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| **STATE OF SOUTH CAROLINA** | **)** | **AMENDMENT TO THE BY-LAWS OF** |
| | **)** | **THE KIAWAH ISLAND COMMUNITY** |
| **COUNTY OF CHARLESTON** | **)** | **ASSOCIATION, INC.** |

**WHEREAS,** the By-Laws of the Kiawah Island Community Association, Inc. a South Carolina, non-profit, non-stock corporation (hereinafter referred to as the "Association") were recorded in Book T-108, at Page 337, in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the By-Laws of the Association were restated and recorded in Book M-114, at Page 407, in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book R-210, at Page 759 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book G-413, at Page 010 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book 0009, Page 166 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book 0518, Page 284 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book 0202, Page 933 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book 0422, Page 375 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** the Association has amended its By-Laws, including those amendments recorded in Book 0518, Page 284 in the RMC Office for Charleston County, South Carolina;

**WHEREAS,** ARTICLE VII, SECTION 6, of the Declaration of Covenants and Restrictions of the Kiawah Island Community Association, Inc. (the "Covenants") authorizes all

allowable actions of the Association if approved by the Board of Directors of the Association (the "Board") in a manner provided for in the By-Laws;

**WHEREAS,** ARTICLE III, SECTION 1, SUBSECTION (c) of the By-Laws of Kiawah Island Community Association, Inc. empowers the Board to exercise for the Association all powers, duties and authorities vested in or delegated to the Association;

**WHEREAS,** Article XV of the By-Laws authorizes the Board to alter, amend, or repeal the By-Laws;

**WHEREAS,** the Board conducted a duly noticed meeting on September 12, 2022, in which a quorum was present and the Board duly adopted an amendment to the By-laws as follows:

1. Article III, Section 1, of the By-Laws, as amended, is hereby amended to read as follows:

> Section 1. **General Powers.** The board helps steer major policy decisions, establishes and drives both the association's mission and vision, engages in planning, and hires the chief operating officer (COO). The COO directs the association and provides services to board-defined quality standards that are acceptable to the majority of members. The board and COO act in accordance with applicable federal, state and local ordinances and the association's own governing documents, including but not limited to the Declaration of Rights, Obligations and Restrictions of the Kiawah Island Community Association. The individual directors must be natural persons who have not been convicted of any felony in the State of South Carolina or in a United States District Court or Territorial Court, or who has been convicted of any offense in another jurisdiction which would be considered a felony if committed in the State of South Carolina, and who have a right of easement of enjoyment in and to the Common Property pursuant to Article IV, Section 1, of the declaration of Covenants and Restrictions of the Kiawah Island Community Association, Inc. (as amended 9-12-2022). Such persons are not eligible to serve on the board if they are guests or tenants of a Member or if the right of easement of enjoyment arises from a Member in default of any of his obligations under the By-Laws. (as amended 1-6-2011 and 9-12-2022). Director candidates must attest they have not been convicted of a felony in the State of South Carolina or in a United States District Court, Territorial Court, or an offense in another jurisdiction that would be considered a felony if committed in South Carolina, agree to submit to a criminal background check, and provide all information and consents necessary for such investigation. Director candidates or elected directors agree to resign as a director if they are

found to have falsely attested to their criminal history. (as amended 9-12-2022). See Article VII Section 2 for extension of term. (as amended 11-11-2013)

2. Article III, Section 11, of the By-Laws, as amended, is hereby amended to read as follows:

The following sentences are added to the existing text:

Directors who are charged with a felony offense in the State of South Carolina or in a United States District Court or Territorial Court or any other offense in another jurisdiction which would be considered a felony if committed in the State of South Carolina agree to go on a leave of absence until disposition of the charge. A director in such situation shall also have the right to resign from the board.

**NOW, THEREFORE, BE IT KNOWN TO ALL MEN BY THESE PRESENTS** that the By-Laws of the Association were amended at a duly called meeting of the Board of the Association on September 12, 2022, at which a quorum of the Board was present, by positive vote a majority of the Board members present to amend the Bylaws as more particularly described above.

**IN WITNESS WHEREOF,** the Kiawah Island Community Association, Inc. has caused these presents to be executed by its duly authorized officers this ____ day of September, 2022.

| **WITNESSES:** | **KIAWAH ISLAND COMMUNITY ASSOCIATION, INC.** |
|---|---|
| _____ | _____ |
| | Jerry McGee, Chair |
| _____ | |
| _____ | _____ |
| | Brad McIlvain, Secretary |
| _____ | |

**STATE OF SOUTH CAROLINA** )
)
**COUNTY OF CHARLESTON** )

**PROBATE**

PERSONALLY appeared before me the undersigned witness, who, being duly sworn, deposes and says that (s)he saw the within named Kiawah Island Community Association, Inc., sign, seal and as its act and deed deliver the within Amendment to the By-Laws of the Kiawah Island Community Association, Inc., by Jerry McGee, its President, and Brad McIlvain, its Secretary, and that (s)he, with the other witness above subscribed, witnessed the execution thereof.

_____

SWORN to before me this
_____ day of _____, 2022.

_____
Notary Public for South Carolina
My Commission Expires: _____