

**BYLAWS**  
**OF**  
**RIVER SHORE ESTATES HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I.**

**GENERAL**

**1.1 Name.**

The name of the Corporation shall be "River Shore Estates Homeowners Association, Inc."

**1.2 Principal Office.**

The principal office of the Corporation shall be in Fulton County, Georgia at such location as is designated from time to time by the Board of Directors.

**1.3 Definitions.**

The following terms as used in these Bylaws shall have the following respective meanings:

a. "River Shore Estates" shall mean residential area in the City of Sandy Springs, Georgia, which is bounded on the north by Colewood Way, on the east by Arlington Memorial Park, on the south by Heards Ferry Road, on the west by Riverside Drive and on the northwest by River Valley Road. It shall include all properties on Rivercliffe Drive, Riverhill Drive, River Shore Court, River Shore Parkway, Riverside Parkway, Riverwood Court and Riverwood Drive, the properties known as 314, 324, 330, 340, 350, 410, 420, 430, 440, 450, 460, and 470 Colewood Way, the properties known as 6015, 6035, 6055, 6085, 6105, 6125, 6145, 6165 and 6185 Riverside Drive, and the

properties known as 550, 560, 570, 580, 590, 600, 610, 620, 630, and 640 River Valley Road according to the numbering system now in use in Fulton County, Georgia.

## ARTICLE II.

### PURPOSES AND AIMS

#### 2.1 Purposes and Aims.

The Corporation is organized for the purposes of preserving, protecting, promoting, maintaining, and improving the civic and general community welfare in the residential area in Sandy Springs, Georgia, commonly known as "River Shore Estates," for the transaction of any lawful activity necessary or appropriate to carry out those purposes. Included within these purposes and aims are the following:

To participate in the planning and zoning process of all municipal, county, state and federal bodies or agencies as they affect River Shore Estates or its residents;

To monitor and improve municipal services for River Shore Estates and its residents;

To maintain and protect the character of River Shore Estates;

To provide for the recreational, social and entertainment needs of the residents of River Shore Estates.

## ARTICLE III

### MEMBERSHIP AND DUES

3.1 Membership Requirement. All residents residing within River Shore Estates who have attained the age of 18 years and who have paid the current annual dues set by the Board of Directors shall be Members. No one who has not paid membership dues by the due date set by the Board of Directors for the current year shall be entitled to vote. Each household shall be entitled to one vote. For purposes of determining

households entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to determine Members for any other proper purpose, the Board of Directors shall keep a membership book. For the year 2006, any dues paid to the administratively dissolved Rivershore Estates Homeowner's Association, Inc. shall be treated as if they were paid directly to this Corporation. Any person who no longer resides in River Shore Estates shall no longer be a Member and is not entitled to any refund of annual dues.

3.2 Membership Dues. The amount of membership dues, the due dates for payment of membership dues, and other requirements of the payment of membership dues shall be established from time to time by the Board of Directors.

#### ARTICLE IV

##### MEETINGS OF MEMBERS

4.1 Place of Meetings. Annual or special meetings of Members may be held in Fulton County, Georgia at such place and time as may from time to time be fixed by the Board of Directors or as may be specified in the notice of said meetings.

4.2 Annual Meeting. The annual meeting of the Members shall be held annually in September, October or November at a time and place set by the Board of Directors, at which time the Members shall elect Officers and Directors and conduct such other business as may properly be brought before such meeting. In the event that such annual meeting is not held by oversight or otherwise at the time prescribed above, the Directors shall cause a meeting in lieu thereof to be conducted as soon as is practicable, and any election or other business transacted at such meeting shall be valid as if transacted at the date provided herein. The precise procedure for the conduct of voting



for the election of Directors and Officers, including any circulation of ballots prior to the meeting and the time for their return, shall be established by resolution of the Board of Directors, provided, however, that when casting their votes for any office or any open position on the Board, Members may vote for any Member eligible to serve, whether or not nominated by the Nominating Committee.

