

BYLAWS

PROPERTY OWNERS ASSOCIATION OF SPANISH COVE

(Revised April 2011)

PROPERTY OWNERS ASSOCIATION OF SPANISH COVE, INC.

**BYLAWS
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ARTICLE I

Definitions

Section 1.1 Definitions. Unless the context shall prohibit or otherwise require, each of the following words or terms, whenever used herein with an initial capital letter, shall have the following meaning:

D. "Articles of Incorporation" means the Articles of Incorporation of Property Owners Association of Spanish Cove, Inc., as amended from time to time.

1.1.2 "Association" means Property Owners Association of Spanish Cove, Inc., an Alabama nonprofit corporation that is the successor-in-interest to SP Cove Properties Corp. And Cove Club of Perdido Bay Inc. also known as the POASC with respect to certain matters.

1.1.3 "Board of Directors" or "Board" means the Board of Directors of the Association, which is the governing body of the Association.

1.1.4 "Bylaws of the Association" or the "Bylaws" means the Bylaws from time to time adopted and amended by the Association to govern the administration and operation of the Association.

1.1.5 "Commercial Property" means any parcel of land subject to the Covenants and shown as Commercial Property on any plat of survey recorded in the Public Records, as the same may be revised, modified or amended from time to time.

1.1.6 "Common Properties" means those certain common properties owned by the Association, which shall be comprised of both real property and personal property, and which shall include but not be limited to wilderness areas, clubhouses, recreational facilities, roads, and other portions of or interest in the Subdivision. Any real or personal property owned by the Association shall automatically become part of the Common Properties unless and until the Board of Directors of the Association designates such property as not being part of the Common Properties.

1.1.7 "Declarant" means the Association as successor-in-interest (except as otherwise provided in the documents by virtue of which the Association becomes such successor) to SP Cove Properties Corp., an Alabama corporation which itself was the successor-in-interest to Spanish Cove Corp. as Declarant under the Covenants.

1.1.8 "Covenants" means the Amended and Restated Declaration of Restrictive Covenants and Conditions Applicable to Spanish Cove Development and all amendments thereto filed of record in the Public Records, as the same may be revised, modified or amended from time to time.

1.1.9 “Developer” means any entity purchasing a tract of raw or undeveloped land within the Spanish Cove Subdivision with intent to construct streets, lay water and sewer lines, and build drainage facilities for the purpose of subdividing and selling individual lots, all with the approval of Baldwin County Planning Commission and POASC.

1.1.10 “Lot” means any subdivided parcel of land subject to the Covenants and shown as a numbered parcel for residential, mobile home or recreational vehicle use on any plat of survey recorded in the Public Records, as the same may be revised, modified or amended from time to time.

1.1.11 “Member” means any owner of one or more Lots in Spanish Cove, as reflected by a warranty deed or similar document of transfer of real estate recorded in the Public Records.

1.1.12 “Owner” means any person owning fee simple title to any Lot or any common, joint, or limited interest therein, as shown in the Public Records, subject to the following special rules:

1.1.12.1 The mortgagor, and not the mortgagee, of a lot shall be deemed the Owner of such property, unless the mortgagee is a “mortgagee in possession” following a default under such mortgage or has acquired fee simple title, or a portion thereof, to such property by foreclosure or a deed in lieu of foreclosure and has in writing so certified to Declarant and to the Association.

1.1.13 “Public Records” means the public real estate records of Baldwin County, Alabama filed and recorded in the Office of the Probate Judge of Baldwin County, Alabama.

1.1.14 “Subdivision” means all that real property lying, being and situated in that certain subdivision known as Spanish Cove Development, as described in and subject to the Covenants, as the same may be revised, modified or amended from time to time.

1.1.15 “POASC” means Property Owners Association of Spanish Cove.

ARTICLE II

Offices and Agent

Section 2.1 Registered Office and Agent. The Association shall maintain in the State of Alabama a registered office and shall have a registered agent whose business office is identical with such registered office. The registered agent shall be a resident of Alabama and shall be appointed by a resolution of the Board of Directors. (See Article IX Sect. 9.5, A2g.)

Board Adoption 5/22/97

ARTICLE III

Powers and Duties of the Association and Board of Directors

Section 3.1 Powers and Duties of the Association and Board of Directors. The Association, acting through the Board of Directors and Officers, shall have such duties and shall exercise such powers as are set forth in the Alabama Nonprofit Corporation Act, the Covenants, the Articles of Incorporation, and these Bylaws, together with such powers as the Association and the Board of Directors may reasonably require in order to perform and discharge all of their duties and responsibilities and to carry out the purpose of the Association.

Section 3.2 Powers of the Board of Directors.

- (a) To call special meetings of the Members whenever it deems necessary, and shall call a meeting at any time upon written request of 20% of the voting membership.
- (b) To appoint and remove all officers, agents and employees of the Association, prescribe their duties, fix their compensations, and require of them such security or fidelity bond as it may deem expedient.
- (c) To establish, levy and assess and collect the assessments or charges referred in Article XI Section 11.2 and 11.4 hereof. (See Covenants Sections 11.03 and 11.04)
- (d) To adopt and publish rules and regulations governing the use of common properties and facilities and the personal conduct of the Members and their guests thereon. See RULES & REGULATIONS COVENANTS, Section 10.04.
Revision 6/16/16
- (e) To exercise for the Association all powers, duties and authorities vested in or delegated to this Association, except those reserved for the Members in the Covenants, and elsewhere in the Bylaws.

Section 3.3 Duties of the Board of Directors.

- 1. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such is requested in writing by 20% of the voting membership, as provided in Article V Section 5.2, 5.3, and 5.4.
- 2. To assure accountability of all officers, agents and employees of this Association, and to see that their duties are properly performed.
Revision 1/23/03

- 3. To perform such other duties and functions as are set forth in these Bylaws.

E. To fix the amount of the assessment, in accordance with the Covenants for each assessment period at least thirty (30) days in advance of such date or period, as provided in Section 11.03 of the Covenants.

2. To prepare a roster of the properties and assessment of every owner subject thereto.

(d) To cause an appropriate agent to issue, upon demand by any persons, at a reasonable time and for a proper purpose, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of payment of any assessment therein stated to have been paid.

Revision 1/23/03

Section 3.4 Conflicts and Inconsistencies. If there are any conflicts or inconsistencies among the Alabama Nonprofit Corporation Act, the Covenants, the Articles of Incorporation, or these Bylaws, the provisions of the Alabama Nonprofit Corporation Act, as may be applicable, the Covenants, the Articles of Incorporation, and these Bylaws, in that order, shall prevail.

ARTICLE IV

Association Membership and Voting Rights

Amendments to Article IV require a vote of the membership.

Section 4.1 Membership. Every Owner shall automatically, and by virtue of such status as Owner, be a Member of the Association. Membership shall be automatic and shall be appurtenant to and may not be separated from ownership of any Lot. Transfer of record of the ownership of any Lot shall automatically transfer Membership in the Association, and shall become effective when the deed is recorded with the Judge of Probate for Baldwin County, Alabama, and payment of a transfer fee to the Association as determined by the Board of Directors.

Board Adoption – 5/22/97

Section 4.2 Voting Rights of Members. The voting rights of each Member with regard to matters submitted to the Members for a vote shall be determined as follows:

Section 4.2.1 Each Member shall be entitled to cast one vote for each full assessment such Member is required to pay with respect to the Lot(s) owned by such Member. The term “full assessment” shall for the purposes hereof mean the total annual assessment amount required to be paid by owners of Lots pursuant to Section 11.3 of the Covenants. Notwithstanding the foregoing, if any assessments required to be paid by a Member are past due as of the time the vote is being taken, such Member shall not be entitled to vote.

