

An explanation of the notations used herein: **Bold green** indicates items of minor importance that do not have a significant effect on the overall meaning. While these are changes to the document they are relatively inconsequential. Text to be removed is indicated by a line through the text. Text in **bold red** indicates text to be added. Text in **bold blue italics** is an explanation of the adjacent proposed changes.

BY-LAWS OF *Name change if Articles are*
ROYAL PINES HOMEOWNERS ASSOCIATION *approved*
THE ASSOCIATION OF ROYAL PINES
COUNTRY CLUB ESTATES HOME OWNERS, INC.
(A South Carolina Nonprofit Corporation)

Unnecessary because it is stated in the first paragraph

The Association of Royal Pines Country Club Estates Home Owners, Inc., **Royal Pines Homeowners Association**, 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 **property** in Royal Pines Country Club Estates. In the accomplishment of this purpose the Association will: *Agreement with Articles*

1. Provide a forum for discussion of problems of mutual interest to owners of homes **property** in Royal Pines and thus encourage the formulation and advancement of ideas and projects which will **work** inure to the general benefit **or of** such owners. *More understandable to the average person*
2. **Reserved** ~~Provide a channel of communication with Royal Pines Country Club Estates, Inc., and its agencies.~~ *To preserve original subsection numbers, because the Association is now the successor of the original developer.*
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~~ **C**ooperate with the golf course management to preserve the integrity and character of the **Olde Beaufort Golf Club**. *Clarity*
5. ~~To p~~**P**romote the physical appearance and beautification of Royal Pines Country Club Estates. *Consistent form*
6. Cooperate with appropriate agencies and civic associations in common goals.

ARTICLE II – MEMBERSHIP

1. Eligibility for Membership

Agreement with Articles - clarification

Any owner of a **property** 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.~~ **Membership is voluntary, subject only to payment of annual dues. Owners of multiple properties are entitled to one (1) vote for each property on which the annual dues have been paid.**

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.~~ ***Dues will not be prorated for partial year***

2. Notice

Notice of the dues shall be ~~given~~ **mailed to** members by the Treasurer at least thirty (30) days before the due date. ***More explicit***

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, **but not more than thirty (30) days**, before the date of the Annual Meeting of the Membership, the Secretary of the Association shall mail to each member: ***More explicit***

a) The date, time, and location of the meeting; ***For completeness***

b) An agenda for the meeting; ***For completeness***

~~a)~~ **c)** A report of the significant business conducted by the Membership and the Board of Directors during the preceding year;

~~b)~~ **d)** A balance sheet for the Association as of the preceding December 31 and an income and expense statement for the preceding year;

~~c)~~ **e)** Where appropriate, a proposed budget of income and expenses for the current year;

~~d)~~ **f)** Notice with respect to the Annual Meeting of the Membership; and

5 continued

- 1 f) A list of nominees, and biographical sketch for each nominee, for election
2 as a Director of the Association; *For completeness*
- 3 g) A detailed explanation of any matter that the Board intends to propose for a
4 vote of the Membership; and *For completeness*
- 5 h) A proxy form to be submitted prior to the Annual Meeting date giving
6 authority to another Association member, to act on their behalf, if the
7 Association member does not appear in person. *For completeness*
- 8 *Essential for computing a quorum and voting representation*
- 9 e) i) Such further notices as may then be appropriate.

- 11 2. Quorum *Consistency with other changes*
12 The presence in person or by written proxy at a meeting of 25% of the homeowners
13 in **members** of the Association shall constitute a quorum, but a lesser number may
14 continue a meeting previously constituted.

16 ARTICLE V – SPECIAL MEETINGS

- 18 1. Special Meetings of the Membership may be called by the Board of Directors, or
19 shall be called by the Secretary on the petition of twelve (12) members of the
20 Association stating the items of business which such members desire to submit for
21 the consideration of the Membership.
- 22 2. The Secretary shall mail written notices to the membership of a Special Meeting at
23 least seven (7) days in advance of such meeting, and the Board shall not defer the
24 holding of a Special Meeting petitioned by the Membership for more than fifteen
25 (15) days after the petition is received by the Secretary. Notice of the meeting shall
26 contain the time and place of the meeting and an agenda of the business to be
27 submitted to Membership. *Consistency*

29 ARTICLE VI – MEMBERSHIP VOTING

- 31 1. Each member present in person or by written proxy at the time of the particular
32 vote at the meeting shall be entitled to cast one (1) vote per household **property**
33 **owned on** any submittal to the Membership, including one (1) vote for each
34 directorship to be filled at the meeting. *Consistency*
- 36 2. Voting for the election of directors may be by written unsigned ballot or by
37 acclamation of the proposed slate of candidates.
- 39 3. In the event of a tie vote material to **for** the election for any Directorship, the
40 balloting shall continue between the two or more candidates for which **whom** the
41 tie vote was cast until the tie shall be **is** broken. *Correctness & clarity*

43 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. **Term of Office**

Consistency

Each director shall serve a two year term, except as required to maintain the following stagger. 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

a) The Board shall appoint a standing committee, to be known as the Royal Pines Architectural Committee (RPAC), consisting of no less than three (3) Directors. The RPAC shall have the authority to review and approve all applications which conform to the Association's Architectural Code. A vote of 2/3 of the Committee members shall be required for approval.

