2026 MLF Amended and Restated Covenants and Bylaws: Principal 2008/2026 Changes

What you need to know …

THE BIG PICTURE: Martin's Landing Foundation is asking homeowners to vote on Amended and Restated Covenants and Bylaws - the first comprehensive update since 2008.

WHY NOW: The proposal updates our governing documents to align with current Georgia law and modern HOA practices, adds policies to bolster the Foundation's finances, and provides improved and streamlined policies and procedures to help our home values grow and give homeowners a clearer voice in decision-making.

WHY IT MATTERS: This is more than housekeeping. The proposed changes in the Amended and Restated Covenants and Bylaws are long overdue and essential for properly managing and maintaining the Martin's Landing physical and financial assets, ensuring we are compliant with current Georgia HOA laws, and crucial to the stability and strength of our community for the future.

Martin's Landing Board of Directors, Committees, and property management have been contemplating and working on the development of the proposed MLF Amended and Restated Covenants and Bylaws for the better part of 6 years. Updates to the current MLF Covenants and Bylaws are necessary to bring the governing documents into compliance with current homeowner association laws and legislation and to provide clearer, streamlined, and modernized policies and procedures for managing and maintaining the MLF's physical and financial assets. The MLF Board has worked closely with our legal counsel to develop the proposed MLF Amended and Restated Covenants and Bylaws to ensure they are legal, effective, and will meet the unique needs of our community for decades to come.

The following is a summary of the key provision changes from the current 2008 version of the MLF Covenants and Bylaws to the proposed 2026 version of the MLF Covenants and Bylaws.

To ask questions and get more insights, please be sure to attend the Covenants and Bylaws Townhalls.

Please visit **www.mlfcbvote.com** or **www.martinslanding.org/mlfcbvote** for all information and documents related to the Covenants and Bylaws Vote.

Please note the important dates in the Covenants and Bylaws voting process:

KEY DATES

October 31, 2026	Members in Good Standing and Quorum Determination Date
November 1, 2026	Voting Opens, 9:00 AM
November 3, 2026	Online Town Hall • 7:00 PM
December 5, 2026	In-person Town Hall • 2:00 PM • River Lodge
December 15, 2026	Voting Closes, 5:00 PM
December 16, 2026	Results Communicated

1. Voting Structure Simplification

Voting Methods on Matters Requiring Membership Voting:

2008 Covenants:

- Three different voting methods: Voting directly by member. Voting may be delegated through proxy or representative; voting through representatives. Different actions require different voting procedures.

2026 Covenants:

- Voting directly by Member or lawful proxy (following proxy requirements in Bylaws).
- Representative voting has been eliminated.

Member Meeting Quorum:

2008 Bylaws:

- Members entitled to cast 10% of the eligible vote are present.

2026 Bylaws:

- Members entitled to cast more than 10% of the eligible votes are present.

Ballot Voting Quorum:

2008 Bylaws:

- Three-fourths (3/4) of the members in good standing have cast a ballot.

2026 Bylaws:

- Ten (10) percent of members in good standing have cast a ballot.

Amendment to Covenants and/or Bylaws:

2008 Covenants:

- Covenants can be amended by direct member vote with approval of at least sixty-six and two-thirds percent (66 2/3%) of the total members in good standing.

2008 Bylaws:

- Bylaws can be amended by direct member vote or voting delegated through proxy or representative or any combination thereof, with approval being represented by at least sixty-six and two-thirds (66 2/3) percent of the total members in good standing.

2026 Covenants and 2026 Bylaws:

- Covenants and Bylaws can be amended by direct member vote with approval of sixty-six and two-thirds (66 2/3) percent of members in good standing.

Homeowner impact:

Voting is much easier to understand and more directly tied to individual Lots/Homeowners. The old system in which Neighborhood Representatives could exercise voting authority on behalf of neighborhoods (Representative Voting) is eliminated. Adjusts ballot vote quorum (the minimum number of votes cast for an election, poll, or vote to be legally valid) to a more reasonable and widely utilized level. The number of votes needed for approval of amendments remains the same.

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2. Establishing the General Assessment

2008 Covenants:

- Increases by CPI-U (U.S. City Average) could occur without a vote.
- Increases by more than 25% require a direct member vote.
- Increases of 25% or less could use the Representative/Board voting process.

