



BY-LAWS OF

SWEETWATER STATION HOMEOWNERS
ASSOCIATION, INC.

A Nonprofit Corporation
(the "Corporation")

These By-Laws are the By-Laws of the Sweetwater Station Homeowners Association, Inc., which is the corporation created by the Articles of Incorporation Filed with the Secretary of State of Georgia on March 1, 2004. All references herein to the "Declaration" shall refer to that certain Declaration of Covenants, Conditions and Restrictions, recorded at Book 265-0, Page 364, Chatham County, Georgia, Records, as amended, and 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 Sweetwater Station Subdivision.

ARTICLE 1

Offices

Section 1. **Registered Office.** The registered office of the Corporation shall be located at 36 Clubhouse Drive, Savannah, Georgia 31419, or other such office as the Board of Directors shall select.

Section 2. **Other Offices.** The Corporation may also have offices at 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 Corporation may make appropriate.

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 Corporation's registered office if not so fixed or stated.

Section 2. **Annual Meetings.** The Annual Meeting of Members shall be held on a date determined by the Board of Directors within the month of February each year. 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.

Section 3. **Special Meetings.** Unless otherwise prescribed by law, by the Declaration, or by the Articles of Incorporation, a special meeting of Members may be called for any purpose or purposes by the President, a majority of the Board of Directors, or the holders of fifty-one percent (51%) of the outstanding voting interest in the Corporation, or such other officers or persons as may at the time be provided in the Articles of Incorporation, or in the event there are no officers or Directors, then by any Member.

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 ten (10) nor more than thirty days (30) days before the date of the meeting.

Section 5. **Business of Meetings.** Meetings of Members shall be conducted in accordance with Roberts Rules of Order. An agenda will be set by whomever called the meeting and must accompany notification of the meeting. Any matter relating to the affairs of the Corporation, whether or not stated in the notice of meeting, may be brought up for action (unless otherwise provided by law) and added to the agenda when the agenda is approved after the Call to Order. Unless a majority of the Members of the Corporation present and entitled to vote specifically agree thereto in writing, no matter that was not stated in the notice of a meeting of Members shall be brought up for action at such meeting.

Section 6. **Quorum.** The holders of more than twenty percent (20%) of the interests entitled to vote (current on all special and annual assessments), 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, in the provisions of the Declaration. At such a reconvened meeting, the Quorum shall be fifty percent (50%) of the quorum required at the previously adjourned meeting, and any business may be transacted which might have been transacted at the adjourned meeting.

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

Section 8. **Voting.** 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.

Section 9. **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

Directors

Section 1. **Number and Election.** The number of directors shall be nine (9). Directors must be over the age of eighteen (18) and must be owners of Residential Units, or principals of a corporation which owns Residential Units. Not more than one Director may share interest in the same Residential Units, nor represent corporations that own Residential Units with the same or similar principals as, or principals who are immediate family members or employees of, or have any other relationship with, the other corporation. The Directors shall be elected at the annual meeting of Members, and each Director elected shall serve for a period of two years and until his successor shall have been elected and qualified. Beginning with the annual meeting in 2018, five (5) Directors will be elected to two-year terms in even-numbered years and four (4) Directors will be elected to two-year terms in odd-numbered years. The four (4) sitting Directors as of the date of adoption of these By-Laws shall each serve for one additional year until his successor shall have been elected and qualified at the annual meeting in the following odd-numbered year, 2019.

Section 2. **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.

Section 3. **Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Declaration, the Articles of Incorporation, or these By-Laws directed or required to be exercised or done by the Members.

Section 4. **Compensation of Directors.** The board of directors shall receive for every year completed, compensation of HOA dues. Compensation for a subcontractor shall be determined by the board of directors.

