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BY-LAWS  
OF  
CROOKED POND POOL ASSOCIATION

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ARTICLE I

NAME AND LOCATION. The name of the corporation is Crooked Pond Pool Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 22 Crooked Pond Drive, Hilton Head Island, Beaufort County, South Carolina, but meetings of members and directors may be held at such places within the State of South Carolina as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Crooked Pond Pool Association, its successors and assigns.

Section 2. "Declaration" shall mean and refer to the Covenants, Declarations and Restrictions for the Crooked Pond Pool Association pertaining to certain lands described and known as Crooked Pond Subdivision owned by Southeast Holding Company, Ltd., a South Carolina corporation, doing business as Hilton Head Plantation Company, dated September 23, 1981, and recorded September 24, 1981, in the Office of the Clerk of court for Beaufort County, South Carolina, in Deed Book 331 at Page 322.

Section 3. "Lot" shall mean and refer to any parcel of land in the Property owned by the Declarant or which has been conveyed by the Declarant subject to the recorded Declaration as defined in section 2 above.

Section 4. "Property" shall mean and refer to that certain Property described in the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 5. "Owner" shall mean and refer to the record owner whether one or more persons, firms, associations, corporations, or other legal entities, of the fee simple title to any Lots situated upon the Property, but shall not mean or refer to a mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure proceedings or any proceeding in lieu of foreclosure; nor shall the term "owner" mean or refer to any lessee or tenant of the owner.

Section 6. "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Section 2 of Article III of the Declaration.

Section 7. "Declarant" shall mean and refer to Southeast Holding Company, Ltd., doing business as Hilton Head Plantation Company, and its successors and assigns, other than purchasers of Lots within the Property.

Section 8. "Common Properties" shall mean and refer to those areas of land with any improvements thereon which are deeded to the Association and designated in said deed as Common Properties. The term "Common Properties" shall include any personal Property acquired by the Association, if said Property is designated as "Common Properties". All Common Properties are to be devoted to and intended for the common use and enjoyment of the owners of the Properties.

### ARTICLE III MEMBERSHIP

Section 1. Membership in the Association shall be as set forth in Article III, Section 2, of the Declaration.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article IV of the Declaration.

Section 3. The membership rights of any person whose interest in the Properties is subject to assessments under Article III, Section 2 hereinabove, whether or not he be personally obligated to pay such assessment, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon, as provided in Article X, Section 1 hereof, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

### ARTICLE IV VOTING RIGHTS

Section 1. Voting rights in the Association shall be as set forth in Article III, Section 2, of the Declaration.

Section 2. The Declarant shall be entitled to one (1) vote for each lot that it owns.

### ARTICLE V ASSOCIATION PURPOSES AND POWERS

Section 1. The Association has been organized for the following purposes:

- (a) to own, acquire, lease, build and operate the Common Properties and to establish and maintain services and recreational facilities relating thereto;
- (b) fix assessments (or charges) to be levied against the property in the subdivision;
- (c) enforce any and all covenants, restrictions and agreements applicable to the

Properties which may arise as a result of the Declaration, these By-Laws, or any Amendment thereto;

(d) pay taxes, if any, on the Common Properties and Facilities.

Section 2. Additions to Properties and Membership. Additions to the Property described in Exhibit "A" attached to the Declaration, may be made as provided in the Declaration. Such additions, when properly made under the applicable covenants, shall extend the jurisdiction, functions, duties, and membership of this corporation to such properties.

Section 3. Mergers and Consolidations. Subject to the provisions of the recorded covenants and restrictions applicable to the Property, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of three-fourths (3/4) of the vote at a duly called meeting of the Association, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

Section 4. Mortgages; Other Indebtedness. The Association shall have the power to mortgage its properties upon the approval of three-fourths (3/4) of the vote at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

Section 5. Quorum for any Action Governed by Sections 3 and 4 of this Article. The Quorum required for any action governed by these By-Laws shall be as follows, unless otherwise provided: The presence of members, or of proxies, entitled to cast fifty-one percent (51%) of the total vote of the Association shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirements set forth hereinabove.

Section 6. Dedication of Properties or Transfer of Function to Public Agency or Utility. The Association shall have the power to dispose of its real properties only as authorized under the Declaration.

## ARTICLE VI MEETING OF MEMBERS

Section 1. Annual Meetings. Annual Meetings of the Members of the Association shall be held at a regular time and place to be established at the first meeting called pursuant to these By-Laws. 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.

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 one-fourth (1/4) of all of the members who are entitled to vote.

