

RAINBOW BAY PROPERTY OWNERS' ASSOCIATION LTD.

Policies and Procedures

The governing documents of the Rainbow Bay Property Owners Association Ltd. (“**the Association**”) are the Memorandum of Association, the Articles of Association, the Rainbow Bay Restrictions and Conditions, Rainbow Bay Resolutions, policies and procedures which the Rainbow Bay Property Owners Association Board (“**the Board**”) may adopt from time to time, and the Companies Act of The Commonwealth of The Bahamas. The following amends the Policy and Procedures Manual dated 9-25-2022 and adopts changes to take effect Resolution 1029 2-15-2025_____

I. Annual Filings: The Bahamian government requires that the Association file an annual registration which is accompanied by a registration fee. A director and the President and/or the secretary generally sign the registration and submit it through the Association’s attorney.

II. Annual and Association Meetings and Monthly meetings.

- A. The Board determines the date, time, and place of the Annual General Meeting and/or Extraordinary Meetings and notifies the members in a timely fashion in accordance with the Articles of Association.
- B. Monthly board meetings will be done via zoom, or in person or combination on the first Wednesday of the month or when the President sets the meeting. They may or may not be required by the President¹. Board meetings are closed and confidential unless the full board wishes to open a portion or all of a meeting to the members.
- C. Only members in good standing, being persons who are current in their assessments or under a payment plan may vote and be recognized at meetings of the Association.
- D. Meetings of the Board and the Association are conducted in accordance with Robert's Rules of Order [Revised] but shall not conflict with the laws of the Commonwealth of the Bahamas or the Association regulations, rules, by-laws, or policy and procedures. Minutes, resolutions, rules, and changes to the Policy and Procedures manual will be marked draft until accepted. The draft may be signed, witnessed, and dated if approved by the full board with notation made on document.

III. Board of Directors

- A. Persons who are interested in serving on the Board: Each candidate for election to the Board of

¹ Articles 20 21 and 22 of the Articles of Association

Directors shall be a member of the association in good standing (persons who are current in their assessments or under a payment plan), be at least Twenty-one (21) years of age and shall submit a written statement with photo to the Board setting forth such candidate's biographical data and his or her qualifications for election to the Board (academic and employment history and such other relevant material as such candidate deems fit for the position,²) post marked at least 90 days³ prior to the date of the Annual General Meeting

B. The Board of Directors, at the first meeting after being elected, along with other requirements will be assigned to head one of the following departments or will appoint a qualified individual.

1. Maintenance
2. Finance and finance department is headed by the company treasure. Control and direction is by the full board and president only. An individual Board member would not hold a supervisory, advisory, or a financial position to the treasure or this department As a board member he/she would only participate in board discussions, recommendations concerning the control and direction of the treasure and the departments operation with other board members and the president . Articles of the association 28, appointment, 30 control and direction
3. Legal
4. Special Projects
5. Building and Lot Improvements
6. Non-Compliance
7. Fire Chief

Committees will be formed by the Board as needed⁴.

C. Process for Board Creation of Support Positions

1. A board member recommends the creation of a position.
2. Board must pre-approve the recommendation prior to writing a resolution to adopt.
3. Resolutions will be written to create the position including the name of the position, duties, responsibilities, and oversight of the position.
4. Legal review of the resolution by the Association attorney will be conducted if needed.
5. The Board will approve the resolution creating the position.
6. Any position not created through this process is void.

D. Procedure for Changing of Board Directors and Electing Officers After the Election

1. The current Board President presides over the Annual General Meeting (AGM).
2. The results of the Board election are announced during the AGM.
3. After the AGM, the current Board, volunteer secretary resigns their a positions, and the new board members take office⁵. The new board set there time and date for there first meeting . The official office secretary[paid position] chairs the first meeting of the new board till a temporary chairman is appointed.
4. At the first meeting of the new Board members, the Board will select a Temporary Chairman.
5. The Temporary Chairman leads the nomination, discussion, and vote for the Board President.
6. Once the board votes and selects a President, the Temporary Chairman is dismissed, and the

² Article 13 of the Articles of Association

³ Article 14 of the Articles of Association

⁴ Article 24 of the Articles of Association and Robert Rules of Order 47.20

⁵ Article 13 of the Articles of Association

President takes over the meeting.

7. The President leads the nomination, discussion and vote for the board Vice President.
 8. This section applies to the assistant volunteer Secretary position only. The volunteer assistant Secretary must be reappointed to their position by the new board every 2 years . The current assistant volunteer secretary and any others interested in volunteering as secretary will submit their names for consideration prior to the first Board meeting held after the AGM. [resolution 1016 for volunteer assistant secretary]
 9. The Secretary position is a paid official officer of the association and gets direction from the President/board [article29]or other Board members when assistance is required for their department only. Secretary authority/duties refer to legal opinion October 2025. appendix G . The secretary ensures that the by-laws concerning the secretary position are implemented⁶.
 10. The Board appoints the treasure to a 3 year term which expires 1 year after an AGM board election year . If the treasure 's position is vacated the secretary will fulfill the duties assigned to the treasure position till position is filled. This position is subject to remuneration. [memorandum 5]
 11. The Board may interview all potential appointees for the treasurer and volunteer assistant Secretary positions before filling the position
 12. Once the treasurer and volunteer assistant secretary are appointed by the board, they will assume the duties of that position . . Refer to resolution 1016 job descriptions
 13. The outgoing Board has no authority to obligate the incoming Board to the volunteer positions. No board member will hold the position of secretary and/or treasure.
- E. The Board President is CEO and shall preform such duties as assigned to him by the board⁷. A rule should be created outlining duties and kept current to prevent confusion. A document dated 8/21/2013 outlined presidential duties and has been revised and is listed in Appendix J. Presidential Duties.
- F. RBPOA- Board Directives and Code of Ethics refer to Appendix A.
- G. The Secretary notifies the Association's attorney of the names, addresses and occupations of every new director immediately following each election.
- H. Directors must treat lot owner information as confidential and not use or release to others information only available to Board members. There are resources for others to gain lot information. The only exception is Article 42 of the Articles of Association.
- I. The Board shall be comprised of not less than three (3) nor more than seven (7) directors⁸. The Board currently has seven (7) directors. If any Board wishes to change the number of Board members, it should be outlined why and sent to association members and voted on to prevent disharmony of membership⁹ . The Executive committee (Resolution 1024 passed by vote of membership on 3/23/24 (this is under review by attorney 2024). Resolution failed Bahama law regulated.
- J. Electronic Voting by Board members only failed
- a. In the event it is necessary to take a vote by email, the President shall circulate a statement to

