

BY-LAWS
OF
DRAKES LANDING
PROPERTY OWNERS ASSOCIATION, INC.

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Article I

Name, Membership, Applicability, and Definitions

Section 1. Name. The name of the Association shall be DRAKES LANDING PROPERTY OWNERS ASSOCIATION, Inc. (hereinafter sometimes referred to as the "Association").

Section 2. Membership. The Association shall have membership, as set forth in the Declaration of Covenants, Conditions, and Restrictions for Drakes Landing (said Declaration, as amended, renewed, or extended from time to time, being hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated by reference herein.

Section 3. Definitions. The words used in these By-Laws shall have the same meaning as set forth in said Declaration of Covenants, Conditions, and Restrictions Drakes Landing recorded or to be recorded in the Land Records of Glynn County, Georgia, (hereinafter the "Declaration").

Article II

Association: Meetings, Quorum, Voting, Proxies

Section 1. Place of Meetings. Meetings of the Association shall be held at the principal office of the Association (common area or designated Pool house of community) or at such other suitable place convenient to the members as may be designated by the Board of Directors in Glynn County, Georgia or as convenient thereto as possible and practical.

Section 2. Annual Meetings. The annual meeting shall be set by the Board so as to occur at least one (1) time during the Association's fiscal year. Subsequent regular annual meetings of the members may be held.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by at least twenty-five (25%) percent of the total votes of the Association. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. Written notice of each annual and special meeting of the members shall be given by or at the direction of the Secretary or any person or persons authorized to call a meeting by email or mailing a copy of such notice, postage prepaid, at least ten (10) days, but not more than thirty (30) days, before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of the notice.

Section 5. Waiver of Notice. Waiver of notice of meeting of the members shall be deemed the equivalent of proper notice. Any member may, in writing, waive notice of any meeting of the members, either before or after such meeting. Attendance at a meeting by a member, whether in person or by proxy, shall be deemed waiver by such member of notice of the time, date, and place thereof, unless such member specifically objects to holding the meeting or transacting business at the meeting, at the beginning of the meeting. Attendance at a meeting *shall* also be deemed waiver of the objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 6. Adjournment of Meetings. If any meetings of the Association cannot be held because a quorum is not present, a majority of the members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. If the new date, time, and place is announced at the original meeting before adjournment, then notice need not be given of the new date, time or place. If a quorum is present, any business which might have been transacted at the meeting originally called may be transacted at the adjourned meeting.

Section 7. Voting. The voting rights of the members shall be no more than two (2) per household as set forth in the Declaration and Articles, previously, and such voting rights provisions are specifically incorporated herein.

Section 8. Proxies. At all meetings of members, each member may vote in Person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable. Each proxy shall automatically cease upon a member's criteria for membership ceasing to exist or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a member, or of written revocation. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Majority. As used in these By-Laws, the term "majority" shall mean those votes, members, or other group, as the context may indicate, totaling more than fifty (50%) percent of the total number.

Section 10. Quorum. Except as otherwise provided in these By-Laws or in the Declaration, the presence in person or by proxy of more than fifty (50%) percent of the total votes existing in the Association shall constitute a quorum at all meetings of the Association. In the event a quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the quorum required at the first meeting. In the event a quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-fifth (1/5) of the quorum required at the original meeting. Any provision in the previous Declarations concerning quorums is specifically incorporated herein.

Section 11. Conduct of Meetings. The President shall preside over all meetings of the Association and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as a record of all transactions occurring thereat.

Section 12. Record Date. The Association may establish such record dates for membership as may be authorized by the Georgia Nonprofit Corporation Act or applicable Georgia law.

Section 13. Action by Written Ballot. Any action to be taken at any annual, regular or special meeting of members may be taken without a meeting if approved by written ballot as provided herein. The Association shall deliver a written ballot to each member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot of any action shall be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement; state the percentage

of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Association in order to be counted. A timely written ballot received by the Association may not be revoked without the consent of the Board of Directors. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of members filed in the permanent records of the Association.

Article III **Board of Directors: Number, Powers, Meetings**

A. Composition and Selection.

Section 1. Governing Body: The affairs of the Association shall be governed by a Board of Directors. No person and his or her spouse may serve on the Board at the same time.

Section 2. Directors/Board of Directors During Declarant Control. The initial Directors shall be selected by the Declarant, acting in its sole discretion, and shall serve at the pleasure of the Declarant.

