

STATE OF GEORGIA
COUNTY OF COBB

Return To:

Michael Rome, Esq.
Rome & Associates, P.C.
707 Whitlock Place, Ste E-15
Marietta, GA 30064
(770) 428-9284

Cross Reference: Deed Book 8116, Page 171.

**AMENDMENDED & RESTATED BYLAWS FOR
BROWN'S FARM NEIGHBORHOOD ASSOCIATION, INC.**

These Amended & Restated Bylaws ("Bylaws") are made on the date hereinafter set forth by Brown's Farm Neighborhood Association, Inc. ("Association").

WITNESSETH:

WHEREAS, that certain Declaration of Protective Covenants for Brown's Farm subdivision, was recorded on March 21st, 1994 in Deed Book 8116, Page 171, *et seq.*, Cobb County, Georgia records, as supplemented and/or amended from time to time ("Declaration"); and

WHEREAS, the Bylaws for Brown's Farm Neighborhood Association, Inc. were attached to the Declaration as Exhibit "E" thereof, and were recorded therewith ("Original Bylaws"); and

WHEREAS, the Owners desire to amend and replace the Original Bylaws with a new set of Bylaws;

WHEREAS, the Original Bylaws provide in Section 6.6(b) that they may be amended by the written consent of Members representing at least fifty-one percent (51%) of the total votes in the Association;

WHEREAS, the Original Bylaws further provide in Section 6.6(b) that "*Notwithstanding the above, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.*";

WHEREAS, Section 3.6 of the Original Bylaws regarding "Removal of Directors and Vacancies" states in part that "*Any director elected by the Class "A" Members may be removed, with or without cause, by Members holding two-thirds (2/3) of the votes entitled to be cast for his or her election.*";

WHEREAS, as affirmed to by the attached signature of the Association President, and attested to by the Association Secretary the following amendments were adopted by written consent of Members representing at least fifty-one percent (51%) of the total votes in the Association, , but less than Members holding two-thirds (2/3) of the votes entitled to be cast; and

WHEREAS, the following amendments were adopted by written consent of Members except that removal of an elected director shall still require Members holding at least two-thirds (2/3) of the votes entitled to be cast.

NOW THEREFORE, the Original Bylaws are amended in their entirety () and the following are substituted in their place:

BYLAWS
OF
Brown's Farm Neighborhood Association, Inc.

TABLE OF CONTENTS

Article 1 Name, Membership, Applicability and Definitions

- 1.1 Registered Office
- 1.2 Membership
- 1.3 Definitions and Context

Article 2 Association: Meetings, Quorum, Voting, Proxies

- 2.1 Place of Meetings
- 2.2 Annual Meetings
- 2.3 Special Meetings
- 2.4 Record Date
- 2.5 Notice of Meetings
- 2.6 Waiver of Notice
- 2.7 Adjournment of Meetings
- 2.8 Membership List
- 2.9 Voting
- 2.10 Proxies
- 2.11 Quorum
- 2.12 Action Without A Formal Meeting
- 2.13 Action By Written Ballot or Electronic Means

Article 3 Board: Number, Powers, Meetings

- 3.1 Governing Body; and Composition
- 3.2 Board Number
- 3.3 Board Nomination
- 3.4 Board Election and Term of Office
- 3.5 Removal of Board Members
- 3.6 Board Vacancies
- 3.7 Organization Meetings
- 3.8 Regular Meetings
- 3.9 Special Meetings
- 3.10 Waiver of Notice
- 3.11 Majority of Board
- 3.12 Compensation
- 3.13 Open Meeting
- 3.14 Executive Session
- 3.15 Action Without A Formal Meeting

3.16 Telephonic & Electronic Participation

3.17 Board Powers

3.18 Management Agent

3.19 Inspection of Records

3.20 Borrowing

3.21 Fining or Suspension Procedure

Article 4 Officers

4.1 Officers

4.2 Election, Term of Office, and Vacancies

4.3 Additional Board Agents

4.4 Board Compensation

4.5 Removal ...

4.6 President

4.7 Vice President

4.8 Secretary

4.9 Treasurer

4.10 Resignation

Article 5 Committees

5.1 CC&R Committee

Article 6 Miscellaneous

6.1 Fiscal Year

6.2 Conflicts

6.3 Amendment

6.4 Indemnification

6.5 Books and Records

6.6 Notices

6.7 Construction

6.8 Headings

6.9 Parliamentary Rules

BY-LAWS
OF
BROWN'S FARM NEIGHBORHOOD ASSOCIATION, INC.