Revision 5/23/99

Section 4.2.2 When more than one person is the owner of a particular Lot, each such person shall not be entitled to a separate vote derived from such property but, rather, shall be required to join with such person’s co-owners in casting the vote attributable to such property, which vote must be cast as a unit, and not fragmented. If co-owners of a particular Lot cannot mutually agree on how their vote or votes shall be cast, no vote or votes shall be cast with respect to such property.

ARTICLE V

Members' Meetings

Amendments to Article V require a vote of the membership.

Section 5.1 Place of Meetings. Meetings of the Members may be held at any place within a 60-mile radius of Lillian, Alabama as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or if no place is so specified, at the registered office of the Association.

Board Adoption 5/22/97

Section 5.2 Annual Meetings. The annual meeting of Members shall be held on the first or second week of March, for the purpose of electing directors, voting on referendums as required by Article XIV, presenting the annual budget and transacting any and all business that may properly come before the assembly. See RULES & REGULATIONS, ARTICLE V, Section 5.2

Board Adoption 5/22/97

Revision 9/7/01

Section 5.3 Substitute Annual Meeting. If the annual meeting of Members is not held on the day designated in Section 5.2, election of Directors, voting on referendums as required by Article XIV, and any business which might properly have been acted upon at that meeting may be acted upon at any subsequent Member's meeting held pursuant to these Bylaws or held pursuant to a court order requiring a substitute annual meeting.

Revision 9/7/01

Section 5.4 Special Meetings. Special meetings of the Members or a special meeting in lieu of the annual meeting of the Members may be called at any time by the Chairman of the Board of Directors or by a majority of the Board of Directors. Special meeting of the Members or a special meeting in lieu of the annual meeting of the Members shall be called by the Association upon the written request of Members holding 20% or more of the number of votes cumulatively held from time to time by all Members.

Section 5.5 Notice of Meetings. Notice of each Members' meeting shall be delivered or provided by mail as the Board of Directors (or an authorized committee thereof) may from time to time determine, subject to the minimum requirements under the Alabama Nonprofit Corporation Act. Notwithstanding the foregoing, the notice of the meeting need not state the purpose or purposes of the meeting unless the purpose or purposes constitute a matter which the Alabama Nonprofit Corporation Act requires to be stated in the notice of the meeting. In the case of a special meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 5.6 Quorum. At all meetings of the Members as provided in Section 5.2, Section 5.3, and Section 5.4, ten percent (10%) of the Membership in person or represented by proxy shall constitute a quorum.

If a quorum is present, a majority of the votes which are properly voted at any meeting shall determine any matter coming before the meeting unless a different vote is required by the statute, by the Covenants, by the Articles of Incorporation or by these Bylaws.

The Members at a meeting at which a quorum is once present may continue to transact business at the meeting or at any adjournment thereof, notwithstanding the withdrawal of enough Members to leave less than a quorum. Notwithstanding the foregoing, for purposes of election of directors under Section 5.7.1 below, a quorum will be constituted by the voting by ballot or by Members holding at least 10% of the number of votes cumulatively held as of the time of such vote.

If the required quorum is not present at any such meeting, one or more subsequent meetings may be called, subject to ten (10) days written notice of each such subsequent meeting being provided to all Members; and the required quorum at any such subsequent meeting shall be one-half of the required quorum at the preceding meeting, provided that no such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

*Revision 1-9/7/01
Revision 2- 1/23/03
Revision 3- 03/21/13*

Section 5.7 Voting Procedures. The Association shall follow the voting procedures as prescribed in the RULES & REGULATIONS, ARTICLE V, Section 5.7.

Section 5.7.1 Election. The election of Directors by the Members shall be conducted in accordance with nomination and election procedures promulgated by the Board of Directors or by a duly authorized committee of the Board of Directors and approved by the Board of Directors. Such procedures shall provide that for each vote a Member is entitled to cast on issues to be voted on by the members of the Association, such member with assessments paid in full, shall be entitled to cast one vote, in person or by mail ballot, for each of the Director positions being elected, and one vote in person or by mail ballot for any referendum presented at that time. Cumulative voting shall not be permitted. The three (3) candidates receiving the most votes shall be elected, whether or not the number of votes cast for a candidate is a majority of the number of votes cast for such a Director position.

*Revision 1- 3/22/01
Revision 2-1/23/03
Revision 3-03/21/13*

Section 5.7.2 Term Limits. No member may serve on the Board of Directors for more than two (2) terms consecutively. A member who is appointed (See Section 6.7) to the Board when the remaining portion of the term to which he/she is appointed is more than fifty percent (50%) of that term, for purposes of this Section, will be considered as having

served for a term. A member who is appointed when the remaining portion of the term is less than fifty percent (50%) of that term will be permitted to stand for election and serve two (2) additional consecutive terms.

A Member of the Board who completes two consecutive terms may not serve on the Board of Directors before twelve (12) months after the second term expires.

Revision 3/22/01

Added back to By-Laws after noticing it's inadvertent removal.

As per request of and vote by Rules Committee on 1/4/16.

Section 5.8 Proxy. A Proxy is a limited power of attorney given by one Property Owner to another Property Owner, or the Board of Directors, and it is the written authorization for the bearer to represent that Property Owner at a Membership Meeting. The Proxy will be used to assist in establishing a quorum for the Annual Meeting.

1. The use of a Proxy is subject to Section 4.2.1.
2. Proxies are issued to POASC Property Owners who are in good standing, and have all assessments paid in full at the date of the voting. Only POASC members are entitled to vote or hold a Proxy.

Revision 1-9/7/01

Revision 2-1/23/03

Revision -03/21/13

Section 5.8.2 Voting. Mail Ballots and Proxy forms shall be sent to all Members of the Association on voting issues for which the Membership is entitled to vote.

1. By Proxy. Members may assign a Proxy as stated in Section 5.8. The Proxy will also be used in determining a quorum at the Annual Meeting and any called Special Membership Meeting.
2. By Mail Ballot. Mail Ballots shall be sent to all Members of the Association and are to be used for election of Members to the Board of Directors and for all referendum items.
3. In Person. For elections of the Board of Directors and for all referendum items voted on in conjunction with the annual Members Meeting or Special Members Meetings, eligible property owners may vote in person during voting hours designated by the Board of Directors.

Revision 1/23/03

Revision 2-03/21/13

Section 5.9 Presiding Officer. The Chairman of the Board of Directors, or in the absence of the Board Chairman, the Vice Chairman of the Board of Directors, shall serve as the chairman of every Members' meeting. The chairman shall appoint such persons as appropriate to assist with the meeting.

Revision 1/23/03

Section 5.10 Adjournments. When a quorum is once present to organize a meeting, any meeting of the Members may be adjourned by a majority of the Members present at the meeting to reconvene at a specific time and place notwithstanding the withdrawal of enough Members to leave less than a quorum. It shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 5.11 Action of Members Without a Meeting. Except as limited by the Alabama Nonprofit Corporation Act, any action required by the Alabama Nonprofit Corporation Act to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Members, may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof. Upon filing with the officer of the Association having custody of its books and records, such consent shall have the same force and effects as a unanimous vote of the Members at a special meeting called for the purpose of considering the action authorized.

ARTICLE VI

The Board of Directors

Amendments to Section 6.1, 6.2, 6.3 and 6.6 through 6.8 require a vote of the membership.

Section 6.1 General Powers. All powers of the Association shall be exercised by or under the authority of, and the business and the affairs of the Association shall be managed under the direction of the Board of Directors except as provided otherwise in the Alabama Nonprofit Corporation Act.

Section 6.2 Number. The number of Directors of the Association shall be nine (9), three (3) of whom shall be elected at the annual meeting each year. (See Section 5.7.1)

*Revision 3/22/01
Revision 11/28/11*

Section 6.3 Term. Each Director, except in case of death, resignation, disqualification or removal, shall serve from April 1 after the annual meeting at which he or she is elected until March 31, three years later or until his or her successor has been appointed. (See Sections 6.2 and 5.7.1) No director may serve more than two (2) terms consecutively. (See Section 5.7.2)

Revision 3/22/01

Section 6.4 Election of Members and Organization of the Board of Directors. The directors shall be elected in accordance with procedures adopted pursuant to Section 5.7.1. A Special Session of the newly constituted Board shall convene within ten (10) days after the election to elect officers (see Section 9.2). Every member of the Board of Directors shall serve either as an officer of the Board or an active member of a Standing Committee.

