

**BYLAWS OF  
COTTAGES AT AUTUMN LAKE HOMEOWNERS ASSOCIATION, INC.**  
Revised June 25, 2025

This revision supersedes all previous versions of the bylaws

**Article I**  
**Name, Membership, Applicability, and Definitions**

Section 1. **Name.** The name of the Association shall be the Cottages at Autumn Lake Homeowners Association, Inc. (the "Association").

Section 2. **Membership.** The Association shall have two (2) classes of membership, Class A and Class B, as more fully set forth in the Declaration of Covenants, Conditions, and Restrictions for Cottages at Autumn Lake in Deed Book 295J, Page 233, et seq., Chatham County, Georgia records (hereinafter, as amended or supplemented, the "Declaration"), the terms of which pertaining to membership are specifically incorporated by reference herein.

Section 3. **Definitions.** Except as otherwise defined herein, the words used in these Bylaws shall have the same meaning as set forth in the Declaration.

**Article II**  
**Meetings, Quorum, Voting, Proxies**

Section 1. **Place of Meetings.** Meetings of the members 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 of the Association (the "Board of Directors" or "Board") in Chatham County, Georgia or as convenient thereto as possible and practical.

Section 2. **Annual Meetings.** The Association shall hold annual meetings of the members. The Board of Directors shall cause the annual meeting to be on such date in any year as they shall determine to be in the best interests of the Association, and any business transacted at said meeting shall have the same validity as if transacted at a meeting held during the month designated herein.

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 members 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 the total votes of the Association. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. **Notice of Meetings.** Notice of each annual and special meeting of the Association shall be given by or at the direction of the Secretary or any person or persons authorized to call a meeting by personal delivery, mailing, postage prepaid, or sending by electronic means a copy of such notice at least ten (10) days, but not more than thirty (30) days, before such meeting to each member entitled to vote thereat, addressed to the member's address or email address last appearing on the books of the Association or supplied by such member to the Association for the purpose of the notice.

Section 5. **Waiver of Notice.** Waiver of notice of meeting of the members of the Association shall be deemed the equivalent of proper notice. Any member may, in writing or by electronic

transmission, waive notice of any meeting of the Association, 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 holding the meeting or transacting business at the meeting, at the beginning of the meeting. Attendance at a meeting shall also be deemed waiver of the objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 6. Adjournment of Meetings. If any meetings of the members 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. If the new date, time, and place is announced at the original meeting before adjournment, then notice need not be given of the new date, time or place. If a quorum is present, any business which might have been transacted at the meeting originally called may be transacted at the adjourned meeting.

Section 7. Voting. The voting rights of the members are set forth in the Declaration and such voting rights provisions are specifically incorporated herein. No member shall be eligible to vote, either in person or by proxy, if that member's Lot is shown on the books or management accounts of the Association to be more than sixty (60) days delinquent in any assessment payment due the Association or is under suspension for the infraction of any provision of the Declaration, these Bylaws and the rules and regulations of the Association.

Section 8. Proxies. At all meetings of the members of the Association, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. No such proxy shall be revocable except by written notice delivered to the Secretary of the Association by the respective member. A proxy shall be automatically revoked if the member who has given such proxy is in attendance at the meeting. A proxy shall also automatically be revoked upon the conveyance by an Owner of his Lot and no proxy shall be valid after eleven (11) months from the date of its execution.

Section 9. Majority. As used in these Bylaws, the term "majority" shall mean those votes, members, or other group, as the context may indicate, totaling more than fifty (50%) percent of the total number.

Section 10. Quorum. Except as otherwise provided in these Bylaws or in the Declaration, the presence in person or by proxy of at least one-third (1/3) of the total votes existing in the Association shall constitute a quorum at all meetings of the Association. In the event a quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the quorum required at the first meeting. In the event a quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-fifth (1/5) of the quorum required at the original meeting. Any provision in the Declaration concerning quorums is specifically incorporated herein. 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 11. Conduct of Meetings. The President of the Association shall preside over all meetings of the members of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions occurring thereat. The Standard Code of Parliamentary Procedure shall govern the conduct of the meetings of the members of the Association when not in conflict with the Declaration, the Articles of Incorporation, these Bylaws,

resolutions of the Board of Directors or rulings of the President.

