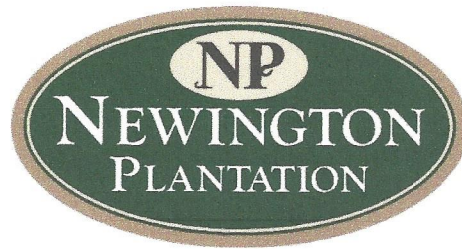


NEWINGTON PLANTATION
ESTATES ASSOCIATION



CONSTITUTION AND
BY-LAWS

October 24, 2022

Newington Plantation Estates Association
P.O. Box 654, Summerville, SC 29484

FILED-RECORDED, DORCHESTER COUNTY ROD, ON NOVEMBER 9, 2022

MARGARET L BAILEY
DORCHESTER COUNTY
REGISTER OF DEEDS

201 Johnston Street ~ Saint George, SC 29477 (843) 563-0181

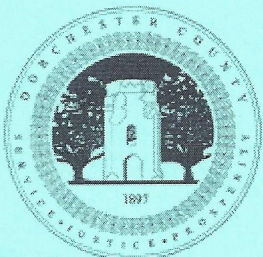
*** THIS PAGE IS PART OF THE INSTRUMENT - DO NOT REMOVE ***



Instrument #:	2022028126	Return To:	RANDY SADLER
Receipt Number:	158396		
Recorded As:	MISCELLANEOUS		
Recorded On:	November 09, 2022		
Recorded At:	11:25:46 AM	Received From:	RANDY SADLER
Recorded By:	KU	Parties:	
Book/Page:	RB 14462: 120 - 132		Direct- NEWINGTON PLANTATION ESTATES
Total Pages:	13		Indirect- NEWINGTON PLANTATION ESTATES

*** EXAMINED AND CHARGED AS FOLLOWS ***

Recording Fee: \$25.00
Tax Charge: \$0.00

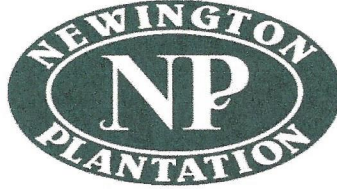


Margaret Bailey

Margaret Bailey - Register of Deeds

12.

**CONSTITUTION AND BY-LAWS
OF THE
NEWINGTON PLANTATION ESTATES ASSOCIATION
October 24, 2022**



ARTICLE I – CONSTITUTION OF THE ORGANIZATION

Section 1. Name: The name of this organization shall be the Newington Plantation Estates Association hereinafter also referred to as the NPEA or the Association. A Board of Directors, hereinafter referred to as the NPEA Board, BOD, or Board, is the representative body that shall manage day-to-day affairs on behalf of this organization.

Section 2. Office: The principal office of the corporation in the State of South Carolina shall be located at the residence of the NPEA President.

Section 3. Purpose: This Association shall be a non-profit organization, the purpose of which shall be to provide a vehicle for the orderly development and the preservation of values of the community of Newington Plantation Estates in Summerville, South Carolina (hereinafter also referred to as Newington Plantation; or Newington), and to generally engage in the eleemosynary endeavors for the social welfare of citizens living within that area known as Newington. This Association shall have the power to acquire, own, manage, and mortgage real estate on behalf of Newington. It shall also have the power to sell real estate in which Newington has a legal interest in, owns, or manages.

Section 4. Covenants: “Covenants” shall mean and refer to:

(1) Amended Restrictive Covenants and Easements—Phase 1, 2, 3 and Newington Gardens, Newington Plantation Estates, recorded on December 22, 2005, in the Register of Deeds Office for Dorchester County, South Carolina in Book 5106, Pages 312-321; and

(2) Amended Restrictive Covenants for Newington Plantation Estates—Paragraph 21 and 22 Amendments, recorded on September 30, 2008, in the Register of Deeds Office for Dorchester County, South Carolina in Book 6809, Pages 237-239; and

(3) Declaration of Covenants and Easements For Certain Patio Sites in Newington Plantation recorded on March 14, 1983 in the Register of Deeds Office for Dorchester County, South Carolina in LVOL 470, Pages 252-257 and in LVOL 484, Pages 445-446; and

(4) Any subsequent amendments thereto.

Section 5. Newington Plantation Estates: “Newington Plantation Estates” or “Newington Plantation” or “Newington” shall be comprised of and refer to all Lots subject to ARTICLE I, Section 4 of these By-Laws.

Section 6. Lot: “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of Newington comprising property intended for use as a single-family dwelling as designated on any plat of survey recorded in the Register of Deeds and made subject to the Covenants, with the exception of the common areas.

Section 7. Members: “Member” shall mean and refer to those persons entitled to membership as provided in the Article VI of these By-Laws.