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. **First Meeting of New Board.** Immediately following the annual meeting of Members at the place where such annual meeting is held, the Director who chaired the annual meeting of members shall establish the place and time of the first meeting of the new directors. Such meeting shall be within thirty (30) days of the annual meeting of members, and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. At the first meeting of new board members, the agenda shall include election of officers and any budget or dues adjustments necessary prior to the annual assessment on April 1st of that year, and any additional business that may be appropriately added to the agenda. The first meeting of the new directors shall initially be chaired by the Director who chaired the annual meeting of members, or by a Director designated by that Director, and the first item of business will be to elect officers. Upon election of officers, the new President, or in the case of absence, a Director otherwise prescribed, shall preside for the remainder of the meeting. Furthermore, any exiting Director shall take any reasonable actions necessary for the transfer of signatory authority, account information, passwords, or other such information or authority held to his successor.

Section 3. **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 4. **Special Meetings.** Special meetings of the Board of Directors may be called by the president, or by a majority of the current Directors, upon notice of three (3) days to each director in accordance with Article 5.

Section 5. **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 meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. **Business of Meetings.** Meetings of Directors shall be conducted in accordance with Roberts' Rules of Order and may be open or closed to Members. An agenda will be set by the President, or Directors who called the meeting, and must accompany notification of the meeting. Any matter relating to the affairs of the Corporation, whether stated in the notice of the meeting, may be brought up for action (unless otherwise provided by law) and added to the agenda when the agenda is approved after the Call to Order. Unless a majority of the Directors present and entitled to vote specifically agree thereto in writing, no matter that was not stated in the notice of a meeting shall be brought up for action at such meeting. In the Association's interpretation of

Robert's Rules of Order, the President, or other Director acting as chair of the meeting, shall not cast a vote unless it is required to break a tie of the other Directors eligible to vote, or unless the vote is for filling a vacancy, removing another Officer, or amending these By-Laws. Although Directors are elected from year to year, meetings of the Directors shall be considered a continuous session and any motion to rescind or amend any policy, procedure, or other plan of action adopted in a previous meeting shall require an affirmative vote of seventy percent (70%), always rounded up, of the Directors present and eligible to vote.

Section 7. **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business unless a greater number is required by law, by the Articles of Incorporation, or by these By-Laws. 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 8. **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, by the Articles of Incorporation, or otherwise prescribed in these By-Laws.

Section 9. **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.

Section 10. **Actions by Electronic Means.** While it may be expedient for the Directors to decide an issue through electronic means rather than meeting in person, any motions, deliberations, or votes shall follow the Rules of Order. No motions shall be made, nor shall any votes be cast via electronic means unless and until 1) all Directors have had the same notice as for a meeting of the Directors, and 2) a motion is made by a Director and seconded by another Director, and 3) the President calls for a vote on the question. Notice shall be provided, and may be waived, according to Article 5.

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 or telegram, addressed to such Director or Member, at his address as it appears on the records of the Corporation. Alternatively, should any Director or Member voluntarily provide a means of electronic communication, including, but not limited to, a valid email address, notice may be provided through electronic communication.

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 I. **Officers: Election of, and Term.** There shall be a President, a Vice-President, a Secretary, a Treasurer, and a Parliamentarian, and such other agents as the Board shall appoint. Except as otherwise provided by law, any person may hold more than one office. Officers shall be elected by the Board of Directors and shall hold offices until their respective successors have been elected and 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. Officers must be duly elected and qualified Directors.

Section 2. **Removal; Vacancies.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause, at any meeting where such business is appropriately on the agenda, by the affirmative vote of two-thirds, always rounded up, of the Board of Directors. Any officer in question shall be recused and may not cast a vote. Officers and agents otherwise elected or appointed may be removed in accordance with Georgia Law. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors, as prescribed in these By-Laws.

A Director may be removed at a special meeting of the Members called by the President, a majority of the Directors, or by a petition of Members equal to a Quorum, that is twenty percent (20%) of the membership. At such a special meeting, a director may be removed by a majority of the Members present, in person or by proxy. No other business shall be conducted, except that a new director may be elected by a majority of the Members present. If the Members do not elect a new director, the vacancy may be filled by the Board of Directors.

Section 3. **President.** The president shall be the chief executive officer of the Corporation, shall preside at all meetings of Members and the Board of Directors, shall have general and active management of the business of the Corporation 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 Corporation bonds, notes, contracts, leases and other documents and instruments (whether or not requiring a seal of the Corporation) except where such documents or instruments are required by law to be otherwise signed and executed and except the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. In any meeting of the Directors, the president shall not cast a vote on any motion unless it is required to break a tie of the other Directors present and eligible to vote, or unless the vote is for filling a vacancy, removing another Officer, or amending these By-

Laws. The president may always cast a vote as a member at a meeting of Members.

