

RULES AND REGULATIONS

AS TO

BYLAWS

PROPERTY OWNERS ASSOCIATION OF SPANISH COVE, INC.

(Revised April 2011)

RULES AND REGULATIONS
AS TO
POASC BYLAWS

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Section 5.2

(Pertaining to BYLAWS ARTICLE V, Section 5.2)

ANNUAL MEETING

The Agenda for the Annual Meeting shall include but not be limited to:

1. Annual Budget for the next fiscal year.
2. A report of the POASC accomplishments for the past year.
3. Major items currently before the Board of Directors.
4. Goals for the coming year.

*Board Adoption 6/19/96
Revision 1 – 7/25/96*

Section 5.7

(Pertaining to BYLAWS ARTICLE V, Section 5.7, Voting Procedures. Also see BYLAWS ARTICLE V, Section 5.7.1.)

VOTING PROCEDURES

The Chairman of the Nomination and Election Committee (hereinafter The Committee)) shall be appointed prior to the regular April meeting each year. It is recommended that a minimum of eight (8) members, including the Chairman, serve on the Committee, which shall consist of two (2) POASC Members in good standing from each of the designated living areas, Bayside, Land Harbor, Perdido Pines, and Spanish Oaks. Members shall serve a one-year term or until another Committee is appointed in the following year. NEITHER BOARD DIRECTORS NOR THEIR FAMILY MEMBERS, OR ANYONE RUNNING FOR THE BOARD OF DIRECTORS NOR HIS/HER FAMILY MEMBERS SHALL SERVE ON THE COMMITTEE. "FAMILY MEMBER" for purposes of this section is defined as those related as parents, children, grandparents, siblings, or spouse or in-law, or step-relationship of any of the foregoing.

Revised 5-16-2024

The Committee shall be responsible for counting and preparing an official result for any balloting procedure requiring a vote of POASC Members as prescribed by the RESTRICTIVE COVENANTS or BYLAWS. The official written result shall be given to the POASC Board Secretary, who shall officially notify the POASC Members.

PROCEDURES FOR ELECTION OF DIRECTORS OF THE POASC BOARD

1. A Notification of Election Letter shall be prepared by the Committee for mailing to all Members and shall be mailed via first-class means to the address of record not later than three (3) months prior to the date of the Annual Meeting. Such letter shall state the date, time and place of the meeting; the purpose of the meeting; nomination and voting regulations and procedures; the final date on which nominations will be accepted; and the deadline for receipt of Ballots; and enclosed with such letter shall be a nomination form (**Form 5.7.1**) to be used by the Member in entering a nominee's name on the election slate for the Board, if he so desires.

Revised 5/20/21

Revised 3-19-26

2. Any member may nominate himself/herself or be nominated by another member. The nominee must be a POASC member in good standing for the previous twelve months and sign an agreement to run. The nominee must have established his/her principal residence in Spanish Cove for at least one year prior to nomination. Any of the following can be used as proof of residency. Voter registration Card, Federal or State tax return, current driver's license, automobile tag registration, or automobile insurance card.

Revised 2/20/20

Revised 7/16/20

If elected, the nominee must retain a principal residence in Spanish Cove to remain on the Board of Directors. Establishing a principal residence outside of Spanish Cove terminates membership on the Board of Directors. Owning property and paying assessments, of itself, does not establish a residence in Spanish Cove. No more than one member of a family or household may serve concurrently on the Board of Directors. Neither employees of POASC nor members of their family or household are eligible to be elected or appointed to the POASC Board or Directors. "Member of family" for purposes of this section is defined as those related as parents, children, grandparents, siblings, or spouse or in-law, or step-relationship of any of the foregoing. "Member of household" for purposes of this section is defined as anyone living at the same property.

Board adoption - 11/12/98

Revised 5/19/16

Revised 5/16/2024

Section 5.7

(Pertaining to BYLAWS ARTICLE V, Section 5.7, Voting Procedures. Also see BYLAWS ARTICLE V, Section 5.7.1.) Continued

Once elected, within 30 days, Director must register under the Corporate Transparency Act (CTA) at Fincen.gov. Coordinate with the POASC Office.

