IRON GATE COMMUNITY HOA, INC.

BY- LAWS

Article I -IDENTITY

Section 1: Name

These By-Laws are the By-Laws of the Iron Gate Community HOA, Inc. which is the corporation created by the Articles of Incorporation filed with the Secretary of State of Georgia on November 13, 2006. (The "Articles of Incorporation").

Section 2: Definitions

All references to the "Declaration" shall refer to the Declaration of Protective Covenants recorded at Deed Book 344, Page 172, Bulloch County, Georgia, Records and various other amendments to the Covenants. The "Subdivision" referred to herein shall mean Irongate Subdivision, Statesboro, Bulloch County, Georgia. All capitalized undefined terms used herein shall have the meanings assigned thereto by the Declaration unless the context clearly otherwise requires.

Section 3: Purpose

The purposes of the Association are to maintain common areas, assure a clean well maintained neighborhood, assess and collect assessments, sue and be sued, contract for services, enhance infrastructure, provide a pleasant environment for the residents, keep homeowners informed of zoning and other governmental activities affecting the neighborhood, arrange recreational and social activities, and interface with the owners/developers, water company, and county when necessary.

The Association shall not be operated for profit, shall act solely for the benefit of the neighborhood, and no part of its assets shall ever accrue to any individual. No officer shall receive any compensation for his or her services. If the Association is dissolved, any fund balance shall be expended on neighborhood improvements and maintenance, and shall not be distributed to any Member or Members.

Section 4: Registered Office

The registered office of the Association shall be located at P O BOX 53 Statesboro, Georgia 30459, or such other office as the Executive Board shall select. The Association may change the registered office as the Executive Board may determine or the business of the Association may make appropriate.

Section 5: Membership

Any adult owning or residing in a house in Irongate Subdivision shall become a Member of the Association by paying annual dues. Homeowners who signed the Amendment to Declaration of Protective Covenants of Iron Gate which was filed in the Superior Court of Bulloch County on 12-29-06 (Book 01717 Page 0368-0370) are required to pay annual dues to the Association. Homeowners who bought their home after 12-29-06 are required to pay annual dues to the Association. Any other homeowner is not required to pay dues to the Association but are welcome to become members.

Section 6: Dues

Annual dues will be set at the annual meeting by majority vote of the members present and shall be based upon the projected annual needs of the Subdivision. Dues are payable to the Treasurer by March 1st. New Members will pay prorated dues. Dues are non-refundable.

Section 7: Fiscal Year

The fiscal year begins January 1st and ends December 31st.

Article II -THE EXECUTIVE BOARD

Section 1: General Powers

The business and affairs of the Irongate Homeowners Association shall be managed by a volunteer Executive Board. In addition to the powers and authority expressly conferred to it by these By-Laws, the Executive Board may exercise all such powers of the corporation and do all such lawful acts and things as are authorized by law, by the Articles of Incorporation or by these By-Laws.

Section 2: Executive Board Member

The Executive Board shall be composed of four voting Members who have been elected to serve as the officers of the corporation (President, Vice-President, Secretary and Treasurer). In addition to the voting Members, the Board will include, as nonvoting Members, the chairs of all standing committees. Officers shall be elected at the Annual Meeting of the Association.

Section 3: Removal; Vacancies

Any officer or agent elected or appointed by the Members may be removed by the Members at any time with or without cause by the affirmative vote of a majority of the Members. Officers and agents otherwise elected or appointed may be removed in accordance with the Georgia law. Any vacancy occurring in any office of the Association may be filled by the Executive Board.

Section 4: Qualifications

Elected officers and chairs of standing committees shall be chosen from members in good standing of Irongate Homeowners Association. Officers and those appointed to committees will not be compensated.

Section 5: Action by Consent

Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if a written consent setting forth the action so taken, is signed by all Elected Officers. Such consent shall be filed with the minutes of the proceedings of the Executive Board or the committee.

