

**SECOND  
AMENDED BYLAWS  
OF  
TOCCOA PROPERTIES HOMEOWNER ASSOCIATION, INC.  
(reformatted 9-28-09)**

**WHEREAS**, Toccoa Properties Homeowners Association, Inc. (“TPHA” or “the association”) was originally incorporated on or about March 1, 1996, with original Bylaws; and

**WHEREAS**, Toccoa Properties Homeowners Association, Inc., was reincorporated on or about March 1, 2001, with Bylaw Amendments required by certain provisions of a Fannin County Superior Court Order dated February 1, 2001, as well as a formal Settlement Agreement dated March 1, 2001, both signed by Superior Court Judge William L. Reilly in Fannin County Superior Court Civil Action File Number 2000V277; and

**WHEREAS**, Toccoa Properties Homeowners Association, Inc, has by a majority vote of its membership (one vote per lot) at the semi-annual association meeting held on May 23,2009, adopted this complete set of amended corporate bylaws (none of which is inconsistent with the specific terms of the February 1, 2001 and/or March 1, 2001 court orders referred to in the immediate preceding paragraph) so that all corporate bylaws, including additions contained herein, are set forth in this single document, updated to reflect the present needs of the association, which amended bylaws supersede all previously filed bylaws of the association:

**THEREFORE**, the Bylaws of Toccoa Properties Homeowners Association, Inc., as amended, shall and do read as follows:

**ARTICLE I**

Membership in TPHA is limited to owners of real property within the Toccoa Bend Subdivision in Fannin County, Georgia, and their spouses. Voting rights in the association are based on lot ownership. That is, each lot is entitled to one vote.

The affairs of TPHA, Inc., the Corporation, shall be administered by a board of directors ( the “Board of Directors” or “Board”), which shall be composed of seven members elected (one vote per lot) by the majority of a quorum of the association members in attendance in person or by proxy at the association semi-annual meeting held in the Fall of each year, each for a two year term. Only members of the association are eligible to be elected directors. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the then remaining directors shall select a successor, even if the remaining directors do not constitute a quorum of the Board. A director shall be removed and/or considered incapacitated pursuant to a two-thirds vote of the remaining directors.

**ARTICLE II**

The directors shall meet at least quarterly each calendar year at places and times fixed by the association President. The directors may hold such other meetings as may be necessary from time to time upon a call of the President or a majority of the Board, at the times and places determined by the President or, in

his absence, a majority of the Board. Written and/or e-mail notice of the date, time and place of each of the quarterly Board meetings will be given to all association members at least fifteen (15) days in advance of such meetings.

All Board meetings will be open to the general membership; however, the notice requirements apply only to the required quarterly Board meetings. All Board meetings must be held within Fannin County, Georgia, and, unless impossible, within the Toccoa Bend subdivision.

There will be two (2) semi-annual general membership meetings each calendar year, one in the Spring and one in the Fall of each year. Written and/or e-mail notice of the date and time of each of these two semi-annual general membership meetings will be given to all association members at least twenty-one (21) days in advance of such meetings. All general membership meetings will be held at the Toccoa Bend subdivision pavilion.

### **ARTICLE III**

The officers of the association shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and assistant officers as may be determined and elected by the Board annually on or before January 15<sup>th</sup> of each calendar year. Only directors shall serve as officers of the association. Any two offices may be held by the same person. The President shall be the chief operating officer and shall report in writing on the condition of the association quarterly, including but not limited to the status of road, common area and water system maintenance and improvements; the Secretary shall be the custodian of the minutes books and all corporate documents except corporate financial records, and shall keep accurate minutes of all Board and general membership meetings; and the Treasurer shall be the custodian of all corporate funds and financial records and provide written financial reports to the general membership at least quarterly, and, if possible, at the same time as the President's quarterly reports.

All corporate records shall be available for review and inspection by all association members at any reasonable location within the Toccoa Bend subdivision determined by the President, and at any reasonable time, provided at least 10 days notice is given when an inspection request is made. While initial copies of the President's and Treasurer's quarterly reports will be provided to all association members at no cost, should a member request copies of other association records, the expense of copying said records will be the responsibility of the member requesting such copies. The price will be \$1.00 per page or some other amount determined by a majority vote of a quorum of the general membership present in person or by proxy at any general membership meeting. Any and all records inspections will be done in the presence of the record custodian of the records in question; and the records custodian of the records in question will personally supervise the copying of those records.

