

BY - LAWS
THE SHADOWS OF PLANTATION OAKS
HOMEOWNERS ASSOCIATION, INC.

August 22, 2013

BY-LAWS
OF
THE SHADOWS OF PLANTATION OAKS
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME, MEMBERSHIP, APPLICABILITY

Section 1. Name. The name of this Association is and shall be The Shadows of Plantation Oaks Homeowners Association, Inc., a non-profit association.

Section 2. Membership. The membership of this Association shall be limited to the owners of the Units in the Townhouse subdivision known as The Shadows of Plantation Oaks in Savannah, Chatham County, Georgia.

Section 3. Applicability. These by-laws are applicable to the property and Townhouse Units in the subdivision and are established pursuant to the Georgia Property Owners Association Act, and are binding on all present and future owners, tenants, residents, or other persons occupying or using the facilities of the Subdivision in any manner. The mere acquisition, rental, or act of occupancy or any part of said Units or property signifies that these By-Laws, as well as all provisions of the Georgia Property Owners Association Act and that certain Declaration of Covenants, Conditions and Restrictions, which is of record in Deed Book 237-V, folio 659 of the Clerk of Superior Court of Chatham County, Georgia, have been accepted.

ARTICLE II

MEETINGS, QUORUM, VOTING, PROXIES

Section 1. Place of Meeting. Membership meetings of the Association shall be held at its clubhouse or at any such other suitable place convenient to the members as may be designated by the Board of Directors.

Section 2. Annual Meeting. Annual membership meetings of the Association shall be held on the fourth Thursday in January of each year, if not a legal holiday; and, if such is a legal holiday, then on the next following day not a legal holiday. Notwithstanding the foregoing, the Board of Directors may cause the annual meeting of the Unit owners to be on such other date in any year as they shall determine to be in the best interest of the Association; and any business transacted at said meeting shall have the same validity as if transacted on the day designated herein. At the Annual meeting, comprehensive reports of the affairs, finances and budget projections, including an annual audit, of the Association shall be made available to the Unit owners.

Section 3. Special Meetings. Special meetings of the members for any purpose may be called at any time by the Board of Directors, or upon a petition signed by a majority of the Unit owners duly presented to the Secretary. The call of the special meeting shall be by 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.

Section 4. Notice of Meetings. The Secretary shall give reasonable notice of any meeting to the members. Notice may be given to the resident members either personally and by sending a copy of the notice through the U.S. mail to his or her address appearing on the books of the association, by means of a sign at the roadside adjacent to the Clubhouse, and by posting a copy of the notice at each mail kiosk. Notice to non-resident members shall be given by sending a copy of the notice through the U.S. mail. Notice of Annual meetings shall be given to each owner at least 21 days in advance of any annual meeting and at least 7 days in advance of any other meeting, except Special Meetings, which require a three-day notice.

Section 5. Order of Business. The order of business at all membership meetings shall be as follows:

- A. Roll call and certifications of Proxies
- B. Adoption of Agenda
- C. Acceptance of minutes of preceding meeting
- D. Reports of Officers, if any.
- E. Reports of Committees, if any
- F. Election of inspectors if election
- G. Nomination of directors
- H. Unfinished business
- I. New business
- J. Adjournment

Section 6. Quorum. At a meeting called by the members, the presence at the meeting of the members entitled to cast one-tenth (1/10) of the total voting rights of the membership shall constitute a quorum for any action governed by these by-laws. Any action governed by the Articles of Incorporation, the Declaration of Covenants, or the Georgia Property Owners Association Act shall require a quorum as therein provided.

At a meeting called by the Board of Directors, a quorum shall be deemed present throughout the meeting if persons entitled to cast one-half of the votes in that body are present at the beginning of such meeting.

Section 7. Voting Rights. Voting rights of the Unit owners are defined in Article V of the Declaration of Covenants, aforementioned herein.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be governed by a Board of Directors composed of nine (9) members, who must be Unit owners in the Townhouse Subdivision at all times during their service as Directors. Any such Director, who ceases to be a Unit owner, shall not be eligible to serve as a Director, however, the term “Unit Owner” shall be deemed to include any shareholder, director, or duly appointed legal representative of any title holder of any unit.