2026 Covenants:

- The Board prepares the annual budget and sets the general assessment to cover the annual budget.
- The proposed budget and general assessment become effective unless disapproved by a direct member vote of the majority of members in good standing.
- If membership disapproves the proposed budget, or the Board fails for any reason to determine the budget, the budget currently in effect shall continue.

Homeowner impact:

Homeowners can disapprove any budget or general assessment change through direct member vote.

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3. Special-Assessment Approval

2008 Covenants:

- Vote by members required for a special assessment in excess of the general assessment. Required a three-fourths (¾) quorum and two-thirds (⅔) approval vote.
- Vote by proxy or representative required for a special assessment equal to or less than the general assessment. May use Vote by members if desired.

2026 Covenants:

- Vote by members required for a special assessment over one-sixth (1/6) of current general assessment.
- Approval by Board for special assessment up to one-sixth (1/6) of the general assessment.
- No Representative Vote provision.

Homeowner impact:

Establishes a clear threshold of special assessment approval based on size of the special assessment. Board does not have as much latitude to enact a special assessment. Member vote required at a lower dollar amount.

Math: assume a $790 annual assessment

2008 Covenants: Representatives/Board could approve up to $790 special assessment; Members must approve over $790 special assessment with a three-fourths (¾) quorum and two-thirds (⅔) approval vote.

2026 Covenants: Board can approve up to $132 special assessment; Members must approve over $132 special assessment by a majority of the Owners present in person or by proxy at a meeting called for such purpose and subject to Member meeting quorum.

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4. New Initiation Fee Upon Sale/Transfer

2008 Covenants:

- No comparable general Initiation Fee appears in the 2008 assessment provisions.

2026 Covenants:

- Establishes a non-refundable one-time Initiation Fee imposed upon conveyance of a Lot, paid by the purchaser of Lot.
- Sets the amount equal to the then-current annual assessment.
- Several exemptions are provided, including certain transfers between spouses/domestic partners, inheritance, gifts, foreclosure/deed-in-lieu, and certain intra-community relocations.

Homeowner impact:

An HOA initiation fee is a one-time payment made when purchasing a home in a homeowners association. This fee might also be called a capital contribution or transfer fee. This is not a fee incurred by the current owner or seller. Initiation fees have become common practice for HOAs and adds funds to the HOA budget.

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5. New $500 Foreclosure Administration Fee

2008 Covenants:

- No comparable foreclosure administration fee appears in the 2008 assessment provisions.

2026 Covenants:

- A person acquiring a Lot through mortgage foreclosure or deed in lieu of foreclosure must pay a $500 Foreclosure Administration Fee.
- The Board may adjust the fee each fiscal year.

Homeowner impact:

Adds a new charge associated with foreclosure/deed-in-lieu transactions.

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6. Number of Directors per Neighborhood

2008 Bylaws:

- Each local Neighborhood Association was entitled to appoint two Directors.
- Each Association selected two Owners from its community.
- The directors representing the apartment community within Martins Landing may be selected by the Owner of Apartments and need not be residents or Owners.
- Vacant Apartment seats could be filled by anyone within Martin's Landing, appointed by the Board.

2026 Bylaws:

- Each Neighborhood may appoint a minimum of one and a maximum of two Directors.
- A Neighborhood is no longer required to fill two seats.
- The directors representing the apartment community within the Foundation may only be selected by the Owner of such community and need not be residents or Owners of the apartments..
- Vacant apartment seats stay vacant until filled by apartment Owners.

Homeowner impact:

The Board may have less than 24 Directors if Neighborhoods choose to appoint only one representative. Clarifies selection of Director(s) for Apartments.

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7. Director Eligibility and Code of Ethics

2008 Bylaws:

- Directors had to be Owners within the community and remain in good standing.
- Must be members in good standing.

2026 Bylaws:

- Directors can be Owners of Lots or the spouse or domestic partner of such Owners.
- No Owner and his or her spouse or domestic partner may serve on the Board at the same time.
- May not be more than thirty (30) days delinquent in the payment of any assessment or other amount owed to the Foundation.
- Director/candidate to sign a Code of Ethics, and failure to sign may preclude service.

Homeowner impact:

The eligibility rules are more explicit and Directors are required to sign a code of ethics.

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8. Clarifies Board Meetings Expressly Open to Members

2008 Bylaws:

- No directly comparable general open-meeting provision was identified.

2026 Bylaws:

- Board meetings are expressly open to Members.
- Members who are not Directors may not participate unless authorized by the Board.
- The Board can enter executive session for personnel, litigation, and similar matters.