Revised 11/21/2024

3. Completed nomination forms (**Form 5.7.1**) must be returned to the Committee Chairman two (2) months prior to the date of the Annual Meeting at which time the election is held. Failure to meet the final date on which nominations are accepted shall result in invalidation of such nomination.

Revised 5/20/21

4. Fifty (50) days prior to election, The Committee shall establish those nominees who are qualified for nomination to the slate on the upcoming election Ballot. The Committee shall ascertain that each nominee who accepted the nomination is a POASC Member in good standing.
5. The Committee shall contact each of the nominees personally to determine their acceptance and/or rejection of their nomination to the slate on the upcoming election Ballot. Each nominee shall be required to sign an acceptance/declination slip indicating his/her acceptance or declination. Refusal or absence of signature on such slip shall indicate declination. After accepting the nomination, the nominees shall be given the written procedure for a recount of Ballots, if the need for a recount should arise. This procedure shall be promulgated by the Committee.
6. The Committee shall prepare the election Ballot from the list of validated nominees. A sample election Ballot will then be posted on the bulletin boards at Clubhouses and will be available for viewing at the POASC Office not later than thirty (30) days prior to election.
7. Validated nominees may prepare a general qualification statement, no more than 150 words, as a matter of information to the voting membership. The statements shall be published in the UPDATE, the official publication of POASC.
8. The Committee shall schedule one or more meetings to present to the membership all the nominees who wish to participate. Each nominee will make an opening statement (limited to three minutes) addressing the membership about their qualifications and aspirations. Members may send in questions not directed to a particular nominee up until one week prior to the scheduled meeting. The Committee will choose a minimum of five questions (if at least five questions are submitted) to be answered by all nominees. Questions will be presented to the nominees at the scheduled meeting on a rotating basis. Nominee responses will be limited to two minutes each for each question. The Committee, at its discretion, may adjust the time limits for nominee opening statements and nominee responses to questions to account for meeting time limits and number of nominees participating in the scheduled meeting.

Revised 4/18/2024

9. "Each Member in good standing shall be afforded the opportunity to vote in the Annual Election. The Nomination Committee shall set the voting hours for electing directors to the POASC Board of Directors the day of the Annual Meeting. These hours shall be no fewer than (3) consecutive hours." Each member will be eligible to cast one Ballot per full assessment. (This may be either spouse or the designated voter if the lot ownership is joint.) The Committee will distribute election Ballots to those POASC Members desiring to vote, upon validation by the Committee as being Members in good standing as reflected by the master list of names and lot numbers of Members furnished by the Administrative Office.
10. Ballots will be mailed via first-class means to the address of record on a date sufficiently early to be received by the Member and returned to the Committee by the deadline indicated in the Election

Section 5.7

(Pertaining to BYLAWS ARTICLE V, Section 5.7, Voting Procedures. Also see BYLAWS ARTICLE V, Section 5.7.1.) Continued

Notification Letter. Completed Ballots shall be sealed in a Separate Unmarked Envelope provided, which shall then be sealed in the Ballot Return Envelope. The ballot return envelope should be clearly marked "Ballot Enclosed". The voting member must write his/her name and lot number on the Ballot Return Envelope to allow validation of the Ballot. Returned Ballots shall be deposited unopened in a locked Ballot Box in the POASC Office until such time as the Committee Chairman retrieves them for tabulating by the Committee. Ballots will be validated and counted by the Committee.

Revised 3-19-26

11. Ballots returned in envelopes other than the one prescribed by the committee shall be invalidated.
12. The Committee shall establish a specific date to determine those Members in good standing who are entitled to vote.
13. The Candidates receiving the highest individual vote count shall be deemed to have been elected to the positions available on the Board. In the event of a tie for last place in the vote count, the Committee will determine the winner by lot.
14. In the event that the number of candidates is equal to or less than the positions available, the candidates will be deemed to be appointed by the votes cast.

