

Cross Reference to the Consolidation and Declaration of Rights, Covenants, and Restrictions Applicable to Pleasant Farm Subdivision, Port Royal Island, Beaufort County, South Carolina, and Provisions For the Pleasant Farm Homeowners Association, Inc. Recorded in Deed Book 225 Beginning at Page 1045 in the Office of the Register of Deeds of Beaufort County, South Carolina.

**Amended By-Laws of Pleasant Farm Homeowners Association, Inc.**

WHEREAS, Article XIII of the By-Laws states that the By-Laws may be amended at a regular or special meeting of the Board of Directors; and

WHEREAS, the Board of Directors held a meeting on the 5<sup>th</sup> day of November, 2018, and approved the amendments to the By-Laws; and

WHEREAS, the Board of Directors desires to amend the By-Laws and record the Amended By-Laws in accordance with South Carolina Code §27-3-110, et seq. known as the South Carolina Homeowners Association Act which amended Title 27 of the 1976 Code of Laws of South Carolina.

NOW, THEREFORE, the Board of Directors amends the By-Laws as follows:

The recitals set forth above are incorporated herein by reference.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Pleasant Farm Homeowners Association, Inc., hereafter referred to as the "Association". The mailing address shall be Post Office Box 624, Beaufort, South Carolina 29901. Meetings of members and directors may be held at such places with the State of South Carolina, County of Beaufort, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Pleasant Farm Homeowners Association, Inc., its successors and assigns.

Section 2. "Board" shall mean and refer to the Board of Directors of the Association as constituted pursuant to the provisions of these By-Laws.

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

Section 4. "Declarant" shall mean and refer to Southport Development Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 5. "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 Beaufort County, South Carolina.

Section 6. "Governing Documents" shall mean the Declaration, the By-Laws, rules and regulations, the Architectural Guidelines, the Use Restrictions, or any document authorized pursuant to any of them, as amended from time to time.

Section 7. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot 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 10. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meeting of the members shall be held on the first Saturday in December at the hour of 10:00 o'clock AM as called by the Board of Directors in accordance with Section 3 of this Article. In case of inclement weather, the meeting may be rescheduled to the second Saturday in December.

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 the written request of the members who are entitled to vote 25% of all the votes of the membership.

Section 3. Notice of Meetings. Written or electronic 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, at least (10) days before such meeting to each member entitled to vote thereat. 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 by written ballot or proxy entitled to cast, fifty one percent (51%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, amendments to the declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the meeting shall be canceled and another meeting may be called subject to the required notices and the required quorum shall be twenty five (25%) of the votes entitled to be cast, provided that such meeting shall be called sooner than ten (10) days following such preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person, by written ballot or by proxy. All proxies shall be in writing and filed with the Secretary. Each 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. Composition. Except as specified in Section 2, below, the affairs of the Association shall be managed by a Board of six (6) Directors, each of whom must be a member of the Association. The Directors shall be the Officers of the Association and the Past President of the Association.

Section 2. Past President. The Past President shall serve as a full voting member of the Board of Directors except when the outgoing President is elected to an office position in the Association for the year following the term as President. In such a case, for that term of office the Past President position on the Board of Directors shall remain vacant and the Board of Directors shall consist of the five (5) elected officers.

Section 3. Term of Office. At the annual meeting the members shall elect Directors for a term of one year or until such time as their successors are elected as set forth in Article VIII below.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. The Board of Directors will be entitled to a fifty percent (50%) reduction in their assessments unless a Director is removed from the Board of Directors for cause., in which case the full amount of the annual assessment is

to be paid. Any Director or person designated by a Director may be reimbursed for approved purchases of products required for 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 or electronic approval of all the Directors. Any action so approved shall have the same effect as though at a meeting of the Directors.

Section 6. Ex officio Members. The members that serve on the Pleasant Farm Special Tax District Commission by ex officio members of the Board of Directors until such time as the Commission is no longer in existence.

