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VIA FIRST CLASS MAIL

July 8, 2022

Petitioners
The Responsive Governance Group
P.O. Box 161
Marble Hill, Georgia 30148

RE: Big Canoe Property Owners Association, Inc.
Petition – Amendment to the General Declaration of Covenants & Restrictions

Dear Petitioners:

This firm represents the Big Canoe Property Owners Association, Inc. (“Association”), and I am writing to you on behalf of the Association and its Board of Directors in response to your letter dated June 30, 2022, to Tim Moran, Secretary, in which you enclosed a Petition requesting that the Board propose and present an amendment to the Amended and Restated General Declaration of Covenants and Restrictions of Big Canoe Property Owners Association, Inc. and Big Canoe Company (“Declaration”) which would “eliminate the CPI adjustment and roll all approval requirements back for capital expenditures to the original \$1,000,000 threshold established in 2010” and “prohibit the exclusion of any capital expenditures from the member approval requirement (excepting roads, bridges or dams) regardless of any definition assigned by the Board such as maintenance or replacement.” For the reasons set forth in further detail below, the Association’s Board of Directors must REJECT your Petition as it does not meet the requirements for calling a Special Meeting per Article II, Section 2.2 of the Bylaws of Big Canoe.

First, there is no mechanism under the Association’s governing legal documents which allows for the Members of the Association to require the Board of Directors to “present or propose an amendment” to the governing legal documents per se. The only authorization allowed for Members to present such a proposal would be under Article II, Section 2.2 of the Bylaws which provides that “Special Meetings of the Members shall be held at such place as may be designated in the notice of said meeting upon call of the Board of Directors, the President, the Secretary, or by a petition signed by Members entitled to cast at least twenty-five percent (25%) of the votes at any meeting of the Members. Any such written petition by the Members must identify the special meeting purpose on each page of the petition and must be for a purpose on which the Association Membership is entitled to act under the Articles, these Bylaws, or the Declaration. The petition, with original signatures, must be submitted to the Association’s Secretary. The Secretary shall then verify that the required number of Members have joined the petition and shall submit all proper petitions to the Association’s President” In the case of your Petition submitted on June 30, 2022, neither the Petition nor the cover letter request that a Special Meeting be called, but rather the Petition calls directly for an Amendment to the Declaration which is erroneous in form.

Second, notwithstanding the failure to request a Special Meeting, the Petition most importantly fails to meet the requirements for calling a Special Meeting as it does not include the required number of Members necessary to have joined the petition per the Bylaws. As such, your request is hereby DENIED.

Sincerely,

GADDIS & LANIER, LLC

Kimberly C. Gaddis
Kimberly C. Gaddis

KCG\bm
Enclosure

Cc: Board of Directors
Scott Auer, General Manager