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary to administer the affairs of the Association, including, but not necessarily limited to, those powers and duties specifically assigned to the Board of Directors in the Georgia Property Owners Association Act and the Declaration of Covenants.

Section 3. Other Duties. In addition to other duties which the Board of Directors may have, it shall be responsible and shall have the necessary powers for performing the following matters:

- A. Care, upkeep and surveillance of the common elements
- B. Collection of assessments levied by the Association
- C. Designation, employment and/or dismissal of the personnel necessary for the maintenance and operations of the common elements.
- D. Promulgation and/or amendment from time to time, when deemed appropriate and necessary, of rules and regulations governing the use and enjoyments of the common elements, including but not limited to the clubhouse, the swimming pool, and the tennis courts.

Section 4. Management. Subject to the provisions of the Georgia Property Owners Association Act and the Declaration of Covenants, the Board of Directors may employ for the Association a manager or a management agent under such terms, compensation, and duties as the Board may authorize.

Section 5. Nomination of Directors. A nominating committee shall make nominations for election to the Board of Directors. The Nominating committee shall be appointed by the Board of Directors no later than the Board’s regular meeting in October, or may be appointed prior to a special called meeting prior to the election. The nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors. The nominating committee shall make as many nominations for the election to the Board of Directors, as it shall in its discretion determine, but not less than the total number of Directors to be elected. The nominations will include brief biographical information on each nominee and will be submitted to the Board at the Board’s regular meeting in November. Also, additional nominations may be made by other Unit owners, provided any candidate nominated not by the nominating committee, must have filed with the

secretary of the Association at least ten days prior to the election, a petition, signed by at least ten (10) of the Unit owners, in support of such candidate's nomination, along with brief biographical information on the candidate.

Section 6. Election and Term of Office. Persons nominated for the Board of Directors shall be elected by secret written ballot cast by the Unit owners on a date during the first full week of December, determined by the Board. At such election, the Unit owners or their proxies may cast up to one vote per vacancy, but no more than one vote per candidate. The persons receiving the largest number of votes shall be elected, until all vacancies are filled. Such Directors shall be elected for the term of three years, provided however; incumbent Directors shall hold office until the election and installation of their successors. Members may vote with absentee ballots issued by the Secretary. Absentee ballots will be available at least seven (7) days prior to the date of the election and must be returned to the Secretary by Noon of the day of the election.

Section 7. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Unit owners shall be filled by the vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and, each person so elected shall be a Director or the remainder of the vacated term.

Section 8. Removal of Directors. At any regular or special membership meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by a majority vote of the Unit owners in the Subdivision and a successor may then and there be elected by the Unit owners to fill the vacancy thus created. Any Director whose removal has been proposed by any Unit owner or owners shall be given the opportunity to be heard at the meeting.

The Board of Directors may declare a seat vacant if the member misses three (3) consecutive regular meetings without excuse by the Board.

Section 9. Fees and Compensation. No fee or compensation shall be paid by the Association to Directors for their services as Directors unless such fee or compensation is first fixed by a resolution adopted by a majority vote of the Unit owners present in person or by proxy at a meeting duly called and held for such purpose.

Section 10. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings, in addition to the organizational meeting, without notice other than such resolution. The Organizational Meeting shall be held during the first two weeks of January each year, and shall be for the specific purpose of installing new members, electing officers of the Board and adopting the budget for the upcoming year.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President on (3) three days notice to each Director, given personally or by U.S. mail, telephone, telegraph or e-mail, which notice shall state the time, place and purpose

of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and in like notice on the written request of at least a majority of the Directors. Unless otherwise agreed upon by a majority of the Directors, the place of such special meetings shall be at the Shadows Clubhouse.

Section 12. Waiver and Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the meeting given such notice. Attendance by any Director at any meeting of the Board shall be a waiver of notice by him at the time and place thereof.

Section 13. Entry of Notice. Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given, shall be conclusive and incontrovertible evidence that due notice of such special meeting was given such Director, as required by law and the By-Laws of the Association.

Section 14. Board of Directors Quorum. At all meetings of the Board of Directors, a quorum shall be deemed present through any meeting if persons entitled to cast at least (1/2) of the votes in that body are present at the beginning of the meeting. The acts of a majority of the Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business, which might have been transacted at the meeting as originally called, may be transacted without further notice, following resumption of the meeting.

