

BY-LAWS
OF
WAVERLY PARK HOMEOWNERS ASSOC., INC.
AS AMENDED (April 28, 2019)

Table OF Contents

ARTICLE I.	NAME AND LOCATION
ARTICLE II.	DEFINITIONS Section 1. Association Section 2. Properties Section 3. Common Area Section 4. Lot Section 5. Owner Section 6. Declarant Section 7. Declaration Section 8. Member
ARTICLE III.	MEETING OF MEMBERS Section 1. Annual Meetings Section 2. Special Meetings Section 3. Notice of Meetings Section 4. Quorum Section 5. Proxies
ARTICLE IV.	BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE Section 1. Number Section 2. Term of Office Section 3. Removal Section 4. Compensation Section 5. Action Taken Without a Meeting
ARTICLE V.	NOMINATION AND ELECTION OF DIRECTORS Section 1. Nomination Section 2. Election
ARTICLE VI.	MEETING OF DIRECTORS Section 1. Regular Meetings Section 2. Special Meetings Section 3. Quorum

ARTICLE VII.	POWERS AND DUTIES OF THE BOARD OF DIRECTORS Section 1. Powers Section 2. Duties
ARTICLE VIII.	OFFICERS AND THEIR DUTIES Section 1. Enumeration of Offices Section 2. Election of Officers Section 3. Term Section 4. Special Appointments Section 5. Resignation and Removal Section 6. Vacancies Section 7. Multiple Offices Section 8. Duties
ARTICLE IX.	COMMITTEES
ARTICLE X.	BOOKS AND RECORDS
ARTICLE XI.	ASSESSMENTS
ARTICLE XII.	CORPORATE SEAL
ARTICLE XIII.	AMENDMENTS Section 1. Section 2.
ARTICLE XIV.	MISCELLANEOUS

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ARTICLE I
NAME AND LOCATION

The name of the corporation is WAVERLY PARK HOMEOWNERS ASSOC., INC., hereinafter referred to as the “Association”. The principal offices of the corporation shall be the Registered Agent for the corporation as currently on file with the Georgia Secretary of State¹. Meetings of its members and directors may be held at such places within the State of Georgia, County of Cherokee², as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. “Association” shall mean and refer to Waverly Park Homeowners Assoc., Inc., its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the association.

Section 3. “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

¹ Amendment 1, October 24, 2001

² Amendment 2, October 24, 2001

Section 6. “Declarant” shall mean and refer to Three C Developers, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Superior Court of Cherokee County, Georgia.

Section 8. “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The 2007 Annual Members Meeting and each subsequent regular annual members meeting shall be held during the month of April as determined and published by the Board of Directors.³

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or persons authorized to call the meeting, by mailing or emailing⁴ a copy of such notice⁵, at least 30⁶ days before such a meeting to each member entitled to vote thereat, addressed to the member’s address or email address⁷ last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the

³ Amendment 1, March 5, 2007

⁴ Amendment 1, April 28, 2019

⁵ Amendment 1, April 28, 2019

⁶ Amendment 2, March 5, 2007

⁷ Amendment 1, April 28, 2019

Declaration, or these By-Laws. If, however, such a quorum shall not be present or represented at the meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than five (5)⁸ individuals. The initial Board of Directors shall consist of three (3) persons. Directors must be resident-members of the Association. In no event shall more than one Director be elected or appointed or serve from the same lot at the same time that another owner of that lot is serving as a Director.⁹ Section 2. Term of Office. Each Director shall serve for a term of one (1) year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or email¹⁰ approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

⁸ Amendment 2, April 17, 2008

⁹ Amendment 4, October 24, 2001

¹⁰ Amendment 5, October 24, 2001

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations may be made by members from the floor at the annual members meeting. The Board of Directors may appoint a Nominating Committee from among Association members.¹¹

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) day notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

¹¹ Amendment 6, October 24, 2001

- (b) adopt and publish policies regarding the use of the Common Area and facilities by non-members and any dues or fees payable to the Association for such use by non-members;
- (c) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (d) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (e) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (f) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a written¹² statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A. members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) publish via email newsletter, WPHA Facebook Group and WP website posts a notice of next year's assessment amount¹³ at least thirty (30) days in advance of each annual assessment period; and

¹² Amendment 7, October 24, 2001

¹³ Amendment 1, April 15, 2018

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded¹⁴;

(g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of 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.

¹⁴ Amendment 8, October 24, 2001

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No persons shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; may delegate signature authority to another Director and shall be required to approve all non-routine and/or emergency expenditures.¹⁵

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall pay all routine, non-emergency expenses of the Association; shall keep

¹⁵ Amendment 1, April 30, 2017

proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.¹⁶

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Control Committee following the conveyance of the last lot owned by Declarant, as provided in the Declaration¹⁷. Architectural Committee members must be resident-members of the Association. In no event shall more than one Architectural Committee member be appointed or serve from the same lot at the same time that another owner of that lot is serving as an Architectural Committee member.¹⁸ In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, by appointment with the appropriate record holder¹⁹, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member by appointment with the Association secretary²⁰, where copies may be purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessments is made and may be collected on a monthly basis. Any

¹⁶ Amendment 2, April 30, 2017

¹⁷ Amendment 6, October 24, 2001

¹⁸ Amendment 9, October 24, 2001

¹⁹ Amendment 10, October 24, 2001

²⁰ Amendment 10, October 24, 2001

assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Association shall have a corporate seal in the following form as approved at the organizational meeting of the Board of Directors: Waverly Park Homeowners Assoc., Inc.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these ByLaws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all the directors of the WAVERLY PARK²¹
HOMEOWNERS ASSOC., INC., have hereunto set our hands this 21st day of August, 1995.

²¹ Amendment 11, October 24, 2001

/s/ _____

Frank Coker, President

/s/ _____

Roger Coker, Secretary/Treasurer

/s/ _____

Anthony Cantrell, Vice President

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of WAVERLY PARK HOMEOWNERS ASSOC., INC., a Georgia corporation, and,

THAT the foregoing By-Laws constitute the amended By-Laws of said Association, as duly amended at a meeting of the Association members thereof, held on the 17th day of April 2008.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 17th day of April 2008.

/s/ _____

CAROL KNAPP, Secretary

[SEAL]

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of WAVERLY PARK HOMEOWNERS ASSOC., INC., a Georgia corporation, and,

THAT the foregoing By-Laws constitute the amended By-Laws of said Association, as duly amended at a meeting of the Association members thereof, held on the 30th day of April 2017.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 30th day of May 2017.

/s/ _____

HAMP REID, Secretary

[SEAL]

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of WAVERLY PARK HOMEOWNERS ASSOC., INC., a Georgia corporation, and,

THAT the foregoing By-Laws constitute the amended By-Laws of said Association, as duly amended at a meeting of the Association members thereof, held on the 15th day of April 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 17th day of May 2018.

/s/ _____

HAMP REID, Secretary

[SEAL]

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of WAVERLY PARK HOMEOWNERS ASSOC., INC., a Georgia corporation, and,

THAT the foregoing By-Laws constitute the amended By-Laws of said Association, as duly amended at a meeting of the Association members thereof, held on the 28th day of April 2019.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 6th day of May 2019.

/s/ _____

HAMP REID, Secretary

[SEAL]