

March 2, 1973

Dear Sea Pines Plantation Property Owner:

For some time a group of property owners in Sea Pines have felt the need for a Sea Pines Property Owners Association. Definite steps toward organization are now being taken, such as the preparation of a Constitution and By-Laws and the related legal advice.

The purpose of this Association is to protect and promote the common good and the welfare of property owners and to establish amicable communications among property owners, The Sea Pines Plantation Company management and other groups sharing our interest in Sea Pines. It is recognized that the best interests of all parties are so dependent upon each other that such an association can be beneficial to all concerned.

Recently one of our property owners addressed a letter to "Villa/Apartment Rental Property Owners" proposing an association for this particular group. The response to this effort has been very encouraging. We realize that the owners of the various types of properties will sometimes have varied and special interests. Nevertheless, the decision has been made that one incorporated Association can be the most effective. We have, therefore, agreed to organize as one group.

To pay the administration expenses of the Association, estimated annual dues of \$25.00 for owners of improved property, and \$10.00 for owners of unimproved property will be necessary. Owners of more than one piece of property would be assessed on the basis of one piece only, i. e., \$25.00 if any of the property is improved, and \$10.00 if it is all unimproved.

To operate efficiently and to be capable of the maximum results, the support of all property owners in Sea Pines Plantation is essential.

March 2, 1973

We urge you to join with the organizing committee and the sponsors listed below in this important effort by filling out the attached form and mailing it to the address shown at the bottom of the questionnaire.

Very truly yours,

Organizing Committee

Roy G. Davis Acting Chairman
ROY G. DAVIS

Hunter Hicks
HUNTER HICKS

Arthur P. Hall
ARTHUR P. HALL

E. J. Timberlake
E. J. TIMBERLAKE, LT. GEN. USAF (RET.)

SPONSORS

Tom Bailey
C. T. Booth, Vice Adm. USN (Ret.)
P. G. Boyd
George Dibert
Charles E. Fraser
Merle J. Graham
C. R. Goddard, M.D.
P. G. Howe
F. C. Hunter
T. C. Keeling, Jr.
William J. Kyle, Jr.
Peter LaMotte, M.D.

George H. Moore
William E. Shannon
J. Kelly Sisk
William J. Stephens
Charles F. Thomas
Nathan F. Twining, Gen., USAF (Ret.)
E. C. Ward
G. F. Watters
T. H. Williams, Capt. USN (Ret.)
Thomas Wilson
George K. Yetter

QUESTIONNAIRE

1. Do you agree that an Association of owners of Sea Pines Plantation Property should be formed? YES _____ NO _____

2. If Yes, would you be willing to work actively on problems and projects of special interest to you? YES _____ NO _____

3. Would you be willing to pay the proposed annual membership fee, \$25.00 for improved, \$10.00 for unimproved property? YES _____ NO _____

4. Please indicate the type(s) of property you own in Sea Pines Plantation.
RESIDENCE _____ VILLA _____ CONDOMINIUM (APT.) _____ LOT _____

5. Please rank (1), (2), (3), etc., in order of importance to you the following, or other problems and projects:
 - a. Road, Lagoon & Lot Maintenance ()
 - b. Security & Traffic Control.... ()
 - c. Public Parking Facilities..... ()
 - d. Condominiums & Villas..... ()
 - e. Private Construction Approvals ()
 - f. Recreation Trails..... ()
 - g. Beach & Land Erosion..... ()
 - h. Marine Life Protection..... ()
 - i. Forest, Marsh, & Wildlife Protection..... ()
 - j. Cultural Events..... ()
 - k. _____ ()
 - l. _____ ()
 - m. _____ ()

NAME _____

MAILING ADDRESS _____

CITY _____ STATE _____ ZIP _____

TELEPHONE NUMBER _____

Please mail to: ORGANIZING COMMITTEE
ASSOCIATION OF SEA PINES PLANTATION PROPERTY OWNERS, INC.
P. O. Box 5704
Hilton Head Island, South Carolina 29928

CONSTITUTION

ASSOCIATION of SEA PINES PLANTATION PROPERTY OWNERS, INC.

ARTICLE I

NAME AND STRUCTURE

1. The name of the organization shall be the ASSOCIATION of SEA PINES PLANTATION PROPERTY OWNERS, INC.

2. The principal office of the Association shall be located in Sea Pines Plantation, Hilton Head Island, South Carolina.

3. The Association shall be a non-profit corporation organized and operating under the laws of the State of South Carolina.

4. The Association shall be incorporated in perpetuity.

ARTICLE II

PURPOSE

1. The purpose of the Association shall be to promote and protect the common good and general welfare of owners of property in Sea Pines Plantation.

2. The Association shall not directly or indirectly participate or intervene in political campaigns in behalf of or in opposition to candidates for public office.