ARTICLE II – ASSOCIATION OFFICERS

Section 1. Executive Officers: The executive officers (“Officers”) of the Association shall consist of a President, Vice-President, Secretary, and Treasurer, and shall perform specified duties in accordance with these By-Laws. The Officers of the Association shall at all times be members of the Board.

Section 2. President: The President shall be the Chief Executive Officer of the Association and shall preside at meetings of the membership. The President shall see that all orders and resolutions of the Board and the membership are carried into effect. The President shall appoint all committee chairmen. The President shall be chairman of the Board and perform such other duties as may be prescribed by the Board. The President shall be an ex-officio member of all committees, but shall not serve as a chairman for any committee.

Section 3. Vice-President: The Vice-President shall be vested with all the powers and duties of the President in the President’s absence or disability and shall perform such other duties as may be prescribed by the President and/or the Board.

Section 4. Secretary: The Secretary shall keep the minutes of all proceedings of the Board and the minutes of the Association Members’ meetings in books and/or files provided for that purpose. The President will appoint a substitute for the purpose of recording votes and minutes if the Secretary cannot attend a meeting. The Secretary shall see that proper notice is given of all meetings of the membership and shall perform such other duties as may be prescribed by the President and/or the Board.

Section 5. Treasurer: The Treasurer shall have custody of all receipts, disbursements, funds, and securities of the Association. The Treasurer shall ensure full and accurate written accounts of receipts and disbursements are reflected in books belonging to the Association and shall deposit all money and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse funds of the Association as may be ordered in conformity with these By-Laws, taking proper vouchers for such disbursements. All accounts, records, and cash of the Association maintained or overseen by the Treasurer for each calendar year shall be independently inspected during the first three (3) months of the succeeding calendar year by a person or persons (other than a current Director or a relative of a Director) appointed by the President. This annual inspection shall be conducted by a CPA or by a person or firm with a financial background. A report of each independent financial inspection shall be furnished to the President who shall include it in his report to the Members and to the Directors. The Treasurer will ensure required Association taxes are filed each year. The Treasurer shall maintain a record of the names and addresses of all Members and of the dates upon which they acquired title to their Lots. The Treasurer shall perform such other duties as may be prescribed by the President and/or the Board. The Board shall obtain a bond for the faithful discharge of the Treasurer’s duties in such sum as the Board may require. The Board may allow the Treasurer to delegate any of his/her duties to a financial account management company provided the Treasurer maintains oversight and responsibility for their efforts on his behalf. The Association’s bank checks will be signed by the President, the Treasurer, or a Board-approved financial manager. The signatures of two (2) of these people are required on any check written for \$2,000 (two thousand dollars and 00/100) or more. The Treasurer shall review a list of all NPEA checks, withdrawals, and deposits made each month.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Directors: The day-to-day business and affairs of this Association shall be managed by the Board, which shall consist of seven (7) voting Directors. The Directors shall include six (6) elected Directors, which includes the four (4) Officers (President, Vice-President, Treasurer, and Secretary) and two (2) Directors at large; and one (1) non-elected designated Director (the last President who served a full term prior to the current elected President).

Section 2. Election of Directors: An election for all six (6) elected Directors will be held every two (2) years at the Fall NPEA Members meeting. Any NPEA Member in good standing is eligible to be elected. A slate of proposed candidates shall be presented at the election by a nominating coordinator, who is appointed by the President. Candidates may also be nominated from the floor during the election. Voting for contested offices shall be by secret ballot, except as set forth below, and a minimum of two (2) vote counters is required to tally the votes. Candidates without opposition may be elected either by a voice vote or by a secret ballot. At such an election, the Members or their proxies may cast one (1) vote per Director seat. Cumulative voting is not permitted. A Member may not issue more than one (1) vote for any single Director. Upon receiving the plurality of the votes of the Members voting in person or by proxy at an election where a quorum is present (as defined by ARTICLE V, Section 2 of these By-Laws), the Directors shall be declared elected. The Board's new Directors take office immediately after the election meeting is concluded and shall serve until their two (2) year term expires and a successor is elected at the next Board election meeting.

Section 3. Board Meetings: Within forty-five (45) days after their election, the Board shall meet for the purpose of organization, and the transaction of any other business at such place and time as specified by the President. The Board shall hold a regular Board meeting in March, June, and September at a date and time specified by the President. Additional special meetings of the Board may be called from time to time as deemed appropriate by the President or by the request of three (3) or more Directors. At least four (4) days prior to each Board meeting, the Directors shall be given notice of such meeting by a post-paid letter, email, text messaging, or any other electronic means or media recognized at the time. The meeting place shall be the home of the President unless another location is specified by the President. At all Board meetings, the President, or in his/her absence, the Vice-President, or, in the absence of both, a chairman chosen by the majority of the Directors present, shall preside as Chairman. The Board may determine the order of business at its meetings. Meeting minutes may be accepted by the Board using email, or any other electronic means or media recognized at the time, and they shall be made available to Members on the Association's website after approval.

