

# **Belle Point Property Owners' Association, Inc.**

Original by-laws established 1/29/1962  
Amended by-laws in 2004/2005 when Association re-established  
Amended by-laws in 2013 (as of 3/19/13)  
Approved as amended in 2013 to continue from 2014 and beyond (as of 3/25/14)  
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## **ARTICLE I AUTHORITY**

These bylaws are established pursuant to the Georgia Non-Profit Corporation Code (hereinafter called the "Code"), the Articles of Incorporation of Belle Point Property Owners' Association, Inc. (hereinafter called the "Association").

## **ARTICLE II NAME**

The name of this Association shall be Belle Point Property Owners' Association, Inc., an association of the property owners.

## **ARTICLE III POWERS**

The Association shall have all of the powers and duties as set forth in the Code, except as legally modified by the Articles of Incorporation and these bylaws, and all other powers and duties reasonably necessary to maintain the property, lying within the boundaries of Belle Point Subdivision as shown on plats of said subdivision recorded in the office of the Clerk of the Superior Court of Glynn County, Georgia.

## **ARTICLE IV MEMBERSHIP**

The membership of the Association shall consist of all of the record owners of the lots. Each lot owner shall automatically become a member of the Association upon payment of annual dues, and the membership of the prior owner shall be automatically terminated upon transfer of his/her entire title.

## **ARTICLE V BOARD OF DIRECTORS**

A. Number: The affairs of the Association shall be governed by the Board of Directors  
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(hereinafter called the “Board”) composed of (7) seven persons (as amended in 2013), all of whom must at all times during their service as Directors be owners of property in Belle Point Subdivision.

- B. Purpose: The Board shall have all the powers and duties necessary to administer the affairs of the Association that are not by law nor by Declaration, the Articles or the bylaws directed to be done otherwise, including the power to appoint committees from among the Association members.
- C. Eligibility: Only paid members of the Association will be eligible to serve as a Director.
- D. Election: Directors shall be elected at the annual meeting of the members.
- E. Term: Directors shall serve a term of three years. No Director shall be allowed to serve more than two consecutive terms.
- F. Vacancies: When a Director resigns, dies, or is removed, the directors may appoint, by a majority vote that is present, a Director to serve the duration of the unexpired term.
- G. Removal: Any Director may be removed from the board by an affirmative vote of the majority of Directors present at an official meeting for cause, such as absence from three (3) consecutive meetings. Advance notice of removal will be given to each Director, including the Director affected.
- H. Regular Meetings: Regular meeting of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. At least (1) one regular meeting shall be held during each calendar year. Written notice of the time and place of regular meetings of the Board shall be given to each Director at least (21) twenty-one days prior to the day named for such meeting and shall be considered to have given upon its mailing or personal delivery to the intended Director.
- I. Special Meetings: Special meetings of the Board may be called by the Chairman with (5) five days written notice to each Director, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board shall be called by the Chairman or Secretary in like manner and with the like notice at the written request of at least (2) two Directors.

- J. Waiver of Notice: Any Director may waiver notice of a meeting by written waiver executed before, at, or after the meeting. Attendance by a Director at any meeting of the Board shall be a waiver of notice of such meeting.
  
- K. Board of Directors Quorum: The presence of a majority of the Directors (more than 50%) at the beginning of any meeting of the Board shall constitute a quorum for the transaction of business throughout such meeting, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. Proxy votes will not be accepted.
  
- L. Advisors and Resource Positions: Board Members who have reached the maximum term limits or otherwise need to roll off the board are eligible to be an “Advisor” or a “Resource” for the current and/or future Board. There will be a maximum of (3) three Advisor positions per calendar year. There will not be a limit to the number of Resource positions. For Advisors, at least (2) two of the (3) three will be asked to attend all called meetings of the Board as observers and serve in an advisory role to answer questions posed by the Board and provide any other input as needed during the course of the meeting. The Advisors have no voting powers and can serve (1) one to (2) two year “terms” or as needed. Remaining Board members rolling off the board not chosen to serve in an Advisor position will become a Resource. Resource positions are welcome to attend all called meetings, have no voting powers, and should make themselves available to the Board for any and all questions, especially if that person served in an officer position.

**ARTICLE VI  
ASSOCIATION OFFICERS**

- A. Number and Election: There shall be elected by and from the Board an Association President, who shall also be Chairman of the Board, a Vice-President, a Secretary, and a Treasurer.
  
- B. Duties: The officers shall perform all the duties incident to their respective offices. The President shall be the chief executive officer with general powers as such, including the power to appoint committees from among the Association members. The Vice-President shall perform the duties of the President in the absence or inability of that officer to act and shall assist the President when called upon. The Secretary shall keep and maintain minutes of meetings and other records of the Association. The Treasurer will have charge and custody of all funds and will deposit funds, maintain adequate and correct accounts and business transactions, render reports and accounts to Directors and members and shall submit a monthly financial statement to the Directors. His or her records shall be subject to an annual audit. No bills, which are not line items in the approved budget, shall be paid without the approval of a majority of Directors present at a regular or special meeting.

- C. Term: The officers shall be elected annually and shall hold office for a term of one year. No officer will be allowed to serve in office for more than two consecutive terms.

