

RESTATED BY-LAWS
OF
THE ASSOCIATION OF SEA PINES PLANTATION PROPERTY OWNERS,
INC. &
PROPERTY OWNERS'
AND THE ADVISORY BOARD

July 19, 2018

ARTICLE I
NAME AND LOCATION

Section 1.1. The name of the corporation is ~~THE ASSOCIATION OF SEA PINES PLANTATION PROPERTY OWNERS, INC. & PROPERTY OWNERS' AND THE~~ ADVISORY BOARD, (hereinafter referred to as "ASPPPO"). The principal office of the corporation shall be located ~~at~~ in Sea Pines Plantation, Hilton Head Island, Beaufort County, South Carolina, ~~but meetings of Members and directors may be held or at such places within the State of South Carolina, other place~~ as may be designated by the Board of Directors ~~of the corporation (hereinafter "Board").~~

ARTICLE II
DEFINITIONS

Section 2.1. "ASPPPO" "CSA" shall mean ~~and refer to The Association of Sea Pines Plantation Property Owners Community Services Associates, Inc. & Property Owners' Advisory Board, a South Carolina not for profit corporation formed in part for the purpose of assuming Sea Pines Plantation Company, Inc.'s responsibilities for maintaining Sea Pines Plantation, and its successors and assigns.~~

Section 2.2. "Declaration" shall mean ~~and refer to~~ the Declaration of Covenants and Restrictions ~~of the~~ Sea Pines Plantation Company, Inc., dated September 7, 1974, and recorded ~~October 17, 1974,~~ in the Office of the ~~Clerk Register~~ of ~~Court Deeds~~ for Beaufort County, South Carolina, in Deed Book 224 at Page 1036, ~~as amended from time to time.~~

Section 2.3. "~~Participating Property~~ "Owner" shall mean ~~and refer to~~ the ~~Owner~~owner as shown in the real estate records in the Office of the ~~Clerk Register~~ of ~~Court Deeds~~ for Beaufort County, South Carolina, whether it be one or more persons, firms, associations, corporations, or other legal entities, of fee simple title to any Residential Lot or Family Dwelling Unit, both as described in the Declaration, ~~who is also described as a "Participating Property Owner" situated in Sea Pines Plantation, other than the said Declaration Resort.~~

Notwithstanding any applicable theory of a mortgage, the term Owner shall not mean the mortgagee, or holder of a security deed, its successors or assigns, unless or until such mortgagee has acquired title pursuant to foreclosure or a proceeding or deed in lieu of foreclosure and has held such title for a period of one (1) year; nor shall the term Owner mean or refer to any lessee or tenant of an Owner. In the event that there is recorded in the Office of the ~~Clerk Register~~ of ~~Court Deeds~~ for Beaufort County, South Carolina, a long-term contract of sale covering any lot of parcel of land within ~~the Properties~~Sea Pines Plantation, the Owner of such lot or parcel of land shall be the purchaser under said contract and not the fee simple title holder. A long-term contract of sale shall be one where the purchaser is required to make payments of the property for a period

extending beyond nine (9) months from the date of contract, and where the purchaser does not receive title to the property until such payments are made although the purchaser is given the use of said property.

Section 2.4. "Member" shall mean ~~and refer to~~ all those Owners who are Members of ASPPPO as provided in Article IV of these By-Laws.

Section 2.5. "~~Company~~" "~~Resort~~" shall mean Sea Pines ~~Plantation Company, Inc., and is~~ Resort, LLC, a Virginia Limited Liability Company authorized to conduct business in South Carolina, and its successors and assigns.

ARTICLE III **PURPOSE**

Section 3.1. ~~The basic purpose of ASPPPO shall be to~~ provide a forum for and promote the ~~common good and~~ general welfare of ~~owners~~ Owners of property in Sea Pines Plantation ~~and to represent the said property owners in all matters in pursuit of these objectives. In the accomplishment of this purpose, ASPPPO will:~~

- ~~(a) Provide a forum for discussion of problems of mutual interest to owners of property in Sea Pines Plantation and thus encourage the formulation and advancement of ideas and projects which will inure to the general benefit of such owners.~~
- ~~(b) Provide and fulfill all of the functions designated to the Advisory Board in the Declaration.~~
- ~~(c) Provide a channel of communication with Sea Pines Company and other land developers and contractors within Sea Pines Plantation.~~
- ~~(d) Provide a vehicle for expressing opinions and objectives to the Town of Hilton Head Island and other public authorities.~~
- ~~(e) Cooperate with other property owners and civic associations in common goals.~~
- ~~(f) Stand watch to insure compliance with all terms and conditions imposed by the Agreement of June 17, 1974, and the Declaration of Covenants and Restrictions of September 7, 1974, by the Sea Pines Plantation Company, Inc., and as supplemented by any other pertinent agreements and covenants affecting the properties within the Sea Pines Plantation.~~
- ~~(g) Advise Sea Pines Plantation Company in matters relating to private road maintenance, roadside landscaping, insect control, security, and other community services.~~
- ~~(h) Carry out those responsibilities assigned to "The Property Owners' Advisory Board" as specified in the Irrevocable Trust Agreement of August 1, 1976.~~