Article 1

Registered Office, Membership, Applicability and Definitions

1.1 Registered Office.

Brown's Farm Neighborhood Association, Inc. ("Association"), a Georgia non-profit corporation, shall have at all times within the state of Georgia a registered office and a registered agent. The Association may have other offices within the State of Georgia as may be determined from time to time by its Board of Directors ("Board") and with reasonable geographic access and convenient business hours to all members, when such registered offices of management companies and/or agent(s) are used within the State of Georgia.

1.2 Membership.

The Association shall have one class of membership, consisting of the Owners of Lots located on the real property, which is subject to the Declaration of Covenants, Conditions and Restrictions (CC&R) for Brown's Farm Neighborhood Association, Inc. subdivision.

1.3 Definitions.

The words and context used in these By-Laws shall have the same meaning as set forth in the Declaration (CC & R) and Articles, unless otherwise defined herein.

Article 2

Association: Meetings, Quorum, Voting, Proxies

2.1 Place of Meetings.

Meetings of the Association shall be held at such other suitable place convenient, safe and without restriction to the Members as may be designated by the Board, either in the Brown's Farm Community or as convenient thereto as possible and practical.

2.2 Annual Meetings.

There shall be an annual meeting of the Members at such date, place and time as the Board shall determine to receive the reports of the outgoing Board, to take nominations for Board Members for the ensuing year, report on financial condition of the Association and to transact such other business as may come before the meeting. The reports of the Board at the Annual Meeting, must include and be made available to all members and must comply with generally accepted accounting practices (GAAP) whenever applicable. At the minimum, these reports must include,

- (a) A consolidated year-end balance sheet as part of the last day of the fiscal period and detailing total assets (including capital reserves) and total liabilities and owners' equity.
- (b) President's executive report or summary of year-end financial condition as part of the last day of the fiscal period; and, detailing any anticipated change from the prior year's budget with anticipated changes in expenses projected for the ensuing year. A projected detailed yearly budget of line-item expenses may be provided upon request of the registered office with the executive report or summary, along with notation of any anticipated changes for the ensuing year from the prior year.

2.3 Special Meetings.

The President or any Board member may call special meetings. In addition, it shall be the duty of the President or all Board members to call a special meeting of the Association upon the delivery of a petition signed and dated by Members entitled to cast at least 25% of the Total Association Vote and describing the purpose or purposes for which it is to be held. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting, except those matters that are within the purpose or purposes described in the notice.

2.4 Record Date.

The Board, in conjunction with the Registered Office, shall fix in advance a record date and eligible list for a determination of Members entitled to notice of and to vote at any meeting of Members or any adjournment thereof, or to

make a determination of Members for any other purpose, such date to be not more than thirty (30) days before the date on which the particular action requiring such determination of Members is to be taken.

2.5 Notice of Meetings.

It shall be the duty of the Secretary, in conjunction with the Registered Office, to mail or to cause to be delivered to each Member (as shown in the records of the Association as of the record date) a notice of each annual or special meeting of the Association stating the date, time and place where it is to be held and if and to the extent required by the Georgia Nonprofit Corporation Code (O.C.G.A. Section 14-3-101, et seq.) or other applicable law (the "Governing Law"), the purpose(s) thereof. Notice shall be given to each Owner at least twenty-one (21) days in advance of any annual or regularly scheduled meeting and at least fourteen (14) days in advance of any other meeting. Such notice shall be delivered personally or sent by United States mail, postage prepaid, to all Members of record at such address or addresses as designated in writing by such Members, or, if no other address is then so designated, at the address of their respective Lots. Notice may also be sent via electronic means such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al.

If any annual or special meeting of the Members is adjourned to a different date, time or place, notice must be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date is or must be fixed under the Governing Law, notice of the adjourned meeting shall be given to persons who are Members of record as of the new record date.

