

THE VILLAGES AT GODLEY STATION, INC. HOMEOWNERS ASSOCIATION

The collective goal of the homeowners association is to maintain the quality of the property and the lifestyle envisioned by the planned residential development. Apathy by individual members can render the association ineffective and can destroy the communication concept. To maintain the quality of life that accompanies a well-maintained residential community, each individual member must do his or her part. The success of the homeowners association will depend on how well each member meets and keeps the responsibilities that are established by the covenants creating the overall community concept.

EFFECTIVE JANUARY 1, 2010, THESE BYLAWS HAVING BEEN PROPERLY ADOPTED IN THEIR ENTIRETY BY THE ASSOCIATION MEMBERSHIP SHALL HEREBY SUPERCEDE ANY PREVIOUSLY ADOPTED BYLAWS OF THE ASSOCIATION.

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ARTICLE I

NAME AND LOCATION

The name of the corporation is The Villages at Godley Station Homeowners Association, Inc, hereinafter referred to as the “Association.” The principal office of the corporation shall be located at the Godley Station Clubhouse, 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

Section 1. “Association” shall mean and refer to The Villages at Godley Station, Inc. Homeowners Association, referred to in the Declaration of Covenants, Conditions & Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions & Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of others.

Section 4. “Lot” shall mean and refer to any plot shown upon any recorded subdivision map of the Properties with the exception of the Common Areas.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons, or entities, of the fee simple title to any Lot which is part of the Properties including contract seller, but excluding those having such interest merely as security for the performance of any obligation.

Section 6. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the Chatham County Recorder.

Section 7. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEMBERSHIP

The Villages at Godley Station, Inc. Homeowners Association shall consist of those named owners of parcels/lots of property, homes, and members with current association dues that are duly recorded in the City of Pooler's records.

Only one (1) property owner of a household (property owner as defined in Article II, Section 5) shall serve on the Homeowners Association Board at a given time.

ARTICLE IV

FEES

Membership fees will be assessed on the needs of The Villages at Godley Station, Inc. Homeowners Association Board as determined to maintain the properties of the Association. Any changes to the annual assessment or the adoption of the special assessment must be approved by the majority of members present at an association meeting. (Amended and Restated, 2007)

MEMBERSHIP MEETINGS

The Homeowners Association shall meet twice a year. The first meeting shall take place in January and the second meeting shall be determined by members of the Board of Directors. A minimum of two meetings a year is required.

ARTICLE V

ADMINISTRATION AND MANAGEMENT OF THE ASSOCIATION

Governing Body

Section 1. The Governing Body of the Association shall be the Executive Committee consisting of the President, Vice President, Treasurer, and Secretary. The Board of Directors, hereinafter referred to as the Board, is comprised of the Executive Committee, and elected chairpersons of Standing Committees. A Parliamentarian shall attend the Board meetings in a non-voting capacity. Board meetings should be open to voting members of the Association if they notify the Board Secretary 24 hours prior to such meeting. *

Section 2. Management. The Board shall have responsibility for the general management of the association and the power to act for the Association between meetings of the membership.

Section 3. Term of Office. Members of the Board shall hold office for a term of one (1) year or until successors are elected and assume office. They shall assume office at the first meeting of

the Association in January. No Director shall serve on the Board for more than five (5) consecutive years.

Section 4. Regular meetings of Directors. Regular meetings of the Board of Directors shall be held monthly with notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, the meeting shall be held at the same time on the next day business day.

Section 5. 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) day notice to each Director.

Section 6. A Director shall be deemed present and entitled to vote at any meeting where he or she is in electronic communication with the other Directors and the essence of the matter under consideration has been revealed to him.

Section 7. Quorum. A Majority of the Board shall constitute a quorum for the transaction of business. Every act or decision taken, made, or done by a majority of the Directors present at a duly held meeting at which quorum is present shall be regarded as an act of the Board.

Section 8. Only members elected by the membership and/or the board shall have a vote.

Section 9 Vacancies on the board, except in the office of the President, shall be filled by a majority vote on the Board. The office of the president shall be filled by the Vice President.

