

**RESOLUTION BY THE BOARD OF DIRECTORS  
OF THE PINES HOMEOWNERS ASSOCIATION, INC.**

**WHEREAS**, pursuant to the Bylaws of The Pines Homeowners Association, Inc. ("Bylaws"), the Board of Directors of The Pines Homeowners Association, Inc. ("Association") is charged with the duty of managing the affairs of the Association and has all powers and duties necessary for the administration of the Association not reserved to the Membership by other provisions in the Bylaws; and,

**WHEREAS**, the power to amend the Bylaws is not reserved for the Membership in the Bylaws; and,

**WHEREAS**, O.C.G.A. Section 14-3-1020 of the Georgia Non-profit Corporation Code provides that a corporation's board of directors may adopt one or more amendments to the corporation's bylaws when members are not entitled to vote on said amendment; and,

**WHEREAS**, the Board of Directors of the Association is currently established as an eight (8) to ten (10) member board; and,

**WHEREAS**, the Board of Directors of the Association has determined that it is in the best interests of the Association and its members to reduce the range for the number of board members from eight (8) to ten (10) to five (5) to (9); and

**WHEREAS**, the Board of Directors of the Association has determined that it is in the best interest of the Association and its members to establish a board of nine (9) members beginning with the next election of the Board of Directors; and,

**WHEREAS**, the Board of Directors of the Association has determined that it is in the best interest of the Association and its members to require that any director serving on the Board must reside in their lot located within The Pines community; and,

**WHEREAS**, the Board of Directors of the Association has determined that it is in the best interest of the Association and its members to require that any director be a member in good standing; and,

**WHEREAS**, the Association's Board of Directors scheduled a duly called meeting of the Board of Directors on July 23, 2013, with proper notice given; and,

**WHEREAS**, a quorum of Directors was present at said meeting.

**NOW THEREFORE, IT IS RESOLVED**, that Article III, Section 3.1 of the Bylaws is hereby deleted in its entirety and the following is substituted therefor:

**3.1 Number:** The affairs of The Pines Homeowners Association, Inc. shall be governed by a Board of Directors. The Board shall be composed of not more than nine (9) and no less than five (5)

persons which number shall be set by Resolution of the Board. The directors shall be Members of the Association or spouses of such Members; provided however, no Member and his or her spouse may serve on the Board at the same time, and no co-owners may serve on the Board at the same time. Furthermore, Members must reside within The Pines at Kimball Bridge community and be Members in good standing to be eligible to serve on the Board.

**IT IS FURTHER RESOLVED**, that Article III, Section 3.3 of the Bylaws is hereby deleted in its entirety and the following is substituted therefor:

**3.3 Removal:** Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. Moreover, any director who has had three (3) consecutive unexcused absences from regularly scheduled Board meetings or who is more than sixty (60) days past due in the payment of any assessment or who is otherwise in violation of the Protective Covenants or these Bylaws may be removed by the vote of a majority of the other directors. In the event of the death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

**IT IS FURTHER RESOLVED** that the Board shall consist of nine (9) members beginning with the next election following the adoption of this resolution.

This Resolution may be executed in two (2) or more counterparts, each of which shall be an original and all of which together shall constitute one and the same Resolution.

**SO RESOLVED**, this \_\_\_\_\_ day of July, 2013.

_____ (print name) - Director	_____ (print name) - Director
_____ (print name) - Director	_____ (print name) - Director
_____ (print name) - Director	_____ (print name) - Director
_____ (print name) - Director	_____ (print name) - Director
_____ (print name) - Director	_____ (print name) - Director