

By-laws

ARTICLE 1 – NAME

The **name** of the organization shall be the Kiawah Property Owners Group, Inc. (hereafter called “KPOG” or the “Organization,” a nonprofit corporation formed under the laws of the State of South Carolina.

ARTICLE 2 - PRINCIPAL OFFICE

The **principal office** of KPOG shall be located on Kiawah Island, South Carolina. KPOG may have such other offices as the Board of Directors (hereafter called “Board”) may from time to time designate.

ARTICLE 3 – PURPOSES

The **purposes** of KPOG are:

- To represent the members' key concerns regarding Kiawah Island.
- To study significant issues related to Kiawah Island and to report to the membership the results of these studies.
- To be an effective advocate for the membership in the development and governance of Kiawah Island, while respecting the rights and responsibilities of the Town of Kiawah Island, the Kiawah Island Community Association, the developer, and the resort owner.
- To communicate with these entities in order to provide them with KPOG’s studies, concerns, and points of view.

ARTICLE 4 – MEMBERSHIP

A. Qualifications for Membership

KPOG shall be a membership organization. To qualify for membership, an individual must;

1. own, directly or indirectly, an interest in a subdivided parcel of real property on Kiawah Island, South Carolina that is intended as a site for or in use as a single family dwelling unit (such as a detached dwelling, townhouse, garden home (patio or zero lot line), condominium unit, or cooperative apartment), or
2. rent and reside in such a single family dwelling unit for a minimum of nine (9) months during KPOG’s fiscal year, or
3. permanently reside, at the same address, with an individual meeting the requirements of subparagraph A.1 of this Article Four.

B. Membership

Membership shall be conferred on individuals meeting the requirements of paragraph A of this Article Four who elect to join KPOG and pay the annual dues established pursuant to Article Five. A single membership may be in the name of more than one individual residing at the same address, provided that at least one of the individuals qualifies for membership under paragraph A of this Article Four. No individual may hold more than one membership. Membership is renewable annually and runs concurrent with KPOG's fiscal year.

C. Voting

1. Subject to subparagraphs (2) and (3) of this paragraph 4C each membership shall be entitled to one vote on such business as may be transacted at any meeting of the members.
2. Where a single membership is held in the name of more than one individual, the individual whose name appears first on the application for membership shall be deemed to control the membership's vote in the event of a dispute.
3. A membership shall be entitled to only one vote, regardless of the number of qualifying parcels of real property the individual(s) comprising the membership may own and/or rent.

D. Termination of Membership

Membership shall terminate upon nonpayment of dues, upon failure to continue to qualify for membership under the terms of paragraph A of this Article Four, or upon KPOG's receipt of a written, voluntary withdrawal from membership. The member may continue to receive TALK and any other KPOG publications through the end of the term of the paid membership but is not eligible to vote on membership matters.

ARTICLE 5 – DUES

Memberships shall pay annual dues in such amount as shall be determined by the Board.

ARTICLE 6 - MEETINGS OF MEMBERSHIP

A. Types of Membership Meetings

1. Annual Meeting of the Membership.

There shall be an Annual Meeting of the KPOG membership during the month of February of each year, for the purposes of election of Directors and Officers, the receipt of reports, and the transaction of such other business as may properly come before the membership. The Board shall determine the place of the meeting.

2. Special Meetings of the Membership.

The President or Board may call Special Meetings of the KPOG membership at any time. A Special Meeting must be called on the written request of members constituting not less than ten (10) percent of the total number of memberships. The Board shall determine the place of the meeting.

B. Notice of Membership Meetings

Notice of meetings shall be personally delivered, electronically delivered, or mailed by first-class mail, postage prepaid, to the address of each membership as recorded in the membership records of KPOG.

1. In the case of the Annual Meeting, notice shall be sent at least fifteen (15) days before the time appointed for the meeting. The meeting notice shall include the slate of Directors and Officers proposed by the Nominating Committee.
2. In the case of Special Meetings, notice shall be sent at least ten (10) days before the time appointed for the meeting. The notice of Special Meetings shall state the purpose of the meeting, and the business to be transacted shall be limited to the stated purpose.

