

**BYLAWS
OF
WESTRIDGE SUBDIVISION HOME OWNERS' ASSOCIATION, INC.**

**ARTICLE ONE
Membership**

1. Eligibility

All property owners of the Westridge Subdivision of Bulloch County Georgia are eligible to be members of the Westridge Home Owners Association ("Association"), Inc. All such property owners are members unless they withdraw.

**ARTICLE TWO
Duties of the Property Owners Association**

2.1 Ownership

To provide a legal entity for ownership for any common area acquired by the Association for the benefit of Westridge property owners.

2.2 Property Values

To enhance the property values of each owner and promote harmony and fellowship among people in a group situation and to administer the declaration of protective covenants, including, without limitations, the architectural control provisions.

2.3 Maintenance

Keep common areas/entrances of the Subdivision maintained and assist property owners with infrastructure concerns.

**ARTICLE THREE
Meetings**

3.1 Annual Meeting

An annual meeting shall be held in the month of October on a date to be set by the Board of Directors. Notice of this meeting shall be given to all members at least 21 days but no more than 60 days before the meeting. Notice may be effectuated by mail, hand delivery, or email. Such notice shall state the time and place of the meeting. The Board of Directors shall present a proposed budget for the Subdivision for the upcoming year and a report on the activities of the proceeding year.

3.2 Special Meetings

Special meetings may be called by the Board of Directors or by any member of the Association. Notice of the meeting shall be given at least 7 days and no more than 30 days in advance of the meeting. Such notice shall state the time, place, and purpose of the meeting.

3.3 Quorum

A quorum for any meeting shall be achieved with the presence of members representing ownership of lots owned by one-third of the members of the Association either in person or by proxy.

ARTICLE FOUR
Property Owner's Rights and Responsibilities

4.1 Voting

Members of the Association may vote in person at a meeting or by proxy. Proxy form shall be devised by the Board of Directors delivered with the notice of the meeting. Each lot receives one vote.

4.2 Right to be Heard

Each member of the Association has a right to be heard at a special or annual meeting and to stand for election to the Board of Directors.

4.3 Access to Association Records

Records of all Association general meetings and Board of Directors meetings shall be available to the members upon request.

4.4 Members Obligations

Each member is responsible for complying with all aspects of the Declaration of Protective Covenants and the Bylaws of the Association. Each property owner will be liable for all assessments of fees that are approved pursuant to the Bylaws.

ARTICLE FIVE
Board of Directors and Officers

5.1 Board of Directors

A Board of Directors is to be elected at each annual meeting. Any member of the Property Owners Association in good standing shall be eligible to serve on the Board of Directors.

The Board of Directors shall consist of five members of the Association in good standing.

Each member of the Board of Directors shall serve from the meeting at which the person was elected until a new Board is elected by the Association.

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though the remaining directors may constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his or her predecessor in office.

Any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors present at a meeting even though less than a quorum of the Board of Directors is present. A director elected to fill a newly created directorship shall serve until the next election of directors by the members and the election and qualification of his successor.

The business and affairs of the Association, including the management of the common area, shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are not by law, the Declaration, the Articles of Incorporation of the Bylaws directed or required to be exercised or done by the members.

The Board of Directors shall receive no compensation, except as provided below.

The Board of Directors may choose, at its discretion, to implement committees to assist it with the management of the Association or for social purposes. Committees may be advisory or effect binding action by the Board if such acts are adopted or ratified by a majority of the Board.

The Board shall have the right to adopt rules as to the use and management of any common areas. Such rules shall be in writing, signed by a majority of the Board, and kept in the corporate book.

As an inducement to the officers and directors of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or director acting in accordance with these Bylaws and the Declaration, including without limitation all actions taken in connection with the levying, collection, and enforcement of assessments. All such indemnification shall be paid upon written request of such officer or director setting forth in reasonable detail the reason for such indemnification, which request shall be given to each of the officers of the Association.

5.2 Officers

The Board of Directors shall elect from the members of the Board of Directors a president, a secretary, and a treasurer. Except as otherwise provided by law, any director may hold more than one office.

Duties of the President shall be to preside at all annual and special meetings and all meetings of the Board of Directors. The President shall be authorized to sign any checks for expenditures and daily affairs of the Association, as delegated by the Board of Directors.

