

BY-LAWS  
OF  
ISLE OF PALMS BEACH AND RACQUET CLUB  
COMMUNITY ASSOCIATION, INC.

ARTICLE I

MEMBERS

Section 1. Membership in the Association. The Members of the Isle of Palms Beach and Racquet Club Community Association, Inc., (hereinafter referred to as "Association") shall be every Owner (as defined in the Covenants hereinafter described) of the property subject to the provisions of (i) Declaration of Covenants and Restrictions of the Isle of Palms Beach and Racquet Club Community Association, Inc., (ii) Covenants for Properties in the Isle of Palms Beach and Racquet Club, (all such covenants, restrictions and affirmative obligations, as the same may be amended from time to time, are hereinafter referred to as the "Covenants"), all such Covenants having been made by Isle of Palms Beach and Racquet Club Company, Inc., a South Carolina corporation, (hereinafter referred to as the Company).

The Board of Directors of the Association may suspend any person from membership in the Association during any period of time when such person is in default of any of his obligations under the By-Laws (including, without limitation, the failure to pay any assessment), provided that such default has continued uncured for a period of ten (10) days after written notice thereof to such member.

Section 2. Membership Classes. There shall be the following five classes of voting Membership in the Association:

(a) Type "A" Members shall be all Owners including the Company, of Residential Lots, and Family Dwelling Units (as defined in the Covenants). A Type "A" Member shall be entitled to two votes for each Family Dwelling Unit which he owns. An owner of a Residential Lot upon which a Family Dwelling Unit has not been constructed shall be entitled to one vote for each Residential Lot which he owns.

(b) Type "B" Members shall be all those Owners, including the Company, of platted Public or Commercial Sites and Multiple Family Tracts as such terms are defined in the Covenants. A Type "B" Member shall be entitled to one vote for each \$125.00 in annual assessments paid to the Association pursuant to the covenants. In computing the number of votes to which a Type "B" Member shall be entitled, the amount of the assessment paid shall be rounded to the nearest \$125.00.

(c) Type "C" Members shall be all those Owners, including the Company, of the Public and Commercial Units as such terms are defined in the Covenants. A Type "C" Member shall be entitled to one vote for each \$125.00 in annual assessments paid to the Association pursuant to the Covenants. In computing the number of votes to which a Type "C" Member shall be entitled to the amount of the assessment paid shall be rounded to the nearest \$125.00.



(d) Type "D" Members shall include all those Owners including the Company, of Unsubdivided Lands and Development Unit Parcels as such terms are defined in the Covenants, held and intended for future development by the Company or a third party. A Type "D" Member shall be entitled to one vote for each \$125.00 of annual assessments paid to the Association pursuant to the Covenants. In computing the number of votes to which a Type "D" Member shall be entitled, the amount of the assessment paid shall be rounded to the nearest \$125.00.

(e) Type "E" Members shall be the Company. The Type "E" Member shall be entitled to cast votes for the election of the Board of Directors as set out in Article III, Section 4 of the Declaration of Covenants and Restrictions of the Isle of Palms Beach and Macquet Club Community Association.

Payment of special assessments shall not entitle Type "A", "B", "C" and "D" Members to additional votes. When any property entitling the Owner to Membership as a Type "A", "B", "C" or "D" Member of the Association is owned of record in the name of two or more persons or entities, whether fiduciaries, or in any other manner of joint or common ownership, their acts with respect to voting shall have the following effect:

(1) If only one votes, in person or by proxy, his act shall bind all;

(2) If more than one vote, in person or by proxy, the act of the majority so voting, shall bind all;

(3) If more than one vote in person or by proxy, but the vote is evenly divided on any particular matter, each fraction shall be entitled to its proportionate share of the vote(s);

(4) If an instrument or order filed with the secretary of the Association shows that any such tenancy is held in unequal interest, a majority or even division under subparagraph 2 and 3 immediately above shall be a majority or even division in interest in the property to which the vote(s) are attributable.