⁶ Resolution 1016

⁷ Article 23 of the Articles of Association

⁸ Article 11 of the Articles of Association

⁹ Section 84 and 95 of the Companies Act

each Board member containing the relevant information and language of the specific vote to be taken.

b. Each Board member will cast his/her vote by sending an email to the President, with copies to all other Board members and to the Secretary.

c. A response time of seven (7) days will be allowed. At the end of the seven (7) day period, the vote will be counted and a majority of the total number of Board members serving at the time of the vote, who vote in the affirmative, is sufficient for passage. The President may not vote to break a tie, and a tie vote on a motion result in the motion being lost.

d. The President, or Secretary if so designated, circulates the outcome of the vote to the full Board in a timely manner. Copies of email responses are retained by the Secretary and become part of the Association's records as if they were meeting minutes.

IV. Building Plans and Applications: Contact Rainbow Bay office [Monday Tuesday Wednesday AND THURSDAY between 9 am -2pm] ,242-335-0079 or VISIT web site [RBPOA.ORG] for information and copy of building process rules, forms, and fees.

a. The Association requires that lot owners planning new construction or major improvements submit a Building Application and plans for approval by the Board of Directors or board designee[s] prior to submitting a request for a building permit to the Building Department, Governors Harbour ¹⁰.

b. A member must be in good standing in order to receive a building permit. A member in good standing is one whose Rainbow Bay Association financial account is current.

c. Definitions:

Improved lot: structures over 200 square feet, Access (driveways, roads), swimming pools, putting greens, other types of recreation areas

Unimproved lot: undisturbed land, exceptions: lawns, trees, gardens, structures less than 200 square feet [non-habitable]

d. The combining of lots for purpose to build one (1) structure which occupies both has no effect on the actual number of lots owned. Even if lots have been combined and registered as one (1) tax lot or it's improbable that structure occupying two (2) lots could not be moved the two (2) lots may be billed as one if approved by all members of the Board of directors and the lots are re- registered with the registrar office showing change on subdivision plot drawing requiring the lot owner to provide the association with the recorded change. Lot ownership reduction reduces voting privilege.

Otherwise, the lots will still be separate and billed accordingly. Guest house/s if rented will be billed as rental property.¹¹

e. Plans which deviate from the *Covenants and Restrictions* require additional approval. Refer to building process, resolution 1015 section 4 and attachment.

V. Finances Expenditures, Expense Reimbursements, and Equipment

a. An approved annual budget adopted by the Board via resolution shall constitute authorization to commit funds up to the limit set for each line item. Reallocation of funds between line items may only

¹⁰ Section (k) of the Memorandum of Association

¹¹ Attorney letter, Resolution 1019

occur by a vote of the Board. Budget must be completed one (1) month prior to the start of new fiscal year. The fiscal year currently begins January 1st of each year. The resolution will contain the budget and next year's assessments and will be posted on the web site by January 15th of the current year.

b. The President may approve an expenditure of up to \$1000. The expense and the reason must be presented to the Board members at the next meeting of the Board. All purchases require a purchase order, purchase order Number (PO) issued by the Secretary to the requester, and funds must be available.

c. Any expenditure in excess of One thousand dollars (\$1000.00) must be authorized in advance and in writing by the Board. Any expenditure or commitment in excess of Two thousand dollars (\$2,000.00) must have the advance approval of at least Fifty (50%) of all Board of Directors¹². The Board restriction is Fifty thousand dollars (\$50,000.00) and limits capital expenditures by the Board unless the expenditure is part of the budget.

d. Labor and material expenses paid from petty cash is for emergency only. When requesting funds a Board director will submit a PO to the Treasurer via the Office secretary showing name of the recipient, the date, the amount and reason. Petty cash is for small local purchases under Two hundred dollars (\$200.00). No PO is required for purchases under Two hundred dollars (\$200.00) but receipts must show items purchased. Petty cash should not be used to cash an individual's personal checks.

e. The Accounting Firm presents an annual report to the Board on the integrity of the lot owner listing which includes the membership status of lot owners belonging to the Association, financial status via statements, and recommendations on how to improve our financial operations.

f. The Treasurer is authorized to transfer funds between banks used by the association or pay bills electronically when the situation requires. The current banks are

g. A monthly treasurer's report is required showing the financial status of accounts, bank balances and statements, credit and debit card monthly charges/statements, accounting of where used, amount, and date and also provide a list of who was paid each month, how much and for what, plus any other pertinent information concerning the Association's financial operations.

h. All checks must be signed by the treasurer and authorized board member. Paying bills, wages and contractors by electronic transfer is approved and the preferred method.

i. In keeping with laws of the Commonwealth of The Bahamas, all records will be kept at the office location [file cabinets will be provided] for potential review by government. Home storage of records is not authorized¹³. See Appendix H for guidelines.

j. Purchase orders and travel expenses. A purchase order plus the original invoices or receipts along with a description of the purpose of the expenditure must accompany reimbursement requests for expenses incurred.

i. Reimbursement of travel expenses of a Director to any function involving Association business will require prior authorization [travel authorization] and subsequent approval at a

¹² Resolution 1017

¹³ Section 118A of the Companies Act

meeting of the Board. Original receipts and travel authorization must accompany the request for reimbursement.

