

STATE OF STATE OF SOUTH CAROLINA      RE-RECORDED TO ADD  
COUNTY OF GEORGETOWN                      ATTACHMENT

BY-LAWS  
OF  
PAWLEYS RETREAT PROPERTY OWNERS' ASSOCIATION

THESE BY-LAWS OF PAWLEYS RETREAT PROPERTY OWNERS' ASSOCIATION ("By-Laws") are hereby adopted by the Pawleys Retreat Property Owners' Association, a South Carolina Non-Profit corporation (the "Association").

WITNESSETH:

WHEREAS, the Association was formed in December of 1983 when the Articles of Incorporation for the Association were filed with the Secretary of State of South Carolina; and

WHEREAS, the Declaration of Covenants and Restrictions for Pawleys Retreat Property Owners' Association was recorded on December 22<sup>nd</sup>, 1983 in Deed Book 214, Page 633, *et seq.* (and has been amended and supplemented), in the Office of the Clerk of Court for Georgetown County, South Carolina (the "Declaration"); and

WHEREAS, the Declaration grants to the Association the authority to govern and operate the community known as Pawleys Retreat in Georgetown County, South Carolina; and

WHEREAS, the Association desires to adopt corporate by-laws to govern the operations and procedures of the Association and its members; and

WHEREAS, pursuant to South Carolina Code Ann. 33-31-206, the Board of Directors of a nonprofit corporation may adopt bylaws for the corporation; and

WHEREAS, the attached By-Laws of Pawleys Retreat Property Owners' Association ("By-Laws") were adopted by the unanimous consent of the Board of Directors of the Association on December 4<sup>th</sup>, 2004; and

WHEREAS, the Board of Directors and the Association have been operating under the terms of these By-Laws since the inception of the Pawleys Retreat Property Owners' Association in December of 1983;

NOW, THEREFORE, the By-Laws attached hereto are hereby adopted as the By-Laws of the Association.

IN WITNESS WHEREOF, the undersigned officers certify this \_\_\_\_\_ day of \_\_\_\_\_, 2007 that the attached By-Laws were adopted by the unanimous written consent of all of the directors of the Association.

PAWLEYS RETREAT PROPERTY  
OWNERS' ASSOCIATION, a South  
Carolina nonprofit corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: President

Attest: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: Secretary

WITNESS:

\_\_\_\_\_  
\_\_\_\_\_



BY-LAWS  
OF  
PAWLEY'S RETREAT PROPERTY OWNERS' ASSOCIATION

ARTICLE I  
NAME AND LOCATION

The name of the corporation is PAWLEY'S RETREAT PROPERTY OWNERS' ASSOCIATION, hereinafter referred to as the "Association". **NOTE-Principal office is Premier Management, 11923 Plaza Drive, Murrells Inlet SC 29576, 357-4515**, but meetings of members and directors may be held at such places within the State of South Carolina, County of Georgetown, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to PAWLEY'S RETREAT PROPERTY OWNERS' ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereinafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Townhouse Tract" shall mean and refer to any plot of land shown upon any recorded subdivision map of the property designated as such. Upon completion of construction on Townhouse Tract, it shall be subdivided into lots.

Section 5. "Lot" shall mean and refer to any plot of land (other than a Townhouse Tract) shown upon any recorded subdivision map of the Properties or any subdivision of a Townhouse Tract with the exception of the Common Area.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Townhouse Tract which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declarant" shall mean and refer to PAWLEY'S RETREAT, LTD., its Successors and assigns. **Note: On January 1, 1992 the Developer turned over development to Pawleys Retreat Property Owners Association.**

Section 8. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions And Restrictions applicable to the Properties recorded in the office of the Clerk of Court for Georgetown County.

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of one o'clock (1:00) P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. **Note: at the Annual Meeting on November 4, 1987 the Annual Meeting Date was set for November.**

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth ( $\frac{1}{4}$ ) of all of the votes of the Class A Membership. **Note: As of November 21, 1991 there is only one class of membership**

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth ( $\frac{1}{10}$ ) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting

from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5.     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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1.     Number.     The affairs of this Association shall be managed by a Board of nine (9) director, except for the initial Board which shall consist of three (3) Directors, who need not be members of the Association.

Section 2.     Term of Office.     At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year; three directors for a term of two (2) years and three (3) directors for a term of three (3) years; and at each annual meeting thereafter, the members shall elect three (3) directors for a term of three (3) years.

Section 3.     Removal.     Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.     Compensation.     No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5.     Action Taken Without A Meeting.     The 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. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### ARTICLE V

##### NOMINATION AND ELECTION OF DIRECTORS

Section 1.     Nomination.     Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting.

The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors 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 appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written Ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and 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 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors Present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### 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 user of the Common Area and facilities, 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 rights 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;

© Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

(d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) 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 corporate 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 in writing by one-fourth (¼) of the Class A members who are entitled to vote;

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

© As more fully provided in the Declaration to:

(1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

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

(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 by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as It may deem appropriate;

(g) Cause the Common Area to be maintained.