4.3 Special Meetings. Except as otherwise provided by statute or the Articles of Incorporation, special meetings of the Members for any purpose shall be called by the President or Secretary of the Corporation when so directed by a majority of the Board of Directors or at the written request of twenty or more Members. Such request shall state the purpose of the proposed meeting.

4.4 Notice of Meetings. Except as otherwise required by statute or the Articles of Incorporation, written notice of each meeting of the Members, whether annual or special, stating the time and place and purpose of such meeting, shall be delivered electronically or otherwise to the home of each Member of record entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days prior to such meeting. Notice of any meeting of Members shall not be required to be given to any member who shall waive such notice. Attendance of a Member at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and a waiver of any and all objections to the place and time of the meeting, and the manner in which a meeting has been called or convened, except that when a Member attends such meeting solely for the purpose of stating, at the beginning of such meeting, any such objection to the transaction of business at the meeting. Notice of any adjourned meeting need not be given otherwise than by announcement at the meeting at which adjournment is taken.

4.5. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, twenty percent (20%) of the Members present or represented by proxy shall constitute a quorum at all meetings of the Members for the transaction of business. When a quorum is present, the vote of a majority of the Members represented and entitled to vote on the subject matter shall be the act of the Corporation, except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws.

4.6. Voting and Proxies. At every meeting of the Members, any Member of record entitled to vote may vote either in person or by valid proxy, which shall be filed with the Secretary of the Corporation before the meeting, but no proxy shall be voted after six (6) months from its date.

## ARTICLE V

### DIRECTORS

5.1 Powers of the Board of Directors. The property and business of the Corporation shall be managed by its Board of Directors. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board of Directors may exercise all powers of the Corporation and do all Acts not expressly reserved to the members or forbidden by statute, the Articles of Incorporation or these Bylaws, and without further restricting the same, the Board of Directors shall have the power to:

- (a) make or authorize all contracts for purchases, improvements, supplies, services, and the employment of attorneys, experts or other consultants;
- (b) make such rules and regulations as may be necessary for the governance of the Corporation and its Members and to amend and alter the same;

(c) fill vacancies in the Board of Directors and in any office caused by death, resignation or otherwise, for the term remaining for the vacated position on the Board.

5.2. Public Statements of Policy and Position. Notwithstanding Section 5.1, policy statements and/or position statements which are to be presented on behalf of the Corporation or the Board to any individual or organization other than a Member may only be made upon the vote of sixty percent (60%) of the Directors eligible to vote (either in person or by proxy) regardless of quorum. Such public statements may be made either in favor or in opposition to any matter that is determined by the Board, in its discretion, to have an impact on the good of the Members, including zoning and variances.

5.3. Number, Term and Compensation of Directors. The Board of Directors shall consist of not less than the minimum number of Directors required under the Georgia Non-Profit Corporation Code nor more than fifteen (15) Directors, the precise number as may be from time to time fixed by resolution of the Board of Directors or of the Members. All Officers shall also be Directors, and their terms shall be as set forth in Article VI below. Directors other than Officers, if any, shall be elected by the Members at the annual meeting and shall serve for terms of one year until their successor has been elected and qualified. No Director shall serve on the Board for more than three (3) consecutive terms, or if the member has served on the Board as both a Director and an Officer, for more than three (3) consecutive years on the Board. A Director who has served three consecutive years may be reelected to the Board, whether as an Officer or Director, after being off the Board for one year. All Directors must be Members. Any Director who ceases to be a Member because he or she no longer resides in River Shore Estates shall immediately forfeit his or her position on the Board. Any Director may be



suspended by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, effective until the next following meeting of the Members.

5.4. Resignation of Director. Any Director may resign at any time by giving written notice to the Board of Directors, and shall be effective at the time specified therein, or if no time is specified, at the time accepted by the Board.

