

# ORIGINAL

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## BY-LAWS

### SEA PALMS COLONY CONDOMINIUM ASSOCIATION

#### SECTION 1. Identity

These are the By-laws of the Sea Palms Colony Condominium Association of residence owners, an incorporated association under the laws of the State of Georgia. The Association has been organized for the purpose of administering a condominium upon the lands described in the Declaration of Sea Palms Colony Condominium.

1. The office of the Association shall be at Sea Palms Colony Condominium, St. Simons Island, in Glynn County, or at such place in Glynn County, Georgia as designated by the President
2. The fiscal year of the Association shall be the calendar year.
3. The Association has been organized for the purpose of administering Sea Palms Colony Condominium, a residential condominium development under the Georgia Condominium Act, O.C.G.A. TITLE 44 Chapter 3 Article 3 (2009)
4. These By-laws are annexed to the amended declaration and made a part thereof, pursuant to the "Georgia Condominium Act", which declaration has been duly recorded in the Office of the Clerk of the Superior Court of Glynn County, Georgia.
5. Application: These By-laws shall apply automatically to all residence owners, tenants of such owners, employees of owners and tenants, and any other persons who use the property or any part thereof, which has been submitted to the provisions of the Georgia Condominium Act.
6. For purpose of these By-laws, masculine or feminine pronouns shall be substituted for those in the neuter form, and vice versa, and the plural shall be substituted for the singular, in any place or places herein where the context may require such substitution.

#### SECTION 2. Members

1. "Member" as used in these By-laws shall mean and include a residence owner (as this term is defined in the declaration) and the heirs, representative and successors of each. Any person becoming a residence owner shall automatically become a member of the Association and be subject to these By-laws, and this membership shall terminate without any formal action of the Association whenever such person ceases to be a residence owner, but such termination shall not relieve any such former residence owner from any liability or obligation incurred under or in any way connected with the Sea Palms Colony Condominium during the period of this ownership and membership, or impair any effective remedies which the Board of Directors of the Association or others may have against such former residence owner arising out of, or in any way connected with such ownership and membership and the covenants and obligations incident thereto.

2. Vote of members. On all matters upon which the members are entitled to vote, each member shall be entitled to cast a vote equal to the percentage of undivided interest of that member in the common areas and facilities.
3. Annual Members' Meetings shall be held at a time and place fixed by the Board of Directors on the second Saturday in February of each year for the purpose of electing directors and transacting of any other business authorized to be transacted by the members.
4. Special Meetings. Special meetings of the Unit Owners may be called at any time by the President or by the Board of Directors, or upon written petition of at least 15% of the total votes in the Association. Any such petition shall state the purpose or purposes for which the meeting is requested and the issue or issues to be considered by the membership, which issues shall be limited to matters upon which the members are entitled to vote under the Georgia Condominium Act, the Georgia Nonprofit Corporations Code, or the Condominium Instruments.
5. Notice of Meetings. Written notice of each meeting of the Unit Owners shall be given by, or at the direction of, the Secretary or person authorized to call the meeting at least 21 days in advance of any annual or regularly scheduled meeting, and at least 7 days in advance of any other meeting, and shall state the time, place and purpose of such meeting. Such notice shall be delivered personally, sent by United States mail, postage prepaid, or issued electronically in accordance with Chapter 12 of title 10, the "Georgia Electronic Records and Signatures Act," to all Unit Owners of record at such address or addresses as any of them may have designated, or, if no other address has been designated, at the address of their respective Units.
6. A Quorum at Members' Meetings shall consist of persons entitled to cast a majority of the total vote of the Association. The joinder of a member in the action shall constitute the presence of such member for the purpose of determining a quorum.
7. The Vote of the Owners of a residence owned by more than one person or by corporation or other entity, shall be cast by the person named in a certificate signed by all of the owners of the residence or by the agent of such corporation, other entity, as the case may be, and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such certificate is not on file, the vote of such members shall not be considered in determining the requirement for a quorum nor for any other purpose.
8. Proxies. A vote may be cast in person or by directed proxy. To be valid, proxies must be fully signed and acknowledged by the Unit Owner and must be filed with the Secretary at least twenty-four hours before the appointed time of the meeting. A proxy may be revoked by the Unit Owner by appearance in person at the meeting and there and then filing with the Secretary at that time notice of the revocation. A copy of a proposed proxy is attached hereto as Exhibit "A."
9. Approval or Disapproval of a member upon any matter, whether or not the subject or an Association meeting, shall be by the same person authorized to cast the vote of such member if in an Association meeting.

10. Adjourned Meetings: If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

11. Presiding Officer of members' meeting shall be the President, in whose absence the Vice-President shall preside. If neither such officer is present, the members shall elect a chairman to preside at the particular meeting.

