

By-Laws

Pointe Shores Homeowners Association, Inc.

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Article I

Name and Location

The name of the corporation is **POINTE SHORES HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as **PSHA**. The principal office of the corporation shall be the home address of the President of the Association. Meetings of its members and directors may be held at such places within the State of Georgia as may be designated by the Board of Directors.

Article II

Definitions

- **Section 1.** "PSHA" shall mean and refer to the **POINTE SHORES HOMEOWNERS ASSOCIATION, INC.**, its successors and assigns.
- **Section 2.** "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
- **Section 3.** "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.
- **Section 4.** "Homesite" shall mean and refer to any plot of land shown upon recorded subdivision map of the Properties with the exception of the Common Area (s).
- **Section 5.** "Owner" shall mean and refer to the recorded owner, whether one or more persons or entities, of the fee simple title to any Homesite which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

- **Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of Superior Court.
- **Section 7.** "Member" shall mean and refer to those persons who own a homesite or homesites in the subdivision. Where a homesite or homesites is/are owned by more than one person, each person shall be deemed a member, but together they shall have only one vote.

Article III Meeting of Members

- **Section 1. Annual Meetings**

Regular annual meetings of the members shall be held on the Saturday following Labor Day weekend each year at the hour and location as designated by the Board of Directors.

- **Section 2. Special Meetings**

Special meetings of the members may be called by the Board of Directors or upon written request signed by one-fourth of all the members who are entitled to vote.

- **Section 3. Notice of Meetings**

Notice of each Regular and/or Annual Meeting shall be given in the community news letter or U.S. Mail addressed to the member's address last appearing on the books of the PSHA or supplied by such member to the PSHA for the purpose of notice. Notices of Special Meetings shall be mailed to each member, postage prepaid, at least fifteen (15) days before such meetings; all such notices shall specify the place, day and hour of the meeting and, in the case of a Special Meeting, the purpose of the meeting.

- **Section 4. Quorum**

The presence at any meeting of the members of one-fourth (1/4) of those entitled to cast, or of proxies entitled to cast, votes shall constitute a Quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If such a quorum shall not be present or represented at any meeting, the members entitled to vote there at shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

- **Section 5. Absentee Voting**

At all meetings of the members, each member may vote in person, by absentee ballot or by proxy. All absentee ballots shall be in writing, signed by the member and delivered to the Secretary before noon on the day of the meeting. A signed proxy, authorizing another member to vote for the absent member, shall be presented at the meeting and shall automatically cease upon adjournment of that meeting.

Article IV Officers and Directors

• Section 1. Number

The affairs of the PSHA shall be managed by a Board of Directors initially consisting of three (3) Officers plus a maximum of four (4) additional members to be added at the request of the members. The three Officers shall be the President, the Vice President, and the Secretary-Treasurer. All Officers and Directors must be members of the PSHA or of the Declarant.

• Section 2. Term of Office

Each Officer shall be elected for a one year term, provided, however, an Officer may be re-elected for an unlimited number of such one year terms. Each of the additional three (3) Directors shall be elected for three (3) year terms and may be re-elected for an unlimited number of such three year terms. At the initial election of the three additional Directors, one (1) member will be elected for a one (1) year term or until the next annual meeting; one (1) member will be elected for a two (2) year term or until the next annual meeting one year after the next annual meeting; and one (1) member will be elected for a three (3) year term or until the annual meeting two years after the next annual meeting. At the Special meeting called for the initial election of the three Directors, a single ballot will contain the names of all candidates. The candidate receiving the largest number of votes will be the Director for the three (3) year term. The candidate receiving the second largest number of votes will be the Director elected for the two (2) year term. Likewise, the candidate receiving the third largest number of votes will be the Director for the one (1) year term. Subsequent to that first election, all Directors, other than Officers, will be elected for a three year term or to the unexpired term of the Director being replaced.

• Section 3. Removal

Any Officer or Director may be removed from the Board, with or without cause, by a majority vote of the total membership of the PSHA. In the event of death, resignation or removal of an Officer or Director, his or her successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting.

• Section 4. Compensation

No Officer or Director shall receive compensation for any service he or she may render to the PSHA. However, any Officer or Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

• Section 5. Action Taken Without a Meeting

The Officers and Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Article V Nomination and Election of Officers and Directors

• Section 1. Nominations

Nominations for election to an Office and the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson who shall be a current member of the Board of Directors and two or more members of the PSHA. The Nominating Committee shall be appointed by the President prior to each annual meeting of the members to serve until the close of such annual meeting and such appointments shall be announced no later than one month prior to the annual meeting. The Nominating Committee shall make as many nominations for election so Officers and members of the Board of Directors as there are vacancies to be filled. Such nominations shall be made from members only.

• Section 2. Election

Election as an Officer or as a member of the Board of Directors shall be by secret ballot at the annual meeting of the PSHA. At such election, members may vote in person, by absentee or by proxy and cast their votes for each vacancy to be filled. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI Officers, Directors and Their Duties

• Section 1. Enumeration of Officers and Directors

The Officers of the PSHA shall be a President, a Vice President, and a Secretary- Treasurer. These three Officers shall at all time be members of the Board of Directors. Four additional members of the PSHA may be elected members of the Board of Directors. No member shall simultaneously hold more than one of any of the other offices except Secretary-Treasurer which is one office.

