

Harrison Pointe Bylaws

CONSTITUTION AND BY-LAWS

CONSTITUTION AND BY-LAWS OF THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC.

PREAMBLE:

In order to provide an organizational structure for THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC, to meet the goals of the Association, THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC., is hereby organized and created as a voluntary, not-for-profit organization.

ARTICLE I

NAME AND LOCATION

Section 1:1: This non-profit corporation shall be known as THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC. The principal office shall be the designated address of the elected president of THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC.

ARTICLE II

OBJECT AND PURPOSE

Section 2:1: The object and purpose of this Association is:

- a)to operate a homeowner's association;
- b)to promote the comfort, health, safety, sense of community, and welfare of the owners of lots in Harrison Pointe, Section 1, Subdivision;
- c)to collect payment of the costs of maintenance and operation of the Subdivision's improvements, including but not limited to the costs of grounds maintenance, construction and operation of any recreational facilities available to all residents of the Subdivision, maintenance and repair of common areas, the entrance sign, stop and street signs, light posts, landscaping and fence maintenance;
- d)to solicit and receive, invest and reinvest funds and or expend such resources for the accomplishment of the above purposes;
- e)to enforce, on behalf of the Subdivision, individual owner obligations for payment of assessments, including creating, executing, subordinating, filing, recording liens and/or foreclosing against such individual owner's real property, enforcing such liens by foreclosure or civil suit, or seeking relief in equity to promote the common goals of this Association.
- f)to allow each and every activity not prohibited by the Georgia nonprofit code.

Section 2:2: This Corporation is not formed for pecuniary or financial gain and no part of its assets, income, or profit of the corporation is distributable to or inure to the benefit of its directors, administrators, staff, or officers, except to the extent permitted under the Georgia Nonprofit Corporation Code as defined in the Official Code of Georgia.

ARTICLE III

MEMBERSHIP IN THE ASSOCIATION

Section 3:1: Classes of Membership and Rights

The rights, interests and privileges of each member, except as stated elsewhere, shall be equal. A member shall be defined as one household, representing the owner of one lot in Harrison Pointe, Section 1, Subdivision. All members may participate in the management of the organization by election to hold office. All activities of the corporation shall be available without regard to race, color, religion, national origin, economic status, sex, political view, and disability or ethnic consideration. Members may be any owner of a lot in the Harrison Pointe, Section 1, Subdivision who pays annual dues

Section 3:2: Qualifications

a) Any person who pays annual dues and abides by the Articles of Incorporation, the By-Laws, and the rules, regulations and policies adopted by the Board of Directors is eligible for membership in the Association.

b) Members are required to pay annual dues no later than September 30 of each calendar year. A member will not be considered in good standing if annual dues are not paid. Only members in good standing will be recognized to speak or vote during business sessions.

Section 3:3: Voting Rights and Membership Year

All matters coming before the Association shall be disposed of in accordance with a majority vote of the members present, each member being entitled to cast one vote. A member may vote by proxy. A member shall be qualified to vote if annual dues are paid for the membership year. The membership year shall run from 1 September to August 31 of the following year.

Section 3:3: 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 signed, dated and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Board by personal delivery or U.S. mail to any Board Member. Proxies may be revoked only by written notice delivered to the Association, except that the presence in person by the proxy giver at a meeting for which the proxy is given shall automatically invalidate the proxy for that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 3:4: Rights and Responsibilities of Homeowners

As dues-paying members of The Harrison Pointe Maintenance and Improvement Association Inc. (here after referred to as the community association) homeowners are entitled to certain rights and, in return, have certain responsibilities.

3:4:1 Rights of Homeowner

As dues-paying members of The Harrison Pointe Maintenance and Improvement Association Inc., homeowners are entitled to certain rights.

Homeowners have the right to:

- a) A responsive and competent Board of Directors.
- b) Honest, fair, and respectful treatment by the Board of Directors.
- c) Participate in governing the community association by attending meetings, serving on committees, and standing for election.
- d) Access appropriate association books and records.
- e) Prudent expenditure of fees and other assessments.
- f) Live in a community where the property is maintained according to established standards.
- g) Fair treatment regarding financial and other association obligations, including the opportunity to

discuss payment plans and options with the association before judicial action is initiated.

h)Receive all documents that address rules and regulations governing the community association-if not prior to purchase and settlement by a real estate agent or attorney, then upon joining the community.

i)Appeal to the Board of Directors those decisions affecting non-routine financial responsibilities or property rights.

