

Bylaws of
Riverside Homeowners Association, Inc.

Amended as of February 2013

ARTICLE I

PURPOSE

The Corporation is organized to be a non-profit Corporation under the Georgia Non-Profit Corporation Code to perform certain functions for the common good and general welfare for the benefit of members of the Corporation, including but not limited to the authority to fix and collect initiation fees, annual dues and assessments; to enforce any and all regulations, restrictions, and agreements applicable to any of the properties within its jurisdiction; to provide, if desired, security arrangements, personnel and devices with respect to such properties; to do any and all other things that will promote, directly or indirectly, the recreation, health, safety or welfare of or for the common benefit and enjoyment of its members; and to enhance, preserve and maintain the natural beauty of the property and its surroundings; to act as spokesorganization for the members in civic and legislative matters.

As used in these Bylaws, the property which is subject to the jurisdiction of the Corporation, as provided herein, is that real property located in Land Lots 131, 132, 171, 172, 173, 167, 168, bounded by the following streets:

Heards Ferry Road to the south, Riverside Drive and River Valley Road to the east, Riverside Trace and Mountain Creek Trace to the west, and the entrance to North Harbor subdivision off Riverside Drive on the north and including Old Riverside Drive, which is directly opposite the aforementioned entrance as well as homes with addresses on Riverside Drive between the entrance to North Harbor and Heards Ferry Road, on Heards Ferry Road between Heards Creek Drive and Riverside Drive and on River Valley Road between Amberidge Trail and Riverside Drive. Excluding those properties in the Amberglades and North Harbor Subdivisions, as shown on the attached map.

ARTICLE II

OFFICES

The principal office of the Corporation shall be located in Sandy Springs, Fulton County, Georgia. The Corporation may have other such offices as the Board of Directors may determine or as the affairs of the Corporation may require from time-to-time.

The Corporation shall have and continuously maintain in the State of Georgia a registered office, and a registered agent, whose office is identical with such registered office, as required by the Georgia

Non-profit Corporation Code. The address of the offices may be changed from time-to-time by the Board of Directors.

ARTICLE III

MEMBERS

Section 1. Membership. All persons who are record owners of fee simple title to any real property located within the property subject to the jurisdiction of the Corporation shall be eligible members of the Corporation upon the payment of dues as provided herein. Upon payment of dues and acceptance thereof by the Corporation, the fee simple title owner member or members shall be members of the Corporation. The Board of Directors has discretion to apply the receipt of any dues payments during the year to the most recent notice to pay dues, regardless of when the most recent notice was issued.

Section 2. New Owners. All owners of fee simple title to any real property as referenced in Article III, Section 1 of these bylaws are required to submit payment of dues under their own name in order to become members of the Corporation. Owners of any real property within the jurisdiction of the Corporation shall not be considered members based on any payment of dues submitted by prior owners of that real property.

Section 3. Voting Rights. For the purposes of voting, each eligible address shall have only one vote, regardless of the number of Corporation members living at that address. For the purposes of these bylaws, an "eligible address" shall be the physical mailing address assigned to the real property lot within the jurisdiction of the Corporation, wherein the owners are members of the Corporation in accordance with these bylaws. If there is more than one Corporation member at an eligible address, only one member may cast the vote for that eligible address. If more than one vote is cast at the same time representing the same address during a voting process, the Board has the discretion to disregard all votes cast from that address during that voting process.

Section 4. Eligibility to Vote. On the scheduled date of any general membership vote, any member shall be considered eligible to cast a vote, notwithstanding any other requirements of these bylaws, if the member paid dues on or after the date that the most recent dues notice was issued.

In order to be eligible to cast a vote, the member must be the record owner of the same real property within the jurisdiction of the Corporation at the time of the vote, as was owned by that member at the time the member last paid dues.

Section 5. Meetings of Members. An annual meeting of the members shall be held in Sandy Springs, Georgia upon a date and time and place selected by the Board of Directors during each fiscal year of the Corporation. Notice of the Annual Meeting shall be given to all members at least fourteen days in advance of the Annual Meeting. Notice shall be considered sufficient if provided to the members in accordance with Article III, Section 7 of these bylaws. At the Annual Meeting, comprehensive reports of the affairs, finances and budget projections of the Corporation shall be made to the members.

