



10-09-2018

JOHNS CREEK, GEORGIA

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BY-LAWS OF FOX CREEK RESIDENTS ASSOCIATION, INC.

ARTICLE I **MEMBERS**

1.1.

Who Are Our Members.

Those persons shall be Members of the Association who are determined to be such in accordance with the provisions of Section 4.01 of the Declaration. Whenever referred to in these By-Laws, the Declaration means the Declaration of Covenants, Conditions, and Restrictions for Fox Creek dated October 10, 1991, which has been executed by Brooks Horton Development Corporation of Georgia, and recorded in Deed Book 14636, Page 241, of the records of Fulton 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 time and place within the State of Georgia as shall be designated in the call of the meeting, on the third Tuesday of November. The Members shall at such annual meeting elect a Board of Directors for the ensuing year, in the manner provided in Article 2.1 hereof subject to the provisions of Sections 8.01 and 12.01 of the Declaration, and shall have authority to transact any and all business which may be brought before such meeting.

1.3.

Special Meetings 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 requested in writing by any two Members of the Board or by ten percent (10%) of the Members of either class of Membership of the Association.

1.4.

Notice of Meetings.

Written notice of the annual meeting of the Association, as well as any other meeting called for the purpose of taking any action authorized under Sections 9.03 and 9.04 of the Declaration, shall be sent to all Members not less than fifteen (15) days nor more than forty-five (45) days in advance of such meeting. Said notice shall be sent by the Association to the Member at the Property address of each Member within Fox Creek, unless otherwise specified by the Member. If for a special meeting, such notice shall state the purpose or purposes of the meeting. It shall not be necessary that notice of an annual meeting specify the business to be transacted at such meeting, but such notice shall specify the number of Directors to be elected at such annual meeting.

1.5.

Quorum.

Unless otherwise provided in the Declaration, a quorum at any meeting of Members, whether annual or special, shall consist of the presence at such meeting, in person or by proxy, of Members entitled to cast fifty percent (50%) of all the votes of the Association. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be the presence in person or by proxy of Members having one-third (1/3) of

the total votes of the Association. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. A majority of the votes entitled to be cast by all Members present at a meeting shall be necessary and sufficient to decide and act upon any questions which shall come before the meeting. No business shall be transacted at any meeting unless a quorum is present.

**1.6.
Voting.**

Voting rights of Members shall be as set forth in Section 4.02 of the Declaration. Where any Member is a group or entity other than one individual person, the vote on behalf of such Member shall be exercised only by such person as shall be designated in a proxy instrument duly executed by or on behalf of such group or entity and delivered to the Secretary of the Association.

**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 three nor more than seven members. Subject to the provisions of Sections 8.01 and 12.01 of the Declaration, 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. Each Member at such meeting shall be entitled to cast such votes as prescribed under Section 4.02 of the Declaration. Directors shall be elected for two-year terms, with initial terms of one year where necessary, and those terms shall be staggered so that the terms of the entire Board do not expire in the same year.

**2.2.
Annual Meeting of Directors.**

The annual meeting of the Directors shall be held immediately after the annual meeting of Members, at the same place at which the annual meeting of Members was held, as a matter of course and without notice, for the transaction of any business which may be brought before the 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 meeting. Special meetings of the Board of Directors may be called by the President at any time, in his or her discretion, and must be called by the President whenever so requested in writing by any member of the Board of Directors.

**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 purpose 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 meetings.

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.

Subject to the provisions of Sections 8.01 and 12.01 of the Declaration, any Director may be removed, with or without cause, by a majority of the votes entitled to be cast by those Members who are present in person or by proxy and voting at a special meeting.

2.8

Vacancies.

A vacancy on the Board of Directors shall exist upon the death, resignation, removal, or incapacity to serve of any Director; upon the increase in the number of authorized Directors; and upon the failure of the Members to elect the full number of Directors authorized. The remaining Directors shall continue to act, and such vacancies may be filled, subject to the provisions of Section 8.01 and 12.01 of the Declaration, by a majority vote of the remaining Directors then in office, though less than a quorum, and, if not filled by prior action of the Directors, may be filled by the Members at any meeting held during the existence of such vacancy.

2.9.

Compensation of Directors.

No Director shall receive compensation for any service he or she may render to the Association as a Director; however, any Director may be reimbursed for his or her actual expenses incurred in the performance of the duties as a Director.

ARTICLE III **OFFICERS**

3.1.

Designation of Officers.

Subject to the provisions of Sections 8.01 and 12.01 of the Declaration, 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 Declarant, as provided for in the Declaration, or 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 meetings 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 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 and records of all fiscal and financial transactions of the Association; and shall turn over to an Audit Committee duly appointed by the President of the Association all books and records for audit, such committee having the authority to engage a public accountant for such assistance as it may deem necessary to perform an annual audit of the Association’s books 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:

(IMAGE OF SEAL)

and a 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 Declarant, 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 member of any such committee, including without limitation the Architectural Control Committee, may be removed from office at any time by Declarant, as provided for in the Declaration, or by the Board of Directors, with or without cause.

5.3

Appointment of Agents.

The Board of Directors or the President shall be authorized and empowered in the name of and as the act and deed of the Association to name and appoint general and special agents, representatives, and attorneys to represent the Association; to prescribe, limit, and define the powers and duties of such agents, representatives, attorneys, and to make substitution, revocation, or cancellation in whole or in part of any power or authority conferred on any such agent, representative, or attorney.

5.4.

Books and Records.

The books and records of the Association shall at all times, during reasonable business hours, be open for inspection by any Member of the Association.

5.5.

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.

5.6.

Indemnification.

The Association shall indemnify any person made a party to any action, suit, or proceeding, whether civil or criminal, by reason of the fact that he, his or her testator, or intestate, is or was a director, officer, or employee of the Association, against the reasonable expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it. This right of indemnification shall not apply (1) to any action, suit, or proceeding under the Securities Act of 1933 except payment of expenses incurred in the successful defense of such action, suit, or proceeding, (2) in relation to matters as to which the director, officer, or employee shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Association, or (3) in relation to matters in any such action, suit, or proceeding that are settled or compromised. The right to indemnification conferred by this section shall not restrict the power of the Association to make any indemnification permitted by law.

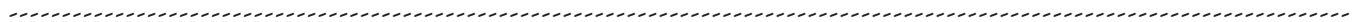
ARTICLE VI
AMENDMENTS

6.1.

Amendment 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





FOX CREEK SUBDIVISION
JOHNS CREEK, GEORGIA

About Fox Creek

Fox Creek Subdivision is located in an area previously known as part of the City of Alpharetta now known as Johns Creek. The 64 homes here were built in the early 1990s and share amenities to include a pool, cabana and tennis courts.

Fox Creek has gained a reputation as a friendly neighborhood of caring residents. Gatherings are planned throughout the year to celebrate holidays and the beginning and the end of the school year.

Fox Creek subdivision is included in the award winning Johns Creek High School cluster with State Bridge Crossing Elementary and Autrey Mill Middle as feeder schools.