

BY-LAWS
CHIMNEY LAKES HOMEOWNERS, ASSOCIATION, INC.

ARTICLE I
MEMBERS

1.1 Who Are Members. Those persons shall be Members of the Association who are determined to be such in accordance with the provisions of Section 3.02 of the Declaration. Wherever referred to in these By-Laws, the Declaration means the Declaration of Covenants, Restrictions and Easements dated June 23, 1980, which has been executed by Arvida of Georgia, Inc., with respect to a community known as Chimney Lakes, and is to be executed by duly authorized officers of the Association at its organizational meeting and is to be filed for record in the office of the Clerk of the Superior Court of Cobb County, Georgia, as such Declaration may be amended from time to time.

1.2 Annual Meeting of Members. The regular annual meeting of the Members shall be held, at such place within the State of Georgia, as shall be designated in the call of the meeting, on the second Thursday in the eleventh month following the close of each fiscal year of the Association, if not a legal holiday, and if a legal holiday, then on the next business day succeeding. The Members shall at such meeting elect a Board of Directors for the ensuing year, in the manner provided in Article 2.1 hereof, and shall have authority to transact any and all business which may be brought before such meeting.

1.3 Special Meetings of Members. Special meetings of members shall be held, at such place within the State of Georgia, as shall be designated in the call of the meeting. Special meetings may be called by the President at any time, and must be called by the President when so requested in writing by any two (2) Directors or by ten percent (10%) of the Members of either class of membership of the Association.

1.4 Notice of meetings. Written notice of the place, date, and time of every annual or special meeting of Members shall be mailed or hand-delivered to each Member, not less than thirty (30) days or more than sixty (60) days before such meeting. Each Member shall register his address with the Association, and the notices of meetings shall be mailed or hand-delivered to him at such address. If for a special meeting, such notice shall state the object or objects of the meetings. It shall not be necessary that notice of an annual meeting specify the business to be transacted at such meeting, but such notice shall specify the number of Directors to be elected at such annual meeting. (Amended 11/10/82 and 11/10/88)

1.5 Quorum. Unless otherwise provided in the Declaration, a quorum at any meeting of Members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of Members entitled to cast one-tenth (1/10) of the votes of each class of membership. Unless otherwise provided in the Articles of Incorporation of the Association, or in the Declaration, or in these By-Laws, a majority of the votes entitled to be cast by all Members present at a meeting shall be necessary and sufficient to decide and act upon any question which shall come before the meeting. No business shall be transacted at any meeting unless a quorum is present.

1.6 Voting. Voting rights of Members shall be as set forth in the Declaration. Where any Member is a group or entity other than one individual person, the vote on behalf of such shall be exercised only by such Individual person as shall be deemed in a proxy instrument duly executed by or on behalf of such Member and delivered to the Secretary of the Association.

ARTICLE II
DIRECTORS

2.1 Number and Election of Directors. The business and affairs of the Association shall be managed by a Board of Directors consisting of seven (7) Members. Each year, four (4) Members will be elected to replace four (4) outgoing Members - three (3) for a two-year term of office and one (1) for a one-year term of office to be determined by total votes for each Candidate. Election to the Board Of Directors shall require a majority of all votes allocated to all Members in attendance at the duly-called meeting of Members at which such election takes place,

i.e., each Member at such meeting shall be entitled to cast such votes as are prescribed under Section 3.03 of the Declaration. (Amended (11/10/82 and 11/10/88)

2.2 Annual Meeting of Directors. The annual meeting of the Board of Directors shall be held immediately after the annual meeting of Members, at the same place at which the annual meeting of Members was held, as a matter of course and without notice for the transaction of any business which may be brought before the meeting.

2.3 Special Meetings of Directors. Special meetings of the Board of Directors shall be held, at such place within the State of Georgia, as shall be designated in the call of such meetings. Special meetings of the Board of Directors may be called by the President at any time, in his discretion, and must be called by the President whenever so requested in writing by any Member of the Board of Directors.

2.4 Notices of Meetings. Notices of special meetings of the Board of Directors shall be given by the President or the Secretary to each Member of the Board, not less than twenty-four (24) hours before the time at which such meetings are to convene. Said notices may be given by telephone, or by any other form of written or verbal communication. It shall not be necessary for notices of special meetings of the Board of Directors to state the purposes or objects of the meetings. The Directors may waive notice of any meeting. Action may be taken by the Directors without a meeting if such action is consented to in writing by all of the Directors.

2.5 Quorum. A quorum at any meeting of the Board of Directors shall consist of a majority of the Members of the Board. Unless otherwise provided in the Articles of Incorporation of the Association, or in these By-Laws, or in the Declaration, a majority of those present at any meeting at which a quorum is present may decide any questions which may come before the meeting.