**Clarification – and avoiding confusion about the term “Board”
Approval by a single individual is specifically excluded.**

b) The Board may provide for such other standing and ad hoc committees as it may deem necessary. **Added due to the inclusion of a) above**

5. **Non-Voting Seat**

The owner(s), or their designee, of the ~~Lady's Island Country Club~~ **Olde Beaufort Golf Club, their heirs and assigns**, 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.

To reflect the current situation

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 – RECORDS *Flexibility & efficiency*

The Secretary shall keep a written record, **or an electronic copy suitable for printing**, 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.

Electronic copies are understood to be in .pdf format; not .doc, .docx, .odt, or other easily editable formats.

ARTICLE XI – ATTENDANCE

All members of the Board of Directors must attend at least two-thirds (2/3) 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.

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

An **Officer or** Director shall not serve more than two (2) consecutive terms in the same position or office. *Consistency and clarification*

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~~ **shall** have secured the consent of the member they intend to nominate. *A directive*

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 **the** Association designated by the President of the **Association** ~~Board of Directors~~.

Better form and correction

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 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~~ **who** shall call a

Special Meeting or, when filed within ~~fifteen (15)~~ **thirty (30)** days of the Annual Meeting, include such proposed amendment in the call of the Annual Meeting for membership consideration and vote. *To allow more time to prepare & give notice*

3. Under either procedure, the notice of the meeting to the membership shall set forth the By-Law(s) proposed to be amended, the proposed amendment and the reason for the proposed amendment.

ARTICLE XVII – INDEMNIFICATION

1. No Officer or Director shall be personally liable for any obligations of the Association or for any duties or obligations arising out of any acts or conduct of said Officer or Director performed for or on behalf of the Association. The Association shall and does hereby indemnify and hold harmless each person and such person's heirs and administrators who shall serve at any time hereafter as a Director or Officer of the Association from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of having heretofore or hereafter been a Director or Officer of the Association, or by reason of any action alleged to have heretofore or hereafter been taken or omitted to have been taken by such person as a Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any such claim or liability, including power to defend such person from all suits or claims as provided for under the provisions of the South Carolina Nonprofit Corporation Act; provided however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this Section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Association, its Directors, Officers, employees, and agents shall be fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.
To supply an essential protection element
2. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such person.

1 **ARTICLE XVIII XVII – AMENDMENT OF CONSTITUTION – DISSOLUTION**
2 *Change resulting from the insertion of the previous Article*
3

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

9
10 **ARTICLE XIX XVIII – GENERAL**
11

12 1. All meetings of the membership and of the Board of Directors shall be in accordance
13 with Robert's Rules of Order Newly Revised. *Current title of book*
14

15 2. All notices provided for herein, except where otherwise permitted, shall be sent by
16 regular **first class** mail, postage prepaid to the last known address of each member.
17 The form, manner or giving of any such notice may be waived by the person entitled
18 thereto. **Waiver of notification by first class mail shall allow notice by email at**
19 **the property owner's option.** *Provide for electronic notification*
20

21 3. Subscribed to by the members of the Organizing Committee of the Association of
22 Royal Pines Country Club Estates Homeowners **Home Owners**, Inc., this 6th day of
23 March, 1974, or amended in prescribed form at succeeding annual or special
24 meetings. *Correctness*
25

26 Arthur A. Rich Stanley S. Butt
27

28 4. Amended in prescribed form at the Annual Meeting held March 23, 1989, at the Golf
29 Professional's Club clubhouse. Effective date of the amendments will be the date of
30 the 1990 Annual Meeting.
31

32 Signed: Emanuel Nathan, Secretary/Treasurer
33

34 5. Amended in prescribed form at the Annual Meeting held March 16, 1995, at
35 the Golf Professional's Club clubhouse.
36

37 Frances Shelton, Secretary
38

39 6. Amended in prescribed form at the Annual Meeting held March 7, 2012, at the
40 Lady's Island Country Club clubhouse.
41

42 Donna Drohan, Secretary
43

44 **6. Amended in prescribed form at the Annual Meeting held < date >, 2022,**
45 **at < location >.**

46 *No vote required if any of the above changes have been approved.*
47

Gwen Taylor, Secretary