

BY-LAWS OF SURFSIDE PROPERTY OWNERS ASSOCIATION, INC.

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BY-LAWS OF SURFSIDE PROPERTY OWNERS ASSOCIATION, INC.

Article I

General

Section 1. Applicability. These By-Laws provide for the self-government of Surfside Property Owners Association, Inc., in accordance with the Articles of Incorporation filed with the Secretary of State.

Section 2. Name. This organization shall be known as Surfside Property Owners Association, Inc.

Section 3. Organization. This Association is duly organized as a non-profit corporation under Georgia Code Annotated § 14-3-101.

Section 4. Definitions.

Lot Owner: Any natural person or legal entity who owns a lot or lots in Surfside Club Estates including, any entity such as a LLC, corporation, partnership, trust, or any other legal entity not being a natural person or persons (collectively, hereafter "Lot Owner" or "Co-Owner" or "Property Owner" or "Member").

Property: All the individual land lots, right-a-ways, water system infrastructure, signage, roadways, lighting, and any common areas within the Surfside Club Estates Subdivision (hereinafter "Surfside Estates").

All other terms used herein shall have their generally accepted meanings.

Section 5. Membership. Any natural person or legal entity who holds fee simple title to a lot or lots within the property known as Surfside Estates or who holds such lot or lots under any deed or installment contract and otherwise complies with the Bylaws as set forth herein is by virtue of holding such lot or lots is qualified to be a member of the Association. The holder of any lot or lots derives his or her or its status as a "member" of the Association with all attendant prerequisites flowing to said member by virtue of his or her holdings in their entirety.

A spouse of a member may exercise the powers and privileges of the member. If title to a lot is held by more than one (1) Person, the membership shall be shared in the same proportion as the title, but there shall be only one (1) membership and one (1) vote per lot. Membership does not include Persons who hold an interest merely as security for the performance of an obligation, and the giving of a security interest shall not terminate the owner's membership. **Membership shall be appurtenant to the lot and shall be transferred automatically by conveyance of that lot or transfer of title.**

Section 6. Entity Members. In the event a lot owner is a corporation, partnership, trust, or other legal entity not being a natural person or persons, then any natural person who is an officer, director, or other designated agent of such corporation, partner of such partnership, beneficiary or other designated agent of such trust, or manager of such other legal entity shall be eligible to represent such entity or entities in the affairs of the Association. Such person's relationship with the Association shall terminate automatically upon the termination of such person's relationship with the entity or entities which are the owner of a lot or lots in Surfside Estates, and termination of the person's relationship with the Association will create a vacancy in any elected or appointed position within the Association in which such person may have been serving and such vacancy will be filled in accordance with these By-Laws.

Section 7. Voting. Each lot shall be entitled to one equally weighted vote, which vote may be cast by the lot owner, the owner's spouse, or by a lawful proxy as provided below. When more than one (1) Person owns a lot, the vote for such lot shall be exercised as they determine between or

among themselves, but in no event shall more than one (1) vote be cast with respect to any lot. If only one (1) co-owner attempts to cast the vote for a lot, it shall be conclusively presumed that such co-owner is authorized on behalf of all co-owners to cast the vote for such lot. In the event of disagreement between or among co-owners and an attempt by two (2) or more of them to cast such vote or votes, such Persons shall not be recognized and such vote or votes shall not be counted. No lot owner shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors (hereinafter, "Board"), if Association records show the lot owner is more than thirty (30) days delinquent in any payment due to the Association, or if the lot owner's voting rights have been suspended by the Board for an infraction of any provision of these By-Laws. If the voting rights of any lot owner have been suspended, that lot owner shall not be counted as an eligible vote for purposes of establishing a Majority or a quorum or for purposes of amending these By-Laws.

Section 8. 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 of eligible votes, members, or any other group, respectively. Unless otherwise specifically stated, the words "majority vote" mean more than fifty (50%) percent of those voting in person or by proxy. Except as otherwise specifically provided in these By-Laws, all decisions shall be by majority vote.

Section 9. Purpose. The Association shall have the responsibility of administering the Property, and establishing the means and methods of collecting any fees and contributions to the common expenses, arranging for the management of the Property and performing all other acts that may be required to be performed by the Association pursuant to the Georgia Nonprofit Corporation. Except as to those matters which the Georgia Nonprofit Corporation Code specifically require to be performed by the vote of the Association membership, the administration of the foregoing responsibilities shall be performed by the Board of Directors as more particularly set forth below.