(5) The principles of this paragraph shall apply, insofar as possible, to execution of proxies, waivers, consents or objections and for the purpose of ascertaining the presence of a quorum.

Section 3. Voting Rights in the Association. The Members of the Association shall have the right to vote for the election and removal of directors and upon such other matters with respect to which a vote of members is required under the Covenants. Each member of each Membership class shall be entitled to as many votes as equals the number of votes he is entitled to, based on his ownership of, one or more of the various classifications of property as computed by the formula set out in Section 2 hereof, multiplied by the number of directors to be elected by Type "A", "B", "C" and "D" Members. Members may cast all of such votes for any one director or may distribute them among the number to be elected by Type "A", "B", "C" and "D" Members, or any two or more of them, as he may see fit, provided, however, that all votes must be cast in whole numbers and not fractions thereof. Members excepting Type "E" Member, are divided into classes for the sole purpose of computing voting rights and shall, in no event, vote as a class.



Section 4. Members to Have Power of Referendum in Certain Instances. Where specifically provided for in the Covenants, the members, or some specific portion thereof, shall have the power to approve or reject certain actions proposed to be taken by the Association by Referendum including, without limitation, whether the Association shall accept any offer by the Company to convey to the Association any "Purchased Common Properties," as defined in the Covenants, the increase of maximum assessments by the Association in excess of those increases authorized in the Covenants, the levy by the Association of any Special Assessment, and the addition or deletion of functions or services which the Association is authorized to perform. In the event fifty-one (51%) percent, or more, of the votes actually returned to the Association within the specified time shall be in favor of such action, the Referendum shall be deemed to "pass" and the action voted upon will be deemed to have been authorized by the members; provided, however, that if a higher percentage vote required to "pass" shall be specifically expressed in the Covenants, that higher percentage shall control in that instance. The Board of Directors may not undertake any action requiring a Referendum without complying with the provisions therefor. At anytime that the "A", "B", "C" and "D" Members have the ability to elect a majority of the Board of Directors, the Members may require a referendum on any action of the Board of Directors by presenting to the secretary of the Board within thirty (30) days of the taking of such action a petition signed by not less than twenty-five (25%) percent of the Members requesting that a referendum be held.

## ARTICLE II

### MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on the first Tuesday in December of each year commencing with December 6, 1977. Such annual meetings shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the Members may be called by the President, the Board of Directors, or subsequent to the first annual meeting, members of the Association holding not less than one-fifth (1/5) of the votes.

Section 3. Place of Meeting. The Board of Directors may designate any location within Charleston County, South Carolina, as the place for any annual meeting or special meeting, called by the Board of Directors, and the President may designate any location as the place for any special meeting called by him. If no designation is made or if a special meeting is called by the Members of the Association, the place of meeting shall be the principal office of the Association within Charleston County, South Carolina.

Section 4. Notice of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed or delivered not less than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the person calling the meeting, to each member of the Association at his address as shown on the records of the Association. A Member may, in writing, signed by him, waive notice of any meeting before or after the date of the meeting stated therein.



Section 5. Informal Action by Members. Any action required or permitted by law to be taken at a meeting of the Members of the Association may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members of the Association, which consent shall be filed with the Secretary of the Association as part of the Association records.

Section 6. Quorum Required for any Action Authorized at Regular or Special Meetings of the Association. The quorum required for any action which is subject to a vote of the Members at an open meeting of the Association (as distinguished from the Referendum) shall be as follows:

The first time a meeting of the Members of the Association is called to vote on a particular action proposed to be taken by the Association the presence at the meeting of Members or proxies entitled to cast sixty (60%) percent of the total vote of the Membership shall constitute a quorum. If the required quorum is not present at any such meeting, a second meeting may be called subject to the giving of proper notice and the required quorum of such meeting shall be the presence of members or proxies entitled to cast twenty-five (25%) per cent of the total vote of the membership of the Association. In the event the required quorum is not present at the second, a third meeting may be called subject to the giving of proper notice and there shall be no quorum requirement for such third meeting.

