

BY-LAWS OF

CEDAR CREEK CROSSING HOMEOWNERS ASSOCIATION, INC

ARTICLE 1. OFFICES AND PURPOSES

SECTION 1. Offices. The principal office of the corporation in the State of Georgia shall be located at Lilburn, Gwinnett County, Georgia 30247 The corporation may have such other offices, either within or without the State of Georgia, as the Board of Directors may designate or as the business of the corporation may require from time to time. The corporation shall sometimes herein be referred to as the “Association”

SECTION 2. Purposes. The general purposes of the Association shall be as set forth in the Articles of Incorporation of the Association. In addition, the Association shall have the following specific purposes:

- (a) To protect, preserve, and enhance the property values of all homeowners within the Cedar Creek Crossing Subdivision of Gwinnett County, Georgia (hereinafter sometimes referred to as the “Subdivision”);
- (b) To promote integrity, good faith, a cooperative spirit and friendly relations amongst its members;
- (c) To serve as an open line of communication and as an information center for all Subdivision homeowners on critical issues of zoning, land use, education, county government actions and local government actions;
- (d) To promote well planned and orderly development of the infrastructure and support facilities servicing the Subdivision;
- (e) To promote the general welfare of all Subdivision residents by protecting and enhancing public educational, recreational and transportation facilities;
- (f) To present the concerns of its membership to federal, state, county and local governing bodies, as deemed appropriate by its Board of Directors;
- (g) To protect the Subdivision’s fragile and beautiful ecosystems from destruction and encroachment from uncontrolled or haphazard development by promoting high quality residential and commercial development;
- (h) To work with public officials, developers and homeowners on issues of common interest for the mutual benefit of all Subdivision residents and the environment.

ARTICLE II. MEMBERSHIP

SECTION 1. In General. The requirements of membership shall be as set forth in the Association's Articles of Incorporation. New occupants of the Subdivision may apply for membership immediately upon satisfying all such requirements of membership. Each member of the Association who has not been suspended for failure to be in compliance with the requirements of membership or for failure to pay Association dues or special assessments within thirty days of the date such amounts are due, shall be entitled to one vote on each issue to be put to a vote of the membership.

SECTION 2. Annual Meetings. The annual meeting of the members shall be held on the 1st Tuesday in the month of February in each year, beginning with the year 1995, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Georgia, such meeting shall be held on the next succeeding business day. The first Annual Meeting shall be called within a period of one year from the date upon which the Association was incorporated.

SECTION 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, Secretary or Treasurer or by any two or more members of the Board of Directors, or by the written request of any ten voting members.

SECTION 4. Place of Meeting. The Board of Directors may designate any place within Gwinnett County, Georgia as the place of meeting for any annual meeting or for any special meeting of the members

SECTION 5. Notice of Meeting. It is the duty of the Secretary to provide the notices called for herein. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days prior to any other meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as such member has designated it to the Association. A waiver of notice signed by any member to vote at a meeting shall be deemed the equivalent of proper notice.

SECTION 6. Voting Lists. The Secretary shall maintain a complete list of the members entitled to vote at each meeting of members or any adjournment thereof. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for purposes thereof.

SECTION 7. Quorum. One-tenth of the members entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of members. If the required quorum is not present at any meeting of members, a subsequent meeting may be held within sixty (60) days thereafter, provided that notice of such subsequent meeting must be given as set forth in these By-laws.

SECTION 8. Adjournment. Any meeting of 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 votes represented at that meeting, regardless of whether a quorum is present. Any business which could be transacted at the original session of the meeting may be transacted at the adjourned session, and no additional notice of such adjourned session shall be required.

SECTION 9. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member setting forth the meeting at which the proxy is valid. To be valid, (1) the proxy must not purport to be revocable without the requirement that written notice of its revocation be delivered to the Association before the vote, (2) the proxy must be dated and (3) the proxy must be filed with the Secretary prior to the opening of the meeting for which it is to be used.

SECTION 10. Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 11. Dues and Special Assessments. The dues shall be in an amount set by resolution by the Board of Directors.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. Number. Only voting members of the Association are eligible to be officers of the Association. The principal officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the members and shall be the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Association shall be elected annually by the membership at each Annual Meeting. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed upon the vote of a majority of the members, whenever the best interests of the Association would be served thereby, and a successor may be elected.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, provided that, if the Presidency is so vacated, the Vice-President shall be appointed, with the position of Vice-President being appointed by the newly appointed President, from the existing Board. The Board may then fill any vacancy thereon, from the voting membership.

SECTION 5. President. The President shall be the principal executive officer of the Association and shall exercise general supervision and control of the affairs of the Association. He shall preside at all meetings of the members and of the Board of Directors. The President shall have all of the general powers which are incident to the office of the president of a corporation organized in the Georgia Nonprofit Corporation Code, including but not limited to the power to appoint committees from and among the members from time to time as he may, in his sole discretion, decide is appropriate to assist the conduct of the affairs of the Association.

SECTION 6. Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (c) have charge of such books and papers of the Association as the Board of Directors may direct; (d) maintain a current copy of these By-laws; and (e) in general, perform all duties incident to the office of secretary of a corporation organized in accordance with Georgia law and such other duties as from time to time may be assigned to him by the President.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such federally insured depositories as shall be selected by the Board of Directors; (c) keep full and accurate financial records and books of accounts showing all receipts and disbursements; (d) prepare or cause to be prepared all required financial statements and tax returns; (e) prepare such budgets as the Association may require and (f) in general perform all of the duties incident to the office of treasurer of a corporation organized in accordance with Georgia law and such other duties as from time to time may be assigned to him by the President.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. In General. All agreements, contracts, deeds, leases, checks in excess of \$500.00 and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board of Directors.

SECTION 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances.

SECTION 3. Checks drafts, etc. All checks, drafts or other orders for the payment off money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner, as shall from time to time be determined by resolution.

SECTION 4 Expenditures and Petty Cash Any expenditure in excess of \$500 00 shall require the affirmative vote of a majority of the membership present at a membership meeting at which a quorum is present. The Association shall tender to the Treasurer \$100.00 as petty cash, provided that each membership meeting, the Treasurer shall give an accounting of any expenditure therefrom, prior to any further funding to petty cash.

ARTICLE V. FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of February and end on the 31st day of January in the following year.

ARTICLE VI. CORPORATE SEAL


The Board of Directors shall provide a corporate seal for the Association.

ARTICLE VII. AMENDMENTS

These By-laws may be amended by the affirmative vote of two-thirds of all of the total votes in the Association. Notice of any meeting at which an amendment will be considered shall state that fact and the subject matter of the proposed amendment and shall be sent to all members.

AUTHENTICATION:

The foregoing five pages constitute the CEDAR CREEK CROSSING HOMEOWNERS ASSOCIATION, INCORPORATED, adopted at the organizational meeting of the initial Board of Directors held January 25, 1994.



President

ATTEST:



Secretary

(SEAL)