Article II

Meetings of Members

Section 1. Annual Meetings. The regular annual meeting of the members shall be held during March each year with the date, hour, and place to be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called for any purpose at any time by the President, the Secretary, or by request of any two (2) or more members of the Board of Directors, or upon written petition of twenty-five (25%) percent of the eligible members. Any such written petition by the members must be submitted to the Association's Secretary. The Secretary shall then verify that the required number of members have joined in the petition and shall submit all proper petitions to the Association's President. The President shall then promptly call a special meeting for the purpose stated in the petition, and the Secretary shall send notice of the meeting in accordance with these By-Laws.

Section 3. Notice of Meetings. It shall be the duty of the Secretary to notify each Association member or lot owner of record a notice of each annual or special meeting of the Association. The notice shall state the purpose of any special meeting, as well as the time and place where it is to be held. The notice of an annual meeting shall state the time and place of the meeting.

Section 4. Reserved.

Section 5. Quorum. Except as may be provided elsewhere herein, the presence, in person or by proxy at the beginning of the meeting, of members entitled to cast one-tenth (1/10) of the eligible vote of the Association shall constitute a quorum. Once a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished. Members whose voting rights have been suspended pursuant to these By-Laws shall not be counted as eligible votes toward the quorum requirement. For purposes of calculating a quorum, each proxy vote counts as one member attending the meeting.

Section 6. Adjournment. Any meeting of the members may be adjourned from time to time for periods not exceeding ten (10) days by vote of the members holding the Majority of the votes

represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original session of the meeting may be transacted at a reconvened session, and no additional notice of such reconvened session shall be required.

Section 7. Proxy. Any member entitled to vote may do so by written proxy duly executed by the member setting forth the meeting at which the proxy is valid. To be valid, a proxy must be signed, dated, and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered to the Board by personal delivery, U.S. mail or telefax transmission to any Board member. Proxies may be revoked only by written notice delivered to the Association, except that the presence in person by the giver of a proxy at a meeting for which the proxy is given shall automatically invalidate the proxy for that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

Section 8. Action Taken Without a Meeting. At 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 for 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.

All solicitations for votes by written ballot shall: a) indicate the number of responses needed to meet the quorum requirements; b) state the percentage of approvals necessary to approve each matter other than election of directors; and c) specify the time by which a ballot must be received by the corporation 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) year.

Article III

Board of Directors

A. Composition and Selection.

Section 1. Composition. The affairs of the Association shall be governed by a Board of Directors. The Board shall be composed of seven (7) persons and one alternate. The directors shall be owners of lots in Surfside Estates or spouses of such owners; provided, however, no lot owner and his or her spouse may serve on the Board at the same time, and no co-owners may serve on the Board at the same time.

Section 2. Term of Office. Those directors serving on the date these amended and restated By-Laws are adopted shall remain in office until the terms for which they were elected expire. Successor directors shall be elected by the vote of those members present or represented by proxy, at the annual or other meeting of the membership of the Association, a quorum being present. Those persons receiving the most votes shall be elected to the number of positions to be filled. In addition to election of directors, an alternate director shall be elected for a one-year term. All successor directors shall be elected for three (3) year terms and shall hold office until their successors are elected.

Section 3. Removal of Members of the Board 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 of the Association. Moreover, any director who has had three (3) consecutive unexcused absences from regularly scheduled Board meetings, misses more

than fifty (50%) percent of the yearly regular monthly meetings, or is more than sixty (60) days past due in the payment of any assessment may be removed by the vote of a Majority of the other directors. Any director whose removal has been proposed shall be given at least ten (10) day notice of the calling of the meeting to consider his or her removal and the purpose thereof and shall be given an opportunity to be heard at the meeting. If a director is removed pursuant to this Section, the alternate shall replace said director and a new alternate will be appointed by a majority of the members of the Board.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason, except the removal of a director by majority vote of the members, shall be filled by the alternate director. The successor so selected shall hold office until the next annual meeting, at which the members shall elect a successor for the remainder of the term of the director being replaced.

Section 5. Compensation. The job role(s) of the Secretary and Treasurer of the Association may be compensated as fixed by the Board of Directors. Other directors shall not be compensated for services as such unless and only to the extent that compensation is authorized by a Majority vote of the members. Directors may be reimbursed for the expenses incurred in carrying out their duties as directors upon approval of such expenses by the Board of Directors.

