

LANDLOVERS FOUNDATION, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I: OFFICES; PURPOSES

Section 1.1. Offices. Landlovers Foundation, Inc. (“Corporation”), a non-profit corporation organized pursuant to the provisions of the Georgia Nonprofit Code, shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or outside the State of Georgia as the Board of Directors of the Corporation (“Board”) shall determine. The principal office of the Corporation shall be located in the City of Savannah, County of Chatham, State of Georgia, or as otherwise determined by the Board.

Section 1.2. Purpose. Landlovers Foundation was established in 2003, for the purpose of the developing and promoting fellowship through fundraising activities, while working toward the continued improvement of community life at The Landings by providing philanthropic support for community non-profit and service organizations and for scholarship opportunities.

ARTICLE II: MEETINGS; MEMBERS

Section 2.1. Annual Meeting. The annual meeting of the members of the Corporation shall be held at the last meeting of each fiscal year for the purpose of electing Officers and Directors to succeed those whose terms shall have expired.

Section 2.2. Special Meetings. Special meetings of the members may be called at any time for any purpose or purposes by the President, President/Elect, or a majority of the Board of Directors, and shall be called forthwith by the President, President/Elect, Secretary, or any Director of the Corporation.

Section 2.3. Place of Holding Meetings. All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board

Section 2.4. Notice of Meetings. Written or electronic notice of each meeting will be sent to each member of record entitled to vote at such member’s post office address or email address, as it appears upon the books of the Corporation, at least ten days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

Section 2.5. Quorum. The presence in person of twenty (20) members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 2.6. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if she/he is not present, by the President/Elect. The Secretary of the Corporation, or if she/he is not present, any Assistant Secretary shall act as secretary of such meetings. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 2.7. Voting. At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote shall be in person. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. If the officer presiding at the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the members entitled to vote on such election or matter. In either of such events, ballots shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejection of votes, shall be decided by the custodians of the ballots received, which custodians shall have been appointed by the officer presiding at the meeting.

Section 2.8. Identity of Members. Full membership, with all accompanying voting rights, is open to any person who is a member in good standing of The Landings Landlovers, Inc.

Section 2.9. Rights of Members. Only members in good standing shall have voting rights in membership meetings. Members shall have no voting rights other than to elect Directors and Officers, except as may otherwise be specially provided in these Bylaws.

Section 2.10. Expulsion or Suspension. The Board shall have the authority to expel, suspend or terminate a member provided that not less than 15 days prior written notice of the reasons therefor is provided to the member and an opportunity for the member to be heard not less than five days before the effective date of the suspension, expulsion or termination. The process shall be fair and reasonable taking into account all of the relevant facts and circumstances; however, such decision is within the discretion of the Board.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board.

Section 3.2. Qualification, Number and Term of Office. The number of Directors will be fifteen (15) or such other number, but not less than three (3) or as may be designated from time to time by resolution of a majority of the Board. All Directors shall be members in good standing of the Corporation during their term of office. Each Director will be elected by the membership at the annual meeting. The Directors will be elected to serve for a period of one (1) year. No Director will serve more than four (4) consecutive years.

Section 3.3. Filling of Vacancies. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the President may appoint a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the appointment of her/his successor, or until she/he shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors. Similarly, in the event of the number of Directors being increased as provided in these Bylaws, the additional directors so provided for, shall be appointed by the President and shall hold office until the next annual meeting of the Board of Directors. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors entitled to vote at any special meeting of Directors called for that purpose.

Section 3.4. Place of Meeting. The Board may hold its meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as it may from time to time determine by resolution or by written consent of the majority of the Directors. The Board may hold its meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.

Section 3.5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. At the last meeting of the year there will be an election of directors to succeed those whose terms have expired as of the date of the last meeting of the year. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed or e-mailed to each Director at least three days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

Section 3.6. Quorum. A majority of the number of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

Section 3.7. Required Vote. Any action of the Board shall be by the affirmative vote of the majority of the Directors present at the time of the vote. Any action of the Board may be taken without a meeting upon obtaining one or more written consents describing the action taken and signed or acknowledged by email by a majority of the Board. Such consent shall be noted in the minutes and the consent shall be maintained in the corporate records of the Corporation.

Section 3.8. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by her/ him in performing the duties of their position on the Board or any Committee. Such reimbursement shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity.

Section 3.9. Removal of Directors. Any Director may be removed from office, with reasonable cause as determined by the Board, by the affirmative vote of a majority of the Directors entitled to vote at any special meeting of the Board called for that purpose

Section 3.10. Fundraising Committees. The Board may create one or more Committees to have such authority as the Board may delegate lawfully. All Committees of the Corporation shall serve at the pleasure of the Board. All Committee chairs and members shall be volunteers for the Corporation. Directors who are responsible for fundraising activity committees will serve as chairs of those Committees and appoint Committee members. Once each year, members will be asked to volunteer for each of the designated activities.

Section 3.11. Nominating Committee. A Nominating Committee Chairman will be appointed by the President from the Board of Directors. In addition, at least four (4) other members, one (1) of whom will be the President/Elect, will be appointed by the President. The President will serve on the committee as a non-voting ex-officio member. The Nominating Committee shall be responsible for preparing a slate of Officers and Directors for election at the annual meeting. The slate of Officer and Director nominees provided by the Nominating Committee will include all Director positions and the Officers of President/Elect, Secretary and Assistant Treasurer. The President/Elect will succeed the President. The Assistant Treasurer will succeed the

Treasurer. The Committee shall also nominate a President and/or Treasurer if interim appointments have occurred.