~~Section 3.2. Mergers and Consolidations. Subject to the provisions of the recorded covenants and restrictions applicable to The Properties, and to the extent permitted by law, ASPPPO may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the vote as at duly called meeting of ASPPPO, written notice of which shall be mailed to all Member at least thirty (30) days in advance and shall set forth the purpose of the meeting.~~

ARTICLE IV **MEMBERSHIP**

~~Section 4.1. Eligibility ~~effor~~ Membership. Upon application and payment of the applicable dues, any ~~Participating Property Owner in Sea Pines Plantation shall be eligible for membership in ASPPPO. A purchaser under contract of property in the Plantation shall be deemed to be the owner of property for purposes of membership in ASPPPO.~~ shall become a Member of ASPPPO.~~

~~In cases of corporate, in common or joint owners of property, such owners shall select one official representative, co-owner or joint owner, respectively, to qualify for membership in ASPPPO.~~

~~In cases of multiple Owners of any property (i.e., trusts, fiduciaries, corporations, partnerships, tenants in common, joint-tenants, or any other manner of joint or common ownership), such Owners shall select one representative to serve and act as the Member of ASPPPO. In the event that with respect to one parcel of property more than one entity seeks to act as the Member, then the Owner or Owners of that parcel shall be denied the benefits membership until the Owner or Owners advise the President of ASPPPO in writing as to the one individual who will act as the representative of the Owner or Owners.~~

~~Further, the ~~record owner~~individual Owner or ~~owners~~Owners of any property may designate another ~~Member~~member of their immediate family to ~~be their qualified~~act and serve as the Member ~~for purposes of membership in ASPPPO. For example, where an Owner of a property is owned of record in the a wife, she may name of the wife or in the name of the one of her children, a or her husband or father respectively can qualify with the consent of the record owners as a Member representing such property ownership~~to act or serve as the Member.~~

~~A ~~Participating Property~~An Owner owning more than one lot in ~~the~~Sea Pines Plantation shall ~~qualify for only~~may elect to have one membership in ASPPPO ~~for each lot owned provided the Member pays the applicable dues for each membership for which such election is made.~~~~

~~Section 4.2. Terms of Membership. Memberships shall expire on December 31 of each year. Any person ~~joining ASPPPO~~becoming a Member after ~~September 4~~November 2 of any year shall continue to be a Member until December 31 of the following year without further payment of dues.~~

~~Section 4.3. Annual Dues. ~~The annual dues for membership in ASPPPO shall not exceed \$35.00 for the owner of improved property and \$15.00 for the owner of unimproved property. Within that limitation the Directors shall establish the dues from year to year. If a Participating Property Owner owns both improved and unimproved property in Sea Pines Plantation, he can qualify for membership in ASPPPO only as the owner of improved property. The Board shall establish the dues from year to year.~~~~

ARTICLE V

MEETING OF MEMBERS

Section 5.1. Annual Meetings. ~~The An~~ Annual Meeting of the ~~membership~~Members shall be held each year at a date ~~within the discretion of~~selected by the Board ~~of Directors~~. At such Annual Meeting, the ~~membership~~Members shall conduct such business as may properly come before the meeting. To the extent practical, the ~~Directors~~Board shall schedule the annual meeting of ASPPPO to occur in sequence or jointly with the Annual Meeting of the ~~membership of~~Community Services Associates, Inc~~members of CSA~~.

Section 5.2. Special Meetings. Special Meetings of the ~~membership~~Members may be called by the Board ~~of Directors, or~~and shall be called by the Secretary on the written petition of fifty (50) Members ~~of ASPPPO~~ stating the items of business which such Members desire to submit for the consideration of the ~~membership~~Members.

Section 5.3. Notice of Annual Meetings. Written notice of any membership meeting shall be ~~delivered either personally given by, or at the direction of, the Secretary by mailing a copy of such notice~~ by first class mail to each ~~member~~Member as of the record date for such meeting. Such notice shall be delivered not less than ten (10) days nor more than fifty (50) days before the meeting. Notice of each meeting shall state the place, date, and hour of each meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called. ~~If mailed, such~~Such notice shall be deemed delivered when deposited in the United States mail with postage prepaid, addressed to the ~~member~~Member at the address as it appears in ASPPPO's records, or if he shall have filed with the Secretary of ASPPPO a written request that such notices be mailed to some other address, then directed to the Member at that address.

Section 5.4. Left Blank Intentionally.

~~Section 5.5~~Section 5.4. Notice by Electronic Methods. Subject to prior approval by the Board, notice of any meeting of the Members may be made by electronic methods if such notice is sent not less than ten(10) nor more than fifty (50) days prior to the meeting, and includes such information as required by Section 5.3 of these By-Laws, and shall be deemed delivered when entered into an authorized internet service provider addressed to the Members' electronic address as it appears in the records of ASPPPO, or such other electronic address provided to ASPPPO in writing by such Member prior to the record date for such meeting. If notice is furnished to a Member in accordance with this Section, notice need not be furnished to such Member under Section 5.3.