3:4:2 Responsibilities of Homeowner

As dues-paying members of The Harrison Pointe Maintenance and Improvement Association Inc. (here after referred to as the community association) homeowners have certain responsibilities in return for their rights.

Homeowners have the responsibility to:

a)Read and comply with the governing documents of the community.

b)Maintain their property according to established standards.

c)Treat association leaders honestly and with respect.

d)Vote in community elections and on other issues.

e)Pay association assessments and charges on time.

f)Contact association leaders or managers, if necessary, to discuss financial obligations and alternate payment arrangements.

g)Request reconsideration of material decisions that personally affect them.

h)Provide current contact information to association leaders or managers to help ensure they receive information from the community.

i)Ensure that those who reside on their property (e.g., tenants, relatives, and friends) adhere to all rules and regulations.

ARTICLE IV

OFFICERS

Section 4:1: Election of Officers

a)At the annual meeting of the membership, officers shall be elected.

b)The nominating committee shall present a slate of officers for nomination.

c)Nominations may be received for any office or by slate of officers from the floor.

d)Officers shall be elected singularly in the order in which the officers are described in this Article by written ballot. No officer shall be qualified to serve who has been convicted of a felony, money mismanagement, tax evasion, or a crime of moral turpitude.

Section 4:2: President

a)It shall be the duty of the President: to be the Chief Officer and to preside at all meetings of the Board of Directors and at the meetings of the Association and to vote on all matters presented; to be responsible for the conduct of all activities of the organization; to appoint the members of the Nominating Committee; to appoint the chairpersons of each committee unless otherwise directed; to schedule special meeting sat the request of the Board and to perform all such other duties as established customs and procedures require.

b)The term of office shall be one year.

Section 4:3: Vice President

a) It shall be the duty of the Vice President to perform the duties of the chairperson in the event of his/her absence or inability to perform the duties of the office. The Board of Directors may delegate such other duties as of the President.

b) The term of office shall be one year.

Section 4:4: Secretary

a) It shall be the duty of the Secretary to give notice of all meetings of the Board of Directors and the Association; to keep a roll of the attendance of officers and Board Members at the above-mentioned meetings; to mail all Board Members a copy of the minutes within two (2) weeks following the meeting; to schedule special meetings at the request of the Board; to appoint an alternative person to take minutes in his absence; to perform such duties as may be required of the office by the Board of Directors or the President.

b) The term of office shall be one year.

Section 4:5: Treasurer

a) It shall be the duty of the Treasurer to appoint qualified assistants to keep accurate financial records, to have custody of all funds of the organization and to pay out such upon the direction of the Board of Directors; to make a report when called upon by the President; to have funds books and vouchers available at all times for inspection by appropriate persons.

b) The term of office shall be one year.

Section 4:6: Delegation

In the case of the absence or disability of any officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may delegate appropriate authority and responsibility to any other officer or to any Board of Director for a specified time.

ARTICLE V

MEETING OF THE ASSOCIATION

Section 5:1: Place of Meeting

All meetings of the membership shall be held at a location designated in the Notice of Meeting.

Section 5:2: Regular Meetings

Regular Board meeting may be held at such time and place as determined by the Board of Directors, but at least once every three (3) months. The newly elected Board of Directors shall meet within ten (10) days after their term is effective (September 1st).

Section 5:3: Annual Meeting

An annual meeting of members of the Association for the election of Directors, a review of the financial report and for the transaction of such other business as may properly come before the meeting shall be held on the second Tuesday in August.

Section 5:4: Special Meetings

Special meetings of members for any purpose may be called at any time by the Board of Directors or by not less than ten percent (10%) of the voting members of the Association. Once written notice of the special meeting is delivered to the president and/or Secretary, such officer shall schedule the meeting within thirty (30) days of receipt of the notice.

Section 5:5: Notice of Meetings

Notice of all meetings of the Association shall be sent to each member not less than ten (10) days, or

more than thirty (30) days prior to the date of the meeting. Notice shall be given to the last current address shown on the records of the Association. Notice of special meetings may be transmitted by telephone with written acknowledgement of notice at the meeting.

Section 5:6: Requirements of Notice

Notice of meetings shall specify the place, the day and the hours of the meetings and the general nature of the business to be transacted.

Section 5:7: 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 signed, dated and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Board by personal delivery or U.S. mail to any Board Member. Proxies may be revoked only by written notice delivered to the Association, except that the presence in person by the proxy giver at a meeting for which the proxy is given shall automatically invalidate the proxy for that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 5:8: Procedures

In all procedural matters not covered by the By-Laws, Robert's Rules of Order shall govern the organization.

