

Bylaws of the Whitestone Lake Estates Property Owners Association

Article I - Name of Organization

This organization shall be referred to as the Whitestone Lake Estates Property Owners Association Incorporated, and hereafter abbreviated as the "WLEPOA." This community has been established to create and maintain a quality skiing environment for its members and guests, based on the belief that water-skiing is a lifelong sport that can significantly enhance the quality of life.

Article II - Purpose

It is the mission of the WLEPOA to protect the rights and interest of the deed holders of property at Whitestone Lake Estates through the election of Board of Directors and officers, the observance of parliamentary procedure and the establishment, amendment and enforcement of the Bylaws, in addition to the establishment of rules and regulations regarding the use of the lake and ski amenities. The WLEPOA also seeks to promote the sport of competitive water-skiing and recreation related to it.

Article III - Membership

Section 1: The WLEPOA was incorporated in 1996. Property owners named on a warranty deed for possession of a legal land lot within Whitestone Lake Estates shall constitute membership in the WLEPOA. This membership becomes effective upon legal transfer of such deed and payment of association dues. Ownership shall be limited as per the plat of the property on January 1, 1996. The developers, however, "reserve a right of access to and use of said Common Area for the purpose of assisting Grantors in the sale of lots in the Whitestone Lake Estates subdivision, as same are described on the official unit plats recorded in the Gilmer County Records and on any deed or plat evidencing lots or parcels which may be annexed to said subdivision in the future." (From the Warranty Deed of the Common Property)

Section 2: Voting Rights. One or more lots within Whitestone Lake Estates can be deeded to individuals or families. Each lot has one vote. The WLEPOA is responsible for maintenance of the common property deeded to it and any structures built thereon. All lot owners and family members are also subject to the Whitestone Lake Estates Protective Covenants. (Deed book #354, pages 298, Gilmer County Records, as amended and supplemented in deed book #369, page 175 Gilmer County Records)

In all instances except the amendment of these Bylaws, a majority vote shall govern actions of the WLEPOA and the following conditions are met:

1. The meeting is properly called.

2. A quorum of fifteen lots is represented at the meeting.
3. Written ballots are acceptable, and qualify towards the quorum. General Proxies are not permitted, but Limited Proxies are allowed.
4. Abstention votes are not counted in computing total votes cast.
5. Blank ballots are not counted in computing total votes cast.
6. Invalid ballots do count in computing total votes cast.

Section 3: Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Such action may also be taken electronically, as may be allowed as per any rules passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al.

Any dues increase, the levy of any special assessments on all property owners, and any bylaws amendments shall require approval of the general membership by vote, and the WLEPOA must deliver a written ballot to every member in the form specified below:

1. A written ballot shall:
 - a) Set forth each proposed action; and
 - b) Provide an opportunity to vote for or against each proposed action.
2. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the 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.
3. All solicitations for votes by written ballot shall:
 - a) Indicate the number of responses needed to meet the quorum requirements;
 - b) State the percentage of approvals necessary to approve each matter other than election of directors; and
 - c) Specify the time by which a ballot must be received by the corporation in order to be counted.

Section 4: Fees & Dues. The membership shall vote upon and assess an annual fee to maintain the common property. This fee shall be assessed to each property owner subject to the provisions of Article III, Sections 1 & 2 above. Annual dues must be submitted to the treasurer and postmarked by April 1. Penalties for late payment shall be assessed as follows:

1. A late fee in the amount of \$10 or 10% of the balance due, whichever is greater; interest at the rate of 18% per annum, and an assessment lien may be filed upon the property of the delinquent member, said lien to run with the land, and shall include any related collection fees, recording costs, and any reasonable attorney fees actually incurred.
2. Rights to vote and ski privileges are automatically suspended until dues are current, or a written payment plan signed by the property owner is accepted by the board. Said member shall receive written notice of said suspension, including notice of the right to appeal said suspension within 10 days by submitting such appeal in writing to the Board.
3. In the case where a new property owner takes possession of a deed from the developers during the calendar year, the annual fee shall be prorated according to the date of deed transfer and shall be due to the WLEPOA within two weeks of closing. Lot owners who sell or transfer their lots to subsequent owners shall provide the transferee with a current copy of the covenants and bylaws. Dues, fees, and assessments should be current at the time of transfer. Any prorating of dues or assessments is between the transferor and transferee. The Association may charge a reasonable fee for providing a 'closing letter' including any transfer fees, rush fees, and any other costs.

Article IV - Officers

Section 1: The WLEPOA shall be governed by a Board of Directors consisting of five members elected by the WLEPOA membership. Other officers, as described below, shall be elected by the WLEPOA members for terms of two years. No officer has voting rights on the WLEPOA Board, other than the five board members.

1. The **Board Chairman** is elected by the members of the Board of Directors. In overseeing the implementation and enforcement of the Bylaws, this person shall be responsible for overseeing meetings and running them according to parliamentary procedure. The Board Chairman shall also authorize all calls for any special meetings.
2. The **Vice-Chairman** of the Board shall assume the duties of the Chairman in the case of absence or inability of the Chairman. (In the case of absence or disability of both the Chairman and Vice- Chairman, the remaining three Board members may elect one of their number to perform temporarily all the duties of the Chairman.)
3. The **Ski Activities Coordinator** shall be responsible for representing the WLEPOA with the Georgia Water Ski Federation and US Water Ski and others in the competitive ski community in all matters relevant to competitive water skiing, including the scheduling

of tournaments or clinics, the setting of entry fees, and the appointment of tournament directors. No tournaments or clinics may be scheduled at Whitestone Lake Estates without a majority vote.