- ii. Board members are discouraged from making out-of-pocket payments. Expenditures need to be planned in advance and payment requirements must be coordinated with the Treasurer including obtaining purchase orders and travel authorizations.

VI. Fees and Assessments

- A. The annual budget resolution will be adopted at the first meeting in January of each year. According to the section 3G of Memorandum of Association there are three (3) ways to raise money: (1) charges [fees] and/or (2) special charges or (3) assessments. The annual assessment and special assessment [special charges] amount is regulated by ballot measure Resolution 1026 . Article 39 establishes a time that annual assessments or maintenance fees have to be completed no later than January 1st of the ensuing year. At which time a Resolution is passed adopting assessments and/or charges and then posted on the Association's website. Invoices for annual assessments and/or charges are sent to lot owners in the month of January of each year by the Accounting Firm.
- B. Annual charges and/or assessments are payable by June 1 of each current year. Late Fees become applicable September 1st of each current year in which annual charges and/or assessments are due. Reference court case Supreme court Justice Winder.[tribune business editor 2025 editorial] see attachment
- C. Past due assessments less than seven (7) years will not be waived [see appendix E]. An extended payment plan is available to owners in arrears. The president or legal director is authorized to offer and sign a payment plan and if accepted by applying party it will be reviewed by board for approval and upon payment recorded on RBPOA customer accounting list with notification to the accountant, and attorney. The association will pursue legal action collecting past due assessments as a last resort. Where lot owner(s) do not accept payment plan as offered the President or legal Director working with Treasurer, accountant, and /or Office secretary and attorney [if needed] will attempt to collect, via negotiation, collection agency, notifying real-estate companies of debts owed (within seven (7) years) prior to sale of lot(s) .
- D. Resolution 1004 established a road fund of \$30 dollars per lot with an inflation clause. End of year surplus of revenues to road fund deleted. End of year surpluses will be dedicated to operation of association based upon documentation presented to board by finance department of each fund requirement for operation until March 1st. The 25% automatic transfer of assessments collected on June 1st to road fund; automatic, date, and 25% is deleted and Board can set percentage, date of transfer, and when required threw out the year based on maintenance department request and treasure report.
- E. In the event there is a surplus of revenues from the preceding year the full board at its discretion may transfer a portion of said surplus to road maintenance after the treasure reports on how much money is required to operate department [maintenance & administration] until March 1st.
- F. Special assessments can be done anytime of current year and only for 12-month period¹⁴.

¹⁴ Resolution1007

- G. Resolution 1026 voted on by membership 3/23/24 passed limiting assessments .@signed 6-25–2025.[limits on assessments]

VII. Membership Categories

- a. Active Members: Registered lot owners whose lot numbers and mailing addresses are known to be accurate and whose maintenance fees are current as of the preceding year and/or for which there is an extended payment plan in place. Active members are members-in-good-standing.
- b. Inactive Members: Lot owners whose maintenance fee payments are delinquent over one year but whose addresses are believed to be accurate.
- c. Suspended: Lot owners whose maintenance fee payments are delinquent and whose addresses are believed to be inaccurate.
- d. Unknown: Various unknown lot owners. These include lots known to have been sold without new owner identification and lots where ownership was never provided to the Association.
- e. All lot owners are members of the association and are responsible for paying assessments levied by board for the operation/maintenance of Rainbow Bay Subdivision¹⁵. The one exemption is Hotel Site residents they may be subscribers [resolution 1030]¹⁶.

VIII. Rainbow Bay Times located in Appendix B has been replaced by the Association’s website for information on activities, issues, references, and other items of interest for residents. Contact web master with additional suggestions.

IX. Non-compliance with Association regulations and Violations of Rainbow Bay Restrictions and Conditions: The Building director/plans reviewer is responsible for reporting non-compliance of R&C by first giving a verbal warning to lot owner. A follow-up will be in writing if needed. Violations of regulations will be given to legal Director.

X. Release of Information Policy

- a. Refer to Appendix A section 7
- b. The Association will provide an active Rainbow Bay owner, mortgagee, or person interested in a certificate with lot information of unpaid assessments/maintenance fees via Office Manager for a fee of \$3 paid to treasurer¹⁷. A record will be maintained of all such request by the office manager. If a lot is an active account, then office manager will send inquiry to lot owner if he wishes to hear from inquiring individual.

XI. Real Estate Brokers: The following policies are established for real estate agents selling property in the Rainbow Bay subdivision:

- a. The following Resolutions apply to Real estate agents. The following statement shall be added to all sales contracts: "ALL DEEDS AND CONVEYANCES OF PROPERTY IN

¹⁵ court case 2023

¹⁶ legal opinion 2024

¹⁷ Article 42 of the Articles of Association

THE SUBDIVISION OF RAINBOW BAY ARE REQUIRED TO CONTAIN A STIPULATION THAT " THE SAID HEREDITAMENTS AND PREMISES ARE SUBJECT TO CERTAIN RESTRICTIVE COVENANTS AND CONDITIONS ESTABLISHED 1969 REAFFIRMED IN 1972, AND 1979"¹⁸. (Rule 1, PROPERTY SALES FORM CREATION and Rule 2 PROPERTY SALES FORM.WHO FILES).

b. Lots that real estate agents post on their web site for sale will be verified by the office manager for assessments that may be owed to the association. The office manager will notify the agent in writing the status of said lots. If monies are owed to the association, they will be paid at time of closing by filing a RBPOA sales form with payment attached. This process will establish constructive notice to agents. All lots being advertised for sale in subdivision of Rainbow Bay will include lot numbers. With the sale of property all debts are to be disclosed to buyer otherwise the lot owner will remain liable for payment even after the sale is closed and the lot ownership is transferred. The new owner and the Association may take legal action against the seller.

c. The Association may enter into agreements with all real estate agents to provide a list of suggested realtors for distribution to all owners. The agreement will ensure that the agency is appropriately licensed and approved by the Bahamian government, and that the realtor agrees: (1) to inform the Association of any property transactions in Rainbow Bay, including the date and amount; (2) to inform any purchasing clients that they must pay their annual maintenance fees to the Association; and (3) to inform any selling client whose fees are in arrears that they must pay the balance due before conveying the property.