3. No part of the earnings of the Association shall inure to the benefit of or be distributed to its members, officers or directors, except the Association may pay reasonable compensation for services rendered, reimburse for expenditures incurred and make

for the settlement of the liabilities of the Association, shall dispose of its then remaining assets to such organization or or organizations then qualifying as a tax exempt organization under Section 501, or then comparable provision, of the Federal Internal Revenue Code, as the Board of Directors may determine. (A "duly called meeting" shall be defined as prescribed in the By-Laws of the Association.)

ARTICLE VI

AMENDMENT

This Constitution shall be subject to amendment by a vote of two-thirds of the membership present and voting at a duly called meeting of the membership of the Association.

Subscribed to by the members of the Organizing Committee of the Sea Pines Plantation Property Owners Association this 21ST day of MARCH ,1973.

ROY G. DAVIS

HUNTER HICKS

ARTHUR P. HALL

EDWARD J. TIMBERLAKE, LT.GEN.
USAF (ret.)

BY-LAWS

of the

ASSOCIATION OF SEA PINES PLANTATION PROPERTY OWNERS, INC.

The Association of Sea Pines Plantation Property Owners, Inc., herein referred to as the Association, being a corporation organized under the laws of the State of South Carolina applicable to corporation 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 property in Sea Pines Plantation. In the accomplishment of this purpose, the Association will:

1. Provide a forum for discussion of problems of mutual interest to owners of property in Sea Pines Plantation and thus encourage the formulation and advancement of ideas and projects which will inure to the general benefit of such owners.

2. Provide a channel of communication with Sea Pines Company and other land developers and contractors within Sea Pines Plantation.
3. Provide a vehicle for expressing opinions and objectives to public authorities.
4. Cooperate with other property owner and civic associations in common goals.

ARTICLE II

MEMBERSHIP

1. Eligibility to Membership

Upon application and payment of the applicable dues, any owner of property in Sea Pines Plantation shall be eligible for membership in the Association. A purchaser under contract of property in the Plantation shall be deemed to be the owner of property for purpose of membership in the Association.

In cases of corporate, in-common or joint owners of property, such owners shall select one official representative, co-owner or joint owner, respectively, to qualify for membership in the Association.

Further, the record owner or owners of property may designate another member of their immediate family to be their qualified member for purposes of membership in the Association. For example, where property is owned of record in the name of the wife or in the name of children, a husband or father respectively can qualify with the consent of the record owners as a member representing such property ownership.

A person or company owning more than one lot in the Plantation shall qualify for only one membership in the Association.

2. Terms of Membership

Memberships shall expire on February 1 of each year unless the applicable annual dues for that calendar year have been paid by that date; however, any person joining the Association after September 1 of any year shall continue to be a member until February 1 of the second succeeding calendar year.

3. Annual Dues

The annual dues for membership of the Association shall be \$25.00 for the owner of improved property and \$10.00 for the owner of unimproved property. If a person owns both improved and unimproved property in Sea Pines Plantation, he can qualify for membership in the Association only as an owner of improved property.

4. Annual Report and Notice to Membership

At least fifteen (15) days before the date set for the Annual Meeting of the membership, the Secretary/Treasurer of the Association shall mail to each member: (1) A report of the significant business conducted by the Membership and the Board of Directors during the preceding year; (2) A balance sheet for the Association as of the preceding December 31 and an income and expense statement for the preceding year; (3) Where appropriate, a proposed budget of income and expense for the current year; (4) Notice with respect to the

February Annual Meeting of the membership; and (5) Such further notices as may then be appropriate.

5. Membership Meetings

An Annual Meeting of the membership shall be held on the third Monday in February except for the first meeting, which will be held on a date established by the Organizing Committee, on at least fifteen (15) days advance notice by mail to all property holders. At these meetings the election of directors of the Association shall be held. There shall also be conducted at the Annual Meeting such other business as may then be appropriate.

Special meetings of the membership may be called by the Board of Directors, or shall be called by the Secretary/Treasurer on the petition of fifty (50) members of the Association stating the items of business which such members desire to submit for the consideration of the membership.

The Secretary/Treasurer shall mail written notice to the membership of a Special Meeting at least fifteen (15) 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 thirty (30) days after the petition is received by the Secretary/Treasurer. Notice of a meeting shall contain the time and place of the meeting and an agenda of the business to be submitted to the membership.

6. Quorum

The presence in person or by written proxy at a meeting of 25% of the members owning improved property in Sea Pines Plantation shall constitute a quorum, but a lesser number may continue a meeting previously constituted.

7. Membership Voting

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 vote on any submittal to the membership, including one vote for each directorship to be filled at the meeting.

Voting for the election of directors shall be by written, unsigned ballot.

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 tie vote was cast until the tie shall be broken.

ARTICLE III

BOARD OF DIRECTORS

1. Number

The Association shall be managed by a Board of Directors composed of twelve (12) members of the Association.

2. Election and Term

Directors shall be elected at each Annual Meeting of the

membership. All directors shall serve for three years or such lesser term for which they may have been elected and, in any case, until their successors shall have qualified, except that directors elected at the initial Membership Meeting to be held in 1973 shall serve as prescribed in Article V.

