

KIAWAH ISLAND COMMUNITY ASSOCIATION, INC.,
A SOUTH CAROLINA NON-PROFIT, NON-STOCK CORPORATION

**A RESOLUTION OF THE BOARD OF DIRECTORS
ESTABLISHING PROCEDURES FOR DIRECTOR ELECTIONS**

A Special Meeting of the Board of Directors of the Kiawah Island Community Association, Inc. (hereinafter "Association") was duly called by the Board's Chairperson and conducted on October 20, 2023, pursuant to Article V, Section 2, of the Association's By-Laws at which a quorum of the Board was present.

WHEREAS, a purpose and intent of Article II, Sections 1 and 16, and Article IV, Sections 1, 3 and 4, of the current By-Laws of the Association, which were recorded with the Charleston County Register of Deeds and became effective on October 10, 2023, is for Regular Elections to be conducted annually for any Director Positions for which Terms are expiring, for Elected Directors to be elected at the Regular Election for a single Term of three years, and for the Terms for Elected Directors to be staggered such that one-third of the total number of Director Positions for Elected Directors shall be filled by an election each year; and

WHEREAS, the Association presently has a total of six Elected Directors (plus one Type E Director); and

WHEREAS, the initial Term of Elected Director Jerry McGee was for a term of three years, but said Term was later extended for an additional one year, thereby making a total Term of four years that will expire at the Association's Annual Meeting to be held in 2024; the Terms of Elected Directors Beth Zampino and Alex Fernandez are for a total of three years and will expire at the Association's Annual Meeting to be held in 2024; the Terms of Elected Directors Lisa Mascolo and David DeStefano are for a total of three years and will expire at the Association's Annual Meeting to be held in 2025; and the Term of Elected Director Kevin Donlon is for a total of three years and will expire at the Association's Annual Meeting to be held in 2026; and

WHEREAS, because of the forgoing, the Terms of three of the Association's six Elected Directors (or one-half of the total number of Director Positions for Elected Directors) will simultaneously expire at the Association's Annual Meeting to be held in 2024; and

WHEREAS, because of the unique or extraordinary circumstances that the Term of one of the Elected Directors was extended for an additional year (making four years total) and the Terms of three of the Association's six Elected Directors will expire at the Association's Annual Meeting to be held in 2024, it is not practicable or feasible to elect three Elected Directors at the Association's next Regular Election with each such Elected Director to have a three-year Term and to also stagger the Terms for the Elected Directors such that one-third of the total number of Director Positions for Elected Directors shall be filled by an election each year; and

WHEREAS, the Association's By-Laws are silent or ambiguous with respect to the procedure or process to be followed given the unique or extraordinary circumstances described herein-above; specifically, when it is not practicable or feasible to comply with the requirement that Elected Directors elected at the Association's Regular Election shall have three-year Terms and to also comply with the requirement that the Terms for the Elected Directors elected at the Regular Election shall be staggered such that one-third of the total number of Director Positions for Elected Directors shall be filled by an election each year;

NOW, THEREFORE, BE IT RESOLVED by the Association's Board of Directors as follows:

1. That because of the unique or extraordinary circumstances described in this Resolution and due to the silence or ambiguity in the Association's By-Laws regarding the procedure or process to be followed in such circumstances, to provide clarity and certainty regarding the procedure or process to be followed at the Association's next Regular Election, and to harmonize the provisions of the Association's By-Laws to the fullest extent possible, the Association shall conduct elections at the Association's next Regular Election to fill the Director Positions for the three Elected Directors which will expire at the Association's Annual Meeting to be held in 2024, with two of said Elected Directors to serve single Terms of three years and with the third Elected Director to serve a single Term of two years, with the longer Terms to be awarded to those two Members receiving the greater number of votes. This will allow for the staggering of the Terms for the Elected Directors such that one-third of the total number of Director Positions for Elected Directors shall be filled by an election each year thereafter.

2. That the officers, managers, employees, and other agents of the Association shall be, and are hereby, authorized and directed to take any and all actions necessary and proper to conduct the Association's next Regular Election to fill the Director Positions for the three Elected Directors which will expire at the Association's Annual Meeting to be held in 2024 in compliance with the procedure or process described in this Resolution.

3. This Resolution applies solely to the Association's next Regular Election to fill the Director Positions for the three Elected Directors which will expire at the Association's Annual Meeting to be held in 2024 and shall not apply to any other elections.

4. The Chairperson of the Board of Directors shall sign this Resolution and the Secretary of the Board of Directors shall attest thereto, and this Resolution shall be in full force and effect immediately upon adoption. A copy of this Resolution shall be posted to the Association's Membership.

ADOPTED AND DONE this ___ day of October, 2023, by positive vote of the majority of the Board members present:

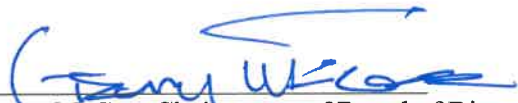
AYES: Jerry McGee, Beth Zampino, Lisa Mascolo, Kevin Donlon, and Amanda Mole

NOES: Alex Fernandez and David DeStefano

ABSENT: None

ABSTAIN: None

KIAWAH ISLAND COMMUNITY
ASSOCIATION, INC.


Jerry McGee, Chairperson of Board of Directors

Attest:


David DeStefano, Secretary