2.6 Waiver of Notice.

Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, signed by the Member, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed a waiver by such Member of lack of notice or defective notice, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

2.7 Adjournment of Meetings.

If any meeting of the Association cannot be held because a member quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than seven (7) nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business, which might have been transacted at the meeting originally called, may be transacted without further notice.

2.8 Membership List.

After fixing a record date for the Annual or Special meeting, the Association shall prepare a list of the total Members-in-good standing who are entitled notice and entitled voting at the meeting. The Member List would be available during ordinary business hours through the office of the Registered Agent. The list must be available to validate percentages to meet quorum (25%), majority (51%) and other actions requiring two thirds (67%) member votes. A Member in good standing or that Member's agent, or that Member's attorney is entitled on written demand to inspect and, subject to the limitations of subsection (c) of Code Section 14-3-1602 and Code Section 14-3-1605, to copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection.

2.9 Voting.

The voting rights of the Members "in good standing" shall be as set forth in the Articles of Incorporation and the Declaration, and such voting rights are specifically incorporated herein. The affirmative vote of at least Two-Thirds of the votes cast at a meeting shall mean votes totaling 67% or more of the total members "in good standing", The affirmative vote of a Majority of the votes cast at a meeting shall mean votes totaling more than 50% of the total eligible members "in good standing". The affirmative vote of a quorum shall mean votes totaling 25% or more of the members "in good standing". Members in "good standing" or eligible to cast votes are all members not past 30 days payment for membership dues and/or fines and penalties at the time of member vote.

2.10 Proxies.

At all meetings of Members, each Member may vote in person or by electronic means or by limited proxy. All proxy appointment forms shall be in writing, signed, dated, shall indicate the vote cast by the Member giving the proxy, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon:

(a) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (b) receipt by the Secretary of written revocation signed by the Member; (c) receipt by the Secretary of a subsequent appointment form signed by the Member; (d) attendance by the Member and voting in person at any meeting; or (e) the expiration of 11 months from the date of the proxy appointment form.

2.11 Quorum.

The presence, in person or by proxy, of Members eligible to cast at least 25% of the votes entitled to be cast at the meeting shall constitute a quorum at all meetings of the Association. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.12 Action Without a Formal Meeting

Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if approved by written or electronic ballot as provided herein. The Association shall deliver a written ballot to each Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by written or electronic ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by the Association in order to be counted. A timely written or electronic ballot received by the Association may not be revoked unless allowed by the Board with proper cause. Approval by written and/or electronic ballot of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting of the Members. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Association. Actions may also be taken via a written proxy as provided for by statute.

Any action to be taken at any annual, regular or special meeting of the members may be taken without a meeting, utilizing electronic voting, such as via the internet, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Voting by electronic means regarding a particular action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action.

2.13 Conduct of Meetings.

The President or Vice President (when the president is absent) shall preside over all meetings of the Association and the Secretary shall keep minutes of the meeting and record in a minute book all the resolutions adopted at a meeting as well as a record of all transactions occurring thereat. The President or Vice President (when the president is absent) shall set the agenda and shall determine the procedure pursuant to which the meeting shall be conducted.

Article 3

Board: Number, Powers, Meetings

3.1 Governing Body and Composition.

A Board of Directors shall govern the affairs of the Association. Directors and Board Members shall be natural persons who are 21 years of age or older, and who are members in good standing. Each director must reside in the Community and be a member or a spouse of a member or a designated representative and resident of the community, provided however; no person may serve on the Board at the same time with such person's spouse, Designated Member representative of the Member or any co-owner of such person's Lot.

3.2 Board Number.

The Board shall consist of a minimum of three Directors (President, Secretary and Treasurer) and no less than two other Members or a minimum of five Board Members to serve as provided in article 4.

