

**By-Laws of  
Turners Cove Homeowners Association, Inc.**

A Nonprofit Corporation  
(The "Association")

These By-Laws are the By-Laws of the Association, which is the corporation created by the Articles of Incorporation filed with the Secretary of State of Georgia on December 20, 1999. All references herein to the "Declaration" shall refer to that certain Declaration re Turners Cove Subdivision and Turners Cove Homeowners Association recorded in Deed Book 209-F, Page 654, Chatham County, Georgia. All capitalized undefined terms used herein shall have the meanings assigned thereto by the Declaration unless the context clearly otherwise requires. The "Subdivision" referred to herein shall mean Turners Cove Subdivision, Chatham County, Georgia. "Units" shall refer to individual living units in the Subdivision.

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**ARTICLE 1**

**Name, Offices, Applicability**

Name: The name of this Association is and shall be Turners Cove Homeowners Association, Inc., a non-profit association.

Registered Office: The registered office of the Association shall be located at 44 Wilmington Island Road, Savannah, Georgia, 31410, or such other office as the board of directors shall select.

Other Offices: The Association may, also, have offices as such other places both within and without the State of Georgia, as the Board of Directors may from time to time determine or the business of the Association may make appropriate.

**ARTICLE 2**

**Membership, Meetings, Quorum, Voting**

Membership: The membership of this Association shall be limited to owners of Units and Turners Cove Development, LLC (the "Developer") and its nominees. Any party may own multiple Units and in such event shall enjoy voting and other rights for each Unit owned.

Location of Meetings: All meetings of members shall be held at such place within or without the State of Georgia as may be from time to time fixed by the Board of Directors or as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof, or at the Association's registered office if not so fixed or stated.

Annual Meetings: Annual meetings of members shall be held on the second Monday of September in each year, or if such day is a legal holiday, then on the next following Tuesday. At each such meeting, the members shall, by a majority vote, elect a Board of Directors, and, by majority vote, transact such other business as may be properly brought before the meeting. At the Annual Meeting, comprehensive reports of the affairs, finances and budget projections of the Association shall be made to the members.

Special Meetings: Unless otherwise prescribed by law, by the Declaration, or by the Articles of Incorporation, special meetings of members may be called for any purpose or purposes by the president, the board of directors, the holders of ten (10) percent of the outstanding voting interest in the

Incorporation, or in the event there are no officers or directors, then by any member.

Notice of Meetings: Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member wither personally, by sending a copy of the notice through the mail to his or her address appearing on the books of the Association, or by placing a copy of the notice in the designated owner's private door. Notices of Annual Meetings shall be given to each Unit owner at least twenty-one (21) days in advance of any annual or regularly schedules meeting, and at least seven (7) days in advance of any other meeting.

Business of Meetings: At an annual meeting of members, any matter relating to the affairs of the Association, whether or not stated in the notice of meeting, may be brought up for action (unless otherwise provided by law). Unless a majority of the members of this Association entitled to vote are present and specifically agree thereto in writing, no matter that was not stated in the notice of a special meeting of members shall be brought up for action at such a special meeting.

Order of Meetings: The order of business at all annual meetings shall be as follows:

- A. Roll call and certification of proxies.
- B. Reading of minutes of preceding meeting.
- C. Reports of Officers, if any.
- D. Reports of Committees, if any.
- E. Election of Directors.
- ~~F. Unfinished business.~~
- G. New business.
- H. Adjournment.

Quorum: The holders of at least thirty-three percent (33%) of the total voting rights of the membership shall constitute a quorum, whether the member is voting in person or by proxy. If a quorum shall not be present, the members present shall have power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present. At such reconvened meeting, any business may be transacted which might have been transacted at the adjourned meeting.

Any action governed by the Articles of Incorporation or the Declaration of Covenants shall require a quorum as therein provided.

