

BYLAWS
KINGSTOWNE
ASSOCIATION OF RESIDENCE OWNERS

Section 1. Identity

These are the bylaws of the Kingstowne Association of Residence Owners, an unincorporated association under the laws of the State of Georgia. The Association has been organized for the purpose of administering a condominium upon the lands described in the Declaration of Kingstowne Condominium.

- 1) The office of the Association shall be at Kingstowne Condominium, St. Simons Island, in Glynn County, Georgia, or at such place in Glynn County, Georgia, as designated by the Manager.
- 2) The fiscal year of the Association shall be the calendar year.
- 3) The Association has been organized for the purpose of administering Kingstowne Condominium, a residential townhouse development under the Apartment Ownership Act, Georgia Laws, 1963, Page 452.
 - a) These Bylaws are Annexed to the declaration and made part thereof, pursuant to section 16 of the Apartment Ownership Act, which declaration has been duly recorded in the Office of the Clerk of the Superior Court of Glynn County, Georgia.
 - b) Application. These Bylaws shall apply automatically to residence owners, tenants of such owners, employees of owners and tenants, and any other persons who use the property, or any part thereof, which has been submitted to the provisions of the Apartment Ownership Act.
 - i) For Purposes of these Bylaws, masculine or feminine pronouns shall be substituted for those in the neuter form, and vice versa, and the plural shall be substituted for the singular, in any place or places herein where the context may require such substitution.

Section 2. Members

“Members” used in these Bylaws shall mean and include a residence owner (as this term is defined in the declaration), a Developer (to the extent defined in paragraph 3(a) (2) of Section 3), and the heirs, representatives and successors of each. Any person becoming a residence owner shall automatically become a member of the Association and be subject to these Bylaws, and this membership shall terminate without any formal action of the Association whenever such person ceases to be a residence owner, but such termination shall not relieve any such former residence owner from any liability or obligation incurred under or in any way connected with the Kingstowne Condominium during the period of his ownership and membership, or impair any effective remedies which the Board of Directors of the Association or others may have against such former residence owner arising out of, or in any way connected with, such ownership and membership and the covenants and obligations incident thereto.

- 1) Vote of Members. On all matters upon which the members are entitled to vote, each member shall be entitled to cast a vote equal to the percentage of undivided interest of that member in the common areas and facilities.

- 2) Initial Members' Meeting shall be held at the office of the Association , or at such place as fixed by the Developer, at 8:00 P.M., on the second Thursday after the date on which the Association comes into existence, in accordance with the provisions of paragraph 5(g) of Section 3 of the declaration, for the purpose of electing directors and of transacting any other business authorized to be transacted by the members; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day.
- 3) Annual Members' Meetings after the initial meeting shall be held at the office of the Association, or at such place as fixed by the Manager, at 8:00 P.M. on the second Thursday in December of each year for the purpose of electing directors and of transacting any other business authorized to be transacted; provided, however, if that day is a legal holiday, the meeting shall be held at the same hour on the next day.
- 4) Special Members' Meetings shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third of the total vote of the Association.
- 5) Notice of All Members' Meetings stating the time and place and the objects for which the meeting is called shall be given by the President or Vice-President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than five (5) days nor more than thirty (30) days prior to the date of the meeting. Proof of such mailing shall be given by affidavit of the person giving the notice. Notice of meeting may be waived before or after meetings.
- 6) A Quorum at members' meetings shall consist of persons entitled to cast a majority of the total vote of the Association. The joinder of a member in the action of a Meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum.
- 7) The Vote of the owners of a residence owned by more than one person or by a corporation or other entity, and the vote of the Developer, shall be cast by the person named in a certificate signed by all of the owners of the residence or by such agent corporation, other entity, or Developer, as the case may be, and filed with the Secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not on file, the vote of such members shall not be considered in determining the requirement for a quorum nor for any other purpose.
- 8) Proxies. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.
- 9) Approval or disapproval of a member upon any matter, whether or not the subject of an Association meeting, shall be by the same person authorized to cast the vote of such member if in an Association meeting.

