

**BY-LAWS**  
**OF**  
**SEA PALMS PROPERTY OWNERS ASSOCIATION, INC.**

**Article I.**

**Office**

The principal office of the corporation shall be located on St. Simons Island, in Glynn County, Georgia.

**Article II.**

**Membership**

**Section 1. Classes of Members.** The corporation shall have one class of members.

**Section 2. Membership.** Membership in the Sea Palms Property Owners Association, Inc., shall be mandatory for every owner of every residential property in Sea Palms Golf and Country Club. In the case of joint ownership of property, each owner shall be a member of the Association.

**Section 3. Voting Rights.** There shall be one vote per property on each matter submitted to a vote of the membership, joint ownership notwithstanding. In the event that a person, corporation, partnership, or group owns more than one residential property, one vote per property will be allowed for that person, corporation, partnership or group.

**Section 4. Enforcement of Obligations of Ownership.** The Association is within the purview of the Georgia Property Owners' Association Act. The Act provides the Association with authority to require members to comply with the provisions of the declaration and other rules and regulations. The Association, through its officers and directors, has the authority to enforce the obligations of membership to the full extent provided by law. Failure to enforce any obligations shall not constitute waiver of the right to enforce.

**Section 5. Transfer of Membership.** Membership in the corporation shall not be transferable or assignable.

**Article III.**

**Meetings of Members**

**Section 1. Annual Meeting.** The annual meeting of the members shall be held on St. Simons Island, Georgia, on the first Wednesday of the month of November of each year, beginning with the year 1974, for the election of Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall

be a legal holiday in the State of Georgia, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

**Section 2. Special Meetings.** Special meetings of the members may be called by the President, a majority of the Board of Directors, or not less than one -fifth of the members, by petition to the President.

**Section 3. Place of Meeting.** Each meeting shall be held on St. Simons Island, in Glynn County, Georgia.

**Section 4. Notice of Meetings.** Written or printed notice stating the place, day, and hour of each meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President, or the members of the Board of Directors, or the Secretary, or the members calling the meeting. In case of a special meeting or when required by stature or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his then address as it appears on the records of the corporation, with postage thereon prepaid.

**Section 5. Quorum.** Members holding twenty per cent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

**Section 6. Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact, if proxies are authorized for any question by the Board of Directors.

**Section 7. Voting by Mail.** Members may vote in person or by proxy. Propositions, questions, or other matters submitted in written form to the members by the Board of Directors and mailed to all members may be voted upon by mailed ballot returned to the Board of Directors within a prescribed period, if proxies are authorized for any question by the Board of Directors.

## **Article IV.**

### **Board of Directors**

**Section 1. General Powers.** The Board of Directors shall have general charge, management, and control of the affairs, funds, and property of the corporation, with all such lawful powers and authority as should be necessary or incidental to the purposes of the corporation.

**Section 2. Number, Tenure, and Qualifications.** The Board of Directors shall consist of nine (9) members. Each Director shall be a member of the corporation and shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. Directors' terms shall be staggered according to a schedule to be adopted at the initial meeting of the members of the corporation, which schedule shall be affixed to these By-Laws and made a part hereof.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held annually immediately after, and at the same place as, the annual meeting of members.

**Section 4. Special Meetings.** Special meetings of the Board of Directors may be called by the President or any three Directors. Any such special meeting shall be held on St. Simons Island, Georgia, unless a majority of the members of the Board agrees that this meeting shall be held at a different location.

**Section 5. Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by notice delivered personally or sent by mail or telegram or telephone to each Director at his then address as it appears on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting, in his opinion, was not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.

**Section 8. Vacancies.** Any vacancy occurring in the membership of the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Section 9. Compensation.** Directors shall not receive any compensation for their services, but, by resolution of the Board, reimbursement may be made for expenses incurred in furtherance of the business or affairs of the corporation.

## Article V.

### Officers

**Section 1. Number of Officers.** The officers of the corporation shall be a President, a Vice President and a Secretary-Treasurer. The Board of Directors may elect or appoint one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

**Section 2. Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**Section 3. Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term involved.

