

Section 1. Calling Meetings. All meetings of the members of the Association that may be held for any purpose, may be called at any time by the President, or by two or more members of the Board of Directors, or upon written request of the

MEETINGS OF MEMBERS

ARTICLE TWO

All terms used in these Bylaws shall have the same meanings as are ascribed to them in the Declaration and the Articles of Incorporation of the Association.

DEFINITIONS

ARTICLE ONE

These are the Bylaws of the River North Association, Inc., (the "Association"), a Georgia non-profit membership corporation organized pursuant to the Declaration of Reservations, Conditions and Restrictive Covenants of River North, recorded in Deed Book 123, page 45, Deed Book 126, page 311 and Deed Book 143, page 273, Office of the Clerk of the Superior Court of Jones County, Georgia (the "Declaration").

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RIVER NORTH ASSOCIATION, INC.

BYLAWS OF

members who have a right to vote one-fifth (1/5) of the votes of the entire membership.

Section 2. Place. Meetings of the members of the Association shall be held at such time, and at such place within Jones County, Georgia, or elsewhere, as may be fixed by the Board of Directors from time to time, or as may be specified in the notice of meeting.

Section 3. Notice. Notice of all meetings of all members stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary-Treasurer, unless waived in writing. Such notice shall be in writing and shall be mailed or delivered to each member at the address shown on the membership list of the Association not less than seven (7) days, nor more than thirty (30) days prior to the date of the meeting; provided, however, that each member shall be entitled to give the Secretary-Treasurer a written request that such notices be given to him at another address, in which event such notices to such members shall be mailed to such alternative address not less than seven (7) days prior to the date of such meeting.

Section 4. Quorum. A quorum at meetings of the members shall consist of persons entitled to cast twenty-five (25%) percent of the total vote of the Association. The joining of a

the Common Areas.

(1) To adopt reasonable rules and regulations governing

powers and duties:

foregoing, the Board of Directors shall have the following by the Association. Without limiting the generality of the exercise all of the powers that may be exercised or performed vested in the Board of Directors, which shall have and may entire management of the affairs of the Association shall be of the Articles of Incorporation and these Bylaws, the full and Section 1. Management. Subject to the express provisions

DIRECTORS

ARTICLE THREE

sale by the member of his residential lot.

(11) months, and every proxy shall automatically cease upon Association. No proxy shall extend beyond a period of eleven

writing and filed with the Secretary-Treasurer of the member may vote in person or by proxy. All proxies shall be in

Section 5. Proxies. At all meetings of members, each

requirement.

the minutes thereof shall be counted towards the quorum member in the action of a meeting by signing and concurring in

(2) To obtain and pay for the services of any person or entity to manage the affairs of the Association, including legal and accounting services necessary or desirable in connection with the operation of the Common Areas or the enforcement of the Declaration. (3) To prepare and publish an annual budget for the maintenance and operation of the Common Areas, and to fix the amount of the annual assessment against each member in accordance with said budget. (4) To take such action as may be necessary to collect the full amount of all fees, charges, assessments and other amounts due from any member. (5) To obtain such insurance for all of the improvements on the Common Areas as the Board of Directors shall determine to be desirable.

Section 2. Number. The Board of Directors shall consist of three (3) members who shall be elected at each annual meeting of the members, and who shall serve for a term of one year and until their successors are elected. A majority of said Directors shall constitute a quorum for the transaction of business. All resolutions adopted, and all business transacted by, the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

Section 3. Removal. Any Director or Directors may be removed at any time, with or without cause, by the vote of more than eighty (80%) percent of the total vote of the members of the Association entitled to vote at any meeting of the members, and the removed Director may be replaced by a Director elected by a majority vote of the members of the Association entitled to vote at any meeting of the members.

Section 4. Meetings. The Board of Directors shall meet at least annually. Meetings of the Board of Directors may be called at any time by the President or by any two Directors, on two days notice to each Director, which notice shall specify the time and place of the meeting. Notice of such meeting may be waived by an instrument in writing executed before or after the meeting. Directors may attend and participate in meetings either in person or by means of conference telephones or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such communication equipment shall constitute presence in person at any meeting. Attendance in person at such meeting shall constitute a waiver of notice thereof.

Section 5. Action in Lieu of Meeting. Any action to be taken at a meeting of the Directors, or any action that may be

resolutions of the Board of Directors.
 written instruments as may be incidental to the order of said
 sign all notes, checks, leases, mortgages, deeds and all other
 and resolutions of the Board of Directors are carried out, and
 meetings of the Board of Directors, and shall see that orders
 Section 2. President. The President shall preside at all
 earlier resignation, removal from office or death.
 until their successors are elected and qualified or their
 Board of Directors and shall serve for a term of one year and
 Secretary-Treasurer. The officers shall be elected by the
 Association shall consist of a President and a
 Section 1. General Provisions. The officers of the

OFFICERS

ARTICLE FOUR

Secretary-Treasurer shall preside.
 Directors' meetings shall be the President; in his absence, the
 Section 6. Presiding Officer. The presiding officer at
 complied with.
 applicable law pertaining to such consents shall have been
 taken, shall be signed by all of the Directors and if
 meeting if a consent in writing, setting forth the actions so
 taken at a meeting of the Directors, may be taken without a

The seal of the Association shall be in such form as the Board of Directors may from time to time determine.

SEAL

ARTICLE FIVE

absence.

year. He shall perform all the duties of the President in his Association books to be made at the completion of each fiscal proper books of account and cause an annual audit of the shall also be counter-signed by the President. He shall keep notes of the Association, provided that such checks and notes budget adopted by the Board. He shall sign all checks and ordinary course of business conducted within the limits of a Directors shall not be necessary for disbursements made in the Directors, provided, however, that a resolution of the Board of such funds as shall be directed by resolution of the Board of bank accounts all monies of the Association, and shall disburse such members. He shall receive and deposit into appropriate Association, together with their addresses as registered by kept for that purpose the names of all members of the keep the records of the Association. He shall record in a book proceedings in a book to be kept for that purpose. He shall and shall record the votes and keep the minutes of all shall be "ex-officio" the Secretary of the Board of Directors, Section 3. Secretary-Treasurer. The Secretary-Treasurer

In the event of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

CONFLICTS

ARTICLE SEVEN

These Bylaws may be amended in any respect upon recommendation of the Board of Directors and subsequent approval at a meeting of the members by a majority vote of the members entitled to vote. During such time as Class B stock is outstanding, member approval may be accomplished at a meeting of the Class B members only.

AMENDMENTS

ARTICLE SIX