Section 7. Conduct of Meetings. The directors may make such regulations as they deem advisable for any meeting of the Members, including proof of membership in the Association, evidence of the right to vote and the appointment and duties of inspectors of votes. Such regulation shall be binding upon the Association and its Members.

Section 8. Ballots by Mail. When required by the Board of Directors, there shall be sent with notices of regular or special meetings of the Association, a statement of certain motions to be introduced for vote of the Members and a ballot on which each Member may vote for or against the motion. Each ballot which is presented at such meeting shall be counted in calculating the quorum requirements set out in Section 6 of this Article II. Provided, however, such ballots shall not be counted in determining whether a quorum is present to vote upon motions not appearing on the ballot.

### ARTICLE III

#### DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its directors. The directors need not be Members of the Association.

Section 2. Number and Tenure. Initially the number of directors shall be five (5) with the number of directors in subsequent years to be set by the Board of Directors at five (5), Seven (7), Nine (9) or Eleven (11) members as the directors deem appropriate. At the first annual meeting the Members shall elect five directors, one for a term of one year, two for a term of two years, and two for a term of three years. At each annual meeting thereafter, the Members shall elect directors for a term of three years. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director and, if not previously filled, shall be filled at the next succeeding meeting of the Members of the Association. Any director elected to fill a vacancy shall serve as such until the expiration of the term of the directors whose position he was elected to fill. Election of directors may be conducted by mail ballot if the Board of Directors so determine.



Section 3. Annual Meetings. Annual Meetings of the Board of Directors shall be held annually immediately following the annual meeting of the Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors by giving notice thereof as provided in Section 5 of this Article III. Such persons calling a special meeting of the Board of Directors may fix any location as the place for holding such special meeting.

Section 5. Notice. When notice of any meeting of the Board of Directors is required, such notice shall be given at least three days previous to such meeting by written notice delivered personally or sent by mail to each director at his address as shown on the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited postage prepaid in the United States mail in a sealed envelope properly addressed. Any director may waive notice of any meeting before or after the time of the meeting stated therein and attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation, these By-Laws or the Covenants.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors any director may be reimbursed for his actual expenses incurred in the performance of his duties as director but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 9. Informal Action by Directors. Any action required or permitted by law to be taken at a meeting of directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a majority of the directors which consent shall be filed with the secretary of the Association as part of the corporate records.

Section 10. Removal of Directors. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Association. The vacancy thus created by such a removal shall be filled as provided in Section 2 of this Article III.



#### ARTICLE IV

##### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Properties. Restricted Common Properties and Purchased Common Properties, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these By-Laws, or the Covenants;

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

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and Association affairs and to present a statement thereof to the Members at the annual meeting of the members, or at any special meeting when such statement is requested to writing by a one-fourth (1/4) vote of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Covenants; to:

(1) fix the amounts of all assessments;

(2) send written notice of all assessments to every owner subject thereto;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same; and

(4) provide for a Board of Architectural Review, should the Company relinquish said authority to this Board.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard insurance on property owned or leased by the Association;

(f) cause all officers or employees having fiscal



responsibilities to be bonded, as it may deem appropriate; to provide errors and omission or similar insurance for officers and members of the Board, as it may deem appropriate;

(g) cause the Common Properties, Restricted Common Properties and Purchased Common Properties to be maintained or improved.

#### ARTICLE V

To the extent and in the manner provided by law, the Association may participate in mergers and consolidation with other non-profit associations organized for the same purpose, provided, however, that any such mergers or consolidation shall require approval by the vote of two-thirds (2/3) of the Type "A", "B", "C", or "D" memberships, if any, at a meeting duly called for such purpose.

Upon merger or consolidation of the Association with another association or associations, its property rights and obligations may, by operation of law, be transferred to another surviving or consolidated association, or in the alternative, the properties, rights and obligations of another association may, by operation of law, be added to the properties of the Association as a surviving Association pursuant to a merger. The surviving or consolidated association may administer the existing property, together with the covenants and restrictions established upon any other property as one plan. No merger or consolidation shall effect any revocation, change or addition to the Covenants, including, without limitation, the maximum limits on assessments and dues of the Association, or any other matter substantially affecting the interest of Members of the Association.

