



# HIGHTIDINGS

THE OFFICIAL NEWSLETTER OF THE FOREST BEACH OWNERS ASSOCIATION, INC.

FALL, 2009

## Annual Meeting

Our next Annual Membership Meeting will be held on Saturday, October 24th, 2009 from 10am – Noon in the Parish Hall at St. Luke’s Episcopal Church on Pope Avenue. Please plan on attending this very important and informative meeting.

We are scheduled to have invited guest speakers from the Town of Hilton Head Island and the Sheriff’s Office to update us on activities during the past year and what is coming for 2010. Our Councilman, John Safay, has advised that he will be present to answer any of your questions or concerns.

As always, these presentations are all in addition to our regular agenda which will review the activities of your Association over the last year, a presentation of our 2008 year-end financial report, an update on the status of our legal affairs, elections of the 2010 Board of Directors and a question and answer session with your current Board Members.

## CONSTITUTION FOREST BEACH OWNERS’ ASSOCIATION, INC.

### ARTICLE I

#### NAME AND ORGANIZATION

The name of the organization is FOREST BEACH OWNERS’ ASSOCIATION, INC.

The principal office of the Association is located in Forest Beach, Hilton Head Island, Beaufort County, South Carolina, or elsewhere as determined by the Board of Directors for the benefit of the Associations’ members.

The Association is a 501(c)(4) non-profit corporation organized and operating under the laws of the State of South Carolina.

### ARTICLE II

#### PURPOSES

The purpose of the Association is to promote the common good and general welfare of property owners, residents and businesses of Forest Beach; to represent the Forest Beach community in matters of community interest on Hilton Head Island; to receive title to, improve, and maintain, property for the use and benefit of the community; and to enforce the restrictive covenants and other legal obligations of the property owners, residents and businesses.

The Association shall adopt By Laws to further define the operations and day to day functioning of the organization, and may, from time to time, promulgate Rules and Regulations which once approved by the Board of Directors shall become a guideline for the operations of the organization.

### ARTICLE III MEMBERSHIP

All persons who own property in Forest Beach (North, South and Central), the same being bounded on the north by Shipyard Plantation, on the east by the Atlantic Ocean, on the south by Sea Pines Plantation and on the west by Cordillo Parkway and Shipyard Plantation, are members of the Association, however no voting authority is granted by membership in the Association unless the applicable annual dues have been paid. In addition, residents (who are not property owners) and

businesses (who do not own property) located or operating within the boundaries of Forest Beach may also become members of the Association upon application to, and approval by, the Board of Directors of the Association, who shall consider each application upon its individual merits.

Members in good standing (those who have paid their current year annual dues) are entitled to full voting privileges as outlined in the By Laws.

### ARTICLE IV GOVERNMENT

Officers of the Association shall be a President, a Vice-President and a Secretary/Treasurer, together with such other officers as may hereafter be approved by the Board of Directors.

The Association shall be managed by a voluntary, non-compensated, Board of Directors. The number of Directors shall be set by the By Laws of the Association. No part of the income of the Association shall inure to the benefit of or shall be distributed to its members, officers or directors, except that the Association may employ an individual(s) or organization(s) as determined by the Board of Directors, to provide services for the Association at the direction of the Board. The Board may also make reasonable compensation for special services rendered and reimburse expenses incurred.

### ARTICLE V DISSOLUTION

Upon dissolution of the Association, the Board of Directors shall, after making due provisions of the settlement of the liabilities of the Association, dispose of the then remaining assets of the Association to such organization or organizations then qualifying as tax-exempt organizations under Section 501 of the Federal Internal Revenue Code, or the then applicable provision of the Code, as the Board of Directors may determine.

Adopted: July 13, 2009

Ratified:

# BY LAWS

## FOREST BEACH OWNERS' ASSOCIATION, INC.

The Forest Beach Owners' Association, Inc., herein referred to as the Association, being a corporation organized under the laws of the State of South Carolina applicable to non-profit corporations, shall at all times be operated in conformity with the laws of the State of South Carolina applicable to such corporations. If any By Laws herein set forth shall at any time conflict with any law of South Carolina applicable to such corporation, the law of South Carolina shall take precedence over such By Laws and such By Laws shall be deemed to be automatically and appropriately amended to conform to such State law.

