

**BY-LAWS OF THE  
ASSOCIATION OF ROYAL  
PINES  
COUNTRY CLUB ESTATES HOMEOWNERS, INC.  
(A South Carolina Not For Profit Corporation)**

The Association of Royal Pines Country Club Estates Homeowners, Inc., herein referred to as the Association, being a corporation organized under the laws of the State of South Carolina applicable to corporations for no profit or gain to its members, shall at all times be operated in conformity with the laws of the State of South Carolina applicable to such corporation. If any By-Law herein set forth shall at any time conflict with any law of South Carolina applicable to such corporation, the law of South Carolina shall take precedence over such By-Law, and such By-Law shall be deemed to be automatically and appropriately amended to conform to such state law.

**ARTICLE I  
PURPOSE**

The basic purpose of the Association shall be to promote the common good and general welfare of owners of homes in Royal Pines Country Club Estates. In the accomplishment of this purpose the Association will:

1. Provide a forum for discussion of problems of mutual interest to owners of homes in Royal Pines and thus encourage the formulation and advancement of ideas and projects which will inure to the general benefit or such owners.
2. Provide a channel of communication with Royal Pines Country Club Estates, Inc., and its agencies.
3. Provide a vehicle for expressing opinions and objectives to public officials and authorities on issues of concern to the Association and its members.
4. Recognizing that the golf course and its related facilities and amenities contribute to the overall appearance and value of Royal Pines Country Club Estates, the Association will cooperate with the golf course management to preserve the integrity and character of the Club.
5. To promote the physical appearance and beautification of Royal Pines Country Club Estates.
6. Cooperate with appropriate agencies and civic associations in common goals.

**ARTICLE II  
MEMBERSHIP**

1. Eligibility for Membership

Any owner of a home in Royal Pines Country Club Estates shall be eligible for membership in the Association. A property owner in the process of construction or under contract to construct a house in the Estates shall be deemed to be a homeowner for the purpose of membership.

2. Terms of Membership

The Membership Year of the Association shall be March 1 of each year through February 28 (29) of

the following year. Any person eligible or becoming eligible on or after March 1 may apply for membership at any time during the Membership Year. Such membership for the remainder of that year shall be from date of payment of applicable dues through the following February 28 (29).

### **ARTICLE III ANNUAL DUES**

#### 1. Amount

Dues shall be established annually by the Board of Directors. The Board shall also determine the dues for the remainder of the first year's membership of those who join the Association after March 1.

#### 2. Notice

Notice of the dues shall be given members by the Treasurer at least thirty (30) days before the due date.

#### 3. Penalty for Non-Payment

Membership shall expire on March 1 unless the applicable dues for the Membership Year beginning that date have been paid.

### **ARTICLE IV ANNUAL MEETING**

1. At least seven (7) days before the date of the Annual Meeting of the Membership, the Secretary of the Association shall mail to each member:

- 1a) A report of the significant business conducted by the Membership and the Board of Directors during the preceding year;
- 2a) A balance sheet for the Association as of the preceding December 31 and an income and expense statement for the preceding year;
- 3a) Where appropriate, a proposed budget of income and expenses for the current year;
- 4a) Notice with respect to the Annual Meeting of the Membership; and
- 5a) Such further notices as may then be appropriate.

#### 2. Quorum

The presence in person or by written proxy at a meeting of 25% of the homeowners in the Association shall constitute a quorum, but a lesser number may continue a meeting previously constituted.

### **ARTICLE V SPECIAL MEETINGS**

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1. Special Meetings of the Membership may be called by the Board of Directors, or shall be called by the Secretary on the petition of twelve (12) members of the Association stating the items of business which such members desire to submit for the consideration of the Membership.

2. The Secretary shall mail written notices to the membership of a Special Meeting at least seven (7) days in advance of such meeting, and the Board shall not defer the holding of a Special Meeting petitioned by the Membership for more than fifteen (15) days after the petition is received

by the Secretary. Notice of the meeting shall contain the time and place of the meeting and an agenda of the business to be submitted to Membership.

## **ARTICLE VI MEMBERSHIP VOTING**

1. Each member present in person or by written proxy at the time of the particular vote at the meeting shall be entitled to cast one (1) vote per household on any submittal to the Membership, including one (1) vote for each directorship to be filled at the meeting.

2. Voting for the election of directors may be by written unsigned ballot or by acclamation of the proposed slate of candidates.

3. In the event of a tie vote material to the election for any Directorship, the balloting shall continue between the two or more candidates for which the tie vote was cast until the tie shall be broken.

## **ARTICLE VII BOARD OF DIRECTORS**

1. Number

The Association shall be managed by a Board of Directors composed of nine (9) members of the Association.

2. Four (4) directors will be elected in one year and five (5) directors will be elected in the following year. This alternating procedure will continue until changed as prescribed in Article XVI of these By-Laws.

3. Vacancy

Should any vacancy occur on the Board, for any reason other than the normal expiration of the Director's term, the remaining directors shall elect a qualified Association Member to fill such vacancy until the next Annual Meeting of the membership. The remaining unexpired term in excess of one (1) year shall be filled by vote of the membership at the next Annual Meeting.

4. Committees

5. The owner of the Lady's Island Country Club may occupy a non-voting, ad hoc, seat on the Board to ensure coordination between the Board and the Club on issues of common interest. This seat is not defined as a "Director" of the Association.

The Board may provide for such standing ad hoc committees as it may deem necessary.