Section 6. Director Conflicts of Interest. Nothing herein shall prohibit a director or a related person from entering into a contract and being compensated for services or supplies furnished to the Association, provided that the director's interest is disclosed to the Board and the contract is approved by a Majority of the directors who are at a meeting of the Board of Directors at which a quorum is present, excluding the director with whom the contract is made. For purposes of this section, a "related person" of a director means a spouse (or a parent, sibling or child thereof) of the director or a child, grandchild, sibling, parent (or spouse thereof), or any person having the same home as the director. The interested director shall not count for purposes of establishing a quorum of the Board. The interested director shall not be entitled to be present at any meeting at which the proposed contract is discussed.

Section 7. Nomination. Nomination for election to the Board shall be made by a Nominating Committee which shall be appointed by the Board of Directors and shall consist of the Vice President who will serve as Chair of the Committee, one (1) other member of the Board of Directors and one (1) member of the Association not serving who is not a Board member, at least thirty (30) days prior to the annual meeting to serve a term of one (1) year. The members of the Nominating Committee shall be announced at the annual meeting. The Nominating Committee may nominate any number of qualified individuals, but not less than the number of directors to be elected. The nominations shall be made at least ten (10) days prior to the annual meeting and shall be included in the notice of the annual meeting. Nominations shall also be allowed from the floor at the meeting. Each candidate shall be given a reasonable opportunity to communicate his or her qualifications to the membership prior to the election. No member shall be nominated for election to the Board of Directors, nor permitted to run for election, if more than thirty (30) days past due in the payment of any assessment. Failure to comply with this Section shall in no way invalidate the election of directors who were not nominated in accordance with the provisions hereof.

Section 8. Elections. All members of the Association eligible to vote shall be entitled to cast their entire vote for each directorship to be filled. There shall be no cumulative voting. The directorships for which elections are held shall be filled by that number of candidates receiving the most votes. Voting for election of Board members shall be by secret written ballot (unless dispensed by unanimous consent at such meeting at which such voting is conducted).

B. Meetings.

Section 9. 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 the Board, but such meetings shall be

held at least once every three (3) months. The schedule and location of meetings will be published annually for the Association membership. The newly elected Board shall meet within ten (10) days after each annual meeting of the membership.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director given by mail, in person, by telephone, or by facsimile transmission, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President, Vice President, Secretary, or Treasurer in like manner and on like notice on the written request of at least two (2) directors.

Section 11. Reserved.

Section 12. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors, and the Secretary shall keep a minute book recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. The presence of directors entitled to cast at least one-half of the votes of the Board shall constitute a quorum for the transaction of business. One or more directors who participate in a meeting by means of telephone or electronic communication shall be deemed present and in attendance for all purposes at such meeting, provided all persons participating in the meeting can hear each other.

Section 13. Open Meetings. All meetings of the Board shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless expressly so authorized by the Board. Notwithstanding the above, the Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 14. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or a committee meeting thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

C. Powers and Duties.

Section 15. Powers and Duties. The Board of Directors shall manage the affairs and funds of the Association and shall have all the powers and duties necessary for the administration and operation of the Property further identified as Surfside Estates, and may do all such acts and things as are not by the Articles of Incorporation or these By-Laws directed to be done and exercised exclusively by the members. The Board of Directors shall establish and enforce any and all Policies and Procedures. The Board shall have full power and it shall be the Board's duty, to carry out the purposes of the Association according to its Articles of Incorporation and Bylaws, to determine whether the conduct of any member is detrimental to the welfare of the Association, and to set the penalty for such misconduct or any violation of the Bylaws, Rules, or Policies and Procedures.

Section 16. Policies and Procedures. The Board of Directors will establish policies and procedures for conducting the business of the Association and managing its resources.

Section 17. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer and director against any and all expenses, including attorney's fees, reasonably incurred by or imposed upon such officer or director in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an officer or director, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors shall not be liable for any mistake of judgment,

negligent or otherwise, or for injury or damage caused by any such officer or director in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association shall, as a Common Expense, maintain adequate general liability and, if obtainable, officers' and directors' liability insurance to fund this obligation.

D. Committees.

Section 18. Appointment of Standing Committees. The Board of Directors will appoint the following standing committees:

(a) Nominating Committee. The Nominating Committee shall be chaired by a member of the Board of Directors, and composed of at least one other member.

(b) Water Committee. The Water Committee shall be chaired by a member of the Board of Directors, and composed of at least one other member.