XII. Elections Procedure

1. Elections held by the Rainbow Bay Property Owners Association [procedure to be reviewed by attorney]

a. Secretary or Office Manager will ensure that 90 days prior to board member election all candidates are registered (currently December [date to be determined]).

b. Ballots are mailed out or sent electronically 21 to 60 days prior to the election by the Association secretary or office manager. Review sections 14, 15, 16, by laws.

c. Senior Election official: President shall or designated board member is the Senior election official. Their job is to ensure the smooth running of the election process, to clarify or solve problems and if necessary, get a legal opinion from the Association's attorney.

2. Scrutineers;

a. Scrutineers are appointed by the Board of Directors and shall serve for an election of the Board of Directors, ballot measures or when deemed necessary by board of directors or legal counsel. Scrutineers are expected to adhere to the following procedures.

b. A minimum of 2 persons, who may or may not be association members, will serve as Scrutineers. They will supervise the voting procedures¹⁹. They will be independent from the board. [Attorney opinion pending on process]

i. Assure that a ballot box is provided, and its location is published [web site, Eleuthera, bulletin

¹⁸ Resolution 1001

¹⁹ Article 17 of the By-laws

board, and Facebook page] for voters not voting electronically.

- ii. Ensure that the last date to vote is published.
- iii. Ensure that ballot box is picked up no sooner than three (3) days before the election and determine who is to do it.
- iv. Lost ballot or did not receive a ballot - Assure that the lot owner is member in good standing by checking with the office manager/secretary before re-issuing a ballot. The replacement ballot[s] will be counted after all other ballots.

3. Office manager verification

- a. Note the lot location and the number of lots owned on the front of the Ballot and verify one (1) vote for each lot that is currently paid up to date. For example; Four (4) lots owned but only paid for two (2) owner gets two (2) votes only.

4. Count and record votes for each candidate using the Election Tabulation Form provided by the Association.

5. Check the front of each Election Ballot as follows:

- a. Assure that the name on the Ballot is coded with an "A"[active].
- b. Check the number of lots stated on the Ballot and record a corresponding number of votes for each candidate.

Example: The voter has three (3) lots and has marked each box with three (3) for all positions being voted on. Each of the seven (7) candidates or less receives three (3) votes from that lot owner. This applies to all ballot measures also.

6. Do not count names written in; there is no provision for write-in candidates in this election.

7. Scrutineers Guidelines:

Ballots count may start at the discretion of the scrutineers no later than 3 days prior to election day. Ballots will be counted at the Rainbow Bay office. Before vote counting begins, ballots must be verified by the Office Manager that they are members in good standing and the number of lots authorized to be voted (1 or more). When ballots are not being counted or being verified, they must be secured in a locked cabinet.

8. Close of election: All ballots, tally sheets, members sign in sheet at AGM, proxy's, written challenges, verification that candidates filed correctly, and any other documentation of pertinent value is placed in a sealed envelope and secured in the legal file cabinet

9. Ballot measures will be separate ballots from election ballots.

10. Mail Ballots and electronic ballots

- a. Electronic ballots will be printed out and tallied separately and counted separately.
- b. Open sealed mail ballots and tabulate results using a separate Election Tabulation Form.
- c. Apply the same procedures used in counting Election Ballots deposited in the ballot box and electronically for ballot measures.
- d. mailed ballots must arrive three (3) days before election date²⁰. Electronic ballots must arrive three (3) days before election date, ballots mailed to Green Springs Florida must be

²⁰ Article 16 of the Articles of Association

received by forwarding service by 12th of the election month for delivery to the Eleuthera office. Local ballots may be dropped at office Monday Tuesday Wednesday 10am – 3pm daily or drop box at big rock grocery store three (3) days before the election day.

11. Final Tabulation

- i. Determine the validity of damaged ballots.
- ii. Do not count any facsimiles or copies. Only official ballots are to be counted.
- iii. Conduct a second ballot count to assure accuracy.
- iv. Add the total of the electronic mail, proxy, ballots on Election Tabulation forms together
- v. In the event of a tie for the seventh position, toss a coin to determine who is elected.
- vi. Sign the Election Results Form accompanied by the election tabulation forms and provide them to the President or presiding officer at the general meeting. winners will be announced along with vote count for each participant. Election ballots will be held for two years and filed in Legal locked cabinet along with proxy ballots in RBBPOA office until next election is completed. Ballot measures will held in separate sealed envelopes indefinitely and locked in the legal file cabinet. All sealed election envelopes will be signed by scrutineers and senior election official and date. Request for viewing sealed records will be logged in with name , reason, date, title. Non-Board Members need a written request and follow Section 118 of the Companies Act and its amendments. All/Any Documents will not be removed from office and Office Manager or other Board member must be present while viewing.

12. Proxy Designations: Review Appendix C

XIII. Web Site and Facebook

RainbowBay.org is the official web site of the Association. The site offers information about the Association and subdivision, lists its directors and officers, contains governing documents and building application forms, publishes paid ads for real estate for sale by members, and serves as a resource for information during emergencies. Facebook is also a source of information for RBPOA, but it is not a conversation site. It is just for posting information.

XIV. Covenants and Restrictions

All of the covenants and restrictions contained in the Rainbow Bay Property Owners Association Building Application shall apply with equal force and effect to all lots in Rainbow Bay to the same extent as if such covenants and restrictions were set forth in full herein. All lot owners are members and must follow the By-Laws, Covenants [(restrictions and conditions), Resolutions, and Rules and be aware of policy and procedure manual for board of directors.