3.3 Board Nomination.

Elected Directors and other Board Members may be nominated from the floor, if a meeting is held for or to include the nomination of the Board of Directors, and may also be nominated by a nominating committee or individual member. All Member Candidates in good standing listed on the Membership List shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

3.4 Election and Term of Office.

All Board members to be elected by the Members of the Association shall be elected following the Association's annual meeting from nominated candidates within sixty (60) days providing a quorum of the members in good standing participate in the vote: and, those Members receiving the greatest number of votes shall be elected to the Board for the ensuing two year term. In the case of previously and newly elected Board members, all Board members will decide upon President, Secretary and Treasurer by majority Board vote at the first meeting of the newly elected Board. In the case of tie votes, Board Members may continue voting until a majority of votes for the Board position is achieved.

With members of the Association Board elections, each Member or a spouse of a member or designated representative of a member may cast the entire vote assigned for each Board position to be filled. There shall be no cumulative voting.

3.5 Removal of Board Members.

At any annual, regular or special meeting of the Association, any one or more of the members of the Board elected by the Members may be removed, with or without cause, by Members holding two-thirds (2/3) of the votes entitled to be cast for his or her election and a successor may then and there be elected to fill the vacancy thus created. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a Board member.

A Board Member whose removal by the Members has been proposed shall be given an opportunity to be heard at a live meeting. Any Board member who has three consecutive unexcused absences from meetings, or who is not In Good Standing for a period of more than 30 days, may be removed by a majority vote of the remaining Board Members, providing any Board member is given notice and opportunity to be heard by a Majority of the remaining Board members.

Additionally, any Board member who has three (3) consecutive unexcused absences from Board meetings may be removed by a Majority vote of the Board at a meeting, a quorum being present.

3.6 Vacancies.

Vacancies in the Board caused by any reason during their term, excluding the removal of a Board member by vote of the Association, shall be filled by a vote of the majority of the remaining members of the Board. Each person so selected shall serve the unexpired portion of the previous Board members vacant term.

Within 72 hours after a vacancy on the Board of Directors (including for expiration of term, resignation, removal, or any other reason) the vacating director shall turn over all books, records, and any other property of the Association, to one of the remaining Board members.

3.7 Organization Meetings.

The first meeting of a newly elected Board shall be held within thirty (30) days after the election at such time and place as the Board may conveniently assemble.

3.8 Regular Meetings.

Regular meetings of the Board may be held at such time and place as shall be determined from time to time by the Board, provided that, at least four such meetings shall be held during each fiscal year with at least one per quarter. Notice of the regular schedule shall constitute sufficient notice of such meetings. The Secretary shall give notice of any other meeting either personally, by telephone, or by mail or by electronic means not less than fourteen (14) days and no more than thirty (30) days before such meeting.

3.9 Special Meetings.

Special meetings of the Board shall be held when requested by any Board member. The notice shall specify the date, time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery (including commercial delivery service) to such director's home or office; (b) written notice by first class mail, postage prepaid; or (c) by telephone communication (including facsimile), either directly to the director or to the director's home or office or electronic means, either directly to the director or to the Board member's home or office. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited with the U.S. Postal Service at least fourteen (14) days before the time set for the meeting. Notices given by personal delivery or telephone or electronic means shall be given at least fourteen (14) days before the day set for the meeting.

3.10 Waiver of Notice.

The business transacted at any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after

the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes which is included in the minutes or filed with the official records of the Association. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11 Majority of Board.

At all meetings of the Board, a minimum of three (3) Board members including two (2) Directors (President, Secretary Treasurer) shall constitute a simple majority when five (5) Board members serve. In all Board meetings, one member must assume the responsibilities of Secretary when the designated Board Secretary is absent; and, the Vice President (as the President's designate) must serve as President when the designated Board President is absent. A Majority of Board Members (either three of five) comprise the entire Board and a formal meeting for the transaction of business, and the votes of a majority of the Board present shall constitute the decision of the Board.

3.12 Compensation.

No director or other Board Member or other such members appointed by Directors, shall receive any compensation from the Association. However, any Director or Board member or such members appointed by Directors may be reimbursed for their actual expenses incurred in the performance of their duties.

3.13 Open Meetings.

Board of Director Meetings are not required to be open to the general membership, although they may be so at the discretion of the Board, including the use of a "homeowner forum" prior to the beginning of the meeting. The Board has the authority and responsibility to keep order at all meetings, including removing or barring any disruptive members.

3.14 Executive Session.

The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a sensitive nature. The nature of any and all business to be considered in executive session shall first be announced in general session.