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

Voting Rights:

- A. Anything herein to the contrary notwithstanding, all voting contemplated by these By-Laws shall be governed by the Declaration and any reference herein to the voting rights of any member shall be governed by the relevant provisions of the Declaration.
- B. To the extent not in conflict with the Declaration, from and after the date the Class A members become entitled to vote, the following provisions shall apply. Each Unit shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person or by a proxy executed in writing by the member or

by his duly authorized attorney-in-fact. Any proxy must be in writing, signed by the Unit owner (or owners as provided below) and submitted to the President prior to the meeting. Any proxy other than those of the Developer shall be automatically revoked if the party granting the same shall cease to be a Unit owner. If any Unit is owned by a corporation, partnership, trustee or other entity or by a group of owners in any form of joint tenancy, the vote allocated to such Unit shall be exercisable by such owner or owners only as provided by the Declaration as amended from time to time. Unless the holder of a valid proxy, a lessee of any Unit shall have no right to vote and shall in no respect be deemed a member of the Association. In all elections for directors, every member entitled to vote shall have the right to vote, in person or by proxy.

Action by Consent: Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the holders of all interests entitled to vote with respect to the subject matter thereof.

### ARTICLE 3

#### Board of Directors

Number: Election: The affairs of the Association shall be governed by a Board of Directors composed of three (3) members, over the age of eighteen, who must be Unit owners or nominees of the Developer at all times during their service as Directors. Any such Director who ceases to be a Unit owner or whose appointment is revoked by the Developer, as applicable, shall not be eligible to serve as a Director. However, the "Unit owner" shall be deemed to include any shareholder, director, or legal representative of any corporate titleholder of any Unit.

Vacancies: Vacancies in the Board of Directors caused by any other than the removal of a Director by a vote of the Unit owners 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 be a Director until a successor is elected and qualified at the next annual meeting of the Unit owners.

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 Declaration.

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 operation 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 enjoyment of the common elements, including but not limited to the Poolhouse, the swimming pool, and the common dockage areas.

Compensation of Directors: 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 the majority vote of the Unit owners present in person or by proxy at a meeting duly called and held for such purpose.

Indemnification: As an inducement to the officers and directors of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or director acting in accordance with these By-Laws and the Declaration, including without limitation of actions taken in connection with the levying, collection and enforcement of assessments. All such indemnification shall be paid upon written request of such officer or director setting forth in reasonable detail the reason for such indemnification, which request shall be given to each of the officers of the Association.

Management: Subject to the provisions of the Declaration, the Board of Directors may employ for the Association a manager, or a management agent, under such terms, compensation, and duties and the Board may authorize.

Nomination of Directors: The Nominating Committee shall make nominations for election to the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to the Annual Meeting, or may be appointed prior to a Special Meeting prior to the stated Annual Meeting date. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine. The report of the Nominating Committee must be distributed two weeks prior to the Annual Meeting. Also, additional nominations may be made from the floor of the Meeting, provided that any candidate nominated from the floor and not by the Nominating Committee must have filed with the Secretary of the Association prior to the meeting a petition, signed by at least twenty (20) of the Unit owners in the Association, in support of such candidate's nomination.

Election and Term of Office: The Board of Directors shall be elected by secret written ballot (unless dispensed by unanimous consent) cast by the Unit owners at the annual membership meeting. At such election the Unit owners or their proxies may cast, in respect to each vacancy, on a non-cumulative basis, the vote assigned to their respective units. The persons receiving the largest percentage of votes shall be elected for a minimal term of one year; provided however, incumbent Directors shall hold office until the election and qualifications of their successors. Such Directors shall assume office on the first day of the month of January of each year.

Removal of Directors: At any regular or special 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 total authorized vote of the Unit owners in the Association 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 the Unit owner or owners shall be given an opportunity to be heard at the meeting.

## ARTICLE 4

### Meetings of the Board of Directors

Location of Meetings: Meetings of the Board of Directors, regular or special, shall be held at a suitable place convenient to the members as may be designated by the Board of Directors.

First Meeting of New Board: The first meeting of each newly elected board of directors shall be held immediately following the annual meeting of members at the place where such annual meeting is held. Such meeting shall be designated as the annual meeting of the Board of Directors, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. Alternatively, the new Board of Directors may convene at such place and time as shall be fixed by the consent in writing of all its members.

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. Three consecutive absences by a Director shall constitute grounds for removal from the Board if a majority of the remaining Directors so vote.



Special Meetings: Special meetings of the Board of Directors may be called by the Chairman on five (5) days notice to each Director, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least a majority of Directors.

Notice of Meetings: Notice of a meeting need not be given to any Director who signs a waiver of notice either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice thereof. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

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.

Action by Consent: Any action required or permitted to be taken at a meeting of Directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors or all members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the minutes of the proceedings of the board or the committee.

