

BY-LAWS  
OF  
PARK ROW HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

Section 1. Name. The name of this Association shall be "Park Row Homeowners Association, Inc". Hereafter referred to as the Association.

Section 2. Location. The Association shall have no principal office. Meetings of members and Directors may be held at such places within the State of Georgia, County of Chatham, as may be designated from time to time by the Board of Directors.

ARTICLE II  
DEFINITIONS.

All terms used in these By-laws which are defined in the "Declaration of Covenants and Restrictions for "Park Row Homeowners Association, Inc." filed for record in the office of the clerk of Superior Court of Chatham County, Georgia, shall have the same definitions herein as given to such terms in said declaration.

ARTICLE III  
MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Townhouse which is subjected to the covenants of record to assessments by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. Members shall be all those Owners as defined in Section 1. When more than one person holds such interest or interests in any Residence all persons shall be members, and the vote of each Townhouse shall be exercised as among themselves determine, but in no event shall more than one vote be cast with respect to any such Townhouse.

Section 3. Suspension of Membership and Voting Rights.  
During any period in which a member shall be in default in payment of any Annual or Special Assessment levied by the Association, the voting rights and the right to use the recreational facilities, if any, of such member may be suspended by the Board of Directors until such Assessment has been paid. Such rights of a member may also be suspended, for a period of not more than thirty (30) days for violation of any rules and regulations established by the Board of Directors governing the use of the common Area.

Section 4. Majority of Owners. As used in these By-Laws the term "majority of owner" shall mean those owners holding more than fifty (50%) of the votes.

Section 5 Quorum. At any meeting of the Association members, present or by proxy, a majority of all the members, present or by proxy, shall constitute a quorum. All decisions by the Association, unless otherwise provided by the Declaration or by these by-laws, shall be by a simple majority of those present and voting at any meeting of the Association at which a quorum is present.

Section 6. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the secretary before the appointed time of each meeting.

#### ARTICLE IV PROPERTY RIGHTS: RIGHTS OF ENJOYMENT

Right of Enjoyment and Delegation Rights

Each member shall be entitled to the use and enjoyment of the Common Use Area as provided in the Declaration. Any member may delegate his rights of Enjoyment to the Common Area to the members of his family or his tenants who reside on the property.

#### ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Five (5) Directors. The number of Directors may be change by amendment of the by-laws of the Association.

Section 2. Election and Term of Office Persons nominated for the Board of Directors shall be elected by written secret ballot (unless dispensed by unanimous consent) cast by the Unit Owners at Annual membership meeting. At such election the unit Owners or their proxies may cast, in respect to each vacancy, on a non-cumulative basis, the vote assigned to their respective units. The person receiving the largest percentage of votes shall be elected. Such Directors shall be elected for the term of two (2) years, provided, however, incumbent Directors shall hold office until the election and qualification of their Successors.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote 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, as a Director or otherwise, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services

were undertaken. A Director may not be an employee of the Association. 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 approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 1. 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. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, addressed to his residence, or by telephone, at least three (3) days prior to the day named for such meeting.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, addressed to his residence, or by telephone, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three Directors.

Section 3. Board of directors Quorum. At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business.

## ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for the election of the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among the members of the Association.

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.

ARTICLE VIII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) To exercise for the Association all powers, duties and authority vested in or delegated to the Association not reserved to the membership by other provisions of these By-Laws or the Declaration.
- (b) To 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.
- (c) To enter into management agreements with third parties in order to facilitate efficient operation of the subdivision. It shall be the primary purpose of such management agreements to provide for the administration of the development, maintenance, repair and operation of the Common Area, and the receipt and disbursement of funds that may be authorized by the Board of Directors. The term of such management agreements shall be as determined by the Board of Directors to be in the best interests of the Association and shall be subject in all respects to the by-laws and the Declaration.