Board adoption - 2/26/98

Revision 1/23/03

15. After the Committee Chairman has signed the official tally, Form 5.7, the Chairman shall deliver the tally to the Secretary of the Board. The Board Secretary shall call all nominees as soon as possible to inform them of election results. The results of the election shall be posted by the Secretary of the Board with three working days on bulletin boards, the Clubhouses, the POASC office, other Spanish Cove social media including the Town Crier, and published in the next issue of the UPDATE.

Revised 9/21/23

Revised 2/21/19

16. A recount of the votes cast for election to the Board of Directors shall be conducted under the following terms and conditions by the Election Committee:
 - a) A request from any candidate must be made IN WRITING within ten (10) days of the election.
 - b) A recount request will be granted only when the difference in the number of votes received by the requesting individual is within one percent (1%) of the number of votes received by the nearest elected individual.
 - c) The Nomination and Election Committee shall conduct a recount of votes cast within ten (10) days after the receipt of the written request to do so.
 - d) The Secretary of the POASC Board of Directors shall be present, as an observer, in the recounting of the Ballots.
 - a) The date, time and place for the recount shall be announced on the Spanish Cove Website and posted on the bulletin boards and at the clubhouses and POASC office.
 - b) All candidates shall be informed of the date, time and place for the recount.
 - c) Recount procedure shall be the same as the initial procedure for counting the votes cast.

Board adoption - 6/26/97

Revised 7/15/10

Section 5.7

(Pertaining to BYLAWS ARTICLE V, Section 5.7, Voting Procedures. Also see BYLAWS ARTICLE V, Section 5.7.1.) Continued

PROCEDURES FOR VOTING ON CHANGES TO THE BYLAWS, COVENANTS AND FOR OTHER TYPES OF VOTING

A. Voting in conjunction with the annual Membership Meeting.

1. Referenda items, when scheduled for a vote in conjunction with the annual Membership Meeting, will be voted on by ballot vote only. In person or by mail-in ballot. Members who wish to vote must be certified as in good standing by the Nominations and Elections Committee.

A proxy form will be included in the mail out package and should be returned in accordance with the directions provided. Those unable to attend the annual meeting may assign their proxy to any eligible property owner in good standing or to the POASC Board of Directors. The proxy form will be used to determine a quorum for the annual Membership Meeting and to vote on business conducted at the annual Membership Meeting.

Revised 9/18/14

2. Amendments to the Bylaws and/or Covenants to be included in a referendum to be voted on at the Annual Meeting must be received by the Nomination and Election Committee ninety (90) days prior to the earliest date for the Annual Meeting. Changes received after this date will be held over for the following year's annual meeting or may be scheduled for a separate Ballot mail out.
3. Eligible property owners present at the annual meeting will be issued tokens or tags denoting the number of full assessments, and therefore the number of votes that they may cast. Proxy holders will also receive the appropriate number of tokens or tags representing the proxy votes held. Voting will be by rising vote or counted vote and will follow the procedures of Robert's Rules of Order (Current Edition)

B. Voting at times other than the annual Membership Meeting. At times, due to the urgency of a particular situation, it may not be advisable or prudent to wait until the annual meeting for Referenda voting. In that case, a special ballot will be mailed to all property owners, following the procedures outlined below:

1. The Committee shall prepare a letter for mailing to all POASC Members, stating the reason for the vote and the method of voting and returning Ballots; and enclosing a complete copy of all pertinent information to assist the Member in making an informed decision, and an official Ballot. The text of such letter shall be presented to the POASC Board for approval before mailing.
2. Voter eligibility for electing Directors shall constitute eligibility to vote on Bylaw and/or Covenants changes or other matters.
3. Handling of the returned Ballots will be the same as for Director Ballots. Other types of voting

shall be handled in the same manner.