12. The Order of Business at annual members' meetings, and, as far as practical at all other meetings, shall be:

- A. Calling of the roll and certifying of proxies.
- B. Proof of notice of meeting or waiver of notice.
- C. Reading and disposal of any unapproved minutes.
- D. Reports of officers.
- E. Reports of committees.
- F. Election of inspectors of election.
- G. Election of directors.
- H. Unfinished business
- I. New business.
- J. Adjournment

**SECTION 3. Powers and Duties of Members** shall be those powers and duties specifically and exclusively required by the Georgia Condominium Act, the declaration of these by-laws to be exercised and performed by the Association, which powers and duties shall be exercised and performed upon a majority of the total vote of the Association, except as otherwise provided in the Georgia Condominium Act, the declaration of these by-laws, such powers and duties to include but not be limited to the following:

1. Election of directors as provided in Section 4 of these by-laws.
2. Removal of any director upon vote of 75% of the total vote of the Association and election of replacement therefore upon vote of a majority of said vote.
3. Determination whether to repair, reconstruct, or rebuild after a casualty, as provided in Section 5 of the declaration.
4. Determination whether to make structural changes or alterations, as provided in Section 6 of the declaration.
5. Approval of regulations promulgated by the Board of Directors, as provided in Section 7, paragraph 5, of the declaration.
6. Proposal and approval of amendments to the declaration and condominium deeds, as provided in Section 9 of the declaration.
7. Approval of amendments to the By-laws, as provided in Section 9 of these by-laws.
8. Approval of termination of the condominium and removal of the property from the provisions of the Georgia Condominium Act, as provided in Section 10 of the Declaration

9. Approval of annual budget submitted by the Board of Directors, as provided in Section 3 of the Declaration.

#### **SECTION 4. Directors**

1. Number and Term of Office. The Board of Directors shall consist of five (5) members of the Association, who shall be elected by the members of the Association. The Board shall be comprised of two (2) classes of directors. Class I consisting of three (3) directors and Class II consisting of two (2) directors. Each Class shall be elected to serve a term of two (2) years. No person shall be permitted to serve more than three (3) consecutive terms as a member of the Board of Directors. At each annual meeting, a class of either two or three directors will be elected to fill the expiring terms of said class.

To implement this section, two (2) (of the six) directors elected at the 2016 annual meeting and listed on attached Exhibit "B" shall be considered Class II directors. Said directors will serve an initial term of one (1) year with their term expiring at the 2017 annual meeting. A third director, as indicated on Exhibit "B," shall resign upon this amended section going into effect. Thereafter, pursuant to this amended by-law, at the 2017 annual meeting, the Class II directors will be elected to serve their two (2) year term and at the 2018 annual meeting, the Class I directors will be elected.

2. Manner of election. The directors shall be chosen by ballot, if required, at each annual meeting, or any meeting held in place thereof. Each director when elected shall serve until the annual meeting of members at which time his/her term expires or until his/her successor is elected, unless accordance with the power invested in it by Section 3 (b) of these by-laws.

3. Regular Meetings of the Board of Directors shall be held at least once each quarter at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of the regular meeting shall be given to each director, personally or by mail, telephone or telegraph at least three days prior to the day of such meeting unless such notice is waived.

4. Special Meetings of the Board of Directors shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third of the directors.

5. Vote of Directors. Each director shall have one whole vote, regardless of his percentage of undivided interest in the common areas and facilities.

6. General Provisions Any meeting of the Board at which all directors are present shall be as valid as if held pursuant to proper notice and if a meeting is held without notice, but if the absent directors thereafter sign the minutes of the meeting, the same shall be as valid as though called upon due notice.

7. Quorum of Board of Directors. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting but a smaller number may adjourn the meeting to a future date.

8. Vacancies in Board of Directors. Any vacancy in the office of any director, however occasioned, may be filled, pending the election of his successor by the members, by the directors.
9. Presiding Officer of directors' meeting shall be the President, in whose absence the Vice-President shall preside.
10. Compensation of Directors, if any, shall be determined by the members.

#### **SECTION 5. Powers and Duties of the Board of Directors**

1. The Board of Directors shall be responsible for the management, maintenance, and the business, property and affairs of the Sea Palms Colony Condominium Association, (association) and shall have all the powers, duties and responsibilities as are now or may hereafter be provided by the Act, the Declaration, and these By-Laws including but not limited to the following:

