

**AMENDED AND RESTATED BY-LAWS OF
PLANTATION POINT CONDOMINIUM ASSOCIATION, INC.**

As of June 27, 2019

1. **Authority:** These By-Laws are established pursuant to the "Georgia Condominium Act", Georgia Laws, 1975, page 609, as amended, and as more particularly set forth at OCGA §§ 44-3-70 through 44-3-117 (hereinafter referred to as the "Act"), and the Declaration of Condominium (hereinafter referred to as "Declaration") recorded in Glynn County on March 4, 1986. The Act and the Declaration are incorporated herein by reference, and in the event of a conflict or inconsistency with these By Laws shall control.
2. **Name:** The name of this Association shall be "Plantation Point Condominium Association, Inc.", an association of condominium unit owners.
3. **Powers:** The Association shall have all of the powers and duties as set forth in the Act, except as modified by the Declaration and these By-Laws, and all other powers and duties reasonably necessary to operate and maintain the Condominium Property on the principles and standards set forth in the Declaration, these By-Laws, the other condominium documents, and/or in the best interests of the condominium owners.
4. **Membership:** The membership of the Association shall consist of all of the record owners of the Units. Each Unit owner shall automatically become a member of the Association upon acquisition of title to a Unit, and the membership of the prior owner shall be automatically terminated upon transfer of his entire title. However, execution of a mortgage shall not entitle the mortgagee to membership and shall not terminate the membership of the owner executing such

mortgage. Further, to the extent there are outstanding dues, fees, assessments, and/or other Association expenses, termination of the prior owner's membership in the Association shall not extinguish or bar the Association's right to recover or collect such amounts, which shall remain a lien against the Unit as provided in OCGA § 44-3-109 and may be enforced as otherwise provided in the Condominium documents and the Act..

5. **Applicability:** These By-Laws shall apply to the Condominium Property known as the Plantation Point Condominium, said property being more particularly described in the Declaration, and shall be binding on all Unit owners, their lessees, grantees, heirs, executors, administrators, devisees, successors and assigns, and on all other persons occupying or using said property in any manner. The ownership, rental or occupancy of any Unit shall constitute acceptance and ratification of the Declaration, these By-Laws and all other Association Rules and Regulations. The owner of each Unit shall be responsible for providing each lessee or occupant of their Unit with notice of the applicability of these By Laws, the Declaration, and any other Association Rules and Regulations, and with a copy of such Condominium documents upon request.

6. **Board of Directors:**

A. **Number:** The affairs of the Association shall be governed by a Board of Directors (hereinafter referred to as "Board") composed of seven (7) members, all of whom must at all times during their services as Directors be owners of Units, or an officer or employee of a mortgagee, or officers or employees of a corporation owning one or more Units, or the Trustee of a Trust owning one or more Units. Upon the sale or transfer of a Director's Unit, or such

Unit as authorized the Director's election and placement on the Board, such Director's Term shall expire, and the vacancy on the Board shall be filled as provided in Section E below.

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 as are not by law nor by the Declaration directed to be done otherwise. The property and the business of the Association shall be managed by its Board of Directors.

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate one or more committees, each committee to consist of three (3) or more Directors of the Association, which committee may exercise such powers of the Board of Directors in the management of the business and affairs of the Association, as may be determined from time to time by the Board of Directors. The Board of Directors shall have the power at any time to remove any members of any committee, with or without cause, and to fill vacancies in and dissolve such committees.

C. **Management:** The Board may employ for the Association a management agent or agents and such personnel as the Board may deem necessary under such terms and compensation and with such duties as the Board may authorize.

D. **Election and Term of Office:** The Directors shall serve a term of three (3) years and be elected at the Annual Meeting or at such other meeting of the Association as shall be called for such purpose. Except as provided in Paragraph 6(A) above, a Director shall hold office until his successor has been elected and takes office.

E. **Vacancies:** Vacancies in the Board caused by any reason other than the removal of a Director by a vote 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 66-2/3 percent of the total authorized vote of the Association members, and a successor may then and there be elected by majority to fill the vacancy thus created. Any Director whose removal has been proposed shall be given Notice of such proposed action as provided herein, and in any event no later than seven (7) days prior to such meeting, and shall be given an opportunity to be heard at the meeting prior to the vote on his or her removal.

G. **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. At least one (1) regular meeting shall be held during each calendar year. Unless otherwise agreed in writing by a majority of the Directors, that meeting shall occur immediately after the Annual Meeting. The Notice of the Annual Meeting required in Paragraph 9 below shall notify potential new Directors that a regularly scheduled board meeting will be held immediately after the Annual Meeting, or at such other time and place as has been agreed by a majority of the Directors. In the event the meeting will not take place after the Annual Meeting, written notice of such meeting of the Board shall be given to each current Director at least seven (7) days

prior to the day named for such meeting. Other meetings of the Board may be called as provided in Section H below.