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

- (a) To cause to be kept a complete record of all its acts and business affairs and to present a 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 at least ten per-cent (10%) of the members who are entitled to vote.
- (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 the Declaration;  
To fix the amount of the annual assessment against each Resident Owner at least thirty ( 30 ) days in advance of each assessment period; and,  
To deliver written notice of each Assessment to each Resident Owner or send a written notice of each Assessment to every member thereto a least fifteen (15) days in advance of each Annual Assessment period;
- (d) To issue, or to cause its duly authorized agent or an appropriate officer to issue, upon demand by a member at any time, a certificate setting forth whether the assessments on such Townhouse have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. Such

certificate shall be conclusive evidence of payment of any Assessment therein stated to have been paid;

(e) To procure and maintain insurance on the Common Area and to perform all Functions related thereto as provided for and accordance with the terms of the Declaration;

(f) To cause the Common Area to be maintained repaired, and replaced as provided in the Declaration;

(g) To do all of the things necessary or appropriate in carrying out its duties under the Declaration and these by-laws.

## ARTICLE IX COMMITTEES

Section 1. Appointment. The Board of Directors may appoint an Architectural Control Committee as provided in the Declaration. In addition, the Board of Directors shall appoint committees as deemed appropriate in carrying out its purposes, such as:

(a) A Maintenance Committee. Which shall advise the Board of Directors of all matters pertaining to the maintenance, repair or improvement of the Subdivision and shall perform other functions as the Board, in its direction determines;

(b) Audit. All transactions will be reviewed each month by the President of the Board of Directors. An annual statement of income and expenditures will be prepared by the Treasurer and presented to the membership at its regular annual meeting.

(c) Action on Complaints. It shall be the duty of each committee to receive complaints from members on any matter involving Association 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 X MEETINGS OF MEMBERS

Section 1. Annual Meeting. The date and place of the annual meeting shall be designated in a written notice sent to each member at least ten (10) days in advance of the meeting.

Section 2. Regular Meetings. A schedule of periodic regular meetings may be established by the Association as the majority of the membership deems necessary.

Section 3. Special meetings. Special meetings may be held at any time upon the call of the President or upon call of the Board of Directors or upon petition signed by at least ten (10%) of the Resident Owners and having been presented to the Secretary. Upon receipt of such call, the Secretary shall send out notices of the meeting to all members of the Association.

Section 4. Notice of Meetings. A written or printed notice of every meeting of the Association stating whether it is an annual meeting or special meeting, the authority for the call of the meeting, the purpose, place, day, and hour thereof, shall be given by the Secretary or the person or persons calling the meeting at least five (5) days but not more than ten (10) days prior to such meeting. Such notice shall be given to each member the following ways;

- (a) By leaving the same with him personally.
- (b) By leaving the same at the residence or usual place of business of such member.
- (c) By mailing it, postage prepaid, addressed to such member at his address as it appears on the records of the Association.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies to cast, more than fifty percent (50%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy (proxies shall be limited to another member or a member's spouse). All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by a member or his Residence.

Section 8. Order of Business. The order of business at meetings of the Association shall be as follows:

- (a) Roll Call
- (b) Proof of notice of meetings or waiver notice.
- (c) Reading of minutes of preceding meeting.
- (d) Report of Officers.
- (e) Report of committees.

- (f) Election of Directors.
- (g) Unfinished business.
- (h) New business.

ARTICLE XI  
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of officers. The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may from time to time 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. Officers shall be elected by the majority vote of the Directors.

Section 3. Term. The officers of this Association shall be elected every two (2) years by the Board and each shall hold office for two years unless he shall sooner resign, or be removed, or otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office without cause by the Board. Any officer may resign at any time by 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 effective.

Section 5. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person will simultaneously hold more than one of any other offices.

Section 7. Duties. The duties of the officers are as follows:

(a) President- The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions are carried out, and shall sign all written instruments regarding the Common Area. The President shall review all transactions on a monthly basis.

(b) Vice President- The Vice President shall act in the place 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 by to Board.

(c) Secretary—The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records showing the members of the association together with their address, and shall perform such other duties as may be required of him by the Board.

(d) Treasurer- The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the resolution of the Board of Directors. Shall sign all checks and promissory notes of the Association ; keep proper books of account; and shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

## ARTICLE XII BOOKS AND RECORDS

Section 1. Inspection. The Declaration, By-Laws, books, records and Papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member.

