

BYLAWS OF RIVERVIEW ASSOCIATES, INC.

ARTICLE I **NAME OF ORGANIZATION**

The name of this organization shall be RIVERVIEW ASSOCIATES, INC.

ARTICLE II **PURPOSE**

The Association is organized for the purposes of holding and managing properties and assets of the community for the common benefit of its Members, to include, but not limited to, improvements, beautification and maintenance; and to promote communication, cooperation, fellowship and community spirit among residents.

The Property constitutes a residential property owners development which hereby submits to the Georgia Property Owners' Association Act, O.C.G.A. Section 44-3-220, et seq. (Michie, 1982), as such act may be amended from time to time.

ARTICLE III **REGISTERED OFFICE**

The registered office shall be the resident address of the incumbent President(s) during term of office and he shall serve as registered agent(s). The registered office may be, but need not be, the principal office of the Association. The Executive Committee from time to time, may substitute another as registered agent.

ARTICLE IV **MEMBERSHIP**

Section 1. Each Person who is the record owner of a fee or undivided fee interest in any Lot subject to the Declaration of Additional Protective Covenants and Permanent Membership in Riverview Estates ("Declaration") and whose Lot is submitted to Membership in the Association by written consent recorded in the Gwinnett County, Georgia records, shall be a Member of the Association and shall be entitled to vote as set forth herein and in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any such Member Lot.

The foregoing definition of Membership is not intended to include Persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate an Owner's Membership. No Owner, whether one or more Persons, shall have more than one (1) Membership per Member Lot owned. In the event of multiple Owners of a Member Lot, votes and rights of use and enjoyment shall be as provided in these Bylaws and in the Declaration. Any rights and privileges of

Membership, including the right to vote and to hold office, may be exercised by a Member or the Member's spouse, but in no event shall more than one (1) vote be cast for each Member Lot owned.

In the event that a Member of the Association should own more than one (1) Member Lot with Riverview Estates, assessments shall be payable on each Member Lot platted in Riverview Estates. In the event that a dwelling on a Member Lot within Riverview Estates is rented or leased to others, the recorded deed holder(s) of the Member Lot is regarded as a Member of the Association and assessments are required of him/her/them as provided in the Declaration and these Bylaws.

Provided that the Owner of record of a Member Lot is current in payment of dues and assessments, the lessees of the Member Lot are welcome to attend Member meetings and Association functions. Lessee(s) are not recognized as Members of the Association and are not permitted to vote on matters of Association business, unless he/she/they hold a valid proxy. Only the vote of the Owner of records, either in person or by proxy properly delivered to a Member of the Association will be recognized.

A Member who is current in the payment of dues and assessments on more than one (1) Member Lot shall be entitled to one (1) vote for each Member Lot for which said payments are current.

Section 2. Each Member, if current in dues and assessments to Riverview Associates, Inc. shall:

(a) be entitled to utilize the properties of the Association including any common recreational area, subject to such rules and regulations as may be established for the use of such area by a majority of the quorum of Members entitled to vote;

(b) be entitled to all the benefits and services afforded by the Association.

Section 3. No Member shall be eligible to vote or be elected to hold office who is shown on the books or accounts of the Association to be more than thirty (30) days delinquent in any payment due the Association.

ARTICLE V DUES AND ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual, special and other assessments and charges, which are secure by a continuing lien upon the property against which the assessment is made, as more fully provided in the Declaration and the Act.

ARTICLE VI MEETINGS

Section 1. The Association meetings shall be held at the homes of community residents or at such other place designated by the Executive Committee.

Section 2. Regular meetings shall be held the 2nd Tuesday in JANUARY, MARCH, MAY, SEPTEMBER and NOVEMBER at such time and place as designated in the notice duly given of such meeting. The Executive Committee shall meet the 2nd Tuesday in FEBRUARY, APRIL, JUNE, OCTOBER and DECEMBER.