Section 5.5. Quorum. The presence, in person or by proxy, at ~~the~~a meeting of Members entitled to cast, ~~or proxies entitled to cast,~~ twenty (20%) percent of the total vote of ~~membership~~the Members shall constitute a quorum for any action. ~~In the event the required quorum is not forthcoming at the second meeting, a third meeting may be called in the same manner as the second meeting subject to the giving of proper notice and there shall be no quorum requirement for such third meeting. For the purpose of this section, "proper notice" shall be deemed to be given when notice of such meeting is given each Member not less than fifteen (15) days prior to the date of the meeting at which any proposed action is to be considered. Evidence of such notice having been given may consist of an Affidavit of Mailing evidencing that the requisite notice was mailed at least fifteen (15) days prior to said meeting.~~

Section 5.6. Proxy. At all meetings of Members, each Member of ASPPPO may vote and transact

business at any meeting of ASPPPO by a proxy authorized in writing. ~~Any~~No proxy ~~so-executed~~ shall ~~not~~ be valid ~~for a term greater than eleven (11) months from its~~ after the date of execution. ~~A proxy shall not be required for any action which is subject to a Referendum, as provided in the Declaration in which case the~~ votes~~meeting~~ of all the Members ~~polled shall be made by specifically provided ballots mailed by ASPPPO~~ or any adjournment thereof.

Section 5.7. Membership Voting. ~~Each qualified member~~Member present in person or by ~~written~~ proxy at the time of the particular vote at the meeting shall be entitled to cast one vote on any ~~submittal~~matter submitted to the ~~membership~~.

~~Voting for the election of directors shall be by written unsigned ballot.~~

Members. In the event of a tie vote material to the election for any directorship, election shall be decided by the directors whose terms have not expired plus those elected in the current balloting and by secret ballot.

Section 5.8. Action of Members. ~~Except as otherwise specifically required by these By-Laws or applicable law, any action requiring Members' approval shall be effective if approved by a majority vote of those Members present, in person or by proxy, and voting.~~

Section 5.9. Record Date. ~~For the purpose of determining the Members qualified or entitled to receive a ballot and vote in the election of directors, or qualified or entitled to notice of or to vote at any meeting of Members, or any adjournment thereof, the Board shall fix a date as the record date for such determination of Members. Such date shall be no more than sixty (60) days nor less than thirty (30) days before the date of such meeting or the date ballots are first furnished to Members in an election of directors. If no record date is fixed by the Board, the record date for such purposes shall be thirty (30) days before the date of such meeting or the mailing of ballots.~~

Section 5.10. Technology. ~~The Board may adopt new technologies for actions stipulated in Article V provided they are permissible under the South Carolina Nonprofit Corporation Act and that they in no way compromise the protections and rights contained herein.~~

ARTICLE VI

BOARD OF ~~DIRECTOR~~DIRECTORS: SELECTION: TERM OF OFFICE

Section 6.1. Number and Election. The affairs of ASPPPO shall be governed by a ~~Board~~board of ~~Directors~~directors, whose members must be ~~members~~Member of ASPPPO. The Board ~~of Directors~~ shall consist of nine (9) members. No ~~Director~~director shall serve more than two (2) consecutive terms, which does not include any portion of any unexpired term to which a ~~Director~~director may be or have been appointed, prior to his election to any full term. The election of a Board ~~Member~~member shall occur by balloting to be held in accordance with the provision of section 7.~~23~~ herein.

Section 6.2. Term of Office. ~~The term of each Director~~director shall be three (3) years. Newly elected ~~Directors~~directors shall take office at the commencement of the first meeting of the Board ~~of Directors~~ following their election.

Section 6.3. Vacancy. ~~In filling any vacancy, which shall occur at any time, the Board of Directors by a majority vote shall elect a new Member. Nothing herein shall require member, provided the Board to may, but need not, fill any vacancy where there are 3 months or renew any appointment less remaining in the vacant term. In filling a vacancy, the Board shall select the person who received the highest vote total in the last election of directors of those candidates who were not elected, provided such person received at least ten percent (10%) of the total votes cast and is still qualified and willing to serve.~~

Section 6.4. Absences from Meetings. The ~~Absence~~absence of a Board ~~Member~~member from three (3) successive regularly scheduled Board meetings, unless there are extenuating circumstances that are excused by the ~~Executive Committee~~Board, will cause the term of membership of a ~~Member~~director to automatically expire.

Section 6.5. Resignation. Any ~~Director~~director may resign at any time by giving written notice to the President or to the Secretary of ASPPPPO. Such resignation, which ~~may~~may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it.

Section 6.6. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of ASPPPPO; ~~voting at a special meeting called to vote on such removal.~~ In the event of death, resignation or removal of a ~~Director~~director, his successor shall be selected by the remaining ~~Members~~members of the Board and shall serve for the unexpired term ~~of his predecessor.~~

Section 6.7. Compensation. ~~No Director~~director shall receive compensation for any service he may-render to ASPPPO. However, any ~~Director~~director may be reimbursed for ~~his~~ actual expenses incurred in the performance of his duties. Amounts in excess of ~~two hundred fiftyone thousand~~ dollars (\$~~250~~1000.00) must have prior approval of the President for all such expenditures made by persons other than the President, and by the Vice-President for such expenditures made by the President. ~~No Director~~ASPPPO shall not enter into any contract or business relationship for compensation with ~~ASPPPO~~a former director within one (1) year of the director leaving office.

Section 6.8. Action Taken Without a Meeting. ~~The Directors~~directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the ~~Directors~~directors. Any action so approved shall have the same effect as though taken at a meeting of the ~~Directors~~directors.