Section 6. Special Meetings. Special meetings of the members of the Corporation for any purpose may be called at any time upon seven days advance notice to the membership. Notice shall be considered sufficient if delivered in the manner described in Article III, Section 7 of these bylaws. Such special meetings may be called at the direction of the President or upon written request of a member of the Board of Directors, or upon written request of members representing 100 individual eligible addresses within of the Corporation who are entitled to vote on the subject or subjects to be discussed at such meeting.

Section 7. Notice. Each member shall register their current email address and physical mailing address with the membership committee. If the member does not have an email address, registering only a physical mailing address shall be acceptable. Notice of meetings stating the time, place and purpose of such meeting may be given to the members personally, or by sending a copy of the notice by email to the last known email address on record with the Corporation for that member. Emailing a notice to one email address per eligible address within the jurisdiction of the Corporation is considered sufficient notice for all members residing at that eligible address. If there is no email address on record for a member or family member at that member's physical address, notice shall be mailed, postage prepaid, to the last known mailing address on record with the Corporation for that member.

Section 8. Quorum. Unless otherwise provided in the Corporation's Articles of Incorporation, in these bylaws or by law, at any meeting of the Corporation's membership, a quorum shall be required for the transaction of business. A quorum shall be present if an eligible voting member is represented in person or by proxy from each of 30 individual addresses from within the jurisdiction of the Corporation. Unless otherwise required by the Corporation's Articles of Incorporation or by law, the majority vote of the present and voting eligible members shall decide such matters.

Section 9. Waiver of Notice. Any and all requirements for call and notice of meetings, regular or special, may be waived by the members either by presence at the meeting in question, or by waiving notice of such meeting in writing, either before or after it is held.

Section 10. Adjourned Meetings. If any meeting cannot be organized because a quorum has not attended, the members present in person or by proxy may adjourn the meeting from time-to-time until a quorum can be obtained.

Section 11. Proxies. At all meetings of members of the Corporation, any member may vote by proxy, provided the proxy be in writing, dated and signed by the members and filed with the Secretary of the Corporation. Proxies may be given to any other members and unless otherwise stated, shall extend until the next meeting of the members, and may extend for a period not to exceed eleven (11) months; provided, however, that every proxy shall automatically cease at such time as the person granting the proxy ceases to be a member of the Corporation.

Section 12. Suspension of Membership. The membership rights of any member, including the right to vote, may be suspended by action of the Directors during the period while any dues or other obligations to pay such assessments, or for violation of any rule of the Corporation. Any such suspension

shall not affect such member's obligation to pay assessments coming due during the period of suspension.

Section 13. Assessments. The Board of Directors shall have the power to (but may not be required or compelled to) levy, assess and collect, and provide for the collection of annual assessments (dues) and charges and special assessments for capital improvements and other operating funds as may be necessary for the purposes of the Corporation; provided further, no such special assessment shall be effective unless 51% of the total membership, either by proxy or at a duly constituted Annual or Special Meeting of the members called for such purpose, vote favorably for such assessment. Annual assessments or dues shall be set by a majority of the Board of Directors at a duly constituted meeting.

Section 14. Notice of Assessments. Notice of any action taken by the Board of Directors with respect to assessments shall be sent to the members in accordance with the same methods of delivery as provided for meetings in Article III, Section 7 of these bylaws. Notice shall not become effective until thirty (30) days after such notice is mailed or emailed.

Section 15. Payment of Assessment and Dues. The time, method and amount of payment of annual and special assessments, charges, or dues shall be determined by the Directors of the Corporation as provided in Article III, Section 13 of these bylaws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Management Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2. Number and Term of Office. The Board of Directors of the Corporation shall consist of at least four (4) but no more than twenty-four (24) persons who shall be elected by members at their Annual Meeting, except that the initial members of the Board of Directors shall be named in the Corporation's Articles of Incorporation. At the first meeting of the members of the Corporation, and at each annual meeting thereafter, the members shall elect for one (1) or two (2) year terms, the following: the President, Vice President, Secretary, Treasurer, and any chairpersons of any of the seven standing committees set forth in Section 12, who shall collectively comprise the members of the Board of Directors.

The Board shall appoint a nominating committee, no less than 45 days prior to each annual meeting, for the purposes of nominating a slate of officers for the forthcoming annual meeting.

