

**BY LAWS
OF
RIVER BLUFF CIVIC ASSOCIATION, INC.**

ARTICLE ONE

NAME

- 1.01 The name of this Association shall be RIVER BLUFF CIVIC ASSOCIATION, INC. (hereinafter referred to as the "Association"), a Georgia non-profit corporation.
- 1.02 The Association shall maintain a registered office and shall have a registered agent whose business office is identical with such registered office. The Association may have offices at such place or places within reasonable proximity to the Development as the Board of Directors may from time to time designate.

ARTICLE TWO

OBJECTIVE

- 2.01 The purpose for which the Association is organized shall be to do all things by lawful means that will advance and conserve the community interests and general welfare of the citizens living in the River Bluff Subdivision of Fulton County, Georgia, and citizens of contiguous areas who, upon invitation, decide to join in this endeavor.

ARTICLE THREE

MEMBERSHIP

- 3.01 Membership in the Association shall be of one class and limited to residents of River Bluff Subdivision of Fulton County, Georgia, and residents of contiguous areas upon invitation. Membership shall be by single family unit living in a single dwelling. Any family unit maintaining its home in Rive Bluff Subdivision or in a contiguous area which has been invited to join the Association shall be eligible for membership. Removal of residence from the areas described above shall automatically revoke membership. The right to vote on behalf of a membership shall be exercised by any adult of a family unit, provided that dues for the current year have been paid.
- 3.02 Directors of the Association shall be elected by the membership. The number of directors shall be no less than five.
- 3.03 Original, periodic or annual assessments of annual dues shall be set by the Board of Directors. The dues shall be for an amount deemed necessary to conduct the business of the Association as specified under Article Two, Section 2.01 of these By Laws.

ARTICLE FOUR

MEMBERSHIP MEETINGS

- 4.01 The annual meeting of the Association shall be held during the month of May each year at such time and place as may be established by the Board of Directors.
- 4.02 Such other meetings of the membership of the Association shall be held from time to time and at such places as may be established by the Board of Directors of the President. The membership shall meet not less than one time per year for functions other than those which are conducted at the annual meeting of the membership.
- 4.03 Special meetings of the membership may be called at any time upon thirty days notice by the President or by any three members of the Board of Directors. Notice of such special meetings shall be by written notice. Notice of such special meetings shall state the purpose(s) for which the meeting has been called.
- 4.04 At all meeting of the membership, twenty members of their written proxies as a whole shall constitute a quorum for the transaction of business with the exception of ARTICLE SEVEN, Section 7.01 of these By Laws. No resolution of business shall be transacted without the favorable vote of a majority of the members present at any meeting.
- 4.05 The order of business at all annual meetings shall be as follows:
- a. Roll call and certification of proxies
 - b. Proof of notice of meetings or waiver of notice
 - c. Reading of minutes of preceding meeting
 - d. Reports of officers, if any
 - e. Reports of committees, if any
 - f. Election or appointment of inspectors of election
 - g. Election of Directors
 - h. Unfinished business
 - i. New business

ARTICLE FIVE

BOARD OF DIRECTORS

- 5.01 The full and entire management of the affairs and business of the Association shall be vested in a Board of Directors which shall have and may exercise all of the powers that may be exercised or performed by the members as a whole at any time said members are not meeting. However, a decision on a resolution or other business transaction by the membership as a whole shall be binding upon the Directors.
- 5.02 The Board of Directors of this Association shall consist of no less than five members. At the annual meeting of the Association of the Homeowner members shall elect two (2) Directors for a term of three (3) years each, two (2) Directors for a term of two (2) years and one (1) Director

for a term of one (1) year. At each annual meeting thereafter; the Homeowner members shall elect the Directors as necessary to fill the vacancies created by expiring terms of Directors. Such Directors so elected shall serve each for term of three (3) years. Notwithstanding the foregoing, all Directors elected at said meeting and the date of the first annual meeting so that the respective terms shall expire at the time of the second, third and fourth annual meetings.