Section 6.9. Giving Notice. Any notice required by statute or by these By-Laws to be given to the ~~Directors~~directors, or to any ~~office~~officer of ASPPPO, shall be deemed to be sufficient if given personally or by mail, telephone, or electronically at or to the address or phone number most recently furnished by the director or officer to the Secretary of ASPPPO. A mailed notice shall be given by depositing the same in a post office box, in a sealed, pre-paid ~~and~~envelope addressed ~~envelope~~ to such ~~Director~~director or officer at his last known address. ~~Such~~A mailed or electronically given notice shall be deemed to have been given at the date of such mailing or when entered into authorized internet service provider. A notice given personally or by telephone shall be deemed given when actually received.

ARTICLE VII **NOMINATION AND ELECTION OF DIRECTORS**

Section 7.1. ~~Nominations~~Nominating Committee. Nominations for election to the Board of ~~Directors~~ shall be made by the Nominating Committee. The Nominating Committee shall consist of ~~the Chairman of the Board of Directors and two other persons, both of whom shall be three~~ Members, ~~and shall be~~ appointed by ~~majority vote of the Board of Director~~the President, prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting ~~and such~~. The appointment shall be announced at each annual meeting. At least one of the members of the committee shall be a director and committee members may not be considered for nomination themselves. The Nominating Committee shall make as many nominations as it shall in its discretion determine, but not less than the number of vacancies to be filled. Such nominations shall be only from those Members who are ~~residential property owners~~Owners, spouses of ~~residential property owners~~Owners, a beneficiary of a trust that is an Owner, or an owner of ~~a residential property, or the owner of a majority~~an interest in an entity that is ~~the owner~~an Owner. The list of nominees must be available at the principal office of residential property ASPPPO or by a posting on a website for review by all Members on or before August 31st prior to the election. In addition ~~to the nominees from the Nominating Committee, the name,~~ the Members must be informed by a posting on such website at that time of ~~a~~their right to nominate candidates by petition as set forth below.

Section 7.2. Nomination by Petition. A candidate may be ~~submitted~~nominated by a Member if: (i) the ~~name~~nomination is supported by a petition ~~bearing~~naming the person to be nominated who must be an Owner, spouse of an Owner, a beneficiary of a trust that is an Owner, or an owner of an interest in an entity that is an Owner; (ii) the petition bears the names, original written

signatures, phone numbers and addresses of at least fifty (50) Members; ~~and (iii)~~ the petitioner establishes that the candidate is eligible to be a director and is ready, willing and able to serve; and ~~(iiiiv)~~ the proposed name ~~has reached~~reaches the Nominating Committee by October 1 prior to be included in the ballot for election of Directors. If. Candidates shall be responsible for the name of such a candidate is submitted, then integrity of their petitions. Petitions may be audited for compliance with petition requirements. Petitions without original signatures or fraudulent signatures may be ruled invalid and may be disqualified by a two-thirds vote of the Board.

Section 7.3. Election. The names of the nominees shall appear on the ballot in alphabetical order and the nominees shall be identified as to how they were nominated.

~~Section 7.2. Election.~~ Election to the Board ~~of Directors~~ shall be by secret ballot, either written or cast electronically, or both as deemed appropriate from time to time by the Board ~~of Directors.~~ The ballots shall be provided ~~to all Members on or before~~between November 1 ~~in time to allow votes to~~

~~be returned by and~~ December 1. ~~Any to all Members as of record date.~~ The ballots shall be returned by a date selected by the Board which date shall be no later than December 31. Electronic ballots shall be deemed cast on the date of transmission and mailed ballots shall be deemed cast on the date postmarked, provided that any ballot received more than 10 days after ~~December 1~~ return date selected by the Board shall be ~~presumed~~ deemed late and shall not be counted. Each Member shall have a number of votes equal to the number of directors to be elected and there shall be no cumulative voting. The nominees receiving the largest number of votes cast shall be elected to the vacancies that are to be filled.

In the event of a major community disruption such as a named hurricane or similar event, the Board may delay the voting and eligibility schedule so that residents have a reasonable time within which to cast their ballots. Such change in timing must be approved by a two thirds vote of the Board.

ARTICLE VIII MEETINGS OF DIRECTORS

Section 8.1. Regular Meetings. Regular meetings of the Board ~~of Directors~~ shall be held at least quarterly with notice, at such place and ~~hours~~ hour as may be fixed from time to time by resolution of the Board. ~~Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.~~

Section 8.2. Special Meetings. Special meetings of the Board ~~of Directors~~ shall be held when called by the President of ASPPO, or by any two ~~Directors~~ directors, after not less than three (3) days' notice to each ~~Director~~ director.

Section 8.3. Quorum. A majority of the number of ~~Directors~~ directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the ~~Directors~~ directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board unless a greater vote is required by these By-laws or statute.

Section 8.4. Place of Meetings. Meetings of the Board ~~of Directors~~ shall be held on Hilton Head Island, South Carolina ~~whenever practical. However, this provision is in no way intended to invalidate in any way whatsoever meetings held somewhere or at such other than Hilton Head Island, South Carolina so long~~ place as such meetings are proper in all other respects the Board may from time to time determine.

