

June \_\_, 2015

**RESOLUTION/MINUTES OF ACTION TAKEN BY  
THE BOARD OF DIRECTORS OF  
GOLF SHORE VILLA OWNERS ASSOCIATION**

The following Resolution was voted on and adopted by a quorum (majority) of the Board of Directors (“Board”) of Golf Shore Villa Owners Association (“Association”) at a duly held and authorized meeting of the Board on June \_\_, 2015, pursuant to authority granted by the South Carolina Nonprofit Corporation Act, *S.C. Code Ann. Sect. 33-31-101 et seq.* (1976, as amended)(the “Nonprofit Act”), the Amended and Restated Covenants and Restrictions of Golf Shore Villa Owners Association (“Declaration”) recorded on September 16, 1994 in Book W247 at Page 203, and the By-Laws of the Golf Shore Villa Owners Association recorded on September 16, 1994 in Book W247 at Page 215. Collectively, Declaration and Bylaws referred to as “Governing Documents”.

WHEREAS, Article X, Section 10.1 of the Bylaws governs the method of amending the Bylaws. Amendments to the Bylaws may be proposed by a resolution of the Board, and may be adopted at an annual meeting (at which a quorum is present) by the lower of two-thirds (2/3) of the votes authorized to be cast by the members present in person or by proxy or more than fifty (50%) percent of the votes authorized to be cast by the membership as a whole.

WHEREAS, Article IV, Section 3.4 of the Bylaws provides that at any meeting of the Board, a quorum shall be not less than three (3) members of the Board present in person. A simple majority of those voting shall decide any and all matters.

WHEREAS, Article IV, Section 4.10 of the Bylaws states that action taken without a meeting shall be deemed action of the Board if all Directors execute a written consent thereto and such consent is filed with the records of the Board.

WHEREAS, the Board has determined that amendments to the provisions of Article IV, Section 4.3 and 4.4 are necessary to facilitate the more efficient operation of the Board, and a more seamless succession and transition of the Board.

BE IT RESOLVED, that pursuant to the above provisions, at the Board meeting on June \_\_, 2015, a quorum (majority) of the Board voted to propose the following amendments to the Bylaws at the annual meeting of the membership for the membership’s approval and vote:

A. Article IV, Section 4.3, shall be replaced in its entirety with the following:

4.3 Election and Terms of Office. At each annual meeting of the Association, the ~~applicable~~ **required** number of Directors shall be elected from the membership and their spouses to serve a ~~two (2) year term~~ **two (2) year term** until the next ~~applicable~~ **annual meeting** ~~a two year term of office~~ and/or

until their successors have been elected and qualified. So as to provide for continuity of Board management, the terms of the Directors shall be staggered, with three Directors elected in one year and two elected in the subsequent year. For the first year only of such staggering, the three candidates receiving the most votes shall serve two-year terms, while the two candidates receiving the next highest number of votes shall serve one-year terms. Vacancies in the Board shall be filled by a majority of the remaining Directors, and any such appointed Director shall hold office until the expiration of the term of the Director whom the appointed Director is replacing and his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose. All elected Directors shall assume office immediately upon their election. If a quorum is not present at an annual meeting of the membership, the Board shall approve Directors to serve until a meeting with a quorum is held, at which time Directors will be elected.

B. Article IV, Section 4.4, shall be replaced in its entirety with the following:

4.4 Quorum. At any meeting of the Board, a quorum shall be not less than three (3) members of the Board present in person, by audio-, video- or web conference, or by teleconference by other like conference method. A simple majority of those voting shall decide any and all matters.

Each Board Member/Director voting in favor of this resolution (which constituted a quorum and a majority of the Board) has signed their name below, and by signing below, they acknowledge that this resolution shall be effective on June \_\_, 2015, that this resolution constitutes their written consent to action taken without a meeting, and that the original of this document shall be kept with the records of the Association.

_____	_____	_____	_____
Board Member/Director	Date	Board Member/Director	Date
_____	_____	_____	_____
Board Member/Director	Date	Board Member/Director	Date
_____	_____		
Board Member/Director	Date		