Section 4. Open Board Meetings: All meetings of the Board shall be open to all Members. However, Members, other than Directors, may not participate in any discussion or deliberation unless expressly so authorized by a majority of the Directors who are present at the meeting. The Board may, with approval of a majority of the Directors who are present at the meeting, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, matters that relate to the formulation of contracts with third parties, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 5. Remote Meetings: Any meeting of the Board, regular or special, may be held by telephone conference, electronic means (such as Zoom, Skype, FaceTime, etc.), or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting. An explanation of any action taken shall be filed with the minutes of the proceedings of the Board.

Section 6. Board Voting: Unless otherwise specified herein in these By-Laws or in the Covenants, a quorum of the Board means the majority of the Directors voting in person at a meeting of the Board. If a quorum is present, the affirmative vote of a majority of Directors is the act of the Board unless these By-Laws or the Covenants specifically require the vote of a greater number of Directors. No proxy voting is allowed. Between Board meetings, the President may call for the Board to vote using email, or any other electronic means or media recognized at the time, on NPEA issues that arise provided: (1) no Director objects prior to the vote, (2) all Directors are provided an opportunity to comment on the issue, and (3) the outcome of the vote is recorded in the minutes of the next Board meeting.

Section 7. Amending By-Laws: Amending NPEA By-Laws requires the approval of the Board and of Members at a general membership meeting, as specified in this paragraph. The By-Laws of the Association may be amended, modified, suspended, reinstated, repealed, and/or substituted upon an affirmative vote by at least five (5) Directors. Such By-Law changes approved by the Board do not take effect unless (1) the notice for the next general membership meeting provides the details of the changes to the By-Laws and (2) an affirmative majority vote of the Members voting in person or by proxy at a general membership meeting where a quorum is present (as defined by ARTICLE V, Section 2 of these By-Laws) approves the proposed changes.

Section 8. Vacancies: Whenever a Director is unable to perform his duties by virtue of transfer, health, conflict of interest, or other cause, such Director should submit his resignation in writing to the Board citing the reason. If the position of President becomes vacant, then the Vice-President immediately becomes the President. If there are any other vacancies in the Board by reason of death, resignation, a failure to fill a position during an NPEA election, or otherwise, such vacancies shall be filled by a majority vote of the Board when a quorum is present (as defined by ARTICLE III, Section 6 of these By-Laws). Any individual selected to fill a vacancy will serve until the next NPEA general membership meeting. At that meeting, nominations will be requested, and a person shall be elected to fill the vacancy as set forth in ARTICLE III, Section 2 of these By-Laws. This person will serve for the remaining balance of that Board's term of office.

Section 9. Ethics: Should it be determined that any Director (elected or designated) has deliberately misled the Board or Members of the Association, or has breached his/her fiduciary duties, or has wholly lost the trust and confidence of the Board or Members of the Association, said Director shall be asked to resign from the Board upon an affirmative vote by at least five (5) Directors. If said Director refuses to resign, then the Board shall call for the Director's removal at the next general membership meeting. This next meeting notice shall state that one of the purposes of the meeting is removal of said Director. A Director who has been asked to resign by the Board shall be immediately removed from office upon an affirmative majority vote of the Members voting in person or by proxy at a general membership meeting where a quorum is present (as defined by ARTICLE V, Section 2 of these By-Laws). A membership election to fill this vacancy may occur at any time after the Director's removal.

Section 10. Powers of Directors: The Board shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to applicable provisions of the laws in the State of South Carolina, the South Carolina Nonprofit Corporation Act of 1994, the certificate of incorporation, and the By-Laws, as defined herein. The Board shall have the power to manage and control the affairs of the Association, including the authorization of all expenditures provided, however, any action taken by the Board with respect to any Association expenditure (other than common recurring operating expenses, or legal expenses, or expenses necessary to repair an existing NPEA asset) of more than five thousand dollars (\$5,000) must be pursuant to a majority vote of Members voting in person or by proxy at a general membership meeting where a quorum is present (as defined by ARTICLE V, Section 2 of these By-Laws). The Directors have the power to acquire, own, and manage real estate (including the power to mortgage real estate), and the power to sell real estate in which the Association owns or manages. The Directors also have the power to (a) adopt and publish rules and regulations governing maintenance and the use of the common areas at Newington; (b) employ agents, independent contractors, or such other employees as they deem necessary; (c) employ attorneys and accountants to advise, serve and represent the Association when deemed necessary; (d) grant easements upon, over, under and across the common areas of Newington, without the assent of the membership, when such easements are required for the convenient use and enjoyment Newington; (e) do anything necessary or desirable, including, but not limited to, establishing any rules or regulations that the Association deems necessary to carry out the purposes of the Association as set forth herein or as permitted by law; (f) enforce the provisions of the Covenants and any rules or regulations made hereunder or thereunder and to enjoin and/or, at its discretion, seek damages or other relief for violation of such provisions or rules and/or by assessments against any Members for violation of such provisions, rules or regulations pursuant to the Covenants; and (g) contract for goods and/or services.