#### ARTICLE VI

To the extent provided by law the Board of Directors of the Association shall have the power and authority to mortgage the property of the Association and to pledge the revenues of the Association as security for loans made to the Association which loans shall be used by the Association in performing its authorized functions. Notwithstanding anything in the Covenants to the contrary, the Association shall not be allowed to reduce the limits of the minimum regular annual assessment at any time there are outstanding any amounts as repayment of any such loans.

#### ARTICLE VII

##### OFFICERS

Section 1. Officers. The officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer. The Board of Directors may elect 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. Any two or more offices may be held by the same person except the offices of President and Secretary. The President shall be a director of the Association. Other officers may be, but need not be, directors of the Association.



Section 2. Election, Term of Office and Vacancies. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members. 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 interest of the Association will be served thereby.

Section 4. Powers 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 or imposed by the Board of Directors, except as otherwise determined by the Board of Directors. The President shall be chief executive officer of the Association.

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.

#### ARTICLE VIII

##### COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association; provided, however, that no such committee shall have the authority of the Board of Directors as to the following matters; (a) the dissolution, merger or consolidation of the Association; the amendment of the Articles of Incorporation of the Association; or the sale, lease or exchange of all or substantially all of the property of the Association; (b) the designation of any such committee or the filling of vacancies in the Board of Directors or in any such committee; (c) the amendment or repeal of these By-Laws or the adoption of new By-Laws; and (d) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Association may be designated by a resolution adopted by a majority of directors present at a meeting of which a quorum is present. Such committees shall perform such duties and have such powers as may be provided in the resolution.

Section 3. Rules. Each committee may adopt rules for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.



ARTICLE IX  
CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed of the Association. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE X

The books, records and papers of the Association shall at all times be subject to inspection by any Member during reasonable business hours. The Covenants and the By-Laws of the Association shall be available for inspection and purchase by any member at the principal office of the Association.

ARTICLE XI

PROXIES

Section 1. Each Member entitled to vote may vote in person or by proxy at all meetings of the Association.

Section 2. All proxies shall be executed in writing by the member or by his duly authorized attorney-in-fact and filed with the secretary; provided, however, that proxies shall not be required for any action which is subject to a referendum in accordance with the Covenants. No proxy shall extend beyond the date of the meeting for which it is given unless such meeting is adjourned to a subsequent date and no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy shall automatically cease upon sale by the Member of his lot.

ARTICLE XII

CONSTRUCTION

In the event of a conflict between the Covenants and the By-Laws, the Covenants shall control.

ARTICLE XIII

ASSESSMENTS

As more fully provided in the Covenants, each Member is obligated



to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall, unless waived by the Board of Directors, bear interest from the date of delinquency at the rate of eight (8%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his Lot.

see  
amendment  
dated  
11-5-86

#### ARTICLE XIV

##### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Isle of Palms Beach and Racquet Club Community Association, Inc., State of South Carolina, 1977.

#### ARTICLE XV

##### AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted, by the Board of Directors, at a regular or special meeting of the Board by a vote of a majority vote of all Directors, providing notice of such pending action is given in the call for said meeting.

#### ARTICLE XVI

##### DISSOLUTION

If the Board of Directors determines that it is in the best interest of the Association, its Members and/or the Company to completely dissolve the Association, it can take such action by a majority vote of all directors. In the event of such action, disposition of Common Properties, Restricted Common Properties and Purchase Common Properties belonging to the Association shall be in accordance with Article VIII, Section 10 of the Covenants and Restrictions of the Isle of Palms Beach and Racquet Club Community Association and in accordance with the laws of the State of South Carolina.