ARTICLE VI

BOARD OF DIRECTORS

Section 6:1: Governance

The affairs and property of this Association shall be governed by a Board of Directors not more than five (5), but not less than three (3) individuals, which shall include four (4) officers.

Section 6:2: Responsibility

The Board of directors is the governing body of THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION INC. The Board will maintain and control the operations of the Association and shall be legally responsible for its operation and the expenditure of its funds.

Section 6:3: Board of Directors

The Board of Directors will be composed of the following persons by whose signatures shall cause such documents to become effective upon this Constitution and By-Laws:

- a) Chairperson/President;
- b) Vice Chairperson/Vice President;
- c) Secretary;
- d) Treasurer;
- e) Lake Representative.

Section 6:4: Term of Office

Subsequent to the initial Board terms, the members of the Board of Directors shall have a term of office of one year.

Section 6:5: Election to Board

Election to the Board of Directors will take place at the annual meeting of the Association. Officer and membership terms shall run from September 1st to August 31st of the following year.

6:6: Rights and Responsibilities of Board of Directors

The community association's board of directors is entitled to certain rights and in return has certain responsibilities.

6:6:1: Rights of Board of Directors

Board members have the right to:

- a) Expect owners and non-owner residents to meet their financial obligations
- b) to the community.
- c) Expect residents to know and comply with the rules and regulations of the community and to stay informed by reading materials provided by the association.
- d) Expect respectful and honest treatment from residents.
- e) Conduct meetings in a positive and constructive atmosphere.
- f) Receive support and constructive input from the community association membership.
- g) Expect personal privacy at home and during leisure time in the community.
- h) Take advantage of educational opportunities (e.g., publications, training workshops) that are directly related to their responsibilities, and as approved by the community association membership.

6:6:2: Responsibilities of Board of Directors

Board members have the responsibility to:

- a) Fulfill their fiduciary duties to the community association and exercise discretion in a manner reasonably believed to be in the best interests of the community association.
- b) Exercise sound business judgment and follow established management practices.
- c) Balance the needs and obligations of the community association as a whole with those of individual owners.
- d) Understand the community association's governing documents and become educated with respect to applicable state and local laws, and to manage the community association accordingly.
- e) Establish committees or use other methods to obtain input from owners.
- f) Conduct open, fair, and well-publicized elections.
- g) Welcome and educate new members of the community.
- h) Encourage input from residents on issues affecting them personally and the community association as a whole.
- i) Encourage events that foster neighborliness and a sense of community.
- j) Conduct business in a transparent manner when feasible and appropriate.
- k) Allow owners access to appropriate community records, when requested.
- l) Collect all monies due from owners and non-owner residents.
- m) Devise appropriate and reasonable arrangements, when needed and feasible, to facilitate the ability of individual residents to meet their financial obligations to the community.
- n) Provide a process that residents can use to appeal decisions affecting their non-routine financial responsibilities or property rights-where permitted by law and the community association's governing documents.
- o) Institute judicial proceedings only as a measure of last resort.
- p) Make covenants, conditions and restrictions as understandable as possible, adding clarifying lay language or supplementary materials when drafting or revising the documents.

q) Provide complete and timely disclosure of personnel and financial conflicts of interest related to the actions of the community association board of directors and committees.

Section 6:7: Termination of Board Membership

Membership on the Board may be terminated:

a) by voluntary withdrawal in writing;

b) by majority vote of the Association members, provided that notice is delivered in writing to the Board Members of the issue to be discussed at the meeting.

c) Reasons for removal by vote from the Board include, but not limited to, continuous or repeated non-attendance (defined as two un-excused absences from consecutive meetings, failure to adhere to the standards of the Association or failure to complete duties of office or responsibilities of Board Membership;

d) notification shall be sent to the terminated member in writing

e) for failure to adhere to principles and standards of the Association;

f) for the failure to fulfill duties of office as defined herein;

g) for an absence of two unexcused consecutive meetings.

Section 6:8: Vacancies

Any vacancy on the Board caused by death, resignation or termination of any officer may be filled at the next Board of Directors meeting by majority vote; the person so elected shall serve the remainder of the unexpired term, provided however, a special meeting may be called by the membership to fill any board position prior to action by the Board.