### ARTICLE I PURPOSES

The purposes of the Association shall be as established by the Constitution and as hereafter added by the membership of the Association. To these ends the Association will:

- Provide a forum for discussion of concerns of mutual interest to property owners and residents of Forest Beach, thereby encouraging the formulation and advancement of ideas and projects which will inure to the general benefit of the community.
- Provide a vehicle for expressing opinions and objectives to public authorities.
- Cooperate with other property owners and civic associations in achieving common goals.
- Receive title to, improve and maintain such property as is dedicated to the public use of the community. To supply certain common services to its members and assess and collect assessments as approved by the Board of Directors.
- Perform Architectural Reviews and administer the restrictive deed covenants as applicable for the Associations' members:

### ARTICLE II MEMBERSHIP

**Eligibility for Membership & Classifications**  
Any person or entity owning property within a Forest Beach Subdivision (North, South or Central) is a member of the Association. In the case of in-common owners of property, all of the co-owners or joint owners shall qualify for membership in the Association. Owners of multi-family developments may elect to hold membership as a single entity. Any person or entity residing within, or conducting business within but not owning

property in, Forest Beach may become a member of the Association upon application and acceptance by the Board of Directors. A corporation or other entity, that is not an individual, owning property or becoming a member of the Association, shall designate a member of its organization to represent said organization for all matters related to Forest Beach Association activities.

#### **Applicable Annual Dues**

All eligible members within Forest Beach shall be assessed an Annual Dues amount equal to the current dues schedule as set by the Board of Directors.

In order to vote on any Association business, hold office or be a member of the Board of Directors, an individual must pay the applicable current annual dues. In addition, all subsequent dues for the term(s) of office in the case of Officers and Directors must also be paid when due to remain a member of the Board of Directors.

Each person or entity eligible to be a member of the Association under Article II, Section 1b above must pay the same annual dues as a member who owns property in Forest Beach. Said person or entity will not be eligible to vote until such dues have been paid.

#### **Voting Rights**

Only those members who have paid their annual dues in full at least three (3) banking days prior to the announced time of any meeting shall be classified as voting members and may cast a vote on any Association business.

All members who have not paid their current Annual Dues within the timeframe applicable will be classified as Non-voting Members. Non-voting Members may attend all Association meetings but may not make any motions, cast any votes or be nominated for any office or directors position within the Association.

Each voting member is entitled to cast one (1) vote on each item submitted to the membership for a vote. In the case of Condo Associations as described in Article II, Section 1.a., if each condo owner pays their Annual Dues as an individual property owner, the member is entitled to cast one (1) vote for each eligible voting member for each item submitted to the Membership for a vote. If the Condo Association pays their Annual Dues as a single group, they shall be entitled to cast one (1) vote for the group and no individual votes may be cast. In such cases the entity shall designate the

voting representative as outlined in Article II, Section 1c above.

Each voting member whose membership is based upon Article II, Section 1.b. above, shall be entitled to cast one (1) vote upon each matter submitted to the membership for a vote.

#### **Annual Dues**

The Annual Dues shall be determined by the Board of Directors. The Board of Directors shall review the dues schedule and make any adjustments for the next year on an annual basis prior to the Annual Meeting date.

Annual Dues are due on the first day of January of each year.

There will be no proration of dues for any reason.

#### **Architectural Review Fees and Compliance Deposits**

The Board of Directors shall set the fees to be charged for the services of architectural review provided by the Association along with the applicable compliance deposits required.

The Board shall periodically, but not less than yearly, review such fee schedules and adopt them for use by the Association.

Every property within the Forest Beach Subdivisions is subject to certain deed covenants and restrictions. The Association provides the architectural review services for such covenant restrictions and every property owner, whether a voting or non-voting member is subject to such covenants and restrictions.

Each person or entity undertaking any addition, change or modification to their property as defined by the applicable deed covenants is required to submit to the Association an application for review along with the applicable review fee and compliance deposit.

The Association shall administer the architectural review process in accordance with the applicable deed covenants and shall approve or disapprove any project on its own merits based upon the information submitted with the application.

### ARTICLE III MEMBERSHIP MEETINGS

#### **Annual Meeting of Membership**

The annual meeting shall be held in October of each year on a day and date determined by the Board of Directors. At such meeting the election of Directors for the next calendar year shall be conducted. There shall also be

conducted at the annual meeting such other business as may then be appropriate.

- b. At least fifteen (15) days before the date set for the annual meeting of the membership, the Association will mail to each member a notice of said meeting setting forth the date, time and location of the meeting along with a tentative agenda. Said notice may take any form as determined by the Board of Directors.

## 2. Any Special Meetings

Special meetings of the Membership may be called by the Board of Directors, or shall be called by the Secretary on the petition of twenty-five (25) voting members of the Association stating the items of business which such members desire to submit for consideration of the membership. In the event such special meeting is called by petition, all costs associated with the notice to membership shall be borne in full by the members petitioning such meeting and must be paid in advance by certified funds to the Association before any meeting date is set and any notice of said meeting shall be given.

Once the applicable fees have been received by the Association, written notice shall be given the membership of the special meeting to include the date, time and location of the meeting and an agenda of the business to be submitted to the membership.

