

**PAWLEYS PLANTATION  
PROPERTY OWNERS ASSOCIATION, INC.**

**AMENDED BY-LAWS**

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**AMENDED BY-LAWS  
OF  
PAWLEYS PLANTATION PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I**

**Name, Principal Office and Definitions**

**Section 1 - Name.** The name of the Association shall be Pawleys Plantation Property Owners Association, Inc. (hereinafter sometimes referred to as the "Association").

**Section 2 - Principal Office.** The principal office of the Association shall be in the State of South Carolina and shall be located in the County of Georgetown. The Association may have such other offices, either within or without the State of South Carolina, as the Board of Directors may determine or as the affairs of the Association may require.

**Section 3 - Definitions.** The words used in these Amended By-Laws shall have the same meaning as set forth in that Second Amended Declaration of Restrictions and Protective Covenants For Pawleys Plantation Property Owners Association, Inc. (said Second Amended Declaration, as amended, renewed and/or extended from time to time, is hereinafter sometimes referred to as the "Second Amended Declaration"), unless the context shall so prohibit.

**ARTICLE II**

**Association: Membership, Meeting, Quorum, Voting, Proxies**

**Section 1 - Membership.** The Association shall have one (1) class of Membership as more fully set forth in the Second Amended Declaration, the terms of which pertaining to Membership are specifically incorporated herein by reference.

**Section 2 - Place of Meetings.** Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Voting Members as may be designated by the Board of Directors either within the Properties or as conveniently thereto as is reasonably possible and practical.

**Section 3 - Annual Meetings.** The regular annual meetings of the Membership shall be held within the month of February of each year on a day and at an hour set by the Board of Directors.

**Section 4 - Special Meetings.** The President of the Board of Directors may call special meetings of the Association. In addition, it shall be the duty of the President of the Board of Directors to call a special meeting of the Association if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by Voting Members representing at least ten (10) percent of the total votes of the Association. The notice of any special meeting shall state the date, time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

**Section 5 - Notice of Meetings.** Written or printed notice stating the place, day and hour of any meeting of the Voting Members shall be delivered either personally or by mail, to each Voting Member entitled to vote at such meeting, not less than ten (10) or more than (50) days before the date of such meeting, by or at the direction of the President of the Board of Directors or the Secretary of the Board of Directors or the officers or persons calling the meeting.

In the case of a special meeting or when required by statute or these Amended By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at his or her address as it appears on the records of the Association, with postage thereon prepaid.

**Section 6 - Waiver of Notice.** Waiver of notice of a meeting of the Voting Members shall be deemed the equivalent of proper notice. Attendance at a meeting by a Voting Member or alternate shall be deemed waived by such Voting Member having notice of the time, date and place thereof, unless such Voting Member specifically objects to a lack of proper notice at or before the time the meeting is called to order. Attendance at a special meeting shall also be deemed to be a waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business of the meeting is put to a vote.

**Section 7 - Adjournment of Meetings.** If any meetings of the Association cannot be held because a quorum is not present, a majority of the Voting Members who are present at such meeting, either in person or by alternate, may adjourn the meeting to a time not less than five (5) or more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. A time and place for reconvening the meeting shall be given to Voting Members in the manner prescribed for regular meetings.

The Voting Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, provided that Voting Members or their alternates representing at least twenty-five (25) percent of the total votes of the Association remain present, and provided further that any action so taken is approved by at least a majority of the Voting Members required to constitute a quorum at the commencement of the meeting.

**Section 8 - Voting.** Except as modified herein, the voting rights of the Voting Members shall be as set forth in the Second Amended Declaration, and such voting rights provisions are specifically incorporated herein.

**Section 9 - Proxies.** Voting Members may vote by proxy, in a form approved by the Board of Directors.

**Section 10 - Majority.** As used in these Amended By-Laws, the term "majority" shall mean those votes, owners or other group as the context may indicate totaling more than fifty (50) percent of the total number of Voting Members present at any duly held meeting of the Voting Members.

