

# By-Laws

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BY-LAWS  
OF  
MOUNTAIN SHADOWS ASSOCIATION, INC.  
July 21, 2018

## ARTICLE I

### GENERAL INFORMATION

The name of this Corporation is MOUNTAIN SHADOWS ASSOCIATION, INC. The overall purpose of this Corporation shall be to operate, maintain, conduct, and manage recreational vehicle lots, roads, and utility maintenance, garbage collection and other amenities connected with Mountain Shadows Recreational Vehicle Park located in White County, Georgia; and to provide for the preservation of the values and amenities in said Recreational Vehicle Park.

Section 1, The Corporation shall have and continuously maintain a registered office and a registered agent. The principal office of the Corporation shall be located at 21 Lavista Lane # 40 Cleveland Georgia 30528.

## ARTICLE II

### MEMBERS

Section 1. Membership in the Association shall be limited to every person who is a record owner of a fee simple estate, a life estate, or estate pur autre vie, in any lot, whether developed or undeveloped, which is subject to the Declaration of Covenants, Conditions, and Restrictions of Mountain Shadows Recreational Vehicle Park or by any Supplementary Declarations, and every person who is the record owner of an equity of redemption in any such lot which, if such person were entitled to a reconveyance from the holder or holders of a Deed or Deed to Secure Debt on such lot, would entitle such person to become the record owner of an estate in such lot of the character above-mentioned. Notwithstanding the foregoing, any person who holds any such interest in any such lot merely as security for the performance of an obligation shall not be a member.

Section 2. The membership of the Association shall consist of one class of voting members. There shall be only one vote per lot and only one vote where property is jointly owned.

Section 3. Suspension of Membership. The membership rights of any member, including the right to vote, may be suspended by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after a ten (10) day notice in writing to said member and an opportunity to be heard to show cause why said membership should not be suspended or the member expelled. Said hearing to be not less than twenty (20) days from receipt of notice by said member, and, by a majority vote of those Directors present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership. Any suspension shall not affect such member's obligation to pay assessments coming due during the period of suspension and shall not affect the permanent charge and lien on the member's property in favor of the Association.

Section 4. Transfer of Membership. Membership in this Corporation and Association is not transferable or assignable, provided that any person who acquires a lot in Mountain Shadows Recreational Vehicle Park shall be eligible for membership.

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## ARTICLE III

### MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on the third Saturday in July of each year, beginning with the year 2008, at the hour of 10:00 a.m. for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of the Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held as a special meeting of the members as soon thereafter as such meeting can conveniently be scheduled and notice provided to all members.

Section 2. Special Meetings. Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one-tenth (1/10<sup>th</sup>) of the members having voting rights who shall initiate same by written petition filed with the Directors who there upon shall be obligated to call a meeting of the members.

Section 3. Place of Meeting. The Board of Directors may designate any place within White County, Georgia, as the place of meeting for the Annual Meeting or any Special Meeting called by the Board of Directors. If no designation is made, the place of meeting shall be the registered office of the Corporation in White County, Georgia.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, and or by mail and *or email* to each member entitled to vote at such meeting, not less than ten (15) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or by the secretary, or other officers calling the meeting. In case of a special meeting, or when required by statute, or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members; or any action which may be taken at a meeting of members, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by two-thirds (2/3) of the members entitled to vote with respect to the subject matter thereof.

Section 6. A quorum shall not be required at meetings of the members, but at all lawfully convened meetings, a majority vote of those present may take any action, which properly comes before the meeting.

Section 7. Voting by Mail. Where directors, covenant or by-law changes are to be elected by members, such election may be conducted by mail in such manner, as the Board of Directors shall determine.

Section 8. Method of Nominating Directors. At least sixty (60) days prior to any annual meeting, the president shall appoint a three-member nominating committee to prepare a slate of directors to be voted on at the next succeeding annual meeting. Before placing a person on the slate, the consent of the person involved shall be obtained by the committee in order that it may be assured said person will act if elected. At least fifteen (15) days prior to the annual meeting, this slate of proposed directors shall be mailed to the membership. Any qualified member may at the annual meeting nominate additional directors, provided that if such person is not present, his consent shall have been first obtained by the person nominating. Votes shall be taken at the annual meeting.

