

**BY-LAWS**  
**OF**  
**BAYSWATER COMMON HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**NAME, MEMBERSHIP, APPLICABILITY AND DEFINITIONS**

**Section 1. Name.** The name of the Association shall be Bayswater Common Homeowners Association, Inc, (hereinafter sometimes referred to as the "Association").

**Section 2. Membership.** The Association shall have one class of membership, as is more fully set forth in that Declaration of Covenants, Conditions, and Restrictions for Bayswater Common (this Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which are specifically incorporated by reference herein.

**Section 3. Definitions.** The words used in these By-Laws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

**ARTICLE II**

**ASSOCIATION: MEETINGS, QUORUM, VOTING, PROXIES**

**Section 1. Place of Meetings.** Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors, either in the Community or as convenient thereto as possible and practical.

**Section 2. First Meeting and Annual Meetings.** A first meeting shall be held within sixty (60) days from the date of incorporation. Annual meetings may be set by the Board so as to occur no later than sixty (60) days after the close of the Association's fiscal year.

**Section 3. Special Meetings.** The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the Board of Directors or upon a petition signed by at least twenty-five (25%) percent of the Owners. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

**Section 4. Notice of Meetings.** It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of record of each Lot a notice of each annual or special meeting of the Association stating the purpose of the special meeting, as well as the time and place where it is to be held. If an Owner wishes notice to be given at an address other than his or her Lot, he or she shall have designated by notice in writing to the Secretary such other address. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice. Notices shall be served, if practicable, not less than five (5) days before a meeting. In lieu of mailed notice, a sign announcing said meeting may be posted at each entrance to the subdivision not less than five (5) days before the meeting.

**Section 5. Waiver of Notice.** Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Any member may, in writing, waive notice of any meeting of the members, either before or after such meeting. Attendance at a meeting by a member, whether in person or by proxy, shall be deemed waived by such member of notice of the time, date, and place thereof, unless such member specifically objects to lack of proper notice at the time the meeting is called to order.

**Section 6. Adjournment of Meetings.** If any meetings of the Association cannot be held because a quorum is not present, a Majority of the members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a future time. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 7. Voting.** The voting rights of the members shall be as set forth in the Declaration, and such voting rights are specifically incorporated herein.

**Section 8. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a member, or of written revocation, or upon the expiration of eleven (11) months from the date of the proxy.

**Section 9. Quorum.** The presence, in person or by proxy, of twenty (20%) percent of the Owners of Lots to which eligible votes appertain shall constitute a quorum at all meetings of the Association. The members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

### **ARTICLE III**

#### **BOARD OF DIRECTORS: NUMBER, POWERS, MEETING**

##### **A. Composition and Selection.**

**Section 1. Governing Body.** The affairs of the Association shall be governed by a Board of Directors.

**Section 2. Directors Appointed by Declarant.** Declarant shall have the right to appoint or remove any member or members of the Board of Directors as provided in the Declaration of Covenants, Conditions, and Restrictions for Bayswater Common.

**Section 3. Directors and Terms of Office.** The Board shall consist of five (5) "At Large" members.

(a) "At Large" position #1 and #3 will serve for two-year terms and be elected for fiscal years starting in an odd year (for example, FY 2005-2006).

(b) "At Large" position #2 and #4 will serve for two-year terms and be elected for fiscal years starting in an even year (for example, FY 2006-2007).

(c) "At Large" position #5 will serve for a one-year term and be elected each fiscal year.

**Section 4. Nomination of Directors.** Candidates for Directors shall be, (a) nominated by a Nominating Committee, if such a committee is established by the Board, and (b) received from volunteers. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes. Only members eligible to vote will be considered viable candidates.

**Section 5. The Nominating Committee.** The Board shall solicit and appoint the Nominating Committee no later than 75 days prior to the end of the fiscal year. The Nominating Committee shall be comprised of at least two (2) volunteer homeowners, and no more than 50% being Board members. Preferably, all members would not be currently serving on the Board. The Committee's duties may include, but are not limited to:

(a) Soliciting volunteers for the Board of Directors and the ARC Committee, no later than 60 days before the end of the fiscal year.