Notice of the special meeting shall be mailed at least fifteen (15) days in advance of the meeting date. The Board of Directors may not defer the holding of a special meeting by the membership for more than thirty (30) days after the petition and payment for mailing fees have been received by the Secretary.

## 3. Board of Directors Meetings

- a. Notice of any regularly scheduled meetings of the Board of Directors shall be given to the membership at the annual meeting.
- b. The Association shall provide electronic notification (email) to those members who provide a valid email address for receiving emails from the Association's email service.

## 4. Quorum

- a. The presence at any meeting of the membership, in person or by proxy, of at least 25 members of the Association, shall constitute a quorum.

## 5. Membership Voting

Each voting member in good standing shall be entitled to cast as many votes as he is qualified to cast for himself and for persons for whom he holds a proxy on each matter submitted to the membership, including any Directorship to be filled at the meeting, provided that no vote may be cast by any member whose membership

dues and assessments have not been paid in full. Voting for the election of Directors shall be by written, unsigned ballot, unless such procedure is waived by unanimous consent of the members voting in such election.

In the event of a tie vote which is material to the election of any Director, the balloting shall continue between two or more candidates for which the tie vote was cast until the tie shall be broken.

A vote of a majority of the voting members present to be cast at a meeting of the membership shall be the vote of the membership.

## ARTICLE IV BOARD OF DIRECTORS

### Number and Term

The Association shall be managed by a Board of Directors composed of seven (7) members, of which one (1) member shall be the President of the Association, one (1) member shall be the Vice-President and one (1) member shall be the Secretary/Treasurer. Directors shall be elected at the annual meeting of the membership for a term of four (4) years on a rotating basis with no more than two (2) positions being elected in any one (1) year.

The newly elected Board of Directors shall elect from among themselves the Officers for the upcoming fiscal year.

All Directors shall be property owners within Forest Beach. A Director representing a non-individual ownership is exempt from this provision.

### Meetings

The Board of Directors shall meet monthly, except the month in which the Annual Membership meeting is held, on a date and time, and at a location to be established by the Board of Directors. Such meeting dates shall be announced to the Membership at the Annual Meeting for the upcoming year. Additionally, the Board of Directors may announce the regular meetings via an electronic (email) media to the membership on a monthly basis.

The President of the Association shall serve as the Chairman of such meetings and the Secretary/Treasurer of the Association shall record the minutes. In the absence of either or both Officers, the Vice-President shall serve in such capacity or capacities.

### Quorum

Four (4) members of the Board of Directors, whether present in person or by proxy, shall constitute a quorum for conducting business, but a lesser number may adjourn or recess a meeting for a period not in excess of two (2) weeks.

The vote of a majority of the Directors of the Association, whether in person or by proxy, shall be the vote of the Board of Directors.

### Vacancy

Should any vacancy occur on the Board of Directors

for any reason other than the normal expiration of the term, the remaining Directors may elect a voting member in good standing to fill such vacancy until the next annual meeting of the membership at which time an election shall be held to fill the remaining unexpired term, if any, of the vacated position.

### Records

The Secretary/Treasurer shall keep a written record of the minutes of all meetings of the Board of Directors showing (a) the names of the Directors present; (b) resolutions passed; (c) other matters discussed. Such records shall be made available for inspection by any voting member in good standing of the Association making such a request.

### Budget

Not later than September 1st of each year, the Board of Directors shall prepare and approve a proposed budget for the next calendar year, to be submitted to the membership at the October Annual Meeting.

### Attendance

During each calendar year, a member of the Board of Directors shall be required to attend at least two-thirds of all Board meetings, Annual and Special. A Director who fails to do so may be removed from office upon an affirmative vote of the majority of the full Board of Directors.

The President may excuse a Board member from attendance if contacted prior to any scheduled meeting and a proxy vote having been given by the Board member being excused to another Director or the President who will be in attendance at the meeting being missed.

## ARTICLE V OFFICERS

### Number and Title

There shall be at least three (3) Officers of the Association: a President, a Vice-President and a Secretary/Treasurer. The President and Vice-President may not serve in such capacity for more than three (3) consecutive terms; no such limitation shall apply to the Secretary/Treasurer. All Officers shall be property owners in Forest Beach.

### Election and Term

Officers shall be elected by the Board of Directors for a one (1) year term at the first meeting after the Annual Meeting in which the new Board has been elected. All newly elected Directors and Officers must begin attending meetings immediately after their election.

All terms begin on January 1st of each year.