Section 3. Compensation. The Directors shall not receive any remuneration or compensation for their services except reimbursement for their out-of-pocket expenses incurred for the benefit of the Corporation. This shall not be construed to preclude any Director from serving the Corporation in any

other capacity and receiving reasonable compensation therefore, subject to, and in accordance with, all bylaws of the Corporation regarding conflicts of interest.

Section 4. Annual Meeting. The Annual Meeting of the Board of Directors will be held within one week of the Annual Meeting of the members or any special meeting of the members at which a full Board of Directors is elected.

Section 5. Special Meetings. Special meetings of the Board of Directors may be held at any time and any place when called by the President or any member of the Board.

Section 6. Notice. A notice of the time, place and object of every special meeting of the Board of Directors shall be given by the Secretary or an Assistant Secretary or an Officer of Director calling a meeting by emailing such notice to the last known email address of each Director no less than three (3) days before such meeting, provided that such notice may be dispensed with if all the Directors are present at the meeting or if those not present shall at any time waive or have waived notice thereof. Each Director shall provide a current email address and physical mailing address to the Secretary.

Section 7. Quorum. A quorum at any meeting of the Directors shall consist of a majority of the membership of the Board. A majority of the Directors present, if a quorum is present, shall decide any question that may come before the meeting, except as otherwise provided by law or by these By-Laws.

Section 8. General Powers. The Board of Directors shall have the power to adopt and publish rules and regulations governing the use by the members of any properties or facilities owned or controlled by the Corporation or intended for the use by the members, and the personal conduct of the members and their guests thereon; and may fix penalties for violation of such rules and regulations and enforce the same.

Section 9. Express Powers. It shall be the duty of the Board of Directors to cause to be kept a complete record of all its acts of the corporate affairs.

Section 10. Vacancies. In the event of a vacancy occurring by reason of the resignation, removal from office as provided in Article IV Section 11 of these bylaws, death or otherwise, of a Director, the remaining voting Directors, although less than a quorum, may by a majority vote elect a successor or successors.

Section 11. Removal of Directors. Any Director may be removed from office, with or without cause, by the vote or written consent of a majority of the members.

Section 12. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the Board designate one or more committees, each consisting of one or more members who may act by a majority of said members. Each committee shall have such powers of the Board and otherwise as provided in the resolution establishing such committee. The rules set forth in these By-laws with respect to meeting of Directors, notice, quorums, voting, and other procedures at such meetings shall be applicable to meetings of any committees established by the Board of Directors.

The Board of Directors may establish committees to report to the Board of Directors on the subject for which they are responsible, such as:

a. Membership Committee – to encourage eligible persons to become members of the Corporation and to acquaint prospective members with the benefits of members therein; to encourage members to maintain their membership; to officially welcome new residents. The membership committee shall also assist the Secretary in keeping current all membership records, including contact information for all members.

b. Security Committee – to investigate problems of and methods to insure the personal and physical security of the members and their property and to work with local law enforcement agencies to seek appropriate solutions.

c. Traffic Committee – to investigate problems of and methods of alleviating traffic congestions and to work with appropriate government agencies to seek appropriate solutions.

d. Environmental Committee – to provide for the care and maintenance of the common areas on the property subject to the jurisdiction of the Corporation; to encourage the continuation of the high standards of maintenance and beauty of the members' property and surrounding areas; to see to it that the streets, roads, and sidewalks are properly maintained by the appropriate authority, and to act as a liaison between the Corporation and existing garden clubs.

e. Zoning Committee – to monitor proposed legislation affecting the members or nearby parcels of real property; and zoning matters (including applications for variances and special use permits); to act as spokesman for the Corporation in such matters; and to report to members thereon.

f. Social Affairs Committee – to promote social activities among the members and their families.

g. Communications Committee – to maintain a website and email communication system for the Corporation and work with other Board members to provide all manner of communications to the members.

h. Such other committees as appropriate and needed.

Section 13. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee established by the Board may be taken without a meeting, if written consent setting forth the action so taken shall be signed by all the Directors on the Board of Directors or by all the members of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or the committee, as the case may be. Nothing contained herein shall be construed as banning ratification by the Board of acts previously taken by the officers or committees.

Section 14. Liability. In the absence of fraud or bad faith, the Directors shall not be personally liable for the debts, obligations or liabilities of the Corporation.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer who shall be elected at an Annual Meeting of the members. Two persons may be named and elected as co-officers in the same office. All officers shall serve for one (1) or two (2) year terms. No member may serve in the same position as an officer for more than two consecutive terms.

