

Sky Country Property Owners Association, Inc.



BY-LAWS

Article I NAME AND LOCATION

- Section 1. The charter of the corporation fixes its name as Sky Country Property Owners Association, Inc. ("Association") and provides that the principal office shall be located in Lumpkin County, Georgia.
- Section 2. The Board of Directors shall designate an address in Lumpkin County as the Association's principal office, and the Association may also have offices in such other places as the Board of Directors may from time to time appoint or the business of the Association requires.

ARTICLE II ROLL OF MEMBERS

- Section 1. The charter of the Association provides for no capital stock.
- Section 2. Certificates as to membership in the Association are not required, but a roll of members shall be maintained by the Secretary and/or Treasurer and approved by the Board of Directors.

ARTICLE III MEMBERS

- Section 1. The membership of the Sky Country Property Owners Association shall consist of all the persons owning property in Sky Country Subdivision who have paid to a current status their annual dues and who have been certified by the Secretary of the Association as eligible to vote. A member shall mean a husband and wife and/or any other joint or co-tenants owning property in such subdivision, whether such property shall be the separate property of one or community property, shall constitute one (1) member. Each member shall have only one vote regardless of the number of lots owned. (*For example:* a husband and wife owning three lots will be considered one member with one vote; a partnership consisting of the same partners owning more than one lot will be considered one (1) member with one (1) vote; a partnership with a common member to another partnership shall constitute one (1) member with one (1) vote for this partnership).

Non-property owners, renters and lessees, may join the association as Associate Members. Associate members do not have voting powers. Associate members must reside in Sky Country Subdivision. Associate

members may serve on committees with the exception of the Architectural and Landscape Control Committee; however, associate members may not chair a committee.

Section 2. The annual meeting of the members of the Association shall be held at the principal office of the Association or such other location as may be designated by the Board of Directors, during the month of January each year for the purpose of electing directors and transacting such other business as may come before the meeting. The Board of Directors may postpone the time of holding the annual meeting of the members for such period not exceeding sixty days if they shall deem it advisable.

The Secretary shall cause written notice in the form of a newsletter, postcard or e-mail of the time and place of each annual meeting to be mailed or personally delivered, at least ten (10) days prior to the meeting, to each member of record entitled to vote, to such address as appears on the records of the Association.

Section 3. Special meetings of the members for any purpose or purposes other than those regulated by statute, may be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing by ten (10) of the members of the Association entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Special meetings shall be held at the principal office of the Association or such other location as provided in the announcement of the meeting.

The Secretary shall cause written notice of the time and place of holding each special meeting, indicating briefly the object or objects thereof, to be mailed at least five days before such meeting to each member of record entitled to vote at the time of taking the list of members for such meeting to such address as appears on the records of the Association.

Section 4. At any meeting of the members, a majority of the members of the Association present in person or represented by proxy shall constitute a quorum of the members for all purposes.

Section 5. The President shall call meetings of the members to order and shall act as chairman of such meeting. The Board of Directors or the members may appoint any member to act as chairman of any meeting in the absence of the President and Vice-president.

Section 6. Each member who has paid dues shall be entitled to vote in person or by proxy appointed by an instrument in writing, subscribed by such member or by his duly authorized attorney and delivered to the secretary of the Association at the time of the meeting, and he shall have one vote.

ARTICLE IV BOARD OF DIRECTORS

- Section 1. The business and property of the Association shall be managed and controlled by a Board of seven (7) directors who shall be elected by majority vote of the members at the annual meeting of the members.
- Section 2. Candidates for the Board of Directors will be nominated by the Board of Directors or by a nominating committee appointed by the Board of Directors. Candidates may also be nominated from the floor at the annual meeting when the election is held. Such nominee shall have given his/her consent in writing before he/she may be voted upon.
- Section 3. In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining directors by an affirmative vote of a majority, may elect a successor to hold office for the unexpired term, and until the election of his successor.
- Section 4. A regular meeting of the Board of Directors shall be held within two (2) weeks after the annual meeting of the members. At this meeting, officers of the Association shall be elected and appointed to serve at the pleasure of the Board. Officers shall serve until their successors are appointed.
- Section 5. Special meetings of the Board of Directors may be called at any time by the President.
- Section 6. The Secretary shall give notice of the time and place of holding each special meeting of the Board of Directors by mailing the same at least seven days before the meeting or by telephoning the same at least two days before the meeting to each director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting at which every director shall be present, even though without notice, any business may be transacted.
- Section 7. The majority of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 8. Directors as such shall not receive any salary for their services.
- Section 9. Absence from three (3) consecutive meetings of the Board of Directors without reason deemed valid and so recorded by the Board shall be construed as a resignation.
- Section 10. Board meetings shall be open for attendance by all association members.
- Section 11. The Board shall meet at least five (5) times per year.

