

AMENDED AND RESTATED BYLAWS
OF
DEER VALLEY COMMUNITY ASSOCIATION, INC.

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DEER VALLEY COMMUNITY ASSOCIATION, INC.

Article I
Name, Membership, Applicability and Definitions

Section 1. Name. The name of the Association shall be Deer Valley Community Association, Inc. (“Association”).

Section 2. Membership. As provided in the Declaration and the Act, an Owner of a Lot shall automatically become a Member of the Association upon taking title to the Lot and shall remain a Member for the entire period of ownership. As may be more fully provided below, a spouse of a Member may exercise the powers and privileges of the Member. If title to a Lot is held by more than one (1) person, the membership shall be shared in the same proportion as the title, but there shall be only one (1) membership and one (1) vote per Lot. Membership does not include persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the Owner’s membership. Membership shall be appurtenant to the Lot to which it pertains and shall be transferred automatically by conveyance of that Lot and may be transferred only in connection with the transfer of title.

Section 3. Definitions. Unless the context otherwise required, the terms as used in these Bylaws shall have the same meanings as those terms defined in the Declaration. Additionally, the following terms shall have the following meanings:

(a) Articles or Articles of Incorporation shall mean the Articles of Incorporation of Deer Valley Community Association, Inc., which have been filed with the Secretary of State of the State of Georgia.

(b) Association shall mean Deer Valley Community Association, Inc., a Georgia nonprofit corporation, its successors or assigns.

(c) Board or Board of Directors shall mean the elected body responsible for management and operation of the Association.

(d) Community shall mean that certain real property and interests therein described in Exhibit “A” attached to the Declaration.

(e) Lake means the lake located within the Community as shown on the plats for the Community recorded in the Gwinnett County, Georgia records. The lake adjacent to lots 34 through 40 of Deer Valley which is also bordered by the Rosemore subdivision is not a part of the Community and the Association shall have no responsibility for this lake.

(f) Majority means those eligible votes, members, or other group as the context may indicate totaling more than fifty (50%) percent of the total eligible number.

(g) Member shall mean those persons who are members of the Association, as provided herein.

(h) Officer shall mean those individuals who are elected by the Board to serve as President, Vice President, secretary, or Treasurer, or such other subordinate officers as the board may determine necessary.

(i) Owner shall mean the record owner, whether one or more Persons, of the fee simple title to any Lot located within the Community, excluding, however, any Person holding such interest merely as security for the performance or satisfaction of any obligation.

(j) Person shall mean any natural person, as well as a corporation, joint venture, partnership (general or limited), association, trust, or other legal entity.

Article II

Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at another place convenient to the members as determined by the Board of Directors.

Section 2. Annual Meetings. Annual meetings shall be set by the Board so as to occur at least sixty (60) days before the close of the Association's fiscal year.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a Majority of the Board of Directors or upon a petition signed by Members holding at least twenty-five (25%) percent of the total eligible vote by Voting Members. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to each Member a notice of each annual or special meeting of the Association at least twenty-one (21) days prior to each annual meeting and at least seven (7) days prior to each special meeting. The notice shall state the time, place and purpose of such meeting. Notices shall be delivered personally or mailed by United States Mail, postage prepaid, to each Member at the address of his or her Lot or at such other address as designated in writing by such Owner to the Secretary of the Association. The mailing of such notice or delivery of such notice in the manner provided in this Section shall be considered service of notice.

Section 5. 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, 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 notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order.

Section 6. Adjournment of Meetings. If any meetings of the Association 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 at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 7. Voting. At all meetings of the Members, voting may be by voice vote or ballot. Each Member shall be entitled to one equally weighted vote per membership which vote may be cast by the Member, the Member's spouse, or by a lawful proxy as provided below. When more than one (1) Person owns a Lot in the Community, the vote for such Lot shall be exercised as they determine between or among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot. If only one (1) co-owner attempts to cast the vote for the Lot, it shall be conclusively presumed that such co-owner is authorized on behalf of all co-owners to cast the vote for such Lot. In the event of disagreement between or among co-owners and an attempt by two (2) or more of them to cast such vote or votes, such Persons shall not be recognized and such vote or votes shall not be counted. No Member shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, if that Member is shown on the books or management account of the Association to more than thirty (30) days delinquent in any payment due the Association or if the Member has had its voting rights suspended for the infraction of any provision of these Bylaws, the Declaration or any Rule or Regulation of the Association. If the voting rights of a Member have been suspended, that Member shall not be counted as an eligible vote for purposes of establishing a Majority or a quorum.

Section 8. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon termination of the membership of the Member, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member, or of written revocation, or upon the expiration of eleven (11) months from the date of the proxy. A proxy shall be automatically revoked if the Member who has given such proxy is in attendance at the meeting.

Section 9. Action Without a Meeting. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter.

(a) A written ballot shall:

- (1) Set forth each proposed action; and
- (2) Provide an opportunity to vote for or against each proposed action.

(b) Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the 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.

(c) All solicitations for votes by written ballot shall:

- (1) Indicate the number of responses needed to meet the quorum requirements;
- (2) State the percentage of approvals necessary to approve each matter other than election of directors; and

(3) Specify the time by which a ballot must be received by the Association in order to be counted.