Section 11. Indemnification: The Association shall indemnify every Director against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any Director in connection with any action, suit, settlement, or other proceeding to which he or she may be a party by reason of being or having been a Director. Directors shall not be liable for any mistake of judgment, except for their own willful malfeasance, misconduct, or bad faith. Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent the Directors may also be Members of the Association), and the Association shall indemnify and forever hold each such Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided herein shall not be exclusive of any other rights to which any Director or former Director may be entitled. The Association shall as a common expense maintain adequate general liability and director liability insurance to fund this obligation.

Section 12. Compensation: All Directors serve without compensation for their services. Expenditures made by any Association Member at the direction of the Board are reimbursable by the Association, provided the Member gives the NPEA Treasurer all receipts relative to the expenditure. Directors shall excuse themselves from any vote for contracts being considered for services to the Association that may benefit them or their relatives financially.

ARTICLE IV – COMMITTEES AND SEMI-AUTONOMOUS GROUPS

Section 1. Committees: The President determines what committees are to be formed. The President will appoint all committee chairmen (as necessary) and the members of a committee will be appointed by the chairman of a committee (with the approval of the President) from Members in good standing of the Association. The NPEA Board, by the affirmative vote of a majority of Directors when a quorum is present (as defined by ARTICLE III, Section 6 of these By-Laws), retains the right to remove any member from any NPEA committee (including the Chairman) at any time for any reason. The Board may modify or rescind any committee decision at any time for any reason by the affirmative vote of a majority of Directors when a quorum is present (as defined by ARTICLE III, Section 6 of these By-Laws). The affirmative vote (submitted at an in-person meeting or by any electronic means or media recognized at the time) of a majority of committee members is the act of the committee. The chairman of a committee, or its members, may not involve the Association in any contract or incur any debts on behalf of the Association unless given authority to do so by the Association or by its Board. Minutes of committee meetings will be provided to the NPEA Secretary for inclusion in the next Board meeting minutes. Chairmen and members of sub-committees (if any) are bound to the same rules and guidelines as the parent committee. EXCEPTION: This paragraph does not apply to the Pond Committee because Pond Committee procedures are specified in the Covenants.

Section 2. Newington Pool Committee: The deed to the Newington Pool is held by the NPEA, and the NPEA Board shall ensure: (1) the pool facility is adequately maintained, (2) reasonable policies are in place for the use of the pool, and (3) the operation of the pool remains financially viable. If a Pool Committee is designated by the NPEA Board, the day-to-day pool management, scheduling, and other operational pool activities shall be handled by the Pool Committee. The Pool Committee shall also be responsible for managing and tracking pool memberships. Any and all Pool Committee functions, duties, and responsibilities will be assumed by the Board if a Pool Committee has not been designated by the Board.

Section 3. Newington Pool Membership: Memberships to the Newington Pool shall be available, provided the following requirements are met:

(1) Annual payment of a pool operation fee. The rate and conditions for the pool operation fee shall be determined before the start of each pool season by the Pool Committee. The annual pool operation fee shall include a discount for NPEA Members in good standing. The discount amount shall be determined before the start of each pool season by the Pool Committee. A NPEA Member will be considered ineligible for a pool membership if he/she has not paid his/her required annual regime fee (including late fees), or if he/she owes any other financial obligation to NPEA. Pool membership rates will be prorated by one third (1/3) off the total pool operation fee when the pool season is one third (1/3) complete, or by two thirds (2/3) off the total pool operation fee when the pool season is two thirds (2/3) complete. The exact proration dates will be determined by the Pool Committee.

(2) Payment of a pool membership registration fee. The pool membership registration fee will be determined by the Pool Committee before the start of each pool season. This fee is required for all first-time pool members and for pool members who have not paid a pool operation fee for two consecutive pool seasons. Pool membership registration fees are not prorated.

(3) Compliance with Rules and Policies. Pool members are entitled to use the Newington Pool and its facilities provided they comply with all published NPEA Pool rules and policies. Rules and policies are subject to change as deemed necessary by the Pool Committee or the NPEA Board. Pool members who willfully violate published pool rules and policies are subject to having their pool membership suspended by the Pool Committee or the NPEA Board without refund for the remainder of the year.

