

CHADDS FORD HOMEOWNERS ASSOCIATION, INC.

BY-LAWS

ARTICLE I

NAME

The name of the corporate organization shall be CHADDS FORD HOMEOWNERS ASSOCIATION, INC. (herein after referred to as the "Association").

ARTICLE II

The purpose of this Association shall be to promote the welfare, friendship, and civic pride of the residents of Chadds Ford Subdivision, Cobb County, GA. To this end, the Association shall own and manage the recreational facilities and other properties or activities deemed appropriate by the membership. It is not the purpose to realize a profit on operations.

ARTICLE III

MEMBERSHIP

- A. Mr. William Sewell, Deborah Vaughn, and any person owning fee simple title to a lot on which a house is erected in Chadds Ford Subdivision, Cobb County, or any person owning a fee simple title to a lot on which a house is erected in the Chadds Creek Subdivision on Land Lot 688, 16th District, 2nd Section of Cobb County, Georgia, shall be entitled to become a member of the Association. Where two or more persons are joint owners of a fee simple title to a lot on which a house is located in said Subdivision, one and only one such owner shall be entitled to become a member in the Association. As used herein, Chadds Ford Subdivision shall mean Chadds Ford, Unit I, as recorded in Plat Book 68, page 81, Cobb County records; and Chadds Ford IIB, as recorded in Plat Book 70, page 143, Cobb County records. Also included would be the subdivision, Chadds Creek, developed in 31 lots on Land Lot 688, District 16, 2nd Section, Cobb County, consisting of 15.46 acres*. The term of membership shall be for one year or for such other period as may be determined by the Board of Governors. Each member shall choose one of the following two types of membership:
1. **Civic Membership:** Civic Members shall have the right to vote on all issues requiring a vote of the membership, except on those issues concerning the use, operation, maintenance, financing or general management of the recreation facilities of the Association. Dues and fees assessed Civic Members shall be limited and exclusive of assessments for Association Recreation Facilities. A Civic Member, as well as the members of his or her family, forfeit the use of Association Recreation Facilities (existing and future).
 2. **Civic/Recreation Membership:** Civic/Recreation Members shall be entitled to vote on all issues requiring a vote of the membership, as defined in these Bylaws. Civic/Recreation Members shall pay their proportionate share of all Civic Membership dues, fees, and assessments, plus a proportionate share of these dues, fees and assessments levied for the use, operation, and maintenance, financing or general management of the Recreation Facilities of the Association. Only Civic/Recreation Members and their families shall be entitled to the use of the Recreation Facilities of the Association.
- B. Membership shall be contingent upon the timely payment of all dues, fees and assessments as prescribed.
- C. Membership shall be contingent upon adherence to the Association rules and regulations established in accordance with this Charter.
- D. Application for membership shall be made to the Board of Governors, and the Board of Governors shall accept the application and approve same provided the requirements this article are met.
- E. Membership may be transferred by a member who moves his residence outside Chadds Ford or Chadds Creek Subdivision to the family who purchases his Chadds Ford or Chadds Creek residence.
- F. Membership dues, fees, and assessments shall be equal within each class of membership. "Notwithstanding the foregoing, commencing on January 1, 1994, and continuing thereafter, and applicant for membership in the Association ("Applicant", as defined in existing Bylaws), who was not a Civic or Civic/Recreation Member during the two (2) consecutive calendar years immediately preceding Applicant's application for membership, shall pay, in addition to all dues, fees and assessments required of all Members, an initiation to be set by the Board ("Initiation Fee") which Initiation Fee shall be due and payable as follows:
1. Payment in full at the time of application for membership; or
 2. Payment of one-half at the time of application for membership and payment of the balance by November 1 of the year in which membership is first acquired.
 3. In the event Applicant selects payment option 2 above, Applicant shall execute a promissory note payable to the Association for the balance of the Initiation Fee.
- All Initiation Fees collected pursuant to this paragraph shall become part of the major expense fund required pursuant to paragraph G, Article X."
- G. Associate Members***
1. Effective January 1, 1990 and thereafter, the Board of Governors shall have authority to solicit Associate Members in the event the number of dues paying Civic/Recreation Members as of June 1 of any year totals less than 90% of the previous year's total Civic/Recreation members.
 2. No more than 10 Associate Members shall be accepted by the Board of Governors without a vote of two-thirds (2/3) of the current Civic/Recreation membership (proxy included). A special meeting shall be called for that purpose pursuant to Article VI.
 3. Application for Associate Memberships shall be made to the Board of Governors, and the Board of Governors shall accept the application and approve same provided the requirements of Paragraph 1 and 2 of Article III G are met. Such applications will be for one of two types of Associate Memberships:
 - a. Summer Associate Membership: Summer Associate Members shall have the right to use the pool facilities, join the Chadds Ford swim team, and attend all social functions for the time period of June 2 through Labor Day weekend. Summer Associate