- 10) Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not been attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.
- 11) Presiding Officer of a members' meeting shall be the President, in whose absence the Vice-President shall preside. If neither such officer is present, the members shall elect a chairman to preside at the particular meeting.
- 12) The Order of Business at annual members' meetings, and, as far as practical, to all other meetings, shall be:
- a) Calling of the roll and certifying the proxies;
 - b) Proof of notice of meeting or waiver of notice;
 - c) Reading and disposal of any unapproved minutes;
 - d) Reports of officers;
 - e) Reports of committees;
 - f) Election of inspectors of election;
 - g) Election of Directors;
 - h) Unfinished business;
 - i) New business;
 - j) Adjournment.
- 13) SECTION 3. Powers and Duties of Members shall be those powers and duties specifically and exclusively required by the Apartment Ownership Act, the declaration or these Bylaws to be exercised and performed by the Association, which powers and duties shall be exercised and performed upon a majority of the total vote of the Association, except as otherwise provided in the Apartment Ownership Act, the declaration or these Bylaws, such powers and duties to include, but not be limited to, the following:
- 1) Election of Directors, as provided in Section 4 of these Bylaws.
- a) Removal of any Director upon vote of seventy-five (75) percent of the total vote of the Association, and election of a replacement therefore upon vote of a majority of said vote.
 - b) Determination whether to Repair, reconstruct or rebuild after a casualty, as provided in Section 5 of the declaration.
 - c) Approval of regulations promulgated by the Manager, as provided in Section 8, paragraph 5, of the declaration.
 - (a) Taking action upon proposed sale, lease or mortgaging of a residence, as provided in paragraphs 6, 6 and 8 of Section 8 of the declaration.
 - (b) Proposal and approval of amendments to the declaration and condominium deeds, as provided in Section 9 of the declaration.

- (c) Approval of amendments to the Bylaws, as provided in Section 10 of these Bylaws.
- (d) Approval of termination of the condominium and removal of the property from the provisions of the Apartment Ownership Act, as provided in Section 10 of the declaration.
- (e) Approval of increases in assessments as provided in paragraph 4 of Section 3 of the declaration

Section 4 Directors

Number and term of office. The Board of Directors shall consist of three members of the Association, who shall be elected by the Association. The Board shall be comprised of three classes of one director each, Class I, Class II, and Class III, who shall be elected to serve for terms of three years; provided, however, that at the first such election the Class I director shall be elected for an initial term of one year or until the first occurs; the Class II director for an initial term of two years or until the second annual meeting of the members, whichever first occurs; and the Class III director for an initial term of three years or until the third annual meeting of the members, whichever first occurs. Upon expiration of each such term, the vacancies thus created shall thereafter be filled for terms of three years. Only members entitled to vote in accordance with paragraph 8 of Section 2 of these Bylaws or otherwise shall be eligible for election as directors.

- 1) Manner of Election. The directors shall be chosen by ballot at the initial meeting of members, and at each annual meeting thereafter, or at any meeting held in place thereof. Each director when elected shall serve, unless removed as hereinafter set forth, until the annual meeting of members at which his term expires and until his successor is elected. Any director or directors may be removed at any time, with or without cause, by vote of seventy-five (75) percent of the total vote of the Association at any regular or special meeting thereof, and the removed director may be replaced by a majority of the total vote of the Association at any regular or special meeting thereof.
 - (a) Organization meeting. The Board of Directors, as constituted after the election of new directors at the initial or annual meeting of members shall hold an organizational meeting within ten (10) days after such members' meeting at such time and place as shall be fixed by the directors present at such members' meeting, and no further notice of the organization meeting shall be necessary, providing a quorum shall be present.
 - (b) Regular meetings of the Board of Directors shall be held at least once each quarter at such time and place as shall be determined, from time to time, by a majority of the directors. Notice of regular meetings shall be given to each director, personally or by mail, telephone or telegraph, at least three days prior to the day named for such meeting unless such notice is waived.
 - (c) Special meetings of the Board of Directors shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from one-third of the directors.