(4) **Membership Capacity Limits.** The Pool Committee or the NPEA Board may place a limit on the number of pool members who are not NPEA Members, however no NPEA Member will be refused a pool membership due to a membership capacity limitation.

(5) **Pool Memberships.** For the purposes of a basic membership to the Newington Pool, a single Lot need only pay for one (1) membership to the Newington Pool. All persons or entities that reside at or own a portion of a Lot that paid for a basic membership to the Newington Pool have the same easement of enjoyment of and are subject to the same rules and policies for membership to the Newington Pool. The Pool Committee shall determine who qualifies as a resident or owner of a Lot for the purposes of this paragraph. Any additional pool membership criteria, any pool specific membership restrictions, any other pool membership categories, or any modifications to this paragraph shall be determined before the start of each pool season by the Pool Committee.

Section 4. Architectural Review Committee (ARC): The responsibility to review and approve plans, and to ensure compliance with restrictions specified by the Covenants is vested with the NPEA Board. The goal of the Board is to ensure properties and property improvements in Newington remain aesthetic and suitable, and do not adversely impact neighborhood property values. If an Architectural Review Committee (ARC) is designated by the NPEA Board, the ARC will assume the day-to-day responsibility of ensuring compliance with the Covenants and approving plans. The ARC shall still maintain the option of deferring any Covenant issue or any submitted plan to the NPEA Board for a decision. The ARC shall be composed of not less than three (3) nor more than seven (7) members, all of whom shall be NPEA Members in good standing. Members shall provide two sets of written plans (if provided on paper) or one set of digital plans (if sent by electronic means or media recognized at the time) to the ARC Chairman (if one has been designated), or to the ARC Vice-Chairman (if one has been designated). If these persons are unavailable or not designated by the NPEA Board, plans must be provided to either the NPEA President or the NPEA Vice-President. Approvals or disapprovals must be in writing (by letter or by electronic means or media recognized at the time) and must be signed (in writing and/or by electronic signature) by at least two (2) ARC members or by at least two (2) Directors. At a minimum, a submitted plan should include the following:

- (1) A simple drawing and/or a description of the proposed structure with dimensions and specifications.
- (2) Location of the structure depicted on a sketch or plat of the Member's Lot.
- (3) If it is an outbuilding, a description of the exterior finish and color.
- (4) The ARC or Board may request additional information as it deems necessary.

NOTE: Members should refer to the Covenants for additional approval of plan requirements.

Section 5. Swim Team: NPEA supports the operation of a youth swim team (called the "Newington Swim Team") for the benefit of children in Newington and in nearby communities. By-laws for the Newington Swim Team shall be approved by the NPEA Board. The Newington Swim Team governing board shall be elected in accordance with Newington Swim Team by-laws, and the names of Newington Swim Team board members shall be provided to the NPEA Pool Committee chairman. The individual selected as the Newington Swim Team board president can be removed from office at the discretion of the NPEA President. The Newington Swim Team will be financially self-sustaining, and it will not incur any debts that become the responsibility of NPEA unless given the authority to do so by the NPEA Board. All financial accounts and records of the Newington Swim Team shall be inspected annually by a person or persons (other than a current Director or a relative of a current Director) appointed by the NPEA President. This annual inspection should be conducted by a CPA or by a person or firm with a financial background. A report of such financial inspection shall be furnished to the President who shall provide the findings of this report to the Board. Newington Swim Team use of the Newington pool facility will be coordinated with the NPEA Pool Committee Chairman.

ARTICLE V – MEETINGS OF ASSOCIATION MEMBERS

Section 1. General Membership Meetings: The Association will hold at least two (2) general membership meetings each year (one in the fall and one in the spring) for the purpose of conducting Association business. The Fall Meeting shall be held in October of each year, on the day, time and place designated by the Board. The Spring Meeting shall be held in April of each year, on the day, time and place designated by the Board. If special circumstances require a different month for the Fall or the Spring Meeting, the change must be approved by the Board, and it will not exceed more than the month before or after the regular month for the meeting. Additional special general membership meetings may be called by a vote of four (4) Directors, or by the NPEA President, or by petition to the Board by at least twenty percent (20%) of the membership (each lot shall have only one (1) signature on such a petition notwithstanding the fact that a Lot may have multiple owners). Meeting minutes shall be made available on the website after Board approval.

Section 2. Membership Meeting Quorum: Except as otherwise required in these By-Laws or Covenants, at any meeting requiring a vote on an Association issue or an election of the Board by the Members of the Association, a quorum is required consisting of the property owners of at least fifteen Lots in Newington Plantation Estates who are members in good standing voting either in person or by proxy. Except as otherwise provided in these By-Laws or the Covenants, a majority vote in person or by proxy, when a quorum is present, shall decide any questions that come before the meeting or the election. EXCEPTION: This Section does not apply to those questions specifically mentioned in the Covenants that require the vote of a majority of all Members of record.

