

BYLAWS

SHAW'S BOUNTY HOME OWNERS' ASSOCIATION, INC.
SAINT SIMONS ISLAND, GLYNN COUNTY, GEORGIA
Approved Dec. 6, 2017

1. **Authority**

These Bylaws are established pursuant to the 2017 Covenants, Conditions and Restrictions (CC&R) of the Shaw's Bounty Home Owners' Association, Inc. (SBHOA). The CC&R is incorporated herein by reference.

2. **Name**

The name of this Corporation is Shaw's Bounty Home Owners' Association, Inc., (hereinafter referred to as the "Association") an association of lot owners.

3. **Powers**

The Association has all of the powers and duties set forth in the Articles of Incorporation, the CC&R, and these Bylaws, and all other powers and duties reasonably necessary to operate and maintain the Common Properties on the principles and standards set forth in said documents.

4. **Membership**

The membership of the Association consists of all of the record owners of lots. Each lot owner automatically becomes a member of the Association upon acquisition of title to a lot, and the membership of the prior owner shall be automatically terminated upon transfer of his entire title; provided, however, that such termination shall not relieve any such former member from any liability or obligation incurred on account of the ownership of a lot. However, no person or entity who holds such interest merely as a security for the performance of an obligation shall be a member.

5. **Applicability**

These Bylaws shall apply to that certain subdivision, known as Shaw's Bounty located in Glynn County, Georgia, and shall be binding on all lot owners, their lessees, grantees, heirs, executors, administrators, devisees, successors and assigns, and on all other persons occupying or using said property in the Subdivision in any manner. The ownership of any residential lot shall constitute acceptance and ratification of these Bylaws, the Articles of Incorporations and the CC&R.

6. **Board of Directors**

A. **Number**

The affairs of the Association shall be governed by a Board of Directors (hereinafter called the "Board") composed of nine persons, all of whom must at all times during their service as directors be home owners in good standing, or spouses thereof, of one or more residential lots.

B. **Powers**

The Board shall have all the powers and duties necessary to administer the affairs of the Association and to do all things on behalf of the Association that are not directed by the Articles of Incorporation to be done pursuant to a vote of Association members.

C. **Agents**

The Board may employ for the Association an agent or agents and such personnel as the Board may deem necessary setting forth such terms and compensation and with such duties as the Board may authorize.

D. **Election and Term of Office**

Directors shall be elected at the Annual Meeting by a quorum of the members of the Association. It shall be a staggered board, also known as a classified board, with three classes – Class A, Class B and Class C – each having three board members serving terms of three years each. This means that three board members will be elected each year beginning in 2018. A Director shall hold office until his successor has been elected and takes office.

E. **Vacancies**

Vacancies in the Board caused for any reason other than the removal of a Director by a vote of the membership of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall hold office until a successor is elected at the next annual meeting of the Association, unless sooner removed.

F. **Removal of Directors**

At any regular or special meeting of the Association any of the Directors may be removed with or without cause by a vote of sixty percent (60%) of the total authorized vote of the Association members, and a successor may then and there be elected by majority vote to fill a vacancy thus created. Any Director whose removal has been

proposed shall be given an opportunity to be heard at the meeting prior to the vote on his or her removal.

G. Organization Meeting

The first meeting of the Board after the annual meeting shall be held within six weeks after election at such time and place as shall be determined by the Directors.

H. Regular Meetings

Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. No fewer than two regular meetings shall be held during each calendar year. Electronic communication of the time and place of regular meetings of the Board shall be sent to each Director at least three days prior to the day named for such meeting.

I. Special Meetings

Special meetings of the Board may be called by the Chairman on five days written or electronic communication notice to each Director, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board also can be called by the Chairman or Secretary in a like manner and with like notice at the written or electronic request of at least three Directors.

J. Waiver of Notice

Any Director may waive notice of a meeting by written waiver executed before, at, or after the meeting. Attendance by a Director at any meeting of the Board shall be a waiver of notice of such meeting.

K. Board of Directors Quorum

At all meetings of the Board, a majority of the Directors (five) shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. Any business which might have been transacted at the meeting as originally called may be transacted at any adjourned meeting at which a quorum is present, without further notice.

7. Association Officers

A. Number and Election

There shall be elected by and from the Board a President (who shall also be Chairman of

the Board), a Vice President, a Secretary and a Treasurer. No person may hold more than one office simultaneously. The Directors may appoint such other officers from the membership of the Association as in their judgment may be needed.

B. Duties

The officers shall perform all the duties incident to their respective offices. The President shall be the chief executive officer with general powers as such, including the power to appoint committees from among the membership of the Association.

The Vice President shall assume the duties of the President upon the request or absence of the President.

The Secretary shall keep and maintain minutes of meetings and other records of the Association, and shall perform such other duties as the Board may direct.

The Treasurer shall be responsible for all corporate funds (including the approval of all invoices and payment vouchers, the keeping of full and accurate fiscal records and accounts and shall perform such other duties as the Board may direct.

The Board may require that the Treasurer and all other persons handling or responsible for corporate funds be covered by fidelity bonds, at the expense of the Association. All records should be kept and retained to allow for a history of all Board actions.

C. Term

Officers shall be elected annually and shall hold office at the pleasure of the Board.

