
BYLAWS
OF
HIDDEN HILLS CIVIC ASSOCIATION, INC.

Prepared By:
Lisa A. Crawford
Dorough & Dorough, LLC
Attorneys at Law
Two Decatur TownCenter, Suite 520
125 Clairemont Avenue
Decatur, Georgia 30030
(404) 687-9977

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- TABLE OF CONTENTS -

	<u>Page Number</u>
ARTICLE 1 NAME, MEMBERSHIP, APPLICABILITY, DEFINITIONS AND DUES	1
1.1 NAME	1
1.2 MEMBERSHIP.....	1
1.3 DEFINITIONS.....	1
1.4 DUES	1
ARTICLE 2 CORPORATION: MEETINGS, QUORUM, VOTING, PROXIES.....	1
2.1 PLACE OF MEETINGS	1
2.2 ANNUAL MEETINGS.....	1
2.3 MONTHLY MEETINGS OF THE MEMBERS	1
2.4 SPECIAL MEETINGS OF THE MEMBERS	2
2.4 RECORD DATE.....	2
2.6 NOTICE OF MEETINGS	2
2.7 WAIVER OF NOTICE.....	2
2.8 QUORUM	3
2.9 ADJOURNMENT OF MEETINGS	3
2.10 MEMBERSHIP LIST	3
2.11 VOTING.....	3
2.12 PROXIES	3
2.13 ACTION BY WRITTEN BALLOT.....	4
ARTICLE 3 BOARD OF DIRECTORS: NUMBER, POWERS, MEETINGS.....	4
3.1 GOVERNING BODY; COMPOSITION	4
3.2 NUMBER OF DIRECTORS	4
3.3 NOMINATION OF DIRECTORS	4
3.4 ELECTION AND TERM OF OFFICE	4
3.5 REMOVAL OF DIRECTORS	5
3.6 VACANCIES	5
3.7 ORGANIZATION MEETINGS OF THE BOARD	5
3.8 REGULAR MEETINGS OF THE BOARD.....	5
3.9 SPECIAL MEETINGS OF THE BOARD	5
3.10 WAIVER OF NOTICE	6
3.11 QUORUM OF BOARD OF DIRECTORS.....	6
3.12 COMPENSATION	6
3.13 OPEN MEETINGS	6
3.14 EXECUTIVE SESSION	6
3.15 ACTION WITHOUT A FORMAL MEETING.....	6
3.16 TELEPHONIC PARTICIPATION	7
3.17 POWERS	7
3.18 MANAGEMENT AGENT.....	8
3.19 BORROWING.....	8
3.20 STANDARD OF CONDUCT – BOARD OF DIRECTORS	8

ARTICLE 4 OFFICERS.....	8
4.1 OFFICERS.....	8
4.2 ELECTION AND TERM OF OFFICE.....	8
4.3 REMOVAL OF OFFICERS.....	9
4.4 COMPENSATION.....	9
4.5 PRESIDENT.....	9
4.6 VICE PRESIDENT OF COMMUNITY AFFAIRS.....	9
4.7 VICE PRESIDENT OF COUNTY AFFAIRS.....	9
4.8 SECRETARY.....	10
4.9 TREASURER.....	10
4.10 RESIGNATION.....	10
ARTICLE 5 COMMITTEES.....	10
5.1 GENERAL.....	11
5.2 APPOINTMENT.....	11
5.3 STANDING COMMITTEES.....	11
5.4 EXECUTIVE COMMITTEE.....	11
5.5 LIMITS ON AUTHORITY OF COMMITTEES.....	12
5.6 MEETINGS AND NOTICE.....	12
5.7 QUORUM.....	12
5.8 RESIGNATION AND REMOVAL.....	12
5.9 VACANCIES.....	12
5.10 PROCEDURE.....	12
5.11 COMPENSATION.....	12
ARTICLE 6 MISCELLANEOUS.....	13
6.1 FISCAL YEAR.....	13
6.2 PARLIAMENTARY RULES.....	13
6.3 CONFLICTS.....	13
6.4 AMENDMENT.....	13
6.5 NOTICES.....	13
6.6 ELECTRONIC RECORDS, SIGNATURES AND DOCUMENTS.....	13
6.7 INDEMNIFICATION.....	14
6.8 BOOKS AND RECORDS.....	15
6.9 CONFLICT OF INTEREST.....	15
6.10 STANDARD OF CONDUCT.....	15
 GLOSSARY OF TERMS.....	 (i)

BYLAWS

OF

HIDDEN HILLS CIVIC ASSOCIATION, INC.