Homeowner impact:

Creates greater formal transparency regarding Board meetings, while preserving executive sessions for specified matters.

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9. Clarifies Board Authority to Adopt Rules and Regulations

2008 Bylaws

- Board may adopt rules concerning use of Foundation Properties/facilities and personal conduct and establish penalties for violations.

2026 Covenants:

- The Rules and Regulations are expressly stated to be “in addition to” and may “expand upon or add to” the Use Restrictions.

2026 Bylaws:

- Board may adopt, modify, and repeal Rules and Regulations governing the Community, Foundation Properties, personal conduct, and Foundation administration.
- Members can repeal/rescind a Board rule with a majority vote.

Homeowner impact:

Board ability to add rules and regulations remains. Clarifies Board ability to modify, and repeal rules. Provides a mechanism for members to repeal/rescind rules.

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10. Architectural Review Committee (ARC) Composition

2008 Bylaws:

- ARC to have a minimum 7 members.
- No more than two voting members from any one Neighborhood Association.
- If no separate ARC existed, a prescribed alternative ARC structure was stated involving officers, Landscape Committee representation, the affected Neighborhood, president/CEO, and an at-large Board member.

2026 Covenants

- ARC may consist of 5 to 24 members.
- Members must be Owners or spouses/domestic partners of Owners.
- No limitation on number of members from a particular neighborhood.
- Board may instead act as the ARC itself.

Homeowner impact:

ARC composition and administration becomes much more flexible.

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11. Appeal Structure

2008 Bylaws:

- An ARC decision could go to an Appeal Board.
- An Appeal Board had authority to approve, conditionally approve, change or deny an application, decision, or fine.
- In certain circumstances, there was an additional final appeal to the Board where Board could uphold, modify, or overrule an ARC/Appeal Board decision.

2026 Covenants

- The separate Appeal Board structure is removed.
- ARC decisions can be appealed to the Board. The Board can uphold, modify, or overrule an ARC decision.

Homeowner impact:

Fewer formal layers of appeal. Expedited appeal resolution. Less confusion for owners.

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12. ARC “Deemed Approved” Procedure Change

2008 Bylaws:

- After 45 days without approval/disapproval, an Owner could send a certified notice of intent to proceed.
- The Foundation then had another 15 days to issue a written disapproval.

2026 Covenants

- If the ARC does not approve or disapprove within 45 days after all requested documentation has been submitted, the plans are deemed approved, provided they are generally harmonious with the Community.

Homeowner impact:

The process is streamlined and encourages quick response time from ARC.

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13. Interior Renovations and Garage Conversions Clarification

2008 Bylaws

- ARC authority primarily addressed exterior items and significant landscaping. Did not address garage conversions - those were addressed in ARC Guidlines.

2026 Covenants

- Clarifies that garages cannot be converted into living space without express written ARC or Board approval.

Homeowner impact:

Ordinary interior remodeling is exempt, but garage conversions are specifically regulated. Garage conversions had previously been prohibited by ARC Guidelines. Adds the provision to the Covenants.

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14. Comprehensive Use Restrictions

2008 Covenants:

- The 2008 Covenants did not contain a comparable consolidated article covering all of the following subjects at the Covenant level. Most items were covered in the ARC Guidelines.

2026 - Covenants

Adds a comprehensive list of recorded Use Restrictions, including:

- Residential use vs. business use
- Nuisances/noise/odors/unsightly conditions
- Vehicles and parking
- Abusive behavior toward Foundation personnel
- Animals and pets
- Signs
- Antennas/satellite dishes
- Gardens/recreational equipment and related exterior items
- Trees
- Exterior lighting
- Clotheslines/trash/wood storage
- Lot subdivision/combination
- Solar devices
- Fences
- Exterior colors
- Mailboxes
- Detached/temporary structures
- Foundation Property
- Transient use
- Window air conditioners
- Lake use

Homeowner impact:

Many subjects that may previously governed through rules, ARC Guidelines, or neighborhood practices are now expressly addressed in the Covenants themselves.

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15. Six-Month Minimum Lease Term

2008 Covenants:

- No comparable six-month minimum lease provision was identified in the 2008 Covenants.