Section 3. Lack of a Meeting Quorum: If the required quorum is not present at the first meeting, a subsequent meeting may be called, not less than ten (10) nor more than sixty (60) days following the first meeting, and the required quorum for the subsequent meeting shall be the Members who are present at the meeting (whether in person or by proxy). If the time and place for this second meeting is set before the first meeting is adjourned and the second meeting will be held within thirty (30) days of the first meeting, no additional notice is required. However, if a time and place for the second meeting is not fixed by those in attendance at the first meeting or if the second meeting will be held more than thirty (30) days after the first meeting, notice of the time and place of the second meeting shall be given to Members in the manner prescribed in these By-Laws.

Section 4. Proxy: Every Member in good standing may cast one (1) vote either in person or by proxy for each Lot owned. Any Member may give his written proxy for voting purposes. To be valid for voting purposes, a proxy must satisfy all of the following criteria:

- (1) The Member in good standing must date and sign the proxy. This signature must either be notarized, or it must be witnessed and co-signed by a Director. The applicable meeting (or meetings) or an expiration date, and other restrictions (if any) must be specified in the proxy.
- (2) The proxy must specify an individual who is entitled to vote in the absence of the signatory. This specified individual must be a Member in good standing and this specified individual must be in attendance when a vote is taken.
- (3) A proper, completed proxy must be received by the Secretary or by the President at least twenty-four (24) hours prior to the start of the meeting.
- (4) Every proxy shall be revocable and shall automatically cease upon completion of its specified term, or upon receipt of a notice by the Secretary of written revocation, or upon the expiration of six (6) months from the date of the proxy.

Section 5. Order of Business: The rules contained in Roberts Rules of Order Revised shall govern the Association in all cases not covered by the Constitution, By-Laws, or other published rules, orders, or votes of the Association. While

the Board of Directors may make changes to the order and agenda at any meeting, the order of business at meetings should normally be:

- (1) Call to order
- (2) Reading of the minutes of the prior meeting
- (3) Treasurer's Report
- (4) Report of Board
- (5) Report of Committees
- (6) Unfinished Business
- (7) New Business
- (8) Adjournment

Section 6. Written or Electronic Ballot: Any action that may be taken at any regular, or special meeting of the Members of the Association may be taken without a meeting if the Association delivers a written or electronic ballot (in accordance with ARTICLE VII, Section 2 of these By-Laws) to every member entitled to vote on the matter. A written or electronic ballot shall:

- (1) set forth each proposed action; and
- (2) provide an opportunity to vote for or against each proposed action; and
- (3) indicate the number of responses needed to meet the quorum requirements; and
- (4) state the percentage of approvals necessary to approve each matter other than election of directors; and
- (5) specify the time by which a ballot must be received by the Association in order to be counted.

A written or electronic ballot may not be revoked. Except as otherwise required in these By-Laws or Covenants, approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A quorum is not required for a written or electronic ballot if the proposed action is cited in the Covenants and requires the affirmative written vote of a majority (i.e., over 50%) of all Members of record.

ARTICLE VI – MEMBERSHIPS

Section 1. Membership For Homeowners Subject to a Mandatory Membership Fee: Except for the eighteen (18) homes on Duchess and Princess Courts, also known as the Patio Homes, all Lots within the Newington Plantation Estates subdivision are subject to a Covenant restriction requiring a mandatory annual assessment for regime fee. Before the end of each year, NPEA may mail a courtesy fee reminder to any or all Members with a current address on file with NPEA. Regardless of whether such a mailing is sent, each Member shall remain individually responsible for paying the annual regime fee (plus any late fees) in accordance with the Covenants. The amount of the annual regime fee is set by the NPEA Board, and it may be changed (to an amount no higher than that allowed by the Covenants) by a majority vote of the Board when a quorum is present (as defined by ARTICLE III, Section 6 of these By-Laws). Members will be provided notice of any change in the annual regime fee amount or to the location where the fee is to be sent.

Section 2. Membership For Homeowners Subject to a Voluntary Membership Fee: For any Patio Home, a property owner may become a NPEA Member in good standing for the calendar year by paying the annual assessment for regime fee that is in effect for the homes in the rest of the Newington Plantation Estates subdivision, plus the payment of any other financial obligation owed to NPEA, if any.

