



**NOWACKHOWARD**  
COMMUNITY ASSOCIATION ATTORNEYS

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**VIA ELECTRONIC MAIL TO: CRAIGANNETTE@BELLSOUTH.NET**  
**AND VIA REGULAR U.S. MAIL**

Board of Directors  
Chattahoochee Run Community Association, Inc.  
Attn: Mr. Craig Arrington  
1590 Chattahoochee Run Drive  
Suwanee, Georgia 30024

**RE: Chattahoochee Run Community Association, Inc.**  
Election and Composition of Board of Directors

Dear Craig:

You asked our firm to draft a letter that can be shared with members of the Chattahoochee Run Community Association, Inc. (hereafter "Association") regarding the composition and election of the Association's Board of Directors. Please feel free to distribute this letter to the members of the Association.

The Association is a nonprofit corporation organized pursuant to the Georgia Nonprofit Corporation Code (O.C.G.A. § 14-3-101, *et seq.*). The Bylaws of the Association provide for the governing structure and the procedural operation of the Association as a corporation. Article II, Section 9 of the Bylaws of Chattahoochee Run Community Association, Inc. provides that the presence in person or by proxy of twenty five percent (25%) of the total eligible Association vote shall constitute a quorum at Association annual and special meetings. The quorum requirement is the number of members of the Association that must be present in person or by proxy for the Association to transact business at an Association meeting, including the election of the Board of Directors. The purpose and intent of quorum provisions is to prohibit a few members of a nonprofit corporation from exercising all of the decision-making power; those members of the Association who elect not to attend Association meetings are making a decision not to vote by not filing proxies or attending in person, and the quorum requirement keeps those who attend from usurping the choice of those who abstain from attendance.

Article III, Section 3 of the Bylaws provides that the Board of Directors shall consist of three members; however, after the Declarant's right to appoint Directors has expired, the Board of Directors is authorized to increase the number of Board members to five. Short of amending the Bylaws, the Bylaws do not authorize either the Board of Directors or the members of the Association to increase the number of members that comprise the Board of Directors. Article III, Section 5 of the Bylaws provides that each Director elected shall serve a term of two years and provides for staggered terms of Directors at the initial election of Directors after the Declarant's right to appoint Directors of the Association expires. This Section also provides that each of the Directors serves until his or her respective successor has been elected by the Association.

*The Counsel Every Community Needs*

As I understand, the Association did not achieve a quorum at its 2019 annual meeting. Further, due to low attendance at annual meetings in past years, the Association has not met the quorum requirement to hold elections of Directors at the last few annual meetings of the Association. In the event that the Association does not meet the quorum requirement to conduct business at its annual meeting, the Bylaws provide that each of the Directors serves until his or her respective successor has been elected by the Association, as set forth above. If the Association does not reach quorum at an annual meeting, successor Directors cannot be elected. In such event, any Director serving a term that would otherwise expire at the annual meeting serves either until a successor is elected at an annual meeting where a quorum is present, or until the resignation of the Director. This provision allows for the continued service of the Directors last elected by the members.

I further understand that following the resignation of one of the Directors, some members of the Association have inquired about holding a special meeting of the Association to elect Directors. The Bylaws do not authorize a special meeting to elect Directors to any vacant seats on the Board. Article III, Section 7 of the Bylaws provides, "Vacancies in the Board of Directors caused by any reason, excluding the removal of a director by the vote of the Association, shall be filled by a vote of the Majority of the remaining directors, even though less than a quorum, at any meeting of the Board of Directors. Each Person so selected shall serve the unexpired portion of the term." The Board of Directors is authorized to appoint Directors to any vacancies created through the resignation of Directors.

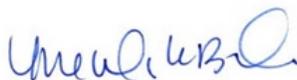
Achieving quorum at annual meetings is essential for the Association to transact the business of the Association, including election of Directors each year. For this reason, each member of the Association is encouraged to complete and file a proxy with the Association if the member cannot attend in person to vote on Association business.

I prepared this letter at the request of the Board of Directors in my capacity as counsel for the Association in order to explain the election and composition of the Board of Directors of the Association, and nothing in this letter should be construed as providing individual legal advice to individual owners or to any party other than the Association. I do not represent any individual owner or member in Chattahoochee Run Community Association, Inc., and if members of the Association require legal advice regarding their responsibilities under the Declaration and Georgia law, then each member should consult his or her personal counsel.

I hope that the foregoing information is helpful to explain the election procedure set forth in the Association's Bylaws. If any members of the Association have further questions about the Association's Bylaws or the election of the Board of Directors, the member should contact the Board of Directors through the Association's property manager.

Sincerely,

NOWACKHOWARD, LLC



Melinda K. Banks  
Attorney for the Association

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