

Chatham County, GA
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Please Cross Reference:
Deed Book 378-I, Page 793
Chatham County, Georgia Records

**BY-LAWS OF
THE MARSHES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

Name, Location, Membership

Section 1. Name. The Name of the Association is **THE MARSHES HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

Section 2. Principal Office. The principal office of the Association (until otherwise designated by the Board, as hereinafter defined) is located at 1901 Bull Street, Savannah, Georgia 31401, but meetings of Directors may be held at such other places within the State of Georgia, as may be designated by the Board of Directors.

Section 3. Registered Office. The registered office of the Association shall be located at 1901 Bull Street, Savannah, Georgia 31401, or such other offices as the Board of Directors shall select.

Section 4. Membership. The membership of this Association shall be limited to owners of Lots in the townhouse community known as "The Marshes", on Whitemarsh Island, Chatham County, Georgia.

Section 5. Applicability. All previous versions of the By-Laws are hereby revoked and are hereby amended and replaced in their entirety. These By-Laws are binding on all present or future owners, tenants, residents, and other persons occupying or using the facilities at The Marshes in any manner. The mere acquisition, rental or act of occupancy of any part of said Townhouses or property subjects said owner, tenant or occupant to these By-Laws, as well as that certain "Amended and Restated Declaration of Covenants and Conditions for The Marshes (Marsh Villas)," recorded in Deed Book 378-I, Page 793, of the Office of the Clerk of Superior Court of Chatham County, Georgia. All capitalized terms not otherwise defined herein shall have the meaning assigned thereto in the Declaration.

ARTICLE 2
Meetings of Members

Section 1. 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.

Section 2. Annual Meetings. Annual meetings of the Association shall be held on a date selected by the Board during the month of November that is not a legal holiday. Notwithstanding the foregoing, the Board of Directors may cause the annual meeting of Members to be on such other date in any year as they shall determine to be in the best interests of the Association.

Section 3. 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 a majority vote of the Board of Directors, or such other officers or persons as may at the time be provided in the Articles of Incorporation, or upon the written request of fifteen (15%) percent of the Members.

Section 4. Notice of Meetings. Written notice of a meeting stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than twenty-one (21) days nor more than sixty (60) days before the date of any annual or regularly scheduled meeting and not less than ten (10) days or more than sixty (60) days before any special meeting.

Section 5. 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.

Section 6. Quorum. The presence of twenty (20%) percent of the interests entitled to vote, present in person or by proxy, shall constitute a quorum at all meetings of Members for the transaction of business except as otherwise provided by law. If a quorum shall not be present, the Members present in person or by proxy shall have power to adjourn the meeting from time to time, 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.

Section 7. Majority. If a quorum is present, the affirmative vote of a majority of the Members entitled to vote and represented at the meeting shall be the act of the Members, except

that unanimous vote of all Members entitled to vote and represented at the meeting shall be required to approve matters at a special meeting of Members with respect to which matters no notice had been given in the notice of such special meeting.

Section 8. Voting.

(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, the following provisions shall apply. Each Townhouse 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 ballot (if provided) or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Any proxy must be in writing, signed by the Member (or Owners as provided below) and submitted to the President or Secretary of the Association prior to the meeting. If any Lot 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 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 mere lessee of any Lot 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, by proxy or by ballot (if provided), the number of Lots owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote but Members may not cumulate their votes.

Section 9. Action Taken Without a Meeting. In the Board's discretion, any action that may be taken by the Association Members at any annual, regular, or special meeting may be taken without a meeting if the Board delivers a written consent form or written ballot to every Member entitled to vote on the matter.

(a) Ballot. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the 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.

The Board may deliver ballots and consent forms by personal delivery, U.S. Mail, facsimile transmission, e-mail, or other electronic means. Owners shall deliver their vote by ballot or consent form by whatever means is specified by the Board.

All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by the Board in order to be counted. A written ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by written consent shall be valid only when the number of written consents setting forth the actions taken is received and equals or exceeds the requisite majority of the voting power required to pass such action at a meeting held on the date that the last consent is executed. Executed written consents shall be included in the minutes or filed with the Association's records. If an action of the members is approved by written consent hereunder, the Board shall issue written notice of such approval to all members who did not sign written consents. Membership approval shall be effective ten (10) days after written notice is issued; provided, however, if the consent is to an amendment to the Declaration or Bylaws which must be recorded, the effective date shall be no earlier than the date of recording of such amendment.