Section 3.12. Scholarship Fund Committee (“SFC”). A Committee will be appointed by the Board to administer the Corporation’s Scholarship Fund. The President, with the approval of the Board, will appoint the chairperson from the membership or the Board. The chair will appoint the SFC’s members. The responsibilities of the SFC will be to create publicity, review submitted applications, conduct interviews, make recommendations to the Board for approval of candidates and for other matters that come before the SFC. The Board will have the final approval of the recipients and will determine the amount and number of awards and any conditions to the awards based upon the SFC’s recommendations. All proceeds used to fund scholarships will be derived from fundraising activities.

Scholarships will be awarded to employees and/or the dependents of employees of The Landings Association and The Landings Company located on Skidaway Island. In addition Community Merit Awards may be awarded to students who meet the following criteria: Student is a resident of The Landings on Skidaway Island; Student has demonstrated a commitment to community service; and Student is a senior in a public or private high school or home school and is planning to matriculate in a college or university in the current year.

Section 3.13. Charitable Contributions Committee (“CCC”). As a committee made up of the entire Board or a committee so designated by the Board, the CCC is empowered to authorize and disburse charitable contributions to organizations that the Board deems worthy and in an amount and subject to stipulations set by the CCC or the Board. The President, with the approval of the Board, will appoint the chairperson from the membership or the Board. The chair will appoint the CCC’s members. The responsibilities of the CCC will be to create publicity, review submitted applications, conduct interviews, make recommendations to the Board for recipients and for other matters that come before the CCC. The Board will have the final approval of the recipients and will determine the amount and number of awards based upon the CCC’s recommendations. Awards shall be consistent with the purpose of the Corporation. All proceeds used to fund the charitable contributions will be derived from fundraising activities.

. ARTICLE IV: OFFICERS

Section 4.1. Election, Tenure and Compensation. The Officers of the Corporation shall be a President, a President/Elect, a Secretary, a Treasurer and an Assistant Treasurer. If, at some time, the Board of Directors deems it necessary to add one or more assistants to the foregoing Officers for the proper conduct of the business of the Corporation, it may do so. The Officers shall be elected at the annual meeting of the membership to serve a term of one (1) year. No Officer shall receive compensation or salary paid by the Corporation for service as an officer.

In the event that any office other than an office required by law, shall not be filled by the Board, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws. Except where otherwise expressly provided in a contract duly authorized by the Board, all Officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors. All Officers, agents and employees, shall hold office at the discretion of the Board of Directors.

Section 4.2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. She/he shall

preside at all meetings of the members. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. She/he shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex-officio member of all Committees. She/he shall do and perform such other duties as may, from time to time, be assigned to her/him by the Board.

Section 4.3. Powers and Duties of the President/Elect. A President/Elect shall be elected by the membership. The President/Elect shall succeed the President. The President/Elect (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The President/Elect shall have such other powers and shall perform such other duties as may be assigned to her/him by the Board or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by the President/Elect, and the taking of any action by any President/Elect in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 4.4. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and Directors and all other notices required by law or by these Bylaws, and in case of her/his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Directors or members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of members and of Directors, and she/he shall perform such other duties as may be assigned to her/him by the Directors or the President. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board and the President.

Section 4.5. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and she/he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. She/he shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. She/he shall render to the President and the Board of Directors, whenever either of them so requests, an account of all transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board, the Treasurer shall give the Corporation a bond in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of her/his office and for the restoration to the Corporation in case of her/his death, resignation, retirement, or removal from office or failure to lawfully perform his/her duties of all books, papers, vouchers, moneys, and other properties of whatever kind in her/his possession or under her/his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 4.6. Assistant Treasurer. The Assistant Treasurer shall be elected by the membership. The Assistant Treasurer shall succeed the Treasurer. The Assistant Treasurer shall act as assistant to the Treasurer assuming her/his responsibilities in the event of her/his absence or incapacity. The Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to her/him by the Board of Directors or the President. In case of the absence or

disability of the Treasurer, the duties of the office shall be performed by the Assistant Treasurer, and the taking of any action by the Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

Section 4.7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to her/him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

ARTICLE V: CORPORATE SEAL

Section 5.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by her/him or by her/his assistants on all appropriate papers.

ARTICLE VI: BANK ACCOUNTS AND LOANS

Section 6.1. Bank Accounts. Such Officers or agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such Officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts, or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such Officers or agents; and so deposited is authorized to accept, honor, cash, and pay, without limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as here in above provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or President/Elect and countersigned by the Treasurer or the Assistant Treasurer or the Secretary of the Corporation.

Section 6.2. Loans. Such Officers or agents of this Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse, and deliver, either originally or in addition or substitution, any or all stock, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interest, deposits, account, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans,

advances or other forms of credit to make, execute, and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such Officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer, and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm, or person so designated the signatures of the Officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such Officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VII: MISCELLANEOUS PROVISIONS

Section 7.1. Fiscal Year. The Corporation will operate on a fiscal year basis beginning on June 1 and ending on May 31 of the following calendar year. The fiscal year may be changed by proper resolution of the Board.

Section 7.2. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any member, director, or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail or by electronic mail, addressed to each member, director, or officer at such address as appears on the books of the Corporation, or in default of any other address, to such member, director or officer at the general post office in the City of Savannah, Georgia and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these Bylaws.

Section 7.3. Corporate Records. The Corporation shall keep as permanent records (a) its Articles of Incorporation and its Bylaws, (b) resolutions of its members and Board, (c) minutes of all business meetings of its members or Directors, (d) a record of actions taken by its Committees, (e) consent resolutions of its Board, (f) waivers of notices of meetings of its Directors. The Corporation shall also keep appropriate accounting and records and a list of the names and addresses of its members.

ARTICLE VIII: AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter, or repeal these Bylaws or any provision thereof and may from time to time adopt additional Bylaws.

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