- (d) Vote of directors. Each director shall have one whole vote, regardless of his percentage of undivided interest in the common areas and facilities.
- (e) General provisions. Any meeting of the Board at which all directors are present shall be valid as if held pursuant to the proper notice, and if a meeting is held without notice, but if the absent directors thereafter sign the minutes of the meeting, the same shall be valid as though called upon due notice.
- (f) Quorum of Board of Directors. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting but a smaller number may adjourn the meeting to a future date.
- (g) Vacancies in Board of Directors. Any vacancy in the office of any director, however occasioned, may be filled, pending the election of his successor by the members, by the directors.
- (h) Presiding officer of directors' meeting shall be the President, in whose absence the Vice-President shall preside.
- (i) Compensation of directors, if any, shall be determined by the members.

Section 5 Powers and duties of the Board of Directors shall consist of those powers and duties specified in the Apartment Ownership Act, the declaration and these Bylaws, to be exercised and performed by the Board of Directors, which powers and duties shall be exercised and performed upon a majority of the total vote of the Board, except as otherwise provided in the Apartment Ownership Act, the declaration or these Bylaws, such powers and duties to include buy not be limited to the following:

- 2) Employment of the Manager, as provided in paragraph 5(d) of Section 3 of the declaration.
 - a) Discharge of the Manager, as provided in paragraph 5(d) of Section 3 of the declaration.
 - b) Election of officers.
- 3) Approval of plans for repair, reconstruction or rebuilding, as provided in paragraph 1(b) (3) of Section 5 of the declaration.
- 4) Proposal and approval of amendments to the declaration and condominium deeds as provided in Section 9 of the declaration.
- 5) Approval of amendments to the Bylaws, as provided in Section 10 of these Bylaws.
- 6) Reception and consideration of the Manager's monthly reports on the state of the condominium.

- 7) Obtaining fidelity bonds as provided in paragraph (e) of Section 8 of these Bylaws.

Section 6 Officers.

- 1) Manager. The Board of Directors, as soon as is reasonably possible after the first election of directors, shall employ a person or corporation professionally competent in property management to serve as Manager of the Association, such employment to be authorized by vote of a majority of the whole Board. The Manager shall be paid such compensation as shall be determined by vote until discharged by vote of a majority of the whole Board, and shall hold tenure until discharged by vote of a majority of the whole Board. The Manger shall not hold any other office in the Association.
- 2) Elected Officers. The Board of Directors, by vote of a majority of the whole Board, shall elect annually from the membership of the Association a President and Vice-President, each of whom shall be a director, together with a Secretary and an Assistant Secretary, which officers or any of them may be removed at any meeting by vote of a majority of the whole Board. No person may hold more than one such office at the same time.
 - a) The President shall preside at meetings of the members and meetings of the Board of Directors, and shall appoint such committees of either body as he in his discretion determines to be appropriate in the conduct of the affairs of the Association. He shall exercise such other powers and perform such other duties as shall be prescribed by the directors
 - b) The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the directors.
 - c) The Secretary shall keep the minutes of all proceedings of the directors and members. He shall attend to the giving and serving of all notices to the members and directors, and other notices required by law. He shall keep the records of the Association, except those of the Manager, and shall perform such other duties incident to the office of the secretary as may be required by the directors or the President.
 - d) The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent.
 - e) The Treasurer shall be the Manager.

Section 8 Fiscal Management. The provisions for fiscal management of the Association set forth in the declaration and these Bylaws shall be supplemented by the following provisions:

Assessment roll. The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each member of the Association. Such an account shall designate the name and address of the member, the amount of each assessment against the member, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessment.

1) Budget

a) The manager shall prepare a budget for each calendar year which shall contain estimates for the cost of performing the functions of the Association, including but not limited to:

1) Common expense budget:

- (a) Maintenance and operation of common areas and facilities.
- (b) Utility services.
- (c) Casualty insurance.
- (d) Liability insurance.
- (e) Administration.