Section 12. Record Date. The Association may establish such record dates for membership as may be authorized by the Georgia Nonprofit Corporation Act or applicable Georgia law.

Section 13. Action Without a Formal Meeting. 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 Nonprofit Corporation Code.

Section 14. Action by 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 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 requirement; state the percentage of approvals necessary to approve each matter other than 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 the Association filed in the permanent records of the Association.

### **Article III**

#### **Board of Directors: Number, Powers, Meetings**

##### **A. Composition and Selection.**

Section 1. Governing Body; Composition. The affairs of the Association shall be governed by a Board of Directors. The directors shall be Owners. Any director who ceases to be an Owner or who becomes more than thirty (30) days delinquent in the payment of any assessment due to the Association shall not be eligible to continue to serve as a director. Notwithstanding the above, the term "Owner" shall be deemed to include, without limitation, any shareholder, member, director, officer, partner in, trustee, or agent of any entity which is, either alone or in conjunction with any other person or entity, an Owner of a Lot. However, any individual who would not be eligible to serve as a member of the Board of Directors were he/she not a shareholder, member, director, officer, partner in, or trustee of such entity, shall be deemed to have disqualified himself/herself from continuing in office if he/she ceases to have any such affiliation with that entity.

Section 2. Number of Directors. The Board of Directors shall consist of five (5) Directors.

Section 3. Nomination of Directors. The Board of Directors will distribute applications to be a candidate for election to the Board to all homeowners who request same. The application will be available no more than 60 days prior to the election and no less than 30 days prior. All applications must be completed and submitted 14 days prior to the election. Ballots will be distributed at least 4 days prior to the election including candidate's applications. Write in candidates will be accepted on the ballots. If the election is held at an annual or special meeting of the members, then candidates may be nominated from the floor. The Board may adopt rules and procedures governing the election process and campaigning not inconsistent with this Section.

Section 4. Election and Term of Office. Directors shall be elected at the annual meeting of the Association or by electronic or written ballot in lieu of a meeting in accordance with Article II, Section 14 hereof and O.C.G.A. § 14-3-707. All eligible members of the Association shall be entitled to vote on all Director positions to be elected, and the candidate(s) receiving the most votes shall be elected. After the adoption of these By-Laws in June 2025 increasing the number of directors from three (3) to five (5), the three (3) existing Directors shall serve until the expiration of their current existing terms which will expire at the end of 2025, 2026 and 2027 respectively. The terms of Directors elected at the first election following the adoption of these Bylaws shall be staggered on a one (1) and two (2) year basis as follows:

At the next election to be held in 2025, three (3) directors will be elected to fill the two (2) new positions created by the increase of directors from three (3) to five (5) and the replace the existing Director position reaching the end of its currently scheduled term at the end of 2025. In 2025, the two (2) Directors receiving the most votes shall be elected for two (2) year terms and the one (1) Director elected with the least votes shall be elected for a one (1) year term.

At the election to be held in 2026, the replacement for the existing Director position reaching the end of its currently scheduled term in 2026 shall be elected for a two-year term. At the election to be held in 2027, the replacement for the existing Director position reaching the end of its currently scheduled term in 2027 shall be elected for a two-year term.

After the initial term of each Director elected in 2025 following the adoption of these Bylaws and after the expiration of the terms of existing directors in 2026 and 2027, all Directors shall be elected for two (2) year terms or until their successors are elected. It is the intent of this Section to establish two classes of staggered directors. However, in the event staggering of Director terms needs to be re-set or otherwise reestablished in accordance with this Section, the aforementioned model for designating terms based on votes received may be utilized.

Section 5. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a majority of the members authorized to vote for Directors and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed 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.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason, including the addition of a new seat or seats on the Board, but 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. The successor so selected shall hold office for the remainder of the term of the Director being replaced.

#### B. Meetings.

Section 7. Organization Meeting. The first meeting of the Board of Directors following each election shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board.

Section 8. 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 two (2) such meetings shall be held during each fiscal year. Notice of the regular schedule shall constitute sufficient notice of such meetings.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President on his own motion or when requested 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; (c) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (d) by electronic transmission. All such notices shall be given or sent to the Director's address, telephone number or email address as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned or delivered by electronic transmission at least twenty-four (24) hours before the time set for the meeting.