Section 5.7

(Pertaining to BYLAWS ARTICLE V, Section 5.7, Voting Procedures. Also see BYLAWS ARTICLE V, Section 5.7.1.) Continued

4. Ballots returned in envelopes other than the one prescribed by the Committee shall be invalidated.
5. A simple majority of the votes cast shall prevail, providing at least ten percent (10%) of the membership return a ballot.
6. Upon notification by the Nomination and Elections Committee Chairman, of the results of the balloting, the Board Secretary shall notify the Board of Directors of the outcome of the voting. The results of the vote shall then be posted by the Board Secretary on bulletin boards, clubhouses, POASC Office and published in the UPDATE.
7. A recount of votes cast for changes to the Bylaws and/or Covenants, or for other types of voting shall be the same as written above pertaining to voting for Directors.

Board Adoption 9/27/01

Revision- 7/15/10

Revision- 10/18/13

Revision- 10/15/15

**POASC
NOMINATION AND ELECTION COMMITTEE**

Annual Meeting voting results: March ____ 20 ____

Total Ballots mailed _____: =10% _____, Total ballots received _____

Ballots invalidated due to improper envelope use: _____

Ballots invalidated due to Member not in good standing: _____

Total **Valid** Ballots received _____ Equals 10% of Membership: **Yes** ____ **NO** ____

Board Candidate votes:

1. _____ # _____

2. _____ # _____

3. _____ # _____

4. _____ # _____

5. _____ # _____

6. _____ # _____

Referendum Results:

1. _____ # _____

2. _____ # _____

3. _____ # _____

Chairman,
Nominations and Election Committee _____ Date _____

Signature: _____

PROPERTY OWNERS ASSOCIATION OF SPANISH COVE
Nomination for Board of Directors

_____As a Member of POASC, I hereby nominate the following member for election to the Board of Directors for a three (3) year term of office.

OR

_____As a Member of POASC in good standing, I hereby self nominate for election to the Board of Directors for a three (3) year term of office.

Nominee Name _____ (Signature of Nominee)

Address _____ Phone # _____

It is required that each nominee become familiar with Bylaws Article VI (6), particularly Section 6.4, page 11, and Section 6.9 thru 6.11, pages 12-18, and Article IX (9), Section 9.1 thru 9.5, pages 23-28.

The Following members are currently serving on the Board of Directors. Please do not place their names in nomination:

#1 _____	#2 _____	#3 _____
#4 _____	#5 _____	#6 _____

Mail nomination form to: POASC Or Drop off at POASC Main Office
P.O. Box 388
Lillian, Al. 36549

THIS FORM MUST REACH THE POASC OFFICE BY 5 P.M. ON JANUARY ____, 20__

Note: All nominees that are elected to the POASC Board of Directors **must** comply with the Corporate Transparency Act (CTA). CTA went into effect on January 1, 2024, after being enacted by Congress in 2021 to combat tax fraud, money laundering and financing for terrorism by capturing more information on US small businesses and beneficial owners involved in those businesses. In order to comply, Corporations and their beneficial owners have to provide their names, addresses, and other identifying information. HOA's and POA's are included in CTA, and the Board of Directors are considered beneficial owners. More information can be found at fincen.gov/boi.

Form 5.7.1

Section 6.4

(Pertaining to BYLAWS Article VI, Section 6.4, Election of Members and Organization of the Board of Directors)

In addition to the provisions set forth in the POASC BYLAWS Article VI, Section 6.4, all members of the Board of Directors shall sign the Oath of Office Form, the Confidentiality Statement Form, maintain a continuous principal residence in Spanish Cove and remain a member in good standing with the Association. Further, each member of the Board of Directors shall adhere to and abide by the provisions set forth in POASC BYLAWS Article VI, Sections 6.1 through 6.12, inclusive (*as noted in Article III, Section 3.3*).

A Special Session will be conducted within 3 working days of 1 April. Newly elected Board of Directors members will take the Oath of Office. All Board Members will sign a new Confidentiality Agreement. (Form: 6.4 POASC Board Members Confidentiality Agreement). All related Resolutions or actions pertaining to the Board of Directors will be presented at this Special Session.

Failure to comply with these Rules and Regulations shall be grounds for immediate removal from the Board of Directors.