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.

Board adoption 7/23/98

*Revision 3/27/03
Revision 2/20/20*

Section 6.5 Legal or Professional Contacts. Section 6.5.1. In the conduct of POASC Business, The Chairman of the Board of Directors and the Operations Manager have the authority to contact ***POASC attorneys, certified public accountant or any other consultant or outside agency.***

All requests for contacts or periodic meetings with consultants by other Board members shall first be submitted in writing to the Chairman of the Board. Requests shall be limited to a specific subject(s).

The Chairman shall have the authority to grant or deny permission to make the requested contacts. All requests and any replies, letters, faxes or memos of conversation, shall be filed in the POASC office for reference.

Section 6.5.2. In the event permission for contact is denied by the Chairman of the Board, the board member may request ***a Meeting*** of the Board of Directors (See Section 7.3) to appeal to the board members to override the Chairman's action. A simple majority vote is required to override the Chairman's decision.

Revised 03/21/13

Section 6.6 Removal. Any individual director may be removed from office:

Section 6.6.1 Upon receipt of a petition signed by 20% of the Members of the Association in good standing requesting the removal of a Director, the Board shall cause such petition to be read at two consecutive regular Board meetings. If the Director is still serving after the second reading a mail ballot shall be required. A simple majority of the votes cast shall prevail, providing at least 20% of the Membership return a ballot; or

Section 6.6.2 In the event any member of the Board of Directors of this Association shall be absent from three consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 6.7 Vacancies. Except with respect to, the vacancies created and filled as provided in Section 6.2 above, a vacancy occurring in the Board of Directors may be filled for the unexpired term by the Chairman, subject to the approval of a majority of the Board. The Chairman shall consider as a possible appointment, among others, those who were unsuccessful candidates in the last previous election for the office of member of the Board of Directors.

Section 6.8 Compensation. Directors shall not receive any compensation from the Association for their services as directors.

Section 6.9 Committees of the Board of Directors. Standing Committees are constituted to perform a continuing advisory function and remain in existence permanently. The Board by majority vote may establish Standing Committees to research ideas and recommend action. These committees may also be abolished by a majority vote of the Board.

*Revision 9/24/98
Revision 2-3/27/03*

There shall be eight (8) standing committees, as follows:

1. Activities Committee
2. Communications Committee
3. Finance Committee (Assistant Treasurer will chair this Committee)
4. Nomination and Election Committee (The Board Secretary will act as a liaison to this Committee. Board members or anyone running for the Board of Directors shall not serve on this Committee. The Board Chairman is not an ex-officio member of the committee. Membership of this Committee shall be comprised of at least two residents from section of the Cove.)
5. Internal Review Committee (No Board Member or Employee shall be a member of the committee. The Board Chairman is not an ex-officio member of the committee.)
6. Plans, Development and Maintenance Committee
7. Roads, Drainage and Safety Committee
8. Rules and Administrative Committee

Board Adoption 11/13/97

Revision 3/27/03

Revision 6/28/11

Revision 7/18/13

Revision 12/10/21

Revision 2/18/2021

Revision 4/18/2024

Section 6.9.1 Organization Of Standing Committees. The Chairmen of all Standing Committees shall be appointed by the Chairman of the Board with the approval of the majority of the Board.

1. Each Standing Committee shall consist of a minimum of five (5) members and, with the exception of Activities and Nominating and Elections Committees, a maximum of twelve (12) members. Committees may continue to function on a temporary basis not to exceed two months, with fewer than five (5) members. Three members of the committee must be present to conduct business.

Revision 6/17/10

2. The Chairman of a Standing Committee shall be a Board member. The Vice Chairman is selected by the Committee Chairman, and is not required to be a Board member.
3. A Board Member may serve only on the committee that the Board Member chairs. Board members may attend committee meetings as guest. With the exception of those listed in 6.9.
4. Members of Standing Committees, serve on a yearly basis or until a replacement is appointed.
5. No Board member may serve on the Nomination & Election or Internal Review. The committees will meet as required.

Revision 12/10/20

Revision 4/18/2024

6. The Chairman of each Standing Committee shall be responsible for the appointment of the remaining members of the Committee. To the maximum extent practicable, the Chairman will appoint members from a cross-section of Spanish Cove property owners. POASC Members who serve on Committees must be in good standing while on the committee. The Chairman will also determine

the structure and frequency of meetings and is responsible for reporting all Committee activities to the Board of Directors. Committees will normally meet monthly, but will meet no less often than every other month.

7. Depending on the size and complexity, some committees may consist of several subcommittees. The subcommittees shall make no final decisions. All subcommittee proposals shall go to the standing committee for their approval.
8. The Board Chairman shall be an ex-officio member of all Standing Committees except as noted in Section 6.9.

Revision 11/13/97

Revision 2-3/27/03

Revision 3-7/18/13

Section 6.9.2 Standing Committee Requirements. All Committees having regular meetings and members as outlined in 6.9.1, with the exception of the Nominating and Elections and Internal Review Committees, must meet the following requirements:

1. Each Committee Chairman must maintain a roster of active members. That roster will be submitted to the Secretary of the Board of Directors in April of each year and will be updated as any changes occur.
2. Each Committee Chairman will publish a meeting agenda and submit it to the Chairman of the Board, Operations Manager, the Spanishcove.org Webmaster and all Board members at least three days in advance of the committee's scheduled meeting.
3. Committee Chairman will conduct a roll call or provide an attendance sign-in sheet for members and guests attending.
4. Each Committee Chairman will publish minutes of the committee's actions and recommendations to be included in the Board packet for the Regular Session. The minutes will include the roll call results or the sign-in sheet information and the results of all votes. The minutes will be submitted to the Board Chairman, the spanishcove.org Webmaster and the Operations Manager (for inclusion in the Board packets) as soon as possible after the meeting is conducted, but no later than Friday preceding the Regular Session of the Board, if practicable (Finance Committee excepted). Those minutes will be made available in time for distribution at the Regular Session.

Revision 11/17/16

5. Recommendations to the Board arising out of Committee action will be presented in the form of Motions in accordance with Robert's Rules. Recommendations that will result in changes to POASC Covenants, Bylaws, Rules & Regulations, Financial Policies and Procedures or Operating Procedures will be presented as Proposals, providing a justification for the change and the existing / proposed document language. Recommendations that will require expenditure of POASC funds, and all changes to POASC documents will ultimately require a formal Resolution.
6. At the discretion of the minority members of a committee, any issues not resolved or approved in committee may be presented by the standing committee chairperson to the Board of Directors with a request that spokesmen from both sides present the issues in question with alternatives and any pertinent discussion. The final direction/decision shall then be the decision of the Board of Directors.

Revision 7/18/13

Section 6.9.3 Committee Mission Statements

6.9.3.1 Activities Committee. The objective of the committee is to: Promote and encourage a sense of community within Spanish Cove by the use and enjoyment of our recreational and social amenities. Enhance and enrich the Spanish Cove experience.

6.9.3.2 Communications Committee. The purpose of the Committee is to inform the POASC membership and/or the public, of official POASC business and events and to ensure unified branding for Spanish Cove Communications. The UPDATE, Town Crier, www.spanishcove.org and www.facebook.com/spanishcovelillian are the official public voices for Spanish Cove and POASC. Any official information should be released through any or all of the aforementioned. The Communications Committee in cooperation with the Operations Manager produces the following:

1. UPDATE: The printed monthly publication to inform property owners of Spanish Cove about Committee and POASC Board actions and of social activities.
2. Town Crier: The official email notification to POASC members about official business and events around the Cove.
3. www.spanishcove.org: Official website containing pertinent and extensive information including official POASC documents.
4. Spanish Cove Welcome Packets: A compilation of information pertinent to daily life in Spanish Cove, distributed to new property owners.
5. www.facebook.com/spaniscovelillian: Official social media page to keep Spanish Cove residents and friends updated on a timely basis.

