

BYLAWS

ARTICLE II MEETING OF MEMBERS

Section 1. Annual Meetings. The initial annual or special meeting shall be held within one (1) year from the date the Declaration is recorded, or at such other time as established by Declarant. After transition from the Developer to the members, annual meetings shall be set by the Board so as to occur sixty (60) days before or after the close of the Association's fiscal year. ~~Annual meetings may be held in person, virtually via electronic communications, or through a hybrid format, in accordance with applicable Georgia law and proper notice to all eligible Owners.~~

Section 2. Special Meetings. Special meetings of the member may be called for any purpose at any time by the President, the Secretary, or by request of any two (2) or more members of the Board of Directors. Special meetings also may be called upon written petition of Owners holding a least twenty-five percent (25%) of the total eligible Association vote, for any purpose on which the members are authorized to vote under the Bylaws or the Declaration. Any such written petition by the members must identify the purpose on each page thereof, and the original signed petition ~~(or verified electronic signatures)~~ be submitted to the Association's Secretary. The Secretary shall then verify that the required number of members have joined in the petition and shall submit all proper petitions to the Association's President. The President shall then promptly call a special meeting for the purpose stated in the petition setting the date, time and location of the meeting ~~which shall be held within forty-five (45) days of the Secretary's verification of a valid petition, at a location within Coweta County or virtually.~~ The Secretary shall send notice of the meeting in accordance with these Bylaws.

~~(which is not required to be the date, time, or location requested in any petition submitted to the Association), and the Secretary shall send notice of the meeting in accordance with these Bylaws. Any special meeting called pursuant to written petition shall be set at a date, time, and location determined by the Board, within thirty (30) days of the date of the petition.~~

Section 3. Notice of Meetings. The Secretary shall mail, deliver, ~~or electronically transmit (to any Owner who has consented in writing to receive notice by electronic means)~~ to each Owner of record or to the Lot a notice of each annual or special meeting of the Association ~~at least twenty-one (21) days prior to each annual meeting and at least ten (10) days prior to each special meeting, but no more than sixty (60) days before any meeting.~~ The notice of an annual meeting shall state the date, time, and location ~~(including physical location or virtual/electronic meeting access details)~~ and, ~~if applicable, the specific purpose or items to be voted upon.~~ The notice of a special meeting shall state the purpose of the special meeting, as well as the date, time, and location (or virtual access details) where it is to be held. If any Owner wishes notice to be given at an address ~~or email address~~ other than his or her Lot, the Owner shall designate such alternative address in writing to the Secretary. Delivery of notice in accordance with this Section shall constitute proper service of notice.

Section 4. Waiver of Notice. Waiver of notice of meeting of the Owners shall be deemed equivalent of proper notice. Any Owner may, in writing ~~(including electronic transmission)~~, waive notice of any meeting of the Owners, either before or after such meeting. Attendance at a meeting by an Owner, whether in person or represented by proxy, shall be deemed a waiver by such Owner of notice of the time, date, and place thereof unless such Owner specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.

Section 5. Quorum. Except as may be provided elsewhere ~~in the Declaration or these Bylaws,~~ the presence of Owners, in person, ~~virtually/electronically,~~ or by proxy at the beginning of the meeting, entitled to cast one third (1/3) of the total eligible Association vote shall constitute a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished. ~~Owners whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall not be counted as eligible votes toward the quorum requirement.~~ Only Owners whose voting rights have been lawfully suspended for non-payment of assessments in accordance with Georgia law (including O.C.G.A. § 44-3-220 et seq. and HB 220) shall be excluded from the calculation of total eligible votes toward the quorum requirement.

Section 6. Adjournment. Any meeting of the Owners may be adjourned from time to time for periods not exceeding thirty (30) days by vote of the Owners holding the Majority of the votes represented at such meeting ~~(in person, by proxy, or by electronic ballot),~~ regardless of whether a quorum is present. ~~For purposes of voting on~~

adjournment, any Owner whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall be excluded from eligible votes.

Any business which could be transacted properly at the original session of the meeting may be transacted at a reconvened session, and no additional notice of such reconvened session shall be required if the time, date, and place (or electronic access information) of the reconvened session are announced at the meeting prior to adjournment; provided, however, if a new record date is set or if the reconvened session is set for more than thirty (30) days after the original meeting, notice of the reconvened meeting shall be given to all members in accordance with Section 1 of these Bylaws and applicable Georgia law..

Section 7. Proxy. Any member entitled to vote may do so by written proxy duly executed by the member setting forth the meeting at which the proxy is valid. To be valid, a proxy must be signed, dated, and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Board by personal delivery, U.S. mail, electronic mail (email), online proxy platform, or facsimile transmission to any Board member or the property manager. Proxies may be revoked ~~only by written notice delivered to the Secretary of the Association, except that: (a) the presence in person by the giver of a proxy at a meeting for which the proxy is given shall automatically invalidate any previously given proxy. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.~~ prior to the meeting only by: (a) written notice of revocation delivered to the Secretary; (b) submission of a subsequently dated, valid proxy for the same Lot; or (c) the attendance in person or virtually by the giver of the proxy at the meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 8. Action Without a Meeting. In the Board's discretion, any action that may be taken by the Association members at any annual, regular, or special meeting may be taken without a meeting if the Board delivers a written consent form or written ballot (including delivery by electronic transmission, such as electronic mail or a web-based voting portal) to every member entitled to vote on the matter,

- (a) Ballot. A written ballot or electronic shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by a ballot. For purposes of determining quorum and voting thresholds under this Section, any Owner whose voting rights have been suspended pursuant to the Declaration or Bylaws shall not be counted as an eligible vote or toward the quorum requirement.

All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Board in order to be counted. A written ballot may not be revoked. Once submitted, a written or electronic ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

- (b) Written Consent. Approval by written consent shall be valid only when the number of written consents setting forth the actions taken is received and equals or exceeds the requisite majority of the voting power required to pass such action at a meeting held on the date that the last consent is executed and such action is consented to by the Declarant, if required. Executed written consents and verified electronic signatures shall be included in the minutes or filed with the Association's records. If an action of the members is approved by written consent hereunder, the Board shall issue written notice of such approval to all members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued; provided, however, if the consent is to an amendment to the Declaration or Bylaws which must be recorded, the effective date shall be no earlier than the date of recording of such amendment.

Section 9. Order of Business. At all meetings of the Association, the latest edition of Robert's Roberts Rules of Order (latest edition) shall govern all procedural matters when not in conflict with applicable Georgia law, the Declaration, or these Bylaws or the Articles of Incorporation, unless the Owners eligible to vote who are present at a particular meeting (in person, virtually, or by proxy) vote to suspend Robert's Roberts Rules by a two-thirds (2/3) vote at that meeting. For purposes of any procedural vote under this Section, any Owner whose voting rights have been suspended pursuant to the Declaration or these Bylaws shall be excluded from eligible votes.