H. **Special Meetings:** Special meetings of the Board may be called by the Chairman on seven (7) days written notice to each Director, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board also shall be called by the Chairman or Secretary in like manner and with like notice at the written request of at least two (2) other Directors.

I. **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.

J. **Board of Directors Quorum:** At all meetings of the Board, a majority of the Directors 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 shall be 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 any adjourned meeting as originally called may be transacted at any adjourned meeting at which a quorum is present, without further notice.

Members of the Board or of any committee of the Board may participate in and act at any meeting of such Board or any committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in

person at the meeting of the person or persons so participating.

K. **Action Taken Without A Meeting:** Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting, including via conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, or via email or electronic transmission when each Director's opinion and position can be expressed via email or electronic transmission to all others involved. To be valid, any action must be approved and confirmed in writing, setting forth the action so taken, by a quorum of Directors as provided in Paragraph 6(J) above. The action taken shall be effective when all the Directors approving such action have provided such written approval/consent to the Chairman, unless the approving Directors agree to a different effective date, in which event such date shall be specified in the written consent. Any such written approval/consent pursuant to this Section shall be delivered as provided in Paragraph 11 below.

7. **Association Officers:**

A. **Number and Election:** There shall be elected by and from the Board of Directors: a President (who shall also be the Chairman of the Board), a Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer may be the same person. The Directors may appoint such other officers from the Association membership as in their judgment may be needed.

B. **President:** The President shall also serve as Chairman of the Board of Directors and shall be the chief executive officer of the Association. The President shall

be in charge of the general management of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be *ex officio* a member of all standing committees, unless otherwise provided in the resolution appointing the same. The President shall call meetings of the members of the Association and the Board of Directors to order and shall preside at such meetings. The President shall also have such powers and perform such duties as are specifically imposed upon him/her by law and as may be assigned to him by the Board of Directors.

C. **Vice-President:** The Vice-President shall perform such duties and exercise such other powers as the Board of Directors or the President shall request of or delegate to him. In the absence of the President, the Vice-President shall call meetings of the Association, the Board of Directors or any committee and shall act as the presiding officer at such meeting.

D. **Secretary:** The Secretary shall attend all sessions of the Board of Directors and all meetings of the Association and record all votes and the minutes of all proceedings in books to be kept for that purpose and shall perform like duties for the standing committees when required. S/he shall give, or cause to be given, any notice required to be given of any meetings of the Association and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall serve.

E. **Treasurer:** The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause

to be deposited, in the name of the Association, all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; s/he shall render to the President and to the Board of Directors, when requested, an account of the financial condition of the Association, and in general, he shall perform all the duties incident to the office of a Treasurer of a corporation, and such other duties as may be assigned to him by the Board of Directors or the President.

F. **Delegation:** In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any Officer or to any Director.

G. **Term:** The 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/her in connection with any proceeding to which s/he may be a party, or in which s/he may become involved, by reason of his/her being or having been a Director or Officer of the Association. However, no indemnification shall be paid to a Director or Officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his/her duties.

B. **Compensation:** No Director or Officer shall receive any fee or compensation for services performed by him unless such fee or compensation is first fixed by a resolution adopted by a majority vote of the Unit owners.

Provided, however, that the Board of Directors, by a majority vote, shall have the authority to hire an officer or director to perform non-officer or director services, such as legal or accounting services, or building and grounds maintenance services such as landscaping, painting or carpentry services, for a reasonable amount which amount may be applied against the regular association monthly dues owed by such officer or director. Any such arrangement shall be reported to the Unit owners in timely fashion.

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 during the month of June of each calendar year, on a day determined by the Board, or on such other date as the Board may determine will encourage the greatest attendance and/or otherwise serve the best interest of the Association.

C. **Special Meetings:** The President may call a Special Meeting of the Association at any time, and he shall be required to call a special meeting of the Association if requested in writing by a majority of the Association members and presented to the Secretary. The call of a special meeting shall be by Notice stating the time, place, 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 Meeting:** It shall be the duty of the Secretary to mail a notice of each Annual or Special Meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each Unit owner at least twenty-one (21) days in advance of any Annual or regularly scheduled meeting and at least seven (7) days in advance of any other meeting. The mailing of such Notice of the meeting shall state the time, place, and purpose of such meeting. Notwithstanding Paragraph 11 below, and as an exception to such paragraph, the Notice of the Annual Meeting shall be both mailed, and to the extent reasonably practical, also shall be served via email. However, such email notice shall be in addition to and not in lieu of regular mail.