**Section 4. President.** The President shall be the principal executive officer of the corporation and shall in general administer the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He is empowered to sign, with the Secretary or any other officer of the corporation authorized by the Board of Directors, any legal documents necessary to carry out the purposes and objectives of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 5. Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 6. Secretary-Treasurer.**

(a) The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for the purpose; provide all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(b) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and, where appropriate, give receipts for funds due and payable to the corporation; deposit all such funds in the name of the corporation in such

banks or other depository as may be approved by the Board of Directors; maintain records of the assets and monetary obligations of the corporation; render financial status reports on the corporation at annual meetings of the members and at such other meetings of the members of the corporation and of the Board of Directors as he may be called upon to do so; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## Article VI.

### Committees

**Section 1. Appointments.** The President, Board of Directors, or either of them, may from time to time appoint committees and committee chairmen, each of which shall consist of as many members as deemed advisable to study, analyze, and make recommendations concerning various subjects, endeavors, or problems of interest or concern to the members of the corporation. Each committee shall serve until its assignment shall have been completed, or at the pleasure of the Board of Directors or the President, as the case may be.

**Section 2. Vacancies.** Vacancies in the membership of any committee may be filled by appointments in the same manner as were original appointments.

## Article VII.

### Gifts

**Section 1. Gifts.** The Board of Directors may accept on behalf of and in the name of the corporation any gift, contribution, bequest, or devise considered to be in the best interests of and for the general or special purpose or purposes of the corporation.

## Article VIII.

### Books and Records

The corporation shall keep correct and complete books of account, as well as minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its principal office a record of the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any members, or his duly authorized agent or attorney, for any proper purpose at any reasonable time.

## Article IX.

### Dues

The annual dues shall be per property, regardless of the number of owners. The amount of such dues shall be established upon recommendation by the Board of Directors and

majority approval by the membership present at an annual or special meeting.

**Article X.**

**Fiscal Year**

The fiscal year of the corporation shall be the calendar year.

**Article XI.**

**Amendments of By-Laws**

Amendments, alterations, or rescissions of the By-Laws of the corporation shall be proposed by the Board of Directors and adopted by a majority of the membership present, in person or by proxy, at any regular or special meeting called for the purpose; provided, that the full text of any proposed modification of the By-Laws shall be included in the notice of such meeting.

Amended 11/16/00

**ADDENDUM**

**Article II**

**Membership**

Section 1. Class of Members. The corporation shall have two types of members.

Section 2. Membership.

- A. Owners of single-family residences. Membership in the Sea Palms Property Owners Association, Inc. shall be mandatory for every owner of single-family residential property in Sea Palms Golf and Country Club.
- B. Owners of condominiums, patio homes, villas and other similar homes not located on single-family lots. Membership in the Sea Palms Property Owners Association, Inc. shall be mandatory for every owner of a condominium, patio home, villa or other similar home not located on a single-family residence lot in the Sea Palms Golf and Country Club. The owners in this category of properties shall be entitled to participate fully in the activities and benefits of the Association; however, in recognition of the fact that such owners are not bound by the Restrictive covenants, they shall not be authorized to vote on any matters which affect the Restrictive covenants relating solely to the single-family residential lots and therefore single-family residents shall not be authorized to vote on condominiums, patio homes, villas and other similar home Restrictive Covenants.

Amended 11/7/05

## ADDENDUM

### Article III

Section 1. Annual Meeting. Change the first sentence to read as follows: "The annual meeting of the members shall be held on St. Simons Island, Georgia, during the first week of November of each year—"

## ADDENDUM

### Article IV

#### Board of Directors

Section 2. Number, Tenure and Qualifications.

- a. The Board of Directors shall consist of up to ten (10) Members. These shall include President, Vice President, Secretary, Treasurer and other appropriate committees as deemed necessary by the Board.
- b. In addition to the ten (10) member Board of Directors, there shall be two (2) Directors, elected at the annual meeting, who shall be selected from the owners of the condominiums, patio homes, villas and other like homes located in Sea Palms Golf and Country Club. One Director shall serve a two (2) year term; the other Director a three (3) year term. After these terms, each successor shall be elected at the annual meeting so that the terms are overlapping. These Directors shall keep the Board of Directors informed and advised on matters of interest to owners of condominiums, patio homes, villas and other like homes. The two (2) Directors may vote on issues that affect the Association with the exception of those items that relate to the Restrictive Covenants of the single-family residences.