

AMENDMENTS TO THE BYLAWS FOR WEST HAMPTON
HOMEOWNERS ASSOCIATION, INC.

Adopted by owner vote at the annual member meeting on January 28, 2019.

I. Section 2.1 regarding the Number and Election of Directors now includes the following new provisions:

Directors shall be natural, adult persons who are also Members current in payment of assessments. Each Director must reside in the subdivision and be a Member or a spouse of a Member, provided, however, no person may serve on the Board at the same time with such person's spouse or any co-Owner of such person's Lot.

II. Section 2.7 regarding Removal of Directors is deleted in its entirety and replaced by the following:

2.7 Removal of Directors.

(i) BY MEMBERS; At any annual, regular or special meetings of the Association, a Directors previously elected by the Members may be removed, with or without cause, by a majority vote of the Members present or by proxy, and in good standing, and a successor may then and there be elected to fill the vacancy thus created. The notice of the meeting shall state that the purpose (or one of the purposes) of the meeting is the removal of a Director. A Director whose removal by the Members has been proposed shall be given an opportunity to be heard at the meeting.

(ii) BY DIRECTORS; Any Director who has three (3) consecutive unexcused absences from meetings, or who is delinquent in payment of assessments for a period of more than 30 days, may be removed by a majority vote of the remaining Directors.

III. A new Section 2.9 is added as follows:

2.9 Vacancies & Resignation. Vacancies on the Board caused by any reason, excluding the removal of a Director by vote of the Members under Section 2.7, shall be filled by appointment of the majority of the remaining Directors, but only as long as the vacancy(s) does not reduce the number of Directors below five. If the number of sitting Directors falls below the required minimum number of 5, then a Member meeting (using the same voting procedure as Section 2.7) will be held for the purpose of electing new Directors to the vacant seat(s). Each person so appointed or elected shall serve the unexpired portion of the term. Resignations of Directors need to be in writing or announced on the Board minutes, but do not need to be accepted by the Board to be effective.

IV. Section 3.1 regarding Officers is amended by adding the following:

An Officer must also be a Director.

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BY-LAWS
OF
WEST HAMPTON HOMEOWNERS ASSOCIATION, INC.
(WITH FIRST AMENDMENT CHANGES)

ARTICLE 1

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 July 12, 1984, which has been executed by Chastain Builders Supply, Inc., with respect to a new community known as West Hampton, 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 _____ 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 annual meeting elect a Board of Directors for the ensuing year, in the manner provided in Article 2.2 hereof, and shall have authority to transact any and all business which may be brought before such meeting.

1.3 Special Meeting 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 request in writing by any two Directors or by ten percent of the Members of either class of membership of the Association.

1.4 Notice of Meetings. Written notice of the time, place and purpose of every annual or special meeting of Members shall be given personally or mailed, postage prepaid, to each Member at least twenty-one (21) days in advance of any annual meeting and at least seven (7) days in advance of any special meeting and shall state the time, and place and purpose of such meeting. All notices shall be delivered personally or sent by United States Mail, postage prepaid, to all Members of record at such address as designated by such Members or, if no other address has been so designated, at the address of their respective lots. Notice of any annual meeting shall specify the number of directors to be elected at such annual meeting.

1.5 Quorum. A quorum shall be deemed present throughout any meeting of the Members of the Association if Members entitled to cast more than 1/10th of the votes of each class of Membership are present at the beginning of the meeting. Unless otherwise provided in Articles of Incorporation of the Association, the Declaration or these By-Laws, a majority of the votes entitled to be cast by all Members present at a meeting, whether in person or by proxy, shall be necessary and sufficient to decide and act upon any question which shall come before the meeting.

1.6 Voting Voting rights of Members shall be as set forth in the Declaration. The vote pertaining to any Lot may, and in the case of any Lot Owner not a natural person or persons, shall, be cast pursuant to a proxy or proxies duly executed by or on behalf of the Lot Owner or, in cases where the Lot Owner is more than one person, by or on behalf of the joint Owners of the Lot and delivered to the Secretary of the Association. No such proxy shall be revocable except by written notice delivered to the Association by the Lot Owner or by any joint Owners of a Lot. Any proxy shall be void if it is not dated or if it purports to be revocable without such notice.

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 of not less than five members. 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 without regard to class.

2.2 Annual Meeting of Directors. The annual meeting of the Board of Directors shall be held at such times and such places as set by the newly elected Board of Directors, at its convenience, for the transaction of any business which may be brought before the meeting. Annual meetings may be held by telephone conference so long as each member of the Board of Directors may hear each other. Notice of such annual meetings shall be given to each Director either personally or by mail, telephone or telegraph at least five (5) days prior to the day named for such 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. Special meetings may be held by telephone conference so long as each member of the Board of Directors may hear each other.

2.4 Notices of Special 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 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 any 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.

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 meeting 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 financial transactions for the association; and shall cause an annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year.

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 shall be in the following form to wit:

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 members 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 time, 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.

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 vote 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 held 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.

END OF BY-LAWS