## **ARTICLE VIII BOARD MEETINGS**

The Board shall hold meetings on call by the President or by the Secretary at the request of three (3) members of the Board. Notice of such meeting shall be given to each member of the Board in advance of the meeting and by such means of communication as time, under the circumstances, permits. The appearance of any Director at such meeting waives notice thereof.

## **ARTICLE IX QUORUM**

The presence of five (5) Directors shall be necessary to constitute a quorum for conducting the business of the Board, but a lesser number may adjourn a meeting from time to time for periods not in excess of one (1) week.

## **ARTICLE X RECORDS**

The Secretary shall keep a written record of all meetings of the Board showing: (1) the names of the Directors present; (2) resolutions passed; and (3) where appropriate, other matters considered. Such records shall be open for inspection by the members of the Association upon one (1) week's notice to the Secretary. The Secretary will maintain a current roster of members of the Association.

## **ARTICLE XI ATTENDANCE**

All members of the Board of Directors must attend at least two-thirds of the Association meetings, Annual and Special, and Board Meetings, or vacate their office upon affirmative vote of the majority of the full Board.

## **ARTICLE XII COMPENSATION**

No Director or officer of the Association shall receive, directly or indirectly, any salary, fees or compensation from the Association.

## **ARTICLE XIII OFFICERS**

### 1. Number and Titles

There shall be four (4) officers of the Association; a President, a Vice-President, a Secretary and a Treasurer who will be duly elected members of the Board of Directors. No person may simultaneously hold more than one (1) office.

### 2. Election and Terms

The officers will be elected by the membership and shall serve in that office for a period of time coincidental with their term on the Board unless they are properly relieved for cause or at their request as provided for hereinafter.

### 3. Vacancies and Removals

Should any vacancy occur in any office for any reason other than the normal expiration of the officer's term, the Board shall elect any qualified member of the Association to fill such office. Any officer elected by the Board of Directors may be removed at any time with good cause by an affirmative vote of a majority of the full Board or at this request.

### 4. Authorities

The President shall be the director of the Association and, if present, shall preside at all meetings of the Board and of the membership. All officers shall have authorities as are normally associated with their offices and such further authorities as may be invested in them by the Board. In the absence of the President, the Secretary or the Treasurer, the Vice-

President shall exercise the authorities of such offices.

In addition to those duties normally associated therewith, the President shall serve as the Association's sole representative in all negotiations with all other administrative or other public or quasi-public bodies. The President may designate a member of the Association to act in his stead on any specific matter under consideration by an administrative, public or quasi-public body.

## **ARTICLE XIV DIRECTORS AND OFFICERS SUCCESSIVE TERMS-NOMINATION PROCEDURES**

### 1. Successive Terms of Directors

A Director shall not serve more than two (2) consecutive terms in the same position or office.

### 2. Nomination Procedures

In anticipation of the Annual Meeting of the membership, the President of the Board of Directors shall appoint a Nominating Committee consisting of five (5) members of the Association. The names of the candidates nominated by the Nominating Committee shall be circularized in writing to the membership with the notice of the Annual Meeting of the membership. Nominations from the floor may be made at the Annual Meeting. Members making such nominations must have secured the consent of the member they intend to nominate.

## **ARTICLE XV FINANCES**

### 1. Bank Accounts

Funds of the Association 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 Director of Association designated by the President of the Board of Directors.

### 2. Expenditures

All expenditures on account of the Association or its credit, for the purpose of the Association, shall be made only on the authorization of the Board of Directors.

## **ARTICLE XVI AMENDMENTS**

1. The Board of Directors may propose an amendment to the By-Laws of the Association which will become effective on a two thirds (2/3) vote of the membership of the Association at a meeting at which there is a quorum present in person or by written proxy.

2. If a written proposal signed by twelve (12) 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 shall call a Special Meeting or, when filed within fifteen (15) days of the Annual Meeting, include such proposed amendment in the call of the Annual Meeting for membership consideration and vote.

3. Under either procedure, the notice of the meeting to the membership shall set forth they By-

Law proposed to be amended, the proposed amendment and the reason for the proposed amendment.

**ARTICLE XVII  
AMENDMENT OF CONSTITUTION-DISSOLUTION**

The procedure above outlined for an amendment to the By-Laws shall also apply to an amendment of the Constitution of the Association and a proposal for the Dissolution of the Association, except in each such case such amendment or act of dissolution requires a vote of two-thirds (2/3) of the membership present at a meeting at which a quorum is present in person or by written proxy.

**ARTICLE XVIII  
GENERAL**

1. All meetings of the membership and of the Board of Directors shall be in accordance with Robert's Rules of Order Revised.
2. All notices provided for herein, except where otherwise permitted, shall be sent by regular mail, postage prepaid to the last known address of each member. The form, manner or giving of any such notice may be waived by the person entitled thereto.
3. Subscribed to by the members of the Organizing Committee of the Association of Royal Pines Country Club Estates Homeowners, Inc., this 6th day of March, 1974, or amended in prescribed form at succeeding annual or special meetings.

Arthur A. Rich

Stanley S. Butt

4. Amended in prescribed form at the Annual Meeting held March 23, 1989, at the Golf Professional's Club clubhouse. Effective date of the amendments will be the date of the 1990 Annual Meeting.

Signed  
Emanuel Nathan, Secretary/Treasurer

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Signed  
Emanuel Nathan, Secretary/Treasurer

Amended in prescribed form at the Annual Meeting held March 16, 1995, at the Golf Professional's Club clubhouse.  
Frances Shelton, Secretary

Amended in prescribed form at the Annual Meeting held March 7, 2012, at the Lady's Island Country Club clubhouse.

Donna Drohan, Secretary