee, the composition of each of which shall be determined and appointed by the Board of Directors. The Architectural Control Committee shall assume on behalf of the Association the obligations and authority of such Committee as are set forth and defined in Article II of the Declaration of Covenants, Conditions, Restrictions and Easements for Westchester Hills Subdivision of record in Book 2859, Page 30, Clerk's Office, Bibb Superior Court, and as the same may hereafter be duly amended or modified. The Social Committee shall plan such social functions for the Association as shall seem beneficial to the Association or as may be directed by the Board. The President may create and appoint the members of such additional committees as he or she may, from time to time, determine to be for the general good of the Association.

Article Seven - Meetings of the Association

A. Place of Meeting: Meetings of the Association shall be held at such suitable place convenient to the members as may be designated by the Board. Except upon approval of the membership, meetings of the Association shall be held at a place not more distant than fifteen (15) miles from the entrance to the Subdivision.

B. Annual Meetings: The membership of the Association shall meet not less than once each year, such meeting to be called the "Annual Meeting." The annual meeting of the Association shall be held on a day in the month of October or November of each calendar year. The date and the time and place for each annual meeting shall be set by the Board no later than July 31 of each year, and notice of the date, time and place for each annual meeting shall be given to the membership no later than August 31 of each year.

C. Special Meetings: The President may call a special meeting of the Association at any time, and he shall be required to call a special meeting when so directed by the Board of Directors or when so directed by a majority of the members of the Association as evidenced by written petition presented to the Secretary. The call of a special meeting shall be by not less than ten (10) days' written notice stating the date, time, place and purpose of the special meeting. No other business than that specified in the notice of same shall be transacted at any special meeting of the Association.

D. Notices of Meetings: It shall be the duty of the Secretary to mail, by first class mail, a notice of each annual or special meeting of the Association, stating the date, time and place of such meeting and, when for a special meeting, stating the purpose of the meeting, to the owner(s) of each residential Lot, not less than ten (10) nor more than sixty (60) days prior to such meeting. At the discretion of the Secretary, notices may be delivered in person to the residence of any Lot on which the owner or a co-owner resides. Notices which are mailed shall be mailed to the address of the residential Lot unless such Lot shall remain vacant and unimproved. Once a residence has been constructed and first occupied, the address of the residential Lot shall be deemed the address of the owner(s) to which all notices may be sent unless the owner(s) shall have notified the Secretary in writing of another address to which such notices are to be mailed. Notices so mailed or delivered shall be deemed served. Any member may waive notice of an annual or special meeting of the Association. Attendance by a member at any meeting, except for the purpose announced by the member of objecting to the lack of notice of same, shall constitute a waiver of notice of such meeting.

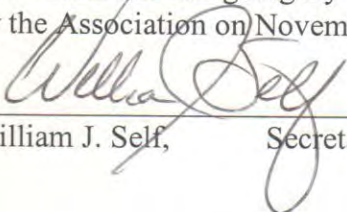
E. Quorum: At all meetings of the Association, annual or special, the presence of members entitled to cast votes representing one more than 50% of the total number of residential Lots in the Subdivision shall constitute a quorum.

F. Rules of Order: Except as may be otherwise provided herein, the conduct of all meetings of the Association, as well as those of the Board of Directors, shall be governed by Roberts Rules of Order.

Article Eight - Association Dues and Assessments

Annual dues and assessments and any special assessments shall be as authorized and for the purposes set forth in Declaration of Covenants, Conditions, Restrictions and Easements for Westchester Hills Subdivision of record in Book 2859, Page 30, Clerk's Office, Bibb Superior Court, and as the same may hereafter be duly amended or modified, and for such additional uses and purposes as may be approved by the Association.

The within and foregoing By-Laws were approved by the Association on November 11, 2003.



William J. Self, Secretary