

THE ABBEYS AT WEST LAKE

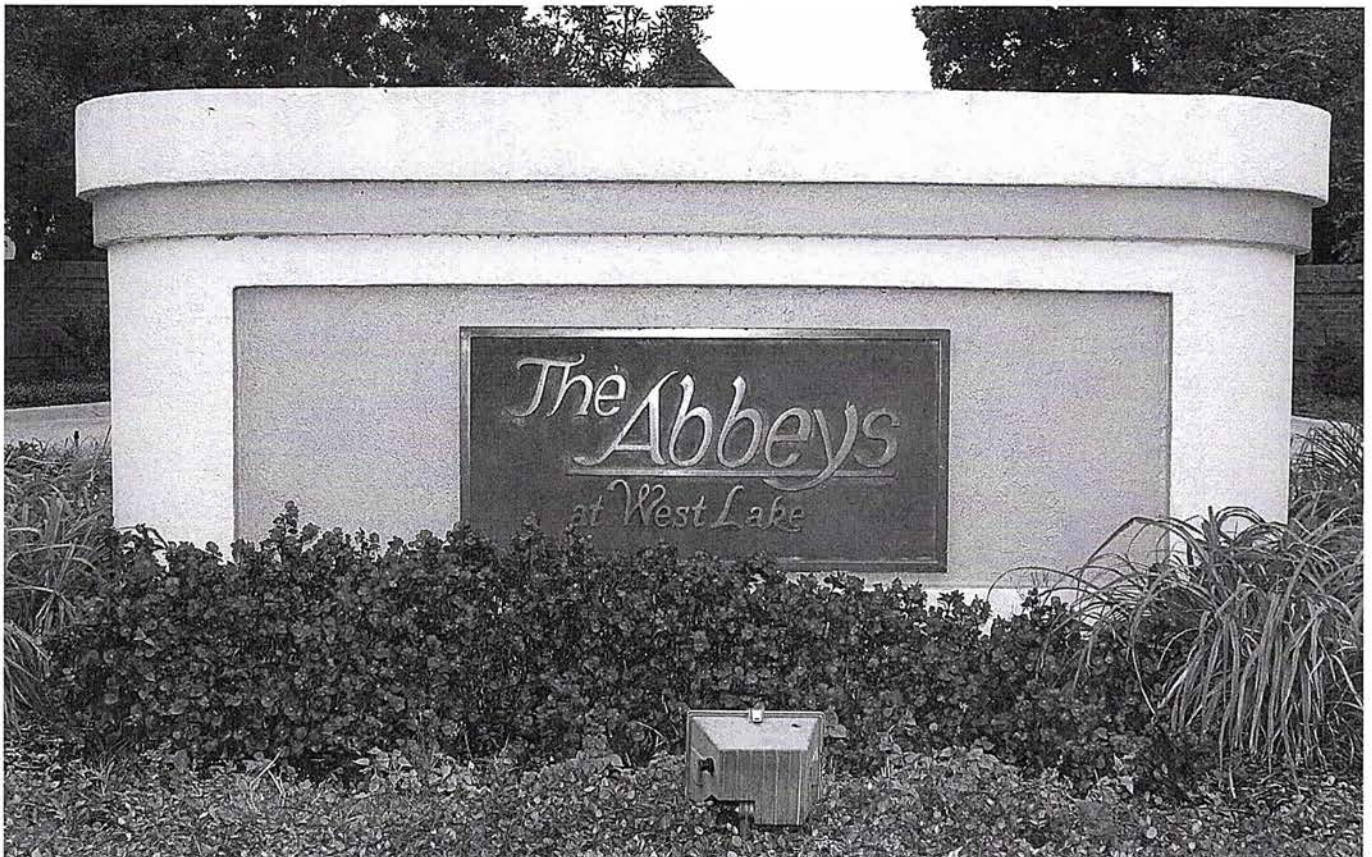
BYLAWS

The attached document represents the manual transfer of the contents of the original Abbeyes By-Laws into a current computer word processing program. There have been no content changes to the original document published in 1987.

The changes you will see include larger, sharper print and use of fresh masters for reproduction; the addition of a table of contents to minimize searching for a particular subject; slight adjustment of margins, though page-to-page integrity has essentially been maintained; and front-to-back reproduction that reduces the bulk of your old copy.

