

BY-LAWS  
OF THE  
WARSAW BLUFF CONDOMINIUM ASSOCIATION, INC.

Revised February 14, 1998

WARSAW BLUFF CONDOMINIUM ASSOCIATION, INC.

Manager's Box  
3005 River Drive  
Thunderbolt, Georgia 31404

BY-LAWS  
OF  
WARSAW BLUFF  
CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

Definitions

As used in these By-Laws:

Section 1. "Association" shall mean and refer to Warsaw Bluff Condominium Association, Inc., a non-profit corporation organized and existing under the laws of the State of Georgia.

Section 2. "The Act" shall mean and refer to the Georgia Condominium Act, 1975 Georgia Laws, pages 609 et seq. as the same has been and may hereafter be amended.

Section 3. "Declaration" shall mean and refer to Declaration of Covenants, Conditions and Restrictions for Warsaw Bluff, A Condominium, Thunderbolt, Chatham County, Georgia, dated the \_\_\_\_ day of October, 1985, recorded in Deed Book \_\_\_\_\_, Folio \_\_\_\_\_ in the Office of the Clerk of Superior Court of Chatham County, Georgia.

Section 4. The "Condominium Plat" shall mean and refer to Plat of Warsaw Bluff a Condominium, made by Doug Corken Architects, Inc., to be recorded in the Condominium Plat Book in the Office of the Clerk of Superior Court of Chatham County, Georgia.

Section 5. "Declarant" shall mean and refer to Thunderbolt Development Company, Inc.

Section 6. All other capitalized terms used herein shall mean and refer to those respective terms as used and defined in the Act and more specifically defined in the Declaration.

ARTICLE II

Membership

Section 1. Every Unit Owner shall be a member of the Association.

Section 2. Membership shall be established by the acquisition of title to a condominium unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any party shall be automatically terminated upon his or her being divested of all title of the condominium unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2)

or more condominium units, so long as such party shall retain title to a condominium unit.

Section 3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her condominium unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and in the Articles of Incorporation of the Association.

Section 4. Exercise of membership rights in the Association is contingent upon the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of, and becomes a lien upon, the property against which such assessments are made as provided by Article XI of the Declaration.

Section 5. The membership rights of any member of the Association may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his or her rights and privileges shall be automatically restored. If the Directors shall have adopted and published rules and regulations governing the use of the common elements and facilities and the personal conduct of any person thereon, the Directors may, in their reasonable discretion, suspend the rights of such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

### ARTICLE III

#### Voting Rights

The voting rights of members are set forth in Article VI of the Declaration.

### ARTICLE IV

#### Property Rights and Rights of Enjoyment of Common Elements

Section 1. Each member shall be entitled to the use and enjoyment of the common elements and facilities as provided by the Declaration, subject to reserved rights as stated therein, and stated within these By-Laws.

Section 2. Any member may delegate his or her rights of enjoyment in the common elements and facilities to members of his or her family who reside in the Submitted Property or to any of his or her tenants who reside thereon. The rights and privileges of such persons are subject to suspension as stated herein to the same extent as those of the member.

## ARTICLE V

### Association Purposes and Powers

Section 1. The Association is organized for the purposes as set forth in Article III of its Articles of Incorporation.

Section 2. Additions to the Submitted Property may be made only in accordance with the applicable provisions of the Declaration, and the Act.

Section 3. The Association shall have all the powers and privileges granted to non-profit corporations under the laws of the State of Georgia.

Section 4. The Association shall have all the powers and privileges granted it by the Declaration and by The Act.

## ARTICLE VI

### Board of Directors

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, whose members need not be members of the Association. The first Board of Directors, three (3) in number, shall be selected by Thunderbolt Development Company, Inc. and shall serve until their successors shall have been elected and qualify. Beginning with the first annual meeting of the Association held following relinquishment of the Association by the Declarant as provided in Article XIV of the Declaration, the number of Directors shall be increased to five, who shall be elected by majority vote of the members of the Association: two shall be initially elected to serve for one year; one for two years; and two for three years. At each annual meeting thereafter, the members shall elect by majority vote successor Directors each to serve for a term of three years.

Section 2. Vacancies in the Board of Directors shall be filled by the majority vote of remaining Directors, any such appointed Director to hold office until his or her successor is elected by the members, who may hold such election at the next Annual Meeting of the Association.

## ARTICLE VII

### Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have all powers granted it by the Declaration and granted to the Board of Directors of a condominium association by The Act, including, without limitation, the following:

(a) To call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-third (1/3) of the voting membership.