ARTICLE V OFFICERS

- Section 1. The officers of the Association shall consist of a president, a vice-president, a secretary and a treasurer, to be appointed by the Board of Directors and subject to the control of the Board of Directors. Each officer shall serve until

his successor is appointed. One person may hold two (2) or more offices except the office of president and secretary cannot be held by the same person at one time.

Section 2. The Board of Directors will appoint the President from its membership. The Board of Directors may appoint such officers as they may deem necessary from the membership of the association, who shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Directors.

Section 3. The President shall preside at all meetings of the members, and at meetings of the directors. The President and one (1) other officer shall sign all notes and obligations of the Association, unless otherwise directed by the Board of Directors, all contracts and instruments, when authorized by the directors, and generally shall perform all duties usually incumbent upon such officer, and such as may be required of him by the Board of Directors. They shall make annual reports of the condition of the association and submit the same to the members at the annual meeting.

Section 4. The Vice-President shall perform all of the duties of the President in his absence and such other duties as may be required of him by the Board.

Section 5. The Treasurer shall receive and have the custody of all monies and securities of the Association, shall pay such bills as may be directed from time to time by the Board of Directors, and do and perform all such other duties as usually devolve

He shall deposit funds to the credit of the Association in such banks or trust companies as the Board of Directors shall direct, and shall disburse the same under the direction of the Board of Directors.

He shall keep regular books and full accounts showing all his receipts and disbursements, books and accounts shall be open at all times to the inspection of the President, or any Board member. At the end of each fiscal year he shall submit to the Directors detailed statements of receipts and disbursements, and shall also from time to time, make reports to the President as to the financial condition of the Association.

Directors may require the position of Treasurer to be bonded for the performance of his/her duties, as they shall from time to time determine.

Section 6. The Secretary shall have the care and custody of the books and records of the Association, excluding financial records for which the Treasurer is responsible, give the necessary notices of all the meetings of the Board of Directors and keep and return the proceedings of all such meetings. The Secretary of the Association shall serve as secretary to the board.

He/she shall have the custody of the seal of the Association and shall affix the

same to all instruments requiring the same, when authorized by the Board of Directors.

He/she shall keep such other books and records, and perform all such other duties as may be assigned to him by the Directors or the President.

ARTICLE VI FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE VII MEMBERSHIP

Membership in the Sky Country Property Owners Association, Inc. may include all property owners of Phase I, IA, II and III of the Sky Country Subdivision (Plat of said phases are attached hereto as Exhibit A), subject to the following provisions:

- a. There shall be no responsibility or obligation of the association to include or represent any person, persons, and/or group.
- b. Only members who have paid dues for that year shall be entitled to vote on any matter during that year.
- c. Newsletters shall be distributed to all members.
- d. Persons responsible for distribution of newsletters or notices shall use their best efforts to insure delivery to all members.

ARTICLE VIII DUES

Section 1. The initial dues for a regular member shall be \$100 for the first year of membership; thereafter, membership dues will be \$25 annually. The dues may be paid in one lump-sum in January or in two installments divided equally and will be due in January and July of each year. Dues for Associate Members will be one-half of the dues of a regular member.

Section 2. Dues may be reviewed and adjusted by the vote of two-thirds of the Board of Directors.

ARTICLE IX PERMANENT COMMITTEES

The Board of Directors shall appoint annually, at its first meeting, persons to chair each of the following:

Committees: Neighborhood Watch, Architectural and Landscape Control Committee, Social Committee and Communications Committee. Each committee chair may seek other members to serve and shall be required to report at each meeting of the Board of Directors on the activities of the committee. Any and all action taken by any committee member in the name of the Sky Country Property Owners Association shall be taken only with approval of the President and the Board.

ARTICLE X OTHER COMMITTEES

The Board of Directors may establish committees to work on special problems of neighborhood interest when members have expressed such interest. The Directors may appoint such other committees as may be determined by them to be desirable, such as an Audit Committee, all such committees to report to and be responsible to the Board of Directors.

ARTICLE XI DISSOLUTION

In the event of dissolution of the Association in any manner or for any cause, and after payment of all debts outstanding on the effective date of dissolution, all remaining assets shall be distributed pro rata to the members who are in good standing.

ARTICLE XII AMENDMENT TO BY-LAWS

These by-laws may be amended by a vote of two-thirds of the members who are present and entitled to vote, at a meeting called for the purpose of considering the proposed amendment; provided, however, if all of the Directors favor the proposed amendment, a vote of only 51% of the members present and entitled to vote shall be required to amend or change these by-laws.