Section 8.5. Attending Meetings by Electronic Means. Directors may participate in a regular or special meeting via telephone, video conference or other voice or video communication service so long as ~~the following conditions are met:~~ all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- ~~(i) that each participating director can communicate with all other directors at the meeting or attending electronically concurrently or serially; and~~
- ~~(j) each director is provided with the means of participating in all matters before the Board, including the receipt of all documents and records to be reviewed or discussed,~~

~~the capacity to propose or object to action by the Board, and the ability to vote on any matters before the Board.~~

~~The Secretary, in his or her sole discretion, shall determine whether the above conditions are met and the participating Director is in attendance for determining a quorum and Board action.~~

ARTICLE IX
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 9.1. Powers. ~~The Board and Duties of the Directors. The Board~~ shall have the power to:

~~(a)• adopt Adopt and publish rules and regulations governing the use of any property owned by ASPPPO, if any;~~

~~(a)exercise for ASPPPO all powers, duties and authority vested in or delegated to ASPPPO and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;~~

~~(b)declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from regular meetings of the Board of Directors in violation of the provisions of these By-Laws; and~~

~~(c)employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;~~

~~• secureBy a two thirds vote; of all Directors, amend these By-Laws;~~

~~• Maintain Bank and other Financial accounts to provide services to Members;~~

~~• Secure, at ASPPPO expense, Officers and Directors Liability Insurance covering the Officers, Directors, all persons serving on committees of ASPPPO, and ASPPPO representatives appointed to the Sea Pines A.R.B. at the expense of ASPPPO, as deemed advisable and reasonably obtainable~~

~~(b)~~

Section 9.2. Duties. It shall be the duty of the Board ~~of Directors~~ to:

~~(c)• causeCause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any duly called special meeting;~~

~~(d)• superviseSupervise all agents, officers, ~~agents~~ and employees of ASPPPO, and to see that their duties are properly performed;~~

~~(e)procureProcure and maintain adequate liability and hazard insurance on property owned by ASPPPO;~~

~~(f)• cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; hazard and liability insurance;~~

~~(g)cause any Properties owned by ASPPPO to be maintained;~~

~~(h)• review and amend, if appropriate, and adopt theReview and approve annual budgets proposed annual budget as prepared by the Treasurer.;~~

- Require all board members to execute approved Conflict of Interest and Confidentiality agreements;
- Act as a proper party and with legal standing to institute any legal proceeding at law or in equity to seek enforcement of all Covenants and Agreements as the representative of the participating property Owners;
- Act as party to and guardian of the Agreement that limits the number of hotel rooms that can be built in Sea Pines (The 1984 Hotel or Settlement Agreement);
- Represent the rights and interests of Owners by monitoring the CSA budget;
- Appoint members to the Architectural Review Board;
- Advise concerning access to Sea Pines including gate entry fees, traffic control and related matters for Gate Policy.

ARTICLE X **OFFICERS AND THEIR DUTIES**

Section 10.1. Enumeration of Officers. The officers of ASPPPO shall be a President, ~~one or more~~ Vice-~~Presidents~~President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create, all of whom shall be ~~Members~~members of the Board-~~of~~ ~~Directors~~.

Section 10.2. Election of Officers. The officers of the association shall be elected annually at the first meeting of the Board held in January of each year. Each officer shall hold office until ~~his or her~~ successor shall have been duly elected and shall have qualified or until ~~his or her~~the officer's death ~~or until he or she shall resign or shall have been removed in the manner hereinafter provided.~~, resignation or removal.

~~Section 10.3. Term.~~ The officers of ASPPPO shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

~~Section 10.4.~~Section 10.3. Special Appointments. The Board may elect such other officers as the affairs of ASPPPO may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

~~Section 10.5.~~Section 10.4. Resignation and Removal. Any officer may be removed from office with or without cause by a vote of two thirds of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of 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 10.6.~~Section 10.5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to fill such vacancy shall serve for the remainder of the term of the officer he replaces.

~~Section 10.7.~~Section 10.6. Multiple Offices. ~~The offices of Secretary and Treasurer may be held by the same person.~~ No person shall simultaneously hold more than one ~~of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article~~office.

~~Section 10.8. Duties.~~ The duties of the officers are as set forth in Article XI.

ARTICLE XI
DUTIES OF OFFICERS

Section 11.1. President. The President shall be the chief executive officer of ASPPPO, and in the recess of the Board ~~of Directors~~ shall have the general executive control and management of its business and affairs, subject, however, to the right of the Board ~~of Directors~~ to delegate

any specific power, except such as may be by statute exclusively conferred upon the President, to any other officer or officers of ASPPPO. He shall preside at all meetings of the Board ~~of Directors~~. He shall recommend to the Board ~~of Directors~~ the individuals for appointment to all committees, temporary or permanent. He shall see that all books, reports and certificates as required by law are properly kept and filed. The President shall act as the duly authorized representative of the Board ~~of Directors~~ in all matters in which the Board has not formally designated some other person for that specific purpose.