(b) To appoint and remove at pleasure all officers, committees, agents and employees of the Association, prescribe their duties, fix their compensation (if any), and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy and assess, and collect the assessments or charges referred to in Article II and Section 2 of the Declaration.

(d) To adopt and publish rules and regulations governing the use of the common elements and facilities and the personal conduct of the members and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.

(f) To maintain, repair, replace, operate and manage the Condominium and the property comprising the same, including the right to reconstruct improvements after casualty and to make further improvements of the Condominium property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(g) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration to have approval of the Board of Directors or membership of the Association.

(h) To acquire and enter into, now or at any time hereafter, leases, and agreements whereby the Association acquires leaseholds, memberships, and other possessory or use interests in lands or facilities including, but not limited to, swimming pools, tennis courts, and other recreational facilities whether or not contiguous to the lands of the Condominium to provide enjoyment, recreation or other use or benefit to the owners of condominium units.

(i) To enforce the provisions of the Declaration, the Articles of Incorporation, these By-Laws of the Association and the Rules and Regulations governing the use of the Condominium as the same may be hereafter established.

(j) In the event that any Director shall be absent from three (3) consecutive regular meetings of the Board, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2. The Board of Directors shall have all duties imposed upon it by the Declaration and imposed upon the Board of Directors of a condominium association by The Act, including, without limitation, the following:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at

the annual meeting of the members or at any special meeting when such is requested in writing by one-third (1/3) of the voting membership.

(b) To supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

(c) As more fully provided in Article X of the Declaration:

1. To fix the amount of the annual and special assessments against each unit for each assessment period at least thirty (30) days in advance of such date or period, and, at same time;
2. To prepare a roster of the Submitted Property and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;
3. To send written notice of each assessment to every owner subject thereto.

(d) To issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has or has not been paid. Such certificate shall be conclusive evidence of the matters therein certified.

(e) As more fully provided in Article XV of the Declaration, to obtain and maintain casualty and liability insurance policies as required by Section 39 of The Act.

## ARTICLE VIII

### Director's Meetings

Section 1. The Board of Directors shall set the frequency, dates, times, and places of its regular meetings; provided, however, that the Board of Directors shall meet at least once each calendar year quarter. *(This section revised February 14, 1998.)*

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by the President or by a majority of the Directors after not less than three (3) days notice to each Director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present; or if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of

the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5. The presence at any meeting of a majority of the Directors shall constitute a quorum.

Section 6. Any action required by law or these By-Laws to be or which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

## ARTICLE IX

### Officers

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Vice President shall be selected from among the members of the Board of Directors. The offices of Secretary and Treasurer may be combined, and the person or persons holding such office or offices need not be a member of the Board of Directors. The offices of the President and Secretary may not be held by the same person.

Section 2. The initial officers shall be selected by Thunderbolt Development Company, Inc. and shall serve until their successors shall be elected and qualify.

Section 3. Beginning with the first annual meeting of the Board of Directors held following relinquishment of the Association by the Declarant as provided in Article XIV of the Declaration, the officers shall be chosen by majority vote of the Directors at the Annual Meeting of the Board of Directors held after each Annual Meeting of the Association.

Section 4. All officers shall hold office until their respective successors are elected and qualify, except that any officer may be removed by majority vote of the Board of Directors.

Section 5. In addition to the duties customarily performed by officers of similar corporations, the officers of the Association shall have, without limitation, the following duties and responsibilities.

(a) The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, checks, leases, mortgages, deeds and all other written instruments.

(b) The Vice President shall perform all the duties of the President in his absence.

(c) The Secretary shall be ex officio, the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all

certificates of membership, keep the records of the Association, record in a book kept for that purpose the names of all members of the Association together with their respective addresses as registered by such members and shall cause all notices to be given to Directors and members as required in these By-Laws.

(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, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. By resolution the Board shall designate the officer, officers, or other person(s) who may sign checks on behalf of the Association.

The Treasurer shall keep proper books of account and may cause an annual audit of the Association books to be made by a certified public or registered accountant at the completion of each fiscal year.

## ARTICLE X

### Committees

Section 1. The Board of Directors shall create and appoint members of the Association to serve as members of such committees as it may from time to time deem desirable to assist the Board of Directors in fulfilling the purposes of the Association.

Section 2. Each committee shall have power to appoint a subcommittee from among its membership and may delegate to any such subcommittee any of its powers, duties and functions.

Section 3. Within such limitations as may be imposed by the Board of Directors, it shall be the duty of each committee to receive complaints from members of any matter involving Association functions, duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other Committee, Director or Officer of the Association as is further concerned with the matter presented.