C. Quorum; Adjournment and Resumption of Membership Meetings

1. At any meeting of the membership, the presence (either in person or by proxy) of memberships constituting five (5) percent of the total number of memberships shall constitute a quorum. If fewer than this number are present, the Presiding Officer may adjourn the meeting from time to time until a quorum is present. If such meeting shall be adjourned by reason of the lack of a quorum, then, at such time as the meeting resumes, the presence (in person or by proxy) of ten (10) memberships shall constitute a quorum. Notice of such resumed meeting shall be personally delivered, electronically delivered, or mailed by first-class mail, postage prepaid, to the address of each membership as recorded in the membership records of KPOG, at least five (5) days before the time appointed for the meeting. The notice shall specifically state that the quorum requirement will be met by the presence (in person or by proxy) of ten (10) memberships. The Board shall determine the place of the meeting.

2. The act of a majority of the memberships present and voting (either in person or by proxy) at any meeting of the membership where there is a quorum will be the act of the full membership.

D. Proxies

At any meeting of the membership, memberships may vote in person or by written proxy. In order to qualify as a proxy, the instrument must include the written or electronic signature of the member giving the proxy, the name of the member to whom the proxy is given, and the date of the meeting at which the

proxy is authorized to be utilized. Proxies authorized for a given date may also be used on the date said meeting is continued or resumed. Proxies may be given only to a member of KPOG. Proxies must be presented, by the individual to whom the proxy is given, not later than the time when the meeting is called to order, unless the Presiding Officer makes special provision for the presentation of proxies at a later point in the meeting. A proxy may be withdrawn at any time prior to the time established for presentation of proxies.

ARTICLE 7 - BOARD OF DIRECTORS

A. Responsibilities of the Board

KPOG shall be managed by its Board of Directors, acting in all cases as a Board. The Board may adopt such rules and regulations for the conduct of its meetings as it may deem proper, as long as such rules and regulations are not inconsistent with these By-Laws, and applicable federal, state and local laws.

B. Number, Tenure and Qualifications

The Board shall be made up of seven (7) Directors: the President, Vice President, Secretary, Treasurer, and three (3) non-Officer Directors elected by the membership at the Annual Meeting and such additional officer positions as the Board may from time to time establish. The immediate Past President shall be a non-voting member of the Board ex officio. Terms of Directors who are Officers are specified in Article 8(B). All non-Officer Directors shall be elected for a two (2) year and are eligible to serve a second consecutive two (2) year term in the same position.

No individual may serve more than eight consecutive years in any combination of capacities as a voting member of the Board. No individual may serve on the KPOG Board of Directors and as an elected official of the Town of Kiawah Island or the Kiawah Island Community Association at the same time.

All Directors are elected at the Annual Meeting of the membership in February, shall take office on March 1, and shall hold office until the following March 1 or, in the event the election is held after March 1, until his/her successor shall have been elected or qualified or until his/her resignation or removal. Each Director must be a member of KPOG in good standing prior to election to the Board and throughout his/her term of office.

C. Regular Meetings of the Board

The Board may provide by resolution the time and place for the holding of Regular Meetings of the Board. Regular Meetings of the Board will be held on Kiawah Island or at such other convenient available location as the Board may determine. Regular Meetings will be open to all members. The Board may move into closed Executive Session to discuss personnel, legal, or contractual issues.

D. Special Meetings of the Board

Either the President or any three (3) Directors acting together may call a Special Meeting of the Board. The convener(s) of the Special Meeting shall establish the time and place for the holding of the Special Meeting. All Special Meetings will be held on Kiawah Island or at such other convenient available location as the convener(s) may determine. Special Meetings will be open to all members. The Board may move into closed Executive Session to discuss personnel, legal, or contractual issues.