- *Robert's Rules of Order shall be the parliamentary authority of all proceedings of The Villages at Godley Station, Inc. Homeowners Association, unless otherwise specified in the Bylaws.*

Section 10. The Executive Committee may make recommendations to the Board of Directors and the Association membership for removal of an existing Board member for illegal or unethical violation of trust as defined by governing documents of the Board of Directors or the Association. Removal from office of any members of the Board of Directors will require two-third (2/3) vote of members present at an Association meeting.

Section 11. No Director shall receive compensation for any service he/she may render to the Association. Any Director must receive prior authorization for his/her expenses incurred in the performance directly relating to his or her duties. Proper receipts and documentation must be presented prior to reimbursement.

Section 12. Indemnification. The Association agrees to indemnify and hold harmless its directors, officers, and any authorized agent acting on its behalf ("Association's Indemnitees") from and against all manner of loss, damage and liability (including court costs and attorney's fees) arising from any claim made against Association Indemnitees or loss incurred by Association Indemnitees as a result of or in any way arising from, relating to, or connected with Association Indemnitees' obligations identified within the Bylaws, except that this indemnification shall not be applicable to any claim, loss, damage or liability arising from Association Indemnitees' or their agents, representatives and employees' willful misconduct or

gross negligence. This hold harmless and indemnification obligation shall survive any modification of the Bylaws or termination of Association Indemnites' term of service.

Association Indemnites shall, as a condition precedent to the right to be indemnified hereunder, shall give Association notice in writing as soon as practicable (no less than ten (10) days) of the commencement or the threatened commencement of any claim against Association Indemnites which indemnification will or could be sought hereunder. Association reserves the right to conduct the defense of the claim or litigation resulting from it. In the event Association elects to conduct the defense, Association Indemnites shall fully cooperate and give Association any information regarding the claim or threatened claim as Association may reasonably require and as shall be within Association Indemnites' power.

POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee is established to provide leadership and guidance in the decision-making process of the Board of Directors on behalf of the Association membership.

The Executive Committee shall:

- a) have the authority of the Board of Directors to make crucial decision between board meetings; the committee's decisions are subject to the board's ultimate approval/review
- b) initiate statements of policy and strategic directions of the board
- c) generate ideas for new initiatives; develop the ideas generated by the HOA or assign them to appropriate committees
- d) receive all committee reports of action items prior to a board meeting
- e) review committee reports of action items prior to board meetings and provide feedback to the board
- f) appoint chairperson(s) of special committees
- g) evaluate annual reports of committees and recommend revisions
- h) meet monthly to establish the agenda for board meetings
- i) collaborate with committee chairpersons(s) prior to decisions on matters related to specific committees

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the Common area and Facilities and the personal conduct of members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities 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 sixty (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 the By-Laws, the Articles of Incorporation or the Declaration.
- (d) Declare the position of a member of the Board of Directors to be vacant in the event the President or Board defines two (2) consecutive absences from a regular meeting of such a member as unexcused; no more than two consecutive absences from official board meetings shall be granted excused or unexcused by the President or the Board;
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Duties of the Board of Directors

It shall be the duty of the Board of Directors:

- (a) To keep a complete record of all acts, corporate affairs and to present a statement thereof to the members at the January membership meeting or at any special meeting when such statement is requested in writing;
- (b) Engage all agents and employees of the Association and see that their duties are properly performed;
- (c) as more fully provided in the Declaration to:
 - (i) Fix the amount of annual dues on each Lot at least thirty (30) days in advance of each annual assessment period and send written notice of each assessment to every Owner personally obliged to pay the same;
 - (ii) Foreclose the lien against any property for which assessments are not paid within ninety (90) days after due date or to bring an action against the Owner personally obligated to pay the same;
 - (iii) 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 issuance of these certificates if a certificate shall be conclusive evidence of such payment;
 - (iv) Procure and maintain adequate liability and hazard insurance on property owned by the Association; and insure the Common Area be maintained.

BYLAW AMENDMENTS

Proposals to amend these Bylaws shall be initiated by: (1) the Bylaws Committee as recommendation(s) to the Home Owners Association Board or (2) unanimous recommendation of a Standing Committee or (3) any member as defined under Article II, Section 7 to include Articles III and IV of the current Bylaws. If a proposal to amend the Bylaws is initiated by a single member, it shall be accompanied by a Petition signed by at least twenty-five per cent (25%) of the HOA membership. Four (4) copies shall be notarized and submitted to the Secretary at least thirty (30) days before action is expected. The secretary shall make notarized proposed amendments available to the HOA Board at least fourteen (14) days before expected action.