6.9.3.3 Finance Committee. It is the mission of this committee to efficiently complete all tasks assigned to it by the covenants, rules or board of the association, to review any and all matters of a financial nature involving the association, and to report regularly to the board and membership of the association the activities of the committee and any financial matters the committee deems relevant.

6.9.3.4 Nomination and Election Committee. This Committee shall be responsible for the Board of POASC and shall also handle any other election as directed by the Board of Directors.

Following the guidelines set forth in the POASC Bylaws Section 5.7.1, a slate of candidates for the office of Director shall be prepared in a timely fashion, with proper notices to the membership. In the election of Directors, as well as in all other POASC balloting, the Committee shall take all measures possible to protect the integrity of the ballot and ensure that an unbiased election is held.

The Secretary of the Board of Directors shall serve as the liaison between this Committee and the Board, Fulfilling certain duties as outlined in the Bylaws and the Rules and Regulations; however, no Board member shall be a member of this Committee.

Revision 4/18/2024

6.9.3.5 Internal Review Committee. The mission and duties of the Internal Review Committee are outlined in Section 323 of the POASC Accounting Policies.

6.9.3.6 Plans, Development, and Maintenance Committee.

Assure that current and future POASC facilities/structures/general use areas are adequately maintained and improved or replaced, when feasible.

Develop POASC Operating Procedures to cover activities of continuing task forces, study groups, or subcommittees established under the Committee which require joint participation with the office of the Operations Manager, and/or other Committees to include such things as the review and approval of POASC Building Permit Requests, POASC Variance Requests, environmental impact assessments, qualified contractors lists, standard contracts and awards, and maintenance.

Propose changes to Bylaws, Rules and Regulations, and Covenants to the Board, when analyses, studies, or assessments so indicate.

Assure that the maintenance and development of current and future property (homes/buildings/facilities/structures/general use areas, etc.) within Spanish Cove preserve and enhance the quality of the living environment of the POASC membership, and reflects careful consideration of the cost effectiveness and environmental impact of proposed projects or changes.

Provide information to the Board and the membership that will contribute to the enhancement or improvement of the quality of life in Spanish Cove.

Revision 12/10/20

Revision 6/19/25

6.9.3.7 Roads, Drainage and Safety Committee. Be aware of the needs of the Cove as pertains to the repair or replacement of paved drive areas and dirt areas such as Eagle trail and to also be away of all drainage issues.

Make recommendations and work in conjunction with the Operations Manager.

Appoint sub-committees as needed for projects.

Assure that the outside premises, amenities and buildings are maintained and meet general safety standards.

When necessary and/or at the request of management, investigate potential safety hazards and recommend a satisfactory solution.

Analyze and recommend safe and effective procedures for traffic control within Spanish Cove.

Maintain contact with the Spanish Cove Security Patrol and the Lillian Volunteer Fire Department.

Revision 2/18/2021

6.9.3.8 Rules and Administrative Committee. Recommend rules for the management of and regulations for the affairs of the corporation called the Spanish Cove Property Owners Association.

Study the need for change in the Covenants and Bylaws, and recommend any change to the Board of Directors.

Interpret the meaning or intent of existing Covenants and Bylaws.

When necessary and at request of management and/or Board of Directors, investigate the severity or extent of violations to the codes and recommend a resolution or enforcement procedure to the Board of Directors for final disposition.

Responsible for the organization, preparation, and modification of Operating Procedures relating to POASC employees and the Personnel Handbook. This responsibility will include, but is not limited to, compliance with Federal and State of Alabama statutes relating to fair labor practices. Additionally, periodic review of employee job descriptions and salary ranges, employee rules and regulations, employee disciplinary policy, employee performance reviews and operations management guidelines for handling day-to-day affairs with the employee staff. Responds in a timely manner to all other administrative and personnel matters properly referred to the committee for action.

In addition to the Personnel Handbook and Job Descriptions as listed above, committee responsibilities include the organization, preparation and modification of Operating Procedures relating to Natural Disasters Emergency Plan, Security Patrol, and General Policies, Procedures, Guidelines and Plans.

Section 6.10 Sub-Committees. The Chairman of the Standing Committee shall, when necessary, establish one or more subcommittees where more efficient committee actions will result. The Chairman shall appoint the subcommittee Chairman, who may be a non-Board Member, and together they shall appoint the remaining members of the subcommittee. All POASC Subcommittee Members must be in good standing throughout their tenure on the subcommittee.

The time and frequency of meetings is the responsibility of the Subcommittee Chairman who is also responsible to report the activities of the Subcommittee to the Chairman of the respective Standing Committee.

Revision 3/27/03

Section 6.11 Ad Hoc Committees. As a specific need arises, an Ad Hoc Committee may

be formed to carry out a specific task, at the completion of which the committee will be dissolved.

1. The Chairman of the Board of Directors may establish an Ad Hoc Committee to perform a specific task that by magnitude is too large for the normal Committee or is of such a nature that does not fall within the scope of one of the Standing Committees. The Chairman of the Board shall appoint the Chairman of the Ad Hoc Committee, who may be a non-Board Member.
2. The Chairman of the Ad Hoc Committee shall be responsible for establishing the agenda and frequency of meetings and is responsible for reporting Committee activities to the Chairman of the Board.

Revision 3/27/03

Section 6.12 Complaints. It shall be the duty of each Board member to receive complaints or suggestions from Members on any matter involving POASC functions, duties and activities within their field of responsibility. The Board member shall dispose of such complaints or suggestions as he or she deems appropriate or refer them to such other Committee Chairman or the Board of Directors. A copy of written correspondence regarding these matters shall be distributed to each Board member and a copy placed in the property file.

Board adoption 11/13/97

ARTICLE VII

Meetings of the Board of Directors

Section 7.1 Types of Meetings. All meetings except Executive Meetings are open to the Membership. The Board of Directors may hold the following types of meetings: Regular, Special, Executive, Working, Public Hearing and Workshop.

Revision 1/23/03

1. Regular Meetings. Regular Meetings of the Board of Directors shall be held a minimum of once monthly, provided the Board of Directors may adopt another regular meeting time and date in addition. All regular meetings shall be open to all Members. The date, time, and place of each regular meeting shall be published in advance, as a reminder to the Members.

The Board of Directors may adopt such regulations as it deems appropriate regarding such matters as the publication of notices, the taking and reading of minutes, the order of business, the proper handling of recommendations submitted to the Board of Directors by Members, and the allowing of Members who are not Directors an opportunity to speak at the meeting.

Board Adoption 9/7/01

Revision 1/23/03

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors or by any three (3) directors in office at that time. Special meetings shall be convened to consider only the issue stated in the notice. The Membership may attend, but formal notification is not required.

Revision 1/23/03

3. Executive Session Meetings. The Chairman of the Board of Directors may call for an executive session for such purposes as litigation or potential litigation, personnel matters, real estate transactions, sensitive property owner issues, Board appointments and impropriety of a Board member. No other official business may be transacted at an Executive Session. Attendance at an executive session shall be limited to members of the Board of Directors, the Operations Manager, any individual necessary for the conduct of the business at hand, and the Recording Secretary. Any person other than the Board may be excused at the pleasure of the Board.

Board Adoption 3/14/00

Revision 3/10/11

Revision 7/18/13

4. Working Session Meetings. Meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors for the purpose of transaction of any business of the Association. Members of the Association may attend working sessions as spectators and may be permitted to speak by the Chairman of the Board as specified in the current Rules of Procedure.

