

BY-LAWS
The RETREAT AT JOHNS ISLAND
HOMEOWNER'S ASSOCIATION, INC.

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BY-LAWS

RETREAT AT JOHNS ISLAND HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I NAME MEMBERSHIP, APPLICABILITY AND DEFINITIONS

1. Name. The name of the corporation shall be The Retreat at Johns Island Homeowner's Association, Inc. ("Association").
 - 1.1. Membership. The Association shall have one class of membership, consisting of one Owner from each Lot.
 2. **Article II Association: Meetings, Quorum, Voting, Proxies**
 - 2.1. Place of Meetings. Meetings of the Association shall be held at the Association's principal office or at such other suitable place convenient to the members as may be designated by the Board, either in the Community or as convenient to the Community as possible and practical.
 - 2.2. Annual Meetings. Annual meetings shall be set by the Board so as to occur no later than 60 days after the close of the Association's fiscal year.
 - 2.3. Special Meetings. The President may call special meetings. In addition, it shall be the President's duty to call a special meeting of the Association if so directed by resolution of the Board or upon a petition signed by at least 10% of the Total Association Vote. 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.
 - 2.4. Notice of Meetings. It shall be the duty of the Secretary to mail or to cause to be delivered to the Owner of each Lot (as shown in the records of the Association) a notice of each annual or special meeting of the Association stating the time and place where it is to be held and in the notice of a special meeting, the purpose thereof. If any Owner wishes notice to be given at an address other than his or her Lot, the Owner shall designate such other address in writing to the Secretary. The mailing or delivery of a notice of meeting in the manner provided in this Section shall be considered service of notice. Notices shall be served not less than 10 nor more than 60 days before a meeting.
 - 2.5. Waiver of Notice. Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Any member may, in writing, waive notice of any meeting of the members, either before or after such meeting. Such written notice shall be delivered to the Secretary for inclusion in the Association's minutes. Attendance at a meeting by a member, whether in person or by proxy, shall be deemed waiver by such member of notice of the time, date, and place thereof, unless such member specifically objects to lack of proper notice at the time the meeting is called to order.
 - 2.6. Adjournment of Meetings. If any meetings of the Association cannot be held because a quorum is not present, a majority of the members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than five nor more than 30 days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the

meeting originally called may be transacted without further notice.

- 2.7. Voting. Members shall be entitled to one vote for each Lot in which they hold the interest. When more than one person holds such interest(s) in any Lot, the vote attributable to such Lot shall be exercised as such persons mutually determine, but in no event shall more than one vote with respect to any such Lot.
- 2.8. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of such member's Lot, or upon receipt of notice by the Secretary of the death or judicially declared incompetence of a member, or of written revocation, or upon the expiration of 11 months from the date of the proxy.
- 2.9. Quorum. The presence, in person or by proxy, of 25% of the total eligible Association vote shall constitute a quorum at all meetings of the Association. The 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 members to leave less than a quorum. Any amendment to this' Section shall comply with the provisions of Section 33-3 1-1023 of the South Carolina Nonprofit Corporation Act.
- 2.10. Action Without A Formal Meeting. Any action to be taken at a meeting of the members, or which may be taken at a meeting of the members, may be taken without a meeting if one or more written consents setting forth the action so taken shall be signed by members holding at least 80% of the Association's voting power. Action taken without a meeting shall be effective on the date that the last consent is executed unless a later effective date is specified therein. Each signed consent shall be delivered to the Association and shall be included in the minutes of meetings of members filed in the permanent records of the Association. Written notice of member approval pursuant to this Section must be given to all members who have not signed the written consent.
- 2.11. Action By Written Ballot. Any action to be taken at any annual, regular, or special meeting of members may be taken without a meeting if approved by written ballot as provided herein. The Association shall deliver a written ballot to each member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot of an action shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting held to authorize such action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Association in order to be counted. A timely written ballot received by the Association may not be

revoked without the consent of the Board. The results of each action by written ballot shall be certified by the Secretary and shall be included in the minutes of meetings of members filed in the Association's permanent records.

3. Article III Board of Directors: Number, Powers, Meetings

Composition and Selection.