Quorum: A majority of the Directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

Majority: The act of a majority of the directors present at any 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 the Articles of Incorporation.

Special Committees: The Board of Directors shall have the power and authority to create special committees, including but not necessarily limited to, an Architectural Control Committee, a Maintenance and Grounds Committee, a Dock and Amenities Committee, and an Audit Committee, which shall advise the Board of Directors on matters pertaining to the purpose for which any such special committee shall be appointed by and shall serve at the pleasure of the Board of Directors.

## ARTICLE 5

### Notices

Required Notices: Whenever, under the provisions of applicable law, the Articles of Incorporation or these By-Laws, any notice is required to be given to any Director or member, such notice shall be given in writing and delivered either personally or by first class mail, addressed to such Director or member, at his/her address as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered three (3) business days after it was deposited in the United States mail with first class postage pre-paid. Notices given by any other means shall be deemed delivered when received by the addressee. Notice may also be given to Directors by facsimile transmission.

Waiver of Notice: Whenever, under the provisions of applicable law, the Articles of Incorporation or these By-Laws, any notice is required to be given to any director or member, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

## ARTICLE 6

### Officers

The Officers shall be a president, vice-president, a secretary, and a treasurer.

- A. All officers shall be members of the Board of Directors.
- B. The officers shall be chosen by majority vote of the Directors.
- C. All officers shall hold office during the term of the Board of Directors.
- D. The President shall be the chief executive officer of the Association, shall preside at all meetings of members and the Board of Directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She shall have the authority and power to execute on behalf of the association bonds, mortgages, notes, contracts, leases and other documents or instruments (whether or not requiring a seal of the Association) except where such documents or instruments are required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.
- E. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- F. The Secretary shall attend all meetings of members and the Board of Directors and shall record the proceedings of such meetings in books to be kept for Directors when required. He/She shall give, or cause to be given, notice of all meetings of members and special meetings 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/she shall be. He/She shall have custody of the Corporate Seal of the Association and he shall have authority to affix it to any instrument requiring it and when so affixed it may be attested by his signature. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers (including affixation of the Corporate Seal) of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- G. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursement in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Association. If required by the Board of Directors, he/she shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office, and for the restoration to the Association, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Association. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time

prescribe. The Treasurer, or appointed agent, shall keep proper books of accounts and shall upon request of the Board of Directors cause an annual audit of the Association books to be made by an independent accountant at the completion of each fiscal year. An annual budget approved by the Board, and an annual balance sheet statement, shall be presented to the membership at its regular annual meeting.

## ARTICLE 7

### Books and Records

Books and Records: The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Members, Board of Directors, and Committees. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

Not later than two (2) months after the close of each fiscal year, and in any case prior to the next annual meeting of members, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its preceding fiscal year, and a profit and loss statement showing the results of its operations during such fiscal year. Upon written request, the Association promptly shall mail to any member of record a copy of such balance sheet and profit and loss statement.

## ARTICLE 8

### General Provisions

Checks: All checks, drafts, demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Fiscal Year: The fiscal year of the Association shall be fixed by resolution of the Board of Directors. Absent a contrary declaration, the fiscal year of the Association shall be the calendar year.

Seal: The Association shall have a corporate seal which shall have inscribed thereon "Turners Cove Homeowners Association, Inc.", the year of its organization and the words "Corporate Seal --Georgia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Board of Directors may from time to time authorize any other officer to affix the seal of the Association and to attest to such affixation by his/her signature.

By-Law Amendments: These By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by the Board of Directors or the Members, at a regular or special meeting, provided that those provisions of the By-Laws which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the Articles of Incorporation or applicable law.

Conflict: In the event of any conflicts or inconsistencies between the provisions of Georgia Law or the Declaration and the By-Laws, the controlling language shall be found in: the laws of the State of Georgia, the Declaration, or the Articles of Incorporation, in the order listed.

Parliamentary Rules: Unless waived by 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' Rule of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with Georgia Law, the Declaration, or these By-Laws.

Conduct: All Unit owners, their guest, 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 Unit owner on request.