Revision 1/23/03

5. Public Hearing Meetings. A public hearing shall be held whenever deemed appropriate by the Board of Directors for such purpose as reporting to the Membership regarding a matter of general interest. The date, time, and place of the meeting shall be published in advance, and a public hearing shall be open to all Members. Members of the Association shall be permitted to speak and question members of the Board at such meeting regarding the purpose for which the public hearing meeting has been called.
6. Workshop. Workshops shall be convened to inform or educate the Board of Directors. No official business shall be conducted at this type of Workshop. These Workshops are not necessarily open to the Membership.

Board Adoption 1/23/03

Section 7.2 Place of Meetings. Directors may hold their meeting at any place within Baldwin County in the State of Alabama as the Board of Directors may from time to time establish for regular meetings or as set forth in the notice of special meetings or public hearing meetings.

Section 7.3 Notice of Meetings. No notice to any Director shall be required for any regularly scheduled meeting of the Board of Directors of the Association unless the meeting has been rescheduled from the regular time and/or date. Unless waived as contemplated in Section 8.2, the Chairman of the Board of Directors, the Secretary of the Association, any director or their designee shall give notice to each Director of each Special Meeting, Public Hearing Meeting, Executive Meeting or Workshop, stating the time, place and purpose(s) of the meeting. Such notice may be given by mailing a notice of the meeting by electronic mail (e-Mail), by telephone or by personal delivery at least 24 hours before the time of the meeting. If notice is given by e-Mail the recipient must acknowledge receipt by telephone, in person or by return e-Mail. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Revision 1/23/03

Revision 6/17/10

Section 7.4 Quorum. At meetings of the Board of Directors, a majority of the Directors currently filling positions shall constitute a quorum for the transaction of business.

Revision 1/23/03

Revision 9/17/09

Section 7.5 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7.6 Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation in a meeting pursuant to this Section 7.6 shall constitute presence in person at such meeting.

Teleconferencing is not intended as a regular substitute for a Director's personal attendance at scheduled meetings. Teleconferencing may be used only under exigent circumstances, such as illness of a Board member or unavoidable travel away from home; and may also be used in circumstances where the absent member's participation is needed to establish a quorum for the meeting and/or a vote.

Arrangements for attendance by teleconference must be made in advance and approved by the Chairman or Vice Chairman, and are subject to the availability of suitable equipment to support the teleconference.

Revision 5/21/09

Section 7.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto shall be signed by all the directors, and if such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 7.8 Adjournments. If a quorum is present, a meeting of the Board of Directors may be adjourned to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Revision 1/23/03

ARTICLE VIII

Notice and Waiver

Section 8.1 Procedure. Whenever these Bylaws require notice to be given to any Member or director, the notice shall be given as prescribed in these Bylaws. Except when these Bylaws expressly provide otherwise, notice shall be given either personally or by first-class mail, or other written communication, charges prepaid, addressed to each Member or director at the address of that Member or director appearing on the books of the Association. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. (See Section 5.5 and 7.8)

Section 8.2 Waiver. Except as limited by the Alabama Nonprofit Corporation Act, whenever any notice is required to be given to be given to any Member or director by law, by the Covenants, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Member or director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE IX

Officers

Section 9.1 Number. The executive officers of the Association shall consist of a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. All the aforementioned officers shall be members of the Board of Directors. Additionally, the Chairman of the Board of Directors will be designated Chief Executive Officer (CEO) of the Association, and the Operations Manager will be designated as the Chief Operating Officer (COO). The Board of Directors may from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Association.

Revision 08/15/13

Section 9.2 Election and Term. Within ten (10) days following the annual election, a special session shall be held for the purpose of electing new executive officers.

The secretary holding office just prior to the election shall, within five (5) days notify the newly constituted Board of the time and place of the special session. The outgoing secretary shall preside over the special session. Members of the association may attend, but shall not participate in the proceedings.

Voting for all officers shall be by written ballot unless only one person has been nominated for an office. In that case, a motion for the Secretary to cast the ballot is in order. Only the members of the new Board shall be eligible to cast ballots for such officers.

The new officers shall assume their duties and responsibilities on April 1 and serve until March 31 of the following year or until their resignation, removal, retirement or disqualification.

Revision 9/23/99

Revision 2-3/27/03

Section 9.3 Compensation. The executive officers of the Association shall not be compensated by the Association.

Section 9.4 Removal. Any agent, employee or POASC officer, elected or appointed, or employed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the Association will be served thereby. (See Section 6.6 Removal of Board Members).

Board Adoption 3/12/98

Section 9.5 Duties and Responsibilities of Officers

A. Chairman of the Board.

To comply with Section 10-3A-41 of Alabama Nonprofit Corporation Act, which requires a nonprofit corporation have a president, the Chairman of the Board shall also be the President of the Association.

1. The Chairman of the Board of Directors is the chief executive officer of the Association and has general supervision of the business of the Association.
2. The Chairman of the Board of Directors shall:
 - a. Call meetings of the Members and the Board of Directors to order and act as chairman of such meetings.
 - b. See all orders and resolutions of the Board of Directors are carried into effect.
 - c. Act as an ex-officio member of all committees except as determined by the Board of Directors or these By-laws. As ex-officio member of a Committee, the Chairman does not vote, is not obligated to attend meetings and is not counted in determining if a quorum is present.
 - d. Write an informative monthly column for the POASC newsletter.
 - e. Serve as Chairman of an Evaluation Committee to evaluate the Operations Manager. Evaluation Committee to consist of Chairman, Treasurer, Plans, Development and Maintenance Chairman, and two (2) POASC Board Members selected at the discretion of the Chairman.
 - f. Shall present Rules of Procedure for adoption as soon as possible after election.
 - g. Shall serve as the Registered Agent of POASC as required by Article II.

Board Adoption 9/23/99

Revision 3/28/05

3. The Chairman of the Board of Directors, subject to the approval of the Board, shall:
 - a. Appoint persons to fill vacancies on the Board of Directors.
 - b. Appoint a member of the Board of Directors to chair each standing committee of the Board of Directors except those prohibited in Section 6.9.
 - c. Establish special ad hoc committees and appoint the chairman of such committees.
 - d. Appoint an individual to act as Regional Concerns Liaison to the Board of Directors. The appointee need not be a member of the Board.

Revision 7/18/13

4. The Chairman of the Board of Directors shall perform such other duties as the Board of Directors may direct from time to time.
5. Chair is required to serve a minimum of one year as a board member before being considered for Chair of the Board of Directors.

Revision 3/21/24

B. Vice Chairman of the Board

To comply with Section 10-3A-41 of the Alabama Nonprofit Act, which requires that a nonprofit corporation have one or more vice presidents, the Vice Chairman of the Board shall also be the Vice President of the Association. The Vice Chairman:

1. Shall, in the absence or disability the Chairman, or at the direction of the Chairman,

perform the duties and exercise the powers of the Chairman.

2. Shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

C. Secretary

To comply with Section 10-3A-41 of Alabama Nonprofit Corporation Act, which requires that a nonprofit corporation have a secretary, the Secretary of the Board shall also be the Secretary of the Association.

1. General Duties

- a. Shall keep accurate records of the acts and proceedings of all meetings of Members and Board of Directors.
- b. Shall be responsible for the custody of the corporate books, records, contracts and other documents.
- c. Shall affix the corporate seal, when required, to any lawfully executed documents and shall sign such instruments as may require the Secretary's signature.
- d. Shall be responsible for giving all notices required by law or these Bylaws.
- e. Shall perform whatever additional duties and have whatever powers as the Board of Directors may from time to time assign.