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

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## ARTICLE IV

### BOARD OF DIRECTORS

Section 2. Number, Tenure and Qualifications. The number of directors shall be not less than five (5) and not more than nine (9) in number. Each director shall hold office for a period of three years until the next annual meeting of members and until his successor shall have been elected and qualified.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors. The person, or persons, to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally, and or by email or sent by mail to each director at his address shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by the By-Laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

Section 9. Compensation. No Director shall receive a salary by virtue of being a Director. This however shall not preclude a person serving as a Director from receiving a salary for services rendered to Mountain Shadows in some other capacity. Compensation can be earned as a per diem for expenses taken to carry out the duties and responsibilities of the Board.

Section 10. Action without a Meeting. Any action of the Board of Directors, or of a committee of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the directors, or by a majority of the members of the committee of directors, as the case may be, and filed with the secretary of the Corporation as part of the corporate records, whether done before or after the action so taken.

Section 11. Conflict of Interest. Any Board Member who has an ownership or investment interest in any entity with which MSA has a transaction or arrangement, must recuse himself or herself of voting or discussion which the director has or may have a conflict of interest.

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## ARTICLE V

### OFFICERS

Section 1. Number. The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the directors shall be elected annually at the first meeting of the Directors held after each annual meeting. Each officer shall hold office for a three year term or until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Directors may be removed by a majority vote of the directors wherever in their judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Directors for the un-expired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the directors. He may sign, with the secretary or any other proper officer of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

Section 6. Vice President. In the absence of the president or in event of his death, inability or refusal to act, the vice president shall perform the duties of the president, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him by the president or by the directors.

Section 7. Secretary. The secretary shall keep the minutes of the Association and of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of the By-Laws or as required, be custodian of the Corporate Records and of the seal of the Corporation. A register of the post office address of each Association member which shall be furnished to the secretary by such members of the Association and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the directors.

Section 8. Treasurer. If required by the directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the directors.

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## ARTICLE VI

### COMMITTEES

**Section 1. Committee of Directors.** The Board of Directors, by resolution by the majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or Director of any responsibility imposed upon it or him by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1. Contracts.** The president upon approval of the Board of Directors; may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation up to \$50,000 without a members vote, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two of the officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VIII

### FISCAL YEAR

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

## ARTICLE IX

### DUTIES AND ASSESSMENTS CREATION OF PERMANENT CHARGE; LIEN OF ASSESSMENTS; PERSONAL OBLIGATIONS OF OWNERS; AND REMEDIES OF ASSOCIATION

Except as amended herein, all provisions of the Declaration of Covenants, Conditions and Restrictions for Mountain Shadows Recreational Vehicle Park, dated February 13, 1980, recorded in Deed Book 5-K, Pages 371-381, as supplemented on April 22, 1980, in Deed Book 5-L, Page 446, and additions and supplementary Declarations, May 11, 1981, in Deed Book 5-S, Pages 176-177, and amendment dated March 21, 1990 recorded in Deed Book 247, Page 311, and amendment dated July 6, 1991 recorded in Deed Book 311, Pages 362-363, and amendment dated July 29, 1992 recorded in Deed Book 349, Pages 205-206 and amendment dated June 7, 2004 recorded in Deed Book 949, Pages 374-379, and amendment dated August 3, 2005 recorded in Deed Book 1041, Pages 9-11, and amendment dated May 22, 2006 recorded in Deed Book 1111, Pages 102-104, and amendment dated July 7, 2007 recorded in Deed Book 1202, Pages 105-108, and amendment dated July 18, 2009 recorded in Deed Book 1324, Pages 264—269, and amendment dated July 28, 2010 recorded in Deed Book 1372, Pages 520-524, and amendment dated July 16, 2011 recorded in Deed Book 1416, Pages 516-520, and amendment dated September 28, 2012 recorded in Deed Book 1465, Pages 22-26, and amendment dated July 23, 2014 recorded in Deed Book 1536, Pages 106-111, and amendment dated October 28, 2014 recorded in Deed Book 1545, Pages 484-486. Office of the Clerk, Superior Court, White County, Georgia, Deed Records, are incorporated herein by reference and made a part hereof.

### SEAL

The seal of the Corporation shall consist of a flat-faced circular die with the following words cut or engraved thereon: “MOUNTAIN SHADOWS ASSOCIATION, INC. CORPORATE SEAL” and “GEORGIA”.

## ARTICLE X

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Georgia, or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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## ARTICLE XI

### AMENDMENTS TO BY-LAWS

The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws adopted by a majority vote of the members at any annual meeting or at any special meeting called for that purpose.

The foregoing By-Laws were adopted by the members of Mountain Shadows Association, Inc. during Annual Meeting on July 21, 2018