*Board Adoption 01-18-18
Revised 2/20/20*

Section 12.2

(Pertaining to BYLAWS ARTICLE XII, Section 12.2, Enforcement of DECLARATION OF RESTRICTIVE COVENANTS, BYLAWS, and RULES & REGULATIONS)

BOARD PROCEDURES

Proposed changes to the BYLAWS, as specified in Section 12.2 or Section 12.3 thereof, shall be initially referred to the Rules Committee. They shall be responsible to research the proposed change(s) and recommend to the Board of Directors appropriate language and advise the Board wherein the proposed change(s) may require alterations of other Sections of the BYLAWS or the Rules & Regulations. This Committee shall report to the Board of Directors any and all recommendations received from the general membership concerning the BYLAWS.

Board Adoption 6/18/96

Revision 1 - 7/25/96

Section 14.4
(Pertaining to BYLAWS ARTICLE XIV, Section 14.4)

BYLAWS AMENDMENTS PROCEDURES

Section 14.4.1 REGISTERING

1. To register a proposed change at the Spanish Cove Office, the Originator must be a POASC Member in good standing.
2. The Proposed Change should include adequate details for discussion, including naming the Article and Section number/s to which this Proposal pertains, if applicable.
3. After registering, copies of the Proposal will be given to the Board of Directors.
4. The Chairman of the Board of Directors will contact the petitioners within seven days of the registration, to arrange a meeting with the Board and/or the Rules Committee to see if the proposed change is feasible.

Section 14.4.2 RULES COMMITTEE

1. After the proposed change is registered, The Rules Committee at the next meeting or at a special meeting shall review the change/s requested. The Chairman of the Rules Committee shall request the Originator of the proposal to meet with the Rules Committee to explain the intent of the change/s. The Committee will report its recommendations at the next Board meeting.
2. If the Rules Committee accepts the requested change/s in principal, it will give a positive recommendation to the Board. A period of up to 30 calendar days is permitted for negotiations between the Rules Committee and the Originator to arrive at agreeable change/s. If the Rules Committee and the Originator cannot agree on acceptable change/s, the Rules Committee chairman shall submit a short summary of the basis for the Committee's rejection to the Board of Directors and so advise the Originator.
3. Regardless of the recommendation of the Rules Committee, the Board must vote to accept or reject the Committee report of the change/s requested in the proposal. If accepted, the Rules Committee shall submit a final draft of the amendment to the Board within 60 calendar days. If rejected the originator of the proposal has the right to file a petition. (See petition filing Section)
4. The Board of Directors may require the Rules Committee to draft proposed change/s to any affected POASC Rule, Regulation or By-Law, if applicable, incorporating the change/s requested by the Originator.
5. If no agreement is possible, the originator may file a proposed petition with the exact wording that will appear on each page of the Proposed Petition, this will include naming the Article and Section number/s to which this Proposal pertains, if applicable.

Section 14.4.3 PETITION FILING

1. In order to file a petition, the Originator must be a POASC Member in good standing.
2. The petition must be in the exact wording that will appear on each page of the petition, and shall include the Article and Sections number/s to which this Petition pertains, if applicable.

Section 14.4

(Pertaining to BYLAWS ARTICLE XIV, Section 14.4) Continued

3. The Board Chairman will request publication of the proposed petition in the next issue of the UPDATE. The Originator of the Petition may submit a short (less than 400 words) rationale to be published with the proposed Petition so the membership may be aware of the nature of the Petition. The Board of Directors may submit opposing views (less than 400 words) with this publication.
All submissions for publication must refer only to the change/s or the subject of the proposed Petition.
Every effort will be made to assure equal coverage from the proponents and opponents in subsequent issues of the UPDATE.
4. The POASC Office will provide a letter of acceptance to the petitioners within 7 calendar days of filing. The letter will include the number of signatures required to represent twenty percent of the POASC assessments. This letter may be duplicated as a form of identification. (A copy of these rules and regulations for filing petitions will be included with the letter.)
5. All petitions must be terminated in 120 calendar days from the date of the letter of acceptance to gather signatures. If additional time is needed, due to intervening holidays, or other circumstances during the soliciting time, the Petitioners may make a request for an extension of up to 30 calendar days. Approval by the Manager will be required.