Members may not use the tennis courts in any capacity during the year of their membership.

- b. Annual Associate Membership: Annual Associate Members shall have the right to use the pool and tennis court facilities, join all Chadds Ford competing teams, and attend all social functions for the time period of June 2 through April 30.
4. Associate Members shall have no right to vote or be a member of the Board of Governors.
5. Associate members shall have no right to bring guests to any of the facilities or functions, with the exception of house guests after notifying the Board of Governors of such guests.
6. Associate Members shall have no right to form any teams which compete utilizing the facilities as their home facilities.
7. Associate Members must adhere to the Association rules and regulations established in accordance with these Bylaws.
8. Associate Membership for one term shall not entitle said member to such status the following year. Associate Memberships are not transferable.
9. Dues for Summer Associate Members shall in no event be less than \$25 more than regular Civic/Recreation dues. Dues for Annual Associate Members shall in no event be less than \$75 more than regular Civic/Recreation dues. Associate Members shall not be subject to assessment nor entitled to any refund of dues in the event facilities are unavailable for their use for any reason.

ARTICLE IV

GOVERNMENT

- A. Board of Governors: The Board of Governors shall manage the property and affairs of the Association in accordance with the articles of these Bylaws. The Board shall consist of nine elected Association members. No more than one (1) person of a membership family may serve on board at the same time. The Board of Governors shall be organized with a President, Vice President, Secretary, Treasurer, and five (5) Board members. Board members shall be elected for a one (1) year term and shall, in turn, elect the Officers of the Board of Governors. No Board member may serve for more than two (2) consecutive terms of office. Election of Board members shall be accomplished at the annual meeting of the membership. Whenever a vacancy in the Board shall occur, the remaining members of the Board shall, by majority vote, select a member of the Association to serve the unexpired term of the vacancy. Membership on the Board ceases with the loss of Association membership. Board members shall be required to attend at least two-third (2/3) of all meetings (General and Board).
- The Board of Governors shall not be liable or responsible for the destruction or loss of, or damage to, the Property of any member or the guest of any member, or visitor, or any other person or persons.
- No Governor shall receive any compensation for any service he/she may render to the Association.

1. Duties of the Board

- a. Transact all business of the Association.
- b. Publish and enforce the Association rules and regulations.
- c. Impose and enforce the Association rules and regulations.
- d. Establish amounts, time and method of payment of dues and fees.
- e. Process membership in the Association.
- f. Solicit members to Standing and Special committees.
- g. Appoint a Nominating Committee to present Board nominees at the Annual Meeting.
- h. Conduct regularly scheduled meetings, every other month as soon as possible after the Annual Meeting.
- i. Special meetings of the Board may be called at any time by the president or by any two (2) Board members, by giving (5) days notice to all Board members.
- j. A majority shall constitute a quorum at any Board meeting.
- k. All minutes of Board meetings shall be available to the membership upon request.
- l. Enter into and terminate service contracts for any items that have budgeted for.
- m. Approve rules for the tennis and pool recreation areas.

2. Prohibitions of the Board

Nothing in these Bylaws shall be construed to permit the Board of Governors, without the specific approval of two-thirds (2/3) majority of the active membership to:

- a. Borrow money, pledge assets, act as surety or guarantor or pledge the credit of the Association.
- b. Participate as a member of the annual Board Nominating Committee.
- c. Seller transfer all or any part of the assets of the Association.
- d. Take a public stand on behalf of the Association without the prior approval of the two-thirds (2/3) of the members.