- A. To make and enforce all rules and regulations covering the operation and maintenance of the property.
- B. To engage the services of a manager or managing company, accountants, attorneys or other employees or agents and to pay to said persons a reasonable compensation therefore.
- C. To operate, maintain, repair, improve and replace the common areas and facilities.
- D. To determine and pay the common expenses.
- E. To assess and collect the proportionate share of common expenses from the unit owners.
- F. To open bank accounts on behalf of the association and to designate the signatures thereof.
- G. To purchase, hold, sell, convey, mortgage or lease any one or more units in the name of the association or its designee.
- H. To bring, prosecute and settle litigation for itself, the association, and the property, provided that it shall make no settlement which results in a liability against the Board of Directors, the association or the property in excess of \$1000.00 without prior approval of a majority of unit owners.
- I. To obtain insurance for the association with respect to the units and the common areas and facilities, as well as Workman's Compensation Insurance.
- J. To repair or restore the property following damage or destruction, or a permanent taking by the power of, or power in the nature of, eminent domain, or by an action or deed in

lieu of condemnation, not resulting in the removal of the property from the provisions of the Act.

**K.** To own, purchase or lease, hold and sell or otherwise dispose of, on behalf of the unit owners, items of personal property necessary to or convenient in the management of the business and affairs of the association and the Board of Directors and in the operation of the property, including without limitation, furniture, furnishings, fixtures, maintenance equipment, appliances, and office supplies.

**L.** To keep adequate books and records.

**M.** To borrow funds and enter into promissory notes.

**N.** To approve and sign checks and issue payment vouchers.

**O.** To pay off liens against any portion of the property.

**P.** To do all other acts necessary for the operation and maintenance of the property, including the maintenance and repair of any unit if the same is necessary to protect or preserve the property after required notice to unit owner, provided however that the management shall operate no other business for profit.

**Q.** To enter into contracts, leases or other written instruments or documents and to authorize the execution and delivery thereof by the appropriate officers.

**2.** The Board of Directors may delegate to a manager or company all of its foregoing powers, duties and responsibilities referred to in paragraph A above except: the manager or company shall not have signing authority, final determination of common expenses, budgets and assessments based thereon, the promulgation of house rules and administrative rules and regulations, the power to enter into any contract, the opening of banking accounts, the power to purchase, hold, sell, convey, mortgage, or lease any units in the name of the association or to bring, prosecute, or settle litigation.

**3.** Members of the Board of Directors, the officers and any assistant officer, agents and employees of the association:

**A.** Shall not be liable to the residence owners as result of their activities as such for any mistake of judgment, negligence or otherwise, except for their own willful misconduct or gross negligence;

**B.** Shall have no personal liability in contract to a residence owner or any other person or entity under any agreement, instrument, or transaction entered into by them on behalf of the association in their capacity as such;

**C.** Shall have no personal liability in tort to any residence owner or any person or entity, directed or imputed, by virtue of acts performed by them, or acts performed for them in their capacity as such; and



D. Shall have no personal liability arising out of the use, misuse or condition of the property, which in any way might be assessed against or imputed to them as a result or by virtue of their capacity as such.

4. The Residence Owners shall indemnify and hold harmless, any person, his heir and personal representatives, from and against all personal liability and all expenses including counsel fees, incurred or imposed, or arising out of or in settlement of any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative instituted by any one or more owners, or any other persons or entities to which he shall be threatened to be made a party by reason of the fact that he is or was a member of the Board of Directors or an officer or an assistant officer, agent, or employee of the association, other than to the extent, if any, that such liability or expense, shall be attributable to his willful misconduct or bad faith; provided, in the case of any settlement, that the Board of Directors shall have approved the settlement, which approval is not to be unreasonably withheld. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled as a matter of law or agreement or vote of residence owners or of the Board of Directors or otherwise. The indemnification by the residence owners as contained herein shall be paid by the Board of Directors on behalf of the residence owners and shall constitute a common expense and shall be assessed and collectible as such.

#### **SECTION 6. Officers**

1. The Board of Directors, by vote of a majority of the Whole Board, shall elect annually from the membership of the Association a President and a Vice-President, each of whom shall be a director, and a Secretary and Treasurer, who may or may not be directors. All officers shall serve at the will of the Board of Directors. The Board of Directors may appoint such other assistant officers as it may deem necessary.

A. The President The President shall be the chief executive of the Board of Directors and shall preside at all meetings of the unit owners and of the Board of Directors and may exercise the powers ordinarily assigned to and exercised by the presiding officer of the association, including the appointment of committees. The President shall exercise general supervision over the property and its affairs. He shall sign on behalf of the Association all conveyances, mortgages, and contracts of material importance to its business. He shall do and perform all acts which the Board of Directors may require.

B. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.

C. The Secretary shall keep minutes of all proceedings of the Board of Directors and of the meetings of the association and shall keep such books and records as may be necessary and appropriate for the records of the residence owners and the Board of Directors. In the absence or inability of the President and Vice President, the Secretary shall perform the functions of the President.

D. The Treasurer shall be responsible for the fiscal affairs of the association, but may delegate the daily handling of funds and the keeping of records to a manager or managing company.