(b) Requesting that a qualification statement from all candidates be submitted to the Nominating Committee no later than 45 days prior to the end of the fiscal year.

(c) Creating a candidate ballot with qualification statements, no later than 30 days before the end of the fiscal year.

(d) Assisting in the distribution and/or mailing of election materials no later than 21 days before the end of the fiscal year.

(e) Tallying all ballots and proxies at the annual homeowners meeting.

(f) Providing the new Board with ARC volunteers.

**Section 6. Removal of Directors.** At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a Majority of the Owners at the meeting and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the Owners shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. This provision shall not apply to Directors appointed by Declarant during the time provided in the Declaration.

**Section 7. Vacancies.** Vacancies in the Board of Directors caused by any reason, excluding the removal of a Director by vote of the Association, shall be filled by a vote of the Majority of the remaining Directors, even though less than a quorum, at any meeting of the Board of Directors; provided, however, any vacancy formerly filled by a Director elected by Members pursuant to Section 6 above may be filled only by the vote of a majority of Owners present in person or by proxy at a duly constituted meeting of the Association. Each Director so selected shall serve the unexpired portion of the term of his predecessor.

## **B. Meetings.**

**Section 8. Organization Meetings.** The first meeting of the members of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board.

**Section 9. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a Majority of the Directors. Notice of the regular schedule shall constitute sufficient notice of such meetings.

**Section 10. Special Meetings.** Special meetings of the Board of Directors shall be held when requested by the President, Secretary, or by any two (2) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a Person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by email. All such notices shall be given or sent to the Director's home address, telephone number or email address as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or email shall be given at least forty-eight (48) hours before the time set for the meeting.

**Section 11. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 12. Quorum of Board of Directors.** At all meetings of the Board of Directors, a Majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a Majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a Majority of the required quorum for that meeting. If any meeting cannot be held because a quorum is not present, a Majority of the Directors who are present at such meeting may adjourn the meeting to a time specified. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 13. Compensation.** No Director or Officer shall receive any compensation from the Association for acting as such unless approved by a Majority of the Owners.

**Section 14. Open Meetings.** All meetings of the Board shall be open to all members, but members other than Directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

**Section 15. Executive Session.** The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

**Section 16. Action Without A Formal Meeting.** Any action to be taken at a meeting of the Directors or any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, or email communication, setting forth the action so taken, shall be signed by all of the Directors or agreed upon through email by the majority of the Board members. All such formal, non-meeting actions must be validated and recorded in the following month's minutes.

### **C. Powers and Duties.**

**Section 17. Powers.** The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Declaration, Articles, or these By-Laws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

(a) preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the common expenses;

(b) making assessments to defray the common expenses, establishing the means and methods of collecting such assessments, and establishing the period of the installment payments of the annual assessment, including the charge of any unpaid assessment, late charge or fine, as a lien against the property of the members;

(c) providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association;

(d) designating, hiring, and dismissing the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

(e) collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;

(f) making and amending use restrictions and rules and regulations, and Architectural Standards;

(g) opening of bank accounts on behalf of the Association and designating the signatories required;

(h) enforcing by legal means the provisions of the Declaration, these By-Laws, and the rules and regulations adopted by it, including fines and late charges and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association, or, upon its election to do so, defend the Home Owners Association from any legal action against it, including agreement to pay the cost of defense, or to indemnify, any Director or Officer of the Corporation sued fractions which arose out of their status as a Director or Officer of the Corporation.

(i) obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration or otherwise desired, and paying the premium cost thereof;

(j) paying the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;

(k) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specifying the maintenance and repair expenses and any other expenses incurred; and

(l) contracting with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with

trusts, condominiums, or other associations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity.

**Section 18. Management Agent.** The President of the Corporation subject to approval of the Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Declarant or an affiliate of the Declarant may be employed as managing agent or manager. The term of any management agreement shall not exceed two (2) years and shall be subject to termination by either party, without cause and without penalty, upon ninety (90) days' written notice.

**Section 19. Borrowing.** The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the Common Property and facilities without the approval of the members of the Association; provided, however, the Board shall obtain membership approval in the same manner as for special assessments, in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, and the total amount of such borrowing exceeds or would exceed Ten Thousand (\$10,000.00) Dollars outstanding debt at any one time.

