Litchfield Country Club POA, Inc
Annual General Membership Meeting Minutes
January 10, 2026

The Annual Meeting of the Members of the Litchfield Country Club Property Owners Association, Inc., was held on January 10, 2026 at the Club House at Litchfield Country Club, Pawleys Island, S. C.

Directors Present: Ken Fetzner, Jerry Oakley, Bill Ringer, Grant Anglemyer, Margaret Lamb and Trish Mulligan. Board Member Caitlyn Greem was not present.

The meeting was called to order by President Oakley, at 10:30 AM. Upon request of the President, Secretary Anglemyer verified that a quorum of members, either in person or represented by proxy, was present.

Upon request of The President, Secretary Anglemyer verified that required notice of this meeting had been given to the membership.

Upon presentation of the minutes from the January 18, 2025, General Membership Meeting, there was a motion from the floor, followed by multiple seconds, to waive reading and approve the minutes as submitted. President Oakley asked for discussion, and hearing none called the question. Those in favor of the motion were asked to signify by saying AYE, and then any opposed were asked to signify by saying NAY. No opposition was heard. The President advised that those members represented by proxy would vote in favor of the motion. Motion carried by unanimous vote.

The President introduced Grant Anglemyer, Chair of the Nominating Committee.

Committee Chair Anglemyer stated for the record that the nominating committee consisted of himself, Ken Fetzner, and Brad Carver.

Committee Chair Anglemyer further advised that 2 directors will be elected for 3 year terms ending December 31, 2028. Those 2 directors whose terms are expiring are the positions currently held by Trish Mulligan and Jerry Oakley. Committee Chair Anglemyer stated that both had consented to their names being placed in nomination and indicated their willingness to continue to serve if reelected, and that the nominating committee would place those 2 names in nomination for election to the 2 positions for terms ending December 31, 2028.

Committee Chair Anglemyer placed Trish Mulligan in nomination for director position number 1, and Jerry Oakley in nomination for Director Position number 2, then asked if there were any further nominations. Hearing none, Committee Chair Anglemyer asked if there was a motion to close the nominations and declare Mulligan and Oakley elected. A motion to that effect was heard from the floor, along with multiple seconds. Committee Chair Anglemyer asked if there was discussion, and hearing none called the question. Those in favor of the motion were asked to say AYE, then any opposed asked to say NAY. No opposition was heard. Committee Chair Anglemyer advised that members represented by proxy would vote in favor of the motion. Motion passed unanimously.

President Oakley presented for consideration a proposed amendment to the corporate bylaws, in particular revising Article VII to provide for the use of electronic payment systems. After questions and discussion, there was a motion, and multiple seconds, from the floor to approve the proposed revision to the bylaws in accord with the draft sent to the members along with the 2026 meeting notice. A copy will be appended to these minutes. President Oakley called the question and asked for those in favor to signify by saying AYE and advised that members represented today by proxy will vote I favor of the motion, any opposed were asked to signify by saying NO. No opposition was heard and the motion declared approved unanimously.

President Oakley proceeded to the introduction of guests.

First was Captain Chuck Weaver of GCSO, who advised that his office was again now located in the Litchfield office and that he would be the officer overseeing the Litchfield area. Captain Weaver provided useful information about GCSO operations, advice about "staying safe" and crime deterrence, and answered multiple questions from the floor.

Chief Brent McLellan, Chief of Midway Fire Rescue was introduced. Chief McLellan provided useful information about the operations of MFR and answered several questions from the floor. Of particular interest were the CPR training classes offered by MFR and the offer by MFR to install and/or inspect residential smoke alarms, and information on how to use the new Community Connect Program.

President Oakley introduced Jodi Cotten, Food and Beverage Manaher of the LCC Clubhouse. Ms, Cotton advised of some of the plans for 2026.

At the end of the discussions, President Oakley asked if there was any additional business from the floor. Hearing none, The President asked for a motion to adjourn. A motion to that effect, and a second, was heard from the floor. Absent any opposition, The President declared the meeting adjourned at 11:21 AM.

Respectfully submitted,
Grant Anglemyer, Secretary

This document is, of course, DRAFT MINUTES, which will be submitted for approval at the Annual General Membership meeting to be held on a Saturday to be determined in January 2027.

Appended below is draft of proposed amendment to bylaws…..

Proposed Amendment to the Bylaws of

Litchfield Country Club Property Owners Association Inc

Before the Annual General Membership Meeting

January 10 , 2026

Approval is sought to amend the ByLaws as follows:

Delete and remove existing ARTICLE VII below in its entirety.

ARTICLE VII

Finances

1. The fiscal year of the corporation shall be the calendar year unless decided otherwise by the Board of Directors.

2. All monies of the Corporation shall be deposited in the name of the Corporation in such FDIC insured bank or banks as the Board of Directors may designate. By resolution, the Board of Directors shall designate from its membership those who may sign and authorize the withdrawal of monies, by check or other instrument, but any such check or other withdrawal device or instrument, if greater than $500.00, shall bear the signature(s) of two (2) of those so authorized.

Insert, in place of the above deleted and removed ARTICLE VII, the revised ARTICLE VII as below:

ARTICLE VII

Finances

1. The fiscal year of the corporation shall be the calendar year unless decided otherwise by the Board of Directors.

2. All monies of the Corporation shall be deposited in the name of the Corporation in such FDIC insured bank or banks as the Board of Directors may designate. By resolution, the Board of Directors shall designate from its membership those who may authorize the withdrawal of monies, by check, other instrument, or by other withdrawal device or instrument such as electronic payment systems.