4. The **Secretary** is responsible for keeping the minutes of general membership meetings and board meetings and having the minutes available to all members. The Secretary is also responsible for filing all committee reports and taking attendance at meetings. In addition, the Secretary shall maintain and distribute an accurate membership roster. The Secretary shall carry out all needed correspondence of the WLEPOA including notification of meetings to the members of the WLEPOA.
 - a. The Secretary is responsible for maintaining all records of the organization, including all bylaws, special rules and minutes.
5. The **Treasurer** is responsible for submitting periodic reports that summarize the financial transactions of the WLEPOA, including an annual report. The Treasurer shall also pay invoices, receive monies and maintain the financial accounts for the WLEPOA. The Treasurer shall notify members of fees/dues owed to the WLEPOA.

Section 2: The board members and other officers shall be elected by ballot at a general membership meeting in the last quarter of the calendar year. Directors are elected by a majority of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 3: Each officer serves for two years or until their successor is elected, and their term of office shall begin at the close of the annual meeting at which they are elected. In the case where an officer cannot finish a term, the Board of Directors shall appoint a member to fulfill the term.

Section 4: Co-owners may serve consecutive terms on the board, but may not serve on the board simultaneously. A Board member may be removed by a majority of the Board for missing more than two properly noticed meetings of Board or member meetings, a Board member may also be removed by a vote of the membership, subject to a properly called special meeting. In order to serve as a Board member or Officer, or continue serving, the individual must be current in dues or fines, and must not be in violation of any of the covenants, bylaws, or any rules.

Section 5: A member is entitled to inspect and copy, at a reasonable time and reasonable location specified by the WLEPOA board, any of the following records of the corporation if the member meets the following requirements and gives the corporation written notice at least five business days before the date on which the member wishes to inspect and copy:

1. Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on

behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting,

2. Accounting records of the corporation and the membership list.

A member may inspect and copy the records identified in Section 8 A and B only if:

1. The member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member;
2. The member describes with reasonable particularity the purpose and the records the member desires to inspect;
3. The records are directly connected with this purpose; and
4. The records are to be used only for the stated purpose.

Article V - Meetings

Section 1: Regular meetings. Three general membership meetings shall be scheduled each year, one each in the first, second and fourth quarters. The fourth quarter meeting shall be considered the annual meeting and it is at this meeting that the election of officers shall take place. Two week advance notification of general membership meetings may be communicated by mail, fax, email or posting to the WLEPOA website.

Section 2: Special meetings. In the case where a special meeting is deemed necessary, the Board shall be responsible for notifying the general membership. Any five lot owners can come to the board and request a special meeting to be called. The Board of Directors shall call special or emergency meetings as soon as practical. Notice of a special meeting must include a description of the matter or matters for which the meeting is called. Only those matters described in the advance notification to all members can be voted on at a special meeting, provided a quorum is in attendance.

Section 3: All general membership meetings except meetings held in the first quarter shall be held on the premises of Whitestone Lake Estates, and the site shall be determined by the Board. A quorum is present when owners representing 15 lots are in attendance in person or via a properly submitted written ballot.

Article VI - Board of Directors

Section 1: Financial Authority. A prime obligation of the Board shall be to regulate the funds necessary to operate the WLEPOA according to the purposes as outlined in these Bylaws. The

Board of Directors shall oversee all financial expenditures not to exceed \$500 per transaction without approval by the general WLEPOA membership excluding outside general operating expenses. A 3-5 member volunteer committee shall perform an audit at the end of the calendar year. This committee shall be approved by the membership at the first quarter meeting.

Section 2: Authority to officially represent the WLEPOA. In all instances where the common property of Whitestone Lake Estates is used by anyone other than WLEPOA Members and their guests (including tournaments, clinics, etc.), written consent from the Board is required after majority approval of WLEPOA.

Section 3: Meetings. All Board of Director meetings shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

The Board may 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. The nature of any and all business to be considered in executive session shall first be announced in open session. Any action to be taken at a meeting of the directors or any action that may be taken by directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such action may also be taken electronically, as may be allowed as per any rules passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A. 10-12-1 et al.

One (1) or more directors may participate in and vote during any regular or special Board of Director meeting by telephone conference call or similar communication equipment by means of which all directors participating in the meeting can hear each other at the same time, and those directors so participating shall be deemed present at such meeting. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board. A copy of the minutes for any meetings conducted via telephone or electronically shall be provided to the membership within 15 days.

Article VII - Committees

Section 1: There shall be two standing committees whose duties are outlined below. Membership in these groups shall consist of at least three WLEPOA members, and a chairperson shall be appointed and/or approved by the Board of Directors. In addition, special committees can be created by the Board to address transient issues or concerns. All committees shall report to the Board of Directors and the general membership.

Committees requiring financial transactions shall submit a budget to the Board of Directors before committing the WLEPOA in any way. No member on any committee has the authority to represent the WLEPOA without written consent from the Board of Directors, including

commitments of money or use of the common property. Committee members shall be appointed by the Board, and may be removed by the Board.

Section 2: The Boat Committee shall be responsible for procuring, maintaining and selling boats that are owned by the WLEPOA. This committee shall be responsible for obtaining bids for new boats and negotiating agreements with boat manufacturers.

Section 3: The Grounds Committee shall oversee the upkeep of the grounds of the common property as well as any improvements.

Article VIII - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article IX - Amendment of the Bylaws

Amendments to these Bylaws may be made by a 2/3 vote of a properly called quorum of the membership. Proposed amendments shall be supplied to all members in written form at least 30 days prior to a scheduled vote.