Perusal of this document, the companion Declaration of Covenants (similarly republished), and the newly consolidated Covenant e Highlights, Rules and Regulations should be made available for any prospective buyer by resident Owners and present at any contract closing of residential property.

JANUARY 2013



THE ABBEYS AT WEST LAKE

BY-LAWS

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THE ABBEYS ASSOCIATION, INC.,

BY LAWS

ARTICLE I.

NAME AND LOCATION.

The name of the Corporation is THE ABBEYS ASSOCIATION, INC. The principal office of the Association shall be located in Columbia County, Georgia, but meetings of the members and directors may be held at such places within Columbia County, Georgia or Richmond County, Georgia, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean THE ABBEYS ASSOCIATION, INC., a Georgia Nonprofit Corporation, its successors and assigns:

Section 2. "Properties" shall mean that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean any parcel of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean the Record Owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract Sellers, but excluding those having such interest merely as security for the performance of any obligations. "Record Owner"

shall mean that person or persons holding title according to the records of the Clerk of Superior Court of Columbia County, Georgia.

Section 6. "Declarant" shall mean Ivey Homes, Inc., and any successors and assigns thereof, provided that any such successors or assigns shall have become the Owners of one or more unimproved Lots for the purpose of improving the same for residential occupancy.

Section 7. "Declaration" shall mean The Abbeys at West Lake Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of Clerk of Superior Court of Columbia County, Georgia.

Section 8. "Member" shall mean a person entitled to membership as provided in the Declaration.

Section 9. "Person" shall mean a natural person, a corporation, a partnership, a trustee or other legal entity.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one (1) year from the date of the incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same week of the same month of each year thereafter, at the hour of 7:00 P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special Meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the members address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of special meetings, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members or their proxies entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall be present or represented. If a quorum exists at the beginning of any meeting, pursuant to the Declaration of the these By-Laws, a quorum shall be deemed to exist during the entirety of any such meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three (3) directors for a term of one (1) year, two (2) directors for a term of two (2) years and (2) two directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect, for a term of three (3) years, the number of directors which coincides with the number of directors whose terms are then expiring.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successors shall be selected by the remaining members of the Board and shall serve for the remainder of the unexpired term.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association; provided, however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action without meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the

members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of vote shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days notice to each director. Such notice may be given by mail, telegram, telephone or in person. Attendance at any such meeting shall constitute a waiver of notice thereof. Emergency meetings may be held at any time.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have this power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members, their occupants, tenants, contract purchasers and guests, pursuant to the Declaration, and to establish penalties for infractions thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the By-Laws, the Articles of Incorporation or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or add any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

- (1) fix the amount of annual assessment against each Lot at least thirty (30) days in advance of each annual assessment;
- (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment; and
- (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring in action at law against the Owner personally obligated to pay the same, or to take such other action reasonably calculated to effect prompt collection of all sums due the Association;

(d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association as provided for in the Declaration;

(f) cause all officers and employees of the Association having fiscal responsibilities to be bonded for fidelity. The amount of such fidelity bond shall be equal to the maximum amount of funds held by the Association at any one time, but in no event less than three (3) times the aggregate maximum monthly assessments for all Lots plus the amount of any reserves maintained by the Association;

(g) cause the Common Area to be maintained; and

(h) perform any other duties required by the Declaration or cause the same to be performed.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more

than one (1) of any of the other offices except in the case of special offices created pursuant to Section 4 of this article.

Section 8. Duties. The duties of the officers are as follows:

- a) the President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- b) the Vice-President shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) the Treasurer shall receive and deposit in appropriate accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the

membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX
COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be deemed delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at a rate of ten

percent (10%) per annum, and the Association may bring an action at law against that Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: THE ABBEYS ASSOCIATION, INC., GEORGIA, CORPORATE SEAL, 1987.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the event of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the event of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the a 31st day of December of each year, except that the first fiscal year shall begin on the date of incorporation

ARTICLE XV
NUMBER AND GENDER

These By-Laws are written predominantly in the singular number of the masculine gender. Unless a contrary construction is required by the context, for all purposes under the use By-Laws, the singular number shall include the plural, and the masculine gender shall include the feminine and neuter genders.

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