*continued...*

## FBOA Directors Listing

Jack Daly, President  
4 Myrtle LN - '10

Sherry Herndon, Vice President  
77 Forest Gardens - '10

Debbie Urato, Secretary/Treasurer  
13 Park RD - '09

Eleanor O'Key  
6 Egret ST - '10

Johnnie Lee Witt  
32 Mallard ST - '09

Julio Picasso  
'11

Myra Poplin  
1 Egret ST - '09

Doug Felten  
17 Bittern ST - '09

Chuck Nelson  
31 S. Forest Beach DR #37 - '09

Dr. Gabe Fornari, Past President

John Snodgrass, Executive Director  
(C) 843-684-1101 (O) 785-5565  
Email: fbassn@aol.com

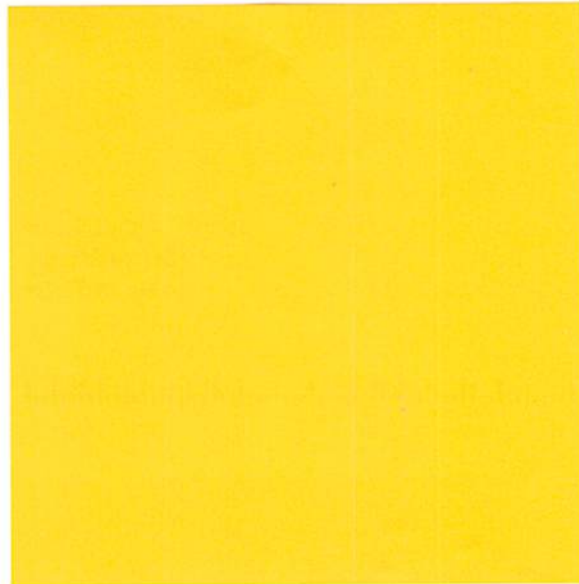
## Forest Beach Owners Association, Inc.

6 Lagoon Road, Suite 5, Roller Building

P.O. Box 6442

Hilton Head Island, SC 29938

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## BY LAWS *continued...*

### Vacancy

Should any officer vacate the office for any reason during his/her term, the Board of Directors may elect any voting member in good standing of the Association to fill the vacancy on the Board and may replace the officer from among the Board Members.

### Authority

The President shall be the Chief Executive Officer of the Association and, if present, shall preside at all meetings of the Directors and of the Membership. All Officers shall have such authorities as are normally associated with their offices and such further authority as shall be assigned to them by the Board. In the absence of the President or the Secretary/Treasurer, the Vice-President shall exercise the authority of such office. The Board of Directors shall, at its sole discretion, assign the duties of Architectural Review, Covenant Enforcement and any other duties required of the Board, to any Director or administrator for completion as needed.

### ARTICLE VI DIRECTORS - NOMINATION PROCEDURES

At least thirty (30) days prior to the Annual meeting of the membership, the Board of Directors shall appoint a nomination

committee, consisting of three (3) voting members of the Association, only one (1) of whom shall be currently serving as a Director of the Association. This nominating committee shall nominate candidates for election to the Board of Directors at the Annual Membership meeting. Nominations may also be made from the floor by any voting member in good standing at the time of the meeting.

### ARTICLE VII AMENDMENT OF BY LAWS

Any member in good standing of the Association may propose, in writing, an amendment to the By Laws of the Association for consideration by the Board of Directors. If a majority of the Board of Directors approves the amendment, it shall be presented at the next Annual Meeting of the membership and shall become effective, on January 1st of the next year, if approved by a two-thirds of the votes cast, whether in person or by proxy, at such meeting. No amendment may be undertaken at a meeting unless the notice of such meeting sets forth the amendment to be considered.

### ARTICLE VIII AMENDMENT OF THE CONSTITUTION: DISSOLUTION

The procedure stated in Article VII for the amendment to the By Laws shall apply to the amendment of the Constitution of the

Association and dissolution of the Association.

### ARTICLE IX GENERAL

All meetings of the membership and of the Board of Directors shall be conducted in accordance with Roberts Rules of Order Revised.

All notices provided for herein, except where otherwise permitted, shall be sent by United States mail, postage pre-paid, to the last known address of each member based upon ownership information received from the Beaufort County Property Tax Database. Form, manner or giving of any such notice may be waived by the person entitled thereto.

Legal documents shall be executed by the President and Secretary/Treasurer of the Association after approval by the Board of Directors. In the event that the President is unavailable or otherwise unable to execute the document, the Vice-President may execute the document in his place.

No more than \$150.00 may be expended for a single unbudgeted item, without the approval of the Board of Directors.

Adopted: July 13, 2009

*We have undertaken the task of revising our Constitution and By Laws as few updates have been made since our inception in the 1970's. We have printed the full proposed documents in this Newsletter and our Annual Meeting this year will focus on the ratification of these documents by the membership.*