• Section 2. Duties

The duties of the Officers and Directors are as follows:

#President The President shall preside at all meetings of the PSHA, shall serve as Chairperson of the Board of Directors, shall see that orders and resolutions of the Board and membership are carried out, shall sign all contracts and other written documents and shall co-sign all checks from the PSHA written for \$500.00 or more.

#Vice President The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board.

Secretary The Secretary shall record the votes and keep the minutes of all meetings

and proceedings for the Board and of the members; keep the corporate seal of the PSHA and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the PSHA together with their addresses and telephone numbers; and shall perform such other duties as required by the Board.

Treasurer The Treasurer shall receive and deposit in appropriate bank accounts all monies of the PSHA and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the PSHA; shall keep proper books of the account; shall cause an annual audit of the PSHA books to be made by a public accountant at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the regular annual meeting.

Directors The three Directors in conjunction with the three Officers shall conduct the business of the PSHA. Their overlapping terms of office are aimed at bringing stability and continuity to the business of PSHA.

Article VII Meetings of the Board of Directors

• Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held as the Board deems necessary at such place and hour as may be fixed from time to time by resolution of the Board.

• Section 2. Special Meetings

Special Meetings of the Board of Directors shall be hold when called by the President of the PSHA or by any two Directors after not less than three days notice to each Director.

• Section 3. Quorum

A majority of the number of Directors on the Board shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article VIII Powers and Duties of the Board of Directors

• Section 1. Powers

The Board of Directors shall have the power to:

#a) adopt and publish rules and regulations governing the use of the Common Area and Facilities; the personal conduct of members and their guest thereon and to establish penalties for infractions thereof.

#b) adopt and publish policies regarding use of the Common Area and Facilities by non-

members and any dues or fees payable to the PSHA for such use by non-members.

#c) suspend the voting rights and right to use recreational facilities of any member during any period in which such member is in default in the payment of dues and/or any assessment levies by the PSHA. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days, for the infraction of published rules and regulations.

#d) exercise for the PSHA all powers, duties and authority vested in or delegated to the PSHA and not reserved to the membership by other provisions of the BY-Laws, the Articles of Incorporation or the Declaration.

#e) declare the position of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

#f) employ independent contractors or such other employees as they deem necessary and to prescribe their duties.

Section 2. Duties

It shall be the duty of the Board of Directors to:

#a) cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such a statement is required.

#b) supervise all Officers, agents and employees of the PSHA and to see that their duties are properly performed.

#c) recommend to the members, through an annual budget presentation, the amount of annual assessment against each lot for an annual assessment period.

#d) upon acceptance of the annual budget and the establishment of the annual assessment for each homesite, send written notice to each homesite owner.

#e) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring action at law against the owner personally obligated to pay the same.

#f) issue, or cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

#g) procure and maintain adequate liability and hazard insurance on property owned by

the PSHA.

#h) cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

#i) cause the Common Area to be properly maintained.

#j) approve, by majority vote of the Officers and Directors, the expenditure of any and all association funds in excess of \$500.00 unless specifically covered by the annual budget approved by the membership. Any expenditure in excess of \$1500.00, not specifically covered by the annual budget and upon the approval by a majority of the Board of Directors must be presented at a regular or special meeting of the membership and approved by a majority of the members in attendance at such a meeting.

#k) in emergency cases, where the welfare of the community or the preservation of the community property is involved, the Board of Directors, by a majority vote, shall have the power to approve the expenditure of reserve funds without prior approval of the membership.

• **Section 3. Special Appointments**

The President, with the approval of the Board, may appoint such committee chairpersons and members of such committees as the affairs of the PSHA may require. Such persons shall hold those positions, have such authority and perform such duties as the Board may from time to time determine.

• **Section 4. Resignation and Removal**

Any Officer or Director may be removed from his or her position on the Board by majority action of the Board. Any Officer or Director may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

• **Section 5. Vacancies**

A vacancy on the Board of Directors may be filled by appointment of the Board. The member so appointed to such a vacancy shall serve for the remainder of the term or until the next annual meeting, whichever comes first. The exception to this procedure is that the Vice President shall assume the office of the President should that office for any reason become vacant.

**Article IX
Books and Records**

The books, records and papers of the PSHA shall at all times during reasonable business hours be subject to inspection by any member. The Declaration, Article of Incorporation and the By-Laws of the PSHA shall be available for inspection by any member at the principal office of the PSHA, where copies may be purchased at a reasonable cost.

Article X Amendments

- **Section 1.** These By-Laws may be amended at a Regular or Special Meeting of the members by a vote of a majority of the quorum of members present in person or by proxy.
- **Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

Certification

I, the undersigned, do hereby certify: That I am the duly elected Secretary of the POINTE SHORES HOMEOWNERS ASSOCIATION, INC., a Georgia Corporation and, that the foregoing By-Laws were duly adopted at a meeting of the Membership of the PSHA held on the ___ Day of June, 2006.

Wade C. Moore Secretary