**Section 11 - Quorum.** Except as otherwise provided in these Amended By-Laws or in the Second Amended Declaration, the presence in person or by alternate of the Voting Members representing fifty-one (51) percent of the total vote of the Association shall constitute a quorum at all meetings of the Association. Any provision in the Second Amended Declaration concerning quorums is specifically incorporated herein.

**Section 12 - Conduct of Meetings.** The President of the Board of Directors shall preside over all meetings of the Association, and the Secretary of the Board of Directors shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat.

**Section 13 - Action Without a Meeting.** Any action required by law to be taken at a meeting of the Voting Members may be taken without such a meeting, provided that there exists a consent in writing setting forth the action to be so taken and be signed by all of the Voting Members entitled to vote with respect to the subject matter thereof, by telephonic conferencing, properly recorded by the Secretary of the Board of Directors, or by Internet voting properly tabulated by the Secretary of the Board of Directors, and such consent, telephonic voting, and/or Internet voting shall have the same force and effect as any other vote of the Voting Members.

## ARTICLE III

### Board of Directors: Number, Powers, Meetings

#### A. Composition and Selection.

**Section 1 - Governing Body Composition.** The affairs of the Association shall be governed by a Board of Directors, each of whom shall have one (1) vote. The Directors shall be Voting Members or spouses of Voting Members; provided, however, that no person and his or her spouse may serve on the Board of Directors at the same time. In the case of an Owner which is a corporation or partnership, the person designated in writing to the Secretary of the Board of Directors of the Association as the representative of such corporation or partnership shall be eligible to serve as a Director.

**Section 2 - Number of Directors and Election of Directors.** The number of Directors on the Board of Directors of the Association shall be neither less than four nor more than twelve, as provided below. The Directors shall be elected from and shall represent the entire Membership of the Association.

**Section 3 - Nomination of Directors.** Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall be appointed by the Board of Directors and shall consist of a Chairperson, who shall be a member of the Board of Directors, and four (4) other Voting Members of the Association. One of the other four (4) members may be a member of the Board of Directors. The names of the members of the Nominating Committee shall be published in the Association's newsletter and on the Association's website no less than one hundred twenty (120) days prior to the Annual Meeting.

The Nominating Committee shall actively recruit candidates and develop a slate of nominees for election to the Board of Directors. The Nominating Committee will endeavor to have at least two (2) candidates for each vacancy, but not be limited to two (2). In addition to candidates recruited by the Committee, Voting Members of the Association may nominate themselves. All candidates for election shall submit a Board of Directors Nomination Application ("Application"). The Board of Directors shall announce in an Association newsletter mailed at least one hundred and twenty (120) days prior to the Annual Meeting the number of vacancies to be filled, and shall encourage Members to nominate themselves. An Application shall be mailed with that newsletter, and a copy shall also be placed on the Association's website. Any Voting Member may complete the Application and forward it to the Nominating Committee at least ninety (90) days prior to the Annual Meeting.

The Nominating Committee will review all Applications and ensure that all applicants are Voting Members. Names of the nominees will then be listed by lot order on the ballot. The Board of Directors reserves the right to identify incumbents and otherwise endorse candidates that it feels possess particular talents and skills that may be needed on the Board of Directors. Candidates who do not wish to be considered as nominees should withdraw their name from nomination prior to the printing of the ballot.

The ballot will be mailed to Voting Members by first class mail and will be posted on the Association's website not less than sixty (60) days prior to the Annual Meeting. Each nominee's Application shall be mailed with the ballot.

#### **Section 4 - Election and Term of Office.** Notwithstanding any other provision contained herein:

At the Annual Meeting of the Membership commencing in the year of the approval of this amendment to these Amended By-Laws, and at each Annual Meeting of the membership thereafter, all vacant Directors' seats shall be elected by the Voting Members to effectuate the implementation of a staggered term of office for the Board of Directors, with members elected ultimately to serve for a term of three (3) years. The Board of Directors shall take those procedural steps necessary to achieve the following result: one-third (1/3) of the Board of Directors being elected annually to serve three-year terms.

The Members of the Board of Directors shall hold office until their respective successors shall have been elected by the Association. Directors may serve only two (2) consecutive terms.