Section 15. Special Committees. The Board of Directors shall have the power and authority to create special committees, consisting of one or more Directors, including but not necessarily limited to, an Architectural Control Committee, a Social Committee, a Maintenance Committee, and an Audit Committee, which shall advise the Board of Directors on matters pertaining to the purpose for which such special committees shall have been created. The members, including the chairman, of any special committee, shall be appointed and shall serve at the pleasure of the Board of Directors.

ARTICLE IV

OFFICERS

Section 1. The officers shall be a president, vice-president, a secretary, and a treasurer. All officers shall be members of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out; and sign all loan notes, checks, leases, mortgages, deeds, and all other written documents.

Section 5. The vice-president shall perform all the duties of the president in his or her absence.

Section 6. The secretary of the Board of Directors shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The secretary shall sign all certificates of membership; shall keep the records of the Association; shall record in a book the names of all members of the Association together with their addresses as provided by such members.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution by the Board of Directors, provided however, that a resolution of the Board of Directors shall be necessary for any disbursement of \$500.00 or more. By resolution, the Board shall designate the officer or officers who may sign checks on behalf of the Association.

Section 8. The treasurer shall keep proper books of account and may cause an annual audit of the association books to be made by a certified public accountant at the completion of each fiscal year. The treasurer shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet shall be presented to the membership at its annual meeting.

ARTICLE V

PROXIES

Section 1. At all meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon change of ownership of a Townhouse located in the Subdivision of the Shadows of Plantation Oaks. The Secretary shall bring the proxies to the meeting. The proxy must be signed by the giver and must designate whether it is general (vote at the discretion of the holder) or limited (vote exactly as the giver stipulates).

ARTICLE VI

BOOKS AND PAPERS

Section 1. The book records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

ARTICLE VII

CORPORATE SEAL

Section 1. The Association shall have a seal in circular form having within its circumference the words; “The Shadows of Plantation Oaks Homeowners Association, Inc.”, or an abbreviation thereof approved by the Directors.

ARTICLE VIII

AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the Board of Directors, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law.

ARTICLE IX

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the association shall be January 1 through December 31.

Section 2. Parliamentary Rules. Unless waived by a majority vote of the Unit owners in attendance in person or by proxy at any duly called membership meeting, or unless waived by a majority of the Directors present at any duly called meeting of the Board of Directors, Roberts’ Rules of Order latest edition shall govern the conduct of the association proceedings when not in conflict with Georgia Law, the Declaration of Covenants, or these By-Laws.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia Law or the Declaration of Covenants and these By-Laws, the provisions of Georgia Law and the Declaration of Covenants (in that order) shall prevail.

Section 4. Definitions. Unless the context shall otherwise require, words or phrases used herein are as defined in the Georgia Property Owners’ Association Act or the Declaration of Covenants and shall have the same meaning as set forth therein.

Section 5. Conduct. All Townhouse owners, their guests, tenants, or occupants of the unit, shall at all times observe the rules of conduct which may from time to time be established by the Association or its Board of Directors. Said rules shall be kept in the office of the Association as a matter of record, and copies furnished to any Townhouse owner on request.

Section 6. Notices to Association. A Townhouse owner who mortgages his unit, or executes and delivers, or assumes or purchases his Townhouse subject to any mortgage which shall become a lien on his Townhouse, shall notify the Secretary of the Association of the name and address of the holder of any such mortgage, and thereby authorize the Association to furnish such information as such mortgage holder may request respecting unpaid assessments, taxes, or other information concerning such townhouse or as may be provided by the Declaration.

Section 7. Notices by Association. Except as described above for notice of meetings, whenever any notices by the Association to a Townhouse owner are required or permitted under these By-Laws, such notices shall be in writing and delivered personally or sent by United States mail, postage prepaid, to the Owner at such address or addresses as such Townhouse Owner may have designated with the Secretary of the Association; or if no other address has been so designated, at the address of such owner's Townhouse. Notice shall be considered given when delivered personally, or on the second day following the date upon which such notice is so deposited in the United States mail.