Section 3. Membership Qualifications: All persons, firms, companies, partnerships, corporations, or other entities owning a Lot in Newington Plantation Estates shall be eligible for membership and shall acquire and retain membership by the payment of annual assessment for regime fee as herein provided and such assessments as might be levied. Whenever a Member (or Members) shall cease to own real property in Newington; shall cease to own stock in a corporation that owns real property in Newington; or shall cease to be a member of a company or partnership that

owns real property in Newington, such Member (or Members) shall automatically be dropped from the membership roll of the Association. A Member's spouse and children and any other persons who reside with such Member in the Lot shall have the same easement of enjoyment of the common areas as does a Member. In those instances where a Lot is owned by a corporation or partnership or company (such as joint owners), the principal officers of such a corporation, the partners of such a partnership, or the members of such company shall also have the same easement of enjoyment of the common areas as does a Member. Any renters of a Lot shall have the same easement of enjoyment of the common areas as the Member for the Lot has.

Section 4. Voting: Voting rights of the membership shall be appurtenant to the ownership of the Lots. There shall be one (1) vote for each Lot owned, no matter how many persons or entities may be the record owner of any one (1) particular Lot. Where two (2) or more persons are the joint owners of a Lot in Newington Plantation Estates, one (1), and only one (1), person may vote at any one time. Where two (2) or more persons are stockholders in a corporation or members in a partnership or company owning real property in Newington Plantation Estates, one (1), and only one (1), stockholder and/or member may vote at any one time. Additionally, only those Lots for which all of its owners are found to be Members in good standing, as of the record date, shall be entitled to their one (1) vote. The Association shall not be obligated to conduct a hearing in order to suspend a Member's voting privileges on the basis of nonpayment of assessments, although a delinquent Member shall be entitled to request such a hearing by the Board.

Section 5. Record Dates: For the purpose of determining those Members that are entitled to (1) receive notice of a meeting, (2) vote, (3) act by written or electronic ballot without a meeting, or (4) exercise any rights with respect to any other lawful action, the Board may fix, in advance, a "record date" and only Members of record on the date so fixed are entitled to notice, to vote, to take action by written or electronic ballot, or to exercise any right with respect to any other lawful action, as the case may be, notwithstanding any transfer of any membership on the books of the Association after the record date. The record dates established by the Board, pursuant to this section, shall be as follows:

(1) **Record Date for Notice of Meetings.** In the case of determining those Members entitled to notice of a general membership meeting, the record date shall be no more than sixty (60) nor less than ten (10) days before the date of the meeting.

(2) **Record Date for Voting.** In the case of determining those Members entitled to vote at a general membership meeting, the record date shall be no more than sixty (60) days before the date of the meeting.

(3) **Record Date for Action by Written or Electronic Ballot Without Meeting.** In the case of determining Members entitled to cast a written ballot, the record date shall be no more than sixty (60) days before the day on which the first written ballot is mailed, sent by electronic means, or solicited.

(4) **Record Date for Other Lawful Action.** In the case of determining Members entitled to exercise any rights in respect to any other lawful action, the record date shall be no more than sixty (60) days prior to the date of such action.

(5) **Record Date Means as of the Close of Business.** For the purposes of this Section, a person holding a membership as of the close of business on the record date shall be deemed a Member of record.

(6) **Failure of the Board to Fix a Record Date.** If the Board, for any reason, fails to establish a record date, those record dates set forth in the South Carolina Nonprofit Corporation Act of 1994 shall apply.

Section 6. Member in Good Standing: A Member is considered in good standing when all NPEA maintenance charges, regime fees, late charges, assessments, fines, dues, and liens are paid in full or not considered delinquent by NPEA. Whenever a Member shall become delinquent by virtue of a failure to pay a required obligation, such Member will gain good standing status only after reimbursing the Association for any costs (administrative, legal, and otherwise) incurred incident to the subsequent collection of the delinquent fee. (EXCEPTION: For any Patio Home, a property owner may become a member in good standing by fulfilling the requirements in ARTICLE VI, Section 2 of these By-Laws).

ARTICLE VII – NOTICE

Section 1. Meeting Notice: Meeting notice shall be given to the general membership at least ten (10) days prior to any general membership meeting. This meeting notice may consist of written newsletters delivered by first-class mail or by a special first-class mailing. Meeting notice will include the date, place, and time of the general membership meeting, as well as any expected vote on: (1) a significant Association expenditure proposed by the Board (i.e., more than \$5,000), (2) any change to the By-Laws proposed by the Board, (3) a recall of any Director proposed by the Board, or (4) an election of Directors.

Section 2. Proper Notice: Whenever, according to these By-Laws, a notice is required to be given to Association Members, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a post office in Dorchester County, South Carolina, in a post-paid letter, addressed to the address of such Member as it appears on the books of the Association. It is the responsibility of each individual Member to ensure the Association has a proper mailing address for such Member. Notice may be sent to Members by electronic means provided that the Member has consented in writing to receiving notices by electronic means and that the Member has specified in writing the electronic address to which the communication should be sent. Notice that is sent by electronic means is deemed to be delivered when the communication is transmitted. Notice may be sent by any other means or media recognized at the time provided that the Member has consented in writing to receiving notices by those means or media and that the Member specified in writing the address (for that means or media) to which the communication should be sent. Notice that is sent by any other means or media recognized at that time is deemed to be delivered when the communication is transmitted.