2026 Covenants

- Leases must generally be for an initial term of at least six months.
- Lots generally must be leased in their entirety. Owners can rent out portion of home as long as Owner continues to reside in the property.
- No subleasing or assignment.
- Owner must provide specified tenant/occupant information to the Board.
- Short-term rentals through Airbnb, VRBO, HomeAway or similar services are expressly prohibited.
- Listing, marketing, or advertising a Lot for such rentals is also prohibited.
- “Short-term” is defined as less than six months.

Homeowner impact:

Adds restriction on the ability to rent a home for less than 6 months.

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16. Entity-Owned Lots Occupancy Requirements

2008 Covenants:

- The 2008 provisions recognized entity ownership but did not contain this same detailed occupancy designation procedure.

2026 Covenants:

- Entity Owners must designate occupants in writing.
- Changes generally cannot occur more often than every six months without Board consent.

Homeowner impact:

Adds restrictions and reporting requirements for properties owned by LLCs, corporations, trusts, or other entities.

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17. Detailed Vehicle and Parking Restrictions Added

2008 Covenants:

- No comparable consolidated vehicle definition and detailed parking regime was found in the 2008 Covenants.

2026 Covenants:

- “Vehicle” definition clarified
- Lot parking generally limited to driveway, garage, or ARC-approved location.
- Foundation Property parking limited to designated areas.
- Disabled/stored vehicles and various recreational/commercial vehicles are restricted.
- A vehicle with visible commercial lettering/graphics/advertising is treated as a commercial vehicle.

Homeowner impact:

Parking rules more specific and clear. Guidelines previously outlined in ARC Guidelines added to Covenants.

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18. Pet Rules Clarified

2008 Covenants

- No comparable detailed pet provision was identified in the 2008 Covenants.

2026 Covenants

- Reasonable household pets permitted.
- Board can determine whether the number/type of animals is reasonable.
- Board may prohibit animals deemed dangerous.
- Pets must be leashed when walked.
- Owners must immediately remove waste.
- Pet enclosures require approval.
- Owner is responsible for Foundation cleanup/repair costs caused by the pet.
- Violations may result in fines.

Homeowner impact:

Pet requirements clarified with potential fines and financial liability.

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19. Foundation-Maintained Amenities Includes Pickleball Courts

2008 Covenants

- The 2008 documents specifically referenced amenities such as pools, clubhouses, and tennis facilities.

2026 Covenants

- Foundation responsibility expressly includes pool(s), clubhouse(s), tennis courts, pickleball courts, outbuildings, and entry features.

Homeowner impact:

Clarifies that pickleball courts, outbuildings, and entry features are among the Foundation-maintained amenities.

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20. Authority to Change Use of Foundation Properties

2008 Bylaws

- No comparable direction regarding changing the use of an amenity.

2026 Bylaws

- Clarifies that the Board may change the use of an amenity but it may not close an amenity without approval from a majority of the members.

Homeowner impact:

Board can change the use of an amenity. Board can not close amenity without a Member vote.

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21. Property Maintenance of Neighborhood Association Property

2008 Covenants

- It is the duty of the Neighborhood Associations to maintain, repair, and replace those properties owned by the Neighborhood Associations.
- If a Neighborhood Association fails or refuses to maintain the Neighborhood-owned property, the Foundation may perform such duty, if deemed necessary, with thirty (30) days written notice to the Neighborhood Association.
- The Neighborhood Association shall be liable for all direct and indirect costs for such maintenance by the Foundation.

2026 Covenants

- It is the duty of the Neighborhood Associations to maintain, repair, and replace those properties owned by the Neighborhood Associations.

- If a Neighborhood Association fails or refuses to maintain the Neighborhood-owned property, the Foundation may perform such duty, if deemed necessary, with thirty (30) days written notice to the Neighborhood Association.
- The Neighborhood Association shall be liable for all direct and indirect costs for such maintenance by the Foundation.
- In the absence of a Neighborhood Association or in the event the Neighborhood Association fails to pay all direct and indirect costs, the Foundation may assess the costs incurred equally against each Lot in the neighborhood.

Homeowner impact:

Adds provision that individual homeowners may be financially responsible for expenses incurred if the Foundation has to maintain or repair Neighborhood Association property in absence of Neighborhood Association or if Neighborhood Association refuses to cover costs.

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22. Enforcement Powers Clarification

2008 Bylaws

- Board could adopt rules and penalties.
- ARC violations could result in notice, correction, entry onto property, and assessment of costs.
- Fines and legal remedies were available.