3.15 Action Without A Formal Meeting.

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if one or more consents, in writing, setting forth the action so taken, shall be signed by a majority of the directors and delivered to the Association for inclusion in the minutes for filing in the corporate records.

3.16 Telephonic & Electronic Participation.

One or more directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

Any action that may be taken at a meeting of the directors may alternatively be taken utilizing electronic means, such as the internet and email, subject to any rules as may be passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al. Any such action shall be considered valid if at least a quorum of the directors participated and a majority of the quorum approved the action. Any such approved actions shall be included in the minutes of the next meeting of the directors.

3.17 Board Powers.

The Board shall be responsible for the affairs of the Association, and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by law, the Declaration, Articles, or these Bylaws directed to be done and exercised by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Association that may hereafter be adopted, the Board shall have the power to and be responsible for the following, in way of explanation, but not limitation:

(a) Preparation and adoption of an annual budget in which there shall be established the contribution of each member to the common expenses;

(b) Making assessments to defray the common expenses and establishing the means and methods of collecting such assessments;

(c) Providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association, including, but not limited to, arranging with governmental agencies, public service districts, public or

private utilities, or others, as a common expense, or by billing directly to Lots and Dwellings, to furnish trash collections, water, sewer, and/or security services for the Common Property and/or the Lots and Dwellings;

(d) Designating, hiring, and dismissing the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;

(e) Collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;

(f) Making and amending rules and regulations;

(g) Opening of bank accounts on behalf of the Association and designating the signatories required;

(h) Enforcing by legal means the provisions of the Declaration, these Bylaws, and the rules and regulations adopted by it, and bringing any proceedings which may be instituted on behalf of or against the members concerning the Association;

(i) Obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;

(j) Keeping books with detailed accounts of the receipts and expenditures of the Association and the actions thereof, and specifying the maintenance and repair expenses and any other expenses incurred;

(k) Authorization of contracts on behalf of the Association; and

(l) The granting of easements or right of ways regarding the common areas.

3.18 Management Agent.

The Board may employ for the Association a professional management agent or agents at a compensation established by the Board to perform such duties and services, as the Board shall authorize. The term of any management agreement shall not exceed one year, and shall be subject to termination by either party, without cause and without penalty, upon thirty (30) days' written notice.

3.19 Inspection by Board and Members of the Association Member.

Every Board member and Association Member in good standing shall have the right at any reasonable time to inspect all financial records and documents of the Association (held by the Registered Offices, management agent or other Board Members and the physical properties owned or controlled by the Association. The right of inspection by the Association member in good standing includes the right to make a copy of all relevant documents at the expense of the Association member; providing all copies remain confidential to public disclosure and public dissemination is prohibited.

3.20 Borrowing

The Board shall have the power to borrow money and make special assessments for capital improvements without the approval of the Members of the Association; provided, however, the Board shall obtain approval of the members in a Special Meeting if the amount of such borrowing and/or special assessment exceeds ten percent (10%) of the current annual budget of the Association and 10% of current year homeowner Association fees.

3.21 Enforcement.

In addition to such other rights as are specifically granted under the Declaration, the Board shall have the power to impose reasonable monetary fines, which shall constitute a lien upon the Unit of the violator, and to suspend an Owner's right to vote or to use the Common Area (for purposes other than ingress and egress to and from such Owner's Unit) for violation of any duty imposed under the Declaration, these By-Laws, or any Association rules. In addition, the Board may suspend any services provided by the Association to an Owner or the Owner's Unit if the Owner is more than 30 days delinquent in paying any assessment or other charges owed to the Association. In the event that any occupant, tenant, employee, guest or invitee of a Unit violates the Declaration, By-Laws, or a rule and a fine is imposed, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the fine shall be assessed against the Unit and the Owner thereof upon notice from the Association. The failure of the Board to enforce any provision of the Declaration, By-Laws, or any rule shall not be deemed a waiver of the right of the Board to do so thereafter.