E. **Order of Business:** The order of business at all Annual Meetings shall be as follows:

- (1) Roll Call
- (2) Proof of notice of meeting
- (3) Reading of minutes of preceding meeting
- (4) Reports of officers
- (5) Reports of committees, if any
- (6) Election of inspectors of election when appropriate

- (7) Election of Directors when appropriate
- (8) Unfinished business
- (9) New business

F. **Quorum:** At all meetings, regular or special, the presence of members entitled to cast a majority of the total authorized votes shall constitute a quorum.

G. **Rules of Order:** Except as may be otherwise provided therein, the parliamentary conduct of all meetings of the Board of Directors or of the Association shall be governed by Roberts Rules of Order.

10. **Voting by Members of the Association:**

A. **Percentage Vote:** The owner(s) of each Unit shall be entitled to one vote for a particular Unit for each matter submitted to a vote of the members. If a Unit is owned by more than one person or entity, such co-owners acting jointly shall be entitled to but one vote.

B. **Designation of Voting Representative:** If a Unit is owned by one person or entity, his or its right to vote shall be established by the record title to his or its Unit. If a Unit is owned by more than one person or entity, or is under a written lease, the person entitled to cast the vote for the Unit shall be designated by a certificate signed by all of the record owners of the Unit and filed with the Secretary. If a Unit is owned by a corporation, the

person entitled to cast the vote for the Unit shall be designated by a certificate of appointment signed by the President and Vice-President of the corporation. Such certificate shall be valid until revoked or until superseded by a subsequent certificate or until written notice of a change in the ownership of the Unit concerned is delivered to the Secretary of the Association. Whenever the decision of a Unit owner is desired upon any matter, whether or not 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 Unit in an Association 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. **Manner of Acting:** If a quorum is present, the affirmative vote of a majority of the members present shall be the act of the members, unless the vote of a greater number is required by law, the Association's Articles of Incorporation, the Declaration, or these By-Laws.

E. **Action Taken Without a Meeting:** Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed (i) by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote were present and voting, provided that prior notice, as required by Section 9(D) of these By-Laws, of the proposed action is given in writing to all of the members with respect to the subject matter thereof, or (ii) by all of the members entitled to vote with respect to the subject matter thereof.

The action taken shall be effective when all the members approving such action have provided such written approval/consent to the President, unless the approving members agree to a different effective date, in which event such date shall be specified in the written consent. Any such written approval/consent pursuant to this Section shall be delivered as provided in Paragraph 12 below.

11. **Notice:** Any written Notice or Consent required to be sent or delivered pursuant to these By-Laws may be sent/delivered via regular, first class, U.S. Mail, standard overnight delivery, certified mail, and/or hand delivery to the President and/or Secretary of the Board, which Notice or Consent shall thereafter be forwarded to the Property Manager for retention in the corporate records. Alternatively, any such Notice or Consent also may be sent via email, with a copy to the President/Chairman and Secretary of the Board, and with a copy to the Property Manager for retention in the corporate records. Alternatively, any such Notice or Consent also may be sent pursuant to Chapter 12 of Title 10, the "Uniform Electronic Transactions Act".

Each owner, lessee, or occupier of a Unit shall be responsible for providing the Association with a current address for delivery of Notices required to be served herein. In the event no such address is designated as required herein, the address of their Unit shall be considered their official address for Notice. Each such owner, lessee, or occupier of a Unit also shall provide an email address or other means of electronic communication where they consent to receive Notices as provided herein. The required mailing and electronic addresses discussed above shall be provided to the President/Chairman and/or Secretary, with a copy to the

Property Manager, and shall be amended and updated in the event changes are made. Unless and until such updated information is provided, service at the addresses provided shall be presumptively valid.

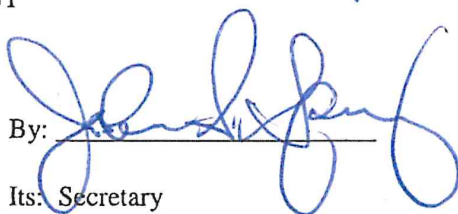
12. **Amendment:** These By-Laws may be amended only at a duly constituted Annual or Special Meeting of the Association, the Notice of which states that consideration of such proposed amendment is a purpose of the meeting. These By-Laws may be amended only by the affirmative vote of members entitled to cast 66-2/3 percent or more of the total vote of the Association.

*Adopted as the By-Laws of Plantation Point Condominium Association,
Inc., on the 27 day of June, 2019.*

By: 

Its: President

ATTEST

By: 

Its: Secretary