



STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

THE FOREGOING instrument was acknowledged before me this 4th day of September  
2012 by Longcreek Plantation Homeowners Association, Inc., by  
David McCann, its PRESIDENT.

**C. D. Pennington**  
State of South Carolina  
Notary Public  
My Commission Expires  
February 19, 2018

C. D. Pennington (SEAL)  
Notary Public for South Carolina  
Commission Expires: February 19, 2018

EXHIBIT B  
BY-LAWS  
OF  
LONGCREEK PLANTATION HOMEOWNERS  
ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is LONGCREEK PLANTATION HOMEOWNERS ASSOCIATION, INC. Wadmalaw Island, South Carolina 29487, but meetings of Members and directors may be held at such places within the State of South Carolina, County of Charleston, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to Longcreek Plantation Homeowners Association, Inc., a South Carolina non-profit corporation, its successors and assigns.

Section 2. "Common Area" shall mean and refer to all roads, green areas and detention areas shown on any subdivision plat of the Property recorded in the R.M.C. Office for Charleston County, South Carolina, including, but not limited to, the roads, green areas and detention areas shown on the Plat of the Property recorded in the R.M.C. Office for Charleston County, South Carolina, together with any boat ramps, swimming pools, tennis courts, restroom facilities, changing facilities or any other amenities or real property conveyed to or owned by the Association for the common use and enjoyment of the Owners.

The term "Common Area" shall also include any personal property acquired by the Association if the said property is designated as "Common Area." All real or personal property which is to become a Common Area shall be conveyed to the Association free and clear of all liens and encumbrances other than reasonable and normal restrictions or easements.

Section 3. "Declaration" shall mean and refer to the instrument entitled "DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF LONGCREEK PLANTATION HOMEOWNERS ASSOCIATION."

Section 4. "Lot" shall mean and refer to any numbered plot of land comprising a single dwelling site and shown upon any recorded subdivision plat of the Property, now or hereafter made subject to this Declaration.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot, including purchasers in possession, excluding the Association and excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Property" shall mean and refer to that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 7. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held in the same month of each year thereafter, at the hour of seven o'clock, p.m.

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 25% or more of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice, together with a draft meeting agenda, of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by e-mailing or mailing such notice at least fifteen (15) days before such meeting to each Member entitled to vote thereat, sent to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. 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, 50% of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in e-mail or in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 6. Conduct of Business at Meetings of Members. All meetings shall be conducted according to the provisions of Robert's Rules of Order.

ARTICLE IV  
BOARD OF DIRECTORS  
ELECTION  
TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, each of whom is a Member of the Association.

Section 2. Term of Office. Members of the Board of Directors shall be elected to ensure that terms are equitably staggered. At each annual meeting, the Members shall elect directors for open seats for a term of two (2) 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. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee. Nominations may also be made from the floor at the annual meeting. The Nominating committee shall consist of a Chairman, who shall be an outgoing 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 from among Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot or by open voting if approved by a majority of those voting at the meeting. 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.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly from September to June, at such place and hour as may be fixed from time to time by resolution of the Board.

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. 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 approval, in writing or via e-mail, of all the directors. Any

action so approved shall have the same effect as though taken at a meeting of the directors.

Section 4. 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. No proxies shall be allowed.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of Common Area of a Member during any period in which such a 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 Articles of Incorporation, or the Declaration.

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.



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 at the annual meeting of the Members, or at any special meeting when such statement is requested, in writing, by one-fourth (1/4) of the Members who are entitled to vote;

(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 Lot 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) may file a lien against any property for which assessments are not paid within thirty (30) days after due date 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 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) establish policies and procedures that govern the fiscal affairs of the Association;

(h) cause the Common Area and common signs and equipment related thereto to be maintained.

Section 3. Limitations. The Board shall have the ability to authorize spending of up to \$10,000, without prior approval of the membership, but consistent with the Association budget as approved by the membership. The Board shall notify all Members of such expenditures in a timely fashion.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, a secretary, and a treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board of Directors may from time to time by resolution create.

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 President, Vice President, Secretary, and Treasurer of this Association shall each be elected annually by the Board and each shall hold office for one (1) year unless (s)he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board 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 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. No person shall simultaneously hold more than one of any of the other offices except in the casual offices created pursuant to Section 4 of this Article.

Section 8. 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 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; 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; oversee preparation of Association newsletter and maintenance of Association Website; and shall perform such other duties as required by the Board.

### Treasurer

(d) 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 of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an audit of the Association books to be made by a public accountant at the call of the Board; and shall prepare a proposed annual budget and a statement of income and expenditures to be reviewed and approved by the Board and subsequently delivered to the membership prior to the regular annual meeting. The proposed budget must receive approval by a majority of the members at the annual meeting. The treasurer may convene a Financial Oversight Committee, approved by the Board, which shall provide advice to the treasurer and the Board on financial matters of the Association.

## ARTICLE IX

### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, with reasonable notice, be subject to inspection by any Member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member on the Association Website.

## ARTICLE X

### 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. The annual assessment is due 30 days after the regular annual meeting of members. 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 date of delinquency at the rate of fourteen (14%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' 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 his Lot.

ARTICLE XI  
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

Section 2. 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 XII  
MERGERS AND CONSOLIDATION

To the extent permitted by law, the Association 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 consent of two-thirds (2/3) of the combined total number of votes eligible to be cast in accordance with Article III, Section 2 of the Declaration.

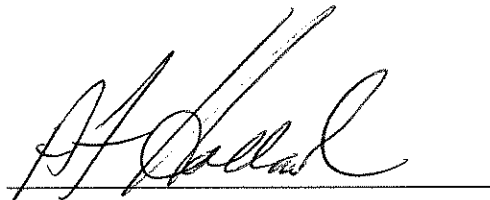
ARTICLE XIII  
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and ends on the 31<sup>st</sup> day of December of every year.

IN WITNESS WHEREOF, we, being all of the directors of the Longcreek Plantation Homeowners Association, Inc., have hereunto set our hands this 4<sup>th</sup> day of SEPTEMBER, 2012.

WITNESSES:

LONGCREEK PLANTATION HOMEOWNERS  
ASSOCIATION, INC.



BY: David C. McCann

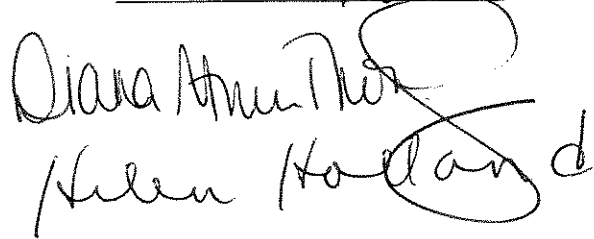
Its: PRESIDENT

\_\_\_\_\_

BY: Michael Pro

Its: VICE PRESIDENT

BYLAWS (LONGCREEK PLANTATION)



CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of Longcreek Plantation Homeowners Association, Inc.; and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as revised, as duly adopted at a meeting of the Board of Directors thereof, held on the 4<sup>th</sup> day of September, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 4<sup>th</sup> day of September, 2012.

C. D. Lemington  
Secretary