E. The Membership may ratify actions of the officers subsequent thereto and thereby give full force and effect to such actions as though approved in advance.

**SECTION 7. Fiscal Management** The provisions for fiscal management of the Association set forth in the declaration and these By-laws shall be supplemented by the following provisions:

1. Assessment Roll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each member of the Association. Such an account shall designate the name and address of the member, the dates and amount in which the assessment comes due, the date and the amounts paid upon the account and the balance due upon assessments.

2. Budget. The Board of Directors shall prepare a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association, including but not limited to the following items:

A. Common Expense Budget:

- (1) Maintenance and operation of common areas and facilities
- (2) Utility services
- (3) Casualty Insurance
- (4) Liability Insurance
- (5) Administration
- (6) Reserves for Capital Expenses
- (7) The proposed Assessment against each member.

3. A financial audit of the accounts of the Association shall be made every two years by a certified public accountant, and a copy of the report shall be furnished to each member not later than April 1 of the year following the year for which the report is made. On alternating years, a review is conducted by the Association's CPA.

4. Fidelity bonds or comparable insurance shall be required by the Board of Directors for all officers and employees of the Association handling or responsible for Association funds. The amount of such bonds or insurance shall be determined by the Directors, but shall be at least the amount of the total annual assessment against members for recurring expenses. The premiums on such bonds shall be paid by the Association.

**SECTION 8. Parliamentary Rules.** Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the condominium documents or the Georgia Condominium Act.

**SECTION 9. Amendments to the by-laws** shall be proposed and adopted in the following manner:

Directors and members not present at the meetings considering the amendment may express their approval in writing.

**3. Initiation** An amendment may be initially approved by either the Board of Directors or by the membership of the Association, and after being approved by one of such bodies it must be approved by the other.

*[Signature on the Following Page]*

**CERTIFICATION**

I, the undersigned, do hereby certify;

That I am the appointed and acting Secretary of Sea Palms Colony Condominium Association, Inc., a Georgia corporation.

That the foregoing By-Laws constitute the original By-Laws of said Association, as amended at a meeting of the Members thereof held on the 13<sup>th</sup> day of February, 2016.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 29<sup>th</sup> day of February, 2016.

SEA PALMS COLONY CONDOMINIUM  
ASSOCIATION, INC.

BY: Carolyn Kelly

Carolyn Kelly, Secretary

Miranda Stetson 3/4/16

Notary Miranda Stetson

(SEAL)



**EXHIBIT "A"**  
**PROXY BALLOT**

**SEA PALMS COLONY CONDOMINIUM ASSOCIATION**  
**PO BOX 24086**  
**ST. SIMONS ISLAND, GA 31522**

The undersigned, a member of the Sea Palms Colony Condominium Association, Inc., a Georgia non-profit corporation ("Association"), does hereby constitute and appoint the Secretary or \_\_\_\_\_, to be my proxy agent and to vote and act for the undersigned at the annual meeting of members of the Association to be held on the 13th day of February, 2016, and any adjournments, in the following manner:

(1) To elect the following persons to the Board of Directors of the Association, three persons (**CLASS I DIRECTORS**) to serve a term of two years or until their successors are elected and qualified and three persons (**CLASS II DIRECTORS**) to serve a term of one year or until their successors are elected and qualified.

**VOTE FOR THREE IN EACH CLASS**

**CLASS I DIRECTORS**

**CLASS II DIRECTORS**

_____ Incumbent: YES ___ NO ___	_____ Incumbent: ___ YES ___ NO
_____ Incumbent: YES ___ NO ___	_____ Incumbent: ___ YES ___ NO
_____ Incumbent: YES ___ NO ___	_____ Incumbent: ___ YES ___ NO
_____ Write in: YES ___ NO ___	_____ Write in: ___ YES ___ NO

(2) To amend the Declarations and By-Laws of the Sea Palms Colony Association of Residence Owners as proposed by the Board of Directors. By-Laws changes are contingent upon approval of the Declarations changes and the proper recording of said Declarations with the Clerk of Courts office.  
YES \_\_\_\_\_ NO \_\_\_\_\_

**On all other matters subject to vote, my Proxy shall vote and act for me and in my name with respect to all my interests in the Association.**

The undersigned acknowledges receipt of the Notice of the Annual Meeting of the Association, the 2016 Budget, the Buildings and Grounds Report, and the proposed Amendments to the Declaration and the By-Laws.

\_\_\_\_\_  
Member of the Association (Print) ---Unit Number

\_\_\_\_\_  
Member of the Association (Legal Signature)

\_\_\_\_\_  
Date

**EXHIBIT "B"**

Class II Directors:

**Brenda Jones**

**Norman Reu**

Resigning Director:

**Hugh Wooldridge**