**Section 5 - Removal of Directors and Vacancies.** Directors may be removed, with or without cause, by a majority of votes of the Voting Members. Any Director whose removal is sought will be given notice prior to any meeting called for that purpose. Except as provided in the succeeding paragraph of this Section, a Director may be removed from office prior to the expiration of his or her term only by the votes of a majority of Voting Members. Upon removal of a Director, a successor shall then and there be elected to fill the vacancy by the Voting Members responsible for such removal. The successor shall then be elected in accordance with Section 3 and shall be entitled to serve the remainder of the term of the removed Director.

Any Director who has three (3) consecutive unexcused absences from Board of Directors' meetings or who is delinquent in the payment of Association dues and/or any assessment for more than thirty (30) days may be removed by a majority of the Directors present at a regular or special meeting of the Board of Directors where a quorum is present, and a successor may be appointed by the Board of Directors, which successor shall then be entitled to serve the remainder of the term of the removed Director. In filling such a vacancy, the Board of Directors shall strongly consider the candidate that received the next highest number of votes of the Voting Members at the most recent Annual Meeting.

In the event of the death, disability or resignation of a Director, a vacancy may be declared by the Board of Directors and it may appoint a successor. Any Director appointed by the Board of Directors shall serve for the remainder of the term such successor was appointed to fill. In filling such a vacancy, the Board of Directors shall strongly consider the candidate that received the next highest number of votes of the Voting Members at the most recent Annual Meeting.

**Section 6 - Voting Procedure for Directors.** At any election of Directors to the Board of Directors, each Voting Member may cast, in respect to each vacancy in accordance with Section 2 of this Article, as many votes as he or she is entitled to exercise under Article II of the Second Amended Declaration. Votes shall be cast as provided in Section 8 of Article II. The candidates receiving the largest number of votes shall be elected.

## **B. Meetings.**

**Section 7 – Annual Organizational Meeting.** The first meeting of the Board of Directors following each Annual Meeting of the Membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the Board of Directors. The purpose of this initial meeting shall be to elect the officers of the Association for the forthcoming year and to designate the members of the Board who shall head the various standing and other committees for the forthcoming year in accordance with Article IV hereof. Following such organizational acts, the then constituted Board of Directors may address any other topics then needing action thereon.

**Section 8 - Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least four (4) such meetings shall be held during each fiscal year with at least one (1) such meeting per quarter. Notice of the time and place of the meeting shall be communicated to Directors not less than fourteen (14) days prior to the meeting. However, notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to the holding of the meeting.

**Section 9 - Special Meetings.** Special meetings of the Board of Directors may be held when called by written notice signed by the President of the Board of Directors or by a majority of Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first-class mail, postage prepaid; (c) by telephone communication, either directly to the Director or to a person at the Director's office or home who would reasonably be expected to communicate such notice promptly to the Director; (d) by Internet/email communication to an email address provided by the Director to the Board of Directors; or (e) by telegram, charges prepaid. All such notices which are given by use of the Director's telephone number, email address, or by first-class mail shall be sent to the Director's telephone number, email address or postal address as shown in the records of the Association. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, email, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least seventy-two (72)

hours before the time set for the special meeting.

**Section 10 - Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice of consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 11 - Quorum of Board of Directors.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, provided that any action then taken is approved by at least a majority of the largest quorum that existed for that meeting. If any meeting of the Board cannot be held because a quorum is not present, a majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than five (5) no more than thirty (30) days from the date the original meeting was called. At the reconvened meeting, if a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

**Section 12 - Compensation.** No Director shall receive any compensation from the Association for acting as such unless approved by Voting Members holding a majority of the total vote of the Association at a regular or special meeting of the Association; provided, however, that any Director may be reimbursed for expenses incurred on behalf of the Association upon approval of a majority of the other Directors.

**Section 13 - Conduct of Meetings.** The President of the Board of Directors shall preside over all meetings of the Board of Directors, and the Secretary of the Board of Directors shall keep a minute book of meetings of the Board of Directors, recording therein all resolutions adopted by the Board of Directors, and all transactions and proceedings occurring at such meetings.

