



ISSUE #1

MARKUP #1 ->

attempts to cast the vote for the Lot, it shall be conclusively presumed that such vote is authorized for the Lot. If the co-Owners or an Owner and his or her spouse or Domestic Partner disagree about how to cast the Lot's vote, and two or more of them attempt to cast the Lot's vote, such Persons shall not be recognized and such votes shall not be counted.

If a Lot is shown on the Association's books and records to be more than 30 days past due in any assessment or charge or if any Owner or Occupant of the Lot is in violation of the Association's Legal Instrument and the voting rights for such Lot have been suspended, the Owner of such Lot shall not be eligible to: (1) vote, either in person or by proxy; (2) act as proxy for any other Owner; (3) issue a written ballot or written consent (4) be elected to the Board of Directors; or (5) vote as a Director (if serving on the Board of Directors). In establishing the total number of eligible votes for a quorum, a majority, or any other purposes, such Lot shall not be counted as an eligible vote.

Section 7. Electronic Communications.

A. Records and Signatures.

Whenever the Association's Legal Instruments require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (a) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

B. Verification and Liability for Falsification.

The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Association shall be reliable to any Owner or any other Person for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic. Any Owner or Person who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Association for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

ARTICLE II
MEMBERSHIP MEETINGS AND ACTIONS

Section 1. Place of Meetings.

Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors, either in the community or as convenient thereto as possible and practical.

MARKUP #1 · CONFLICTS WITH MANDATORY STATE STATUTE

BOARD & COUNSEL REVIEW

Sec. 4 (p. 42): Voting rights suspension clause authorizes automatic suspension during any period an assessment remains unpaid without the 15-day prior written notice and pre-effective hearing mandated by O.C.G.A. § 14-3-621.

Statutory / Legal Reference: O.C.G.A. § 14-3-621 (Georgia Nonprofit Corporation Code - 15-Day Written Notice & Opportunity to Be Heard Before Suspension)

Statutory Comparison: Under the Georgia Nonprofit Corporation Code, O.C.G.A. § 14-3-621, a member may not be suspended or terminated, and their membership/voting rights may not be suspended, except pursuant to a procedure that is fair and reasonable and carried out in good faith, requiring not less than fifteen (15) days' prior written notice of the suspension and the reasons therefor, and an opportunity for the member to be heard not less than five (5) days before the effective date of the suspension.

CURRENT WORDING IN DOCUMENT:

Association's Legal Instrument and the voting rights for such Lot have been suspended, the Owner of such Lot shall not be eligible to: (1) vote, either in person or by proxy; (2) act as proxy for any other Owner; (3) issue a written ballot or written consent (4) be elected to the Board of Directors; or (5) vote as a Director (if serving on the Board of Directors). In establishing the total number of eligible votes for a quorum, a majority, or any other purposes, such Lot shall not be counted as an eligible vote.

SAMPLE DISCUSSION WORDING (FOR HOA ATTORNEY REVIEW):

Provided that any suspension of voting or membership privileges (to the extent permitted by Georgia law) shall require prior written notice to the Owner, a reasonable opportunity to be heard, and strict compliance with O.C.G.A. §§ 44-3-223, 44-3-76 and O.C.G.A. Title 14, Ch. 3 (Georgia Nonprofit Corporation Code).