The Bylaws shall be amended by: (1) a duly called meeting of the HOA or (2) by mail. In the first instance, a two thirds affirmative vote of those eligible HOA members present at the meeting is required to pass an amendment. If done by mail, a two third affirmative vote of all eligible HOA members returning ballots is required.

The President, in conjunction with the HOA Board, is authorized to make non-substantive changes to the Bylaws as necessary for such purposes as name or title change correction, typographical or grammatical errors, and cross references.

Bylaws can not be suspended unless they expressly provide for their suspension; Adopted November, 2010.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Section 1

By August 1, of each year, the Nominating Committee shall be selected and seated. The Nominating Committee shall be comprised of five members and two alternates. A chairperson shall be an association member (non-board member) appointed by the president of the board. A vice-chairperson, three members and two alternates (non-board members) shall be selected from the association membership. The Parliamentarian shall be responsible for notifying and soliciting nominees (non-board members) from the association membership to serve on the Nominating Committee. No member of the Nominating Committee shall be eligible to serve more than two consecutive years in the same capacity. Members of the Nominating Committee are ineligible as candidates for a board position.

Section 2

By October 1, of each year, the Nominating Committee shall submit its slate of nominees for offices to the Recording Secretary. The offices are: President, Vice President, Recording Secretary, Treasurer, and two members at large. Additionally, nominees for a chairperson for the following committees shall be included on the slate: Clubhouse, Communications, Covenants, Hospitality, Landscape, Neighborhood Watch, Membership, and Bylaws.

Section 3. Ten (10) or more Association members eligible to vote may nominate, by signed petition, an additional nominee for office on the Board by mailing such petition together with the written consent of the nominees, to the Recording Secretary at least fifteen (15) days prior to the election meeting. No member may sign more than one (1) nominating petition in any one year. The Nominating Committee will mail a final slate (ballot) of nominees to the voting membership at least fifteen (15) days prior to the General Membership Meeting in November. The slate of

nominees will be posted in the clubhouse for review. Nominations from the floor are in order prior to the voting process in the General Membership Meeting.

Section 4. The nominee for President shall have served on the board for two (2) years within the past five (5) years or be currently serving a full year on the Board at the time of nomination.

Section 5. The Board shall be elected at the General Membership meeting in November. The election shall be by written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, the votes they are entitled to exercise under the provisions of the Declaration. All absentee ballots shall be in writing, signed by the members and delivered to the Secretary before noon on the day of the election. The persons receiving the largest number of votes shall be elected. The term of new offices shall begin in January.

VOTING PRIVILEGES

A maximum of one (1) member of a household may vote in the meetings/elections.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. President. The president shall be the Chief Officer of the Association and shall preside at all meetings of the Board of Directors and the General Membership.

The *President* shall:

- (a) appoint, with Board approval, the Chairperson of any Appointive Committees. He/She shall also appoint a Parliamentarian and the Chairperson of the Nominating Committee.
- (b) present an annual report of Board and Membership activities to the membership during the November association meeting.
- (c) serve, ex officio, a member of all committees except the Nominating Committee;
- (d) shall sign legal documents with the Secretary;
- (e) shall sign checks with the Treasurer, or in the Treasurer's absence, with the Secretary or Vice President; and
- (f) undertake any other duties specifically requested by the Board and the Membership.

Section 2. Vice President shall

- (a) serve in the absence of the President. The Vice-president shall also serve as ex-officio of board committees.
- (b) sign checks in the absence of the President with the Treasurer, or in the Treasurer's absence with the Secretary.
- (c) exercise and discharge such other duties as may be required of him by the Board (e.g., could serve as Chairperson of the Covenants Committee or the Architectural Review Board).

Section 3. Secretary. The *Secretary* shall:

- (a) record and keep minutes of the Board, membership, and special meetings. A copy of the minutes shall be given to the President. The original copy of the minutes shall be permanently maintained;
- (b) serve notice of meetings of the Board and the membership;
- (c) keep appropriate current records showing the members of the Association together with their addresses;
- (d) keep the records of the Association, including the minutes of Committee meetings, but excluding financial records;
- (e) keep the corporate seal of the Association and affix it on all papers requiring said seal;
- (f) sign legal documents with the President; and
- (g) in the absence of the Treasurer or President, sign checks with the Vice-President; and
- (h) perform such other duties as required by the Board.

