

BYLAWS
OF
MADISON ACRES
HOMEOWNERS ASSOCIATION, INC.

BYLAWS
OF
MADISON ACRES
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

Name, Membership, Applicability, and Definitions

Section 1. Name. The name of the Association shall be Madison Acres Homeowners Association, Inc. (hereinafter sometimes referred to as the "Association").

Section 2. Membership. The Association shall have two (2) classes of membership, Class "A" and Class "B," as is more fully set forth in that Declaration of Covenants, Conditions and Restrictions for Madison Acres (such Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated herein by reference.

Section 3. Applicability. These Bylaws provide for the governance of Madison Acres Homeowners Association, Inc. in accordance with the Articles of Incorporation thereof and the Declaration of Covenants, Condition and Restrictions for Madison Acres, recorded in the Henry County, Georgia Records and are applicable to the Common Property and Lots in the Property. These Bylaws are binding on all present and future Owners, tenants, residents, or other persons occupying or using the Lots or facilities of the Property in any manner. The mere acquisition, rental or act of occupancy of any part of said Lots or Property will signify that these Bylaws are accepted, ratified and will be complied with. These Bylaws are subject to the provisions of the Georgia Non-Profit Corporation Code, the Articles of Incorporation of the Association, and the Declaration of Covenants, Conditions and Restrictions for Madison Acres.

Section 4. Registered Office. The Association shall have a registered agent and a registered office in Georgia as initially set forth in the Association's Articles of Incorporation and as the Board of Directors may from time to time determine.

Section 5. Definitions. The words used in these Bylaws shall have the same meaning as set forth in the Declaration, unless the context shall prohibit.

ARTICLE II

Association: Meetings, Quorum, Voting, Proxies, Etc.

Section 1. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place 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.

Section 2. First Meeting and Annual Meetings. An annual or special meeting shall be held within one (1) year from the date the Declaration is recorded. Annual meetings shall be set by the Board so as to occur no later than sixty (60) days after the close of the Association's fiscal year. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday (excluding Saturday and Sunday).

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 at least twenty-five (25%) percent of all of the votes of the Class "A" membership.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of record of each Lot a notice of each annual or special meeting of the Association stating purpose of the special meeting, as well as the time and place where it is to be held. If an Owner wishes notice to be given at an address other than his or her Lot, he or she shall have designated by notice in writing to the Secretary such other address. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice. Notices shall be served not less than fifteen (15) nor more than thirty (30) days before a meeting. No business shall be transacted at a special meeting, except as stated in the 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 meeting 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. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, dated by the Member, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot, 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.

Section 8. Quorum. The presence, in person or by proxy, at the beginning of a meeting of ten percent (10%) percent of the total eligible votes of the Association 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 9. Consents. Any action which may be taken by a vote of the Members may also be taken by written consent, without a meeting, provided, that such action is taken in accordance with the provisions of the Georgia Non-profit Corporation Code.

Section 10. Written Ballot. Any action to be taken at any annual, regular or special meeting of Members may be taken without a meeting if approved by written ballot as provided herein. The Association shall deliver a written ballot to each Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot of any action shall 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. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of Directors and specify the time by which a ballot must be received by the Association in order to be counted. A timely written ballot received by the Association 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 11. Conduct of Business. The President shall preside over all meetings of the Lot Owners and the Secretary shall keep the minutes of the meetings and record in a minute book all resolutions duly adopted as well as all other transaction occurring at such meetings.

ARTICLE III

Board of Directors: Number, Powers, Meetings, Etc.

A. Composition and Selection.

Section 1. Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors. Except as provided in Section 2 of this Article, the Directors must reside in the Community and 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. Any Director who ceases to be a Lot Owner or a spouse of a Lot Owner shall not be eligible to serve as a Director. Notwithstanding the above, the term "Lot Owner" shall be deemed to include, without limitation, any shareholder, director, officer, partner in, or trustee of any Person which is, either alone or in conjunction with any other Person or Persons, a Lot Owner. However, any individual who would not be eligible to serve as a member of the Board of Directors were he not a shareholder, director, officer, partner in, or trustee of such Person, shall be deemed to have disqualified himself or herself from continuing in office if he or she ceases to have any such affiliation with the Person.

Section 2. Directors Appointed by Declarant. Declarant shall have the right to appoint or remove any member or members of the Board of Directors or any officer or officers of the Association until such time as the Class "B" membership ceases to exist, as set forth in the Declaration, unless the Declarant earlier surrenders this right. Directors selected by Declarant need not meet the qualifications provided in Section 1 of this Article. Each Owner, by

acceptance of a deed or other conveyance of a Lot, vests in Declarant such authority to appoint and remove Directors and officers of the Association.

Section 3. Number of Directors. Except for the Board which shall be appointed as provided in Section 2 of this Article, the Board shall consist of five (5) members.

Section 4. Nomination of Directors. Elected Directors shall be nominated from the floor and may also be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

Section 5. Election and Term of Office. Owner-elected Directors shall be elected and hold office as follows:

(a) After the Declarant's right to appoint Directors and officers terminates, the Association shall call a special meeting to be held at which Owners shall elect no more than five (5) Directors.

(b) At annual meetings of the membership thereafter, Directors shall be elected. All eligible Members of the Association shall vote on all Directors to be elected, and the candidate(s) receiving the most votes shall be elected.