Article 1

Name, Membership, Applicability, Definitions and Dues

1.1 Name. The name of the corporation shall be Hidden Hills Civic Association, Inc. (hereinafter sometimes referred to as the "Corporation").

1.2 Membership. The Corporation shall have one class of Membership, consisting of the Member(s) as defined herein.

1.3 Definitions. The words used in these Bylaws shall have the same meaning as set forth in these Bylaws and the Georgia Nonprofit Corporation Code-(O.C.G.A. Section 14-3-101, et seq.) Statutory references shall be construed as meaning the referenced statute or portion thereof as the same may exist from time to time.

1.4 Dues. The amount of dues to be paid by each Member shall be established by the Board of Directors and shall be approved by a majority of the Members as follows: The Board shall cause the proposed amount of the annual dues for the coming calendar year to be delivered to each Member in connection with the notice of the annual meeting. The annual dues shall be approved at the annual meeting by a majority of the Members at said annual meeting. Notwithstanding the foregoing, in the event the membership does not approve the proposed dues or the Board fails to determine the annual dues, then and until such time as the annual dues shall have been determined, as provided herein, the annual dues for the previous year shall remain in effect. The due date for the dues shall be determined annually by the Board of Directors. Each Member shall be sent notice for annual dues; Hidden Hill property owners shall also be notified of this information.

Article 2

Corporation: Meetings, Quorum, Voting, Proxies

2.1 Place of Meetings. Meetings of the Corporation shall be held at such suitable place in DeKalb County, Georgia convenient to the Members as may be designated by the Board of Directors, either in the Community or as convenient thereto as possible and practical.

2.2 Annual Meetings. There shall be an annual meeting of the Members on the first Thursday in November at such place and time as the Board of Directors shall determine to receive the reports of the outgoing Board of Directors, to elect directors and establish the dues for the ensuing year and to transact such other business as may come before the meeting.

2.3 Monthly Meetings of the Members. There shall be monthly meetings of the Members on the first Thursday of each month (except for the months of January, July and

November). The notice of any monthly meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a monthly meeting, except those matters that are within the purpose or purposes described in the notice.

2.4 Special Meetings of the Members. The President or the Board of Directors may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Corporation upon the delivery of a petition signed and dated by Members entitled to cast at least twenty percent (20%) of the total Membership vote and describing the purpose or purposes for which it is to be held. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting, except those matters that are within the purpose or purposes described in the notice.

2.5 Record Date. The Board of Directors shall fix in advance a record date for a determination of Members entitled to notice of and to vote at any meeting of Members or any adjournment thereof, or to make a determination of Members for any other purpose, such date to be not more than thirty (30) days before the date on which the meeting or particular action requiring such determination of Members is to be taken.

2.6 Notice of Meetings. It shall be the duty of the Secretary or such other agent as the Corporation may designate to provide fair and reasonable notice to the Membership of any meeting. It shall be the duty of the Secretary or such other agent as the Corporation may designate to post in the Community, to mail or to cause to be delivered to the Membership (as shown in the records of the Corporation as of the record date) a written notice of each annual or special meeting of the Corporation stating the date, time and place where it is to be held and if and to the extent required by the Nonprofit Code or other applicable law (the "Governing Law"), the purpose(s) thereof. Such notice may be posted in the Community, delivered personally or sent by United States mail, postage prepaid, statutory overnight delivery, or sent by electronic transmission in accordance with the Nonprofit Code to all Members of record at the address shown in the Corporation's current records. Notices shall be posted in the Community, mailed or delivered not less than ten (10) days in advance of any annual or special meeting (or if notice is mailed by other than first-class or registered mail, thirty (30) days) nor more than sixty (60) days before the meeting. If any meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date is or must be fixed under the Governing Law notice of the adjourned meeting shall be given to persons who are Members of record as of the new record date.

2.7 Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing or by electronic transmission signed by the Member entitled to notice and delivered to the Corporation for inclusion in the minutes for filing with the Corporation's records, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member, whether in person or by proxy, shall be deemed waiver by such Member of lack of notice or defective notice, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

2.8 Quorum. The presence, in person or by proxy, of Members entitled to cast at least ten percent (10%) of the votes entitled to be cast at the meeting shall constitute a quorum at all meetings of the Corporation. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

2.9 Adjournment of Meetings. If any meeting of the Corporation cannot be held because a quorum is not present, a majority of the Members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting, the presence, in person or by proxy, of Members entitled to cast at least five percent (5%) of the votes entitled to be cast at the adjourned meeting shall constitute a quorum for said adjourned meeting of the Corporation. Further, at such adjourned meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice.