This is to certify that the attached By-Laws were adopted by the members and Board of Directors of the Isle of Palms Beach and Racquet Club Community Association, Inc. on April 1, 1977.

Frances R. Finch  
Frances R. Finch, Secretary



STATE OF SOUTH CAROLINA  
COUNTY OF CHARLESTON

) CORPORATE RESOLUTION FOR  
) WILD DUNES COMMUNITY  
) ASSOCIATION, INC.

ON February 18, 1999, at a meeting of the Board of Directors of Wild Dunes Community Association, Inc. (the "Association") duly called and held after proper notice and upon motion of Barbara Patrick seconded by Mugent Sharp, the following resolution was adopted:

WHEREAS, Article VIII, Section 10(c) of the Covenants of the Association provides in part that past due assessments will accrue interest at the maximum annual rate permitted by law; and

WHEREAS, Article XIII of the By-Laws of the Association provides in part that past due assessments will bear interest at eight (8%) percent per annum; and

WHEREAS, the Board of Directors deems it to be in the best interest of the Association that these provisions be consistent.

NOW, THEREFORE, BE IT RESOLVED THAT effective this date the By-Laws of the Association be amended in the following particulars:

- (1.) Article XIII of the By-Laws is amended so that after amendment it shall read as follows:

As more fully provided in the Covenants, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid the due date, the assessment shall unless waived by the Board of Directors, bear interest from the due date at the maximum annual rate permitted by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, reasonable attorney's fees, and all cost of collection in any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his lot.

Adopted this 18<sup>th</sup> day of February, 1999.

WILD DUNES COMMUNITY  
ASSOCIATION, INC.

By: Jefferson M. Muter  
President

By: Barbara Patrick  
Secretary



STATE OF SOUTH CAROLINA

COUNTY OF CHARLESTON

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CORPORATE RESOLUTION FOR  
WILD DUNES COMMUNITY  
ASSOCIATION, INC.

ON February 18, 1999, at a meeting of the Board of Directors of Wild Dunes Community Association, Inc. (the "Association") duly called and held after proper notice and upon motion of Barbara Patrick seconded by Suzanne Metzger, the following resolution was adopted:

WHEREAS, Article III, Section 1 of the By-Laws of the Association (the "By-Laws") directs the Board of Directors to manage the affairs of the Association; and

WHEREAS, the By-Laws may be amended by the Board of Directors of the Association in accordance with Article XV of the By-Laws; and

WHEREAS, Article I, Section 1 of the By-Laws and Article III, Section 1 of the Covenants for the Association defines Membership in the Association; and

WHEREAS, Article III, Section 1 of the By-Laws provides in part that Directors need not be Members of the Association; and

WHEREAS, the Board of Directors deems it to be in the best interest of the Association that all Directors be Members or spouses of Members of the Association.

NOW THEREFORE, BE IT RESOLVED THAT effective this date the By-Laws of the Association be amended in the following particulars:

- (1.) Article III, Section 1 of the By-Laws is amended so that after amendment it shall read as follows:

Section 1. General Powers. The affairs of the Association shall be managed by its Directors. The Directors must be Members of the Association or their spouses; provided, however, the Members and their spouses may not serve as Directors simultaneously and a Director's term expires when he or she or their spouse ceases to be a Member as described in Article I, Section 1 of the By-Laws and Article III, Section 1 of the Covenants. In the case of Members which are corporations, partnerships, limited liability companies, or other entities the eligible Directors shall be an officer, director, partner, or member of the entity.



Adopted this 18<sup>th</sup> day of February, 1999

Wild Dunes Community Association, Inc.

