

BY-LAWS
OF
PEACHTREE WEST, INC.

As Amended
December 1988

BY-LAWS
OF
PEACHTREE WEST, INC.

ARTICLE 1

NAME

The name of the organization shall be PEACHTREE WEST, INC. (Hereinafter referred to as the "Association") as provided in the Articles of Incorporation.

ARTICLE 2

PURPOSE

The purpose for which the Association is formed is to promote the health and general welfare of its Members and pursuant thereto to own, construct, manage, maintain and operate recreational facilities, on a non-profit basis, together with such incidental objects as are appropriate in the conduct of its activities, for the exclusive use of owners (their families and guests) of the homes in Peachtree Plantation West Subdivision, Gwinnett County, Georgia, and of other persons to whom the Association chooses to grant membership, as set forth herein.

ARTICLE 3

MEMBERS

Section 1. Every person or entity who is a record owner of a fee simple estate, or a life estate in any lot in either Unit One or Unit Two of Peachtree Plantation West Subdivision, as shown on those certain Plats recorded in Plat Book 29 at page 234 and Plat Book 30 at page 56 for Units One and Two respectively in the office of the Clerk of the Superior Court of Gwinnett County shall have the option of becoming a Member of the Association. Only one membership, evidenced by a certificate in form acceptable to the Board of Directors, shall be issued with respect to any one home regardless of the fact that legal title may be held by more than one person. Such membership shall be appurtenant to and may not be separated from ownership of any lot in Peachtree Plantation West Subdivision. One vote per paid membership.

Section 2. The Association shall have the right to grant additional memberships in the Association upon payment to the Association of an initiation fee for each such membership in such amount as set by the Board of Directors of the Association. Said additional memberships shall be subject to such dues and assessments, and to the use of the property of the Association, as determined from time to time by the Board of Directors of the Association.

ARTICLE 3Section 3.

(a) The Board of Directors of the Association, by a two-thirds vote of the members of said Board, may suspend any Member for any period of time, not to exceed sixty (60) days, for any violation of these By-Laws or of any published rules and regulations of the Association. During any such suspension as provided above, said suspended Member shall have no right to use the property of the Association and shall have no right to vote pursuant to such membership.

(b) The Board of Directors shall have the right to set a due date for annual dues. There will be a 10% penalty for those members who pay later than the set date. If a member fails to pay within 30 days of the set date, then their membership lapses. There will be a \$250.00 annual fee to re-establish a lapsed membership. A lapsed membership is put on the sell list immediately.

Section 4. Selling Memberships

(a) When a member sells his/her home, that member will be returned the full amount of his/her original initiation fee under these conditions.

(1) When new home buyer joins the Association, within 30 days after closing.

(2) When next new member, (not a new member buying another home from a previous member within his/her 30-day option period), joins Peachtree West, Inc. If a member decides that he/she no longer wishes to be a member of the Association, then his/her original initiation fee will be returned when: the next new member pays initiation fee; the total Association membership is 40 (this number subject to change); the new member is not a new member buying another home from a previous member within his/her 30-day option period.

(3) Only the Board is empowered to sell memberships.

(4) This provision applies only to members owning property in Peachtree Plantation West subdivisions.

(b) There shall be no sale of memberships except as provided above in subsection (a) of this Section 4, ARTICLE 3.

(c) The Board may sell a maximum of fifteen (15) memberships to persons other than property owners in Peachtree Plantation West. When an outside member discontinues their membership, the initiation fee is not refundable and the membership reverts back to the Board. Outside members may not pass their membership on to anyone else.

ARTICLE 3

Section 5. The Secretary of the Association shall maintain an accurate ledger in the Association's minute book listing the name of each family that is a Member, names of the individual family members, and the address of each family. Within thirty days of any transfer of membership or the acceptance of a new Member, the Secretary shall enter into the ledger the name of the new Member. The membership ledger, so maintained, and the membership application copy delivered to the Member and signed as accepted by a corporate officer shall be conclusive as to the right of any person to be entitled to the rights and privileges of membership. The exclusive power to resolve any conflict or dispute regarding membership shall be resolved by the Board of Directors.

Section 6. The Board of Directors may provide that certificates of membership be issued to the Members under such rules and procedures as the Board of Directors may prescribe.