**Section 20. Fining Procedure.** The Board shall not impose a fine (a late charge shall not constitute a fine) unless and until the following procedure is followed:

(a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator specifying:

(i) the alleged violation;

(ii) the action required to abate the violation; and,

(iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction, if such violation is a continuing one, or a statement that any further violation of the same rule may result in the imposition of a fine, if the violation is not continuing. The Board or its designee may demand immediate abatement in such circumstances which, in the Board's determination, pose a danger to safety or property.

(b) Notice. Within twelve (12) months of such demand, if the violation continues past the period allowed in the demand for abatement without penalty, or if the same rule is subsequently violated, the Board may, upon notice, impose a fine. The notice shall state:

(i) the nature of the alleged violation;

(ii) that the alleged violator may, within ten (10) days from the date of the notice, request a hearing regarding the fine;

(iii) that any statements, evidence, and witnesses may be produced by the alleged violator at the hearing; and

(iv) that all rights to have the fine reconsidered are waived if a hearing is not requested within ten (10) days of the date of the notice.

(c) Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the alleged violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the meeting. A majority vote of the Board of Directors shall decide all issues of evidence and

imposition, remission, vacating or the suspension of any fine. The rules of evidence need not be observed. There shall be no right of appeal to the decision of the Board.

## ARTICLE IV

### OFFICERS AND DUTIES

#### A. Officers

**Section 1. Officers.** Officers shall be chosen by and from the Directors of the Board on an annual basis. The required officers of the Association shall be a President, Secretary, and Treasurer. Any two (2) offices may be held by the same Person, except the combined offices of President and Treasurer or Secretary and Treasurer. Optional officers may include Vice President and Liaison. The officers may be elected from among the members of the Board of Directors or any other member of the Association. The Board of Directors may delegate any of the responsibilities or powers set forth in Article III, Section 17 to Officers of the Corporation.

**Section 2. Election, Term of Office, and Vacancies.** The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3. Removal.** Any officer may be removed by majority vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby.

**Section 4. Resignation.** Any officer may resign at any time by giving written or email notice to the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### B. Officers Duties

**Section 5. President.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code, subject to the control and guidance of the Board of Directors. In addition, the President shall have the power to sign all legal documents on behalf of the Association and shall co-sign all promissory notes of the Association.

**Section 6. Vice President.** If assigned, the Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.

**Section 7. Secretary.** The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct. Additionally, the Secretary shall handle all correspondence and notices of the Association and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with Georgia Law.

**Section 8. Treasurer.** The Treasurer shall have the responsibility for the Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board of Directors. At the close of each fiscal year, the Treasurer leaving office shall prepare and sign an Annual Financial Report for the fiscal year ending and within 15 days submit the report to the Board. In the event the office of Treasurer is vacant, the Board shall prepare and sign the fiscal year end financial report or appoint a person to perform those duties.

**Section 9. Liaison.** If assigned, the Liaison shall act as a coordinator between the Board and the Committees, receiving direction from the Board and reporting activities from the committees. Additionally, the Liaison shall perform such duties as the Board may from time to time determine.

## **ARTICLE V**

### **COMMITTEES**

**Section 1. General.** Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

**Section 2. Architectural Review Committee.** The Architectural Review Committee (ARC) is authorized to investigate and act upon any proposal or complaint, which involves the architectural integrity or esthetic values of the community as delineated in the Covenants and Architectural Standards. The ARC shall be comprised of three (3) members, no more than one of who may be a Director.

**Section 3. Nominating Committee.** The Nominating Committee shall be appointed once each year by the Board of Directors to assist with the task of acquiring candidates for office and handling the logistics of the voting process.

**Section 4. Other Committees.** The Board of Directors is authorized to appoint from time to time, committees to conduct matters of common interest to members of the Association. Each committee and their members shall serve at the discretion of the Board.

## **ARTICLE VI**

### **MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such resolution, the fiscal year shall be the calendar year.

**Section 2. Parliamentary Rules.** *Roberts Rules of Order* (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, the Declaration, these By-Laws, or a decision made by the Person presiding over the proceeding to use other reasonable procedures.