2.10 Membership List. After the record date for any meeting is established by the Board of Directors, the Secretary shall prepare an alphabetical list of the names and addresses of all of the Members who are entitled to notice of the meeting. Beginning at least two (2) business days after notice is given of the meeting for which the list was prepared, the list of Members shall be available for inspection by any Member or a Member's agent or attorney: (1) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting or upon request; or (2) during ordinary business hours at the Corporation's principal office or at such other reasonable place as may be specified in the notice in the city where the meeting will be held. In the event that the Corporation makes the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to Members of the Corporation. In addition, the list shall be available for inspection at the meeting or any adjournment thereof.

2.11 Voting. All Members in good standing shall be entitled to one (1) equal vote for each Lot owned or occupied. When more than one person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as those Owners determine among themselves and advise the Secretary prior to any meeting. In the absent of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it. Members shall have the right to approve, disapprove and take action as provided herein, including, without limitation, the following: (a) elect the board of directors and officers at the annual meeting, (b) approve the annual dues at the annual meeting, (c) vote at annual, monthly and special meetings of the Members, (d) vote to amend the Bylaws, and (e) voice their opinions and volunteer their services for the good of the organization.

2.12 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxy appointment forms shall be in writing, signed either personally or by an electronic transmission, dated, and filed with the Secretary before the appointed time of each meeting. An electronic transmission must contain or be accompanied by information from which it can be determined that the Member, the Member's agent, or the Member's attorney in fact authorized the electronic transmission. Proxies may be delivered to the Board of Directors by personal delivery, U.S. mail or electronic transmission to the Secretary or other officer or agent

authorized to tabulate votes. Every proxy shall be revocable and shall automatically cease upon: (a) receipt of notice by the Secretary of the death or judicially declared incompetence of a Member; (b) receipt by the Secretary or other officer or agent authorized to tabulate votes of written revocation signed by the Member; (c) receipt by the Secretary or other officer or agent authorized to tabulate votes of a subsequent appointment form signed by the Member; (d) attendance by the Member and voting in person at any meeting; or (e) the expiration of eleven (11) months from the date of the proxy appointment form.

2.13 Action By Written Ballot. Any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if approved by ballot in writing or by electronic transmission as provided herein. The Corporation shall deliver a ballot in writing or by electronic transmission to each Member entitled to vote on the matter. The ballot in writing or by electronic transmission shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. All solicitations for votes by ballot in writing or electronic transmission shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Corporation in order to be counted. A timely ballot in writing or by electronic transmission received by the Corporation may not be revoked. Approval by ballot in writing or by electronic transmission of an action shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The results of each action by ballot in writing or by electronic transmission shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Corporation.

Article 3

Board of Directors: Number, Powers, Meetings

3.1 Governing Body; Composition. The affairs of the Corporation shall be governed by a Board of Directors, which Board shall be made up of the officers of the Corporation. Directors shall be Members in good standing.

3.2 Number of Directors. The Board of Directors shall consist of seven Members being elected to the following offices: President, First Vice President, Second Vice President, Secretary, Treasurer, First Director at Large and Second Director at Large, elected as provided below.

3.3 Nomination of Directors. Elected directors may be nominated from the floor, if a meeting is held for the election of directors and may also be nominated by a nominating committee, if established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

3.4 Election and Term of Office. Except as may otherwise be provided herein due to the removal of a director by the Members of the Corporation or a vacancy on the Board, the Members shall elect the members of the Board of Directors at the annual meeting of the Corporation to fill the positions of Officers of the Corporation as follows: the President, Vice President of Community Affairs, Vice President of County Affairs, Treasurer, Secretary, First Member at Large and Second Member at Large. The candidate receiving the most votes for each position shall be elected. Directors to be elected by the Members of the Corporation shall be elected at the Corporation's annual meeting from nominated candidates for a period of two (2) years; provided, however, at the first annual meeting following adoption of these Bylaws, the President, Vice President of Community Affairs and Treasurer shall each serve an initial one (1) year term and further, at the first annual meeting following adoption of these Bylaws, the Vice President of County Affairs, Secretary, First Member at Large and Second Member at Large shall each serve an initial two (2) year term. After the initial terms of the President, Vice President of Community Affairs, Treasurer, the Vice President of County Affairs, Secretary, First Member at Large and Second Member at Large, respectively, each member of the Board of Directors shall serve for a period of two (2) years. The intent of the foregoing is staggered terms for the directors of the Board so that in alternate years three (3) directors shall be elected to the Board for two (2) year terms followed by four (4) directors elected to the Board also for two (2) year terms. The Members of the Board of Directors shall continue in office until their respective successors shall have been elected and take office.