8. Indemnification and Compensation of Officers and Directors

A. Indemnification

Each director and each officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred; however, no indemnification shall be paid to a director or officer who is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Notwithstanding the foregoing, in the event of a settlement of any such proceeding, the indemnification provided for herein shall apply on in the event that the Board approves such settlement and reimbursement as being in the best interest of the

Association.

B. Compensation

No director or officer shall receive any fee or compensation for services performed.

9. Association Meetings

A. Place of Meeting

Meetings of the Association shall be held in Glynn County, Georgia, at such suitable place convenient to the members as may be designated by the Board.

B. Annual Meeting

The annual meeting of the Association shall be held on the first Tuesday of December unless an alternative date between December 1 and December 15 is selected by the board no later than October 15 of each calendar year.

C. Special Meetings

The President may call a special meeting of the Association at anytime and he or she shall be required to call a special meeting of the Association if directed by resolution of the board or upon a petition signed by a majority of the members of the Association and presented to the Secretary. The call of a special meeting shall be by electronic communication notice stating the time, the place, the purpose and the order of business of such special meeting. Only the business stated in the notice may be transacted at a special meeting.

D. Notice of Meetings

It shall be the duty of the Secretary to email or mail, if no email address is available, a notice of each annual or special meeting, stating the purpose (if for a special meeting) as well as the time and place where it is to be held, to each residence owner at least ten (10), but not more than twenty (20), days prior to such meeting. The emailing or mailing of such notice shall be considered notice served. Any member may waive notice of a meeting by written waiver executed before, at, or after the meeting. Any member attending a regular or special meeting shall be deemed to have waived notice of such meeting.

E. Order of Business

The order of business shall be as follows: Roll call; proof of meeting notice; minutes of preceding meeting; reports of officers; reports of committees; election of inspectors of election; election of directors; unfinished business; new business.

F. Quorum

At all meetings, regular or special, the presence of members entitled to cast more than fifty percent (50%) of the total authorized votes or proxies for such shall constitute a quorum.

10. Rules of Order

Except as may be otherwise provided, the parliamentary conduct of all meetings of the Board and of the Association shall be governed by the current edition of *Roberts Rules of Order Newly Revised*.

11. Voting by Members of the Association

A. Type of Vote

Voting shall be on the basis of one vote for each member of the Association. Said vote shall not be divisible and the vote thereof may not be cast in fractional parts.

B. Designation of Voting Representative

If a residential lot is owned by one person, his right to vote shall be established by the record title to his or her lot. If a residential lot is owned by more than one person, or is under lease, the person entitled to cast the vote for the lot shall be designated by a certificate signed by all of the record owners of the particular lot and filed with the Secretary. If a residential lot is owned by a corporation, the person entitled to cast the vote for the lot shall be designated by a certificate of appointment signed by the president or vice-president of the corporation. Such certificates shall be valid until revoked or until superseded by a subsequent certificate or until written notice of change in the ownership of the lot concerned is delivered to the Secretary of the Association. Whenever the decision of a lot owner is desired upon any matter, whether or not it is the subject of a vote at an Association meeting, such decision shall be expressed by the person who would be entitled to cast the vote of such lot owner in a meeting.

C. Proxy

Votes may be cast in person or by proxy. Proxies must be filed with the Secretary at or before the appointed time of each meeting.

D. Written Voting

In addition to the foregoing, any proposition may be subject to a vote of the Association in writing, at the written request of at least ten (10) members, by distribution of a ballot therefore by the Secretary to all members, which ballot shall state the final date and

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time at which any such ballot may be cast. In addition, any vote taken at a regular or special meeting of the Association may be held open, upon the vote of a majority of the members present at any such meeting, for such time as is deemed appropriate in order to obtain written votes of any members not present at such meeting.

12. Amendment

Notwithstanding any provision of the Restrictions, these Bylaws may be amended only at a duly constituted annual or special Association meeting, the notice of which states that consideration of such proposed amendment is a purpose of the meeting; provided, however, that at such meeting, any amendment to or variation of the proposed amendment may be acted upon by the Association. These Bylaws may be amended only by the affirmative vote of members entitled to cast seventy-five percent (75%) or more of the total vote of the Association.

IN WITNESS WHERE OF, the undersigned, Shaw's Bounty Home Owners Association, Inc. through an affirmative vote of more than 75 percent of its membership has caused this instrument to be executed by its duly authorized board members on the 6th day of December 2017.

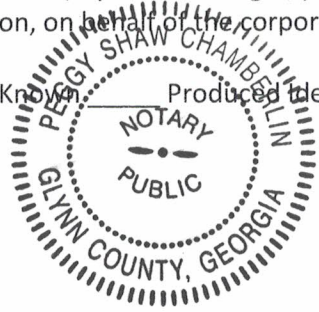
Signed, sealed and delivered this 16th Day of December in the presence of:

Witness: Martha C Johnson

By: [Signature]
Ken Lambright, President, Shaw's Bounty Home Owners Association, Inc.

In the state of Georgia, County of Glynn, this instrument was acknowledged before me this 16th day of December, 2017, by Ken Lambright, president of Shaw's Bounty Home Owners' Association, a Georgia corporation, on behalf of the corporation.

Personally Known Produced Identification _____



By: Peggy Shaw Chamberlin
Peggy Chamberlin, Notary Public, State of Georgia