- 3.1. **Governing Body; Composition.** The affairs of the Association shall be governed by a Board of Directors. Except as provided in Section 3.2, the directors must reside in the Community and shall be members or spouses of such members; however, no person and his or her spouse may serve on the Board at the same time.
- 3.2. **Number of Directors.** The Board shall consist of three, five or seven members.
- 3.3. **Nomination of Directors.** Elected directors shall be nominated from the floor and may also be nominated by a nominating committee, if such a committee is established by the Board. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.
- 3.4. **Election and Term of Office.** Owner-elected directors shall be elected and hold office as follows:
 - 3.4.1. Directors shall be elected at the Association's annual meeting. All eligible members of the Association shall vote on all directors to be elected, and the candidate(s) receiving the most votes shall be elected.
 - 3.4.2. At the special meeting in which the Owners initially elect directors, the minority (2 or 3) of directors shall be initially elected for one year terms and majority (3 or 4) shall be elected for two year terms. After the initial election all directors shall be elected for a two year term to provide staggered elections and board continuity. The directors shall hold office until their respective successors shall have been elected by the Association or appointed by the board.
- 3.5. **Removal of Directors.** At any regular or special meeting of the Association duly called, any one or more of the directors may be removed, with or without cause, by a majority of the Total Association Vote and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed by the Owners shall be given at least ten days' notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any director who has three consecutive unexcused absences from Board meetings or who is delinquent in the payment of an assessment for more than 30 days may be removed by a majority vote of the remaining directors at a meeting.
- 3.6. **Vacancies.** Vacancies in the Board caused by any reason, excluding the removal of a director by vote of the Association, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board. Each person so selected shall serve the unexpired portion of the term.

Meetings.

- 3.7. **Organizational Meetings.** The first meeting of the Board following each annual

membership meeting shall be held within 10 days thereafter at such time and place as shall be fixed by the Board.

- 3.8. Regular Meetings. Regular meetings of the Board 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 annually. Notice of the regular schedule shall constitute sufficient notice of such meetings.
- 3.9. Special Meetings. Special meetings of the Board shall be held when requested by the President, Vice President, or by any two 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:
 - 3.9.1. by personal delivery;
 - 3.9.2. written notice by first class mail, postage prepaid;
 - 3.9.3. by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director;
 - 3.9.4. electronic message, fiber optic, or telecommunication to the director; or,
 - 3.9.5. by commercial delivery service to such director's home or office.

All such notices shall be given or sent to the director's address, telephone number, or other place of delivery as shown on the Association's records. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or tele-communication shall be given at least 48 hours before the time set for the meeting.

- 3.10. Waiver of Notice. The transactions of any Board meeting, 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 or 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.
- 3.11. Quorum of Board of Directors. At all Board meetings, 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. A meeting at which a quorum of directors is present initially may continue to transact business, notwithstanding the withdrawal of directors, if at least a majority of the required quorum for that meeting approves any action taken. If the Board cannot hold a meeting because a quorum is not present, a majority of the directors at such meeting may adjourn the meeting to a time not less than five or more than 30 days from the date of the original meeting. At the reconvened meeting, if a quorum is present the Board may transact, without further notice, any business which it might have

transacted at the original meeting. Any amendments to this Section shall comply with the provisions of Section 33-3 1-1024 of the South Carolina Nonprofit Corporation Act.

- 3.12. Compensation. No director shall receive any compensation from the Association for acting as such.
- 3.13. Open Meetings. All meetings of the Board shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.
- 3.14. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.
- 3.15. Action Without A Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if one or more consents, in writing, setting forth the action so taken, shall be signed by a majority of the directors and delivered to the Association for inclusion in the minutes for filing in the corporate records.
- 3.16. Telephonic Participation. One or more directors may participate in and vote during any regular or special Board meeting by telephone conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those directors so participating shall be present at such meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board.

Powers and Duties.

- 3.17. Powers. The Board shall be responsible for 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 and things as are not by the Declaration, Articles, or these By-Laws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these By-Laws or by any resolution of the Association that may hereafter be adopted, the Board shall have the power to and be responsible for the following, in way of explanation, but not limitation:
 - 3.17.1. the preparation and adoption of an annual budget in which there shall be established the contribution of each Owner to the common expenses;
 - 3.17.2. making assessments to defray the common expenses and establishing the means and methods of collecting such assessments;
 - 3.17.3. providing for the operation, care, upkeep and maintenance of all areas which are the maintenance responsibility of the Association.
 - 3.17.4. designating, hiring and dismissing the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies and material to be used by such

