

By - Laws

of

**Brookfield Village
Homeowners Assoc.**

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Homeowners Association, Inc.

ARTICLE ONE - ORGANIZATION

- ◆ The name of this organization shall be:
Brookfield Village Homeowners Association Inc.
- ◆ The organization shall have a seal which shall be in the following form:

- ◆ The organization may, at its pleasure by a vote of the membership body, change its name.

ARTICLE TWO - PURPOSES

- ◆ Maintenance
- ◆ Preservation
- ◆ Architectural Control of Lots and Common Area Within Brookfield Village Subdivision, Douglas County, Georgia.

ARTICLE THREE - MEMBERSHIP

- ◆ Membership in this organization shall be open to all who own lots in fee simple in **Brookfield Village Subdivision, Unit One, Douglas County, Georgia.**

ARTICLE FOUR - MEETINGS

- ◆ The annual membership meeting of this organization shall be on the **16** day of **March** each and every year except if such day be a legal holiday then, and in the event the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership role book of this organization a notice telling the time and place of such annual meeting.

- ◆ Regular meetings of this organization shall be held at the discretion of the Board of Directors.

- ◆ The presence of not less than 60% of all members of each class of stock shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these by-laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

- ◆ Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership role book at least, but not more than five (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

- ◆ At the request of five (5) members of the Board of Directors or 80% of the members of the organization, the President shall cause a special meeting to be called, but such request must be made in writing at least five (5) days before the requested scheduled date.

- ◆ No other business, but that specified in the notice may be ran acted at such special meeting without the unanimous consent of the present members at such meeting.

ARTICLE FIVE - VOTING

- ◆ At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.
- ◆ At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for election of officers and directors.
- ◆ At all votes by ballot, the chairman of such meeting, shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “**Inspectors of Election**”, and who shall at the conclusion of such balloting, certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting.
- ◆ No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX - ORDER OF BUSINESS

- ◆ Roll Call
- ◆ Reading of the minutes of the preceding meeting
- ◆ Reports of committees
- ◆ Reports of officers
- ◆ Old and unfinished business
- ◆ New business
- ◆ Good and welfare
- ◆ Adjournment

ARTICLE SEVEN - BOARD OF DIRECTORS

- ◆ The business of this organization shall be managed by a Board of Directors consisting of nine (9) members together with the officers of this organization.
- ◆ The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization, and they shall serve for a term of one (1) year.

- ◆ The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors on such meeting.
- ◆ Five (5) of the members of the Board of Directors shall constitute a quorum and the meeting of the Board of Directors shall be held regularly three (3) times a year.
- ◆ Each director shall have one (1) vote and such voting may not be done by proxy.

- ◆ The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- ◆ Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- ◆ The president of the organization by virtue of the office shall be chairperson of the Board of Directors. The Board of Directors shall select from one of their number a secretary.

- ◆ A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE EIGHT - OFFICERS

- ◆ The officers of the organization shall be as follows:
 - ⇒ President
 - ⇒ Vice President
 - ⇒ Secretary
 - ⇒ Treasurer
- ◆ The **President** shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- ◆ The **Vice-President** shall in the event of the absence or inability of the president to exercise his or her office become acting presiding of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.
- ◆ The **Secretary** shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, be one of the officers required to sign checks and drafts of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of secretary.
- ◆ The **Treasurer** shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization, No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- ◇ The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of treasurer.
- ◆ Officers shall, by virtue of their office, be members of the Board of Directors.

- ◆ No officer or director shall, for reason of the office, be entitled to receive any salary of compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for the duties other than as a director or officer.

ARTICLE NINE - SALARIES

- ◆ The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN - COMMITTEES

- ◆ All Committees of this organization shall be appointed by the president and their term of office shall be for a period of one (1) year or less if sooner terminated by the action of the president.
- ◆ The permanent committees shall be determined by the president.

ARTICLE ELEVEN - DUES

- ◆ The dues of this organization shall be \$180.00 per annum and shall be payable on the 1st day of April each year. Homeowners may pay \$90.00 on April 1st, and balance of \$90.00 payable by October 1st of the same year.

ARTICLE TWELVE - AMENDMENTS

- ◆ These by-laws may be altered, amended, repealed or added to by an affirmative vote of not less than five (5) members of the Board of Directors.