## ARTICLE V MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held 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 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 VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- a. Adopt, publish and record rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. Sanction by fine and 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 violation of the Governing Documents of the Association. Such sanctions or suspensions may be imposed only after notice and hearing before the board in compliance with the procedures set forth by the Board;;
- 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, the Articles of Incorporation, or the Declaration;

- d. Declare an office to be vacant in the event such officer shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- e. Employ a manager, an independent contractor, or such other employers as they deem necessary, and to prescribe their duties;
- f. Insure that all architectural review requirements as set forth in the Articles of Incorporation or the Declaration are submitted to the Board of Directors in writing.

Section 2. Duties. It shall be the duty of the Board of Directors to send written or electronic notice of each assessment to every Lot owner subject therein at least fifteen (15) days in advance of each quarterly assessment period.

- 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 twenty-five (25%) 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 Declaration, to;
  - 1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of the beginning of each year;
  - 2. send written or electronic notice of each assessment to every Lot Owner subject thereto at least fifteen (15) days in advance of each quarterly assessment period; and
  - 3. file and foreclose the lien against any property for which an assessments are not paid within sixty (60) days after due date and/or to bring an action at law or in equity against an owner who is 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. approve or disapprove all architectural review requests in writing with thirty (30) days; and
- h. cause the Common Areas to be maintained.

ARTICLE VII  
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, a Secretary, a Treasurer, and one (1) Architectural Director.

Section 2. Term. The officers of the Association shall be elected annually by the members and shall hold office for one (1) year unless they shall sooner resign, or shall be removed, or otherwise be disqualified to serve. The term of office will begin on the 1<sup>st</sup> day of January and end the 31<sup>st</sup> of December.

Section 3. Special Appointments. The Association may elect such other officers as the affairs of the Association may require each of whom shall hold office for such period, have such authority, and perform duties as the Association may, from time to time, determine.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Association. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall be necessary to make it effective.

Any officer may be removed from office for cause by a majority of the other officers present at a regular or special meeting of the Board at which a quorum is present, and a successor may be appointed by the Board to fill the vacancy for the remainder of the term. Conditions constituting grounds for removal for cause shall include (without limitation): (i) having three (3) consecutive unexcused absences from Board meetings; (ii) being more than thirty(30) days delinquent in the payment of any assessment or other charge due the Association; (iii) failing to perform the duties of an officer as set forth in the By-Laws or by applicable law; (iv) violating any code of conduct for an officer reasonably adopted by the Board or imposed by applicable law; (v) disclosing confidential information of the Association or the Board that is not authorized by the Board or required by the Declaration, the By-Laws or applicable law; (vi) engaging in inappropriate, illegal or improper conduct or behavior that negatively reflects on the Association or adversely affects the Association's orderly conduct of business; or (vii) having an irresolvable or unreported conflict of interest.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

Section 6. Duties. The duties of the officers are as follows:

- a. President. The President shall preside at all meetings of the Association and the Board; shall see that orders and resolutions of the Association and the Board are carried out; shall sign all contracts, leases, mortgages, deeds and other written instruments; shall insure that all officers and directors perform their assigned duties; shall assign duties as required to members of the Board; and shall prepare an annual budget for the Association.
- b. Vice-President. The Vice-President shall act in the place and stead of the President in the event of absence, inability or refusal to act; Chair the Maintenance committee and shall submit as required maintenance contracts and agreements and discharge such other duties as may be required by the Board.
- c. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Association and the Board; shall maintain all records of the Association; shall be responsible for preparation of all notices, letters and other official documents; shall be responsible for the publishing of the monthly newsletter; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the Association; shall welcome all new residents to the neighborhood and keep the Treasurer advised of changes in ownership, shall keep appropriate current records showing the members of the Association together with their addresses; shall insure that the records showing the members of the Association together with their mailing addresses and e-mail addresses; shall insure that the Board's copies of the By-Laws, Declaration and Covenants are passed on to each incoming officer; and shall perform such other duties as required by the Board.
- d. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes (checks and notes require second signature of another officer) of the Association; shall keep proper books of account; shall notify members by certified mail when two (2) quarters' assessments are past due that they have fifteen (15) days to bring them current or a lien will be placed on the property, a personal judgment sought and suspend use privileges and voting rights; shall request liens on property be placed as necessary and/or request a personal judgment be sought; shall prepare the work papers for an audit at the completion of the fiscal year for the Audit Committee; and shall prepare an annual statement of income and expenditures to be presented to the membership at its regular annual meetings, and deliver a copy of each to the members.