**AMENDMENT TO BY-LAWS OF**  
**TURNERS COVE HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, Turners Cove Development (hereinafter "Developer") recorded a Declaration of Covenants, Conditions, and Restrictions for Turners Cove Subdivision and Turners Cove Homeowners Association, Inc. in Deed Book 209F, Page 654 on January 06, 2000 (hereinafter "Declaration"); and

WHEREAS, pursuant to the Declaration and the Association's Articles of Incorporation (hereinafter "AOI") for Turners Cove Homeowners Association, Inc. (hereinafter "Association") the Developer adopted the By-Laws of the Association (hereinafter "By-Laws"); and

WHEREAS, all terms not otherwise defined in the By-Laws or herein shall have the same meaning and effect as those terms have in the Declaration; and

WHEREAS, the Association is subject to the provisions of the Georgia Property Owners Association Act (hereinafter "Act"); and

WHEREAS, the By-Laws are not a "Property Owners Association Instrument" or "Instrument" as defined in the Act and are therefore amended as provided for in the By-Laws; and

WHEREAS, Article 8 of the By-Laws provides that the By-Laws may be altered, amended, or repealed or new By-Laws may be adopted by the Board of Directors or the Members, at a regular or special meeting, provided that those provisions of the By-Laws which are governed by the Articles of Incorporation of the Association may not be amended except as provided in the AOI or applicable law; and

WHEREAS, the within amendments do not alter, change, or modify any By-Law governed by the AOI; and

WHEREAS, notice pursuant to Article 5 of the By-Laws was duly issued and a meeting of the Members was held wherein the Members passed the within amendments by the requisite majority; and

WHEREAS, the effective date of the within amendments shall be the signature date below (hereinafter "Effective Date"); and

NOW, THEREFORE, the By-Laws are hereby amended as follows:

1.

**Article 3 of the By-Laws is hereby amended by deleting the first paragraph thereto, entitled "Number; Election", in its entirety and substituting the following therefore:**

**Number and Eligibility.** A Board of Directors composed of 5 persons, over the age of eighteen (18), shall govern the affairs of the Association. The Directors shall be Owners or the spouse of an Owner and shall have his or her primary residence within the Turner's Cove community. No Owner and his or her spouse or co-Owner may serve on the Board at the same time. If, at the time of an election, a Lot is shown on the Association's books and records to be more than 30 days past due in any assessment or charge, or the voting rights for a Lot have been suspended, no person representing such Lot shall be eligible for election to the Board. Any such Director who ceases to be a Unit Owner or spouse of an Owner shall not be eligible to continue to serve as a



Article 3 of the By-Laws is hereby amended by deleting the first paragraph thereto, entitled "Election and Term of Office", in its entirety and substituting the following therefore:

Election and Term of Office. The Board of Directors shall be elected by secret written ballot (unless dispensed by unanimous consent) cast by the Unit Owners at the annual membership meeting. At such election the Unit Owners or their proxies may cast, in respect to each vacancy, on a non-cumulative basis, the vote assigned to their respective units.

Those Directors serving on the Effective Date of these By-Laws shall remain in office until the terms for which they were elected expire. Successor Directors shall be elected as provided herein. At the first annual membership meeting following the Effective Date, the terms of successor Directors shall be staggered on a one- and two-year basis. Each of the three nominees receiving the highest number of votes shall be elected for a two-year term. Each of the two nominees receiving the next highest number of votes shall be elected for a one-year term. At the expiration of the term of office of each member of the Board of Directors a successor shall be elected to serve for a term of two years, commencing on the date of the election and expiring at the second annual membership meeting after such election. A member of the Board shall hold office until his or her respective successor is elected, he or she is removed, he or she become ineligible to continue to serve, or he or she resigns. At the expiration of a Director's term of office, if a successor cannot be elected for any reason, the existing Director shall continue to hold office and begin serving another term until his or her successor is elected to fill the remainder of such new term, or he or she resigns.

IN WITNESS WHEREOF, the undersigned officers of Turners Cove Homeowners Association, Inc., hereby certify that the within Amendments were approved and adopted by the requisite agreement of the Association membership and with proper notice given.

Given under seal and effective this 30<sup>th</sup> day of Sept, 2009. 2011

TURNERS COVE HOMEOWNERS ASSOCIATION, INC.

By: [Signature] (Seal)  
Its: President

Attest: [Signature] (Seal)  
Its: Secretary

[CORPORATE SEAL]

Sworn to and subscribed to before me this 30-day of Sept, 2009. 2011

[Signature]  
Unofficial Witness

[Signature]  
Notary Public

[Notary Seal]