(c) Road Committee. The Road Committee shall be chaired by a member of the Board of Directors, and composed of at least one other member.

(d) Budget Committee. The Budget Committee shall be composed of four members as follows: President of the Board of Directors who will serve as Chair, Secretary/Treasurer, Chair of the Water Committee, and Chair of the Road Committee.

(e) Policies and Procedures Committee. The Policies and Procedures Committee shall be composed of three members as follows: Vice President of the Board of Directors and two other members of the Board of Directors.

Section 19. Duties and Authority of Standing Committees.

(a) Water Committee. The Water Committee shall oversee the operation and maintenance of the water system, evaluate and recommend long and short-term system needs to the Board of Directors. In addition to regular budgetary expenses, the Water Committee Chair is authorized to approve expenditures within limits set by the Board of Directors. Furthermore, with approval by the Board of Directors, the Committee shall have the right to set the Association's billing rates for water connections and household water usage by property owners.

(b) Road Committee. The Road Committee shall oversee the operation and maintenance of the road system and evaluate and recommend long and short-term system needs to the Board of Directors. In addition to regular budgetary expenses, the Road Committee Chair is authorized to approve expenditures within limits to be set by the Board of Directors.

(c) Budget Committee. The Budget Committee shall recommend an annual operating budget for approval of the Board of Directors.

(d) Nominating Committee. Pursuant to Section 7 of this Article, the Nominating Committee shall maintain list of Association members with interest in Board of Directors membership; evaluate and propose as needed candidates to fill vacant positions on the Board of Directors (if not filled by the alternate director).

(e) Policies and Procedures Committee. The Policies and Procedures Committee shall maintain the Bylaws and oversee road, water and lot policies and procedures for the Board of Directors; make recommendations for changes to the Bylaws and Surfside Estates policies and procedures; and conduct orientation for new Board of Directors members to include a review of the Bylaws, any policies and procedures documents and the job descriptions for Board of Directors members and any paid employees or contractors. The Chair of the Policies and Procedures Committee will serve as Parliamentarian and legal coordinator for the Board of Directors.

Section 20. Expense Authorizations. The Treasurer is authorized to pay monthly operating expenses budgeted and approved annually by the Board of Directors.

Section 21. Committee Expense Authorizations. The Treasurer is authorized to pay up to Five Hundred and NO/100 Dollars (\$500.00) for Property expenditures incurred by the Road Committee Chair or Water Committee Chair. All expenditures over \$500.00 must be approved in advance by the Board of Directors.

Section 22. Other Committees. Other committees may be formed by the Board of Directors. Such committees shall have powers and duties that the Board shall authorize.

Section 23. Service on Committees. Unless otherwise provided in these By-Laws or in any Resolution authorizing a particular committee, the members of any committee shall be appointed by the President and shall serve at the pleasure of the Board; provided, however, the standing committees shall be appointed by the Board of Directors. Any committee member may be removed by the Board of Directors with or without cause at any time and with or without a successor being named.

Article IV

Officers

Section 1. Designation. The principal officers of the Association shall be the President, the Vice President, the Secretary, and the Treasurer. The President, Vice President, and Secretary shall be elected by and from the Board of Directors. The Treasurer shall be elected by the Board of Directors, but need not be a Board member. The Board of Directors may appoint one or more Assistant Treasurers, Assistant Secretaries, and such other subordinate officers as in its judgment may be necessary. Any assistant or subordinate officers shall not be required to be members of the Board of Directors. Except for the offices of Secretary and Treasurer, which may be held by the same person, no person may hold more than one (1) office.

Section 2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board following each annual meeting of the members and shall hold office at the pleasure of the Board of Directors and until a successor is elected.

Section 3. Removal of Officers. Upon the affirmative vote of a Majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected.

Section 4. Vacancies. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code, including, but not limited to, the power to appoint committees (except standing committees which shall be appointed by the Board) from among the members from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association.

Section 6. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting. The Vice President shall also chair the Policy and Procedures Committee and serve as Parliamentarian.

Section 7. Secretary. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct, provide notices of meetings to the members, and shall, in general, perform all duties incident to the office of the secretary of a corporation organized under Georgia law. The Secretary shall preside over meetings in the absence of the President and Vice President.

Section 8. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors. The President and Treasurer shall be required to sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts. The Treasurer shall be responsible for the preparation of the budget for approval of the Board.