B. Duties of the Officers

1. **PRESIDENT:** The President shall preside at all meetings of the Association and Board of Governors. He/she shall appoint, subject to confirmation by the Board of Governors, all Standing Committees and designate the chairpersons thereof, and shall appoint, subject to confirmation by the Board of Governors, Special Committees as required. He/she shall be an ex-officio member of all Committees, with the exception of the Nominating Committee. He/she shall see that orders and resolutions of the Board of Governors are carried out, shall be authorized to sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes as approved by the membership.
2. **VICE PRESIDENT:** The Vice President shall have such power and perform such duties as may be assigned to him/her by the Board of Governors or the President. In case of absence, disability or refusal of the President, the duties of that office shall be performed by the Vice-President.
3. **SECRETARY:** The Secretary shall keep the minutes of all meetings and proceedings of the Board of Governors, and copies of all Committee Meetings and minutes of members' meetings, making them available to the membership upon request. He/she shall have custody of the Corporate Seal and such books and papers and such books and papers as the Board may direct, keep an active list of all officers, Board members and general membership, notify all members of meetings and conduct correspondence as directed by the Board of Governors.
4. **TREASURER:** The Treasurer shall have the custody of all monies and financial records of the Association and shall disburse such funds based upon the approved budget and/or as directed by the Board of Governors; shall sign all checks and promissory notes of the Association; keep proper books of account; shall prepare annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members; to keep an active record of all dues/fees paying members and send bills when due; and to report the status of membership at regular intervals. The Association books shall be made available to the membership upon request.

ARTICLE V

COMMITTEES

A. **Standing Committee:** The Board of Governors shall establish the following standing committee:

1. **Pool Operations:** This committee is responsible for the operation of the swimming pool, for the collection of guest fees, and operation of ending equipment located within the pool enclosure. All funds derived from these sources will be turned over to the Treasurer for deposit. The committee, with the consent of the Board, will promulgate and enforce rules relative to the operation and use of the pool.
2. **Publicity:** The function of this committee is to acquaint the public with activities and programs of the Association. This committee shall be responsible for the publication and distribution of the Association newsletter. This newsletter shall be published as necessary during the year. The committee shall publish a roster of the membership and provide each member with a copy. Copies may be mailed or distributed at one of the scheduled meetings. This roster shall be updated by notice of additions or deletions in the Association newsletter.
3. **Membership and Hospitality:** This committee shall function to increase the Association membership. The committee shall maintain an accurate list of Association membership, to include their assessments and payment of dues/fees. A copy of the list of paid-up members, to include name and address and telephone number, will be provided to the Director of Publicity for publication and distribution to the membership. Additions and deletions will also be furnished as they occur. This committee shall welcome new homeowners upon notification by current members and encourage participation in the Association..
4. **Building and Grounds:** This committee will be responsible for planning and supervising the construction, technical operation and repair of all recreation facilities of the Association. They will further be responsible for the landscaping and grounds maintenance and will render technical advice to the Board at the request of the latter.
5. **Recreation and Program:** This committee shall plan and assist in carrying out Association recreation activities and programs. Programs shall be consistent with stated purpose of the Association. This committee shall be responsible for organizing and operating the Association tennis facilities.
6. **Zoning:** This committee shall be for the purpose of following zoning ordinances and addressing their potential effect on our community.

B. **Special Committees:** The Board of Governors shall establish other Standing or Special Committees as it may deem necessary. Annually, a Nominating Committee, composed of five members shall be established to present an election slate for members of the Board of Governors. If members of the Nominating Committee become candidates for election, they must resign as members of the Nominating Committee.