Section 14.4.4

PETITION CIRCULATION

1. Signers of the Petition must be members in good standing as of the date the completed petition is submitted to the Board for approval.
2. Only one signature is permitted for each full assessment.
3. Names must be clearly printed and signed and must indicate the Lot Number.
4. The signature of the person circulating the page, and the date completed must appear at the bottom of each page.
5. Canvassers for signatures are required to wear nametags.

Section 14.4.5

POST-SUBMISSION ACTIVITIES

1. Signed Petitions must be submitted to the Chairman of the Board of Directors no later than the next Board Meeting after the period of circulation has expired. Failure to submit the Petition within the time frame allowed will automatically negate the Petition unless prior extension of the signing period has been obtained.
2. The Secretary of the Board of Directors shall publicly count the number of pages submitted and acknowledge, for the record, acceptance of the Petition and the number of pages received.
3. The Board Chairman shall submit a copy of the Petition, as it was circulated, to the Chairman of the Rules Committee. The Rules Committee shall advise the Board of any additional changes to Covenants, By-Laws, or POASC Rules and Regulations which may be required if the petition is approved. No changes may be made to the Petition language.
4. The Secretary of the Board shall forward all of the originals and one copy to the Chairman of the Nominations and Elections Committee for validation and counting of signatures

Section 14.4

(Pertaining to BYLAWS ARTICLE XIV, Section 14.4) Continued

Section 14.4.6 NOMINATION AND ELECTION COMMITTEE

1. The Nominations and Election Committee has 14 calendar days to complete the validation procedure. The Chairman of the Nominations and Elections Committee shall notify the petitioners of the date of validation so a representative may be present.
2. The Chairman of the Nominations and Elections Committee will transmit to the Secretary of the Board the number of valid signatures, the number of invalid signatures, and the number of pages counted.
3. If fewer valid signatures are contained on the petition than required, the Secretary of the Board shall notify the Originator, and no further action by the Board is required. If a sufficient number of signatures are verified, the Board will proceed as required by By-Laws, Article XIV, Section 14.2.

Section 14.4.7 RULES FOR PETITIONS REGARDING MATTERS OTHER THAN BY-LAWS AND COVENANTS

1. All Petitions must be registered at the POASC office.
2. All POASC petitions will be terminated in 120 calendar days of registration.
3. Petitions concerning non-POASC matters must be registered at the POASC Office and will receive a letter of acceptance, and a copy of the Petition will be sent to the Board.
4. All non-POASC petition permits will be terminated in 90 calendar days.

Board adoption - 5/25/95

Revision 1 - 3/28/02

Revision 2 – 2/27/03

Section 14.4

(Pertaining to BYLAWS ARTICLE XIV, Section 14.4) Continued

**PROPOSAL FOR RULE CHANGE OR
PROPOSED AMENDMENT AND/OR PETITION FILING FORM
TO BE SUBMITTED TO RULES COMMITTEE CHAIRMAN**

(Use additional sheets if necessary)

Document to be changed:

Date: _____

____ POASC Covenants

____ POASC Covenants Rules and Regulations

____ POASC By-Laws

____ POASC By-Laws Rules and Regulations

____ POASC Operating Procedures

____ Other: _____

Section/Paragraph/Page Number: _____

____ ADD – Complete #2 ____ CHANGE – Complete #1 and #2 ____ DELETE – Complete #1

1. As reads: _____

2. To read: _____

Reason for change:

Name: _____ Lot # _____

Covenants Form 13.03

By-Laws Form 14.4

Revision 8/15/19

**POASC BOARD OF DIRECTORS
CONFIDENTIALITY AGREEMENT**

I understand and agree to respect the confidentiality of Executive Sessions and reviews of sensitive personnel matters, property owner information and financial matters including banking account numbers, unless required to do so by law. I further understand that disclosure of confidential information may result in censure and removal from the POASC Board, as defined by By-Laws, Section 6.6 and by By-Laws R&R Section 6.4

I acknowledge that I have read and understand this agreement and voluntarily accept the duties and obligations set forth herein.

Name (Print or type) _____

Signature: _____

Date: _____