3.5 Removal of Directors. At any annual, regular or special meeting of the Corporation, any one (1) or more of the Members of the Board of Directors elected by the Members may be removed, with or without cause, by a majority of the Total Membership Vote and a successor may then and there be elected to fill the vacancy thus created. Total Membership Vote shall mean the total votes attributable to all of the Members as of the record date for such meeting. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a director. A director whose removal by the Members has been proposed shall be given an opportunity to be heard at the meeting. Additionally, any director who has three (3) consecutive unexcused absences from Board meetings may be removed by a majority vote of the remaining directors.

3.6 Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a director by vote of the Corporation, shall be filled by a vote of the majority of the remaining directors. Each Person so selected shall serve the unexpired portion of the term of the outgoing director.

3.7 Organization Meetings of the Board. The first meeting of a newly elected Board of Directors shall be held within ten (10) days after the election at such time and place as the directors may conveniently assemble.

3.8 Regular Meetings of the Board. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board, provided that, at least four (4) such meetings shall be held during each fiscal year with at least one (1) per quarter. Notice of the regular schedule shall constitute sufficient notice of such meetings.

3.9 Special Meetings of the Board. Special meetings of the Board of Directors shall be held when requested by President, either Vice President or by any two (2) directors. The notice shall specify the date, time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery (including commercial delivery service) to such director's home or office; (b) written notice by first class mail, postage prepaid; (c) by telephone communication (including facsimile), either directly to the director or to the director's home or office; or (d) issued electronically in accordance with the Nonprofit Code, if the director has consented in writing to such method of delivery and has provided the Board with an address regarding the same. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notices sent by first class mail shall be deposited with the U.S. Postal Service at least four (4) days before the time set for the meeting. Notices given by personal delivery, electronic transmission or telephone shall be given at least two (2) days before the day set for the meeting.

3.10 Waiver of Notice. The business transacted at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes either in writing or by electronic transmission which is included in the minutes or filed with the official records of the Corporation. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11 Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the votes of a majority of the directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors.

3.12 Compensation. No director shall receive any compensation from the Corporation for acting as such.

3.13 Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

3.14 Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

3.15 Action Without A Formal Meeting. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if one or more consents, in writing or by electronic transmission, setting forth the action so taken, shall be signed by a majority of the

directors and delivered to the Corporation for inclusion in the minutes for filing in the corporate records. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

3.16 Telephonic Participation. One or more directors may participate in and vote during any meeting of the Board by telephone conference call or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

3.17 Powers. The Board of Directors shall be responsible for the affairs of the Corporation and shall have all of the powers and duties necessary for the administration of the Corporation's affairs and, as provided by law, may do all acts and things as are not by law, the Articles of Incorporation of the Corporation, or these Bylaws directed to be done and exercised by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Corporation that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) establishing the annual dues;
- (b) providing for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Corporation;
- (c) designating, hiring, and dismissing the personnel necessary for the operation of the Corporation and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- (d) collecting the dues, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Corporation;
- (e) opening of bank accounts on behalf of the Corporation and designating the signatories required;
- (f) enforcing by legal means the provisions of these Bylaws, and the Articles of Incorporation, and bringing any proceedings which may be instituted on behalf of or against the Members concerning the Corporation;
- (g) keeping books with detailed accounts of the receipts and expenditures of the Corporation and the actions thereof, and specifying the maintenance and repair expenses and any other expenses incurred;
- (h) authorization to obtain contracts for goods, services or materials on behalf of the Corporation for an amount of less than Five Thousand and No/100 Dollars (\$5000.00); provided, however, prior to entering into a contract on behalf of the Corporation, the Board of Directors shall solicit input from the Members at a meeting, properly called and noticed as provided herein for such purpose. After said meeting, the Board of Directors may, by resolution of a majority of

the members of the Board of Directors, enter into any contract on behalf of the Corporation;