ARTICLE 4

PROPERTY OF THE ASSOCIATION

Section 1. The property of the Association shall consist of a swimming pool, swimming pool maintenance equipment, ~~two~~ tennis courts, the land described in Exhibit "A" attached hereto and made a part hereof, and any subsequent capital improvements.

Section 2. The Association shall have the right to dedicate or transfer all or any part of the property of the Association to any public agency, authority, or utility, or individual for such purposes and subject to such conditions as may be agreed to by the Members and subject to rules regarding the non-profit status of the Association as set out in the Articles of Incorporation; provided, however, that no such dedication or transfer, or determination as to the purposes or as to the conditions thereof, shall be effective unless an instrument signed by three-fourths of the Members entitled to vote at that time agreeing to such dedication, transfer, purpose or condition has been recorded and unless written notice of the proposed agreement and action thereunder is sent to every Member at least thirty (30) days prior to any proposed action being taken.

ARTICLE 5

RIGHTS OF USE OF PROPERTY

Section 1.

(a) All Members of the Association shall be accorded the use of the facilities of the Association subject to rules and regulations promulgated by the Board of Directors, a copy of which rules shall be prominently posted at the facilities.

ARTICLE 5Section 1.

(b) Any property of the Association broken or damaged by a Member or his guest shall be promptly paid for by such Member, with reasonable wear and tear excepted. No person shall take any property or articles belonging to the Association or appropriate them for his own personal use.

(c) The Association assumes no responsibility for loss or damage to personal property of Members or their guests. Members or their guests shall have no claim against the Association for the property of Members or of any guest which may be brought into or left in the facilities or on the grounds.

(d) The Association assumes no responsibility for, and Members or their guests shall have no claim against the Association for any accident or injury to any person or damage to their property, except for such injury or damage which is caused solely by the gross negligence or wilful misconduct of the Association.

Section 2. At the invitation of a Member, guests may use the facilities of the Association subject to rules and regulations promulgated by the Board of Directors of the Association. Non-member residents of Peachtree Plantation West of their families, may not be guests.

Section 3. Every Member shall have a right and easement of enjoyment, subject to Section 2 of ARTICLE 5 above and to the other rules regarding use of the property of the Association as set out in this ARTICLE 5, in and to the property of the Association, and such easement shall be appurtenant to and shall pass with the title to every lot in Peachtree Plantation West Subdivision.

Section 4. All family members living in the household of a Member shall be entitled to use the facilities of the Association the same as if they were themselves Members.

ARTICLE 6

DUES, ASSESSMENTS AND FEES

Section 1. The Board of Directors shall have the sole authority and power to establish and collect dues, fees or assessments from the membership for the purpose of paying the expenses of owning, managing, constructing and maintaining the property and facilities of the Association.

ARTICLE 6

Section 2. Each Member shall be liable for his pro-rata share of all such expenses and shall forthwith pay all such dues, fees or assessments at such time and upon such terms as shall be provided by the Board of Directors from time to time.

Section 3. Each Member who is an owner shall, by acceptance of a deed to a lot in Peachtree Plantation West Subdivision, whether or not it shall be expressed in any such deed or other conveyance, be deemed to covenant and agree to pay to the Association all annual assessments or charges, and all liabilities that may be imposed upon or incurred by him or members of his family to whom the privileges of the Association shall have been extended, and for all assessments, charges, and liabilities imposed or incurred by his guests.

Section 4. The Association shall have the right to charge reasonable admission and other fees for the use of the property of the Association, such as guest fees and other charges for renting the property for private functions.

Section 5. All fees and other charges specified in these By-Laws are exclusive of taxes, if any, imposed by Federal, State or other governmental bodies and agencies.

Section 6. The Board of Directors shall have the right to set a due date for annual dues. There will be a 10% penalty for those members who pay later than the set date. If a member fails to pay within 30 days of the set date, then their membership lapses. There will be \$250.00 annual fee to re-establish a lapsed membership. A lapsed membership is put on the sell list immediately.

ARTICLE 7

GOVERNMENT

Section 1. The Association shall be managed exclusively by the Board of Directors consisting of a maximum of five (5) Members and a minimum of three (3) Members of the Association. Said Board of Directors shall have active and general control and management of the affairs of the Association. Excepting only the initial Board of Directors as named in the Articles of Incorporation, no person who is not an active Member of the Association who is entitled to vote at that time shall be elected as a Director.