APPENDICES

Appendix A.	RBBPOA Board Directives and Code of Ethics
Appendix B.	Rainbow Bay Newsletter No longer used; refer to web page events and notices
Appendix C.	Election Ballot Format
Appendix D.	Payment Plan
Appendix E.	Annual Assessment target dates
Appendix F.	Notice to Contact Us
Appendix G.	Legal Opinions by GSO Attorneys: Opinion 2024 Listening Device Act and Closed (Private) Rainbow Bay Property Owners Board Meetings Consent Form Ssecretary authority Oct. 10, 2025
Appendix H.	Companies Act 2019 Amendment, 118A Right for members to review certain books in office after written request and to make copies. If refused, the requester can appeal to court.
Appendix I.	Miscellaneous Forms 1. Agreement to Perform Work
Appendix J.	Presidential Duties
Appendix K.	Government Agreements

RAINBOW BAY PROPERTY OWNERS ASSOCIATION, LTD
Board Directives and Code of Ethics

The following rules shall apply to the Board of Directors, paid RBPOA employees, volunteers.

- I. The following board directives and code of ethics has been drawn up to avoid the possibility of a conflict of interest arising out of activities undertaken by individual Directors or the Board as a body, or any other persons with assigned authority. Each individual is required to sign and date this document as an indication of understanding and support of this document and submit it to the secretary for filing.
1. The Directors shall fulfill their responsibilities without compensation for services provided.
 2. The Directors or person with assigned authority shall conduct the business of the Association in accordance with the Memorandum Of Association and the Articles of Association under the provisions of The Companies Act of the Commonwealth of the Bahamas.
 3. All persons shall observe the laws and regulations of the Commonwealth of the Bahamas.
 4. Each Director or person with assigned authority shall abide by and implement the provisions of the Memorandum and Articles Of Association, Rainbow Bay Restrictions and Conditions and such policies and procedures as the Board may from time-to-time adopt.
 5. No Director or immediate family member of a Director shall be compensated for any service performed in behalf of the RBPOA whether in direct or indirect payment, compensating service or relief from financial obligation to the Association unless approved by the full Board.
 6. No Director shall have a business relationship with any real estate brokers, law firms or other service provider which gives the appearance of or results in a conflict of interest.
 7. Directors and persons with assigned authority shall treat property owner listings as confidential material, unless said property is in default of assessments and said assessments can't be collected.
 8. Each Director, employee of RBPOA, and volunteer shall sign this Code of Ethics; refusal to sign the Code shall be deemed a resignation. In the event of impropriety or a breach of the Code, the Board shall have the Board Legal Director investigate the matter and, in its sole discretion, the Board shall make a determination based on the severity of the breach regarding the continuation of the individual.
 9. All monthly meetings of the Board of Directors are closed to the Public hence all Board meetings are closed unless declared open by the Board President.
 10. All discussions at Board meetings are considered confidential and not to be released to any other person(s) without written approval of the Board.
 - a. Exceptions:
 - 10.a.i. Motions made, seconded and discussed and passed or not passed by the Board Members will be made public.
 - 10.a.ii. Written reports of Department activities presented to the Board.
 - 10.a.iii. Discussions with no action taken to appear in the minutes of the Board meeting and published on the RBPOA web site will be only referred to as "discussion held".
 - 10.a.iv. Annual General Meeting (AGM)
 11. Complaints
 - a. All complaints will be confidential, written, signed and dated.
 - b. Complaints will be filed with the President, Legal Director, Secretary and presented to the full Board for discussion and resolution within 45 days of receipt.
 - c. Upon written request, release of complaints is at the discretion of the Board.

APPENDIX B. Rainbow Bay Newsletter Publication

NO LONGER USED REFER TO WEB PAGE EVENETS AND NOTICES

A. Two issues of the newsletter are issued each year, spring and fall.

B. Content: News, photographs and articles are solicited from the Board members who in turn may gather input from others. The Editor also identifies issues or items of interest. The newsletter generally consists of eight (8) pages. Ten (10) pages may be needed if there is an Extraordinary General Meeting in addition to the Annual General Meeting.

C. Distribution: The newsletter is a benefit for members whose fees are paid up and is distributed only to Active members of the Association (i.e. those whose fees are current). The final copy is sent electronically to the Webmaster who will put it on the website after the next subsequent issue is published.

D. Fall Issue: Usually distributed in Late October. In years when there will be a Director election at the Annual General Meeting (every other year), this issue must be mailed in time for candidates to send a written notice of their interest in serving on the Board at least 90 days before the date of the recessed Annual General Meeting.

Required content includes:

- Announcement of the next Annual General Meeting date and recessed Annual General Meeting date
- Description of quorum procedure
- Call for nominations for the Board
- Due date for nominations (90 days prior to the actual Annual General Meeting date)
- Minutes from the previous Annual General Meeting
- Minutes from the previous Extraordinary Meeting
- Advertisements
- Real Estate for sale: obtain information from the Treasurer/webmaster

E. Spring Issue: Usually distributed in mid-February. This issue must be mailed in time for the members to receive their proxy form(s) and return them to either the Eleuthera post office box or the US post office box prior to the Annual Meeting. Nearly all proxies are sent to the US post office box in Green Cove Springs. They must be returned to that PO box in time to be picked up and transported to Eleuthera.

Required content includes:

- Year end financial report obtained from the Treasurer
- Notice of the Annual General Meeting
- Agenda for the Annual General Meeting
- Description of quorum procedure

- Proxy Form and instructions: (NB: Mailing label with # of lots owned must be affixed to the reverse of the proxy form so that the accurate number of votes per proxy can be counted.)
- If there is also an Extraordinary Meeting, the following items must be included:

○ Notice and Agenda for Extraordinary Meeting

○ Proxy Form

○ Proposed changes to the Articles

- Advertisements
- Real Estate for sale: obtain information from the Treasurer/webmaster

F. Advertising Procedures and Guidelines: The Association may include a classifieds section in the semi-annual newsletter for listings of properties for sale by Active owners, and for advertisements by commercial establishments. A nominal fee will be established for owner listings, and a commercial rate for advertisements. The Association will have complete discretion to decline any offered listing or advertisement.