(d.) A timely written ballot may not be revoked without the consent of the Board of Directors. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of Members filed in the permanent records of the Association.

Section 10. Quorum. The presence, in person or by proxy, of Members holding at least ten (10%) percent of the total eligible vote of Voting Members shall constitute a quorum at all meetings of the Association. 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.

Section 11. Decision of Members. Unless otherwise expressly provided in the Act, the Declaration or these Bylaws, and provided a quorum is present, the affirmative vote of a Majority of the Members, by person or by proxy, shall be the act of the members. Notwithstanding the foregoing, any action which by law or pursuant to the provisions of the Declaration requires the assent of a special percentage of the votes of Members greater than that herein specified, shall not be considered the act of the Members unless such requisite percentage so prescribed by law or by the Declaration is obtained. In the event of any tie vote at any regular, special or adjourned meeting, the President, or the Vice President in the absence of the President, shall cast a separate vote to break the tie. When the Act, the Declaration or these Bylaws require the approval or consent of all or a specified percentage of mortgagees and/or other lien holders, no decision or resolution duly adopted by the Members shall be effective or valid until such approval or consent shall have been obtained.

Article III

Board of Directors: Number, Powers, Meetings

A. Composition and Selection

Section 1. Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors. The directors shall be Members or spouses of such Members; provided, however, no Person and his or her spouse may serve on the Board at the same time.

Section 2. Number of Directors. The Board shall consist of not less than five (5) nor more than (9) members.

Section 3. Nomination of Directors. Except with respect to directors appointed by the Developer, nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and three or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting to serve a term of one year or until their successor are appointed, and such appointment shall be announced at each such annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled. Nominations shall also be permitted from the floor. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members.

Section 4. Election and Term of Office. Each director shall be elected to serve for a term of one (1) year. Directors shall hold office for the term for which he or she was elected and until his or her successor is elected and qualified, or until his or her early resignation, death or removal

Election to the Board of Directors shall be by secret written ballot cast at the annual meeting, unless dispensed with by unanimous consent of those present at such meeting. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Directors shall be elected by a plurality of the votes cast. Cumulative voting shall not be permitted.

Section 5. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by members holding a Majority of the Members and a successor may then and there be elected in order to fill the vacancy thus created for the term so remaining. A director whose removal has been proposed by the Voting Members shall be given at least ten (10) days' notice of the calling of the meeting and its purpose and shall be given an opportunity to be heard at the meeting. Additionally, any director who has three (3) consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than thirty (30) days may be removed by a majority vote of the directors at a meeting, a quorum being present. In the event of the death, disability, or resignation of a director, a vacancy may be declared by the Board, and it may appoint a successor.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a director by vote of the Association, shall be filled by a vote of the Majority of the remaining directors, even though less than a quorum, at any meeting of the Board of Directors. Each director so selected shall serve the unexpired portion of the term of his predecessor. Vacancies in the Board of Directors caused by removal of a director by vote of the Members shall be filled by the membership in accordance with Section 6 hereof.

B. Meetings

Section 1. Organization Meetings. The first meeting of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days at the time and place determined by the Board.

Section 2. Regular Meetings. Regular meetings of the board of Directors may be held at such time and place as shall be determined from time to time by a Majority of the directors, but 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 the meetings.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when requested by the President, Vice President or by any two (2) directors. The notice shall specify the 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; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal deliver, telephone, or telegraph company shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 4. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or whenever 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. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed to have been given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 5. 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 a decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. If any meeting cannot be held because a quorum is not present, a majority of the directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time that the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 6. Compensation. No director shall receive any compensation from the Association for acting as a director unless approved by a Majority of the Members.

Section 7. Open Meetings. All meetings of the Board shall be open to all Members, but Members other than directors or officers may not participate in any discussion or deliberation unless expressly so authorized by the Board.

Section 8. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association 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.

Section 9. Action Without A Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors.

Section 10. Telephonic Participation. One or more directors may participate in and vote during any regular or special meeting of the Board by telephone conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those directors participating by telephone shall be deemed to be present at such meeting for quorum and other purposes. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board.

Section 11. Voting, Tie Votes. At all meetings of the Board of Directors, each director, including the President, shall be entitled to cast one (1) vote. In the event of a tie vote by the Board of Directors, the President may, in addition to his or her vote as a Board member, exercise a supplemental vote to break the tie vote.

C. Powers and Duties.

Section 1. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by the Articles or these Bylaws directed to be done and exercised exclusively by the Members. In addition to the duties imposed by these Bylaws or by any resolution of the Association 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) preparing and adopting an annual budget in which there shall be established the contribution of each Member to the common expenses;

(b) making assessments to defray the common expenses, establishing the means and methods of collecting the assessments, and establishing the period of the installment payments of the annual assessments;

(c) providing for the operation, care, upkeep, and maintenance of all areas which are owned by the Association;

(d) designating, hiring, an dismissing the personnel necessary for the operation of the Association 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;

(e) collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;

(f) making and amending rules and regulations;

(g) opening of bank accounts on behalf of the Association and designating the signatories required;

(h) enforcing by legal means the provision of these Bylaws, and the rules and regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the Members concerning the Association;

(i) obtaining and carrying insurance against casualties and liabilities, as provided herein, and paying the premium cost;

(j) paying the cost of all services rendered to the Association or its Members which are not directly chargeable to Members;

(k) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specifying the maintenance and repair expenses and any other expenses incurred; and

(l) contracting with any Person for the performance of various duties and functions. The Board shall have the power to enter into common management agreements with trusts, condominiums, or other associations. Any and all functions of the Association shall be fully transferable by the Board, in whole or in part, to any other entity.