The President shall:

- (i) ~~be~~ responsible for the implementation of all policies established by the Board ~~of Directors~~ or by the membershipMembers of ASPPPO;
- (j) ~~be~~ responsible, except as otherwise provided by the Board or in these By-Laws, for selecting, employing, controlling, and discharging employees, and for developing and maintaining personnel policies and practices for ASPPPO;
- (k) ~~assist the FinanceExecutive~~ Committee in annually reviewing and updating a capital budget and preparing an annual operating budget showing the expected receipts and expenditures of ASPPPO, and supervise the business affairs of ASPPPO to assure that funds are expended to the best possible advantage reasonably;
- (l) ~~be~~ responsible for the maintenance of all the physical properties of ASPPPO, if any, ~~for the purpose of insuring that they are kept in good repair and in good operating condition~~;
- (m) ~~submit regular reports~~ regularly report to the Board ~~of Directors and its authorized committees~~ on the ~~overall~~ activities of ASPPPO, ~~as well as on appropriate federal, state and local developments that affect the operation of ASPPPO~~;
- (n) ~~organize~~ oversee the administrative functions of ASPPPO, ~~delegate duties, and establish formal means of accountability on the part of subordinates~~;
- (o) ~~establish such ASPPPO administrative departments as are necessary, provide for departmental and interdepartmental meetings, and attend or be represented at such meetings~~;
- ~~perform any other duty~~ commit to expenditures within the ~~express or implicit terms~~ approved budget, any expenditures in excess of the approved budget shall require Executive Committee approval;
- (p) ~~perform all duties hereunder that may be necessary for~~ incident to the ~~best interest~~ office of ASPPPO;
- (q) ~~designate, in writing, other individuals by name or position who are, in order of succession, authorized to act for the President during any period of his or her absence from ASPPPO~~;

- ~~j) attend in person or by designee all meetings of the Board, Board and management committees, and standing and ad hoc committees of ASPPPO;~~
- ~~(k) and~~ perform such other duties as may be ~~required~~prescribed by ~~any contract~~ the Board ~~of Directors shall~~ from time to time ~~direct~~.

Section 11.2. Vice-President. ~~The Vice-President shall preside at meetings of the Board of Directors of ASPPPO in the absence of the President. The Vice-President must be an individual, who is already a Member of the Board of Directors.~~ In case the office of the President shall become vacant by death, resignation, or otherwise, or in the case of the absence of the President, or his inability to discharge the duties of his office, such duties shall, for the time being, devolve upon the Vice-President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board ~~of Directors~~.

~~In the event that the Board shall elect more than one Vice-President, the Board shall designate one such Vice-President as the "First Vice-President". This officer shall perform the duties of the President in the President's absence, as provided above. If more than one Vice-President is elected, the Board shall define by resolution the responsibilities delegated to each such office.~~

Section 11.3. Treasurer. ~~The Treasurer shall have custody and keep account of all money, funds and property of ASPPPO and shall provide such supervisory assistance as is appropriate for the Community Service Fund, unless otherwise determined by the Board of Directors, and he shall render such accounts and present such statement to the Directors and the President as may be required of him. He shall cause to be deposited all funds of ASPPPO which may come into his hands in such bank or banks as the Board of Directors may designate. He shall keep his bank accounts in the name of ASPPPO, and shall exhibit his books and accounts as all reasonable times to any Director of ASPPPO upon application at the office of ASPPPO during business hours. He shall payout money as ASPPPO may require upon the order of the properly constituted officer or officers of ASPPPO, taking proper vouchers therefore; provided, however, that the Board of Directors shall have the power by resolution to delegate any of the duties of the Treasurer to other officers, and to provide by what officers, if any, all bills, notes, checks, vouchers, orders or other instruments, shall be countersigned. He shall perform such other duties, as may be delegated to him by the Board of Directors. He shall also review and report to the Board the monthly and year to date receipts and expenditures of the Community Service Fund.~~

Section 11.3. Treasurer. ~~The Treasurer shall keep, or cause to be kept, accounts of all monies, funds and investment securities owned by ASPPPO and such accounts shall be in the name of ASPPPO. He shall cause all receipts to be deposited in such bank or banks or other financial institutions approved by the Board. Any purchase or liquidation/sale of security investments shall require approval by the President of the Board and two signatures for execution, one of which shall be the Treasurer. He shall cause operating expenditures of ASPPPO to be disbursed from such financial institutions upon receipt of proper documentation. He shall monitor and review all financial activities performed on behalf of ASPPPO under service agreement(s) with CSA or other third parties, and shall report to the Board any unbudgeted or unusual expenditure in excess of \$1,000. He shall make ASPPPO's books and financial records available to any director at reasonable times at the administration office of ASPPPO. He shall cause to be prepared, and shall approve for distribution to the Board, monthly financial statements to include a statement of receipts and~~

expenditures for the period then ending and a current balance sheet. He shall cause to be prepared the annual financial statements of the ASPPPO for presentation in conjunction with the Annual Meeting of the Members. He shall prepare, with consultation of the executive committee, an annual budget for approval by the Board. He shall cause to be prepared, distributed to Board members, and filed with the IRS ASPPPO's annual Form 990. He shall chair the Finance Committee and report the activities of said committee to the Board. He shall perform such other duties as may be delegated to him by the President of the Board.

Section 11.4. Secretary. The Secretary, or his designee, ~~of ASPPPO~~ shall keep the minutes of all the meetings of the Members and the Board of Directors; he shall attend to the giving and receiving of all notices of ASPPPO; he shall maintain a complete list of all Members; and he shall sign, with the President or Vice-President in the name of ASPPPO all contracts authorized by the Board ~~of Directors~~; all of which, shall at all reasonable times, be open to the examination of any ~~Director~~ upon application at the office of the Secretary ~~director or officer~~, and in addition he shall perform such other duties as may be delegated to him by the President or the Board ~~of Directors~~.