**ARTICLE VII  
INDEMNIFICATION AND COMPENSATION OF OFFICERS AND  
DIRECTORS**

- A. Indemnification: Each Director and each officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or her may be a party, as a result of his or her actions as a Director or officer, or in which he/she may become involved by reason of his/her being or having been a Director or officer at the time such expenses were incurred. However, no indemnification shall be paid to a Director or officer who is adjudged guilty of willful misfeasance or malfeasance or criminal act in the performance of his or her duties.
- B. Compensation: No Director or officer shall receive any fee or compensation for service performed by him or her unless such fee or compensation is first fixed by a resolution adopted by a simple majority vote of the property owners.

**ARTICLE VIII  
ASSOCIATION MEETINGS**

- A. Dues: Dues shall be payable no later than the annual meeting date in March in order to retain voting privileges at annual meeting; however the Association will accept dues payments on a pro-rated basis (for newcomers or current neighbors) throughout the course of the year with the following schedule payable by the last day of the month as noted below:
- a. Dues are payable on annual Jan-Dec basis (not revolving 12 months from when dues paid)
  - b. Jan-Jun 30<sup>th</sup>: Full Amount due: Calculated by number of months times the current monthly dues rate
  - c. July-Sep 30<sup>th</sup>: Prorated Amount due: Calculated by number of months left in year times the current monthly dues rate (with maximum being six months times current rate and minimum being four months times current rate)
  - d. Dues paid during timeframe of October-December will be at the full 12 months times the current monthly dues rate and attributed to the following year's income/dues.
- B. Place of Meeting: Meetings of the Association shall be held in Glynn County, Georgia, at such suitable place convenient to the members as may be designated by the Board.

- C. Annual Meetings: Regular annual meetings of the members shall be held in March.
- D. Special Meetings: The President may call a special meeting of the Association at any time, and he or she shall be required to call a special meeting if given directions to do so by a majority of the Association members and notice of such direction is given to the Secretary. The call of a special meeting shall be by notice stating the time, place, purpose, and the order of business of such special meeting. Only the business stated in the notice may be transacted at a special meeting.
- E. Notice of Meetings: It shall be the duty of the Secretary to mail, postage prepaid, email, or deliver personally to each property owner a notice of each annual or special meeting stating the purpose thereof as well as the time and place where it is to be held. In the case of special meetings, such notice shall be given at least (7) seven days but not more than (20) twenty days prior to such meeting. In the case of annual meetings, such notice shall be given to each property owner at least (21) twenty-one days but not more than (45) forty-five days prior to such a meeting. Notice shall be considered to have been given upon its mailing, emailing, or personal delivery to the registered property owner; with the property owner's consent an email message may be used in lieu of USPS mail. The mailing of such notice shall be considered notices served.
- F. Waiver of Notice: Any member may waiver notice of a meeting by written waiver executed before, at, or after the meeting. Any member attending a regular or a special meeting shall be deemed to have waived notice of such meeting.
- G. Order of Business: At the annual meeting, comprehensive reports of the affairs, finances, and budget projections of the Association shall be made to the property owners who are paid members as of the annual meeting date. The order of business at all annual meetings shall be as follows:
1. Roll Call
  2. Proof of Notice of Meeting
  3. Determination of Quorum for Transacting Business
  4. Reading of Minutes of Preceding Meeting
  5. Reports of Officers
  6. Reports of Committees
  7. Election of Directors (by membership)
  8. Election of Officers (by directors at their next scheduled meeting)
  9. Unfinished Business
  10. New Business
  11. Bylaws
  12. Adjournment
- H. Quorum: The presence of (5) five elected Board Members including (3) three of the (4) four acting officers and twenty other members entitled to cast an authorized vote

at the beginning of any meeting, regular or special, shall constitute a quorum throughout the course of such meeting. The acts of a majority of the members present at the meeting shall be the act of the membership.

- I. Rules of Order: Except as may be otherwise provided herein, the parliamentary conduct to all meetings of the Board of Directors or of the Association shall be governed by Robert's Rules of Order.

## **ARTICLE IX VOTING BY MEMBERS**

Designation of Voting Representative: Each lot shall have one vote. If a lot is owned by one person, his or her right to vote shall be established by the record title to his or her lot. If a lot is owned by more than one person, is owned by a corporation, partnership or trust, or is under lease, the person entitled to cast the vote for the lot shall be designated by a certificate of appointment signed by all owners of the lot and delivered to the President or Secretary of the Association. Such certificates shall be valid until written notice of change in the ownership of the lot concerned is delivered to the President or Secretary of the Association. Whenever the decision of a lot owner is desired upon any matter, whether or not the subject of a vote at an Association meeting, such decision shall be expressed by the person who would be entitled to cast the vote of such lot owner in an Association meeting as described above.

## **ARTICLE X AMENDMENT**

These bylaws may be amended at the annual or a special meeting of the membership; provided that the notice calling for the special meeting states that consideration of such proposed amendment is a purpose of the special meeting. They may be amended only by the affirmative vote of the membership present at the annual meeting entitled to cast a vote more than (50%) fifty per cent of the total vote of the Association.

Adopted Tuesday 3/19/2013

Approved to continue as adopted Tuesday 3/25/14