

DOUBLEGATE HOMEOWNERS ASSOCIATION, INC.

RESTATED BYLAWS

OCTOBER 2007

ARTICLE I
ASSOCIATION

Section 1. The name of the non-profit association shall be “DOUBLEGATE HOMEOWNERS ASSOCIATION, INC.” (“Association”)

Section 2. The Association shall have as its purpose the promotion of the welfare of its members and the residents of the DoubleGate subdivision and the community of which they are part. The Association may manage and maintain common properties, assets and such facilities for recreation and social activities of the membership as are provided for the use of the members and their guests. The Association shall also uphold the recorded Declaration of Restrictions and Covenants of the subdivision.

Section 3. The DoubleGate Homeowners Association is a non-profit, social association organized by homeowners of DoubleGate subdivision and does not discriminate based upon sex, race, national origin, or religion.

Section 4. The address of the office of the Association shall be the residence address of the current Treasurer of the Association.

ARTICLE II
MEMBERSHIP AND DUES

Section 1. Any residence in the DoubleGate subdivision is entitled to membership privileges (one per household).

Section 2. The Board of Directors shall establish annual dues which will be consistent with the tax and non-profit status of the organization. Dues shall be payable not later than December 31st of the year immediately preceding the upcoming calendar/fiscal year beginning January 1 and ending December 31. Any new resident may join the Association during the year and shall be entitled to pay a pro rata portion of the yearly dues.

Section 3. The dues-paid “membership” shall entitle the household holding the same to one vote and shall be referred to herein as a “member” of the Association.

ARTICLE III
OFFICERS

Section 1. The officers of the Association shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer. The officers shall be resident homeowners, Association members and shall serve for a one year term from January 1 through December 31. An officer may serve no more than two (2) consecutive terms for the same office. The officers shall be nominated by a Nominating Committee of concerned members who volunteer for such purpose, and the officers shall be elected by a vote of the membership, conducted by ballot during the month of October preceding the year an officer shall take office. Open nominations may also be submitted in writing to the Board of Directors before the October election. The President, First Vice-President, Second Vice-President, Secretary, and Treasurer shall serve on the Board of Directors.

Section 2. The President shall be the Chief Executive Officer of the Association and shall have general and active management of the operation of the Association. S/he shall be responsible for the administration of the Association, general supervision of the policies of the Association, and general and active management of the financial affairs of the Association. S/he shall only borrow money on behalf of the Association pursuant to specific authority from the Board of Directors and a vote of the Association membership. The President shall have the authority to institute or defend legal action where the Board deems it appropriate or where the Board is deadlocked and the President deems such is reasonable and in the best interest of the Association.

Section 3. The First Vice-President shall have and exercise all the power and authority of the President, including the signage of Association documents, during the absence, or the incapacity, of the President. The First Vice-President shall be responsible for HOA membership, including leading the annual Membership Drive, as well as other activities throughout the year to sustain/enhance HOA membership as deemed appropriate by the Board of Directors. The First Vice-President shall be responsible for maintaining an active Zone/Block Captain structure to ensure communication with all members. In addition, s/he shall perform such other duties as may from time to time be assigned to him or her by the President, the Board of Directors, or by the membership. In the event the office of the President becomes vacant, the First Vice-President shall succeed to the office of the President and serve until a successor President is chosen according to these Bylaws.

Section 4. The Second Vice-President shall be responsible for representing the Association with respect to all matters concerning zoning and development, including meetings and hearings before various zoning authorities, speaking on behalf of the Association at such meetings and hearings, and monitoring the current zoning/development issues. The Second Vice-President will be responsible for giving a status report on the current issues each month to the Board of Directors.

Section 5. The Secretary shall keep or cause to be kept minutes of all meetings of the membership and of the directors and have charge of the minutes book, the official seal, all legal documents and shall sign with the President such instruments as require such signature. The Secretary shall catalog and maintain all legal Association documents as well as other relevant and/or significant data that relate to the Association

and/or DoubleGate. The Secretary shall deliver all of the above to his/her successor prior to leaving office. S/he shall perform such other duties and have such other powers as may from time to time be delegated to him/her by the President or the Board of Directors. In the absence of the Secretary at any meeting, a Secretary pro tempore shall perform his/her duties.

Section 6. The Treasurer shall be charged with the financial affairs of the Association and shall have the power to recommend action concerning the Association's financial affairs to the President and the Board of Directors. The Treasurer shall have custody of all the funds, and s/he shall keep full and accurate account of receipts and disbursements. The Treasurer and the President shall have joint signature authority on all Association bank account transactions. The Treasurer shall catalog and maintain all Association financial documents as well as other relevant and/or significant financial data that relate to the Association and/or DoubleGate. The Treasurer shall deliver all of the above to his/her successor prior to leaving office.

Section 7. Assistants to the Secretary and Treasurer may be appointed by and shall have such duties as may be delegated to them by the President or the Board of Directors. Any member of the Association may serve as an assistant. These assistants do not have a vote at Board of Director meetings (unless they are also current Board members).