Section 4. Treasurer. The *Treasurer* shall be the Chief Financial Officer of the Association and is responsible for the collection and disbursement of funds including credit cards along with appropriate receipts, and for the financial records of the Association.

The *Treasurer* shall:

- (a) sign checks with the President or, in the President’s absence, with the Secretary or Vice President;
- (b) present a monthly report to the Board with a copy to the President and a report to the membership at each Homeowner Association meeting.
- (c) Serve as a member of the Finance Committee.

OTHER BOARD POSITIONS

Parliamentarian:

The Parliamentarian is appointed by and works under the direction of the President. The Parliamentarian’s role is to advise the President on matters of parliamentary procedure. He/she is a non-voting member of the Board.

Covenants Committee Chair:

The covenants committee chair enforces the community’s “Declaration of Covenants, Conditions, and Restrictions” and creates a systematic approach to ensure equity while enforcing them.

Landscape Committee Chair:

The landscape committee chair administers all aspects of the visual appeal of the green space including ponds. The committee facilitates resolving issues regarding the neighborhood common

areas including resident encroachment, drainage problems, street lighting, signs, and other issues that may need the attention of local government.

Communications Committee Chair:

The communications committee chair is responsible for disseminating association information to homeowners, maintenance of the website and publication of the newsletter.

Clubhouse Committee Chair:

The function of the clubhouse chair has not been adopted by the HOA membership.

Hospitality Committee Chair:

The hospitality chair is responsible for planning, budgeting, and implementing social events.

Membership Committee Chair:

The membership committee chair is responsible for the orientation of new association members including providing information on the website, available amenities, rules, and regulations. The committee chair is also responsible for key card dues and maintaining key card assignments.

Bylaws Committee Chair:

The bylaws committee chair is responsible for updating the bylaws of the association to be a functional guideline observing the purpose of the association. The committee recommends changes and amendments to the bylaws for board approval.

Neighborhood Watch:

The neighborhood watch chair develops safety procedures, crime prevention, and awareness programs for the benefit of the community. The committee remains in regular contact with local authorities for information on potential criminal and other relevant issues in the area.

Members at Large:

Members at large are the voices of the association membership. They are responsible for developing a mechanism for and staying abreast of current community issues and bringing any issues of concern to the board.

Architectural Review Board Chair:

The architectural review board chair regulates the external design, appearance, use, location, maintenance, and improvements for all the property in the Villages at Godley Station. The chair is appointed by the Board as a non-voting member.

Other Committees:

Except in those cases delineated elsewhere in the Bylaws, the President shall name such standing and special committees as needed to conduct the activities of The Association.

Nominations Committee Chair:

The nominations committee chair is responsible for conducting meetings of the nomination committee. The committee's primary function is to (1) identify potential candidates for board positions (2) identify the best candidate (s) (3) agree on nominee(s) (4) submit a report of nominees to the secretary for preparation and publication of a ballot. The committee is also responsible for identifying potential candidates for chair of the finance committee.

Finance Committee Chair:

The finance committee chair shall provide guidance and direction to the Treasurer in (1) preparing the annual budget, (2) Preparing for the annual external audit and (3) other matters of fiscal operations. The chair is appointed by the Board and is a non-voting Board member.

References

Amended and Restated Declarations of Covenants, Conditions and Restrictions (Vol. 1) [The Villages at Godley Station]. (2007). Pooler, GA: The Homeowners Association.

Appendix

Amendments

1. *Article V: Administration and Management of the Association:* Bylaws can not be suspended unless they expressly provide for their suspension; Adopted November, 2010.
2. *Article III: Membership:* Only one (1) property owner of a household (property owner as defined in Article II, Section 5) shall serve on the Homeowners Association Board at a given time: November, 2010.
3. *Article VI: Nominations and Elections:* All absentee ballots shall be in writing, signed by the members and delivered to the Secretary before noon on the day of the election; Adopted November, 2010.