

AMENDED AND RESTATED

BY-LAWS OF
CALLAWAY WOODS AND LAKESIDES HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is CALLAWAY WOODS AND LAKESIDES HOMEOWNERS ASSOCIATION, INC, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1200 Brookstone Centre Pkwy, Suite 105, Columbus, Georgia 31904, but meetings of members and directors may be held at such places within the State of Georgia as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS AND CONFLICTS

Section 1. "Declaration" shall mean and refer to the Second Amended and Restated Declaration of Covenants Conditions, Restrictions, and Easements for Callaway Woods and Lakesides dated April 8, 2003, as from time to time amended. Other terms shall have the meaning provided in the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By – Laws, the Articles shall control, and in the case of any conflicts between the Declaration and these By – Laws, the Declaration shall

ARTICLE III
MEETING OF THE MEMBERS

Section 1. Annual Meetings. The annual meetings of the Members shall be held once in each calendar year, at the date, time, and place set by the Board Of Directors.

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 (1/4) of the total 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 such notice, postage prepaid, at least 10 days before such meeting (or at least 30 days before such meeting, as provided in the Declaration, if one purpose of the meeting is to take certain actions with respect to the Assessments) to each Member entitled to vote thereat, addressed to the Member's 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 a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to one-tenth (1/10) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. 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 announcement at the Meeting, until a quorum as aforesaid shall be present or be represented.

Section E. 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 3.10 (a) of the Declaration provides as follows:

"Notwithstanding any other language or provision to the contrary in this Declaration, in the Articles of Incorporation of the Association, or in the Bylaws, the Declarant hereby retains the right to appoint and remove any members of the Board and any officer or officers of the Association until fifteen (15) days after the first of the following events shall occur: (1) the expiration of twenty (20) years after the date of the recording of this Declaration; or (ii) the surrender by the Declarant of the authority to appoint and remove directors and officers of the Association by an express amendment to this Declaration executed and recorded by the Declarant; provided, however, that the Owners may be entitled to elect certain members of the Board in accordance with the provisions of the Bylaws which shall not be removable by the Declarant acting alone."

Therefore, the provisions Article IV and V with respect to the election and removal of Directors are subject in all respects to the above rights of the Declarant.

Section 1. Number. The affairs of this Association shall be managed by a Board of up to eleven Directors.

Section 2. Composition. The Board of Directors shall be composed of (A) the officers provided for in Article VIII of these Bylaws (to wit: the president, vice-president, secretary, and treasurer, etc.), (B) a director representing Lot 1300 (selected

by the owner of Lot 1300 as long as Lot 1300 has not been subdivided into more than 18 Lots - or if it has been subdivided into no more 18 Lots, the selection of owners of the Lots it has been subdivided into by majority vote of those owners), and (C) the remaining number of directors, as directors at-large, to reach the number of eleven total directors.

Section 3. Term of Office. The Directors shall have terms of 2 (two) years and the terms may be concurrent, staggered, or otherwise.

Section 4. 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 successor shall be selected by the remaining Members of the Board and serve for the unexpired term of his predecessor. Provided however, any provisions of these Bylaws to the contrary notwithstanding, as long as Lot 1300 has not been subdivided into more than 18 Lots, the owner of Lot 1300 (or if it has been subdivided into no more 18 Lots, the Owners of the Lots it has been subdivided into by majority vote), shall have the right (but not the obligation) at each annual meeting of Members to nominate and elect one member of the Board of Directors, and if such right is exercised, the right also to remove the member so elected, and to fill any vacancy with respect to the member so elected.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors or in any other manner provided by the Georgia Nonprofit Corporation Code. 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. Such nominations may be made from among Members or non-Members. Provided however, any provisions of these By Laws to the contrary notwithstanding, as long as Lot 1300 has not been subdivided into more than 18 Lots, the owner of Lot 1300 (or if it has been subdivided into no more than 18 lots, the Owners of the Lots into which it has been subdivided by majority vote,) at each annual meeting of Members to nominate and elect one member of the Board of Directors, and if such right is exercised, the right to also to remove the member so elected, and to fill any vacancy with respect to the member so elected.