G. Up to three pages of commercial advertising is allowed in the newsletter, at the discretion of the Board, and in accordance with a fee schedule as determined by the Board from time to time. The Editor may decline any advertising at will.

i. Current Fee Schedule:

- Full-page ad: \$1,000
- Half page ad: \$500
- Quarter page ad: \$250
- Property Sale Ads: \$150 for listing on the website and advertising in two issues of the newsletter. The Treasurer handles this function and provides the copy to the Editor.

ii. Real Estate Brokers: any realtor advertising in the newsletter will be subject to RBPOA notification requirements regarding any and all property transactions in Rainbow Bay and will give written confirmation of their willingness to provide seller/buyer information.

H. Approvals: The newsletter is circulated electronically to the entire Board for each Board member's review and comments. Normally, 4 or 5 days are allowed for the Board's review period. The Editor takes in this feedback and circulates a final version to the Board.

I. The President serves as editor-in-chief and has the final say about content and format.

J. Mailing Procedures: The Editor coordinates with the Treasurer to assure that the most up-to-date electronic address data is sent to the mailing house. Mailing lists may not be distributed to anyone.

APPENDIX C. ELECTION BALLOT FORMAT

Rainbow Bay Property Owners (RBPOA) 2024 Election ballot SAMPLE

Please vote for up to _ candidates. You have ONE VOTE FOR EACH LOT YOU OWN and each lot assessment is paid. Place the NUMBER OF LOTS on the line beside the candidates of your choice. Electronic ballots must be returned --3---DAYS PRIOR TO ELECTION DATE- If on island paper ballot s must be received no later than 3 days before election, at office or drop box at BIG ROCK GROCERY STORE Paper ballots must be received 3 days before election day. If BEING MAILED TO GREEN SPRINGS ADDRESS SEND NO LATER THEN 15 DAYS PRIOR TO ELECTION DATE

Candidates (asterisk indicates incumbent) mark each box voting for with an x.

- _ George Chiulli*
- _ Ron Ormond*
- _ Mark Poole*
- _ Jerry Reynolds*
- _____ Mark Updegraff
- _____ Peter Webster*

How to vote:

1. Mail-in signed ballots: RBPOA, PMB 8068 Rainbow Bay Property Owners Association 411 Walnut St. P.O. BOX 8068 Green Cove Springs, FL 32043; [This is the forwarding address.]
2. Eleuthera in person voting: Drop ballot at drop box located at Big Rock Grocery Store or bring to Pohelman office Office bldg lazy shore dr. M-T-W- 10-3
3. E-mail: Attach scanned, signed ballot and send to: info@rainbowbay.org

Note: Ballots and proxy designations will be counted and recorded by scrutineers. Only personally signed, unaltered ballots will be accepted. *You must be a member in good standing as outlined in RBPOA Bylaws.

Lots: _____

Name: _____

Signature: _____

2 March 23rd, 2024

Rainbow Bay Ballet Measure #1 Limiting the Power of The Executive Committee Resolution 1024

1. Should Article 24 of the Bylaws be changed;

From: “Three-man Executive Committee shall have the same power as Board.”

To: “Three-man Executive Committee is limited to day-to-day operations and emergencies only.”

Special Resolution 1024 can only be amended at an AGM meeting according to Article 49 of the bylaws by adopting Resolution 1024 as a special Resolution 1024 at an extraordinary meeting called to validate

and rectify the vote.

Yes: _____ No: _____ Abstain: _____

Rainbow Bay Property Owner’s Association Ballot Measure #2 Special Resolution 1026

- A. The RBPOA board wishes to add this ballot measure to Memorandum 3G and Article 39 to restrict annual assessments and maintenance fees.
- B. The RBPOA Board wishes to limit assessments and maintenance fees to a 3 percent (.03) annual rate on all lots, based on the Bahamian weekly minimum wage, currently \$260.00. (Example: \$260 x .03 = \$7.80, which will be added to the annual base rate of \$250.00 for improved and \$100 for unimproved lots). Special Resolution 1026 can only be amended at an AMG meeting according to Article 49 of the bylaws.
- C. Special Assessments apply to all Lots, and increases are limited to the Bahamas minimum wage (currently \$260.00) plus 50% of the Bahamas minimum wage to equal the maximum special assessment allowed per issue. (Example: \$260 + \$130= \$390 maximum special assessment).
- D. Limitations do not apply to the Bahamas Consumer Price Index, which should be applied every three years starting in 2025. (Resolution 1025).
- E. Adopting Special Resolution 1026 at an extraordinary meeting will validate and rectify the vote.

I vote to adopt Special Resolution 1026 as written: Yes _____ No _____ Abstain _____

Name: _____ Lots owned: _____

**Rainbow Bay Property Owner’s Association, Ltd.
Proxy Ballot RBPOA 2024**

Fill out only if you will not be at the Annual General Meeting.

Being unable to attend the March 23rd Annual Meeting, the undersigned member of the above-named Association hereby appoints (check only one):

_____The Board of Directors

___Proxy Member _____ to attend and vote on my behalf on all matters that come before the Board and/or Membership at all meetings that require a Membership vote be cast from March 15, through March 31, 2024.