## ARTICLE XI

### Meetings of Members

Section 1. The Annual Meeting of the Members shall be held on the second Saturday of February in each year at a time and place to be set by the Board of Directors. If the day for the Annual Meeting shall fall upon a holiday, the meeting will be held at a time and place to be set by the Board of Directors on the first day following which is not a holiday. At the Annual Meeting, comprehensive reports of the affairs and finances of the Association shall be made and election of Directors shall be held as provided in Article. VI (This section revised February 14, 1998.)



Section 2. ~~The Semi-Annual Meeting of the Association shall be held on the second Saturday of June in each year, at the hour of 11:00 a.m., commencing in 1985. If the day of the Semi-Annual Meeting shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday. At the Semi-Annual Meeting, the annual budget of the Association shall be presented.~~

Section 3. Special meetings of the members for any purpose may be called at any time by the President, by any two-thirds (2/3) of the Board of Directors, or upon written request of the members who have a right to vote one-third (1/3) of all of the votes of the entire membership.

Section 4. Notice of any meetings shall be given to each member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his or her address appearing on designated, at the address of his or her respective unit. Each member may register a mailing address with the Secretary, and notice of meetings shall be mailed to him or her at such address. Notice of the Annual and Semi-Annual Meetings shall be given at least twenty-one (21) days in advance of the meetings and shall set forth any special or unusual business anticipated by the Directors to be transacted, provided, however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation or by the Declaration, notice thereof shall be given or sent as therein provided. Notice of any special meeting shall be mailed at least seven (7) days in advance of the meeting and shall set forth the time and place of the meeting and the nature of the business to be transacted.

Section 5. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the membership, shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Articles of Incorporation or by the Declaration shall require a quorum as therein provided, or as provided by law.

## ARTICLE XII

### Proxies

Section 1. At all meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months.

## ARTICLE XIII

### Fiscal Year; Books and Papers

Section 1. The fiscal year of the Association shall begin on January 1, and end on December 31, except that the initial fiscal year

shall commence on the date the Declaration is filed for record in the Office of the Clerk of Superior Court of Chatham County, Georgia.

Section 2. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

#### ARTICLE XIV

##### Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: "WARSAW BLUFF CONDOMINIUM ASSOCIATION, INC.", and such other wording specified by the Directors.

#### ARTICLE XV

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having a Director or officer at the time such expenses are incurred, excepting such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that, in the event of any claim, for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE XVI

##### Amendments

Section 1. Until such time as Declarant shall have relinquished the Association as provided in Article XIV of the Declaration, these By-Laws may be amended by majority vote of the Director at a regular or special meeting of the Board of Directors; thereafter these By-Laws may be amended by two-thirds (2/3) vote of the members at any Annual Meeting of the Association or at a special meeting of members called for that purpose; provided, however, that those provisions of these By-Laws which are governed by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration and the Act.

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

**AMENDMENT TO  
BYLAWS  
OF  
WARSAW BLUFF CONDOMINIUM ASSOCIATION, INC.  
A Nonprofit Corporation**

**THIS AMENDMENT TO BYLAWS** (this "First Amendment"), is made this \_\_\_ day of \_\_\_\_\_ by WARSAW BLUFF CONDOMINIUM ASSOCIATION, INC., a Georgia nonprofit corporation (the "Association")

**WHEREAS**, the Board of Directors and the Owners desire to amend the ByLaws of the Association as more particularly set forth herein.

**NOW THEREFORE**, for and in consideration of the benefits to be derived by the Owners and each and every subsequent owner of any property located within Warsaw Bluff, a Condominium, the Association hereby amends the ByLaws as follows:

1. All capitalized terms not otherwise defined in this First Amendment shall have the meanings ascribed thereto in the ByLaws (as revised February 14, 1998).

2. Article I, Section III is hereby deleted and the following is inserted in lieu thereof:

"Section 3. "Declaration" shall mean and refer to Declaration of Covenants, Conditions and Restrictions for Warsaw Bluff, a Condominium, Thunderbolt, Chatham County, Georgia, made November 15, 1985, recorded in Deed Book 128-Q, Folio 317, in the Office of the Clerk of Superior Court of Chatham County, Georgia, as modified, amended, supplemented and restated from time to time."

3. Article III is hereby deleted and the following is inserted in lieu thereof:

**"ARTICLE III  
Voting Rights**

Section 1. The Association shall have one (1) class of voting membership which shall consist of all members. Each Unit shall be entitled to an equal vote which may be cast in accordance with the terms herein and the terms of the Declaration. Each Unit shall be entitled to one (1) vote on each matter submitted to a vote of a meeting of members. A vote may be cast by the owner, the owner's spouse, or by a lawful proxy as provided below and shall be allocated as provided in the Declaration. When a Unit is owned by more than one natural person, they may, without being required to do so, designate by written notice to the Association the person entitled to cast the vote for the Unit. In the event they fail to designate such a person, the following provisions shall apply:

(a) If only one (1) person is present at a meeting, the person present shall be counted for the purposes of a quorum and may cast a vote for the Unit, as though he owned it individually, and without establishing the concurrence of the absent co-owners.