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 or qualified to call the meeting, by mailing a copy of such notice, with proper postage affixed, at least thirty (30) days before such meeting to each member entitled to vote thereafter, to the last known address of

the person or entity who appears as Owner in the Public Records of Beaufort County, South Carolina, on the first day of the calendar month in which said notice is mailed. Notice to one of two or more co-owners of a Lot shall constitute notice to all co-owners. It shall be the obligation of every Member to immediately notify the Secretary of the Association in writing of any change of address. Any person who becomes an Owner and Member following the first day in the calendar month in which said notice is mailed shall be deemed to have been given notice if notice was given to his predecessor in title. 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 fifty-one (51%) of the total vote of the membership shall constitute a quorum for any action governed by these By-Laws unless otherwise provided. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat or the person initially calling the meeting shall have power to adjourn the meeting and to call a second meeting subject to the giving of proper notice and the required quorum at such meeting shall be the presence of Members or proxies entitled to cast twenty-five percent (25%) of the total vote of the Membership of the Association. In the event the required quorum is not forthcoming at the second meeting, a third meeting may be called in the same manner as the second meeting subject to the giving of proper notice and there shall be no quorum requirement for such third meeting. For the purpose of this section, "proper notice" shall be deemed to be given when notice of such meeting and the general nature of said meeting is given each member not less than thirty (30) days prior to the date of the meeting at which any proposed action is to be considered. Evidence of such notice having been given may consist of an Affidavit of Mailing evidencing that the requisite notice was posted at least thirty (30) days prior to said meeting.

Section 5. At all meetings of members, each member of the Association may vote and transact business at any meeting of the Association by proxy authorized in writing.

## ARTICLE VII BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors (hereinafter "Board") comprised of five (5) persons; provided, however, that the initial Board of Directors which may be appointed by the Declarant prior to the First Annual Meeting of the Members, shall be comprised of a minimum of two (2) persons and a maximum of five (5) persons, at the discretion of the Declarant. For purposes of this Article, "person" shall include an individual, corporation, partnership, association, trust or other legal entity, or any combination thereof, who owns a Lot. In the case of a non-individual Lot owner, an instrument must be presented to the Association naming the officer, partner or fiduciary as the "person" eligible for election to the Board. Until succeeded by the Board Members elected by the Lot owners, Board of Director Members need not be Lot owners. So long as the Declarant owns one or more Lots, the Declarant shall be entitled to elect at least one (1) member of the Board of Directors, who need not be a Lot owner. After the Declarant has conveyed all Lots and is no longer entitled to elect one (1) member of the Board, all Board members shall be Lot owners.

Section 2. Term of Office. The Declarant shall designate the initial Board members who will serve temporarily, with full powers, until the first Annual Meeting of the Association Members held pursuant to these By-Laws. The members of the Board shall hold office until their

successors are elected and hold their first meeting. At the first election of Directors by the membership the members shall elect two (2) Directors for a term of three (3) years, two (2) Directors for a term of two (2) years and one (1) Director for a term of one year; and at each annual meeting thereafter the members shall elect Directors to fill the expiring terms 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 in the capacity of Board Member. 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 VIII NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. After activation of the Association, nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made by a petition of not less than five (5) members in good standing submitting such nomination in writing to any officer or Director at least twenty-four (24) hours prior to the date and time set for the meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two 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 only from among 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 and these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

#### ARTICLE IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. Powers. The Board of Directors shall have the power to:
- a) adopt and publish rules and regulations governing the use of the Common Properties and facilities located thereon, and the personal conduct of the members and their invitees thereon, and to establish penalties for the infraction thereof;

- b) suspend the voting rights and right to use of all Common Properties and 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;
- c) 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 Petition for Incorporation, or the Declaration;
- d) declare the office of a member of the Board of Directors to be vacant in the event such number shall be absent from three (3) consecutive regular meetings of the Board of Directors;
- e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and
- f) secure Officers and Directors Liability Insurance covering the Officers and Directors of the Association at the expense of the Association.

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 of the annual meeting of the members, or any special meeting when such statement is required in writing by one-fourth (1/4) of the Membership;
- b) supervise all officers, agents and employees of this 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 property owner as defined in the Declaration 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 and/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 Properties to be maintained;
- h) review and amend, if appropriate, the proposed annual budget as prepared by the Treasurer in accordance with ARTICLE XI, Section 8(d) hereunder; and
- i) maintain any action necessary, at law or in equity, in the name of the Association, to enforce any Covenant, Restriction or Affirmative Obligation created by or arising under the Declaration, these By-Laws or any Amendment thereto.

ARTICLE XI  
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a and a treasurer, and such other officers as the Board may from time to time by resolution create, all of whom shall be members of the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officer as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. 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 he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Compensation. The compensation, if any, to be paid the officers for their services as such shall be determined by the Board of Directors. Any officer may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 9. Duties. The duties of the officers are as follows:

President

- a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- d) The treasurer shall receive and deposit or cause to be deposited in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE XII  
COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XIII  
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Petition of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XIV  
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same and/or foreclose the lien against the property, and interest, costs of collection, and 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 nonuse of the Common Properties of abandonment of his property by which he is entitled to Membership.

ARTICLE XV  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: CROOKED POND POOL ASSOCIATION, or an appropriate abbreviation thereof.

ARTICLE XVI  
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by three-fourths (3/4) of the vote at a duly called meeting and provided that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

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

ARTICLE XVII  
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 fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of Crooked Pond Pool Association, have hereunto set our hands this 26 day of Feb, 1985.

WITNESSES:

CROOKED POND POOL ASSOCIATION

/s/ Indecipherable

By: /s/ Frank D. Floyd

/s/ Indecipherable

Attest: /s/ Mary Catherine Plowden

/s/ Bruce A. Pitkin