E. Notice of Board Meetings

Notice of any Regular Meeting shall be delivered personally, by facsimile, or by electronic mail, or mailed by first-class mail, postage prepaid, to the address of each Director as recorded in the membership records of KPOG at least five (5) days before the time appointed for the meeting. Notice of any Special Meeting shall be delivered personally, by facsimile, or by electronic mail, or mailed by first-class mail, postage prepaid, to the address of each Director as recorded in the membership records of KPOG at least twenty-four (24) hours before the time appointed for the meeting.

F. Quorum

At any meeting of the Board, a majority of the elected Directors shall constitute a quorum for the transaction of business. Directors may attend and participate fully in any meeting either physically, by phone, or electronically. If fewer than said number is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

G. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Board may act without a meeting only with the unanimous written or electronic consent of all Board members.

H. Removal of Directors

A Director may be removed, with or without cause, by a majority vote of the membership at the Annual Meeting or at a Special Meeting of the membership at which a quorum is present. A Director may also be removed, but only for cause, by a majority vote of the Board at a Regular or Special Meeting of the Board at which a quorum is present. Removal of a Director who is also an Officer shall automatically remove him/her as an Officer.

I. Resignation

A Director may resign at any time by giving written notice to the President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect on receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective. If a Director who is also an Officer resigns from the Board, he/she also resigns as an Officer.

J. Vacancy

A vacancy in the position of non-Officer Director whose term has less than one (1) year remaining will be filled by appointment of the Board. When a vacancy occurs in the position of non-Officer Director whose term has more than one (1) year of a term remaining the Board may appoint an individual to fill the position until the next Annual or Special Meeting, at which time the balance of the term will be filled by election of the membership.

ARTICLE 8 – OFFICERS

A. Officers

The Officers of KPOG, who shall be elected by the membership, shall be the President, Vice President, Secretary, Treasurer, and such other Officers as the membership may from time to time elect. Each Officer must meet requirements for voter registration in Charleston, Berkeley, or Dorchester County, South Carolina. No individual shall hold more than one office at any one time.

B. Terms

The Officers are elected at the Annual Meeting of the membership in February for a one year term, shall take office on March 1, and shall serve until the following March 1 or, in the event the election is held after March 1, until his/her successor shall have been elected or qualified or until his/her resignation or removal.

Vacancies in any Officer position except the President may be filled by a majority vote of the Board for the remainder of that term. The President and Vice-President may serve two consecutive terms in the same office. The Secretary and Treasurer may serve three consecutive terms in the same office.

C. Duties

1. President

The President shall be the Chief Officer of the Organization, and shall serve as the Presiding Officer at the meetings of the KPOG membership and of the Board. He/She shall be an ex-officio member of all committees except the Nominating Committee. The President shall make a report at the Annual Meeting and communicate such matters and make such suggestions as may in his/her opinion promote the welfare and increase the usefulness of KPOG.

2. Vice President

The Vice President shall perform all duties of the President during the absence of the President, together with such duties as the President may, from time to time, delegate to him/her. He/She shall automatically succeed to the office of President in the event of a mid-term vacancy in that office.

3. Treasurer

The Treasurer shall have custody of corporate funds and other valuable effects including securities. He/She shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization and shall deposit all monies and other valuable effects in the name of the Organization in such depositories as may from time to time be designated by the Board. He/she shall disburse the funds of the Organization as may be ordered by the Board by taking proper vouchers for such disbursements and shall render to the President and the Board at regular meetings of the Board, or whenever it may be required, an account of his/her transactions as Treasurer and of the financial condition of the Organization. The Treasurer shall prepare an annual budget for presentation to and approval by the Board. The funds, books and vouchers in the Treasurer's hands shall, at all times, be subject to verification and inspection as authorized by the Board. This verification/inspection shall be conducted at least every two years. At the expiration of his/her term of office, the Treasurer shall deliver to his/her successor all books, records, funds, and other valuable effects of KPOG in his/her possession. At least one other Director designated by the Board shall have authorization to disburse funds and conduct other functions of the Treasurer in the temporary absence of the Treasurer.

