



BY-LAWS
OF
SHILLINGS CHASE HOMEOWNERS ASSOCIATION

TABLE OF CONTENTS

ARTICLE I MEMBERSHIP IN ASSOCIATION

1.1 Membership	1
----------------	---

ARTICLE II MEMBERSHIP MEETINGS

2.1 Annual Meetings	1
2.2 Special Meetings	1
2.3 Delivery of Notice of Meetings	1
2.4 Voting	2
2.5 Voting List	2
2.6 Quorum	2
2.7 Adjournment	2
2.8 Proxy	2
2.9 Voting by Ballot	2

ARTICLE III OFFICERS

3.1 Designation	3
3.2 Powers	3
3.3 Term of Office	3
3.4 Vacancies	3
3.5 Compensation	3
3.6 Removal	4

ARTICLE IV AMENDMENTS

4.1 Notice	4
4.2 Adoption	4

ARTICLE V MISCELLANEOUS

5.1 Notices	4
5.2 Severability	4
5.3 Captions	4
5.4 Gender and Grammar	5
5.5 Fiscal Year	5
5.6 Financial records	5
5.7 Conflicts	5
5.8 Books and Records	5

BY-LAWS
OF
SHILLINGS CHASE HOMEOWNERS ASSOCIATION

ARTICLE I

MEMBERSHIP IN ASSOCIATION

1.1 Membership. Membership in the Shillings Chase Homeowners Association is a mandatory membership of the owners of lots located on the real property located in the Shillings Chase Subdivision, as set forth in the Declaration Of Covenants dated March 21, 1994, and recorded in Book 8116, Page 0254, Cobb County records.

ARTICLE II

MEMBERSHIP MEETINGS

2.1 Annual Meetings. The members shall regularly hold an annual meeting, one of the purposes of which will be to elect officers. The first regular meeting of members shall be held on any date in March of each year. All such meetings of members shall be held at such place in Kennesaw, Georgia, and at such time as is specified in the written notice of such meeting. Such notice shall be delivered to all members of the Association at least fifteen (15) days and not more than forty-five (45) days prior to the date of such meeting. Such notice shall also state the purpose of such meeting.

2.2 Special Meetings. Special meetings of the members of the Association may be called by the President, by a majority of the officers, or upon written request of at least one-fourth (1/4) of the membership. A special meeting shall be called by delivering written notice to all members not less than fifteen (15) days nor more than thirty (30) days prior to the date of said meeting, stating date, time, place and purpose of the special meeting.

2.3 Delivery of Notice of Meetings. Notices of meetings shall be delivered by or at the direction of the Secretary of the Association and may be delivered either personally or by mail to a member at the address given to the Officers by said member for such purpose, or to the member's lot, if no address for such purpose has been given to the Officers.

2.4 Voting. All members with respect to lots owned, shall be entitled to vote, which vote may be cast by the member, the members spouse of by lawful proxy. When more than one person owns a lot, the vote for such lot shall be exercised as they between or among themselves determine, but in no event shall more than one vote be cast with respect to such lot. In the event of disagreement among such persons and an attempt by two or more of them to cast the vote for such lot, such persons shall not be recognized and the vote for such lot shall not be counted. No member shall be eligible to vote, either in person or by proxy, or be elected to the Board , if that member is shown to be more than six (6) months delinquent in any payment due the Association.

2.5 Voting List. A list of names and addresses of members entitled to vote shall be maintained by the Secretary of the Association.

2.6 Quorum. A quorum of members for any meeting shall be deemed present throughout such meeting if members represented in person or proxy and holding more than ten percent (10%) of all the votes of the Association entitled to be cast at such meeting are present at the beginning of such meeting. If the required quorum is not present at any such meeting, a second meeting may be called by the Officers, notice of which shall be given in accordance with the provision of Section 2.3 hereof. The required quorum at such second meeting shall be five percent (5%) of all the votes of the Association entitled to be cast at such meeting. No such second meeting shall be held more than sixty (60) days following the first meeting.