Section 3. Veto. From the relinquishment otherwise of Declarant's right to appoint directors, the Declarant shall have a veto power over all actions of the Board, as is more fully provided below. This power shall expire when waived in writing by the Declarant. This veto power shall be exercisable only by Declarant, its successors, and assigns who specifically take this power in a recorded instrument. The veto shall be as follows:

No action authorized by the Board of Directors shall become effective, nor shall any action, policy, or program be implemented until and unless:

- (a) Declarant shall have been given written notice of the meeting at which an action is to be taken by certified mail, return receipt requested or by personal delivery, at the address it has registered with the Secretary of the Association, as it may change from time to time, which

notice complies herein, of the By-Laws as to regular and special meetings of the Directors, and which notice shall, except in the case of the regular meetings held pursuant to the By-Laws, set forth in reasonable particularity the agenda to be followed at said meeting; and

(b) Declarant shall be given the opportunity at any such meeting, if Declarant so desires, to join in, or to have its representatives or agents join in, discussion from the floor of any prospective action, policy, or program to be implemented by the Board. Declarant and its representatives or agents shall make its concerns, thoughts, and suggestions known to the members of the Association and/or of the Board. At such meeting, Declarant shall have, and is hereby granted, a veto power over any such action, policy, or program authorized by the Board of Directors and to be taken by said Board, the Association, or any individual member of the Association if Board approval is necessary for said member's action. Said veto may be exercised by Declarant, its representatives, or agents at the meeting held pursuant to the provisions hereof or in writing within ten (10) days of written notice of the proposed action. Any veto power shall not extend to the requiring of any action or counteraction on behalf of the Board or Association. If Declarant so desires, Declarant may construe this veto power as Declarant, being a member of the Board of Directors, existing in a class of directors independent from the other Board members with a term equal to the veto power and with the Powers as described herein.

Section 4. Number of Directors on the Board. The number of Directors on the Board shall be not less than three (3) as the Board of Directors may, from time to time, determine by resolution. The initial Board shall consist of three (3) members. The Declarant, and/or the Declarant's designee, shall have a right to be on the Board of Directors, without serving as an officer.

Section 5. Nomination of Directors. The Board may select a nominating committee to govern the Board's nomination process. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of vacancies or terms to be filled. Nominations shall also be permitted from the floor.

Section 6. Election and Term of Office.

(a) Declarant appointees shall serve for the initial term of three (3) years and all current or subsequent board members shall serve a term of three (3) years. Nothing contained herein shall prevent any person from holding a position on the board for more than the term specified herein. The members of the Board of Directors shall hold office until their respective successors have been elected by the Association or until they resign, whichever first occurs.

(b) At the first annual meeting of the membership and at each annual meeting of the membership thereafter, Directors shall be elected by members of the Association in accordance with their voting powers, as further specified in the Declaration and Articles of Incorporation. Members shall vote on all directors to be elected, and the candidates receiving a plurality of votes shall be elected, noting however the three (3) year terms referenced above. Specifically, each member of the Board of Directors shall serve out their term unless otherwise determined by resignation.

Section 7. Removal of Directors. At any regular or special meeting of the Association duly called, any one or more of the members *of* the Board of Directors may be removed, with or without cause, by a majority of the members authorized to vote for directors and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed shall be given at least ten (10) days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. However, the Declarant shall remain as stated herein.

B. Meetings.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least one (1) such meeting shall be held during each fiscal year. Notice of the regular schedule shall constitute sufficient notice of such meetings.

C. Powers and Duties.

Section 17. Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are noted by the Declaration, Articles, or these By-Laws directed to be done and exercised exclusively by the members.

Section 18. Management Agent.

(a) The Board of Directors may employ for the Association a professional management agent or agents, at a compensation established by the Board of Directors, to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, all of the powers granted to the Board of Directors by these By-Laws. The Declarant, or an affiliate of the Declarant, may be employed as managing agent or manager.

Article IV
Officers

Section 1. Officers. The officers and/or Board of Directors of the Association shall be a President, one (1) Vice President, a Secretary, and a Treasurer. The Board of Directors may elect such other officers' including but not limited to one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. The Board may also create committees that shall have inherent power to act at the discretion of the Board. Such committees shall not be required to be voted upon by the Association.

Section 2. Powers and Duties. The officers of the Board shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be chief executive officer of the Board. The Treasurer shall have primary responsibility for the preparation of the budget, as provided for in the Declaration, and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

Article V
Committees

Section 1. General. Committees to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present are hereby authorized. Any committee may be formed as the Board deems necessary.

Section 2. Covenants Committee. The Board of Directors may appoint a Covenants Committee consisting of at least three (3) and no more than five (5) members. Acting in accordance with the Provisions of the Declaration, these By-Laws, and resolutions the Board may adopt, the Covenants Committee may act as a hearing tribunal of the Association for covenant violations.

Article VI
Miscellaneous

Section 1. Fiscal Year. The initial fiscal year of the Association shall be set by resolution of the Board of Directors. Unless otherwise provided, the fiscal year shall be the calendar year.

Section 2. Parliamentary Rules. Robert's Rule.s of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with Georgia law, the Articles of Incorporation, the Declaration, these By-Laws, rulings of the President, or resolutions of the Board.

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

As the declarant, I do hereby assent to the within and foregoing By-Laws and hereby adopt the same as the By-Laws of said Association.

This the _____ day of _____, 2026.

*The original bylaws were not retained and the herein bylaws are a replica of the original terms and conditions.

Bill Duckworth

Jamey Duckworth (Declarant's selection successor)