2. Board Duties

- a. Shall work with the Recording Secretary to assure proper minutes are taken of all meetings. The Recording Secretary shall be employed by and report to the Operations Manager.
- b. Shall keep a record of motions made, the resolutions of the motions and notify the presiding officer of the ayes and nays.
- c. From a review of the minutes of board meetings, shall apprise the Chairman of the Board of unfinished business
- d. Shall see materials distributed at meetings are provided to absent board members.
- e. Shall insure the accuracy of the minutes of each meeting as prepared by the Recording Secretary.
- f. Shall be responsible for the reproduction and distribution of the minutes to each member of the Board of Directors prior to the meeting at which they will be approved.
- g. Shall distribute the approved minutes to the POASC office, the clubhouses and tennis court bulletin board for viewing by POASC members. Additional copies shall be placed in POASC files as indicated in the Operating Procedures manual.
- h. Shall keep a list of actions of the Board of Directors on a monthly basis to be presented at the Annual Meeting.

3. Election Duties

- a. Shall see the procedures of election are performed by the Nomination and Election Committee and act as liaison between the committee and the Board of Directors.
- b. Shall present to the Nomination & Election Committee the names of

Board members whose terms have expired, members not eligible to be a nominee due to serving two consecutive terms and the state of the remaining members.

- c. Shall call all nominees and Board members to inform them of the election results as soon as possible after receiving the officially signed tally from the Chairman of the Nomination and Election Committee.
- d. Shall post election results at the clubhouses, the tennis court bulletin board, the Administrative Office and publish in the POASC Update.
- e. Shall be present as an observer, should a recount be necessary.
- f. Shall certify to the Board of Directors the results of the election and/or recount.

4. Board Organization Duties

- a. Within five (5) days after the election, shall notify holding directors and newly elected directors the time and place at which a Special Session meeting will be held for the purpose of organizing the Board. (See 6.4)

Revision 3/10/11

- b. Shall preside at the organizational meeting until the election of officers has been accomplished, at which time the new chairman of the Board shall assume the chair.
- c. As outgoing secretary shall provide the Board Chairman with a copy of the Rules Procedure for adoption as soon as possible after election.
- d. Shall serve as Board Secretary until the conclusion of the organizational meeting.

5. Duties for Other Voting

- a. Shall notify the Board of Directors the outcome of the balloting in the event a vote of the membership is necessary for reasons other than the election of members of the Board of Directors.
- b. Shall post the results at the clubhouses, the tennis court bulletin board, the Administrative Office and publish in the POASC Update.

6. Appeals Duties

- a. Shall make all notifications to the alleged violator/owner in the appeals process.
- b. Shall see the minutes, records and reports of the appeal are made a part of the owner's file.
- c. Shall see that individual property owners are notified of Board action when it directly affects their property, i.e. Disability accommodation, liens, variances.

*Revision
3/27/03*

D. Assistant Secretary.

- 1. In the absence of the Secretary, shall perform the duties and exercise the powers of the office.
- 2. Shall perform whatever duties the Board of Directors may from time to time assign.

E. Treasurer

To comply with Section 10-3A-41 of the Alabama Nonprofit Corporation Act, which requires that a nonprofit corporation have a treasurer, the Treasurer of the Board shall also be the Treasurer of the Association. The Treasurer:

1. Shall be an advisory member of the Finance Committee.
2. Shall be responsible for the custody of all funds and securities belonging to the Association and for the receipt, deposit or disbursement of such funds and securities under the direction of the Board of Directors.
3. Shall cause full and true accounts of all receipts and disbursements to be maintained and shall make such reports of the same to the Board of Directors upon request.
4. Shall cause a monthly financial report, prepared in accordance with accepted accounting practice, to be presented to the Board of Directors each month, and this report will be made available to the Membership.
5. Shall cause an annual budget to be prepared for presentation to the Board of Directors in December for the next fiscal year.
6. Shall cause an audit to be performed on an annual basis by a Public Accountant or a Certified Public Accountant licensed in the state of Alabama.
7. Shall cause a periodic review of the annual budget.
8. Shall perform all duties as may be assigned to him or her from time to time by the Board of Directors.

Board Adoption 7/23/98

Revision 3/27/03

F. Assistant Treasurer

1. In the absence of the Treasurer shall perform the duties and exercise the powers of the office.
2. Shall perform whatever duties the Board of Directors may from time to time assign.

G. Bonds

The Board of Directors shall require any and all the officers, agents or employees of the Association to give bonds to the Association at the expense of the Association, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Board Adoption 3/12/98

H. Disposal of Complaints (See Section 6.12 page 14)

I. Hiring an Operations Manager

Outline for hiring a new manager after a vacancy occurs:

1. A Temporary Manager is appointed to fill the vacancy by the Chairman with the advice and consent of the POASC Board of Directors.
2. The POASC Executive Officers meet and establish criteria for the advertisement and the advertising market for a replacement Manager, such as, but not limited to, the Internet, General Circulation Newspapers, Professional Organizations, present employees etc.
3. The Manager Selection Committee chosen by the Chairman and composed of two Officers and two Directors is formed to receive and evaluate the candidate resumes.
4. All resumes are recorded when received and forwarded to the Manager Selection Committee.
5. The resumes are read, evaluated and scored by the Selection Committee members by any reasonable method determined by the committee.
6. A compilation of the evaluations is reviewed by the committee (see file for attachments) and from qualified candidates the top candidates are selected for interview. (See file for sample packet sent to top candidates)
7. Interviews by the Manager Selection Committee determine the final candidate(s) of which there will be no more than three, and at this time the top candidates will be asked to fill out an application form.
8. The board, with a quorum present, will have the option of interviewing one or more of the final candidates and may choose by majority vote to accept one candidate. When the most suited applicant has been determined, the Chairman will meet with the applicant and negotiate salary and benefits within the guidelines agreed upon by the board. Subsequent to successful negotiations the Chairman will present a formal written offer of employment contingent upon a successful background check and drug test. When all conditions have been met and the offer has been accepted the results of the candidate selection will be released to the membership.
9. Roberts Rules of Order will prevail throughout the entire hiring process.

Added 11/21/13

ARTICLE X

Indemnification

Section 10.1 Power to Indemnify Generally. The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Association), by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 10.2 Power to Indemnify in Actions By or In the Right of the Association. The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 10.3 Mandatory Indemnification Against Certain Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 or 10.2 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in

connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Section 10.4 Procedures for Indemnification. Any indemnification under Sections 10.1 or 10.2 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 or 10.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the Members.

Section 10.5 Advance of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action suit or proceeding may be paid by the Association in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 10.4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Association as authorized in this Article X.

Section 10.6 Article X Is Not Exclusive. The indemnification authorized by this Article X shall not be deemed exclusive of and shall be in addition to any other right (whether created prior or subsequent to the adoption of this Article X) to which those indemnified may be entitled under any statute, rule of the law, provisions of articles of incorporation, bylaw, agreement, vote of Members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.7 Insurance. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article X.

Section 10.8 Amendment of this Article X. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, Article X shall not be amended to limit or adversely affect in any respect the protection offered in this Article X to any person who was a director or an officer, employee or agent of the Association prior to such amendment.

Section 10.9 Effects of Merger or Consolidation. For purposes of this Article X, referenced to “the Association” shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation so that any person who is or was a director, officer, employee or agent of such merging or consolidating corporation, or is or was serving at another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article X with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

ARTICLE XI

Assessments

Amendments to Article XI require a vote of the membership.

Section 11.1 Creation of Lien. Each Owner, by acceptance of a deed conveying ownership of a Lot, is deemed to be subject to the covenants of and agrees to abide by the terms, conditions and requirements of the Covenants, the Articles of Incorporation, these Bylaws and the rules and regulations promulgated by the Board pursuant hereto, and assumes the obligation to pay to the Association annual and special assessments as provided for herein. Such assessments shall constitute a lien as provided in Section 11.01 of the Covenants.

Section 11.2 Purpose of Annual Assessments. The annual assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the Owners and residents in the Subdivision and, in particular, for the acquisition, improvement, repair, replacement, maintenance, use and operation of the Common Properties and to pay for the services that the Association is authorized to provide, including, but not limited to, payment of taxes and insurance; repairs, replacement, and additions to the Common Properties; and payment of the cost of labor, employees, agents, accountants, attorneys, equipment, material, management and supervision, necessary to carry out its authorized purposes.