2) Proposed assessments against each member:

a) Common expense budget.

i) Copies of the budget and proposed assessment shall be transmitted to each member on or before December 1 preceding the year for which the budget is made. If the budget is subsequently amended before the assessments are made, a copy of the amended budget shall be furnished for each member concerned.

(1) The depositor of the Association shall be such bank or banks as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawals of monies from such accounts shall be only by checks signed by the Manager.

(2) An audit of the accounts of the Association shall be made annually by a certified public accountant, and a copy of the report shall be furnished to each member not later than April 1 of the year following the year for which the report is made.

(a) Fidelity bonds shall be required by the Board of Directors from all officers and employees of the Association handling or responsible for the Association funds. The amount of such bonds shall be determined by the directors, but shall be at least the amount of the total annual assessment against members for recurring expenses. The premiums on such bonds shall be paid by the Association.

Section 9 Parliamentary rules. Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the condominium documents or the Apartment Ownership Act.

Section 10. Amendments. Amendments to the Bylaws shall be proposed and adopted in the following manner:

1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

a) A resolution adopting an amendment must receive approval of a majority of the vote of the entire membership of the Board of Directors and a majority of the total vote of the Association.

Directors and members not present at the meetings considering the amendment may express their approval in writing.

- b) Initiation. An amendment may be initially approved by either the Board of Directors or by the membership of the Association, and after being approved by one of such bodies, it must be approved by the other.

CONDOMINIUM DEED

GEORGIA, GLYNN COUTNY

A CONVEYANCE, made this _____ day, _____, 197_____, from ROBINSON HOMES, Inc., a Georgia corporation with its principal office and place of business in Glynn County, Georgia, as the First Party, to _____, of _____, County, _____, as the Second Party.

WITNESSETH: For and in consideration of the sum of Ten Dollars (\$10.00) cash to it in hand paid by the Second Party at or before the sealing and delivery of these presents, the receipt of which is confessed, and of other valuable consideration unto its moving, the First Party hereby grants, bargains, sells and conveys unto the Second Party, his heirs and assigns, the following described real property, to-wit:

All of that certain lot, tract or parcel of land situate, lying and being in KINGSTOWNE CONDOMINIUM on St. Simons Island, Georgia, and being described and identified according to the Declaration of Kingstowne Condominium dated October 12, 1972, and recorded in the office of the Clerk of the Superior Court of said County on October 31, 1972, in Deed Book _____, Page _____, and to the plans and specifications filed of record in said Clerk's office, as UNIT LETTERED "_____", together with (a) all of the appurtenances thereunto belonging according to said declaration, and to said plans and said specifications; and (b) an undivided one-tenth (1/10) interest in and to the common areas and facilities appurtenant to the condominium.

Reference is hereby made to said declaration and to said plans and specifications and to the record of each for further description and identification of said real property and for other purposes.

TO HAVE AND TO HOLD the real property above described and hereby conveyed, together with the improvements thereon, and all and singular the rights, members, and appurtenances thereunto belonging or in any manner, appertaining unto the Second Party, his heirs and assigns, forever in fee simple; subject, however, to the restrictions, conditions and limitations on the use of property in Island

Retreat Subdivision, as appear in the public records of Glynn County, Georgia, and to said condominium declaration, reference to which is made for all purposes.

And the First Party hereby warrants and will forever defend unto the Second Party, his heirs and assigns, the right and title hereby conveyed in and to the real property above described as against the lawful claim and demands of all persons whomsoever, except as to said restrictions, conditions and limitations hereinabove mentioned.

IN WITNESS WHEREOF, the First Party has hereunto set its Corporate name and seal, and delivered these presents on this month, day and year, as first above written.

ROBISON HOMES, Inc.

By _____
President

ATTEST:

By _____
Secretary

(CORPORATE SEAL)

Signed, sealed and delivered
In the presence of:

Notary Public, Glynn County, Georgia

**RECORDED THIS 1ST DAY OF NOVEMBER, 1972
MARY JO HAMILTON, DEPUTY CLERK
SUPERIOR COURT
GLYNN COUNTY, GEORGIA**