Name: (please print) _____

Number of lots owned _____

Signed: _____

Date: _____

Lot (s): _____

Block: _____

Section: _____

APPENDIX D. Payment contract

Rainbow Bay Property Owners Association

Extended Payment Plan for

Annual Dues in Arrears

Parties:

Rainbow Property

Owners Association

And

Property Owner name(s): _____

Property legal discription

INITIAL PAYMENT REQUIRMENTS

The property owner agrees to pay 100% of the annual dues for the current year. In addition, the property owner agrees to the extended partial payment plan below:

EXTENDED PARTIAL PAYMENT PLAN

Property Owners will supply current mailing addresses, current email address and telephone contact numbers. Property owners agree to remit a minimum of \$100.00 or 10% whichever is more annually (monthly payment is possible) to be applied to their arrears amount. Upon both parties' agreement, signatures and compliancy with the terms of this document, the property owner will be considered to be in "good standing". Payment can be made at the RBPOA office, electronically or by mail. Contact the Office Manager at phone: 242-807-7105 or email:info@rainbowbay.org See attachment

DEFAULT

In case the property owners fail to provide the above contact information and the payments as per the payment plans within a reasonable time, Rainbow Bay Property Owners Association becomes entitled to declare the remaining amount and the present interest, if any, immediately due and payable.

GOVERNING LAW

This Agreement shall be governed by and construed in accordance with laws of The Bahamas.

SEVERABILITY

In an event where any provision of this Agreement is found to be void and unenforceable by a court of competent jurisdiction, then the remaining provisions will remain to be enforced

in accordance with the Parties intention.

DISPUTE RESOLUTION

Any dispute of difference whatsoever arising out of or in connection with this Agreement shall be submitted to the competent authority (to be named) in accordance with, and subject to the laws of the The Bahamas.

Uncollectible annual arrears prior to 2015 will be forgiven as per Bahamian Statute law.

ENTIRE AGREEMENT

This Agreement contains the entire Agreement and understanding among the Parties hereto with respect to the subject matter hereof, and supersedes all prior agreements, understandings, inducements, and conditions, express or implied, oral or written, of any nature whatsoever with respect to the subject matter hereof. The express terms hereof control and supersede any course of performance and/or usage of the trade inconsistent with any of the terms hereof.

ATTACHMENTS

The Parties agree that any attachments made to this Agreement must be in writing and are part of this document.

SIGNATURE AND DATE

The Parties hereby agree to the terms and conditions set forth in this Agreement and such is demonstrated throughout by their signatures below:

Rainbow Bay Property Owners Association

Board Member Name: _____

Signature: _____

Witness: _____

Date: _____

Rainbow Bay Property Owner

Owner Name(s): _____

Signature: _____

Witness: _____

Date: _____

Current contact information: address _____

Phone number _____

E-mail address _____

Appendix E. Annual Assessment/Required Dates

Seaview Accounting

From:seaview.accounting@gmail.com

To:capt. Ron

Wed, Mar 6 at 5:58 AM

The annual assessments should be agreed no later than November for the following year then invoices can go out on the 1st January

Any delinquent accounts are not cost effective for legal action unless over \$1500 but then they are time barred over 7 years so that has to be thought of

Its almost a lost cause if an owner does not pay but you can restrict use of common area facilities (club house garbage water security contact)

The POA recovers funds due at the time of sale . but new owner must provide a copy of the conveyance at time of sale to RBPOA OFFICE and new owner details advised and ASSESSMENTS ARE CURRENT.

APPENDIX F. Notice to Contact the RBPOA

Rainbow Bay Property Owners Association Important Notice to Contact Us

Lot: _____ Block: _____ Section: _____

Owner: _____

Phone: _____

Email: _____

Address: _____

It has come to our attention that construction is being done on your lot or your house is in need of love. If you do not have a permit from us or no longer own your home we ask that you contact us to confirm whether a permit is required or ownership has changed and to update your account balance and any other information if required.

If we don't hear from you within 30 days of this notice a cease construction notice will be issued.

Current Account Status: Current: _____ Delinquent: _____

Please contact office at:

Phone: 807-7105

Email: info@rainbowbay.org

Or visit us at the office in the Bob Poehlman Building on Lazy Shore Road, Tuesdays, Wednesdays and Thursdays, 10am to 3pm.

Appendix G. Legal Opinions by GSO Attorneys: Opinion 2924 Listening Device Act and Closed (Private)
Rainbow Bay Property Owners Board Meetings Consent Form

The Listening Devices Act ("the Act") prohibits private conversations from being recorded. Private conversations means any words spoken by one person *to* another in circumstances indicating that those persons or either of them desire the words to be heard or listened to only by themselves or by themselves and some other person, but does not include a conversation made in circumstances under which the parties to the conversation ought reasonably to expect the conversation to be overheard. As such board meetings are considered private conversations only to be heard by the board members.

The Act allows for the recording and sharing of the recording where it is made to a party to the private conversation or with the consent, express or implied, of such a party.

For protection, we would strongly suggest getting the written consent of each board member in advance of the meetings you intend to record.

Closed (Private) Rainbow Bay Property Owners Board Meetings Consent Form

1. Rainbow Bay Property Owners Association Board members and required board support personnel present at board meetings, whether present in person or via teleconference, need to sign a consent form annually to accept electronic recording of board discussions.
2. Electronic recordings of board meetings will be deleted after the minutes are written, reviewed and approved by the board.
3. Homeowners' names mentioned during board discussion will not be referenced as a matter of privacy. Only the matter(s) discussed, and any actions taken will be included in the body of the minutes.
4. This consent form will be valid for one (1) year after the date of signature.

I have read and agree to the above:

Name (printed): _____

Signature: _____

Title: _____

Date: _____

Companies (Amendment) Act, 2019

10. Insertion of new section 118A into the principal Act.

The principal act is amended by the insertion immediately after section 118, of the following new section 118A ----

“118A. Inspection of records by members.

(1) Any member of a company may, in person or by his attorney and in furtherance of a proper purpose, request in writing specifying the purposes, to inspect during normal business hours the Share Register of the company and the books, records, details of transactions with a related party, directors’ disclosures of material interests, minutes and consents kept by the company and to make copies of extracts therefrom.

(2) For the purposes of subsection (1), a proper purpose is a purpose reasonably related to the member’s interest as a member.