### **ARTICLE IV**

The Board of Directors shall submit a proposed annual budget and suggested annual dues for all lots (equal dues for each lot) for the following calendar year to the general membership for approval by a majority vote of a quorum at the

membership (one vote per lot) present in person or by proxy at the Fall semi-annual general membership meeting.

The Board of Directors will not enter into any contract on behalf of the association with any service provider that calls for a payment on behalf of the association and/or its members for any sum greater than One Thousand Dollars (\$1,000.00) or binds the association for greater than one (1) year without the approval of a majority of a quorum of the general membership present in person or by proxy (one vote per lot) at any general membership meeting unless otherwise approved either by way of (1) a budgetary line item approved at the time the annual budget or any amendment thereto is approved by the general membership, or (2) a majority vote of such a quorum in a special vote by mail or in attendance in person or by proxy at a semi-annual general membership meeting.

All officers and directors shall serve without financial compensation.

A quorum consists of the votes of owners of at least 31 lots, with one vote for each lot; and said quorum shall include members voting while personally present or by written proxy. However, a non-owner spouse may vote an owner spouse's vote in the absences of the owner without a written proxy.

#### **ARTICLE V**

The Declaration of Restrictions, Limitations and Covenants Running with the Land for Toccoa Bend Subdivision Phase I and Phase II, filed with the Clerk of the Fannin County Superior Court in Deed Book 23 at page 54-57, on July 26, 1995, will be enforced fairly and consistently with all members and residents of the subdivision by the Board of Directors. However, nothing in this Article limits or restricts the rights of individual property owners to seek enforcement of said deed restrictions in any other legal forum.

#### **ARTICLE VI**

The general membership, by a majority vote of a quorum of the general membership voting in a special vote by mail, or present in person or by proxy at any semi-annual membership meeting, may approve special assessments (equal of each lot) in addition to annual dues. And by the same procedure the general membership may adopt standard operating procedures (1) to insure compliance with payment of annual association dues or special assessments, including the imposition of late fees not to exceed \$50 and/or recording of a lien on members' subdivision property (with the member in arrears also obligated to pay any court costs and attorneys fees incurred on filing and satisfying any such liens); (2) to impose reasonable restrictions on the use of the association owned roads, pavilion, common areas and water system (including but not limited to speed limits, times of use of pavilion and common areas, and water use restrictions); (3) to impose impact fees for new construction on lots within the subdivision; and (4) to provide for other administrative procedures deemed necessary by the general membership.

#### **ARTICLE VII**

Any amendments and/or changes to these bylaws must be made by a majority of a quorum of the members present in person or by proxy at any semi-annual

general membership meeting, provided that the bylaws at no time shall contain any provision inconsistent with the Georgia Nonprofit Corporation Code or the Articles of Incorporation. To the extent than any bylaws are determined to be inconsistent with said Code and/or said Articles, they shall be deemed to be void.

**(attached – signed copy on record with Toccoa Properties Homeowners Association)**

**Toccoa Properties Homeowners’ Association**

**320 Hemlock Drive  
Suches, GA 30572**

May 23, 2009

We, the undersigned, officers of the Toccoa Properties Homeowner Association, Inc. do confirm and enact the attached “Second Amended Bylaws of the Toccoa Properties Homeowner Association, Inc.” as affirmed by the majority vote of the general membership in attendance on this date at the General Meeting of the Toccoa Properties Homeowner Association Inc.

\_\_\_\_\_ (signed) \_\_\_\_\_ Robert Borgwat, president (CEO)

\_\_\_\_\_ (signed) \_\_\_\_\_ Rick Thompson, vice-president

\_\_\_\_\_ (signed) \_\_\_\_\_ Doris Riggs, treasurer (CFO)

\_\_\_\_\_ (signed) \_\_\_\_\_ Hart Baker, secretary