

**Exhibit "B"****BYLAWS  
OF  
BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC.**

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**ARTICLE I**

**NAME AND LOCATION.** The name of the corporation is BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall initially be located at BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC., c/o Renaissance Marketing Group, LLC, Suite B, 500 Carteret Street, Beaufort, South Carolina 29902, but meetings of members and Directors may be held at such places within the State of South Carolina, as may be designated from time to time by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

**Section 1.** "Association" shall mean and refer to BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC., its successors and assigns.

**Section 2.** "Property" shall mean and refer to that certain real property described in the Declaration described in Section 3 below, and such additions thereto as may be brought within the jurisdiction of the Association.

**Section 3.** "Declaration" or "this Declaration" shall mean and refer to the "AMENDED DECLARATION OF COVENANTS AND RESTRICTIONS AND PROVISIONS FOR MEMBERSHIP IN BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC.", recorded in the Beaufort County Register of Deeds in Official Record Book 1384 at Page 375, et seq., as the same may be amended from time to time, together with any and all supplementary declarations or amendments pursuant to the Declaration which may be recorded from time to time. Reference is made to said Declaration for all of the defined terms which may be used in these Bylaws.

**Section 4.** "Declarant" shall mean and refer to Land's End Plantation Development Corp., an Alabama corporation, and which shall be hereinafter referred to as "DECLARANT":

**Section 5.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

**ARTICLE III**  
**MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held during the first year following the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held during the month of October of each year thereafter.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than fifteen (15) days nor more than sixty (60) days before such meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, fifty-one percent (51%) of the votes of the Membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the meeting shall be adjourned and another meeting shall be scheduled for a date not less than ten (10) days nor more than thirty (30) days subsequent to the initial meeting. Written notice of the time and place of the adjourned meeting shall be provided to all Members. The quorum requirement for the adjourned meeting shall be the presence of Members, or of proxies, entitled to cast twenty-five percent (25%) of the total vote of the Membership.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

**ARTICLE IV**  
**BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association or relatives of Members. The Board shall consist of three (3) Members appointed by the Declarant until the first election. All Members of the Board shall be elected by the Members after the initial appointment of the initial Board by the Declarant.

Section 2. Term of Office. At the first annual meeting the Members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the Members shall elect successor director(s) for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Other than the initial Board of Directors which will be appointed by the Declarant as provided above, nomination for election to the Board of Directors shall be made by the existing Board. Nominations may also be made from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors may be by secret written ballot or a show of hands of the meeting. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted upon majority vote of the Members present in person or by proxy at the meeting..

## **ARTICLE VI**

### **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors may shall be held periodically at such place and hour as may be fixed from time to time by resolution of the Board. Telephonic meetings are expressly authorized. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. Subject to the reserved rights of the Declarant set forth in the Declaration, the Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any Assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Declaration and Petition for Incorporation, or the Declaration;

(d) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) 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 statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided, and subject to the reserved rights of Declarant, in the Declaration to:

(i) fix the amount of the Annual Assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send notice of each Assessment to every Owner subject thereto pursuant to the requirements as provided in the Declaration; and

(3) file a lien and subsequent to such filing, foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an Assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Properties to be maintained; and

(h) perform all other duties reasonably required of it to satisfy the functions of the Association as set forth in the Declaration and in the Petition for Incorporation.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President, who shall, at all times, be a Member of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Offices.** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

**President**

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

**Secretary**

(b) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

**Treasurer**

(c) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the Membership at its regular annual meeting, and deliver a copy of each to the Members.

**ARTICLE IX**  
**COMMITTEES**

The Board of Directors may appoint such committees as deemed appropriate in carrying out the purpose of the Association.

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI**  
**ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the Assessment is made. Any assessments which are not paid when due shall be delinquent. If the Assessment is not paid within thirty (30) days after the due date, the Assessment shall be subject to a late charge of eighteen (18%) percent per year on the delinquent amount until the Assessment and any accrued late charges are paid in full. The Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his Lot.

**ARTICLE XII**  
**CORPORATE SEAL**

The Association may have a seal in circular form having within its circumference the words: "BAY POINTE VISTAS PROPERTY OWNERS' ASSOCIATION, INC.", or an appropriate abbreviation thereof.

**ARTICLE XIII**  
**AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. In the case of any conflict between the Declaration and Petition for Incorporation and these Bylaws, the Declaration and Petition for Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XIV**  
**DISSOLUTION**

Upon dissolution, liquidation or final determination of the operations of the Corporation, its residual assets must not inure to the direct benefit of any Member but must be turned over to one or more non-profit organizations which are organized and operate for charitable or non-profit purposes in Beaufort County, South Carolina.

**ARTICLE XV**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.