(a) Notice. Prior to imposition of any sanction hereunder or under the Declaration, the Board or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation, (ii) the proposed sanction to be imposed, (iii) a period of not less than 10 days within which the alleged violator may present a written request for a hearing to the Board (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within 10 days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed; provided, the Board may, but shall not be obligated to, suspend any proposed sanction if the violation is cured

within the 10-day period. Such suspension shall not constitute a waiver of the right to sanction future violations of the same or other provisions and rules by any Person.

(b) **Hearing.** If a hearing is requested within the allotted 10 day period, the hearing shall be held before the Board in executive session. The alleged violator shall be afforded a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator or its representative appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

(c) **Additional Enforcement Rights.** Notwithstanding anything to the contrary in this Article, the Board may elect to enforce any provision of the Declaration, these By-Laws, or the rules of the Association by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules), if applicable, by suit at law or in equity to enjoin any violation or to recover monetary damages or both, without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred. Any entry onto a Unit for purposes of exercising this power of self-help shall not be deemed as trespass

Article 4 **Officers**

4.1 Directors/Officers.

The Directors/Officers of the Association shall be President, Secretary and Treasurer, and a Vice president and other Board Members-at-Large or other type designations as determined by the Board. Any two or more positions as President and Secretary and Treasurer may not be held by the same Board member or an acting spouse or designative member representative of the Board member. All Board members must be residents of the Community Association.

4.2 Election, Term of Office, and Vacancies.

The Board members of the Association shall be elected annually by the Board for a two year term following within sixty (60) days of the annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by majority vote of the Board for the unexpired portion of the term vacancy.

4.3 Additional Board Agents.

The President, Secretary, Treasurer and Vice president may appoint such other Members, including assistant secretaries, assistant treasurers, committee chairperson and members-at-large as it shall deem necessary. Such Members shall hold their respective responsibilities and shall exercise such powers and perform such duties as shall be determined from time to time by the President, Secretary, Treasurer and Vice President during their respective office tenure.

4.4 Board Compensation.

Board members or other appointed Member agents of the Association shall receive no compensation for serving as officers, but may be reimbursed for their actual expenses incurred in the performance of their duties.

4.5 Removal.

Any Board member of the Association may be removed, with or without cause, by a majority vote of the Board providing a minimum fourteen (14) days' notice given to the member with right of Board hearing.

4.6 President.

The President shall be the chief executive officer of the Association, and shall preside at all meetings of the Members and directors. The immediate supervision of the affairs of the Association shall be vested in the President. It shall be the President's duty to attend to the business of the Association and maintain strict supervision over all of its affairs and interests. The President shall keep the Board fully advised about the affairs and conditions of the Association, and shall manage and operate the business of the Association pursuant to and in accordance with such policies as may be prescribed from time to time by the Board and the Bylaws described herein.

4.7 Vice President.

The Vice President(s), if any, shall act in the President's absence or disability and shall have all powers, duties, and responsibilities provided for the President when so acting, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board or delegated to a Vice President in writing by the President.

4.8 Secretary.

The Secretary shall keep the minutes of all meetings of the members and of the Board; notify the members and directors of meetings as provided by these bylaws and Georgia law; have custody of the seal of the Association; affix such seal to any instrument requiring the same; attest the signature or certify the incumbency or signature of any officer of the Association; and perform such other duties as the President, or the Board may prescribe. The Secretary shall perform the duties of the Treasurer of the Association in the absence or disability of the Treasurer.

4.9 Treasurer.

The Treasurer shall keep, or cause to be kept, the financial books and records of the Association, and shall faithfully account for the Association's funds, financial assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the President and the Board informed at all times as to the financial condition of the Association, and shall perform such other duties as the President, or the Board may prescribe. The Treasurer shall maintain the money and other assets of the Association in the name and to the credit of the Association in such depositories as may be designated by the Board. When duly authorized by the Board, the Treasurer may provide for the investment of the money and other assets of the Association consistent with the needs of the Association to disburse such money and assets in the course of the Association's business. The Treasurer shall perform the duties of the Secretary of the Association in the absence or disability of the Secretary.

4.10 Resignation.

Any officer of the Association may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, acceptance by the Board of such resignation shall not be necessary to make it effective.