**Section 14 - Open Meetings.** Subject to the provisions of Section 15 of this Article, all meetings of the Board shall be open to all Voting Members of the Association, but Voting Members other than Directors may not participate in any discussion or deliberation unless permission to speak is requested on his or her behalf by a Director in attendance at the meeting. In such case, the President of the Board of Directors may limit the time during which any Voting Member may speak.

**Section 15 - Action Without a Formal Meeting.** Any action to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors, and such consent shall have the same force and effect as a unanimous vote.

### **C. Powers and Duties.**

**Section 16 - Powers.** The Board of Directors shall be responsible for conducting the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts as directed by the Voting Members and things as are not prohibited by the Second Amended Declaration, Articles, or these Amended By-Laws.

The Board of Directors may delegate to one of its Members the authority to act on behalf of the Board of Directors on all matters relating to the duties of the managing agent or manager, if any, which might arise between meetings of the Board of Directors.

In addition to the duties imposed by these Amended By-Laws or by any resolution of the Association that may be hereafter adopted, the Board of Directors shall have the power to and shall be responsible for the following, which are provided by way of explanation and/or example, but not for limitation:

(a) preparation and adoption of an annual budget, in which there shall be established the contribution of each Owner to the Common Expenses;

(b) setting annual dues and/or making special assessments to defray the Common Expenses, establishing the means and methods of collecting such annual dues and/or special assessments, and establishing the period of the installment payments of the annual dues and/or special assessment; provided, unless otherwise determined by the Board of Directors, the annual dues for each Lot's proportionate share of the Common Expenses shall be payable in equal quarterly installments, or as otherwise determined by the Board of Directors;

(c) providing for the operation, care, upkeep and maintenance of all of the Common Areas;

(d) designating, hiring and dismissing the personnel necessary for the maintenance, operation, repair and replacement of the Association's property and the Common Areas and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies and materials to be used by such personnel in the performance of their duties;

(e) collecting the annual dues and/or special assessments, depositing the proceeds thereof in one or more bank depository(ies) which it shall approve, and using the proceeds to administer the Association; provided, however, that any reserve fund may be deposited, in the Board of Directors' best business judgment, in depositories other than banks;

(f) making and amending rules and regulations for the governance of Properties within Pawleys Plantation, including, but not limited to, the establishment of rules, regulations and guidelines for the construction, renovation, appearance and landscaping of all such properties;

(g) opening bank accounts on behalf of the Association and designating the signatories required;

(h) making or contracting for the maintenance, making of repairs, additions and improvements to or alterations of the Common Areas in accordance with the other provisions of the Second Amended Declaration and these Amended Bylaws after normal wear, damage or destruction by fire, or other casualty;

(i) enforcing by legal means the provisions of the Second Amended Declaration, these Amended By-Laws and any of the rules and regulations adopted by it and bringing of any proceedings which it deems need to be instituted on behalf of or against the Owners concerning the Association;

(j) obtaining and carrying insurance against casualties and liabilities, as provided in the Second Amended Declaration and paying the premium cost thereof;

(k) paying the cost of all services rendered to the Association or the members of its Board of Directors and which are not chargeable directly to one or more Owners;

(l) keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, specifying the maintenance and repair expenses and any other expenses incurred. The books and vouchers accrediting the entries thereupon shall be available for examination by the Owners and mortgagees, or their duly authorized agents, accountants or attorneys during normal business hours at the time and in a manner that shall be set and announced by the Board of Directors for the general knowledge of the Owners. All books and records shall be kept in accordance with generally accepted accounting principles;

(m) making available to any prospective purchaser of a Lot, Owner of a Lot, any first mortgagee, and the holders, insurers, and guarantors of a first mortgage on any Lot, current copies of the Second Amended Declaration, the Articles of Incorporation, the Amended By-Laws, rules governing the Lot and all other books, records and financial statements of the Association; and

(n) permitting utility suppliers to use such portions of the Common Areas as are reasonably necessary to the ongoing development or operation of the Properties, conditioned upon the supplier's agreement to return any disturbed portion of the Common Areas to their original condition.