Section 4. **Vice President.** The vice president, or if there shall be more than one, the vice presidents in the order determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. Each vice president shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. **Secretary and Assistant Secretaries.** The secretary shall attend all meetings of the Member and the Board of Directors shall record all the proceedings of such meeting in books to be kept for that purpose and shall perform duties for the committees of directors when required. 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 have custody of the Seal of the Corporation 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 6. **Treasurer and Assistant Treasurers.** The treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation 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 Corporation. If required by the Board of Directors, he or she shall give the Corporation a bond on 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 Corporation, 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 possession or under his control belonging to the Corporation. 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.

Section 7. **Parliamentarian.** The Parliamentarian shall ensure that business at all meetings, and any other action of the Directors or Members, is conducted in accordance with the Rules of Order. In the absence of the Parliamentarian, the President, or other Director, shall serve to fulfill the role of Parliamentarian. The Parliamentarian shall also

assist the Board of Directors in other duties as specified by the President, or by a majority of the Directors.

Section 8. **General Manager.** Manage all properties operation, residential relations, and communications. Implementation of board policy and directives, governance, and project oversight. Prepare, facilitate, and schedule monthly board of directors' meetings. Prepare annual homeowners' meetings and board elections. Prepare annual budgets and financial reports. Liaison between board and legal counsel as well as advisory committees, as directed and delegated by the board of directors. Disperse funds, manage all billing and invoices. Draft meetings notice and agendas. Calculate the votes required for a quorum or to approve an amendment. Guide all accounting responsibilities such as long-term funding and treasurer. Reports to the board of directors if members of the community are not enforcing rules and regulations to establish direction and/or fines.

ARTICLE 7

General Provisions

Section 1. **Expenditures.** All checks, drafts, demands for money and notes of the Corporation shall be signed by two officers or such other person or persons as the Board of Directors may from time to time designate, except in cases of electronic debit as approved by the majority of the Board of Directors.

Section 2. **Fiscal Year.** The fiscal year of the Corporation shall be fixed by the resolution of the Board of Directors, recognizing that annual assessments are set by the Covenants to be due on April 1st.

Section 3. **Corporate Seal.** The Corporation shall have a corporate seal which shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal-Georgia". The seal may be used by causing it or 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 Corporation and to attest to such affixation by his signature.

Section 4. **Books and Records.** The Corporation 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. **By-Laws Amendments.** Except where otherwise provided, these By-Laws may be altered, amended, or repealed and replaced by an affirmative vote of seventy percent (70%), always rounded up, of the Directors, or by a majority of the Members present and eligible to vote at a special meeting specifically called for the purpose of amending the By-Laws.

Section 6. **Rules and Regulations.** The Board of Directors shall have the power to formulate, publish and enforce reasonable rules and regulations concerning the use and enjoyment of the Lots in the Subdivision, and any common area in the Subdivision (if any),

and to suspend the membership rights of any Member of the Corporation and the rights of any Member of the Corporation or his lessees, guests, family or assigns to use and enjoy the Common Area, upon violation by said Member or his lessees, guests, family members or assigns of said rules or regulations or upon failure of said Member to pay assessments as set forth in the Declaration.

Section 7. **Business with Directors or Members.** At no time shall members or directors as a principal, or in a corporation of which a Director is an employee. Furthermore, the Association shall not enter any contract with, or provide compensation to, any vendor that provides services to any Member, Director, any corporation of which a Member or Director is a principal, or any corporation of which a Director is an employee, for consideration of any contract with or compensation from the Association.

Section 8. **Exceptions for Amendment.** Any section of these By-Laws that is superseded by the Declarations, by applicable law in the State of Georgia, or by the ruling of any court with jurisdiction in the State of Georgia, may be amended by a majority vote of the Directors.

Approved, this 15th day of July, 2023

President

Secretary