Section 10. Waiver of Notice. The transactions 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. The waiver of notice need not specify the purpose of the meeting. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 11. 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 Board of Directors meeting cannot be held because of the absence of a quorum, a majority of the votes present and voting may adjourn the meeting to a later time. The necessary quorum shall be required at the adjourned session. 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 12. Compensation. No director shall receive any compensation from the Association for acting as such. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 13. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. The President shall govern the conduct of all meetings of the Board of Directors in accordance with the Declaration, these Bylaws, and the Association's rules and regulations. The President may vote.

Section 14. Executive Session. The Board may, with approval of a majority of a quorum of the Board Members, 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.

Section 15. 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 such action is evidenced by written consents, setting forth the action so taken, signed by at least a majority of

the directors; provided that such action is taken in accordance with the Georgia Nonprofit Corporation Code.

C. Powers and Duties.

Section 16. 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 Owners.

Section 17. 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 Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these Bylaws.

"Section 18. Borrowing. The Board of Directors shall hold a special meeting of the Association to inform the members regarding any plans to borrow money by or on behalf of the Association. The Board of Directors shall have the power to borrow money for the purpose of improving, acquiring, repairing, modifying, or restoring the Common Area upon the affirmative vote or written consent of a majority of each class of members of the Association eligible to vote in person or by proxy at a meeting duly called for this purpose."

Section 19. Rights of the Association. With respect to the Common Areas, or other areas of Association responsibilities, and in accordance with the Articles of Incorporation and Bylaws of the Association, the Association shall have the right to contract with any person for the performance of various duties and functions. Without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other agreements with trusts, condominiums, cooperatives, or neighborhood and other homeowners' or residents' associations, both within and without the properties.

## **Article IV**

### **Officers**

Section 1. Officers. The officers of the Association shall be a President, one (1) Vice President, a Secretary, and a Treasurer. The Board of Directors may elect such other officers including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. The President, Vice President and Treasurer shall be elected from among the members of the Board of Directors.

Section 2. Election, Term of Office, and Vacancies. 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 Association as herein set forth in Article III. 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 a majority vote of the Board of Directors, a quorum being present, whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Powers and Duties. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget, as provided for in the Declaration, and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

Section 5. 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** **Committees**

Section 1. General. Committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present are hereby authorized. Such committees shall perform such duties and have such powers as may be provided in the resolution. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

## **Article VI** **Miscellaneous**

Section 1. Fiscal Year. The initial fiscal year of the Association shall be set by resolution of the Board of Directors. Unless otherwise provided, the fiscal year shall be the calendar year.

Section 2. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Declaration, the Articles of Incorporation, and these Bylaws, the provisions of Georgia law, the Declaration, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 3. Books and Records. The Association shall keep correct and complete books and records of the Association and its account and shall keep minutes of all proceedings of the Board of Directors and committees having any authority of the Board of Directors. The books and records of the Association shall be available for inspection by members in accordance with the Declaration and the Georgia Nonprofit Corporation Code.

Section 4. Amendment. These Bylaws may be amended only by the affirmative vote of at least seventy-five percent (75%) of the votes entitled to be cast by all members present, in person or by proxy, and voting at any meeting of the Association at which a quorum is present, or in writing by members entitled to cast at least a majority of the total authorized votes of all members of the Association, except that during the Class B membership the Declarant must give written approval of any such amendment.

### CERTIFICATION

We, the undersigned, being all of the Directors of the Association do hereby certify that these Bylaws were amended and adopted as set forth above by the affirmative vote of at least seventy-five percent (75%) of the votes entitled to be cast by all members present, in person or by proxy, and voting at the meeting of the members of the Association held on June 25, 2025 at which a quorum was present

IN WITNESS HEREOF, we have subscribed our names this 26th day of June 2025

**COTTAGES AT AUTUMN LAKE HOMEOWNERS ASSOCIATION, INC.  
BOARD OF DIRECTORS**

Robert Lee Beckman

Print name

*Robert Lee Beckman*

6/26/2025

Jack W Bussert

Print name

*Jack W Bussert*

6/26/2025

DANIEL COOK

Print name

*Daniel Cook*

6/26/2025