**Section 17 - Management Agent.**

(a) The Board of Directors may employ for the Association a professional management agent or agents at a compensation established by the Board of Directors to perform such duties and services as the Board of Directors shall authorize. The Board of Directors may delegate to the managing agent or manager, subject to the Board of Directors' supervision, all of the powers granted to the Board of Directors by these Amended By-Laws, other than the powers set forth in subparagraphs (a), (b), (f), (g) and (i) of Section 16 of this Article. Pawleys Plantation, LLC, or an affiliate thereof, may be employed by the Association as managing agent or manager.

(b) Any management contract shall have a term of not less than one (1) year or more than three (3) years, the year(s) to run concurrently with the Calendar Fiscal Year of the Association, and must permit termination by either party without cause and without termination fee or penalty on not more than ninety (90) days written notice to the other party.

**Section 18 - Accounts and Reports.** The following management standards of performance will be followed unless the Board of Directors, by resolution, specifically determines otherwise:

(a) accrual accounting, as defined by generally accepted accounting principles, shall be employed;

(b) accounting and controls should conform to generally accepted accounting principles;

(c) cash accounts of the Association shall not be combined with any other accounts;

(d) no remuneration shall be accepted by the managing agent from vendors, independent contractors or others providing goods or services to the Association, whether in the form of commission, finders' fees, service fees, prizes, gifts or otherwise. Anything of value received shall inure to the benefit of the Association;

(e) any financial or other interest which the managing agent, including any employee thereof, may have in any entity providing goods and/or services to the Association shall be disclosed promptly to the Board of Directors;

(f) financial reports shall be prepared for the Association at least quarterly containing:

(i) an income statement reflecting all income and expense activity for the preceding period on an accrual basis;

(ii) a variance report reflecting the status of all Association ledger accounts in an "actual" versus "approved" budget format;

(iii) a balance sheet as of the last day of the preceding period; and

(iv) a delinquency report listing all Owners who are delinquent in paying the annual dues and/or special assessments at the time of the report and describing the status of any action that has been taken or which is then contemplated to collect such installments which remain delinquent (a monthly installment of the assessment shall be considered to be delinquent on the fifteenth (15<sup>th</sup>) day of each month unless otherwise determined by the Board of Directors); and

(g) an annual report as of the end of the fiscal year consisting of at least the following shall be made available to all Voting Members within one hundred twenty (120) days after the close of the fiscal year: (1) a balance sheet; (2) an operating (income) statement; and (3) a statement of changes in financial position for the fiscal year. The annual report referred to above shall be prepared on an audited, reviewed, or unaudited basis, as determined by the Board of Directors, by an independent certified public accountant for any fiscal year in which the gross income of the Association exceeds Seventy-Five Thousand and No/100 (\$75,000.00) Dollars. If said report is not prepared by an independent certified public accountant, it shall be accompanied by the certificate of an authorized officer of the Association that the statements were prepared without audit from the books and records of the Association.

**Section 19 - Borrowing.** The Board of Directors shall have the power to borrow money for the purposes of repair or restoration of the Common Areas without the approval of the Membership; provided, however, that the Board of Directors shall obtain Voting Members' approval in the same manner as is provided in Article IX, Section 3, of the Second Amended Declaration for special assessments in the event that the proposed borrowing is for the purpose of modifying, improving or adding amenities to the property of the Association, and the total amount of such borrowing exceeds or would exceed five (5) percent of the budgeted gross expenses of the Association for that fiscal year.

**Section 20 - Rights of the Association.** With respect to the Common Areas, and in accordance with the Articles of Incorporation and the Amended By-Laws of the Association, the Association shall have the right to contract with any Person for the performance of various duties and functions. Without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other agreements with trusts, condominiums, cooperatives, or other owners or residents associations, both within and without the Properties. Such agreements shall require the consent of two-thirds (2/3) of all Directors of the Association.

**Section 21 - Enforcement.**

(a) The Board shall have the power to impose reasonable fines, which shall constitute a lien upon the property of the violating Owner, and to suspend an Owner's right to vote or to use the Common Area for violation of any duty imposed under the Second Amended Declaration, these Amended By-Laws or any rules and regulations adopted hereunder; provided, however, that nothing herein shall authorize the Association or the Board of Directors to limit an Owner's ingress and egress to or from a Lot.