Section 3. Special meetings of the Members, for any purpose or purposes, may be called (1) by the President, (2) by the President or the Secretary when so directed by the Executive Committee, (3) at the request in writing of two or more Members of the Executive Committee or (4) at the request in writing of at least ten Members. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Written notice of each annual or regularly scheduled meeting of the Members shall be given to each Member at least twenty-one (21) days in advance of such meeting and written notice of any other meeting shall be given at least seven (7) days in advance of such meeting. Notice may be given either personally or by mail. Attendance of a Member at a meeting may be either in person or by proxy. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken. The notice of a special meeting shall state the purpose of such special meeting and time and place where it is to be held. The notice of an annual meeting shall state the time and place of the meeting. If any Member wishes notice to be given at an address other than his or her Member Lot, the Owner must designate by written notice to the Secretary such other address. The mailing or delivering of a notice of meeting in the manner provided in this Section shall be considered proper service of notice.

Section 5. At all meetings of the Members for the transaction of business, twenty-four (24) Members of the Association entitled to vote, present in person or represented by proxy, shall constitute a quorum.

Section 6. Every Member entitled to vote or execute consent shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by such person or his duly authorized agent on the proper form as adopted by the Secretary of the Association.

ARTICLE VII OFFICERS

Section 1. The elective officers of the Association shall consist of a President(s), Vice-President(s), Secretary(ies), and Treasurer(s); and the powers and duties of each officer shall be those prescribed in Article IX of these Bylaws.

Section 2. The appointive officers shall be: Parliamentarian, Historian and Auditor. These three shall be appointed by the President in office.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS AND APPEALS COMMITTEE

Section 1. The Nominating Committee shall be established at the September meeting, said committee to be composed of five Members, two appointed by the President, one of whom shall be named Chairman, and three to be appointed by the Members present. At the November meeting, this Committee shall present a proposed slate of officers and a proposed slate of Members for the Appeals Committee. Nominations may be made from the floor at this meeting. All officers of the Association and all persons on the Appeals Committee shall be elected at this time. Officers and the Appeals Committee shall be installed at the January meeting and shall serve for one calendar year. No elected officer may serve consecutive terms in the same office, except for the Secretary and Treasurer.

Section 2. Any elected officer or person on the Appeals Committee may be removed at any time, with or without cause, by a majority vote at a Membership meeting.

Section 3. Any elected officer or Appeals Committee vacancy may be filled by a majority vote at a Membership meeting.

ARTICLE IX

DUTIES OF ELECTED OFFICERS

Section 1. President: The President shall preside at all meetings of the Association and the Executive Committee. He shall appoint all committee chairmen and shall be an ex-officio Member of all committees except the Nominating Committee. He shall have general and active management of all Association business and programs and shall see that all resolutions of the Association are carried into effect.

Section 2. Vice President: The Vice President shall have the powers and perform the duties of the President in his absence, and shall perform such other duties as directed by the President.

Section 3. Secretary: The Secretary shall attend all Executive Committee and Member meetings and record all votes and the minutes of all proceedings in books to be kept for that purpose. He shall have charge of the Seal of the Association and shall maintain a correct list of all Members. He shall give, or cause to be given, any notice required of any meetings of the Members and of the Executive Committee, and shall perform such other duties as may be prescribed.

Section 4. Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable

effects, in such banks, trust companies or other depositories, including the Association's safe deposit box, as shall, from time to time, be selected by the Executive Committee. He shall render to the President and the Executive Committee, whenever requested, an account of the financial condition of the Association. At all regular meetings of the Association, the Treasurer shall issue a report showing the financial condition of the Association, comparing expenditures made to budgeted items. Format of this comparison shall be consistent with the format of the approved annual budget and any subsequent budget adjustments. In general he shall perform all the duties incident to the office of Treasurer, and such other duties as may be assigned to him by the President. He shall keep the Secretary apprised of the current Members in good standing. He shall assist in the preparation of the ensuing year's proposed budget to be presented at the January Membership meeting.

ARTICLE X DUTIES OF APPOINTED OFFICERS

Section 1. Parliamentarian: The Parliamentarian shall be present at all meetings and assist the President.

Section 2. Historian: The Historian shall keep a complete history of the activities of the Association in the form of a Scrapbook and at the close of the year, his records are to be turned over to the newly appointed Historian.