2.7 Adjournment. Any meeting of the members may be adjourned from time to time for periods not exceeding forty-eight (48) hours by vote of the members holding the majority of the votes represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original session of the meeting may be transacted at an adjournment session, and no additional notice of such adjournment session shall be required.

2.8 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 filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies must be dated and may be revoked only by written notice delivered to the Secretary of the Association. Presence in person at the meeting for which a proxy is given shall automatically revoke the proxy.

2.9 Voting by Ballot. Any action which may be taken by the members at any annual or special meeting may also be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter.

ARTICLE III

OFFICERS

3.1 Designation. At each regular annual meeting the Homeowners shall elect the following officers of the Association by a majority vote.

- (a) a President, who shall preside over the meetings of the officers and of the Association, and who shall be the chief executive officer of the Association.
- (b) a Vice President, who shall, in the absence of the President, perform the duties of the President.
- (c) a Secretary, who shall keep the minutes of all meetings of the Officers and of the Association, and shall be designated as the officer to mail and receive all notices served by or upon the Officers or the Association and shall execute amendments to the Declaration of Covenants and these by-laws, and shall, in general, perform all the duties incident to the office of Secretary.
- (d) a Treasurer, who shall be responsible for the financial records and books of account and the manner in which such records and books are kept and reported.
- (e) such additional officers as the association shall see fit to elect.

Any two or more offices may not be held by the same person, spouse or relative.

3.2 Powers. The respective officers shall have the general powers usually vested in such officers.

3.3 Term of Office. Each officer, except in case of death, resignation, retirement, disqualification or removal, shall hold office for the term of one year and until his successor shall have been appointed or elected and qualified. Term limits for all Officers of the Association shall not exceed three (3) consecutive years.

3.4 Vacancies. Vacancies in any office shall be filled by a majority vote at a special meeting of said Officers, as the case may be. Any officer so appointed by the Officers to fill a vacancy shall hold office for a term equal to the unexpired term of the Officer replaced.

3.5 Compensation. Officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by the members of the Association at a meeting duly called for that purpose.

3.6 Removal. Any Officer elected by the Association may be removed from office, either with or without cause, by a majority vote of the Association.

ARTICLE IV AMENDMENTS

These by-laws may be amended, modified or rescinded, from time to time, in the following matter:

4.1 Notice. Notice of the subject matter a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered, whether by the Officers or by the members of the Association.

4.2 Adoption. The Officers shall have the power to alter, amend or repeal any of these by-laws or to adopt new by-laws by the affirmative vote of a majority of all of the Officers, but any by-laws adopted by the Officers may be altered, amended or repealed and new by-laws adopted by the affirmative vote of at least a majority of the members of the Association. The members may prescribe in any by-law adopted by them that such by-law shall not be altered, amended or repealed by the Officers. No amendment, to these by-laws, that is in conflict with the Declaration of Covenants shall be adopted.

ARTICLE V MISCELLANEOUS

5.1 Notices. Unless otherwise provided in these By-Laws, all notices, demands, bills, statements or other communications under these By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States mail, postage prepaid, to an Officer of the Association, at the address which such member has been designated in writing and on file with the Secretary.

5.2 Severability. The invalidity of any part of these By-Laws shall not impair or affect in any manner the validity, enforceability or effect of the balance of these By-laws.

5.3 Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope of these By-Laws or the intent of any provision thereof.

5.4 Gender and Grammar. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.

5.5 Fiscal Year. The fiscal year of the Association shall be the calendar year.

5.6 Financial Records. An audit of the accounts of the Association shall be made annually by the Treasurer, and a copy of the financial report shall be furnished to each member present at the annual Association meeting.

5.7 Conflicts. In the event of conflicts between the Declaration of Covenants and these By-Laws, the Declaration of Covenants shall control.

5.8 Books and Records. The books, records and papers of the Association shall be available for inspection by any member of the Association at any time during reasonable business hours. The Declaration of Covenants and these By-Laws shall also be available for inspection by any member of the Association.