3. Committees

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

4. Meetings

The Board shall hold meetings on call by the President or by the Secretary/Treasurer at the request of four (4) members of the Board. Notice of such meetings 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.

5. Quorum

The presence of seven (7) 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 two (2) weeks.

6. 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 year shall be filled by vote of the membership at the next annual meeting.

7. Records

The Secretary/Treasurer 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/Treasurer.

8. Attendance

All members of the Board of Directors must attend at least two-thirds of the meetings, annual and special, of the Board, or vacate their office upon an affirmative vote of the majority of the full Board.

ARTICLE IV

OFFICERS

1. Number and Title

There shall be three (3) officers of the Association: a President, a Vice-President and a Secretary/Treasurer. No person may simultaneously hold more than one office.

2. Election and Term

The officers shall be elected by the Board of Directors, from among themselves, and shall serve for one year or for such

lesser term for which they may have been elected or until their successors shall have qualified, except that the first set of officers elected by the Board shall serve until the first meeting of the Board of Directors after the Annual Meeting of the membership in 1974.

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 Board to fill such office until the next Annual Meeting of the membership. Any officer elected by the Board of Directors may be removed at any time with good cause by an affirmative vote of the majority of the full Board.

4. Authorities

The President shall be the chief executive officer of the Association and, if present, shall preside at all meetings of the Board and of the membership. All officers shall have such authorities as are normally associated with their office and such further authorities as may be vested in them by the Board. In the absence of the President or the Secretary/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 personal representative in all negotiations with The Sea Pines Plantation Company and with all other administrative or other public and quasi-public bodies.

ARTICLE V

DIRECTORS AND OFFICERS - SUCCESSIVE TERMS - NOMINATION PROCEDURES

1. Successive Terms of Directors

A director shall not serve for more than two (2) consecutive terms. Furthermore, to permit a staggering of the Board of Directors of the Association, one-third of the first elected group of directors shall serve for only one (1) year; one-third shall serve for two (2) years; and one-third shall serve for three (3) years. Nominations for the first Board shall designate the terms for which the nominees shall serve. Thereafter, one-third of the Board shall be elected each year at the Annual Meeting for three-year terms as provided in Article III.

2. Nomination Procedures

In anticipation of the Annual Meeting of the membership, the Board of Directors shall appoint a Nominating Committee, consisting of seven (7) members of the Association, five (5) of whom are not currently serving as a director of the Association. The Nominating Committee shall nominate a candidate for each directorship to be filled, identifying such nominees as the candidates of the Nominating Committee. Further, at the written request of any three members of the Association, delivered to the Nominating Committee at least thirty (30) days before the Annual Meeting of the membership in any year, the Nominating Committee shall submit as an additional candidate for director, the name of any member designated by the three. The names of all candidates so nominated shall be circularized

in writing to the membership with the notice of the Annual Meeting of the membership. (The Nominating Committee for the selection of the first candidates for Director in 1973 shall consist of seven (7) persons selected from the list of Association Sponsors by the Organizing Committee.)

ARTICLE VI

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 Secretary/Treasurer, or, in his absence, that of any other officer of the Association designated by the Board of Directors.

2. Borrowed Funds

Any and all notes, bonds or mortgages shall be executed on behalf of the Association by the President and the Secretary/Treasurer, then only upon the appropriate resolution of the Board of Directors, with authorization and approval of two-thirds of the members of the Association voting in person or by written proxy.

3. Expenditures

All expenditures on account of the Association or its credit, for the purposes of the Association, shall be made only upon the authorization of the Board of Directors, except that any single expenditure of less than ten (\$10.00) Dollars may be made by an

officer or Director of the Association, for the purposes of the Association, without prior Board authorization, provided that written notice thereof and/or copy of the receipt is promptly given to the Secretary/Treasurer of the Association.

ARTICLE VII

AMENDMENT OF BY-LAWS

The By-Laws may be amended by one of the following procedures.

1. The Board of Directors may propose an amendment to the By-Laws of the Association which will become effective on a majority vote of the membership present and voting at a meeting of the membership of the Association at which there is a quorum present in person or by written proxy.

2. If a written proposal signed by fifty (50) 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/Treasurer, such officer shall call a special meeting or, when filed within thirty (30) 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 meeting to the membership shall set forth the By-Law proposed to be amended, the proposed amendment and the reason for the proposed amendment.

ARTICLE VIII

AMENDMENT OF CONSTITUTION - DISSOLUTION

The procedures 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 of the membership present at a meeting at which a quorum is present in person or by written proxy.

ARTICLE IX

GENERAL

1. All meetings of the membership and of the Board of Directors shall be conducted in accordance with Roberts 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 Sea Pines Plantation Property Owners, Inc. this 21st day of MARCH, 1973.

ROY G. DAVIS

HUNTER HICKS

ARTHUR P. HALL

EDWARD J. TIMBERLAKE, LT.GEN.,
USAF (ret.)