Section 11.3 Determination of Annual Assessments. Pursuant to and subject to the terms and conditions of Section I of the Covenants, the Board of Directors of the Association shall prepare a proposed budget to determine total annual assessments for each fiscal year. Thereafter and prior to the annual meeting, as provided in Section 5.2, at such time and place as may be determined by the Board, such proposed assessments and the financial basis for the proposed assessment shall be presented to the Membership for comments thereon. After hearing and considering such comments, the Board shall fix for the next fiscal year the annual assessment required to fund the budget of the Association. No annual assessment increase of more than five percent (5%) plus the cost of living as determined by consumer price index (CPI) is permitted in any given year. In that regard, the Board of Directors shall determine the terms of payment of such assessments and may provide for monthly, quarterly, or semi-annual payment due dates for the annual assessments in lieu of an annual payment date, provided that the Owners are given 30 days prior notice of any change.

Section 11.4 Special Assessments. The Board of Directors of the Association may levy special assessments, payable on the same basis as the annual assessment, for emergency and other repairs required as a result of storm, fire, natural disaster and other casualty loss.

Section 11.5 Capital Improvements and Loans. The Board may approve any construction, improvement, acquisition or disposition of real property which does not exceed five percent (5%) of the Annual Budget, exclusive of Garbage Billings, Impact Fees and Buy-in Fees, as approved by the Board of Directors and presented to the members at the Annual Meeting. Such proposal shall include a method of funding and shall be read at two consecutive regular Board meetings prior to Board voting.

Any construction, improvement, acquisition or disposal of real property which exceeds five percent (5%) of the Annual budget, exclusive of Garbage Billings, Impact Fees and Buy-in Fees or the obtaining of any loans exceeding five percent (5%) shall need approval of the membership after the approval of the Board.

Any vote required by the section shall require a mail ballot or a vote at the Annual Meeting. A simple majority of the votes cast shall prevail, providing at least ten percent (10%) of the membership return a ballot, vote in person or by proxy.

Such proposal shall include a method of funding and shall be read at two consecutive regular board meetings prior to board voting.

Board Adoption 3/12/98

Revision 1/23/03

Revision 1/15/15

11.5.1 For Capital Improvement expenditures below the 5% threshold, withdrawal or transfer shall be authorized by two-thirds (2/3) vote of Board members attending, in accordance with Section 7.5 of this declaration and Roberts Rules of Order, Newly Revised. Withdrawal or transfer also requires previous notice, which means that notice of the withdrawal or transfer proposal must be announced at the preceding Regular Meeting or must be included in the “call” of the Special Session at which it is to be considered.

Investments or changes in investments which constitute a transfer of funds within the account shall be authorized by a majority vote of the Finance Committee. Investments authorized shall be Bank Certificates of Deposit insured under FDIC and/or obligations issued and guaranteed by the United States Government, to include GNMA securities.

Board Adoption 3/21/13

Section 11.6 Asset Repair and Replacement Fund. The Asset Repair and Replacement Fund shall be used only for the repair and replacement of capital items in the reserve plan. The Board of Directors shall establish a schedule of items to be covered by this Fund, shall escrow moneys accordingly and shall authorize payment from the Fund only for items so covered.

Withdrawal shall be authorized by two-thirds (2/3) vote of Board members attending, in accordance with Section 7.5 of this declaration and Robert’s Rules of Order, Newly Revised. Withdrawal also requires previous notice, which means that notice of the withdrawal proposal must be announced at the preceding Regular Meeting or must be included in the “call” of the Special Session at which it is to be considered.

Investments or changes in investments which constitute a transfer of funds within the account shall be authorized by a majority vote of the Finance Committee. Investments authorized shall be Bank Certificates of Deposit insured under FDIC and/or obligations issued and guaranteed by the United States Government, to include GNMA securities.

Revision 1- 4/01/04

Revision 2-03/12/11

Revision 3- 3/09/13

Section 11.7 Legal Contingency Fund. The Legal Contingency Fund shall be restricted to use for unforeseen legal expenses in excess of those which are budgeted for purposes such as legal retainer fees and routine legal inquiries. The fund shall be limited to 5% of the annual Operating Budget.

Withdrawal or transfer shall be authorized by two-thirds (2/3) vote of Board members attending, in accordance with Section 7.5 of this declaration and Roberts Rules of Order, Newly Revised. Withdrawal or transfer also requires previous notice, which means that notice of the withdrawal or transfer proposal must be announced at the preceding Regular Meeting or must be included in the “call” of the Special Session at which it is to be considered.

Investments or changes in investments which constitute a transfer of funds within the account shall be authorized by a majority vote of the Finance Committee. Investments authorized shall be Bank Certificates of Deposit insured under FDIC and/or obligations issued and guaranteed by the United States Government, to include GNMA securities.

Adopted 03/09/13

ARTICLE XII

Rules and Regulations

Amendments to Article XII require a vote of the membership.

Section 12.1 Establishment. The Board of Directors may establish rules and regulations concerning the use of individual lots and of Common Properties and facilities located thereon. Such rules and regulations adopted by the Board of Directors may include, without limitation, the fixing of fees or other charges for the use of any of the recreation facilities in the Common Properties. The text of such rules and regulations shall be furnished by the Association to each Owner prior to the effective date thereof. Such rules and regulations shall be binding upon the Owners and their families, guests, tenants and visitors until and unless such rules or regulations are specifically overruled, canceled, or modified, subject to the Covenants.

Section 12.2. Board Proposals. The Board of Directors by majority vote may establish, amend or abolish rules and regulations. The text of such rules, regulations, amendments, or abolishment shall be written by the Rules Committee and read at a Regular Board Meeting. Comments on the proposal, both written and oral, from the Membership shall be received and considered prior to consideration by the Board at the next Regular Meeting.

Revision 8/23/01

Section 12.3. Membership Proposals. Individual members in good standing may initiate proposals to amend, alter, repeal or adopt new Rules and Regulations.

Revision 8/23/01

Section 12.3.1 Initiating procedures. The originator/s of the proposal shall, in writing, present their proposal for the Board of Directors' consideration. This is the primary procedure for prompting Board action or for resolving members' concerns. The proposal must be reviewed by the Rules Committee. The originator/s of the proposal shall be invited to attend the Rules Committee review wherein any suggestions for changes which may make the proposal more acceptable may be negotiated. The Rules Committee recommendation will be presented to the Board at their next meeting. The Board must consider the proposal and Rules Committee recommendation prior to voting on the proposal at the next Regular meeting on the proposal. If the majority vote is affirmative, the Membership Proposal shall be adopted and become part of the Rules and Regulations.

Revision 8/23/01

Section 12.3.2 Petitioning. If the Board does not adopt the Member Proposal, a petition may be initiated. In order for a petition to be certified, it must contain signatures of twenty percent (20%) of the members of the Association in good standing as of the date the petition is presented to the Board. Only one signature for each assessment is

allowed. The Board may, after receiving the certified petition, vote to adopt the petition at which time it would become part of the Rules and Regulations.

Revision 9/7/01

Section 12.3.3. Membership Voting on Petition. If the Board of Directors rejects the certified petition, it shall become the basis for a referendum to be voted on together with the next election of Directors. (See Rules and Regulations Article V Section 5.7) If the petition receives a majority vote, it is adopted and becomes a part of the Rules and Regulations.