Section 2. Powers and Duties. The officers of the Corporation shall have such powers and duties as generally pertain to the respective offices, as well as such powers and duties as from time-to-time may be conferred by the Board of Directors.

(a) President. The President (or Co-Presidents) shall be the chief executive officer of the Corporation, and shall preside at all meetings of the members and at meetings of the Board of Directors; shall have general supervision of the affairs of the Corporation; shall sign or countersign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors; and shall make reports to the Directors and members.

(b) Vice President. The Vice President (or Co-Vice Presidents) shall, in the absence of disability of the other officers, perform the duties of such officers and shall generally assist the other officers.

(c) Secretary. The Secretary (or Co-Secretary) shall keep the Minutes of all meetings, shall have the custody of the seal and the corporate minute records, shall sign with the President such instruments as require such signature and shall record in a book or computer database kept for the purpose the names of all members of the Corporation, together with their email and physical addresses as registered by such members. The Secretary with the approval of the Board of Directors may designate another member of the Board to maintain the aforementioned membership lists.

(d) Treasurer. The Treasurer (or Co-Treasurers) shall have the custody of all monies of the Corporation and shall keep regular books of account and balance the same each month, and shall cause an annual audit (if so directed by the Board of Directors) of the Corporation's books to be made by a certified public accountant (who may be a member) at the completion of each fiscal year. The Treasurer shall prepare comprehensive reports of the affairs, finances and budget projections of the Corporation and shall report on the same to the members at their Annual Meeting.

ARTICLE VI

REIMBURSEMENTS AND INDEMNIFICATION

Any person made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he (or a person of whom he is the legal or personal representative or heir, distribute, or legatee) is or was a Director, officer, employee, or member of a committee of the Corporation, or of any corporation which he served at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer, employee or members of a committee is liable for negligence or misconduct in the performance of duty. Such right of indemnification shall not be deemed exclusive of any rights or indemnities to which such Director, officer, employee, or member of a committee may otherwise be entitled. Any amount payable by way of indemnity shall be determined by, and paid in accordance with, such procedure as at the time shall be provided for, or permitted, by statute.

ARTICLE VII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member, agent or attorney for any proper purpose.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. The calendar year (January to December) will be the term for membership dues.

ARTICLE IX

CORPORATE SEAL

The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" and the year of incorporation in the center thereof.

ARTICLE X

DISSOLUTION OF THE CORPORATION

Should the corporation be dissolved, all assets remaining after payment of any and all liabilities shall be transferred to Upper Chattahoochee Riverkeeper, a 501(c)(3) corporation in Atlanta, Georgia.

ARTICLE XI

AMENDMENTS

The bylaws of the Corporation may be amended and new bylaws not inconsistent with any statutory provision or with any provision of the Articles of Incorporation may be adopted by the affirmative vote of a majority of the Board of Directors then holding office at any regular or special meeting of the Board of Directors; provided, however, the Directors shall not be entitled to alter, amend or repeal Article I of these bylaws, nor shall they be entitled to adopt any bylaw which shall be inconsistent with Article I, unless a corresponding change is made in the provision of the Articles of Incorporation; and provided further, that within thirty (30) days, the Board of Directors shall provide notice of such amendments to the membership, in a manner consistent with the notice requirements of these bylaws, notifying members of the right to call a special meeting in accordance with the bylaws, and that amendments shall remain effective unless rejected by a majority vote of the members present in person or by proxy in writing at a duly held meeting of the members.

ARTICLE XII

CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such officer or director is fully disclosed to the Board of Directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the Corporation.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIII

INTERIM BOARD

In the event that proper elections have not been held in accordance with these bylaws, and all last known officers have served out their entire term, and upon notice to the membership, and without objection from the membership, a volunteer interim board made up of members of the Corporation

may take over day-to-day operations of the Corporation and transact business with the same authority as duly elected officers of the Corporation in order to ensure the continuation of all corporate duties, responsibilities, and services to members, until such time as a proper Annual Meeting of members and election of a new Board of Directors can be held in accordance with these bylaws. In no circumstances shall an interim board conduct the affairs of the Corporation for more than six (6) months.

ADOPTED: This 16th day of February, 2013.

MEGAN GROUT

Riverside HOA Secretary