ARTICLE VI

MEETINGS

- A. **Annual Meetings:** There shall be an annual meeting of the members of the Association within 60 days of the pool closing, at a time period to be designated by the Board of Governors for the report of the Nominating Committee and the transaction of such other business as may come before the meeting.
- B. **Board of Governors' Meeting:** The Board of Governors shall hold its first meeting as soon as possible following the Annual Meeting of the members and shall meet at least every other month thereafter. Five (5) members of the Board of Governors shall constitute a quorum and no business shall be transacted without the affirmative vote of a majority of those present and entitled to vote. In the event a question before the Board of Governors results in a tie vote which cannot be resolved, the question shall then be submitted at a special meeting of the membership, who as been notified in writing at least five (5) days in advance. Any member wishing to have business discussed before the Board of Governors must give notification to the Secretary at least five (5) days prior to the next Board meeting.
- C. **Social Meetings:** Special meetings of the members shall be held whenever called by the Board of Governors or upon written request of one-third (1/3) of the membership. In the event a question before the Board of Governors results in a tie vote which cannot be resolved, the question shall be submitted at a special meeting of the membership, who have been notified in writing at least five (5) days in advance.

ARTICLE VII

PROXY AND QUORUM

- A. **Proxy:** At all meetings of members, each member may vote in person or by proxy. All proxy votes shall be in writing and filed with the Secretary and shall be signed and indicate the name of the member authorized to exercise such proxy and conditions relative thereto. Every proxy vote shall be irrevocable and shall automatically cease upon conveyance by the member of his lot.
- B. **Quorum:** The presence at the meeting of a simple majority of the membership shall constitute a quorum for any action, except as otherwise provided in these Bylaws. If such quorum shall not be present or represented or at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting until a quorum shall be present or represented.

ARTICLE VIII

RULES AND REGULATIONS

Recreational Facilities: All members shall be required to abide by the rules and regulations established by the recreational committees and approved by the Board.

ARTICLE IX

PARLIAMENTARY PROCEDURE

All meetings of membership, Board of Governors, and appointed committees shall be held in accordance with these Bylaws and Roberts Rules of Order, Revised. The President may appoint a parliamentarian to service during the meetings of the membership and Board of Governors.

ARTICLE X

FINANCES

- A. At each annual (or special meeting held in lieu thereof) of the membership, the Board of Governors shall have prepared and shall submit for membership approval:
 - 1. A general budget, and
 - 2. A recreational facilities and activities budget
- B. The general budget shall require the approval of a two-thirds (2/3) majority of the members present (proxy included).
- C. The recreational facilities and activities budget shall require the approval of a two-thirds (2/3) majority of the Civic/Recreation members present (proxy included).
- D. Dues and fees for each year shall be each member's pro rate share of budget approved by membership which shall be due MAY 1st of each year. Membership dues may be prorated by the Board for new homeowners moving in during the year who are not acquiring a transferable membership from a previous owner.
- E. No assessments shall be levied against the members except upon the approval of two-thirds (2/3) majority of the members of such class present (proxy included).
- F. No vote on financial assessments or proposed budgets shall be made at any special or regular meeting without at least five (5) days (2 weeks preferred) notification to the membership.
- G.**The Homeowners Association will establish and maintain a separate fund for major expenses related to maintenance and repair of facilities. This fund may not be used for budgeted or unbudgeted capital improvements or other non-maintenance budget line items. Capital improvements shall be defined as new and additional improvements to existing and future structures/grounds.

ARTICLE XI

CORPORATE SEAL

The Common Corporate Seal is, and until otherwise ordered, by the Board of Governors, shall be an impression of a circular device such as that impressed upon the margin hereof, bearing the words "Chadds ford Homeowners Association, Inc."

ARTICLE XII

DISCIPLINARY ACTIONS

Any member, and any individual of a family holding membership, may be suspended and denied the use of the Association's facilities for acts and conduct contrary to the rules and regulations. Suspension shall not exceed fifteen (15) days, and shall not be the cause for abatement or pro-ration of dues, fees, assessments. The Board of Governors is authorized to determine suspensions and reinstatement.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the members, by a vote of two-thirds (2/3) of the current membership (proxy included). In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. No vote on proposed amendments shall be taken without at least five (5) days (2 weeks preferred) notification to the membership.

Paragraph A of Article III of these Bylaws shall not be amendable under any circumstances so as to restrict entitlement to membership in the Association, as set forth in said paragraph.

ARTICLE XIV

MISCELLANEOUS

Guest: A person who does not reside within Chadds Ford Subdivision

* Updated and amended by 2/3 majority of Membership on 2/13/84.
** Updated and amended by 2/3 majority of Membership on 4/20/86.
*** Updated and amended by 2/3 majority of Membership 1989.