Section 6: Term of Office

Each Elected Officer shall serve for a term of two (2) years except for the initial Vice-President and Treasurer who will serve for one (1) year. No elected officer shall serve more than two (2) consecutive terms without an intervening period of one (1) year.

Section 7: Responsibilities

a) Attend Executive Board Meetings.
b) Serve as liaison between the Association Membership and the Executive Board.
c) Distributes information concerning the activities of the Association to the Membership
d) Keep the Executive Board informed of the needs of the general Membership
e) Contribute to and facilitate distribution of the bi-annual newsletter.

Article III - DUTIES OF THE OFFICERS

Section 1: The President shall be the chief executive officer of the Association and shall:

a) Preside at all meetings of the Association.
b) Serve as Chair of the Executive Board . As Chair, the President shall call Meetings of the Executive Board to order and shall act as Chair of such Meetings. The President shall also serve as nominating chair for the year Immediately following his/her term as chair.
c) Appoint a Parliamentarian to lead general meetings of the Association.
d) Appoint chairs of all committees and serve as an Ex-officio member of all committees.
e) Cosign checks with the Treasurer.
f) Be official representative of the Association and to be authorized to execute Contracts on behalf of the corporation.
g) Ensure that all volunteer positions in the association are filled including Those of Association officers, standing committee chairs, Parliamentarian, Newsletter chairperson, and block captains.

Section 2: The Vice President shall:

a) In the absence of the President shall perform all duties of the President.
b) In the event the President is unable or unwilling to complete the term, the Vice-President shall succeed as President for the remainder of the term.
c) Be a member ex-officio of all committees.
d) Maintain a calendar of all neighborhood events including board meetings, Association meetings, newsletter deadlines, and social events.
e) Notify all participants of upcoming meetings and events, place signage at Entrances
f) Work with all chairs of standing committees to facilitate the work of the Association.
g) Reconcile all Association bank statements on a quarterly basis.

Section 3: The Treasurer shall:

a) Keep the funds of the Association in a bank approved by the Executive Board.
b) Maintain all financial records of the Association.
c) File yearly tax returns.
d) Invoice and collect dues from Members.
e) Notify Members of any delinquency in paying dues.
f) Manage the Association's bank account.
g) Pay bills as approved by the Executive Board .
h) Cosign all checks with President.
I) render a financial report at each meeting.
j) Keep and itemized account of all receipts and disbursements. This account Shall be audited at the end of each fiscal year by a committee appointed by The President.

Section 4: The Secretary shall:

a) Keep in permanent form the minutes of the meetings of the Association and Of the Executive Board.
b) Maintain all records pertaining to the Association.
c) Read minutes and keep register of attendance.
d) Conduct correspondence of the Association.
e) Co-chair block captain committee and maintain a current Association Directory.
f) Maintain a directory of all Association volunteers including block captains and newsletter chairperson.

Article IV - MEETINGS

Section 1: Membership

Only homeowners who have paid their dues to the Association are entitled to vote at the general and annual meetings of the Association. Each household will be entitled to only one vote.

Section 2: General Meetings

a) A General Membership meeting of the Association can be held as long as The members are notified of the meeting no sooner than 15 days and no Later than 3 days prior to the meeting. The meeting will be scheduled by The Executive Board.
b) Motions will be adopted by the affirmative vote of a majority of the Membership present.
c) Each member shall be entitled to one vote at any general or special Membership meeting but must be present to vote.
d) No matter may be considered at a general meeting unless it is included in the notice of the general meeting.

Section 3: Annual Meetings

The annual meeting of members shall be held in November of each year. At the annual meeting, the Members shall elect an Executive Board, set annual dues for the upcoming year and transact such other business as may be properly brought before the meeting. At an annual meeting of Members, any matter relating to the affairs of the Association, whether or not stated in the notice of meeting, may be brought up for action and voted on.

