

**BY-LAWS
OF THE
MORGAN SPRINGS HOMEOWNERS ASSOCIATION, INC.**

**As approved during the Association's 2022 Renewal
(By-Laws Version "A" dated May 23, 2012)**

ARTICLE ONE

NAME AND LOCATION

The name of the corporation is the
MORGAN SPRINGS HOMEOWNER'S ASSOCIATION, INC.,
referred to as the "Association" in this document and abbreviated as MSHA. The principal
office of the corporation shall be 1950 Morgan Drive, Cumming, Georgia 30040. Meetings
of its members and directors may be held at such places within the State of Georgia,
County of Forsyth, as may be designated by the Board of Directors.

ARTICLE TWO

DEFINITIONS

Section 1: "Association" means and refers to Morgan Springs
Homeowners Association, Inc., its successors and assigns.

Section 2: "Properties" means and refers to the real property described in
the Declaration of Covenants, Conditions and Restrictions, and such additions as may
be brought within the jurisdiction of the Association.

Section 3: "Common Area" means and refers to all real property owned
by the Association for the common use and enjoyment of the Owners.

Section 4: "Lot" means and refers to any plot of land shown upon any
recorded subdivision map of the Properties with the exception of the Common Area.

Section 5: "Owner" or "Homeowner" means and refers to the owner of

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record, whether one or more persons or entities, of the fee simple title to any Lot which
is part of the Properties, including contract sellers, but excluding those having such
interest merely as security for the performance of an obligation.

Section 6: The "Board" or "Board of Directors" means and refers to the duly elected people serving as officers of the Association.

Section 7: "Declaration" means and refers to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the Superior Court of Forsyth County, Georgia.

Section 8: "Member" or "Owner" means and refers to those persons entitled to membership as provided in the Declaration.

ARTICLE THREE

MEETING OF MEMBERS

Section 1, Annual Meetings: The annual meeting of the members shall be held within the month of June each year. The Board shall set the date, time and location of the annual meeting. The preferred date is a Tuesday within 10 days of the end of the month. The preferred location and time are in the Clubhouse at 7:00PM.

Section 2, Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the non-delinquent members who are entitled to vote.

Section 3, Notice of Meetings: Written notice of each meeting of the members shall be given by, or at the direction of, the Treasurer or persons authorized to call the meeting, by mailing or emailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each non-delinquent member entitled to vote, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. This notice will specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4, Quorum: The presence at the meeting of members entitled to

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cast, or of proxies entitled to cast, one-tenth of the total votes in the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such a quorum is not

present or represented at any meeting, the members entitled to vote who are present shall have the power to adjourn the meeting, without notice other than an announcement at the meeting, and to set a new date and time for reconvening the meeting for another attempt to attain a quorum.

Section 5, Proxies: At all meetings of owners, each owner may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy will show the owner(s) granting the proxy, to whom the proxy is authorized and the meeting or purpose that the proxy applies. Every proxy shall be revocable and will automatically cease once voted by the proxy holder.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 1, Number: The affairs of this Association shall be managed by a Board of at least five Directors, not all of which need be members of the Association.

Section 2, Term of Office: Each director shall serve a term of approximately one year during the period after the Board Elections in a June Annual Meeting and the Board Elections during the next.

Section 3, Removal: Any director may be removed from the Board, with or without cause, by a majority vote of the homeowners eligible to vote. In the event of the death, resignation or removal of a director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4, Compensation: No Director shall receive compensation for any service rendered to the Association for the performance of their duties as a Director. This does not preclude a Director from being reimbursed for any actual expenses incurred for the benefit of the Association in the performance of their duties.

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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 the majority of directors. Any action so approved

shall have the same effect as though taken at a meeting of the directors.

ARTICLE FIVE

NOMINATION AND ELECTION OF DIRECTORS

Section 1, Nomination: Nominations may be made from the floor at the Annual Meeting by any homeowner eligible to vote. Any homeowner who declares to run for an office and provides a written and signed statement to that effect to the Board at least one week prior to the official announcement of an Annual Meeting will have their name and nomination announced in the Annual Meeting notice. In the Annual Meeting the existing Board may self-nominate or make any other nominations as each Director wishes. Such nominations may be made from among members or non-members.

Section 2, Election: Election to the Board of Directors shall be made by a raise of hands, except if any homeowner present requests it, the Secretary will conduct a vote by secret written ballot. At the 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. Cumulative voting is not permitted.

ARTICLE SIX

MEETINGS OF DIRECTORS

Section 1, Regular Meetings: Regular meetings of the Board of Directors will be held monthly on the second Tuesday of each month in the Clubhouse. These meetings will be open to all Homeowners. The Board may set a different day and time at their discretion if circumstances require it.

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Section 2, Special Meetings: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each director.

Section 3, Annual Homeowner Meeting: An Annual Meeting of the Homeowners shall be held each June, with at least 15 days advance notice, at the

same place and times that apply to Regular Meetings.

Section 3, Quorum: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE SEVEN

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1, Powers: The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests while in the Common Areas,
- (b) establish penalties for the infractions of the above rules and regulations,
- (c) adopt and publish policies regarding the use of the Common Area and facilities by non-members and any dues or fees payable to the Association for such use by non-members;
- (d) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (e) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (f) declare the office of a member of the Board of Directors to be vacant in the event such member is absent from three consecutive regular meetings of the Board of Directors,
- (g) employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, except as otherwise restricted within these By-Laws.