(b) In the event that any occupant of a Lot, other than the Owner, violated the Second Amended Declaration, Amended By-Laws or a rule or regulation and a fine is imposed by the Board of Directors, the fine shall first be assessed against the occupant; provided, however, if the fine is not paid by the occupant within the time period set by the Board, the Owner shall pay the fine upon notice from the Association.

(c) The failure of the Board of Directors to enforce any provision of the Second Amended Declaration, Amended By-Laws, or any rule or regulation shall not be deemed a waiver of the right of the Board of Directors to do so thereafter.

(d) *Notice.* Prior to imposition of any sanction hereunder, except the suspension of voting rights for nonpayment of assessments, the Board of Directors or its delegate shall serve the alleged violator with written notice describing (i) the nature of the alleged violation; (ii) the proposed sanction to be imposed; (iii) a period of not less than ten (10) days within which the alleged violator may present a written request to the Board of Directors for a hearing; and (iv) a statement that the proposed sanction shall be imposed as contained in the notice unless a challenge is begun within ten (10) days of the notice. If a timely challenge is not made, the sanction stated in the notice shall be imposed.

(e) *Hearing.* If a hearing is requested in a timely manner, the hearing shall be held by the Board of Directors, affording the Owner a reasonable opportunity to be heard. Prior to the effectiveness of any sanction hereunder, proof of proper notice shall be placed in the minutes of the Board of Directors' meeting during which such hearing occurred. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

(f) *Appeal.* Following a hearing before the Board of Directors, the violator shall have the right to appeal the decision to the Board of Directors. To perfect this right, a written notice of appeal must be received by the manager, President, or Secretary of the Association within thirty (30) days after the hearing date.

(g) *Additional Enforcement Rights.* Notwithstanding anything to the contrary herein contained, the Association, acting through the Board of Directors, may elect to enforce any Provision of the Second Amended Declaration, these Amended By-Laws, or the rules and regulations of the Association, including, but not limited to,

any amendments or supplements to the Second Amended Declaration, after notification to Owner and/or other responsible party in accordance with the Second Amended Declaration, by self-help (specifically including, but not limited to, the towing of vehicles that are in violation of parking rules and regulations, and the entry upon any Lot for the purposes of causing that Lot's appearance to be upgraded so as to comply with the minimal standards therefor established by the Association, including, but not limited to those set forth in the Second Amended Declaration) or by suit at law or in equity to enjoin any violation or to recover monetary damages or both without the necessity of compliance with the procedure set forth above. In any such action, to the maximum extent permissible, the Owner or occupant responsible for the violation of which abatement is sought shall pay all costs, including reasonable attorney's fees actually incurred.

## ARTICLE IV

### Officers

**Section 1 - Officers.** The officers of the Association shall be a President, Vice President, Secretary, and Treasurer, to be elected from among the Members of the Board of Directors. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. No person may hold two offices at one time.

**Section 2 - Election. Term of Office and Vacancies.** The officers of the Association shall be elected annually by the Board of Directors at the Annual Organizational Meeting of the Board of Directors following each Annual Meeting of the Membership, as set forth herein in Article III, Section B.7. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 3 - Removal.** Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby.

**Section 4 - Power and Duties.** The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred on or imposed by the Board of Directors. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for the preparation of the budget as provided for in the Second Amended Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent or both.

**Section 5 - Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6 - Agreements, Contracts, Deeds, Leases, Checks, Etc.** All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by at least two (2) authorized officers or designated Members of the Board of Directors as have been authorized by resolution of the Board of Directors at the Annual Organizational Meeting.

## ARTICLE V

### Committees

**Section 1 - General.** Committees are hereby authorized to perform such tasks and to serve for such periods as may be designated by a resolution adopted by a majority of the Members of the Board of Directors present at a meeting at which a quorum is present. Each committee shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

**Section 2 - Covenants Committee.** In addition to any other committees which may be established by the Board of Directors pursuant to Section 1 of this Article, the Board of Directors may appoint a Covenants Committee consisting of not more than seven (7) Voting Members, any or all of which may be Members of the Board of Directors.