- e. Architectural Director. The Architectural Director shall be responsible to insure that all architectural review requests as required by the Declaration and Covenants be submitted to the Board in writing; shall investigate all requests and report the findings to the Board for approval; shall have the authority to approve in writing the removal of trees; and shall insure that Board approval or disapproval is returned to member in writing within thirty (30) days of the date of request, providing that all requirements for project completion are satisfied by the member with the thirty (30) days.

ARTICLE VIII  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election as a Director shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall make as many nominations for election of the Directors positions as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Directors of Association shall be by secret written or electronic 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 shall not be permitted.

ARTICLE IX  
COMMITTEES

Section 1. Maintenance Committee. A Maintenance Committee shall be appointed by the Board of Directors and chaired by the Vice-President. The Maintenance Committee shall be responsible for the volunteer coordination of management, upkeep and repair of all capital assets including the entrance-way, all common property fences and grounds, roads, fire hydrants, pool facilities, playground equipment and all future capital improvements and additions. The Maintenance Committee shall delegate duties and tasks to any and all owners as necessary for an adequate maintenance program of all common properties to preserve and enhance the capital assets of the Association.

Section 2. Nominating Committee. The Board of Directors shall appoint a Nominating Committee, which shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The Committee shall be appointed prior to each annual meeting of the Association to serve from the close of such annual meeting until the close of the next meeting.



Section 3. Audit Committee. The Board of Directors shall appoint an Audit Committee of no less than two members of the Association to audit the books of the Association as soon after the end of the fiscal year as possible. The Treasurer is to provide the Audit Committee with the necessary work papers for the audit, a copy of the prior year's audit and the books of the Association. The Audit Committee will provide the Board of Directors with a written audit report upon the completion of such audit.

Section 4. Other Committees. The Board of Directors shall appoint other committees as deemed appropriate in carrying out the purposes of the Association.

#### ARTICLE X BOOKS AND RECORDS

All Association governing documents and records shall be available for inspection, by any member up to but not to exceed five (5) business days following written or electronic notice. Copies may be purchased at a reasonable cost.

#### ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association quarterly and special assessments which are secured by a continuing lien upon the property against which the assessment is made. If the assessment is not paid within fifteen (15) days after the due date, a late charge in the amount of ten percent (10%) of the assessment shall be assessed. If the assessment is not paid within thirty (30) days after the due date, the assessment shall, in addition to the late charge, bear interest from the date of the delinquency at the rate of one percent (1%) per month; such interest shall accrue to the delinquent assessment(s) only and not to any late charge or interest previously accrued. Delinquent assessments shall bear the full interest on the eleventh day at each month for all amounts not paid prior to that day. If the assessment has not been paid sixty (60) days following the due date the Association may bring an action at law or in equity against the owner personally obligated to pay the same or foreclose the lien against the property and interest, costs, 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 non-use of the Common Area or abandonment of their Lot. If the assessments are paid in advance for one (1) full year, there will be a five percent (5%) discount applied to the annual assessment. The Board of Directors will be entitled to a fifty percent (50%) reduction in their assessments unless a Director is removed from the Board of Directors for cause, in which case the full amount of the annual assessment is to be paid. The Board of Directors may elect to collect any special assessments on a quarterly basis and to provide other incentives for prepayments of any assessments.

ARTICLE XII  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Pleasant Farm Homeowners Association, Inc.

ARTICLE XIII  
AMENDMENTS

Section 1. Amendments. These By-Laws may be amended, at a regular or special meeting of the Board of Directors.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first year shall begin on the date of incorporation.

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Amended By-Laws of Pleasant Farm Homeowners Association, Inc.*

IN WITNESS WHEREOF, the undersigned Officer has executed these Amended By-Laws of Pleasant Farm Homeowners Association, Inc. this 6th day of November, 2018.

WITNESSES:

PLEASANT FARM HOMEOWNERS  
ASSOCIATION, INC., a South Carolina  
Non-profit Corporation

Bene M. Barnard

By: Ronald Tucker

Ronald Tucker, President

Shirley Witschen-Price