Article 5 Committees

Advisory committees to perform such tasks and to serve for such periods as may be designated by the Board or as provided in the Declaration are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the Declaration or resolution of the Board designating the committee or with rules adopted by the Board. An advisory committee shall not be authorized to exercise any authority of the Board under the Articles of Incorporation, the Declaration, these Bylaws or the Georgia Nonprofit Corporation Code.

5.1 Covenants, Conditions and Restrictions (CC&R) Committee: In addition to any other committee which the Board may establish pursuant to these bylaws, the Board may establish a CC&R committee of at least three and no more than five members to include at least one Board member during their respective term. Acting in accordance with provisions of these By-Laws, the CC&R committee shall be the hearing tribunal of the Association and shall conduct all hearings. Only a majority of the Board in a vote shall have the power to impose reasonable monetary fines, which may also constitute a lien upon the property and suspense of the property owner's right to use the common area and suspense of the property owners Member voting rights.

Article 6 Miscellaneous

6.1 Fiscal Year.

The fiscal year of the Association shall be the calendar year unless otherwise determined by resolution of the Board.

6.2 Conflicts.

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, the Declaration and these Bylaws, the provisions of Georgia law, the Declaration, the Bylaws and Articles of Incorporation (in that order) shall prevail.

6.3 Amendment.

The By-Laws may be amended by a unanimous vote of the Board of Directors, or the affirmative vote, written consent, or any combination of affirmative vote and written consent of two-thirds of a quorum of the membership present in person or by proxy at a duly called meeting.

6.4 Indemnification.

Indemnification of officers, directors, agents, employees and committee members of the Association shall be as set forth in the Declaration.

6.5 Books and Records.

The Association shall keep correct and complete books and records of the Association and its accounts and shall keep minutes of all proceedings of the Board of Directors and committees having any authority of the Board of Directors. The books and records of the Association shall be available for inspection, as provided by the Georgia Non-Profit Corporation Act, by Members in good standing during normal business hours at the office of the Association or other place designated reasonably by the Board of Directors as the depository of such items. Copies of the Articles of Incorporation, the By-Laws and all amendments thereto, shall be furnished to any Member upon request and upon payment of a reasonable charge therefore.

6.6 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 first class mail, first class postage prepaid, addressed to a Member at his Lot or such other address designated in writing by such Member. Notice to the Association shall be sent to the Association at its official address, or to the current management company of the Association, and if applicable, a copy to the president or other Directors of the Association in the same manner as notice shall be sent to Members.

6.7 Headings.

The Article and Section headings herein contained are for convenience of reference only and shall not be deemed to impart substantive meaning to any provision of these By-Laws.

6.8 Parliamentary rules.

Robert's Rules of Order (newly released current edition) shall govern the conduct of Association meetings when not in conflict with Georgia law or these bylaws.

IN WITNESS WHEREOF, the undersigned Board of Directors hereby adopted these Bylaws on the 10 day of July, 2013.

[Signature]
Board Member

[Signature]
Board Member

[Signature]
Board Member

[Signature]
Board Member

[Signature]
Board Member

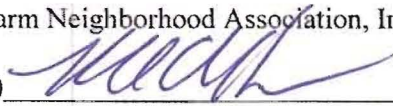
[Signature]
Georgia State
Cobb County



IN WITNESS WHEREOF, the undersigned duly authorized representatives of the Association attest that the foregoing Bylaws were passed by written consent of Members representing at least fifty-one percent (51%) of the total votes in the Association on the 10th day of July, 2013.

Brown's Farm Neighborhood Association, Inc.

(Signature)



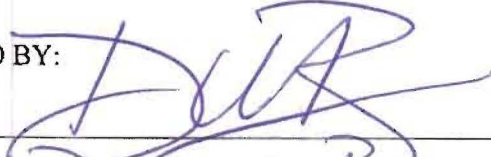
BY: [Print Name]

KENNETH D. HUSEMAN

TITLE: President.

ATTESTED TO BY:

(Signature)



[Print Name]

DAVID M. BROWN

TITLE: Secretary

[Corporate Seal]



WITNESS

Sworn to, signed, sealed and delivered in the presence of:



NOTARY PUBLIC

[SEAL]



Prepared By:

Michael Rome, Esq.

GA Bar #: 613945