(b) If more than one (1) of such co-owners, whether or not all of them, are present at a meeting and concur in their decision upon any subject requiring a vote, any one (1) of the owners may cast the vote for the owners. The concurrence of such members shall be conclusively presumed if any one (1) of them purports to cast a vote appertaining to that Unit without protest being made forthwith by any of the others to the person presiding over the meeting.

(c) If more than one (1) of such co-owners, whether or not all of them, are present at a meeting and they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at the meeting.

The votes of the owners shall be cast under such rules and procedures as may be prescribed in the Georgia Nonprofit Corporation Code, Declaration, these Bylaws, or by law.

Section 2. Any member entitled to vote may do so by written proxy duly executed by the member setting forth the meeting at which the proxy is to be valid. To be valid, a proxy must be filed with the Secretary or chairperson of the meeting prior to the opening of the meeting for which it is to be used and must be dated. No proxy shall be revocable except by written notice delivered to the Secretary. A proxy shall be automatically revoked if the Owner who has given such proxy is in attendance at the meeting. No proxy shall be valid after eleven (11) months from the date of its execution.

Section 3. Any action which may be taken by a vote of the Owners may also be taken by written consent, without a meeting, provided, that such action is taken in accordance with the provisions of the Georgia Nonprofit Corporation Code. Approval by written consent shall be valid only when the number of written consents received equals or exceeds the requisite majority of the voting power for such action. Executed written consents, setting forth the action so taken, shall be included in the minutes or filed with the Association's records. If an action of the members is approved by written consent hereunder, such approval shall be certified by the Secretary and the Secretary shall issue written notice of such approval to all members. Membership approval shall be effective ten (10) days after written notice is provided, however, if the consent is to an amendment to the Declaration or Bylaws, or other document which must be recorded, the effective date shall be no earlier than the date of recording of such amendment.

Section 4. 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 at which the total number of votes cast was the same as the number of votes cast by ballot. 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 result 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.”

4. Article VI, Section 1 is hereby amended by deleting all references to “majority” and inserting “plurality” in lieu thereof.

5. Article VIII, Section 2 is hereby amended by deleting the first sentence thereof and inserting the following in lieu thereof:

“Notice of a regular meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.”

6. Article XI, Section 1 is hereby amended by inserting “VI” immediately after the phrase “provided in Article” in the last sentence of the Section.

7. Article XI, Section 3 is hereby amended by deleting the phrase “one-third (1/3)” and inserting “fifteen percent (15%)” in lieu thereof.

8. Article XI, Section 5 is hereby amended by deleting the phrase “one-third (1/3)” and inserting “five percent (5%)” in lieu thereof.

9. Article XII is hereby deleted in its entirety and the following Article is inserted in lieu thereof:

**“ARTICLE XII  
Intentionally Deleted.”**

10. Except as amended by this Amendment, all terms and conditions of the ByLaws shall remain in full force and effect. In the event of a conflict between the terms of the ByLaws and the terms of this Amendment, the terms of this Amendment shall control.

**IN WITNESS WHEREOF**, the Association has executed this Amendment on the day and year above first written.

Signed, sealed and delivered  
this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_, in the presence of:

\_\_\_\_\_  
Unofficial Witness

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

[NOTARY SEAL]

**ASSOCIATION:**

WARSAW BLUFF CONDOMINIUM  
ASSOCIATION, INC., a Georgia nonprofit  
corporation

By: \_\_\_\_\_  
Its: President

**ATTEST:**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

[CORPORATE SEAL]

**Exhibit "A"**  
**SECRETARY'S CERTIFICATION**

I, \_\_\_\_\_, the undersigned duly authorized Secretary Warsaw Bluff Condominium Association, Inc., a Georgia non-profit corporation (the "Association"), do hereby certify that this Amendment to ByLaws was duly approved on \_\_\_\_\_ by a two-thirds majority of the members of the Association present, or represented by proxy, or ballot, at a meeting of the members duly noticed.

This \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Signed, sealed and delivered  
this \_\_\_\_ day of \_\_\_\_\_,  
2011, in the presence of:

\_\_\_\_\_  
Unofficial Witness

\_\_\_\_\_  
Printed Name:

\_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_

[NOTARY SEAL]