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 to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Provided however, any provisions of these By Laws to the contrary notwithstanding, as long as Lot 1300 (or if it has been subdivided into no more than 18 Lots, the Owners of the Lots into which it has been subdivided by majority vote), shall have the right (but not the obligation) at each annual meeting of Members to nominate and elect one member of the Board of Directors, and if such right is exercised, the right also to remove the member so elected, and to fill any vacancy with respect to the member so elected.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held yearly, at such place and hour as may be fixed from time to time by resolution of the Board.

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 directors, after not less than three (3) days' notice to each director.

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 a 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. The Board of Directors shall have 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 and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the common area 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 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these 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 Managers, independent contractors, 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 at any special meeting when such statement is requested in writing by one-fourth ($\frac{1}{4}$) 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 the Assessments against each Lot;
(2) send written notice of each change of Assessment every to every Owner subject thereto at least thirty (30) days in advance of the effective date of such change; and

(3) foreclose the lien against any property for which Assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to 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

such certificate states that an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area and landscaping to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this 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 for two year terms 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 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:

President

(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.

Vice – President

(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.

Secretary

(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 Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required of the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies 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 compilation of the Association books to be made by a public accountant 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

NON - VOTING NEIGHBORHOOD REPRESENTATIVES

Section 1. Appointment of Neighborhood Representatives. The Board shall appoint representatives from each section of the community.

Section 2. Purpose of Neighborhood Representatives. The Neighborhood Representatives are responsible for:

- (1) gathering information about the neighborhood and community and disseminate such information to the Board of Directors and the community;
- (2) keeping the Neighborhood Representatives' neighbors engaged in the issues of the community as well as the issues of the neighborhood;
- (3) reporting to the appropriate committee chairpersons any issues, which the board should act, such as any violations of covenants or rules and regulations set by the Board of Directors;
- (4) notifying the Board of Directors of any new residents or old residents moving in or out of the community and neighborhood;
- (5) act as a liaison between the Board of Directors and the residents of the neighborhood and community;

Section 3. Neighborhood Representatives' Districts. There shall be one Neighborhood Representative from each of the following neighborhoods:

- (1) Lakeside on the Water (South)
- (2) Lakeside
- (3) Creekside
- (4) Pleasant Valley
- (5) Troop
- (6) Whitesville Rd.
- (7) Lakeside on the Water (North). For Lakeside on the Water (North) the Neighborhood Representative shall be the same as the Director elected by the owner of Lot 1300.

ARTICLE X 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 XI 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 upon reasonable advance notice. The Declaration, The Articles of Incorporation and the By-Laws of Association shall be available for inspection by any Member at the principal office the Association, where copies may be purchased at reasonable cost.

ARTICLE XII ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay the Association 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 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 the rate provided in the Declaration, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such Assessment. No Owner may waiver or otherwise escape liability for the Assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name o: the Association.

ARTICLE XIV INDEMNIFICATION

Each person who is or was a director or officer of the Association and each person who is or was a director or officer of the Association who at the request of the Association is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Association, and entitled to advancement of expenses of litigation, to the full extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees) judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Association under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Association or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Association may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Association and at the expense of the Association.

The Association may purchase and maintain insurance on behalf of any such person whether or not the Association would have the power to indemnify such officers and directors against liability under the Georgia Nonprofit Corporation Code.

**ARTICLE XV
AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the Directors, by vote of a majority of all Directors.

**ARTICLE XVI
MISCELLANEOUS**

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

WITNESS WHEREOF we, being all of the directors of the Association, have hereunto set our hands this ____ day of December, 2017

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the CALLAWAY WOODS AND LAKESIDES HOMEOWNERS ASSOCIATION, a Georgia corporation, and,

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the ____ day of December, 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this ____ day, December, 2017.

Secretary