4. Secretary

The Secretary shall record and keep a record of all votes and the proceedings of all meetings of the membership and all meetings of the Board. He/She shall give, or cause to be given, notice of all regular and special meetings of the membership and the Board, and shall perform such other duties as may from time to time be requested by the Board or the President, under whose supervision he/she shall act.

D. Removal

Any or all of the elected Officers may be removed, with or without cause, by the majority vote of the membership at a Regular or Special Meeting at which a quorum is present. An Officer may be removed only for cause by majority vote of the Board at a Regular or Special Meeting of the Board at which a quorum is present. Removal of an Officer shall automatically remove him/her as a Director.

ARTICLE 9 – COMMITTEES

A. General:

The Board shall appoint the committees specified in Article 9(B) and such other committees as it may determine are necessary to conduct the business of KPOG. Committees shall have such powers and perform such duties or functions, not inconsistent with applicable law, as may be delegated to them by the Board and shall at all times function under the policies, objectives and direction of the KPOG Board. A majority of the members of each committee present at any committee meeting shall constitute a quorum. Committee members shall serve at the pleasure of the Board.

B. Standing Committees:

1. **Research Committee** The Research Committee shall be responsible for identifying and studying issues of importance to the membership or assigned by the Board and reporting the results of those efforts to the Board and, as appropriate, the membership.
2. **Membership Committee** The Membership Committee shall be responsible for recruiting and maintaining the membership of KPOG and shall maintain the official membership records of KPOG.
3. **Nominating Committee** The Nominating Committee shall be responsible for recommending a slate of candidates for the position of President, Vice President, Secretary, Treasurer, non-Officer Directors, and such additional officer positions as the Board may from time to time establish, to be presented at the Annual Meeting of the membership. This slate shall be communicated to the membership in advance of the Annual Meeting. No individual serving on the Nominating Committee may be a member of the slate recommended by the Committee unless he or she first resigns from the Committee. The Nominating Committee shall be responsible for conducting the election at the Annual Meeting.
4. **Editorial Committee.** The Editorial Committee establishes broad principles regarding objectives of, and review procedures for, our major publication, Kiawah Island TALK, and other communications with members and the community. The Editorial Committee shall consist of at least the President, the Editor of TALK, and one other Board member. The Editor of TALK is appointed for a one year term, renewable annually, by the President with the approval of the Board. The Editor serves at the pleasure of the Board.

ARTICLE 10 – ELECTIONS

The election of KPOG Officers and Directors shall take place at the Annual Membership Meeting. The Nominating Committee shall present the slate of candidates. Additional candidates may be nominated from the floor with permission of the nominee. Candidates shall be elected by a majority of the votes cast. If no candidate for a position receives a majority, a runoff election shall be held at the Annual Meeting between the two candidates (or, where two non-Officer Directors are to be elected, the three candidates) who received the most votes.

ARTICLE 11 – AMENDMENTS

These By-Laws may be amended or altered in whole or in part by two-thirds (2/3) of the memberships present and voting (either in person or by proxy) at any duly constituted meeting of the KPOG membership.

ARTICLE 12 – LIABILITIES

Nothing herein shall constitute members of KPOG as partners for any purpose. No member, Officer, Board Member, agent, or employee shall be liable for the acts or failure to act of any other members, Officers, Board Members, agents, or employees of KPOG. Nor shall any member, Officer, Board Member, agent or employee be liable for his/her acts or failure to act under these By-Laws, excepting only his/her acts or omissions arising out of his/her willful malfeasance or gross negligence. In the event any legal action is brought against the Officers, Board Members, agents, or employees arising out of any reasonable and necessary acts or omissions, they shall be appropriately indemnified by KPOG. It shall be the responsibility of the Board to provide for sufficient liability insurance to cover the above.

ARTICLE 13 - FISCAL YEAR

KPOG's fiscal year shall commence on the first day of March of each year and shall run through the last day of February of the following year.

ARTICLE 14 – DISSOLUTION

KPOG may be dissolved by a vote of two-thirds (2/3) of its members or as otherwise permitted by law.

Revised 3/1/08