

GADDIS & LANIER, LLC
Your Neighborhood Attorneys

3330 Cumberland Blvd.
Suite 500
Atlanta, Georgia 30339
www.gaddislanier.com

KIMBERLY C. GADDIS
DIRECT DIAL: (404) 459-7055
EMAIL: KGADDIS@GADDISLANIER.COM

VIA FIRST CLASS MAIL;
& EMAIL (themtnsvoice@aol.com)

August 14, 2020

Mr. David Hopkins
10887 Big Canoe
Big Canoe, GA 30143

Re: Big Canoe Property Owners Association, Inc.
Books and Records Request Response

Dear Mr. Hopkins,

This firm represents Big Canoe Property Owners Association, Inc. ("Association"). I have been asked by the Association's Board of Directors and General Manager, Scott Auer, to respond to your letter dated August 11, 2020, seeking copies of certain Association books and records pursuant to O.C.G.A. Section 14-3-1601, *et. seq.* of the Georgia Nonprofit Corporation Code, and per Big Canoe Policies and Related Procedures; Procedures 156.2.

Upon my review of your specific document requests, I have determined that **none of the items requested are included as those which are within a Member's authority to request and/or review** pursuant to the Association's governing legal documents and Georgia law. As such, for the reasons outlined further below, none of the documents requested are being provided at this time.

The Association's governing legal documents and the Georgia Nonprofit Code **limit** the documents which members of a corporation are authorized to review as outlined further below. The Georgia Nonprofit Corporation Code provides, in part, at O.C.G.A. Section 14-3-1602, that members of a nonprofit corporation shall be entitled to inspect **the following records** at a reasonable time and location specified by the Association, upon written:

- (i) its Articles or Restated Articles of Incorporation and all Amendments to them currently in effect;
- (ii) its Bylaws or Restated Bylaws and all Amendments to them currently in effect;
- (iii) resolutions adopted by either its Members or Board of Directors increasing or decreasing the number of directors or the classification of directors;
- (iv) resolutions adopted by either its Members or Board of Directors relating to characteristics, qualifications, rights, limitation, and obligations of Members of any class or category of Members;
- (v) the minutes of all meetings of Members and records of all actions approved by the Members for the past three (3) years;
- (vi) all written communication to Members generally within the past three (3) years, including the financial statements furnished for the past three (3) years;
- (vii) a list of the names and business or home addresses of its current Directors and Officers;
and
- (viii) its most recent Annual Report delivered to the Secretary of State.

O.C.G.A. § 14-3-1602 of the Georgia Nonprofit Corporation Code further provides that, **subject to conditions**, a Member of a non-profit corporation also has the right to review **the following additional documents and records**:

- (i) excerpts from any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation; Minutes of any meeting of the Members, and records of actions taken by the Members or the Board of Directors without a meeting to the extent not subject to inspection under subsection 9(a);
- (ii) accounting records of the Association; and
- (iii) [subject to the conditions set out in O.C.G.A. § 14-3-1605], the membership list.

Section (d) of 14-3-1602 conditions the Association's obligation to provide the above documents as follows:

- The member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member;
- The member describes with reasonable particularity the purpose and the records the member desires to inspect;
- The records are directly connected with this purpose; and
- The records are to be used only for the stated purpose.

As such, you are not entitled to demand to review or inspect the documents you listed in your August 11, 2020, letter pertaining to the Lake Petit Dam and/or inspection, engineering reports, operating agreements related thereto.

Please feel free to contact me if you have further questions or concerns regarding this matter.

Sincerely,

GADDIS & LANIER, LLC

Kimberly C. Gaddis

Kimberly C. Gaddis

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Cc: Board of Directors
Property Manager