2.6 Management Powers of Board of Directors. The management of the Association shall be vested in the board of Directors, which shall have and shall exercise, except as otherwise provided in the Declaration, all of the powers and duties which the Association is authorized and required to exercise and perform.

2.7 Removal of Directors. Any Director may be removed, with or without cause, by a majority of the votes entitled to be cast by those Members, without regard to class, who are present in person or by proxy and voting at a special meeting.

2.8 Compensation of Directors. No Director shall receive compensation for any service he may render to the Association as a Director, however, any Director may be reimbursed for his actual expenses incurred in the performance of his duties as a Director.

2.9 Appointment of Directors. The sitting Board of Directors will have the power and authority to appoint a Director to serve the unexpired portion of an elected Director. This power and authority can only be exercised when a duly elected Director is unable to serve the remainder of his term and the Director to be appointed will require a majority vote of the remaining Directors for such appointment. (Amended 11/08/84)

ARTICLE III OFFICERS

3.1. Designation of Officers. The Officers of the Association shall be appointed by the Board of Directors and shall consist of a President, a Secretary, a Treasurer, and such additional Officers, if any, as the Board of Directors may see fit to appoint at any time, or from time to time. Each Officer shall serve at the pleasure of the Board of Directors, and may be removed from office by the Board of Directors at any time, with or without cause.

3.2. The President. The president shall be the chief executive officer of the Association and, subject to the direction and control of the Board of Directors, shall have general and active supervision and charge of all activities of the Association.

3.3 The Secretary. The Secretary shall keep minutes of all meetings of the Members and Directors; shall have charge of the register of Members; and shall perform such other duties and have such other powers as may from time to time be delegated to him by the President or by the Board of Directors.

3.4 The Treasurer. The Treasurer shall be charged with the management of the finances of the Association; shall have the custody and care of all funds of the Association; shall keep, or cause to be kept, full and accurate books of account and records of all fiscal and financial transactions of the Association; and shall cause an annual audit of the Association's books to be made by an audit committee at the completion of each fiscal year. (Amended 11-13-97)

3.4.1 The Audit Committee. The Audit Committee shall be comprised of three (3) members of the community, approved by the Board of Directors, and reporting to the Board of Directors. This committee shall audit the books of the previous fiscal year, and report to the Board of Directors at the conclusion of the audit. The committee will also report to the homeowners at the annual meeting. (Amended 11-13-97)

3.5 Compensation of Officers. The Board of Directors shall have the authority to fix the compensation of Officers for their services.

ARTICLE IV
SEAL

4.1 Corporate Seal. The corporate seal of the Association s in the following form, to wit:

(Corporate Seal)

and the seal in such form is hereby adopted as the corporate seal of the corporation.

ARTICLE V
MISCELLANEOUS

5.1 The Declaration. All provisions contained in the Declaration with regard to rights, powers and duties of the Association, the Members thereof (including, without limitation, classes of Members and qualifications and rights of the Members of each Class), and the Board of Directors thereof, are hereby incorporated into these By-Laws by this reference, with the same effect as if such provisions were fully set forth herein, except as provided in Article VI.

5.2 Committees. An Architectural Control Committee shall be established and shall operate in the manner provided in the Declaration. The Board of Directors may from time to time establish such other committees as it deems advisable, and the Members of such other committees shall be appointed by the Board of Directors, and shall serve subject to the will of the Board of Directors. Any Member(s) of any such committee, including without limitation, the Architectural Control Committee, may be removed from office at any time by the Board of Directors, with or without cause.

5.3 Books And Records. The books and records of the Association shall at all times, during reasonable business hours, be open for inspection by any Members of the Association.

5.4 Interpretation. In the case of any conflict between the Articles of Incorporation of the Association and these By-Laws, the Articles of Incorporation shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

5.5 Indemnification. The Association shall indemnify any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he, his testator, or intestate, is or was a director, officer or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. This right of indemnification shall not apply (1) to any action, suit or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of such action, suit or proceeding, (2) in relation to matters as to which the director, officer or employee shall be adjudged in the action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Association, or (3) in relation to matters in any such action, suit or proceeding that are settled or compromised. The right to indemnification conferred by this Section shall not restrict the power of the Association to make any indemnification permitted by law.

ARTICLE VI
AMENDMENTS

6.1 Amendments of By-Laws. These By-Laws may be amended, repealed or altered, in whole or in part, by a majority of those Members of each class of membership of the Association who are present in person or by proxy and voting at a meeting of Members duly hold in accordance with the provisions of these By-Laws, provided, however, that under no circumstances, may the Declaration be amended, repealed or altered, in whole or in part, except in the manner provided in the Declaration.

Amended: 11-10-82

Amended: 11-08-84

Amended: 11-10-88

Amended: 11-13-97

October 2006