ARTICLE XII

COMMITTEES AND TASK FORCES

Section 12.1. Committees. The Board may provide for such standing and ad hoc committees as it may deem to be advisable or necessary from time to time to carry out the activities of ASPPPO. The Board or the President may also provide for task forces. Each committee shall have a charter approved by the Board which shall outline its purpose, the responsibilities of the committee and provide guidelines for its operations. Committees shall keep minutes of their meetings. Task Forces do not need to have charters nor keep minutes.

Section 12.2. Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Treasurer and the Secretary.

Section 12.3. Operation of Committees and Task Forces.

~~A. All Members of the various committees shall serve for a term not to exceed one (1) year and may be re-elected for additional successive terms at the pleasure of the Board of Directors. Elections may be made at any regular or special meeting. The Board of Directors may appoint members of each committee who are members of the Board of Directors of ASPPPO.~~

~~• The Board~~ The Board may select members of each committee other than the Executive Committee. The Board or the President may select members of each task force. Each committee and task force shall include at least one currently serving Board member. Each member of a committee must be a Member. Committees shall keep minutes of all meetings and report those at each subsequent Board meeting. Task Forces are not required to provide meeting minutes unless so stated when the Task Force is created. Task Forces shall report to the Board as required when established. Members of task forces do not have to be a Member. Selections may be made at any regular or special meeting. All members of the various committees shall be approved annually by the Board;

~~• The President shall be an ex-officio member of Directors~~ all committees and task forces;

~~A. The Board~~ may fill any vacancy in the various committees arising from death, resignation, or otherwise. Any person so appointed shall hold office for the unexpired term of the Member ~~member~~ he is replacing;

~~B. Meetings of the various committees and task forces shall be held when needed. Meetings of the committees and task forces may be held upon three (3) days' notice given either by telephone, electronically or mail at the call of the Chairman of the Committee, or the President~~ head of the Board, task force, the President or at the insistence of two (2) members of the committee, or the task force;

~~C. Each committee shall have its own Chairman~~ chairman, who shall be appointed by the President and approved by the Board of Directors;

~~• Each task force~~ Section 12.3. Other Committees. In addition, the Board of Directors shall appoint other ~~select its own chairman;~~

~~• All committees as deemed appropriate and task forces are advisory in carrying out its~~

~~purpose~~ signature and may not commit ASPPPO without Board approval.

ARTICLE XIII BOOKS AND RECORDS

~~Sections~~ Section 13.1. Documents. ~~_~~ The books, records and papers of ASPPPO shall ~~at all~~
~~times,~~ be available for
inspection by Board members during ~~reasonable~~ normal business hours, ~~be subject to inspection~~
~~by any Board Member or officer. The Articles of Incorporation and at the By-Laws~~ administrative
offices of ASPPPO shall be available for inspection by any Member at the principal office of
ASPPPO, where copies may be purchased at reasonable cost.

Section 13.2. Bank Accounts. ~~Subject to Section 11.3,~~ funds of ASPPPO shall be deposited in
such incorporated bank or banks as the Board of Directors may direct and withdrawals of such

~~funds shall require the signature of the Treasurer, or, in his absence, that of any other officer of ASPPPO designated by the Board of Directors.~~

~~Section 13.3. Borrowed Funds. Any and all notes, bonds or mortgages, or notes shall be executed on behalf of ASPPPO by the President and the Treasurer, any other ASPPPO officer but only upon the appropriate resolution of the Board of Directors, and only with the prior authorization and approval of two-thirds (2/3rds of all the Members of ASPPPO voting in person or by written proxy directors.~~

~~Section 13.3 Section 13.4. Expenditures. All expenditures above two hundred fifty (\$250.00) Dollars for the regular on-going program of ASPPPO shall be made by the Treasurer upon the receipt of a proper voucher, bearing the approval of the President or Vice President. All extraordinary expenditures shall be made only upon the specific authorization and vote of the Directors.~~

~~Section 13.5. Reports. The Treasurer shall render an account to the Directors showing income, expenditures and balances at the close of each month and an annual report to the Members. Independent Audit. The directors may~~

~~Sections 13.6. Audit. The Directors shall arrange for an independent audit of the Treasurer's records annually ASPPPO's annual financial statements.~~

ARTICLE XIV

GENERAL LIABILITY, INDEMNIFICATION AND, INSURANCE AND GENDER

Section 14.1. General Liability. No officer, committee ~~Member~~ or task force member, or employee of ASPPPO shall contract or incur any debts in behalf of ASPPPO other than in the regular course of his employment, or in any other way render it liable unless authorized by the Board ~~of Directors.~~ No officer, committee task force member, or employee of ASPPPO is authorized to promise moral or financial support on behalf of ASPPPO ~~effor~~ any charitable or other objective purpose without the approval of the Board ~~of Directors.~~

Section 14.2. Indemnification. ASPPPO does hereby indemnify any and all of its Board ~~Members~~ members, officers, ~~employees, attorneys~~ and agents ~~committee and task force members~~, where any such person was or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Board ~~Member~~ member, officer, ~~employee, attorney~~ or agent of ASPPPO, committee or ~~is or was serving at the request of ASPPPO, task force member~~ in accordance with and to the fullest extent now or hereafter permitted by the laws of the State of South Carolina. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which those seeking indemnification otherwise may be entitled. ASPPPO may purchase and maintain insurance on behalf of any such person or persons whether or not ASPPPO would have the power to indemnify him against liability under the provision of these By-Laws. Such indemnification shall include all costs of defense, including attorney's fees actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good

faith and in a manner he reasonably believed to be in or not opposed to the best interest of ASPPPO, including amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of costs of litigation and with the approval of a majority of the ~~Members of the Board of Directors.~~

Section 14.3. Insurance. ASPPPO may purchase and maintain insurance on behalf of any person who is or was ~~an employee,~~ representative or agent of ASPPPO, or is or was serving at the request of ASPPPO as a ~~director, officer, partner, trustee, employee or other~~ representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not ASPPPO has the power to indemnify him against such liability under the laws of ~~this South Carolina~~ or any other state.