(i) authorization to obtain contracts for goods, services or materials on behalf of the Corporation for an amount in excess of Five Thousand and No/100 Dollars (\$5000.00); provided, however, prior to entering into a contract for goods, services or materials on behalf of the Corporation for an amount in excess of Five Thousand and No/100 Dollars (\$5000.00), the Board of Directors shall solicit bids for said goods, services or materials and submit the lowest bid to the Members for their approval at a meeting, properly called and noticed as provided herein for such purpose. After said meeting and approval by a majority of the Members present at said meeting, the Board of Directors may, by resolution of a majority of the members of the Board of Directors, enter into said contract on behalf of the Corporation; and

(l) Any contract, mortgage, deed to secure debt, deed, note or other legal documents to be executed on behalf of the Corporation shall be executed by the President and Treasurer and attested to by the Secretary or in his absence the Vice President for Community Affairs and Treasurer and attested to by the Secretary. The secretary shall affix the seal of the Corporation to all legal documents requiring such seal.

3.18 Management Agent. The Board of Directors may employ for the Corporation a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize subject to any limitations contained herein.

3.19 Borrowing. The Board of Directors shall have the power to borrow Five Thousand and No/100 Dollars (\$5000.00) without the approval of the Members of the Corporation; provided, however, in the event the amount of the loan would exceed Five Thousand and No/100 Dollars, the Board shall obtain approval of the Members in the same manner as for a contract in excess of Five Thousand and No/100 Dollars (\$5000.00) provided hereinabove.

3.21 Standard of Conduct – Board of Directors. Members of the Board of Directors shall conduct themselves in a manner consistent with the terms of these Bylaws and the provisions of O.C.G.A. §14-3-830 of the Georgia Nonprofit Corporations Code, as the same may be amended from time to time.

Article 4 Officers

4.1 Officers. The officers of the Corporation shall be a President, Vice President of Community Affairs, Vice President of County Affairs, Secretary and Treasurer which shall be elected to the Board of Directors to fill said offices as provided herein.

4.2 Election and Term of Office. Except as may otherwise be provided herein due to the removal of an officer by the Members of the Corporation or a vacancy, the Members shall elect the members of the Board of Directors at the annual meeting of the Corporation to fill the positions of Officers of the Corporation as follows: the President, Vice President of Community Affairs, Vice President of County Affairs, Treasurer and Secretary. The candidate receiving the

most votes for each position shall be elected. Officers to be elected by the Members of the Corporation shall be elected at the Corporation's annual meeting from nominated candidates for a period of two (2) years; provided, however, at the first annual meeting following adoption of these Bylaws, the President, Vice President of Community Affairs and Treasurer shall each serve an initial one (1) year term and further, at the first annual meeting following adoption of these Bylaws, the Vice President of County Affairs and Secretary shall each serve an initial two (2) year term. After the initial terms of the President, Vice President of Community Affairs, Treasurer, the Vice President of County Affairs and Secretary respectively, each officer shall serve for a period of two (2) years. The intent of the foregoing is staggered terms for the officers so that in alternate years three (3) Officers shall be elected to the Board for two (2) year terms followed by two (2) Officers elected to the Board also for two (2) year terms. Each Officer shall continue in office until their respective successors shall have been elected and take office.

4.3 Removal of Officers and Vacancies. Removal of Officers and vacancies in any office shall be handled in the same manner as provided for removal of directors and vacancies on the Board as described in Sections 3.6 and 3.7, respectively.

4.4 Compensation. The officers shall receive no compensation.

4.5 President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members and directors. The immediate supervision of the affairs of the Corporation shall be vested in the President. It shall be the President's duty to attend to the business of the Corporation and maintain strict supervision over all of its affairs and interests. The President shall keep the Board of Directors fully advised about the affairs and conditions of the Corporation, and shall manage and operate the business of the Corporation pursuant to and in accordance with such policies as may be prescribed from time to time by the Board of Directors.

4.6 Vice President of Community Affairs. The Vice President of Community Affairs, if any, shall act in the President's absence or disability and shall have all powers, duties, and responsibilities provided for the President when so acting, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board or delegated to a Vice President by the President. The Vice-President for Community Affairs may also be known as the "First Vice President" and shall have such other duties and authorities as are delegated to him or her by the Board of Directors relating specifically to Community (internal) interests and activities.