- personnel in the performance of their duties.
- 3.17.5. collecting the assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association.
 - 3.17.6. making and amending use restrictions and rules and regulations;
 - 3.17.7. opening of bank accounts on behalf of the Association and designating the signatures required;
 - 3.17.8. enforcing by legal means the provisions of the Declaration, these By-Laws, and the rules and regulations adopted by it, and bringing any proceedings which may be instituted on behalf of or against the Owners concerning the Association; obtaining and carrying insurance against casualties and liabilities, as provided in the Declaration, and paying the premium cost thereof;
 - 3.17.9. paying the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;
 - 3.17.10. keeping books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specifying the maintenance and repair expenses and any other expenses incurred; and functions.
 - 3.17.11. contracting with any Person for the performance of various duties.
- 3.18. Management Agent. The Board may employ for the Association a professional management agent or agents at a compensation established by the Board to perform such duties and services as the Board shall authorize. The term of any management agreement shall not exceed one year and shall be subject to termination by either party, without cause and without penalty, upon not more than 90 days' written notice.
- 3.19. Borrowing. The Board shall have the power to borrow money with the approval of the majority of the members of the Association present at a called meeting.
- 3.20. Fining or Suspension Procedure. The Board shall not impose a fine (a late charge shall not constitute a fine) or suspend a member's right to use any part of the Common Property unless and until the following procedure is followed:
- 3.20.1. Notice. Written notice shall be served upon the violator by first-class or certified mail sent to the last address of the member shown on the Association's records, specifying:
 - 3.20.1.1. the nature of the violation, the fine or suspension to be imposed, and the date, not less than 15 days from the date of the notice, that the fine or suspension will take effect;
 - 3.20.1.2. that the violator may, within 10 days from the date of the notice, request a hearing regarding the fine or suspension imposed;
 - 3.20.1.3. the name, address, and telephone numbers of a person to contact to challenge the fine or suspension;
 - 3.20.1.4. that any statements, evidence, and witnesses may be produced by the violator at the hearing; and
 - 3.20.1.5. that all rights to have the fine or suspension reconsidered are waived if a

hearing is not requested within ten days of the date of the notice.

3.20.2. Hearing. If a hearing is requested, it shall be held before the Board in executive session, and the violator shall be given a reasonable opportunity to be heard. The minutes of the meeting shall contain a written statement of the results of the hearing. No fine or suspension shall be imposed prior to the date that is five days after the date of the hearing these By-Laws,

3.20.3. Enforcement. In any action or proceeding to enforce the Declaration, the rules and regulations of the Association, or decision of the Board, the Association shall be entitled to recover all expenses from the violator, including all attorney's fees.

4. Article IV Officers

4.1. Officers. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, excepting the offices of President and Secretary. The President, Vice President, Secretary and Treasurer shall be elected from among the members of the Board. The Board may appoint such other officers, including one or more Vice Presidents, Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable.

4.2. Election, Term of Office, and Vacancies. The officers of the Association shall be elected as provided in section 3.4

4.3. Removal. Any officer may be removed by the Board whenever, in its judgment, the best interests of the Association will be served thereby.

4.4. 4.4. President.

4.4.1. The President shall be the chief executive officer of the Association and shall preside at all Association and Board meetings. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the South Carolina Nonprofit Corporation Act.

4.4.2. In addition to the powers of 4.4.1 the President shall have two votes if the following conditions are met:

4.4.2.1.1. a Resolution is voted on and then tabled in a duly called board meeting because of a tie vote of the board, and

4.4.2.1.2. the same Resolution is introduced in a second duly called board meeting with a second tie vote.

4.5. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.

4.6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board and shall have charge of such books and papers as the Board may direct and shall, in general, perform all duties incident to the office of the secretary of a corporation organized in accordance with South Carolina law.

4.7. Treasurer. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required

financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Association or the managing agent in such depositories as may be designated by the Board from time to time.

- 4.8. Resignation. Any officer may resign at any time by giving written notice to the Board. 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.

5. Article V Committees

Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

6. Article VI Miscellaneous

- 6.1. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise determined by resolution of the Board.
- 6.2. Parliamentary Rules. 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 Declaration, these By-Laws, or a ruling made by the person presiding over the proceeding.
- 6.3. Conflicts. If there are conflicts or inconsistencies between the provisions of South Carolina law, the Articles of Incorporation, the Declaration, and these By-Laws, the provisions of South Carolina law, the Declaration, the Articles of Incorporation, and the By-Laws (in that order) shall prevail.
- 6.4. Amendment. These By-Laws may be amended by the Board if such amendment is necessary:
- 6.4.1. to bring any provision hereof into compliance with any applicable governmental statute, rule, regulation, or judicial determination;
 - 6.4.2. to enable any title insurance company to issue title insurance coverage with respect to the Lots subject to the Declaration;
 - 6.4.3. to meet the requirements of an institutional or governmental lender or purchaser of mortgage loans, including, for example, the Federal National Mortgage Association or Federal Home Loan Mortgage Corporation, to enable such lender or purchaser to make or purchase Mortgage loans on the Lots subject to the Declaration; or
 - 6.4.4. to enable any governmental agency or private insurance company to insure or guarantee Mortgage loans on the Lots subject to the Declaration
 - 6.4.5. In addition, these By-Laws may be amended upon the affirmative vote or written consent, or any combination thereof, of at least two-thirds (2/3) of the Homeowners present at a called meeting

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