The initial term of three (3) Directors shall be fixed at two (2) years and the initial term of two (2) Directors shall be fixed at one (1) years. At the expiration of the initial term of office of each respective member of the Board of Directors, a successor shall be elected to serve for a term of two (2) years. The members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association.

Section 6. Removal of Directors. At any regular or special meeting of the Association duly called, any one (1) or more of the members of the Board of Directors may be removed, with or without cause, by a Majority of the Members of the Association, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof 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 and at a meeting, a quorum being present. This Section shall not apply to Directors appointed by Declarant.

Section 7. 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 Person so selected shall serve the unexpired portion of the term.

B. Meetings.

Section 8. Organizational Meetings. The first meeting of the members of the Board of Directors following each annual meeting of the membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board.

Section 9. 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 such meetings.

Section 10. 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; or (c) by a telephone communication, either directly to the Director or to a Person at the Director's home or office. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Association and shall be delivered three (3) days prior to the date of the meeting.

Section 11. Waiver of Notice. The transaction of 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. 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.

Section 12. 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. 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 13. Compensation. No Director shall receive any compensation from the Association for acting as such.

Section 14. 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.

Section 15. 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 16. 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 all of the Directors.

Section 17. 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.

Section 18. Decision of Board. The act of a Majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation.

Section 19. Telephonic Participation. One (1) 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 so participating shall be present at such meeting. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board.

C. Powers and Duties.

Section 20. 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 Declaration, 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) preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the common expense;

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

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

(d) designating, hiring, and 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 use restrictions and rules and regulations;
- (g) opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) enforcing by legal means the provisions of the Declaration, these Bylaws, and the Rules and Regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association;
- (i) obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;
- (j) paying the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;
- (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;
- (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;
- (m) borrowing money on behalf of the Association;
- (n) determining how to expend the assessments and other funds on hand belonging to the Association, including but not limited to the purpose of improving the Common Property; and
- (o) taking all other actions the Board of Directors deems necessary or proper for the sound management of the Community and fulfillment of the terms and provisions of the Act, the Declaration, and these Bylaws.

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 perform and be responsible for any and all functions necessary or property for the administration and operation of the Community, unless otherwise particularly and specifically given to the membership.

Section 21. Management Agent. 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 Declarant or an affiliate of the Declarant may be employed as managing agent or manager. 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 thirty (30) days' written notice.

D. Boards or Committees.

Section 22. Architectural Review Board. The Board shall establish an Architectural Review Board for the purpose of establishing and maintaining architectural standards on the Property.

Section 23. Nominating Committee. The Board of Directors may establish a Nominating Committee for the purpose of nominating candidates for election to the Board of Directors.

Section 24. Additional Committee. The Board of Directors shall have the power and authority to create and establish other committees as it deems desirable. Any such committee shall advise the Board of Directors of matters pertaining to the purpose for which any such committee shall have been created and shall have and exercise such powers as may be provided by resolution of the Board of Directors. Each such committee shall be comprised of one (1) or more Lot Owners and may, but need not, include one or more members of the Board of Directors. The members, including the chairman, of any such committee, shall be appointed by a Majority vote of, and shall serve at the pleasure of the Board of Directors. A Majority of the members of any such committee shall constitute a quorum.

Section 25. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

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 Declarant has the right to appoint the officers of the Association under Article III, Section 2 of these Bylaws, the officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members. 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 best interests of the Association will be served thereby.

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 President 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 of 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 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

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

Section 3. Amendment. These Bylaws may be amended at a regular or special meeting of the Members, by the affirmative vote or written consent, or any combination thereof, of a majority of a quorum of Members present in person or by proxy; provided, however, that the Veterans Administration ("VA") (if it is then guaranteeing any Mortgage in the Community) and/or the Federal Housing Administration ("FHA") (if it is then guaranteeing any Mortgage in the Community) shall have the right to veto amendments to these Bylaws for as long as the Class "B" membership exists; provided, further, that so long as the Class "B" membership exists, no amendment to these Bylaws shall become effective unless approved by Declarant.

Section 4. Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws or the intent of any provisions thereof.

Section 5. Gender and Grammar. The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 6. Agreements. Subject to the provisions of the Declaration or these Bylaws, all agreements and determinations lawfully authorized by the Board of Directors of the Association shall be binding upon all Lot Owners, their heirs, legal representatives, successors, assigns, or others having an interest in the Property, and in performing its responsibilities hereunder, the Association, through the Board of Directors, shall have the authority to delegate to such Persons of its choice such duties of the Association as may be determined by the Board of Directors.

Section 7. Rights of Action. The Association and any aggrieved Lot Owner shall be granted a right of action against Lot Owners for failure to comply with the provisions of the Declaration, these Bylaws, the Rules and Regulations of the Association or equivalent documents, or with decisions of the Association which are made pursuant to authority granted the Association in such documents.

Section 8. Seal. The Association shall have a corporate seal which shall have inscribed thereon the name of the association, the year of its organization and the words "Corporate Seal Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Board of Directors may from time to time authorize any other officer to affix the seal of the Association and to attest to such affixation by his signature.

Section 9. Books and Records. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, Bylaws, and any Rule and Regulations of the Association shall be available for inspection by any Members at the principal office of the Association, where copies may be purchased at a reasonable cost.