ARTICLE 3 **Directors**

Section 1. Number; Election; Term of Office. The number of Directors shall be no fewer than five (5) nor more than nine (9) individuals who must be Lot Owners at all times during their service as Directors. If an owner is a corporation or institution, one of its principal owners or officers may serve as a Director. No persons shall be eligible to be elected to or continue to serve on the Board of Directors if they, or the entity they represent, are shown on the books and records of the Association to be more than sixty (60) days delinquent in the payment of any assessment or charge by the Association. The Directors shall be elected at the annual meeting of Members. The individuals receiving the largest number of votes shall be elected. Each Director elected shall serve a three (3) year staggered term. The officers serving on the effective date of these Bylaws shall remain in office until the terms for which they were elected expire. 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 three-years, commencing on the date of the election and expiring at the third 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, 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.

Section 2. Nomination of Board Members. Nominations for election to the Board of Directors shall be made by the Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors not less than thirty (30) days prior to the Annual Meeting.

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. This 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 to the Association members 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 ten (10) of the Lot owners in the Association, in support of such candidates nominated.

Section 3. Removal. At any regular or special meeting of the Members duly called for that purpose, 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 Members in the Association and a successor may then and there be elected by the Members to fill the vacancy thus created. Any Director whose removal has been proposed by the Members or Owners shall be given an opportunity to be heard at the meeting.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though the remaining Directors may constitute less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office.

Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors present at a meeting even though less than a quorum of the Board of Directors is present. A Director elected to fill a newly created Directorship shall serve until the next election of Directors by the Members and the election and qualification of his successor.

Section 5. Compensation of Directors. The members of the Board of Directors shall receive no compensation, except as provided in Section 6 of this Article 3.

Section 6. 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 all 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.

Section 7. Powers. The Board of Directors shall have all powers granted it under the Declaration and granted to the Board of Directors of a property owner's association under The Act, including, but not limited to, the following:

(a) To call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon written request of fifteen percent (15%) of the voting Membership.

(b) To appoint and remove at pleasure all officers, committees, agents and employees of the Association, prescribe their duties, fix their compensation (if any), and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, officer or Director of the Association in any capacity whatsoever.

(c) To establish, levy, assess and collect the assessments or charges referred to in the Declaration.

(d) To adopt and publish rules and regulations governing the use of the common elements and facilities and the personal conduct of the Members, tenants, and their guests thereon.

(e) To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to Members in the Declaration.

(f) To maintain, repair, replace, operate and manage the Community and the property comprising the same, including the right to reconstruct improvements after casualty and to make further improvements of the Community property, and to make and enter into any and all contracts necessary or desirable to accomplish said purposes.

(g) To contract for the management of the Community and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration to have approval by the Board of Directors or Membership of the Association.

(h) To acquire and enter into, now or at any time hereafter, leases and agreements whereby the Association acquires leaseholds, Memberships, and other possessory or use interests in lands or facilities including, but not limited to, swimming pools, tennis courts, and other recreational facilities whether or not contiguous to the lands of the Community to provide enjoyment, recreation or other use or benefit to the owners of Lots.

(i) To enforce the provisions of the Declaration, the Articles of Incorporation, these By-Laws of the Association and the Rules and Regulations governing the use of the Community as the same may be hereafter established.

(j) In the event that any Director shall be absent from three (3) consecutive regular meetings of the Board, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

(k) To enforce the Community Wide Standard (as defined in the Declaration).

(l) To fulfill the responsibilities of the Association as set forth in Section 7(B) of the Declaration.

(m) To maintain insurance as provided for in Section 12 of the Declaration.

Section 8. Committees. The Board may create and disband committees of Board Members and/or Members for any reason including, without limitation, an Architectural Control Committee, Recreation Committee and Nominating Committee, provided, however, that the Architectural Control Committee and the Nominating Committee shall be standing committees. Any such committees created shall advise the Board on matters pertaining to the purpose for which any committee is created and appointed, have the powers authorized by the Board and shall serve at the pleasure of the Board.