By: Suzanne Muto  
Its President

By: Barbara Patrick  
Its Secretary



Wild Dunes Community Association, Inc.  
Corporate Resolution  
October 27, 2011

WHEREAS Article II, Section 1 of the By-Laws of the Wild Dunes Community Association, Inc. (Association) provide for an annual meeting of its Members; and

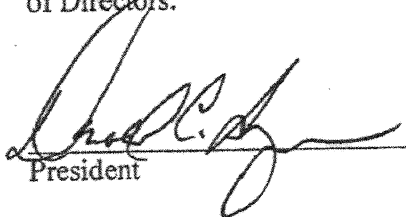
WHEREAS such annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting; and

WHEREAS Article XV of the By-Laws empowers the Board of Directors (Board) to amend the By-Laws at a regular or special meeting of the Board by a majority vote of all Directors; and

WHEREAS the Board has determined that holding the annual meeting on the first Tuesday in December of each year is not in the best interests of the Association and desires to establish an alternative time frame for the meeting to be held;

THEREFORE be it hereby resolved that the first sentence of Article II, Section 1 of the Association's By-Laws is deleted in its entirety and replaced with "The annual meeting of the Members shall be held between January 1 and March 31 of the calendar year."

Adopted this 27<sup>th</sup> day of October, 2011, by the Wild Dunes Community Association, Inc. Board of Directors.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary



After recording return to:

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RETURN TO:  
Krawcheck & Davidson  
9 State Street  
Charleston, SC 29401  
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STATE OF SOUTH CAROLINA	)	AMENDMENT TO THE BYLAWS
	)	OF WILD DUNES COMMUNITY
	)	ASSOCIATION, INC.
	)	
	)	(Formerly Isle of Palms Beach and Racquet
COUNTY OF CHARLESTON	)	Club Community Association, Inc.)

THIS AMENDMENT TO THE BYLAWS FOR WILD DUNES COMMUNITY ASSOCIATION, INC. (the "Amendment") is hereby made on this 7 day of March, 2020 by Wild Dunes Community Association, Inc. (the "Association").

#### WITNESSETH

**WHEREAS**, the Bylaws for Wild Dunes Community Association, Inc. (formerly Isle of Palms Beach and Racquet Club Community Association, Inc.) are recorded in Book 812 at Page 855 in the Charleston County, South Carolina Register of Deeds Office, as subsequently amended and collectively referred to herein as the "ByLaws".

**WHEREAS**, the Declaration of Covenants and Restrictions for Wild Dunes Community Association, Inc. (formerly Isle of Palms Beach and Racquet Club Community Association, Inc.) are recorded in Book B-112 at Page 259 in the Charleston County, South Carolina Register of Deeds Office, as subsequently amended and collectively referred to herein as the "Declaration".

**WHEREAS**, pursuant to Article XV of the Bylaws and the provisions of the South Carolina Nonprofit Corporation Act (S.C. Code Ann. Sections 33-31-101 et. seq.), the Association has approved certain amendments to the Bylaws by the vote of the membership and by the Class A, Class B, Class C, Class D and Class E Members, as expressly set forth hereinbelow.



NOW, THEREFORE, the Bylaws are hereby amended as follows:

1. A new section 5 shall be added to Article I, which shall state as follows:

Section 5. Member Voting Cap. Notwithstanding anything in the Declaration and/or the ByLaws to the contrary, for the purposes of voting for or against any proposed matter that requires a vote of the Members of the Association, including any amendments to the Declaration, in the event that: (i) the aggregate number of votes held by all Class C members exceeds Twenty Percent (20%) of the total votes in the Association and/or (ii) the aggregate number of votes from any class, a combination of or all classes held by any Member exceeds Twenty Percent (20%) of the total votes in the Association, (collectively the "Member Voting Cap") then the votes that are cast by such Members or Member in the same manner (e.g., either "for" or "against" a proposed Amendment to the Declaration) that exceed the Member Voting Cap shall be deemed to have not been cast and shall not be counted. Further, for purposes of determining the quorum required for any such vote, the aggregate number of votes held by any such Members or Member that exceeds the Member Voting Cap shall be deemed not to exist for purposes of computing the total number of votes in the Association. In the event the provisions of this Section 5 are determined to violate the provisions of the South Carolina Nonprofit Corporation Act (S.C. Code Ann. Section 33-31-101 et seq., as amended)(the "Act") with regard to the manner in which member's votes are allowed to be cast and/or counted, then this Section 5 shall be considered a voting agreement pursuant to S.C. Code Ann. Section 33-31-730, and unless this Section 5 is amended to provide otherwise, then the voting agreement shall be deemed to automatically renew on each ten (10) year anniversary of the effective date of this Amendment that established this Section 5.