4.7 Vice President of County Affairs. The Vice President of County Affairs, if any, shall act in the absence or disability of both the President and the Vice President of Community Affairs and shall have all powers, duties, and responsibilities provided for the President when so acting, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board or delegated to a Vice President by the President. The Vice-President for County Affairs may also be known as the "Second Vice President" and shall have such other duties and authorities as are delegated to him or her by the Board of Directors specifically relating to County (external) interests and activities.

4.8 Secretary. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors; notify the Members and directors of meetings as provided by these Bylaws and Georgia law; have custody of the seal of the Corporation; affix such seal to any instrument requiring the same; attest the signature or certify the incumbency or signature of any officer of the Corporation; and perform such other duties as the President, or the Board of Directors may prescribe. The Secretary shall perform the duties of the Treasurer of the Corporation in the absence or disability of the Treasurer.

4.9 Treasurer. The Treasurer shall keep, or cause to be kept, the financial books and records of the Corporation, and shall faithfully account for the Corporation's funds, financial assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the President and the Board of Directors informed at all times as to the financial condition of the Corporation, and shall perform such other duties as the President, or the Board of Directors may prescribe. The Treasurer shall maintain the money and other assets of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer may provide for the investment of the money and other assets of the Corporation consistent with the needs of the Corporation to disburse such money and assets in the course of the Corporation's business. The Treasurer shall perform the duties of the Secretary of the Corporation in the absence or disability of the Secretary. The Treasurer shall give a report on the finances of the Corporation to the Members of the Corporation at the regularly scheduled monthly meetings of the Corporation. The Treasurer shall prepare an annual budget for the Corporation in conjunction with members of the Finance Committee. The Treasurer shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. He or she shall prepare, and certify or cause to be prepared, and certified, the financial statements to be included in any required reports. The Treasurer shall exhibit and or render the books of account and financial records to the Members, Board of Directors of the Corporation, or to his or her agent or attorney, on request therefore.

4.10 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any officer establishes permanent residency outside the confines of the Community, such action constitutes a resignation from office and said vacancy will be filled in accordance with the provisions of Section 3.6 hereof.

Article 5 Committees

5.1 General. Any officer Advisory committees to perform such tasks and to serve for such periods as may be designated by the Board or as established herein are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms hereof or

resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. An advisory committee shall not be authorized to exercise any authority of the Board under the Articles of Incorporation of the Corporation, these Bylaws or the Nonprofit Code.

5.2 Appointment. The Board of Directors, by resolution adopted by a majority of the full Board, may designate one or more of its members to constitute an executive committee or any other committee. Each committee shall have one or more members, who serve at the pleasure of the Board of Directors. The designation of such a committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member of it, of any responsibility imposed by law.

5.3 Standing Committees. The Board may establish Standing Committees to the Board. These Standing Committees will operate to investigate and advise the Board of affairs determined important to the Community by the Board and the Members. The standing, permanent committees for the Corporation shall be as follows:

- (a) Membership/Welcome
- (b) Architectural Controls (covenants enforcement)
- (c) Activities and Events (consisting of, but not limited to Easter Egg hunt, annual yard sale, Halloween celebration, scholarship)
- (d) Communication (consisting of, but not limited to e-mail, website operations and updates, newsletter, phone and postal communications with Members)
- (e) Nominating (officer/board elections)
- (f) Grounds & Maintenance (upkeep of common grounds, Neighbor Day)
- (g) Safety & Security (consisting of, but not limited to Security patrol, liaison with appropriate police and fire officials, security, and safety updates)
- (h) Financial (consisting of, but not limited to fundraising, marketing, financial oversight)

5.4 Executive Committee. The Board shall, and hereby does, establish an Executive Committee to the Corporation. The Executive Committee will operate to investigate and advise the Board of all issues pertaining to the Community. The Executive Committee shall consist of all members of the Board of Directors, the chairperson of each Standing Committee, and a Phase Director from each phase of development in the Community. The Phase Director shall be chosen by the Members in a particular phase of development in the Community to serve in said capacity as Phase Director. If in the event no Phase Director is so chosen, a resident volunteer may serve in that capacity. The chairperson of the Executive Committee shall be the President of the Corporation. The Executive Committee shall meet at least annually-which meeting shall be

called and noticed in the same manner as for any committee.

5.5 Limits on Authority of Committees. No committee, including the executive committee, may do any of the following:

- (a) Fill vacancies on the board of directors or on any of its committees;
- (b) Amend articles of incorporation;
- (c) Adopt, amend, or repeal bylaws;

5.6 Meetings and Notice. Regular meetings of a committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of a committee may be called by any member of it upon not fewer than two days' notice stating the place, date, and hour of the meeting. Notice of special meetings shall be given in the same manner as is notice of special director meetings as provided herein. Any member of a committee may waive notice of any meeting, and no notice of any meeting need be given to any member of it who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting.