(3) If a request under subsection (1) is submitted by an attorney for a member, the request shall be accompanied by a power of attorney authorising the attorney to act for the member.

(4) If the company, by a resolution of directors, determines that it is not reasonably in the best interest of the company or of any other member of the company to comply with a request under subsection (1), the company may refuse the request.

(5) If a company refuses a request under subsection (1), the member may before the expiration of a period of ninety days of his receiving notice of the refusal, apply to the court for an order to allow inspection of the documents listed under that subsection”.

Companies (Amendment) Act, 2020

10. Amendment of section 118A of the principal Act.

Section 118A of the principal Act is amended -

(a) by the deletion of subsections (4) and (5) and the substitution of the following-

"(4) Within ten working days of receiving a request under subsection (1), the company shall by written notice-

(a) set a date and a time for the member to attend the company to inspect the requested documents and information, which date shall not exceed fourteen days from the date of the notice; and

(b) stipulate whether any costs are attached to the preparation of any copies of the requested documents or information; or

(c) refuse the member's request setting out the reasons for such refusal.

(5) For the purpose of subsection (4)(c), a company may refuse to provide the requested documents or information if -

(a) the disclosure of the documents or information would be likely to prejudice the commercial position of the company;

(b) the disclosure of the information would or would be likely to prejudice the commercial position of any other person, whether or not that person supplied the information to the company; or

(c) the request for the information is frivolous or vexatious.""; and

(b) by the insertion immediately after subsection (5), of the following new subsections (6), (7), (8) and

(9) -

"(6) Where a company has attached costs to the preparation of any copies of the requested documents or information, the member shall be deemed to have withdrawn the request to inspect if the cost remains unpaid ten working days after the member received the company's notice. or if within ten working days of receiving the company's notice. the member lodges written objection asserting that the costs are unreasonable.

(7) A member whose request to inspect is -

- (a) refused by the company; or
- (b) deemed withdrawn due to the member lodging a written objection that the costs are unreasonable, shall have ninety days from the date of such refusal or the lodging of the written objection to apply to a court for relief, and the court may make an order requiring the company -
 - (i) to provide copies of the requested documents and information at no or a reduced cost; or
 - (ii) to allow inspection of the documents or information where satisfied that the company's reason for refusal is unreasonable or insufficient; or
 - (iii) to allow inspection of the documents or information where the company has sufficient reason to refuse but that reason is outweighed by other reasons.
- (8) Where a court makes an order under subsection (7), it may specify the period for compliance by the company.
- (9) On an application for an order under this section, no costs shall be awarded."

Appendix I. Miscellaneous Forms

1. Agreement to Perform Work

Agreement to Perform Work for the Rainbow Bay Property Owners Association

This agreement between the Maintenance Department of the Rainbow Bay Property Owners Association Board and

_____ is for the start and completion of the following work: attachment may be used if needed.

The work is to start on _____ and be completed on _____.

The following are not included in the total work day count: weather, holidays, injuries sustained by workers resulting in work delays (not to be longer than three (3) days, Sundays, lack of materials, Government shutdowns.

Projects five (5) days or longer may be paid in three (3) time periods. _____% at start up, _____% at the end of the week and _____% on the date of acceptance by the Project director of the completion of the work. Work done in shorter time period(s) will be paid in 48 hours or sooner upon completion. Day one may be considered mobilization

Payment will be issued within 72 hours of receipt of request to pay to be given to the office secretary or projector director. If the contractor is to be paid on Friday, the request must be received by treasure noon on Thursday.

Payment method; check one : ___ electronic ___ check ___ credit card ___ bank draft ___ cash[less than 3 days only]

Other information ;

The above contractor will be responsible for meeting all Bahama labor and health laws, regulations and hold harmless the Rainbow Bay Property Owners Association members and Board of Directors.

Additional items:

- A. The Rainbow Bay Property Owners Association may provide the materials necessary to complete the work.
- B. The contractor must have their own tools /equipment necessary to complete the work.
- C. The contractor must pick up and remove all trash, equipment, tools and ensure that the area is clean when the job is complete.
- D. The contractor must supply road barricades if needed to ensure safety.
- E. If payment in cash is to be made to the contractor, it needs to be stated prior to the start of the project.
- F. A purchase order will accompany this agreement showing the total amount to be paid, the time for completion of the work and include dates for supplemental payments.

Contractor Signature: _____ Date: _____

Date Board Notified: _____

Date Treasurer Notified: _____

Project Director Signature: _____ Date: _____

Appendix J. Presidential Duties

1. Call and chair all meetings.
2. Prepare an agenda for Board meetings as well as AGM meetings.
3. Recommend to Board to create committees to handle any projects that need addressing that departments can't handle.
4. Co-ordinate with the Finance Director and Treasurer to ensure all insurances, utilities, boat ramp fees and any other bills that come due are paid.
5. Respond to all correspondence that comes in via, mail, email and phone and redirect to the appropriate Director or the SECRETARY as needed.
6. When necessary, contact the RBPOA Legal Director or GSO, for any legal advice and opinions. Ensures that the SECRETARY AND TREASURE CONFIRMS THAT our Company Registration fees at the beginning of each year HAVE BEEN PAID.
7. Work with the Board of Directors in requesting bids from local contractors as required.
8. SIGN ALL CONTRACTS ,AGREEMENTS, OBLIGATIONS, WITH BOARD APPROVAL AND WITNESS BY SECRETARY OR LEGAL DIRECTOR
9. Work with the Board in approving any donations that may be requested.
10. Periodically drive through the subdivision to look for any hazardous areas that need addressing, cleaning or repairing.
11. Provide an annual letter on the website under the Events section?
12. Work with the SECRETARY in accomplishing the duties described in Resolution 1016 including updating the telephone list, alphabetical street directory list and Neighborhood Watch list.
13. Work with appropriate personnel to ensure property inventory is current to ensure that assessments are not lost.
14. The President is answerable to the board and SHALL implement all board decisions.