All references to voting in this Section 5 shall include without limitation all methods of voting by Members, such as voting at a meeting, voting by Referendum, and/or voting by written ballots (including electronic ballots).

Notwithstanding the forgoing and/or anything to the contrary in this Declaration and/or the Act, the Member Voting Cap shall be applicable to Members and also their Affiliates, both separately and in the aggregate, and for purposes of the Member Voting Cap only, the term "Affiliate" means, as to the Member in question, any person or entity that directly or indirectly controls, is controlled by or is under common control with, the Member in question, and the term "control" means possession, directly or indirectly, of the power to direct or cause the direction of the management of an entity whether through ownership of voting interests, by contract or otherwise. Notwithstanding the foregoing, the appointment by a Member of a proxy shall not: (i) be deemed to create an affiliation with such proxy unless such proxy satisfies the definition of an "Affiliate" contained above, or (ii) be deemed to be an aggregation of votes for purposes of the Member Voting Cap.



2. The following sentence shall be added as the last sentence in Article XV entitled "Amendments":

"Notwithstanding anything to the contrary in these Bylaws: (i) the Bylaws shall not be amended in any manner to modify the voting rights of any Member and/or Members and/or modify membership quorum requirements without approval by a majority of the total votes of the Members in the Association, and (ii) notwithstanding the foregoing sentence, class voting by Members shall be permitted for any member vote regarding modification of voting rights of any Member and/or Members."

3. Article II, Section 8 is hereby deleted in its entirety and replaced with the following:

Except as otherwise provided in these Bylaws, any action that may be taken by the Association at any annual meeting or special meeting of Members may be taken by written ballot without a meeting if the Association delivers (i) by posting in the United States mail or (ii) electronically, a ballot to Members entitled to vote on the matter. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of affirmative votes equals or exceeds the number of votes that would be required to approve the matter at a meeting. All solicitations for votes by ballot shall meet the requirements of S.C. Code Ann. Section 33-31-708 by (i) indicating the number of responses needed to meet the quorum requirements; (ii) stating the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specifying the time by which a ballot must be received by the Association in order to be counted. Once received by the Association, a ballot may not be revoked.

4. Except as expressly set forth herein, the Bylaws shall remain unmodified and in full force and effect.
5. If any provision in this Amendment conflicts with the other provisions of the Bylaws, the terms and conditions of this Amendment shall control.
6. The effective date of this Amendment is May 15, 2020.



IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Bylaws for Wild Dunes Community Association, Inc. on the date first written above.

IN THE PRESENCE OF:

David Kyrosli  
Witness 1  
Linda Frick  
Witness 2

WILD DUNES COMMUNITY  
ASSOCIATION, INC.  
A South Carolina Nonprofit Corporation

By: [Signature], President  
By: Arlene Southland Secretary

STATE OF SOUTH CAROLINA )

COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

I, Melissa Pawlyk, the undersigned Notary Public for the State of South Carolina, do hereby certify that Murray Small, as President and Arlene Southland as Secretary of Wild Dunes Community Association, Inc., personally appeared before me this date and acknowledged the execution of the foregoing instrument on behalf of the nonprofit corporation.

Sworn to before me this 16<sup>th</sup> day of June, 2020.

Melissa Pawlyk  
Notary Public for South Carolina

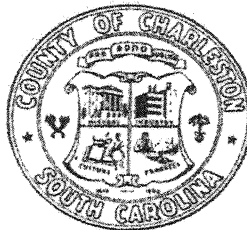
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STATE OF SOUTH CAROLINA     )  
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COUNTY OF CHARLESTON     )     AMENDMENT TO THE BYLAWS  
  )     OF WILD DUNES COMMUNITY  
  )     ASSOCIATION, INC.  
  )  
  )     (Formerly Isle of Palms Beach and Racquet Club  
  )     Community Association, Inc.)