5.7 Quorum. A majority of the members of committee shall constitute a quorum for the transaction of business at any meeting of that committee, and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

5.8 Resignation and Removal. Any member of a committee may be removed at any time, with-cause, by resolution adopted by a majority of the full Board of Directors. Any member of a committee may resign from the committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

5.9 Vacancies. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board of Directors.

5.10 Procedure. A committee shall elect a chairperson to act as the presiding officer of said committee from its members and may fix its own rules of procedure which shall not be inconsistent with these bylaws. A committee shall keep regular minutes of its proceedings, and report the same to the Board of Directors for the Board's information at the meeting thereof held next after the proceedings shall have occurred.

5.11 Compensation. The committee members shall receive no compensation and all committee member positions are on a voluntary basis.

Article 6
Miscellaneous

6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by resolution of the Board.

6.2 Parliamentary Rules. *Roberts Rules of Order* (current edition) shall govern the conduct of all Corporation proceedings, when not in conflict with Georgia law, the Articles of Incorporation of the Corporation, or these Bylaws.

6.3 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation of the Corporation, and these Bylaws, the provisions of Georgia law, the Bylaws and the Articles of Incorporation (in that order) shall prevail.

6.4 Amendment. These Bylaws may be amended by the Board of Directors with the affirmative vote of at least two-thirds (2/3) of the Members voting and present in such an election including absentee ballots and proxies.

6.5 Notices. Unless otherwise provided in these Bylaws, all notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered by personal delivery; by United States mail, first class postage prepaid; or by electronic transmission:

(a) If to an Owner at the address of the Lot of such Owner; or if by electronic transmission by a form of electronic transmission consented to by the Owner and otherwise in accordance with the Nonprofit Code;

(b) If to an Occupant, at the address of the Lot occupied; or if by electronic transmission by a form of electronic transmission consented to by the Occupant and otherwise in accordance with the Nonprofit Code; or

(c) If to the Corporation, the managing agent or the Board of Directors, at the principal office of the Corporation or the managing agent, if any, or at such other mailing address as shall be designated in writing by the Board of Directors; or if by electronic transmission by a form of electronic transmission consented by the Board of Directors as provided in a resolution of the Board of Directors and otherwise in accordance with the Nonprofit Code.

6.6 Electronic Records, Signatures and Documents. To the extent permitted by Georgia law and these Bylaws, the Corporation and its Members, may perform any obligation or exercise any right by use of any technological means providing sufficient security, reliability, identification and verifiability, which technological means has been approved by the Board of Directors in its sole discretion. Acceptable technological means of creating an electronic transmission may include, without limitation, electronic communication over the internet, the community or other network, whether by direct connection, internet, telecopier or e-mail. An electronic transmission which is transmitted by a Member that evidences a Member's consent or approval on a ballot, requests or demands an action to be taken by the Corporation, or provides notice to the Corporation under these Bylaws shall be deemed to be written, signed, and dated for the purposes of these Bylaws and the Declaration, provided that any such electronic transmission sets forth or is delivered with information from which the Corporation can determine: (1) that the

electronic transmission was transmitted by the Member and (2) the date on which such Member transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent, request, demand, or notice was signed. Except as may be otherwise provided in the Declaration or these Bylaws, records, signatures and notices which are accepted, created or given by the Board of Directors shall not be denied validity or effectiveness hereunder solely on the grounds that they are transmitted, stored, made or presented electronically.

(a) Use of Electronic Signatures. Whenever the Declaration or these Bylaws authorize an electronic communication, the Board of Directors may accept an electronic signature as valid if:

(1) the signature is easily capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or

(2) the Board of Directors reasonably believes that the signatory affixed the signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

(b) Verification and Liability for Falsification. The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Pending verification, the Board of Directors may refuse to accept any electronic signature, document, record or instrument which, in the sole discretion of the Board of Directors, is not clearly authentic. Neither the Board of Directors nor the Corporation shall be liable to any Member or any other Person for accepting or acting in reliance upon an electronic signature or electronic document which the Board of Directors reasonably believes to be authentic. Any Member or Person who negligently, recklessly or intentionally submits any falsified electronic document or unauthorized electronic signature shall fully indemnify the Corporation for actual damages, reasonable attorneys' fees and expenses incurred as a result of such act(s).