- 5.03 The Board of Directors may fill the position of a retiring or deceased Director which may become vacant prior to the expiration of the term of office. Such appointment by the remaining Directors shall continue until the expiration if the terms of the Director whose place has become vacant.
- 5.04 A majority of the Board of Directors shall be necessary to constitute a quorum at a meeting thereof. A majority of the Directors present at a meeting at which a quorum is present shall be necessary to transact any business or approve any resolution.
- 5.05 A meeting of the Board of Directors may be called by telephone upon two days' notice by the President or, should the President be out of the State of Georgia, sick, deceased, or should he have resigned his position, by the Vice President. However, any two of the remaining Board members may request a meeting upon such notice. A minimum of two Board meetings shall be held during each fiscal year at such a time and place as may be selected by the instigator thereof.
- 5.06 Any action taken at any Board meeting may be nullified to the extent practicable at the next regular meeting of the membership as a whole. Between meetings of the members, the Board may take such action as it deems necessary to transact the business of the Association.
- 5.07 The Board of Directors shall have the duty of appointing committees, planning membership meetings and events, authorizing expenditures of the Association funds, expelling members, setting dues or special assessments and such other business as may be reasonable and necessary in order to achieve the Association's objectives. The Board of Directors shall not have the authority to dissolve this Association.
- 5.08 Between March 1 and April 30 of each calendar year, the Board of Directors shall select a Nominating Committee of five members who may or may not be members of the existing Board of Directors. At the annual meeting of the membership, the Nominating Committee shall propose a slate of members of the Board of Directors for nominations from the floor at the annual meeting. Said election shall then be held either by the unanimous approval of all members present upon voice vote, or upon written ballot on which each member shall be authorized to select one of the nominees to fill each position available on the Board of Directors, with or without cause, by a majority vote of the Homeowner members. A successor shall be elected by the Homeowners to fill such Directors unexpired term. Any such successor shall serve for the unexpired term of his predecessor. Vacancies in the Board of Directors caused by any reason other than the removal of the vote of the member shall be filled by the vote of the majority of the remaining Directors and each person so elected shall serve until a successor is elected at the next annual meeting of the Association.

ARTICLE SIX

OFFICERS

- 6.01 By no later than July 15 of each calendar year, the duly elected Board of Directors shall select officers from among the Board members themselves. At least four officers shall be selected who shall be a President, Vice President, Secretary and Treasurer. In addition, other Board members may be selected to fill specific needs as the Board may desire, such as a parliamentarian or other appropriate position. The officers shall be selected by the Directors and shall serve at the pleasure of the Board.
- 6.02 The President shall be the chief officer of the Association and shall have general and active management of the affairs of the organization. The President shall be responsible for the pursuit of the objectives of the Association, including the general supervision of the policies of the Association, general and active management of the financial affairs of the Association and the supervision of all financial affairs of the Association as specified by the By Laws and the Declaration of the Restrictive Covenants.
- 6.03 The Vice President shall perform all duties and have the powers of the President in the absence of the latter. He shall help the President in maintaining an accurate inventory of the Association properties and their location. The Vice President shall be responsible for the safety of all Association assets except such funds as may be entrusted to the Treasurer. He shall perform such other duties and functions as may from time to time be directed by the President or the members of the Board of Directors.
- 6.04 The Secretary shall maintain a complete roster of all Association members. It shall be the duty of this officer to notify the membership of all meetings and to keep minutes of all meetings of the members and of the Board of Directors. The Secretary shall be responsible for maintaining these By Laws in a current, updated fashion and shall be required to make a copy thereof available to all members.
- 6.05 The Treasurer shall be charged with the management of the financial affairs of the Association as directed by the President and shall be responsible for the safety of all Association assets entrusted to the office. The Treasurer shall accept dues and Association income as well as disburse funds as directed by the Board. The financial ledgers shall be available for inspection upon request of any member. The Treasurer shall notify all members who are delinquent in payment of dues and shall compile a roster of all paid members.
- 6.06 At all meetings of the Association, the President, or in his absence, the Vice President, or in the absence of both of them, any member of the Board of Directors designated by the President, shall preside.
- 6.07 The funds of the Association shall be subject to disbursement upon the signature of the Treasurer or Secretary. Any expenditure over \$500 shall require both signatures on the check. An annual financial report of the Association shall be made to the membership at the annual

meeting and this report shall be subject to an audit by a committee appointed by the President prior to the annual meeting.

- 6.08 No Director shall receive compensation from the Association for acting as such unless such compensation and the amount thereof is authorized by the majority vote of the Homeowners. Each Director shall be entitled to reimbursement from the Association as any common expense for reasonable out of pocket disbursements made by the Director in the performance of their duties. No Director shall be obligated to make any such disbursements.

ARTICLE SEVEN

AMENDMENT

- 7.01 These By Law may be amended or replaced by a fifty percent plus one vote of all Association members in person or by proxy at a meeting called for that purpose. Said notice of the proposed meeting at which an amendment resolution is to be presented shall include a verbatim statement of said resolution and shall be given no less than twenty days prior to the date at which a membership vote is to be taken thereon.
- 7.02 Unless waived by a majority vote of the members in attendance in person or by proxy at any duly called membership meeting, or unless waived by a majority of the Directors present at any duly called meeting of the Board of Directors, **Roberts' Rules of Order** (latest edition) shall govern the conduct of the proceedings of such meeting when not in conflict with Georgia law, the Declaration, of these By Laws.
- 7.03 If there are conflicts or inconsistencies between the provisions of Georgia law or the Declaration and these By Laws, the provisions of Georgia law and the Declaration, in that order, shall prevail.

ARTICLE EIGHT

DISSOLUTION

- 8.01 The Association may be dissolved at any time by a majority vote of the entire membership. Said dissolution vote may be conducted in the fashion prescribed for amendments of these By Laws. Should the membership resolve to dissolve the Association, its assets shall be disposed of in a manner decided upon by the majority vote of the members present at the dissolution meeting.

Amended September, 1997

Approved December, 1997