Section 9. Other Officers. Other offices may be created by the Board, and the Board members which hold such offices shall have such titles and duties as are defined by the Board.

Section 10. Signature Requirements. All agreements, contracts, deeds, leases, checks, promissory notes, and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as may be designated by resolution of the Board of Directors.

Article V

Assessments

Section 1. Annual Assessment. The Board of Directors shall be authorized to set an annual assessment for the maintenance of roads and general administration of the Association's business. The Treasurer shall bill each lot owner or member for any such assessment on a date set by the Board of Directors.

Section 2. Payments. The Board of Directors shall be authorized to terminate voting rights and water usage at member rates for any lot owner or member who is not in good standing. As used in this Section 2, good standing is defined as any lot owner or member who pays all Association fees when due. The Treasurer shall maintain a monthly log of all lot owners or members who are not in good standing, and shall report his or her findings to the Board of Directors at the next regularly scheduled board meeting.

Section 3. Schedule of Fees. Current fee schedules such as Association membership fees, water usage and connection fees, and any other fees, shall be included in the document titled, Road, Water

and Lot Policies. The Secretary shall timely deliver this document to any person, entity, or agent upon his or her or its request.

Section 4. Special Assessments. The Board of Directors shall be authorized to set special assessments for the maintenance of Association roads, its water system, and any obligations or liabilities owed by the Association. The Treasurer shall bill and collect any such assessments from Association members or lot owners.

Article VI

Other Provisions

Section 1. Notices. All notices, demands, bills, requests and responses, statements, or other communications pertaining to these By-Laws shall be in writing and shall be deemed to be sufficiently delivered if personally delivered or sent by United States mail, first class postage prepaid:

If to a member, at the address which the member has designated in writing and filed with the Secretary, or if no such address has been designated, at the address of the lot of such member;

- (a) If to an Occupant, at the address of the lot occupied; or
- (b) If to the Association or the Board of Directors, at the principal office of the Association or at such other address as shall be designated in writing and filed with the Secretary.

Section 2. Severability. The invalidity of any provision of these By-Laws shall be deemed to impair or affect in any manner the validity, enforceability, or effect of the remainder of these By-Laws, and in such event, all of the other provisions shall continue in full force and effect as if such invalid provision had never been included herein.

Section 3. Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these By-Laws or the intent of any provision thereof.

Section 4. Gender and Grammar. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural whenever the context so requires.

Section 5. Fiscal Year. The fiscal year of the Association may be set by a resolution of the Board of Directors. In the absence of such resolution by the Board of Directors, the fiscal year shall be the calendar year.

Section 6. Financial Review. The Board shall perform an annual meeting for the review of the Association's books of account and any financial statements. The Secretary shall notify all lot owners or members with the time, date and location of such annually meeting. This meeting shall be held at a location and in a manner set by the Board. Upon receiving the financial review, an independent audit of the Association books of account can be called for when requested in writing by the affirmative vote of a majority of the eligible members of the Association present in person

or by proxy at a duly called meeting. Any such audit expense shall be posted as a Common Expense in the Association's books of account.

Section 7. Conflicts. The duties and powers of the Association shall be those set forth in the Georgia Nonprofit Corporation Code, these By-Laws, and the Articles of Incorporation, together with those reasonably implied to affect the purposes of the Association; provided, however, that if there are conflicts or inconsistencies between the Georgia Nonprofit Corporation Code, these By-Laws, or the Articles of Incorporation, then the provisions of the Georgia Nonprofit Corporation Code, as may be applicable, the Articles of Incorporation and these By-Laws, in that order, shall prevail, and each owner of a lot, by acceptance of a deed or other conveyance therefor, covenants to vote in favor of such amendments as will remove such conflicts or inconsistencies.

Section 8. Amendment. These By-Laws may be amended by the affirmative vote of a majority of the eligible members of the Association present in person or by proxy at a duly called meeting.

Section 9. Books and Records. To the extent provided in O.C.G.A. 14-3-1602, all Association members and any institutional holder of a first Mortgage shall be entitled to inspect Association records at a reasonable time and location specified by the Association, upon written request at least five (5) days before the date on which the member wishes to inspect and copy. The Association may impose a fee to any requester to cover any administrative labor and materials and for copies of any documents provided to the requester or Member.

The above stated By-Laws of Surfside Estates Property Owners Association, Inc. have been accepted and adopted by the Board of Directors of the aforesaid Association on October 13, 2020.