Section 4: Executive Board Meetings

a) Meetings shall be held as scheduled by the President.
b) Motions shall be carried by a majority of the Executive Board members present.
c) Concerned Members other than the Association Officers and Elected Representatives are encouraged to attend and voice their concerns at these meetings, subject to a parliamentary procedure but they may not vote.
d) Meetings of the Executive Board, regular of special, may be held either within or without the State of Georgia.
e) The first meeting of each newly elected Executive Board shall be held during January. Alternatively, the new Executive Board may convene at such place and time as shall be fixed by the consent in writing of all its Members.

Article V -STANDING COMMITTEES

Section 1: The Standing Committees and their duties are:

a) Social:

I) Social activities and planning. (One or two social events per year will be held for the general Membership of the Association.)
ii) Contribute to the Newsletter

b) Maintenance and Improvement:

I) Fire Hydrants.
ii) Covenant compliance.
iii) Animal control.
iv) Street signs.
v) Street lights.
vi) Water pressure and quality.
vii) Other infrastructure issues.
viii) Monitor Construction Sites.
ix) Contribute to the newsletter.

c) Entrance Management and Beautification:

I) Planning, design, and implementation of hardscaping, irrigation, and landscaping of all association common areas.
ii) Holiday decorations.
iii) Maintenance of common areas.
iv) Contribute to the newsletter.

d) Government Liaison:

I) Attend all County Commission, zoning or other public meetings that may affect the neighborhood.
ii) Attend Executive Board meetings and report as needed.
iii) Make recommendations to the Executive Board on zoning of governmental matters concerning the neighborhood.
iv) Contribute to the newsletter.

e) Newsletter:

I) Issue one or two newsletters per year.

f) Block Captain Committee:

I) Welcome Baskets.
ii) Maintain list of current homeowners.

Section 2: Other Committees

Other Committees may be appointed by the President as needed but shall always include the Social Committee and the Newsletter Committee. The chairs of these committees are not required to attend Executive Board meetings, but may be asked to do so when requesting funding for particular events.

Section 3: A Chair for each committee shall be elected by the Committee.

Section 4: The Chair of each committee shall call and preside at such committee's meetings.

Article VI - ORDER OF BUSINESS

At all meeting, the order of business will be as follows:

Call to order
Reading or waiver of reading of any previous minutes
Reports of Officers including Treasurer's Report
Reports of Standing Committees
Old Business
New Business
Introduction of New Members
Adjournment

Article VII -GENERAL PROVISIONS

Section 1: Seal

The Association shall have a corporate seal which shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal-Georgia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Executive Board may from time to time authorize any other officer to affix the seal of the Association and to attest to such affixation by his signature.

Section 2: Books and Records

The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Members, Executive Board and committees. By January 31st of each year an audited examination report of the Association monies will be made available to any member for review.

Section 3: Checks

All checks, drafts, demands for money and notes of the Association shall be signed by two officers.

Section 4: Required Notices

Whenever, under the provisions of applicable law, the Articles of Incorporation or by these By-Laws, any notice that is required to be given to any member, such notice shall be given in writing and delivered by first class mail addressed to such member, at the address as it appears on the records of the Association.

Section 5: Indemnification

As an inducement to the officers and committee Members of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or committee member acting in accordance with these By-Laws and the Declaration, including without limitation all actions taken in connection with the levying, collection and enforcement of assessments. All such indemnification shall be paid upon written request such officer or committee member setting forth in reasonable detail the reason for such.

Article VIII - BY-LAW AMENDMENTS

Section 1: These By-Laws may be amended at any annual meeting by two-thirds vote of Members present provided notice of the proposed amendment(s) has been given prior to the meeting.

Section 2: In the event of any conflict between the Articles of Incorporation and these By-Laws, these By-Laws shall control. In the event of any conflict between the By-Laws and the law, the controlling language shall be found in: the Laws of the State of Georgia, the Declaration of the Article of Incorporation, in the order listed.

Article IX - PARLIAMENTARY PROCEDURE AND AUTHORITY

Robert's Rules of Order shall govern the Association insofar as they are not inconsistent with these By-Laws.