(c) Non-technology Alternatives. If any Owner, Occupant or third party does not have the capability or desire to conduct business using electronic or other technological means, the Corporation shall make reasonable accommodation, at its expense, for such person to conduct business with the Corporation without use of such electronic or other means until such means has become generally (if not universally) accepted in similar projects in the area.

6.7 Indemnification. The Corporation shall indemnify every officer, director, and committee member against any and all expenses, including attorney's fees reasonably incurred by or imposed upon such person in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an officer, director, or committee member, whether or not such person holds such position at the time such expenses are incurred. The officers, directors, and committee members shall not be liable for any mistake of judgment, negligent or otherwise, or for injury or damage caused by any such person in the performance of his or her duties, except for his or her own individual willful

misfeasance or malfeasance. The officers and directors shall have not personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent that such officers or directors may also be Members of the Corporation), and the liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any current or former officer, director, or committee member may be entitled.

6.8 Books and Records. The Corporation shall keep correct and complete books and records of the Corporation and its accounts and shall keep minutes of all proceedings of the Board of Directors, the Standing Committees and the Executive Committee. The books and records of the Corporation shall be available for inspection by Members during normal business hours at the office of the Corporation or other place designated reasonably by the Board of Directors as the depository of such items. Copies of the Articles of Incorporation, the By-Laws and all amendments thereto, shall be furnished to any Member upon request and upon payment of a reasonable charge therefore.

6.9 Conflict of Interest. No member of the Board of Directors may engage in a conflicting interest transaction with respect to the Corporation during his or her term as a director and officer unless: (a) the transaction was approved by a majority of the Board of Directors after required disclosure; (b) the transaction was approved by a majority of the Members of the Association after required disclosure; (c) the action was approved by the superior court in an action to which the Attorney General was a party; or (d) the transaction, judged in the circumstances at the time of commitment, is established to have been fair to the Corporation, as provided in the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-101, et seq. A director shall promptly disclose to the Board any actual or potential conflict of interest affecting the director relative to his or her performance as a director.

6.10 Standard of Conduct. Members shall conduct themselves at all meetings of the Corporation in an ethical, professional, civil and reasonable manner.

GLOSSARY OF TERMS

The following words, when used in these Bylaws, shall have the following meanings:

3.17 "Articles of Incorporation" means the Articles of Incorporation of Hidden Hills Civic Association, Inc., filed with the Georgia Secretary of State and incorporated herein by this reference as may be amended from time to time.

3.1 "Board of Directors" or "Board" means the appointed or elected body of the Association, vested with the authority to manage the affairs of the Association under the Georgia Nonprofit Corporations Code, O.C.G.A. §14-3-101 *et seq.*

1.3 "Bylaws" means the Bylaws of the Hidden Hills Civic Association, Inc. as may be amended from time to time.

2.1 "Community" refers to that certain real property being known as Hidden Hills in DeKalb County, Georgia.

1.1 "Corporation" means Hidden Hills Civic Association, Inc., a Georgia nonprofit corporation, its successors and assigns.

2.11 "Lot" means any plot of land within the Community which constitutes a single-family dwelling site as shown on a plat recorded in the land records of DeKalb County, Georgia.

1.10 "Member" means be a dues paying Person, comprised of an Owner of a Lot within the Community being 18 years of age or older.

1.10 "Membership" means the total number of Members of the Corporation at any given time.

1.3 "Nonprofit Code" means the Georgia Nonprofit Corporations Code (O.C.G.A. Section 14-3-101, et seq.) as the same may be supplemented or amended from time to time.

6.5 "Occupant" means any Person occupying all or any portion of a Lot or other property located within the Community for any period of time, regardless of whether such Person is a tenant of the Owner of such property.

1.4 "Owner" means the record owner, whether one or more Persons, of the fee simple title to any Lot located within the Community.

2.11 "Person" includes any individual, individual acting in a fiduciary capacity, corporation, limited partnership, limited liability company, general partnership, joint stock company, joint venture, association, company or other organization, recognized as a separate legal entity under Georgia law.

5.4 "Phase Director" means a Member from each phase of development in the Community chosen by the Members in a particular phase of development in the Community to serve in said capacity; provided, however, in the event no Phase Director is so chosen by the Members in a particular phase of development in the Community, a resident volunteer may serve in that capacity.