Section 3. Auditor: The Auditor shall audit the books in January of each year and prepare a report to be presented at the February meeting of the Executive Committee and the March general Membership meeting. The Auditor shall be prepared to audit the books at any time: (1) upon request of the President, (2) upon request of the President or the Secretary when so directed by the Executive Committee, (3) upon request in writing of two or more persons on the Executive Committee, or (4) upon request in writing of at least ten Members. Such request shall state the purpose or purposes of the audit.

ARTICLE XI COMMITTEES

Section 1. Executive Committee: The business and affairs of the Association shall be managed by an Executive Committee composed of the elected officers, appointed officers and standing committee chairmen, and the immediate Past President(s). The Executive Committee shall serve without compensation.

Section 2. Standing Committees: The Standing Committees shall be: Grounds and Maintenance, Welcoming and Social, Administrative, Long Range Planning (chaired by the Vice President), and Community Affairs (consisting of two (2) Members serving on a two year basis with alternating years of term expiration). The duties of the Standing Committees shall be as prescribed by the President and the Executive Committee.

Section 3. **Appeals Committee:** The Appeals Committee shall be composed of five (5) persons all of whom shall be elected by the Members in accordance with Article VIII of these Bylaws. One person on the Executive Committee shall be present at all appeals hearings; however, such person from the Executive Committee shall not be on the Appeals Committee, nor shall such person have the right to vote on any issue presented to the Appeals Committee. The Appeals Committee shall have all the rights, obligations and restrictions imposed by Paragraph 11(c) of the Declaration. The Appeals Committee shall serve without compensation.

ARTICLE XII SPECIAL CORPORATE ACTS

Section 1.

(a) Contracts, deeds, documents and instruments shall, unless otherwise directed by the Executive Committee, be signed in the name and on behalf of the Association by the President, or, in his absence or disability, by the Vice President; and the Seal of the Association shall be affixed thereto and attested by the Secretary unless otherwise provided by a corporate resolution.

(b) The provisions of Section 1. (a) above do not apply to matters involving the entry into legal proceedings on behalf of Riverview Associates, either as plaintiffs or defendants. In the event that situations arise which, in the opinion of a majority of the Executive Committee, warrant or require legal action on behalf of the Association, the Members shall be duly noticed of a special called meeting, or by inclusion of a specific agenda item in the next regular meeting notice in accordance with Article VI, Section IV and the issue shall be submitted for Member approval in accordance with Article VI, Section V prior to the commitment of any funds or action.

Section 2. Checks, drafts and demands for money shall be signed by the Treasurer and/or the President or other officer or officers from time to time designated by the Executive Committee.

ARTICLE XIII MISCELLANEOUS

The Association shall operate on a calendar year basis, with the Annual Meeting to be held in January of each year.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote, written consent, or any combination of affirmative vote and written consent of the Members holding two-thirds (2/3) of the total eligible vote of the Association. Notice of a

meeting, if any, at which an amendment will be considered shall state that fact and the subject matter of the proposed amendment. No amendment shall become effective until it is certified by the President and Secretary of the Association.

ARTICLE XV
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall prevail in all instances not in conflict with the By-Laws of this Association.

ARTICLE XVI
BOOKS AND RECORDS

To the extent provided in O.C.G.A. Section 14-3-1602, all Association Members and any institutional holder of a first Mortgage shall be entitled to inspect Association records at a reasonable time and location specified by the Association, upon written request at least five (5) business days before the date on which the Member wishes to inspect and copy. The Association may impose a reasonable charge, covering the cost of labor and material, for copies of any documents provided to the Member. Notwithstanding anything to the contrary, the Executive Committee may limit or preclude Member inspection of confidential or privileged documents, including attorney/client privileged communications, executive session meeting minutes, and financial records or accounts of other Members. Minutes for any Executive Committee or Association meetings do not become effective and an official Association record until approved by the Executive Committee or Association Membership, as applicable, at a subsequent meeting.

These Bylaws are effective as of June 26, 2001.