

**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)