ARTICLE IV DIRECTORS

Section 1. Subject to these Bylaws, and any other lawful agreement between the membership, the full and entire management of the affairs and business of the Association shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Association including the assessment of dues and serving as the assigned Declarant of the Restrictions and Covenants.

Section 2. The Board of Directors shall consist of the Officers of the Association, Chairs of the Standing Committees, Zone Captains and the immediate past President of the Association. A director shall be a resident homeowner and Association member.

Section 3. The President or the Board of Directors may fill the unexpired portion of the term of any director which may become vacant prior to the expiration of the term of such director. Such person shall assume the duties of such director as officer, committee chairperson or zone captain as the case may be. Any director may be immediately removed, with cause, from their position by a majority vote of the remaining directors.

Section 4. All directors shall deliver all documents, signs, equipment, hardware and software acquired on behalf of the Association, that were used by them or

their committee during the course of their Association activities, to their successors prior to leaving their position.

ARTICLE V COMMITTEES

Section 1. There shall be six (6) standing committees of the DoubleGate Homeowners Association, Inc. They are as follows:

1. Architectural Review
2. Grounds
3. Neighborhood Watch
4. Newcomers
5. Newsletter/Publicity/Info.
6. Social

Section 2. These standing committees shall hold meetings at a time and place to be determined by each committee chairperson.

Section 3. All committee chairpersons shall be appointed and/or removed by the Board of Directors.

Section 4. It shall be the sole duty of the committees to draft any proposal to go before the Board of Directors for acceptance or rejection.

Section 5. Any member of the Association may volunteer to serve on any standing committee. Membership on committees shall be made up of Association members only; and committee members shall be the only ones entitled to cast a vote to bring a proposal out of committee.

Section 6. The Chair of each committee shall be a member of the Board of Directors.

Section 7. Special appointed committees and task forces, dealing with specific topics of a limited duration, may be formed by the Board of Directors. Any member of the Association may volunteer to serve on these committees. The chairs of these special committees or task forces do not have a vote at Board of Director meetings.

Section 8. The Board of Directors may add, remove, combine or otherwise alter the list of Standing Committees as is deemed necessary to maintain the purpose of the Association.

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. The Annual Meeting of the membership of the Association shall be in January. Additional membership meetings (special meetings) of the membership may be called as determined by the Board of Directors.

Section 2. The Annual Meeting will be held to review the prior year's activities and results, install the Officers selected in the October elections, review the state of the Association and present the plans and budget for the upcoming year.

Section 3. Special meetings of the membership may be called by the President, the Board, or by written petition to the President of at least 25% of the outstanding memberships of the Association, upon not less than 10 days prior notice to all membership households. Notice of any special meeting of the membership shall state the purpose or purposes for which the meeting is called. Attendance and voting at such meetings shall be as prescribed by the Board of Directors.

Section 4. At all membership meetings, the Secretary shall provide a sign-in log and shall reference a current list of members.

Section 5. At all meetings of the Association, business shall be conducted as prescribed by the Board.

Section 6. Visitors and non-members of the Association shall not attend the business transactions of Association meetings. Visitors and non-members who are present to speak on a specific topic may do so at the discretion of the Board.

ARTICLE VII MONTHLY BOARD MEETINGS

Section 1. The monthly meetings of the Board of Directors of the Association shall be scheduled for the year. The Board shall determine the date, time and location for these meetings and notify the membership. Board meetings are open to all interested members of the Association.

Section 2. At all meetings of the Board, Board members shall be entitled to cast one vote (in person, by proxy or other mechanism approved by the Board).

Section 3. For the transaction of business, a quorum shall constitute 50% of the entire Board (in person or by proxy), to include the majority of officers. All resolutions adopted by the Board shall require a vote of a majority of the directors (in person or by proxy).

Section 4. The officers may meet prior to any meeting to set the agenda, however no business shall be conducted at the agenda-setting meetings.

Section 5. Special meetings of the Board may be called at any time by the President or any two other directors on two days' notice.

Section 6. Any meeting of the Board of Directors must be held within the State of Georgia or as otherwise agreed by all board members.

Section 7. All meetings shall be conducted in accordance with rules established by the Board. Minutes of board meetings will be taken and recorded by the Secretary.

Section 8. Visitors and non-members of the Association shall not attend the business transactions of Board meetings. Visitors and non-members who are present to speak on a specific topic may do so at the discretion of the Board.

ARTICLE VIII AMENDMENT

Section 1. These Bylaws may be amended by an affirmative vote (either in person, by proxy or other mechanism provided by the Board) of a majority of the membership votes cast.

ARTICLE IX LIABILITY

Section 1. The Association shall indemnify and hold harmless every officer and director from and against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such officer or director in connection with any action, suit, or other proceeding (including settlement of any such action, suit or proceeding, if approved by the Board of Directors) to which he or she may be made a party by reason of being or having been an officer or director, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors shall not be liable for any mistake of judgment, negligence, or otherwise, or for injury or damage caused by any such officer or director in the performance of his or her duties, except for his own individual willful misfeasance or malfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and hold harmless each such officer and director against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association shall, as a common expense, maintain adequate general liability and, if obtainable, officers' and directors' liability insurance to assist in funding this obligation.