5.5. Removal of Director. Except as otherwise provided by statute or the Articles of Incorporation, any Director may be removed from office for any reason by a vote of two-thirds (2/3) of the Members of the Corporation present in person or represented by proxy at any meeting of the Members; and if a vacancy shall occur among the Directors by reason of death, resignation, removal, increase in the number of directors by the Members, or otherwise, the remaining Directors shall continue to act, and any such vacancy may be filled by a majority of the Directors for the remaining term of the position vacated.

5.6. Compensation of Directors. Directors shall be allowed no compensation but may be reimbursed for actual expenses incurred as may be determined from time to time by resolution of the Board of Directors.

5.7. Regular Meetings. Regular meetings of the Board of Directors, except the organizational meeting, shall be held at the time and place as may be determined by resolution of the Board of Directors, and if so determined, no notice shall be necessary to legally constitute such regular meetings. The Board is expected to meet at least three (3) times annually.

5.8. Special Meetings. Special meetings of the Board of Directors may be called by the President on not less than one (1) day's notice by mail, telegram, telephone, electronic notification, or personal delivery to each Director and on like notice on the written request of at least one-third (1/3) of the members of the Board of Directors as then constituted. Any such special meeting shall be held at such time and place as shall be specified in such notice. No notice of any meeting of the Board of Directors need state the purposes thereof.

5.9. Quorum. At all meetings of the Board of Directors, the presence of a majority of the members of the Board Directors as then constituted, shall be necessary and sufficient to constitute a quorum for the transaction of business. Whether or not a quorum is present, a majority of the Directors present at a meeting may adjourn the meeting from time to time until a quorum can be had, and notice of any adjourned meeting need only be given by announcement at the meeting at which adjournment is taken. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Corporation, except as may be otherwise specifically provided by statute or by Paragraph 5.2 of these Bylaws.

5.10. Action By Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without meeting if, prior to such action, a written consent thereto is signed by all members of the Board of Directors or such committee, as the case may be, and such written consent is filed with the minutes of the Board of Directors or committee.



## ARTICLE VI

### OFFICERS

6.1. Corporate Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers shall be members of the Board of Directors. The Officers shall be elected by the Members at the annual meeting and shall serve for a term of one (1) year or until his or her successor is elected, unless the Officer earlier vacates the office through death, resignation, or removal. No Officer shall serve in any office for more than three (3) consecutive terms. Any Officer may be suspended by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, effective until the next following meeting of the Members.

6.2. President. The President shall be the Chief Executive Officer of the Corporation and shall supervise the business and affairs of the Corporation and the Officers and agents thereof and shall prescribe the duties of other Officers of the Corporation not otherwise specifically provided herein. The President shall preside at meetings of the Members and at meetings of the Board of Directors. The President may also appoint members of committees established by the Board of Directors.

6.3. Vice President. The Vice President shall have such duties as prescribed by the President, and in addition, shall have all of the powers and perform all the duties of President in the event of the President's absence or disability.

6.4. Secretary. The Secretary shall keep minutes of all meetings of the Members, the Board of Directors and all committees thereof, and shall have custody of the seal of the Corporation. The Secretary shall handle all of the correspondence of the

Corporation and shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors. The Secretary shall also be responsible for maintaining the Membership book.

6.5 Treasurer. The Treasurer shall, subject to the direction of the President, have custody of the funds and securities of the Corporation and shall keep accurate accounts of receipts and disbursements in the financial records of the Corporation, and shall make provision for the deposit of and disbursement of such monies and funds of the Corporation. The Treasurer is further permitted to treat any dues or other amounts paid, for any purpose, to the administratively dissolved Rivershore Estates Homeowner's Association, Inc. as if they were paid to this Corporation.

6.6. Other Duties and Authorities. The aforesaid Officers and such other Officers, employees and agents of the Corporation as may be elected or appointed shall have such other duties and authorities as are customarily incident to their respective offices and as may be conferred upon them by the Board of Directors or the President.

6.7 Compensation of Officers. The President, Vice President, Secretary and Treasurer shall serve without compensation. The compensation, if any, of any other Officer, employee, agent or representative of the Corporation shall be fixed by resolution of the Board of Directors.