The Treasurer shall keep an itemized account of all receipts and disbursements, and shall collect all dues and monies belonging to the Association. The Treasurer shall also be authorized to sign checks for expenditures of the Association and to pay bills as authorized. Finally the Treasurer shall prepare a budget that will be presented to the members at each annual meeting.

The Secretary shall keep the minutes of all annual and special meetings and all meetings of the Board of Directors. Secretary shall also conduct the correspondence of the Association and maintain a current directory of all members of the Association. The secretary is vested with the authority to authenticate the records of the corporation.

The Board of Directors may place such restrictions as it deems advisable on authorization to sign checks or disburse funds.

5.3 Meeting of the Board of Directors

Regular meetings of the Board of Directors may be held with such frequency and at such time and at such place as shall from time to time be determined by the Board. If the Board has so fixed the frequency, time, and place of regular meetings, no notice thereof shall be necessary.

Special meetings of the Board of Directors may be called by the President or by any two directors on three days' notice to each director.

Notice of a meeting need not be given to any director who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice may be afforded by email.

A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation.

Any action required or permitted to be taken at a meeting of directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors or all members of the committee, as the case may be, entitled to vote with respect

to the subject matter thereof. Such consent shall be filed with the minutes of the proceedings of the Board or the committee.

ARTICLE SIX

Assessments

6.1 Payment of Assessments

All members must pay the annual assessment for each lot the member owns. Annual assessments shall be noticed by December 31 and be paid on or before January 20th of each year.

6.2 Initial Annual Assessment

The Board may recommend to the Association an annual assessment in such amount as the Board deems appropriate. The Association may by majority vote of a quorum present assess that or any other such assessment, which shall be the initial assessment.

6.3 Annual Assessments

The amount voted by the Association as the initial assessment will be the annual assessment for the initial year and for each succeeding year unless modified as provided herein.

Annual assessments may be raised by no more than 10 percent by a vote of the majority of the Board of Directors. An increase of more than 10 percent must be presented by the Board at an annual or special meeting with proper notice of same to the property owners and approved by two thirds of a quorum or the members of the Association present or voting by proxy.

6.4 Special Assessment

The Board shall have the power to seek a special assessment at any annual or special meeting after proper notice. A special assessment requires the approval of four-fifths or 80% of the current members in good standing. However, if the special assessment is \$500 or more per lot, it shall require the approval of 100% of the members of the Association. The cumulative total of special assessments in a fiscal year may not total \$500 or more per lot without the approval of 100% of the members of the Association. The assessment shall then be due 30 days after the date of meeting.

6.5 Liens

The Board of Directors shall have the power to place a lien on any lot of any member of the Association who fails to pay an annual special assessment. Notice and execution of this lien shall be done in accordance with O.C.G.A. §44-3-232.

ARTICLE SEVEN
Architectural Control Committee

The Board of Directors shall elect not less than three (3) and not more than five (5) Association members to serve as the Architectural Control Committee as provided for in the revised restrictive covenants of 2008. Such committee shall elect its own officers and meet as necessary to carry out the responsibilities vested in it by said restrictive covenants. Members of the Architectural Control Committee may be, but are not required to be, directors or officers.

ARTICLE EIGHT
General Provisions

8.1 These bylaws may be amended by the members of the Association at a special or annual meeting after proper notice. An amendment must be approved by two thirds of the members of the organization voting either in person or by proxy.

8.2 The Association hereby elects to be governed by the provisions of O.C.G.A. §44-3-220 et seq. All checks, drafts, demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

8.3 The fiscal year of the Association shall be calendar year.

8.4 The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees of directors.

Not later than two (2) months after the close of each fiscal year, and in any case prior to the next annual meeting of members, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its preceding fiscal year, and a profit and loss statement showing the results of its operations during such fiscal year. Upon written request, the Association promptly shall mail to any member of record a copy of such balance sheet and profit and loss statement.

8.5 Any signature for any check drawn on an account owned by the Association shall be signed by two members of the Board of Directors. One member shall be either the President or the Treasurer.

8.6 The Board shall not spend any more than they have budgeted to collect in any given year.

In the event of any conflict between these Bylaws and the following, the controlling language shall be found in: the laws of the State of Georgia, the Declaration of Protective Covenants or the Articles of Incorporation, in the order listed.

Adopted this _____ day of _____, 2008.

George H. Rountree, Incorporator