Section 14.4. Gender. ~~Whenever used herein, a pronoun in the masculine gender shall be considered as including the feminine gender.~~

ARTICLE XV CORPORATE SEAL AND FISCAL YEAR

Section 15.1. Corporate Seal. ~~The seal of ASPPPO shall have a seal be in circular such form having within its circumference as the words: THE ASSOCIATION OF SEA PINES PLANTATION PROPERTY OWNERS, INC. & PROPERTY OWNERS' ADVISORY BOARD, or an appropriate abbreviation thereof.~~

ARTICLE XVI AMENDMENTS

Section 16.1. Amendments. ~~The By-Laws may be amended by one of the following procedures:~~

- ~~(d) The Board of Directors may propose an amendment to the By-Laws may from time to time determine. In the event that it is inconvenient to use such a seal at any time, the signature of ASPPPO which will become effective on a majority vote of followed by the members present word "Seal" enclosed in person or by written proxy and voting at a meeting of the membership of ASPPPO at which there is a quorum present in person or by written proxy.~~
- ~~(e) If a written proposal signed by fifty (50) or more Members, setting forth in full the By-Law proposed to be changed, the proposed amendment and the reason for such proposed amendment, is filed with the Secretary, such officer parentheses shall call a special meeting or, if filed not more than sixty (60) days or less than thirty (30) days prior to an Annual Meeting, be deemed the seal of ASPPPO. The seal shall include such proposed amendment in the call of the Annual Meeting for membership consideration and vote.~~
- ~~(f) As an alternative to voting at the Annual or a Special Meeting, the Directors may elect to send, by mail, to each Member at his last known address, a notice setting forth in full the By-Law proposed to be changed, the proposed amendment and the reason for the change. They shall~~

~~include a ballot form for voting pro or con on each item to be changed. Each member may then vote by sending the completed ballot in the custody of Secretary.~~

~~with a return envelope provided by ASPPPO, within the prescribed time period of at least thirty (30) days. The amendment will become effective if voted favorably by a majority of the votes cast. If this method is used to amend the Constitution the change will become effective on the favorable vote of two-thirds (2/3rds) of the Members voting.~~

~~(d) Under either procedure, the notice to the membership shall set forth the By Law proposed to be amended, the proposed amendment and the reason for the proposed amendment.~~

ARTICLE XVII **XVI** **FISCAL YEAR**

Section 17.1.1. The fiscal year of ASPPPO shall end on the last day of the month of December unless determined otherwise by the Board.

ARTICLE XVII **AMENDMENTS**

Section 17.1. In addition to the Board's power to amend the By-laws in Section 9.1 of these By-laws, the Members may amend or repeal the By-laws by a majority vote of those Members voting at a meeting of Members duly called to consider a By-law amendment or repeal.

ARTICLE XVIII **LIMITATIONS AND RESTRICTIONS**

Section 18.1. It is the intention of the Board ~~of Directors~~ that all funds of ASPPPO shall be used solely for its ~~stated~~ stated purposes. The following limitations, restrictions, and directives are imposed:

- ~~(q)~~• No loan by ASPPPO shall be made to any incorporator, trustee, officer, employee, large contributor, or individual, and there shall be made no loan to or investment in any corporation or partnership in which such persons are interested;_i
- ~~(r)~~• No purchase or sale of property other than such as may be of readily, provable fair market value, shall be consummated with any entity, except on the basis of an independent appraisal;_i
- ~~(s)~~• No part of the activities of ASPPPO shall be used for carrying on of propaganda, nor shall they be used to participate in any political campaigns on behalf of any candidate for public office;_i
- ~~(t)~~• No part of the net earnings of ASPPPO shall inure to the benefit of any private individual, but shall always be devoted solely to such stated purposes;_i
- ~~(u)~~• If dissolution should ever occur ~~at any future date~~, all the assets of ASPPPO shall be distributed to, and only to, a non-profit ~~charitable~~ charitable association ~~of a similar nature, which shall for the~~ benefit ~~theof~~ Sea Pines Plantation Property Owners~~property owners.~~

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of ~~THE~~ ASSOCIATION OF SEA PINES ~~PLANTATION~~ PROPERTY OWNERS, INC. AND ~~PROPERTY OWNERS'~~ ~~THE~~ ADVISORY BOARD, a non-profit membership corporation organized under the laws of the State of South Carolina; and

That the foregoing By-laws constitute the By-laws of the corporation duly amended and restated at the meeting of the Board of Directors thereof held on the 8th day of May 2015 2018.

IN WITNESS ~~WHEREOF~~ I have hereunto subscribed my name and affixed the seal of the

corporation this 11th day of April, 2015, 2018.

Daniel Westerbeck
Secretary

Secretary