Revision 9/7/01

Section 12.4 Enforcement of Rules and Regulations. Subject to the provisions of Section 12.1 hereof, the Board shall have the power, upon the violation of the Covenants, the Bylaws or any Rule and Regulation duly adopted hereunder, (i) to impose reasonable monetary fines which shall constitute a lien upon the property of the owner guilty of such violation. This lien shall be enforceable in a like manner to the lien for assessments provided for in the Covenants, (ii) to suspend an owner's right to use facilities within the Common Properties other than roadways for access, ingress, and egress to and from such Owner's property, (iii) to suspend the owner's right to vote in the Association, or (iv) to be refused process of application for permits or variances; and the Board of Directors, by majority vote, shall have the power to impose all or any combination of these sanctions. Any such suspension of rights may be for the duration of the infraction and for any additional period thereafter, which additional period shall not exceed thirty (30) calendar days.

Revision 9/7/01

ARTICLE XIII

Miscellaneous

Section 13.1 Inspection of Books and Records. As required by Alabama Code Section 10.3A-43, Books and Records, any matters of record which are on file in the POASC Office shall be made available for review in that office by POASC members. POASC shall have power to fix reasonable rules and regulations not in conflict with the applicable law for the inspection of accounts, books and records which by law or by determination of the Board of Directors shall be open to inspection.

Ten percent (10%) of the Membership may petition the Board of Directors for an audit of all or any part of the Association's records and said petitioners shall bear the cost for same for which they shall give bond. Such an audit shall be performed by a Public Accountant or a Certified Public Accountant licensed in the State of Alabama.

Protected information may include but not necessarily be limited to the following items:

1. Any and all personnel records
2. Any documents or materials protected by the attorney-client privilege or the attorney work product
3. Names of POASC members delinquent in payment of assessments, in those cases where liens have not been filed
4. Executive Board meetings minutes and/or tapes.

Any request for information which has been denied may be appealed in writing to the Board for that particular item. The Secretary of the Board of Directors shall notify petitioner by certified mail, within five (5) working days of Board's decision.

Fees may be assessed for services including, but not limited to, document copying and research time. Refer to Operating Procedures, Section VII A Inspection of Documents and Records.

Board adoption 12/11/97

Section 13.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Association and to change the same from time to time as it deems appropriate.

Section 13.3 Seal. The Association shall at all times have a corporate seal, the form of which may vary from time to time, provided that each such form shall be an "approved form" as hereinafter defined. The collection of "approved forms" for the corporate seal shall at any time consist of the form of a circle within which are inscribed the words Corporate Seal and any other form or forms previously approved by the Board of Directors. Any person authorized to affix the corporate seal to any document shall be and hereby is authorized to select the corporate seal from among the collection of authorized forms at such time, and the form so selected shall thereupon constitute the corporate seal until an alternative approved form has been selected. Affixation to any document of any approved form so selected, by any means whatever (including without limitation hand drawing, imprinting by means of a raised stamp and ink, or producing a raised or

depressed image by mechanical means), shall for all purposes constitute affixation thereto of the corporate seal of the Association.

Section 13.4 Parliamentary Procedure. All questions of parliamentary procedure shall be governed by the Articles of Incorporation of the Association or by these Bylaws, if applicable. Where not applicable, Robert's Rules of Order - Newly Revised by Gen. Henry M. Robert, current edition, shall govern.

Revision 6/17/10

ARTICLE XIV

Amendments

Amendments to Article XIV require a vote of the membership.

Section 14.1 Power to Amend Bylaws. Except as provided in the Articles of Incorporation and in Section 10.8 above and Section 14.2 below, the Board of Directors shall have power, utilizing the procedures specified in Section 14.3 below, to alter, amend or repeal these Bylaws or adopt new Bylaws. Cosmetic changes including formatting, punctuation, and changes in Article and Section numbers are allowed in any Article and Section, provided there is no change to the content of the Article or Section without a referendum vote. Any Bylaws may be altered, amended or repealed, and new Bylaws adopted by the Members (except as provided in the Articles of Incorporation and in Section 10.8 above) as specified in Section 14.4 below.

Revision 9/07/01

Section 14.2 Changes Requiring Referendum Balloting. A referendum to be voted upon at the Annual Meeting concurrent with the election of Directors as provided for in Article V Sections 5.2, 5.3, 5.6 and 5.7.1 above, is required for:

1. Any change/s or repeal of Article IV; Article V; Article VI Sections 6.1, 6.2 and 6.3 and 6.6 through 6.8; Article XI; Article XII; and Article XIV.
2. Any new Bylaw shall require a referendum vote and shall state whether a referendum vote is required to amend.

Revision 9/7/01

Section 14.3 Board Procedures. Action by The Board of Directors with respect to Bylaws shall be taken by an affirmative vote of not fewer than a majority of the number of Directors of the Association specified in Section 6.2 above. The Board of Directors shall not vote on any change in the Bylaws before a reading of the proposed changes before two (2) consecutive Regular Board Meetings, at which the comments of Members, both written and oral, on the proposed changes will be received and considered. If the proposed change/s are approved but will effect those Bylaws specified in Section 14.2 above, the proposal will be given to the Nominating and Elections Chairman for inclusion in a referendum at the Annual Meeting. All other proposals take effect immediately. (See RULES & REGULATIONS, pertaining to Bylaws, Article V Section 5.7.

Revision 9/7/01

Section 14.4 Membership Procedures. Upon receipt of a Membership Petition certified to have been signed by twenty percent (20%) of Members in good standing, requesting specific change/s to the Bylaws, or requesting adoption of a new Bylaw, the Board shall

forward the requested change/s to the Nominating and Election Committee for inclusion with any other proposed change/s for the referendum at the next Annual Meeting. (See Article V Section 5.2, 5.3 and/or 5.6 above.) (See Rules pertaining to the Bylaws Article XIV Section 14.4)

Revision 9/7/01

Section 14.5 Voting Procedures. Referendum voting shall follow the Procedures specified in Rules and Regulations pertaining to the Bylaws, Article V Section 5.7. A referendum for which a majority vote is received of those cast shall take effect immediately.

Revision 9/7/01

ARTICLE XV

Developer

Section 15.1 Ingress and Egress. The Developer has the right to use the Common Properties, including the roads, bridges, and the land upon which same are situated, for ingress and egress to and from all the real property conveyed to the Developer and for ingress and egress to and from existing amenities and to such amenities as the Developer may construct or develop.

Section 15.2 Roads. The Association shall accept all future roads constructed by the Developer in the course of development of the real property conveyed to the Developer along with responsibility for maintenance of same on the same terms as the existing roads conveyed to the Association as part of the Common Properties; provided that all such future roads shall be built to the standards as adopted by the Baldwin County Highway Department for paved roads and that the plans and specifications for the construction if required by such Department.

Section 15.3 Common Properties. The Common Properties shall be maintained in conformity with the standards required by the Association.

Section 15.4 Acquisitions from Previous Owner. Each Owner who becomes the Owner of a Lot by acquiring same from the previous Owner shall be treated by the Association as a Member having the same rights and privileges as any other Member in good standing in the Association.

Section 15.5 Land Use by Association. The Association shall not, notwithstanding its authority under Section II-A of the Covenants, erect and use any structure on any Lot owned by a Developer.

Section 15.6 Covenant Distribution. Every seller of property in Spanish Cove, either by owner, by builder (developer), or by professional agency, shall be responsible for providing every buyer with a copy of the POASC Covenants and By-Laws, latest edition, at or before sale closing.

If requested, POASC will provide, at no cost, one set of said documents to any new property owner after payment by the requesting party, of one or more assessments.

The foregoing BYLAWS, adopted April 23, 1992, are reprinted with amendments prepared and presented from time to time by the Rules Committee, PROPERTY OWNERS ASSOCIATION OF SPANISH COVE, and approved and adopted by the Board of Directors of the PROPERTY OWNERS ASSOCIATION OF SPANISH COVE, as of March 31, 2003.

Sally L. McKinney—March 31, 2003
Chairman, Board of Directors
PROPERTY OWNERS ASSOCIATION
OF SPANISH COVE

William G. Miller—March 31, 2003
Chairman, Rules Committee
PROPERTY OWNERS ASSOCIATION
OF SPANISH COVE