ARTICLE 4

Meetings of the Board of Directors

Section 1. Location of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Georgia.

Section 2. Regular Meetings. Regular meetings of the Board of Directors may be held with such frequency and at such time and at such place as shall from time to time be determined by the Board. If the Board has so fixed the frequency, time and place of regular meetings, no notice thereof shall be necessary.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President, or by any two (2) Directors on fourteen (14) days notice to each Director in accordance with Article 6.

Section 4. 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.

Section 5. 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.

Section 6. 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.

Section 7. 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 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. Voting by written consent, including, without limitations, facsimiles and e-mails, shall be recorded in the Association's minutes.

ARTICLE 5

Notices

Section 1. 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, email or facsimile, addressed to such Director or Member, at its 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 prepaid. Notices given by other means shall be deemed delivered when received by the addressee.

Section 2. 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

Section 1. Officers; Election; Term. The officers of the Association shall be chosen by the Board of Directors and shall consist of at least a President, a Secretary and a Treasurer. Except as otherwise provided by law, any person may hold one or more offices. Officers shall be elected at the first meeting of the Board of Directors and shall hold offices until their respective successors have been elected and shall have qualified, and if the Board of Directors shall fail in any year or years to meet and elect officers, the officers last elected shall continue to hold office.

Section 2. Additional Offices and Agents. The Board of Directors may appoint such other officers, including vice presidents, assistant secretaries and assistant treasurers, and agents as it shall deem necessary. Such officers and agents shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Salaries. The officers shall receive no compensation except as provided in Section 5 of Article 3.

Section 4. Removal; Vacancies. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board at any time with or without cause by the affirmative vote of a majority of the Board of Directors. Officers and agents otherwise elected or appointed may be removed in accordance with Georgia law. Any vacancy occurring in any office of the Association may be filled by the Board of Directors.

Section 5. President. 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 or she shall have the authority and power to execute on behalf of the association bonds, mortgages, notes, contracts, leases and other documents and 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.

Section 6. Secretary and Assistant Secretaries. 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 of that purpose, and shall perform like duties for the committees or Directors when required. He or she shall maintain a Membership Roll with names and addresses of all Members of the Association. He or 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 shall be. He or she shall record and certify all votes of the Membership and Board. He or 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 the 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.

Section 7. Treasurer and Assistant Treasurers. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements 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 or 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 or she shall give the Association a bond in such sum and with surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Association, in a 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 possession or under his control belonging to the Association. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers, in the order determined by the Board of Directors 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.

ARTICLE 7 **General Provisions**

Section 1. 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.

Section 2. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 3. Seal. The Association shall have a corporate seal which shall have inscribed thereon the name of the Association, 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 officers to affix the seal of the Association and to attest to such affixation by his signature.

Section 4. 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 of Directors.

Section 5. ByLaw Amendments. These By-Laws may be altered, amended, or replaced or new By-Laws may be adopted at a meeting duly noticed (with a copy of the amendment) and called for that purpose, or by written consent or ballot (accompanied by a copy of the amendment), if approved by two-thirds (2/3) of the votes cast or a majority of the Members eligible to vote, whichever is less.

Section 6. Conflict. In the event of any conflict between these By-Laws and the following, 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.

RECEIVED
JUN 25 2016
BY:

Exhibit "A"
SECRETARY'S CERTIFICATION

I, Christine M. Schaaf, the undersigned duly authorized Secretary of The Marshes Homeowner's Association, Inc., a Georgia non-profit corporation (the "Association"), do hereby certify that this Amended and Restated Bylaws was duly approved (by members of the Association holding at least seventy-five percent (75%) of the total eligible Association vote.

This 23 day of June 2016.

Signed, sealed and delivered
this 23 day of June,
2016, in the presence of:

Gary D. Webb
Unofficial Witness
GARY D. WEBB

Christine M. Schaaf
Printed Name:

Christine M. Schaaf

Donnis L. Markin
Notary Public
My Commission Expires: 12/25/18

DONNIS L. MARKIN
NOTARY PUBLIC
Chatham County
State of Georgia
My Commission Expires December 25, 2018