Section 6:9: Compensation

Directors shall serve without compensation. Directors may be reimbursed for the expenses incurred in carrying out their duties as directors upon Board approval of such expenses.

Section 6:10: Conflicts of Interest

Directors are prohibited from entering into a contract and being compensated for services or supplies furnished to the Association in a capacity other than as Director.

ARTICLE VII

MEETING OF THE BOARD OF DIRECTORS

Section 7:1: Annual Meeting

a) The annual meeting of the Board of Directors shall be in August of each year directly after the annual membership Meeting.

b) Board officers will be elected and committee chairperson selected at this meeting.

Section 7:2: Regular Meetings

a) The Board of Directors shall meet not less than once a quarter.

b) The Secretary shall notify all members no less than ten (10) days prior to the date of any meeting. Said notice shall indicate the date, time and place of the meeting and shall include the proposed agenda.

c) Except with respect to removal of a Board Member, or with respect to amendments to the Constitution and By-Laws, any action may be taken at any meeting, whether or not the subject

appears on a proposed agenda.

Section 7:3: Procedures

In all procedural matters not covered by the By-Laws, Robert's Rules of Order shall govern the organization.

ARTICLE VIII

MISCELLANEOUS

Section 8:1: Appointment

The chairperson shall annually appoint such Standing or Special Committees as any is required by these By-Laws or as he/she may find necessary.

Section 8:2: Nominating Committee

The Nominating Committee shall consist of three (3) members appointed by the Chairperson. This Committee shall be selected not less than sixty (60) days prior to the annual election of the Board of Directors. It shall select a slate of names for election as Directors and publicize such slate prior to the association meeting. In addition, it shall select a slate of officers and present such to the annual Board meeting for election at that meeting.

Section 8:3: Fiscal Year

The fiscal year is set as September 1st - August 31st, based upon the incorporation of the Association.

Section 8:4: Financial Review

Annually a financial statement will be provided to all members by personal delivery, U.S. mail or e-mail, as determined appropriate by the Board. The Board will brief the financial statement at the annual meeting. Association accounts may be audited by an independent accountant with twenty-five (25%) percent Member vote.

ARTICLE IX

TERMINATION OF ASSOCIATION

Section 9:1: Termination of the Association

a) If upon termination of the Association any unexpected or un-obligated funds remain, these funds should be disposed of in such a way as shall be determined by the Board of Directors in keeping with the purposes of the Association.

b) In the event of termination or dissolution of this Association, all financial obligations should be paid, or upon direction of the Board of Directors, shall be distributed to other charitable, non-profit organizations, which share common goals with this Association.

c) In no event may the assets be distributed or inure to the benefit of any Director or private individual.

ARTICLE X

AMENDMENTS

Section 10:1: Amend, Change or Modification

a) These By-Laws may be amended, changed, modified, or repealed by the action of a majority of the total Members of the Association holding sixty-six and two thirds (66-2/3%) percent of the eligible vote of the Association. The Notice of Meeting, if any, at which a proposed amendment will be considered, will state the proposed amendment, change, repeal, or modification.

b)Any action to challenge validity of an amendment adopted under this Section must be brought within one (1) year of the amendment's effective date. No action to challenge any such amendment may be brought after such time.

ARTICLE XI

COMMON AREAS

Section 11.1 Common Area

The following areas in Harrison Pointe will be considered Common Areas and will be maintained exclusively by the Harrison Pointe Maintenance Association:

- a.Left Front Entrance;
- b.Right Front Entrance;
- c.Lake Pump House.

In order to maintain the harmony and functionality of these Common Areas no alterations can be made without written approval from the Harrison Pointe Maintenance Association. The Harrison Pointe Maintenance Association will be responsible for paying all bills deemed necessary to maintain these Common Areas (Water, Electrical, Landscaping Services, etc.) .

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of THE Harrison Pointe MAINTENANCE AND IMPROVEMENT Association, Inc. a Georgia Corporation:

That the foregoing By-Laws of said Association, as duly adopted by the Board of Directors of the Association on this, the 13th day of May, 2009

Michelle L. Klingaman

THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC.

CONSTITUTION AND BY-LAWS OF THE HARRISON POINTE MAINTENANCE AND IMPROVEMENT ASSOCIATION, INC.

SUMMARY OF AMMENDMENTS

Paragraph 3:4 Added

Paragraph 3:4:1 Added

Paragraph 3:4:2 Added

Paragraph 6:6: Changed

Paragraph 6:6:1 Changed

Paragraph 6:6:2 Added