Section 3. Waiver of Notice: Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

ARTICLE VIII – MISCELLANEOUS

Section 1. Record of Ownership: Any person who acquires title to a Lot shall promptly inform the NPEA Treasurer and/or the Board-approved financial manager of his identity, his mailing address, and the date upon and the manner in which title was acquired. The NPEA Treasurer or the Board-approved financial manager shall maintain a record of the names and mailing addresses of all Members and of the dates upon which they acquired title to their Lots.

Section 2. Waiver: No provision of the Association By-Laws, restrictions, or regulations shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches, which may have occurred.

Section 3. Severability: The provisions of the By-Laws are severable, and the invalidity of one or more provisions shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

Section 4. Conflicts: In the case of any conflict between the Articles of Incorporation and the By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Covenants and the By-Laws, the Covenants shall control.

ARTICLE IX – ASSOCIATION FILING HISTORY

The Newington Plantation Estates Association has been registered as a non-profit association in good standing with the South Carolina Secretary of State since February 10, 1976.

Declaration of Covenants and Easements For Certain Patio Sites in Newington Plantation, dated March 11, 1983 (Recorded by P&M, A Partnership in Dorchester County on March 14, 1983). This filing provided a set of restrictive

covenants for those lots on Duchess and Princess Courts.

Title to Real Estate, dated March 31, 1986. (Deed Recorded by P&M, A Partnership in Dorchester County on April 16, 1986). The developer of Newington Plantation Estates deeded ownership of the Newington Pool to the NPEA.

Assignment of Rights and Liabilities by P&M, A Partnership dated May 14, 2004 (Recorded in Dorchester County by P&M, A Partnership on May 20, 2004). With this filing, the developer of Newington Plantation Estates assigned all his rights and liabilities in the Newington Plantation Estates subdivision to the NPEA.

Amendment to the Restrictive Covenants for Newington Plantation Estates (Phases 1, 2, 3, and Newington Gardens) dated December 21, 2005 (Recorded in Dorchester County by the NPEA on December 22, 2005). This provided a full set of restrictive covenants for to the entire neighborhood (except for those lots on Duchess and Princess Courts).

NPEA Constitution and By-Laws, dated March 23, 2006 (Recorded in Dorchester County by the NPEA on March 31, 2006).

Amendment to the Restrictive Covenants for Newington Plantation Estates (Paragraphs 21 & 22) dated September 29, 2008 (Recorded in Dorchester County by the NPEA on September 30, 2008). This removed the exception in Covenant Paragraphs 21 & 22.

Title to Real Estate, dated November 2, 2010 (Recorded in Dorchester County by the Town of Summerville on November 16, 2010). The NPEA conveyed land near the pool to the Town for the construction of a paved parking lot, a children's park/playground, and a paved connection to the bike/hike trail.

NPEA Constitution and By-Laws, dated September 24, 2018 (Recorded in Dorchester County by NPEA on October 19, 2018). This document replaced the NPEA's Constitution and By-Laws recorded on March 31, 2006.

* * *

STATE OF SOUTH CAROLINA)
)
COUNTY OF DORCHESTER)
)
NEWINGTON PLANTATION)
ESTATES ASSOCIATION)
_____)

CONSTITUTION AND BY-LAWS
OF THE
NEWINGTON PLANTATION
ESTATES ASSOCIATION

This foregoing document wholly replaces the Newington Plantation Estates Association Constitution and By-Laws recorded and filed in Dorchester County by the NEWINGTON PLANTATION ESTATES ASSOCIATION on October 19, 2018; and,

This foregoing document was approved and adopted on October 24, 2022 by:
The NEWINGTON PLANTATION ESTATES ASSOCIATION
P.O. Box 654, Summerville, South Carolina 29484.

Signed: Randy Sadler Date: 11-7-2022
Randy Sadler, President, Newington Plantation Estates Association

Witnessed by: Mark LaVigne Date: 11-7-2022
Mark LaVigne, Vice-President, Newington Plantation Estates Association

Witnessed by: Kelly Roberts Date: 11-7-2022
Kelly Roberts, Secretary, Newington Plantation Estates Association

Acknowledgement:

I, Thomas Nolan do hereby certify that Randy Sadler, Mark LaVigne, and Kelly Roberts personally appeared before me on this day and acknowledged the due execution of this foregoing instrument.

Witness my hand and official seal this 7 day of November, 2022.

Notary Public for the State of South Carolina

My Commission Expires: _____



Mail Filed Copy to:
Randy Sadler, NPEA President
14 Plantation Circle
Summerville, SC 29485-3473