THIS AMENDMENT TO THE BYLAWS FOR WILD DUNES COMMUNITY ASSOCIATION, INC. (the "Amendment") is hereby made on this 27<sup>th</sup> day of August, 2020 by Wild Dunes Community Association, Inc. (the "Association").

#### WITNESSETH

WHEREAS, the Bylaws for Wild Dunes Community Association, Inc. (formerly Isle of Palms Beach and Racquet Club Community Association, Inc.) are recorded in Book 0812 at Page 855 in the Charleston County, South Carolina Register of Deeds Office, as subsequently amended and collectively referred to herein as the "ByLaws".

WHEREAS, Article IV, Section 1.(a) of the By-laws empowers the Board of Directors to adopt and publish rules and regulations governing the use of the Common Properties, Restricted Common Properties, and Purchased Common Properties, and the personal conduct of the members and their guests thereon; and

WHEREAS, Article IV, Section 1.(a) of the By-laws further empowers the Board to establish penalties for the infraction of the rules and regulations; and

WHEREAS, the Rules and Regulations for Wild Dunes Community Association, Inc. are recorded in the Charleston County Register of Deeds Office in Book 0770, Page 623; and

WHEREAS, Exhibit "A", Section 5 of the Rules and Regulations (also known as Standard Operating Procedures) outlines the guidelines for the operation of privately-owned golf carts on the common properties of the Community Association; and

WHEREAS, the Board of Directors desires to establish enforcement procedures for violations of the operating guidelines for privately-owned golf carts on the Association's common properties.

**NOW, THEREFORE**, the Board of Directors hereby establishes the following enforcement procedures relating to the operation of privately-owned golf carts on Association common properties:

1. Drivers of golf carts on Community Association properties who cannot produce a valid driver's license upon the request of security personnel will be asked to park the cart and notify someone with a driver's license to retrieve the cart. The unlicensed driver will receive a verbal warning from security personnel and Community Association staff will provide a written warning to the owner of the cart. The incident will be documented for future reference.
2. A second offense of driving a golf cart without a license will result in a \$50.00 fine to be assessed against the owner of the cart.
3. A third offense will result in a \$100.00 fine assessed against the owner of the cart.



4. Drivers and owners of golf carts not displaying a valid South Carolina golf cart permit and a current Wild Dunes Community Association decal will be warned as outlined in 1. above; with second and third offenses handled as in 2. and 3. above.

Except as expressly set forth herein, the Bylaws shall remain unmodified and in full force and effect.

If any provision in this Amendment conflicts with the other provisions of the Bylaws, the terms and conditions of this Amendment shall control.

The effective date of this Amendment is August 27, 2020.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Bylaws for Wild Dunes Community Association, Inc. on the date first written above.

IN THE PRESENCE OF:

David Kyroski  
Witness 1

Madelyn A. Fiti  
Witness 2

WILD DUNES COMMUNITY  
ASSOCIATION, INC.  
A South Carolina Nonprofit Corporation

By: [Signature], President

By: Arlene Southerland, Secretary

STATE OF SOUTH CAROLINA )  
COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

I, Jacob B. Hildebrand, III, the undersigned Notary Public for the State of South Carolina, do hereby certify that Murray Small, as President and Arlene Southerland as Secretary of Wild Dunes Community Association, Inc., personally appeared before me this date and acknowledged the execution of the foregoing instrument on behalf of the nonprofit corporation.

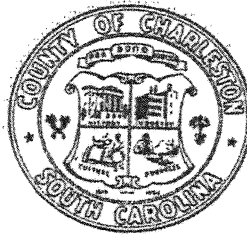
Sworn to before me this 15 day of MARCH, 2020. [Signature]

Jacob B. Hildebrand, III  
Notary Public for South Carolina  
My Commission Expires: May 25, 2022



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