



Patricia Cross <bcq12020@gmail.com>

New Reply Added to Ticket #19345

Ask the POA <askthepoa@bigcanoepoa.org>
Reply-To: support.1765241573nfjodsgsxtlt@uvdesk.com
To: bcq12020@gmail.com

Wed, Dec 10, 2025 at 4:42 PM

Ask the POA(Mark G.)

Dec 10, 2025, 4:42 PM EST

**New Reply to Ticket**

Hi Patricia Cross,

A reply has been added by Mark Green to your ticket #19345. Please click on the following link to view and reply to the message [#19345](#). You can also view the ticket message below and reply back to this email to respond.

Ticket Message:

Hello Patrica,

Here is the answer to your question:

Georgia law allows (and expects) directors to hold over until a successor is elected to fill the expiring term even if a corporation's Bylaws provide for the expiration of a specific term. O.C.G.A. § 14-3-805(a) of the Nonprofit Corporation Code authorizes a corporation's articles or bylaws to specify the length of a director's term (for example, "three years commencing at the conclusion of each annual meeting"); however, subsection (d) of this Code section adds the following: "Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors."

O.C.G.A. § 14-3-805(d) does not state that this applies "unless the bylaws provide otherwise." As such, while the Bylaws define when the ordinary 3-year term "expires," that expiration period does not prevent the holdover rule from kicking in when no successor Director has been elected and qualified. The Georgia legislature intended this as a statutory "safety net" so that if an election fails (no quorum, no candidates, etc.), the incumbents stay in place until such time as successors may be elected so that the corporation isn't left without Directors.

As such, Georgia's Nonprofit Corporation Code (OCGA § 14-3-805(d)), reinforced by the official statutory commentary and recognized in Georgia case law, provides that directors continue to serve beyond their stated term until successors are elected and qualified. The Big Canoe POA Bylaws' three

year term language sets the regular term, but it does not prevent this statutory hold-over from operating when an election fails or cannot be held.

Hope you find this helpful.

Warm regards,

Mark Green

Secretary - Big Canoe Board of Directors

Thanks and Regards,

Ask the POA

This email is a service from Ask the POA. Delivered by [UVdesk](#).

On Tue, Dec 9, 2025 at 12:52 AM, Patricia Cross <bcq12020@gmail.com> wrote:

According to Section 3.5 (f) of the Association bylaws, the term of office for elected directors is three years, commencing at the conclusion of each annual meeting. However, the December 6th email from the POA President contradicts that language by stating that the three year terms of Terry Stewart and Mark Green do not expire and will remain filled until a Special Election is completed.

Please direct me to the section of the Georgia non-profit code that supersedes the language found in our bylaws by allowing the terms of directors, Terry Stewart and Mark Green, to extend beyond their three year elected term.

Thank you in advance for your assistance.

Patricia Cross

10438 Big CanoeÂ