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

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a current financial statement to the members at the annual meeting of the members, or at any special meeting when such a statement is requested in writing by one-fourth of the members who are entitled to vote;
- (b) 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:
 - (1) fix the amount of the Annual Dues assessment against each Lot after the June Annual meeting and before July 1st of each year,
 - (2) send an invoice for the Annual Dues assessment to every Owner on or around July 1st of each year with payment due on August 1st of each year.
 - (3) foreclose the lien against any property for which assessments are not paid within thirty days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained.

Section 3, Restrictions: Without prior approval by a majority vote of a quorum of homeowners eligible to vote, present in person or by proxy, at a regular or

special meeting of the homeowners, the Board of Directors is prohibited from:

- (a) employing a manager or management service for the purpose of managing the business of the Association, the fees for which would be paid in any part from members annual dues;
- (b) employing an attorney, paralegal, or any other type of legal services, other than for the collection of past-due assessments or the legal interpretation of By-Laws or Restrictive Covenants, the fees for which would be paid in any part from members annual dues;
- (c) bringing any type of legal action against any association member other than for the non-payment of Association dues.

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ARTICLE EIGHT

OFFICERS AND THEIR DUTIES

Section 1, Enumeration of Offices: The officers of the Association shall be a President and Vice-President, who shall at all times be homeowners, Secretary, Treasurer and a Member at Large, plus such other Members as the Board may from time to time by resolution create.

Section 2, Election of Officers: The election of officers shall take place at the June Annual Meeting of the homeowners.

Section 3, Term: The officers of this Association will hold office for approximately one year unless they resign, are removed or are otherwise disqualified to serve. The term of office for the officers elected in the Annual Meeting begins immediately upon the conclusion of the Annual Meeting.

Section 4, Special Appointments: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5, Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 it effective. A Board member may be determined to have resigned if they miss three regular Board meetings in a row.

Section 6, Vacancies: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy will serve for the remainder of the term of the officer he replaces.

Section 7, Multiple Offices: The offices of Secretary and Treasurer may be held by the same person. No persons shall simultaneously hold more than one of

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any of the other offices except in the case of special offices created pursuant to Section 4. of this Article.

Section 8, Duties: The duties of the officers are as follows:

President

a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice-President

b) The Vice-President shall act in the place and stead of the President in the event of absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Secretary

c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; Keep the corporate seal of the Association and affix it on all papers requiring said seal and will perform such other duties as required by the Board.

Treasurer

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; shall sign all checks and promissory notes of the Association; keep and manage all electronic banking transactions, keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular Annual Meeting and deliver a copy of each to the members.

The Treasurer shall issue all invoices and statements of member accounts to each homeowner; keep current records of the contact information for each homeowner and renter and serve notice of meetings of the Board and of the members.

The Treasurer will provide all reports and records of expenditures to the Audit Committee as required by the Committee to complete an annual audit of the Associations books. The Treasurer will also cause the Association's Federal Income Tax responsibilities to be properly fulfilled. The Treasurer is responsible for compiling the Association's year-end P&L statement. The Treasurer will monitor the performance of all vendors; take corrective action when necessary and any other duties the Board deems necessary to offload.

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ARTICLE NINE

COMMITTEES

The Board of Directors shall appoint an Architectural Committee, as provided in the Declaration.

The Board shall appoint an Audit Committee each year during the special Annual Meeting in June. It is required that the President, Vice President and Secretary be appointed to the Audit Committee. In addition, up to four non-delinquent homeowners and one person not of the Association may be appointed to the Audit Committee, depending on available volunteers. If more than four non-delinquent homeowners or more than one person not of the Association volunteer, then a ballot of

paid-up homeowners present in the meeting, or by proxy, by a show of hands shall be used to select the Audit Committee members. The Audit Committee is charged with reviewing the Associations internal account details and all banking and investment account details and preparing a summary of its findings that will be published by the Secretary in the official Minutes of the Association by December 31st of each year All meetings of the Audit Committee shall be held at regular monthly General Meetings or in Special Audit Meetings with seven days notice to all homeowners and all such meetings are open to any non-delinquent homeowner who chooses to view the proceedings.

In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE TEN

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, with a reasonable advance notice, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association will also

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be available for inspection by any member at the principal office of the Association, with reasonable advance notice, where copies may be purchased at reasonable cost.

ARTICLE ELEVEN

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made and may be collected on a monthly basis. Any assessments which are not paid within thirty days of the due date shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the

property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein because of the nonuse of the Common Area, abandonment of their Lot or perceived conflict with the Associations policies or actions.

ARTICLE TWELVE

CORPORATE SEAL

The Association shall have a corporate seal in the following form as approved at the organizational meeting of the Board of Directors: Morgan Springs

Homeowners Assoc., Inc.

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ARTICLE THIRTEEN

AMENDMENTS

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

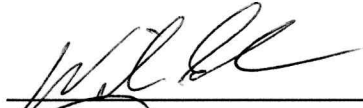
Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE FOURTEEN


MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of July and end on the thirtieth day of June of each year.

The undersigned, being the members of the Board of Directors, have applied their signatures to attest that the amendment process was properly followed to approve this document on this 12 day of December, 2022.




William Scheer, President



Gary Borgemenke, Vice President



Elisabeth Schwaer, Secretary



James Coates, Treasurer



Notary Public