Section 2. Manager. The Board of Directors may employ for the Association 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. The term of any management agreement shall not exceed one (1) year and shall be subject to termination by either party, without cause and without penalty, upon not more than thirty (30) days' written notice.

Section 3. Borrowing. The Board of Directors shall have the power to borrow money for any lawful purpose including, without limitation, repair or restoration of the Common Property, without the approval of the Members of the Association. However, the Board shall obtain approval of at least a Majority of the eligible votes of Members in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities, or the total amount of such borrowing exceeds or would exceed Ten Thousand (\$10,000.00) Dollars outstanding debt at any one time.

Section 4 Enforcement Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine), suspend a Member's right to vote or right to use the Common Property or take other enforcement action unless and until the procedure outlined in the Declaration is followed.

Article IV **Officers**

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same Person, excepting the offices of President and Secretary. The President and Treasurer shall be elected from among the members of the Board of Directors.

Section 2. Election, Term of Office, and Vacancies. Except during the period in which the Developer has the right to appoint the officers of the Association hereunder, the officers of the Association shall be elected annually by the Board of Directors at the first meeting of the directors. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed by the Board of Directors whenever, in its judgment, the removal will serve the best interests of the Association.

Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the Presidents when so acting.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with Georgia law.

Section 7. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and

tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board of Directors.

Section 8. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Contracts with Interested Parties. No contract or transaction between the Association and one or more of its offices or directors, or between the Association and any other entity in which one or more of the Association's officers or directors are officers, directors, partners, or trustees, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Association's officer or director is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if (a) the material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote or votes of the interested director or directors; or (b) the material facts as to his interest and as to the contract or transaction are disclosed or are known to Members entitled to vote thereon, and the contract or transaction is specifically approved or ratified in good faith by vote of such Members; or (c) the contract or transaction is fair as to the Association as of the time it is authorized, approved, or ratified by the Board of Directors or the Members. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction.

Article V **Committees**

Section 1. General. The Board of Directors is authorized to establish committees to perform those tasks and to serve for those periods that it designates. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. The Board may establish an Architectural Control Committee for the purpose of establishing and maintaining architectural standards within the Community and for such other purposes as enumerated in the Declaration. The Architectural Control Committee shall be comprised of at least five (5) Members and shall include one or more members of the Board of Directors. The members, including the chairman of the committee, shall be appointed by and shall serve at the pleasure of the Board of Directors. A majority of the members of the Architectural Control Committee (including the Board members serving on such committee) shall constitute a quorum. A decision of the committee (including all Board members serving on such committee) shall be made by a majority of the quorum.

Section 2. Other Committees. The Board shall be authorized to establish such other Committees as it deems appropriate.

Article VI **Use Restrictions and Rule Making**

Section 1. Authority and Enforcement. The Property shall be used only for those uses and purposes set out in the Declaration and herein. In addition, the Board of Directors shall have the authority to make, modify, repeal and enforce reasonable Rules and Regulations governing the

conduct, use and enjoyment of Lots and the Common Property, provided that copies of all Rules and Regulations are furnished to all Members. The Board shall have the power to impose reasonable monetary fines, as provided within the Declaration and these Bylaws, which shall constitute a lien upon the Lot and otherwise be collectible as an assessment. The Board shall also have the power to suspend a Member's right to vote, or to suspend a Member's right to use any facilities as may be located on the Common Property or to benefit from any services provided or paid for by the Association for violation by such member of any duty imposed under the Declaration, these Bylaws or any Rules or Regulations duly adopted hereunder.

Section 2. Additional Enforcement Rights. Notwithstanding anything to the contrary herein contained, the Association, acting through its Board of Directors, may elect to enforce any provision of the Act, the Declaration, these Bylaws, or the Rules and Regulations by self-help (specifically including, but not limited to, the towing or booting of vehicles without notice that are in violation of parking Rules and Regulations) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both. In any such action, to the maximum extent permissible, the Member responsible for the violation for which abatement is sought shall pay all costs, including reasonable attorneys' fees actually incurred.

Article VII **Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the calendar year.

Section 2. Parliamentary Rules. Roberts Rules of Order (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, these Bylaws, or a ruling made by the Person presiding over the proceeding.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, these Bylaws and the Declaration, then the provisions of Georgia law and the Declaration (in that order) shall prevail.

Section 4. Amendment. These Bylaws may be amended upon the affirmative vote or written consent, or any combination of affirmative vote and written consent, of Members holding at least two-thirds (2/3) of the votes in the Association