**Section 3 - Architectural Review Board.** In addition to any other committees which may be established by the Board pursuant to Section 1 of this Article, the Board of Directors may appoint an Architectural Review Board consisting of not more than seven (7) Voting Members, at least one of which shall be a Member of the Board of Directors.

**Section 4 - Security and Safety Committee.** In addition to any other committees which may be established by the Board pursuant to Section 1 of this Article, the Board of Directors may appoint a Security and Safety Committee consisting of not more than seven (7) Voting Members, at least one of which shall be a Member of the Board of Directors.

**Section 5 - Communications Committee.** In addition to any other committees which may be established by the Board pursuant to Section 1 of this Article, the Board of Directors may appoint a Communications Committee consisting of not more than seven (7) Voting Members, at least one of which shall be a Member of the Board of Directors.

## ARTICLE VI

### Miscellaneous

**Section 1 - Fiscal Year.** The fiscal year of the Association shall be set by Resolution of the Board of Directors.

**Section 2 - Parliamentary Rules.** Except as may be modified by Resolution of the Board of Directors, *Roberts' Rules of Order* (current edition) shall govern the conduct of all Association proceedings when not in conflict with South Carolina law, the Articles of Incorporation, the Second Amended Declaration or these Amended By-Laws.

**Section 3 - Conflicts.** If there are conflicts or inconsistencies between the provisions of South Carolina law, the Articles of Incorporation, the Second Amended Declaration, and these Amended By-Laws, the provisions of South Carolina law, the Second Amended Declaration, the Articles of Incorporation, and the Amended By-Laws (in that order) shall prevail.

### **Section 4 - Books and Records.**

(a) *Inspection by Members and Mortgagees.* The Second Amended Declaration and Amended By-Laws, membership register, books of account and minutes of meetings of the Members, the Board of Directors, and committees shall be made available for inspection and copying by any mortgagee, Voting Member of the Association, or by his or her duly appointed representative at any reasonable time during normal business hours, and for a purpose reasonably related to his or her interest as a Voting Member, at the office of the Association or at such other place within the Properties as the Board of Directors shall prescribe.

(b) *Rules for Inspection.* The Board of Directors shall establish reasonable rules with respect to:

- (i) the notice to be given to the custodian of the records;
- (ii) the hours and days of the week when such an inspection may be made; and
- (iii) the payment of the cost of reproducing copies of documents requested.

(c) *Inspection by Directors.* Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of the Association and the physical properties owned or controlled by the Association. The right of inspection by a Director includes the right to make extracts and a copy of relevant documents at the expense of the Association.

**Section 5 - Notices.** Unless otherwise provided in these Amended By-Laws, all notices, demands, bills, statements or other communications under these Amended By-Laws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by United States Mail, first class postage prepaid:

(a) if to a Voting Member, at the address which the Voting Member has designated in writing and filed with the Secretary or, if no such address has been designated, at the address of the Lot of such Voting Member; or

(b) if to the Association, the Board of Directors, or the managing agent, at the Principal office of the Association or the managing agent, if any, or at such other address as shall be designated by notice in writing to the Voting Members pursuant to this Section.

**Section 6 - Amendment.** These Amended By-Laws may be amended by the Association. Any proposed Amendment must be approved by sixty-seven (67) percent of the votes cast in a quorum of Voting Members present at the meeting of the Membership in accordance with Article II, Section 2, or a vote conducted by mail. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. In the case of a ballot by mail, a quorum shall constitute the full membership of the Association. No amendment shall be effective until recorded in the public records of Georgetown County, South Carolina. In the event that a vote to amend these Amended By-Laws is conducted by mail, the required sixty-seven (67) percent of the votes shall be of the entire voting membership.

PAWLEYS PLANTATION  
PROPERTY OWNERS ASSOCIATION, INC.

\_\_\_\_\_ By: President

\_\_\_\_\_ By: Vice President

\_\_\_\_\_ By: Secretary

\_\_\_\_\_ By: Treasurer

\_\_\_\_\_ By: Director

\_\_\_\_\_ By: Director

\_\_\_\_\_ By: Director

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