2026 Covenants

Expressly provides for:

- Legal action/injunction;
- Suspension of voting rights;
- Suspension of Foundation Property privileges;
- Suspension of vehicular access while preserving pedestrian access;
- Fines;
- Self-help;
- Towing;
- Recovery of attorney's fees;
- Recording notices of violations.

Homeowner impact:

The Foundation's options for enforcement are more clearly defined.

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23. Foundation Self-Help Authority Strengthened

2008 Bylaws

- Following failure of other remedies, Board shall give the violating Lot Owner ten (14) days' written notice of its intent to exercise self-help.
- Emergency situations are exempt.

2026 Covenants

- Following failure of other remedies, Board shall give the violating Lot Owner ten (10) days' written notice of its intent to exercise self-help.
- Emergency situations are exempt.
- Towing may occur after reasonable notice.
- Costs and attorney's fees can be assessed against the Owner.

Homeowner impact:

The Foundation's stated timeline for self-help is shortened from 14 days to 10 days and applies more broadly to Covenant, Bylaw, Design Standard, and Rule violations.

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24. Detailed Due-Process Procedure for Fines/Suspensions

2008 Bylaws

- Violation notices and an Appeal Board hearing process were used.
- A written appeal hearing request had to be made within 14 days under the Bylaws' fining procedure.

2026 Covenants

- Once a violation notice is sent, Owner has 10 days to challenge.
- If challenged, a Board hearing is held in executive session.

Homeowner impact:

Creates a more explicit, standardized enforcement/hearing process and replaces the old Appeal Board structure with a Board hearing. Adds more clarity and streamlines due process for homeowners.

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25. Member Inspection Rights to Books and Records Clarified

2008 Bylaws

- Foundation books, records, and papers were subject to inspection by any Member during reasonable business hours.
- Covenants, Bylaws, and Rules were also available.

2026 Bylaws:

- Members retain access to governing documents.
- Other Foundation books and records are subject to inspection only to the extent provided by the Georgia Nonprofit Corporation Code.
- Foundation may withhold records the Board determines are confidential or legally privileged.

Homeowner impact:

Brings Books and Records inspection rights in alignment with current Georgia Nonprofit Corporation Code.

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26. Specifically Named Committees Eliminated in Favor of Flexible Board-Created Committees

2008 Bylaws:

- Specifically named committees including:
    - Recreation Committee;
    - Maintenance Committee;
    - ARC Committee;
    - Other committees established by the Board.

2026 Bylaws:

- Only specifically names an ARC Committee.
- Board has authority to create committees it considers desirable.
- Committees must have at least three members.
- At least one Board member must be included on each committee.

Homeowner impact:

More flexibility to create committees, and committee structure is clarified, more board oversight of committees.

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27. Clarification of Officers and Treasurer Support

2008 Bylaws

- President, Vice President, Secretary, and Treasurer named as officers.
- President and Vice President had to be Board members.

2026 Bylaws:

- President, Vice President, Secretary, and Treasurer named as officers.
- All officers have to be Board members.
- Allows Treasurer to work with an “agent” to carry out duties of Treasurer’s office.
- Secretary and Treasurer may be the same person.

Homeowner impact:

Provides that all officers must be Board members and more flexibility and support for the Treasurer's office.

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28. Remote Participation and Electronic Documents Authorized

2008 Bylaws:

- Included some electronic voting/consent provisions but were primarily structured around physical meetings, mailed notices, and written documents.

2026 Bylaws:

- Expressly recognizes:
    - Electronic documents;
    - Electronic signatures;
    - Electronic communications;
    - Remote member meetings;
    - Remote voting;
    - Verification/authentication of electronic participation.

Homeowner impact:

Makes participation and Foundation administration substantially more compatible with modern electronic/remote processes.

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29. Insurance Limits and D&O Coverage Updated

2008 Covenants

- Public liability policy required a combined single limit of at least $2 million.

2026 Covenants

- Public liability coverage: $1 million per occurrence / $2 million aggregate.
- Expressly requires at least $1 million Directors & Officers liability coverage.
- Updates other insurance language and endorsements.

Homeowner impact:

The structure of the required liability coverage changes, while D&O coverage is expressly required.

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30. Lake use

2008 Covenants

- No specific Covenant provision regarding lake regulations and swimming in lake. Was addressed in Community Guidelines.

2026 Covenants

- Lake is to be used in accordance with Foundation rules and regulations, and swimming is prohibited.

Homeowner impact:

Clarifies lake usage.