ARTICLE 7

Section 2. The Board of Directors named in the Articles of Incorporation shall serve until their successors are duly elected and qualified at the First Annual Meeting of the Members of the Association. At the First Annual Meeting of the Members of the Association in 1987, the Members entitled to vote, by majority vote, shall elect Directors in accordance with the provisions of ARTICLE 8. Commencing with the First Annual Meeting of Members, the Directors shall be elected for a one (1) year term to serve until the next Annual Meeting or until their successors are duly elected and qualified.

Section 3. Any Director may be removed from office, with or without cause, by a two-thirds vote of the Members of the Association then entitled to vote at a special meeting called in accordance with ARTICLE 8, Section 1 (d).

Section 4. A vacancy on the Board of Directors may be filled by majority vote of the remaining Directors; provided, however, that a vacancy occasioned by removal of a Director by the Members as above provided in Section 3 of this ARTICLE 7, may be filled by a two-thirds vote of the Members at the same meeting at which a Director is removed. Provided further that should any vacancy or removal of a Director bring the total number of Directors remaining to less than three (3) such Directors, then the number of vacancies necessary to bring the total number of Directors in office back up to a minimum of three (3) must be filled by the above procedures.

Section 5.

(a) The officers of the Association shall consist of a President, a Vice-President, Secretary, Treasurer and a Member-At-Large and shall be elected annually (except that the officers elected by the initial Board of Directors named in the Articles of Incorporation shall serve until their successors are duly elected and qualified at the First Annual Meeting of the Board of Directors) by the Board of Directors from among its Members then entitled to vote and shall hold office until the end of the first meeting of the Board of Directors following the next annual meeting of the Members of the Association at which time their successors shall be duly elected and qualified.

(b) The President shall preside at all meetings of the Board of Directors and of the Members. He shall be the chief administrative officer of the Association. He shall appoint, subject to confirmation by the Directors, all committees, designate the Chairman and Vice-Chairman thereof, and shall appoint all special committees as may be required. He shall be ex officio a member of all committees.

ARTICLE 7Section 5, Cont'd.

(c) The Vice-President, in the absence or disability of the President, shall act in his stead. He shall, under the direction of the President, attend to the business operation of all committees. He shall be ex officio a member of all committees.

(d) The Secretary shall send out notices of the meetings, shall keep the minutes of the meetings of the Members and of the Board of Directors, shall attend to keeping the correspondence pertaining thereto and shall have charge of the minute book and seal of the Association.

(e) The Treasurer shall attend to keeping the accounts of the Members of the Association, collecting all fees, dues and assessments as approved by the Board of Directors. He shall deposit funds of the Association received by him in the name of the Association in such depository as may be authorized by the Board of Directors. If directed by the Board of Directors, he shall be properly bonded; however, in such cases the Association will pay all bonding costs involved. The Treasurer shall keep the financial records of the Corporation which shall be open for inspection by any Member ta all reasonable times.

(f) The Member-At-Large shall be a former Board of Directors President, or other officer, for the purpose of continuity relative previous Board's decisions and unfinished business.

(g) The Directors shall have the authority and power, by majority vote, to fill a vacancy occurring with respect to any officer of the Association.

(h) There shall be three standing committees which will be approved by the President: (1) Membership, (2) Operations and (3) Recreation.

ARTICLE 8

MEETINGS

Section 1.

(a) The annual meeting of the Members of the Association shall be held during the month of November of each year, at such place and time as the Board of Directors may determine.

ARTICLE 8Section 1, Cont'd.

(b) The election of the Board of Directors shall be held at the annual meeting of the membership. The Directors may provide that any other business of the corporation can be brought before the Members and voted upon, provided that notice of any issue to be voted upon is given to the members along with the notice of the annual meeting as provided subsection (e) below of this Section 1, ARTICLE 8.

(c) The annual meeting of the Members shall be for the purpose of electing a new Board of Directors and for voting on other matters set out in the notice of the annual meeting of Members. Other business, including reports of the operation and financial condition of the Association, may be carried on or discussed at such meeting, but no such matters may be voted upon unless so designated by the Board of Directors.

(d) Special meetings of the Members of the Association may be called only for the purpose of removing a Director from office or for any other purpose deemed appropriate by the Board of Directors. Such special meetings shall be called by the President or the Secretary. Members shall be notified in writing of such special meeting no less than ten (10) days prior thereto. The voting requirement for removal of a Director shall be as provided in ARTICLE 7, Section 3.