## ARTICLE XII ASSOCIATION SEAL

Section 1. The Association shall have a seal in circular form having within its circumference the words: " PARK ROW HOMEOWNERS ASSOCIATION, Inc.'".

## ARTICLE XIV AMENDMENTS

Section 1. Procedure These By-Laws may be amended, at a special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. Conflicts In the case of any conflict between the Declaration and the By-Laws , the Declaration shall control.

## ARTICLE XV MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January, and end on the 31<sup>st</sup> day of December of every year.



**RESOLUTION OF THE BOARD OF DIRECTORS OF  
PARK ROW HOMEOWNERS ASSOCIATION, INC.**

This Resolution ("Resolution") is made and adopted by the unanimous written consent of all of the members of the Board of Directors of Park Row Homeowners Association, Inc. (the "Association") as of the 10<sup>th</sup> day of MAY, 2010.

**WITNESSETH**

**WHEREAS**, Park Row is a residential planned community governed by that certain Restatement of Declaration of Covenants, Conditions and Restrictions for Park Row Homeowners Association, Inc., Savannah, Chatham County, Georgia, dated November 1, 2004 and recorded in Deed Book 277Z, Page 42 et. seq., Chatham County, Georgia records (hereinafter, as amended, the "Declaration"); and

**WHEREAS**, Park Row Homeowners Association, Inc. (the "Association") is the "Association" as said term is used and defined in the Declaration; and

**WHEREAS**, pursuant to Article V, Owners are required to maintain casualty and liability insurance policies for the benefit of the Association and provide to the Association evidence of such insurance; and

**WHEREAS**, the Board has determined it to be in the best interest of the Association to adopt the rules and regulations described below.

**NOW, THEREFORE, BE IT RESOLVED** that the Board hereby adopts the following as rules and regulations of the Association:

**1. PROOF OF INSURANCE TO ASSOCIATION.**

- a. All Owners of Units in Park Row shall be required to provide to the Secretary of the Association a Certificate(s) of Insurance evidencing appropriate insurance coverages for each Unit owned in conformity with the Declaration. Such policies shall be subject to review by the Board and, in the event that any insurance coverage is not in conformity with the requirement of the Declaration, the Secretary shall notify the Owner, in writing, specifying to what extent the insurance coverages fail to satisfy the requirements of the Declaration. Any Owner so notified by the Secretary shall have thirty (30) days from the date of such notice within which to acquire appropriate insurance coverages and provide a Certificate(s) of Insurance for such new insurance coverages to the Secretary of the Association.
- b. Upon the lapse, expiration, termination or other incident ending insurance coverage for any Unit in Park Row, the Owner of said Unit shall have thirty (30) days from such lapse, expiration, termination or other incident in which to acquire appropriate insurance coverages in conformity with the Declaration and provide Certificate(s) of Insurance evidencing such

insurance coverages to the Secretary of the Association. Neither the Association nor its officers shall bear any responsibility for notifying Owners of any such lapse, expiration, termination or other incident ending insurance coverage.

- c. Any Owner who fails to provide to or maintain with the Secretary of the Association Certificate(s) of Insurance evidencing appropriate insurance coverages in conformity with the Declaration and such Rules or Regulations as the Board may pass, including these, shall be fined One Hundred and 00/100 Dollars for every 30 days during which such Certificate(s) are not in the possession of the Secretary.
- d. Neither the Association nor any member of its Board, its officers or its members shall be liable to the Association or to any member or Owner for any damage, loss or prejudice suffered or claimed as a consequence of the review and retention of such Certificate(s) of Insurance or the possession of such information about insurance coverages as required by the aforesaid rules and regulations generally.

By execution below, these Resolutions have been adopted as of the date set forth hereinabove by all members of the Board of Directors of the Association.

**BOARD OF DIRECTORS:**

Rodney Scott  
Print Name: RODNEY SCOTT

Wanda J. Hendrix  
Print Name: Wanda J. Hendrix

Herman J. Brown Sr  
Print Name: HERMAN J. BROWN, Sr

Carolyn McNaughton  
Print Name: Carolyn McNaughton

Carolyn R. Griner  
Print Name: Carolyn R. Griner