## ARTICLE VII

### MISCELLANEOUS

7.1 Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Corporation, followed by the word "Seal" enclosed

in parentheses or scroll, shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and may be affixed by him or her on appropriate papers of the Corporation.

7.2 Conflict with Law. If any provision of these Bylaws is or may be in violation of any applicable law, then, if possible, such provision of these Bylaws shall be construed consistent with such law and, if such construction is not possible, then the invalidity of such provision shall not affect the validity of the other provisions of the Bylaws, which shall remain in full force and effect.

#### ARTICLE VIII

#### AMENDMENT

8.1 Amendment. The Bylaws of the Corporation may be amended and new Bylaws may be adopted by recommendation of the amendment by the Board of Directors to the Members and by a vote of not less than two-thirds (2/3) of the Members of the Corporation present in person or by proxy at a meeting of Members; provided, however, that the notice of the meeting shall set forth the general nature of the proposed change to the Bylaws.

#### ARTICLE IX.

#### LIMITATION OF LIABILITY AND INDEMNIFICATION

9.1 Limitation of Liability of Directors. The purpose of this section is to limit the liability of Directors to the fullest extent of the law. A director of this Corporation shall not be liable to the Corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of his or her duties, of any business opportunity of the



Corporation, (b) for acts or omissions which involve intentional misconduct or a knowing violation of law, (c) for the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code, or (d) for any transaction or activity from which the director received an improper personal benefit. If the Official Code of Georgia Annotated is amended after the filing of these Articles of Incorporation to further eliminate or limit the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Official Code of Georgia Annotated, as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9.2 Indemnification. Each Indemnitee (defined below) shall be indemnified and held harmless by the Corporation for all actions taken (regardless of the date of any such action or failure to act) to the fullest extent permitted under Georgia law against all expense, liability, loss (including without limitation, attorney's fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any proceeding. No indemnification pursuant to this section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

The right of indemnification provided in this section shall include the right to have the expenses incurred by the Indemnitee in defending any proceeding paid for by the Corporation in advance of the final disposition of the proceeding to the fullest extent permitted by Georgia law; provided that the Indemnitee may be required to repay all

amounts so advanced without interest if it shall be ultimately determined that the Indemnitee is not entitled to be indemnified under this section; and further provided, however, that in the event that the Board of Directors determines in its discretion that the allegations against the Indemnitee involve willful misconduct or gross negligence and that it is not in the interests of the Corporation to advance such expenses, then the Corporation shall have no obligation to make any advances of expenses.

Indemnification pursuant to this chapter shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.

For purposes of this Article IX, (a) "indemnitee" shall mean each Director or Officer of the Corporation who was or is a party to, or is threatened to be made a party to, or is otherwise involved in any proceeding by reason of the fact that he or she was or is a Director or Officer of the Corporation or was or is serving in any capacity at the request of or for the benefit of the Corporation; and (b) "proceeding" shall mean any threatened pending or completed suit or proceeding, whether civil, criminal, administrative or investigative.

The Corporation may purchase and maintain at its expense insurance for the benefit of any person on behalf of whom insurance is permitted to be purchased against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Georgia or other law. The Corporation may also purchase insurance to insure its indemnification obligations whether arising hereunder or otherwise.

ARTICLE X  
COMMITTEES

10.1 Committees. The Board of Directors may establish such committees as it deems advisable from time to time. All such committees shall operate under the general direction of the Board of Directors and shall report to the Board of Directors. The chairman of any committee shall be a member of the Board of Directors, but other members of the committee need not be members of the Board of Directors. The President shall appoint the members of any committee for periods not to exceed one year, and committees may be abolished and membership in any committee may be terminated by vote of the Board of Directors.

10.2 Nominating Committee. The Nominating Committee shall consist of at least three persons, including the President, and such other members as the Board of Directors may appoint. That Committee shall meet at least 30 days prior to the annual meeting of Members and nominate persons to serve on the Board of Directors and as Officers.