(e) Notice of the annual meeting of the Members shall be given to each member at least ten (10) days prior thereto.

(f) A majority of the Members of the Association shall constitute a quorum for the transaction of such business as the Members are authorized to conduct at any meeting. A lesser number may adjourn a meeting at which a quorum is not present. ←

(g) Except as otherwise specifically provided in these By-Laws or the Articles of Incorporation, no resolution or business may be transacted by the Members without a favorable vote of a majority of the Members represented at the meeting and entitled to vote.

Section 2.

(a) The Directors shall meet regularly at such a place and time and upon such notice as the President shall determine. A majority of the Directors shall constitute a quorum for the transaction of business.

ARTICLE 8Section 2, Cont'd.

(b) Except as otherwise specifically provided in these By-Laws or the Articles of Incorporation, the Directors shall act by majority.

(c) Special meetings of the Directors may be called by the President or by any two Directors upon not less than two (2) days notice. Any business which the Directors may legally transact may be acted on at such meeting.

(d) The Annual meeting of the Directors shall be held immediately following the annual meeting of the Members of the Association.

(e) 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 3. Voting at any meeting of the Directors or Members must be done in person or by proxy. Voting by proxy will be accomplished by use of forms provided by the Directors which will accompany the notice of meeting.

Section 4. Whenever in these By-Laws, notice to Members is required, the notice shall be delivered to the last known address of a Member.

ARTICLE 9

SEAL

Section 1. 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 Association followed by the words "Corp. 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 affixed by him on the certificates of membership and other appropriate papers.

ARTICLE 10

MISCELLANEOUS

Section 1.

(a) Each person who acts as a member of the Board of Directors of the Association or as an officer thereof shall be indemnified by the Association against expenses incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a member or officer of the Board of Directors of the Association, except with respect to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct and except any sum paid by the Association in settlement of an action, suit or proceeding based on gross negligence or wilful misconduct in the performance of his duty.

(b) The right of indemnification provided herein shall inure to each officer and member of the Board of Directors referred to in Subsection (a) whether or not he is such officer or member of the Board of Directors at the time such costs or expenses are imposed or incurred, and in the event of his death shall extend to his legal representatives.

Section 2. Any questions as to meaning or interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 3. All rules and By-Laws pertaining to the operation of the Association shall conform to all safety, health and other requirements of any city, county, state or federal government or departments thereof having jurisdiction over the operation of the Association.

Section 4. These By-Laws may only be amended by both a two-thirds vote of the Board of Directors of the Association and by a majority vote of those Members entitled to vote.

Section 5. Any two of the officers (President, Vice-President, Secretary, Treasurer and/or Member-At-Large) of the Association, on being so directed by the Board, shall be authorized to executed any and all contracts, deeds or other documents by and on behalf of the Association.

Section 6. No officer or Director shall receive any salary or compensation for services rendered to the Association. ←

Section 7. The Board of Directors shall have the full authority to and shall exercise on behalf of the Association all powers conferred by the Georgia Non-Profit Corporation Code, the Articles of Incorporation and these By-Laws.

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COPY

BY-LAW ADDITION APPROVED BY MEMBERSHIP 3/28/90

ARTICLE 3, Section 4, (d)

When new neighbors move into Peachtree Plantation West and join the Association, and when current members move away from Peachtree Plantation West, they will pay or receive refunds of annual dues on a prorated monthly basis. This provision may be exercised under these conditions:

(1) This plan must operate within the spirit of full year memberships being the only type of membership offered by the Association. It is not intended to be a vehicle whereby members may chose which months they will use (and pay for) the Facility.

(2) The new neighbor may opt to join the Association on a prorated monthly basis only during the calendar year in which they move into Peachtree Plantation West. The plan may be exercised only once per Permanent membership.

(3) The current member may receive a refund of dues only for those months remaining in the calendar year after moving away from Peachtree Plantation West. Permanent members may qualify for refund only if their permanent residence is changed. They do not qualify if they merely want to discontinue using the facilities.

(4) Non-residents or temporary members are eligible for the prorated program only during their first year of membership.

(5) Each month in the calendar year shall be assigned a numeric value in which to determine the prorated amounts of dues and refunds. The Board of Directors shall set these numeric values as needed from time to time.

(6) This procedure for prorating annual dues in no way changes the guidelines for charging and rebating initiation fees as described in Article 3, Section 4, (a).