

BY-LAWS

Revised on October 1st, 2012

SECTION I

MEMBERS

All owners of real property in St. Andrews on the Gulf are eligible for Membership in the St. Andrews on the Gulf Association, Inc. in accordance with the provisions of Article VI of "The Articles of Agreement of the St. Andrews on the Gulf Association, Inc."

SECTION II

DIRECTORS

Paragraph 1. The governing body of the St. Andrews on the Gulf Association, Inc. shall be vested in a Board of Directors, which shall consist of not less than four (4) members, who shall be active members of the Association as provided by the Articles of Agreement and who shall be elected as hereinafter provided. Employees of any Corporation owning property within St. Andrews on the Gulf shall not be eligible to hold office.

Paragraph 2. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Paragraph 3. The Board of Directors shall appoint an individual, who may if needed, appoint an assistant for the purpose of presenting a list of candidates for election to the Board of Directors to serve for a period of 1 year beginning 1 January and ending on 31 December of the same year. The names of those candidates will be sent to current Association members via email, or hand delivered to those who do not have email service during the month of October or November of each year. The members will have 7 days from receipt of submission of the notice, to respond by voting for the candidates presented or by nominating someone whom they would like to serve and in which position. They may nominate themselves as well. It will then be the responsibility of the person making the nomination to confirm that the individual being nominated has agreed to serve if elected by the voting members. After 7 days, the nominations will be compiled into one ballot and a final vote of the Membership will be sent out in the same manner as the original solicitation provided to the members. The final submission will include the original candidates and any new nominees submitted. The members should then choose by position the names they prefer to serve for the upcoming year. This vote may be via email, phone in or hand delivered to the Nominating Committee, which will be noted in this final notice. The newly elected officers will assume their position at the first Board of Directors meeting, which is to be held during the month of January of the effective year in which elected to serve.

Paragraph 4. Vacancies in the Board of Directors as shall be caused by resignation or death of a director, by a director ceasing to be a property owner in the subdivision at large, by a director failing to qualify and serve as set forth in Section 3 of Article II hereof, by the failure of the director elected to fulfill the requirements for becoming an active member of the Association as provided in the Articles of Agreement or by a director's unexcused absence from three (3) or more consecutive meetings.

(Page #2- By-Laws)

Paragraph 5. All regular meetings of the Board of Directors shall be held at such times as may be provided by the Board of Directors by resolution; no notice of such meetings of the Board of Directors need be given. The president or any of the directors may call a special meeting of the Board of Directors. Seventy Two (72) hours advance notification shall be provided the board members prior to all special meetings.

SECTION III

POWERS AND DUTIES OF DIRECTORS

The directors shall conduct, manage, and control the affairs and regulations not inconsistent with the Articles of Agreement and By-Laws of the Association and shall make all necessary rules and business of the St. Andrews on the Gulf Association, Inc. of the State of Mississippi or the Articles of Agreement of the Association for the guidance of its officers and the management of the affairs of the Association. They shall cause to be kept a complete record of all their minutes of meetings and accounts and of the proceedings of the members, and they shall present a complete audited statement at the regular meetings of the members, showing in detail the assets and liabilities of the Association and the condition in general of its affairs. The Board of Directors shall have power to appoint and remove at will all agents, servants and employees of the Association, prescribe their duties, fix their compensation, and require of the them security for faithful service whenever they shall, in the exercise of their discretion, believe the same necessary. The directors shall have and exercise such other powers and duties as are set forth in these By-Laws hereinbefore and hereinafter enumerated or in the Articles of Agreement.

SECTION IV

OFFICERS

Paragraph 1. The officers of the Association shall be a President, Vice-President, Secretary and Treasurer. The members of the Board of Directors shall receive no compensation for acting as directors, provided, however, if any director performs services for the Association other than as a director, he may be compensated therefore as the Board of Directors may determine. All reasonable expenses incurred by a Board member in carrying out their duties as a director, including but not limited to travel, food, lodging and telephone calls, shall be reimbursable by the Association.

Paragraph 2. The President of the Association shall preside over all meetings of the Association and meetings of the members of the Board of Directors. The President shall sign all instruments of writing to be executed by and in behalf of the Association as may be directed from time to time by the Board of Directors, and further, the President shall perform such other duties as are usually performed by the executive officer of an association or such duties as may be conferred by the Board of Directors, but the President's authority shall be at all times subject to the control and direction of the Board of Directors.

(Page #3 - By-Laws)

Paragraph 3. It shall be the duty of the Secretary of the Association to keep a record of the proceedings of the Board of Directors and of the members. The Secretary shall keep in their custody the corporate seal of the Association and all records of the Association. The Secretary shall cause to be served all notices required by law or by the By-Laws or Articles of Agreement of this Association, but in case of their absence, inability, refusal of, or failure to do so, then such notices may be served by any person so directed by the President or Vice-President of the Association.

Paragraph 4. The Treasurer shall have the custody of the Association funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association and shall deposit all monies, and other valuable effects in the name and to the credit of the Association, in such depositories as may be designated by the Board of Directors. It shall be the duty of the Treasurer to disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and directors at the regular meetings of the Board or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Association.

Paragraph 5. The Vice-President shall have all the powers and perform all the duties of the President in case of death, absence or inability of the President to serve.

SECTION V

Paragraph 1. The Annual Membership Meeting will be held in December of each year. Other meetings and special meetings shall be held at the discretion of the Board of Directors, as they feel required. Notice of all meetings will be sent by email to all members, or by drop off to those members not having email, at least 7 days prior to the meeting.

Paragraph 2. Special meetings of the members may be called in like manner, after 7 days notice, and the call for such a meeting shall designate the time, place and purpose for the meeting. Such special meetings may be called by the President, the majority of the Board of Directors, or by not less than one tenth (1/10th) of the active members of the Association.

Paragraph 3. At any regular or special meeting of the members, the presence in person of 50% of the voting power of those in attendance, with a minimum of 25 active members, shall constitute a quorum for the transaction of business, and it will be necessary for a majority of the quorum to vote for any resolution or proposition before the same may be declared elected or adopted except as otherwise provided in the By-Laws. All notices specified in this article for members need be given only to such members as shall appear on the books of the Association.