

**PROPOSED AMENDMENT TO SIPOA BYLAWS §7.6 – NOMINATING COMMITTEE**  
**Adopted by the SIPOA Board of Directors 12/19/16**

§7.6 **NOMINATING COMMITTEE.** The Nominating Committee shall consist of five (5) natural persons who would be eligible to serve as a Director as specified in §5.1 (considering applicable qualifications and limitations), four (4) of whom shall be elected at the Annual Meeting of Property Owners as provided herein. The fifth member of the Committee, who shall serve as the chairperson, shall be appointed by the President from among the non-officer Directors. A quorum of the Nominating Committee shall consist of at least 80% of the elected and appointed members of the committee then holding office. The chairperson shall be entitled to vote to break or make ties in matters voted upon by the elected members of the Nominating Committee. At the Annual Meeting of Property Owners held immediately following the adoption of these amendments, the Property Owners will elect two (2) Nominating Committee members to serve for one (1) year terms and two (2) Nominating Committee members to serve for two (2) year terms. Each year thereafter, two (2) members of the Nominating Committee shall be elected at the Annual Meeting of Property Owners for terms of two (2) years. Nominating Committee members shall serve until their successors have been elected. A Property Owner (or Property Owner's spouse or Declared Domestic Partner, or holders of an equitable or beneficial interest in Property owned by an Entity that is a Property Owner in Good Standing) may not be nominated for or serve on the Nominating Committee for more than one (1) consecutive term, in addition to filling the unexpired term of a Nominating Committee member who has resigned or otherwise become ineligible to serve. A Property Owner (or Property Owner's spouse or Declared Domestic Partner, or holders of an equitable or beneficial interest in Property owned by an Entity that is a Property Owner in Good Standing) who has served on the Nominating Committee will be eligible for election to the Nominating Committee provided at least three (3) years intervene between the expiration of his or her prior term and the commencement of a new term. The names of the Nominating Committee members shall be posted in SIPOA's office and on its website within a reasonable time after their election. The name of the Nominating Committee chairperson shall be posted in SIPOA's office and on its website promptly after his or her appointment. The Board must inform the Nominating Committee of the number of Directors to be elected and the group year of such number. The group year is the year in which the term of the Director expires.

The principal responsibilities of the Nominating Committee are to actively and affirmatively recruit and select qualified candidates for the Board and Nominating Committee. The Nominating Committee shall welcome and consider all applicants for the Board and Nominating Committee who are interested in sharing their skills, views and energies by participating in SIPOA's governance. The Nominating Committee may enlist the Board's assistance in identifying and recruiting prospective Board and Nominating Committee candidates, including from among the membership of the committees chaired by Board members. The Nominating Committee shall prepare guidelines for the selection of candidates for the Board's approval which shall include the following: (i) candidates shall satisfy the qualifications as set forth in the first paragraph of this §7.6, (ii) candidates should have demonstrated leadership and the ability to work with others, (iii) candidates should have the willingness and ability to commit the required time in the discharge of Board and committee duties; (iv) candidates should have an understanding that all Board members are required to serve in the best interest of all Property Owners; and preferably, for Board and

Committee work, candidates should be familiar with and able to use electronic document creation and management tools, including Microsoft Office, Dropbox, and Adobe (PDF), electronic communication tools such as email, text, and social media, and mobile technologies. ~~—and, preferably, candidates should use e-mail and be able to use MSWord and Excel documents since most Board and Committee activities between meetings are conducted through those means.~~ The Nominating Committee guidelines shall be published on the SIPOA website and as otherwise deemed appropriate by the Nominating Committee. To determine whether potential candidates meet the required and desired criteria, the Nominating Committee should, among other things, review the candidates' experiences at Seabrook Island, such as prior experience on committees, community involvement and volunteer service, as well as prior professional experience. The Nominating Committee should also consider specific needs of the Board (e.g., finance, legal, engineering or information technology).

The Nominating Committee shall make as many nominations for election to the Board and the Nominating Committee as it shall, in its discretion determine, but not less than the number of positions that are to be filled.

Property Owners may submit the names of candidates for the Board and for the elected positions on the Nominating Committee, which names must be received by the Nominating Committee no later than October 1 of each year. At least one hundred and twenty (120) days prior to the Annual Meeting of Property Owners, each nominee shall complete and submit to the Nominating Committee a fully-completed nominee form proposed by the Nominating Committee and approved by the Board, which nominee form shall include such biographical and other information as the Nominating Committee and Board determine appropriate. The names of the nominees for the Board and Nominating Committee positions for the ensuing year shall be delivered by the Committee to the Secretary, who shall post the nominees in SIPOA's principal office and on its website at least sixty (60) days before the Annual Meeting of Property Owners. Thereafter, additional nominations for the Board and the Nominating Committee may be made by written petition signed by fifty (50) or more Property Owners in Good Standing. The signatures on such petitions of (i) more than one Property Owner of a Property owned by more than one natural person or (ii) more than one individual with an ownership interest in an Entity that owns a Property, shall be considered as a single signature. It shall be sufficient for all such petitions to be signed by: (i) only one Property Owner of a Property owned by more than one natural person; or (ii) a single natural person holding an equitable or beneficial interest in Property owned by an Entity. Such nominations must be delivered in writing to the Secretary within thirty (30) days after the Secretary has posted the names of the nominees as set forth above. The names of the nominees and the names of any additional persons nominated by petition, together with completed nominee form and a form of proxy, shall be mailed or transmitted electronically by the Secretary to Property Owners at least thirty (30) days prior to the Annual Meeting. No person shall be nominated for election to the Board or Nominating Committee except in accordance with this section.

The Nominating Committee will assist Board and Nominating Committee candidates to develop biographical and position statements about Seabrook Island topics and plans in conformance with a standardized format and size adopted by the Nominating Committee. Candidates for the Board should have photographs taken for publication to Property Owners.