BY-LAWS

LITCHFIELD COUNTRY CLUB PROPERTY OWNERS ASSOCIATION, Inc.

(A South Carolina Public Benefit Corporation)

As adopted by The General Membership January 10, 2026

ARTICLE I

Offices

1. The home office shall be in Georgetown County, South Carolina, or at such other place as may be determined by the Board of Directors from time to time.

ARTICLE II

Nature of Business

1. The Corporation will engage in such business activities as are authorized by its charter.

ARTICLE III

Membership

1. General Membership shall be available to every adult member of each family which holds title to a residential lot situated within the Litchfield Country Club boundaries. However, there shall be only 1 vote allowed per family residence.

2. The Annual Meeting of the General Membership shall be held at the Litchfield Country Club Club house, or at some other convenient location as may be decided by the Board of Directors, and shall be convened annually on a Saturday in January and at a time decided by the President.

3. Special meetings of the General Membership may be called at any time by resolution of the Board of Directors. Upon submission of a written request signed by more than 10% of the General Membership, the Board of Directors shall call a meeting of the General Membership to be held within 30 days at a convenient place and time.

4. Notice of any meeting of the General Membership shall be given at least 7 days in advance of such meeting.

5. At any meeting of the General Membership, at least 10% of the General Membership present in person or represented by proxy. shall constitute a quorum for the conduct of business. Any question that may come before such meeting shall be decided by a simple majority of the quorum present.

6. To be valid, proxies shall be in writing, dated and signed by the member represented, and shall state affirmatively the specific time period in which the proxy is in effect.

7. The order of business at an Annual Meeting, and at any special meeting of the General Membership, shall first be a call to order, next followed by a determination of quorum, a statement by the presiding officer that required notice has been given, submission and disposal of any unapproved general membership meeting minutes, election of directors, and thereafter an agenda as prepared by the President.

8. For any purposes within these ByLaws where the ByLaws call for a signature, or that an instrument or document be signed, an "electronic or electronically transmitted signature" as defined by the Board of Directors shall satisfy the signature or signed requirement

ARTICLE IV

Membership Dues

1. General Members shall be assessed dues annually in such amounts as may be decided by the Board of Directors.

2. The Board of Directors shall determine the schedule for assessing dues and payment of dues. Dues not timely paid shall result in cancellation and forfeiture of membership as may be determined by the Board of Directors.

ARTICLE V

Directors

1. The business and property of the corporation shall be managed by a Board of Directors, consisting of no fewer than 7 nor more than 9 members. Directors shall be elected by the General Membership at the Annual Meeting. Directors shall be elected for a term of two (2) years, or three (3) years to provide for staggered terms. The Board of Directors shall establish a regimen to facilitate the intent of this provision which is to avoid an inordinate numbers of director terms ending in the same year. In any event, directors shall serve until a successor director is qualified and elected. The Board of Directors, by majority vote, may, but shall not be required to, replace any director who resigns or is unable to serve. Any director so elected shall serve for the remainder of the unexpired term of the director replaced.

Prior to each annual meeting of the General Membership, the Board of Directors shall determine the number of directors to be elected in order to conform to this paragraph. The Board of Directors shall then appoint a Nominating

Committee consisting of thee (3) persons, two (2) of which shall then be directors and one (1) shall be a general member. The Nominating Committee shall prepare and present to the Annual General Membership Meeting, a list of nominees which number shall be equal to or greater than the number of directors to be elected. Nominations may also be made from the floor at the Annual General Membership Meeting.

2. Regular meetings of the Board of Directors shall be held monthly or as otherwise set forth by the Board of Directors, at a time and place convenient for the directors. Special or Called meetings may be convened at any time upon the call of the President or a majority of the directors serving at the time.

3. Reasonable notice to all directors for all meetings shall be given by the President or his designee. A director attending any meeting shall by his presence be deemed to have waived any requirement of notice with respect to the subject meeting.

4. A majority of directors in office at the time shall constitute a quorum for purposes of conducting business at any meeting. A majority of such quorum shall decide any question which may come before the meeting.

5. The order of business for a meeting of directors shall first be a call to order by the presiding officer, next followed by a determination of quorum and submission and disposal of any unapproved minutes, next followed by an agenda prepared by the President or other presiding officer.

ARTICLE VI

Officers

1. The officers of the corporation shall include a President, a Vice-President, a Secretary and a Treasurer, who shall be elected by the Board of Directors annually at its February meeting, and who shall serve for one year or until their respective successors have been qualified and elected. All officers shall serve at the convenience of the Board of Directors and may be removed and replaced by the Board of Directors at any time by a three-fourths majority vote of the number of directors holding office at the time. The Board of Directors may elect a replacement officer by simple majority vote of the quorum present at any meeting of the Board of Directors.

2. The President shall preside at all meetings of the General Membership and of the Board of Directors. The President shall generally supervise all the affairs and activities of the corporation, shall sign or countersign all certificates, contracts or other instruments which obligate the corporation, as may be authorized by the Board of Directors. The President shall report to the Board of Directors, and shall perform all the other duties incident to the office and/or which may be properly delegated to him/her by the Board of Directors.

3. The Vice-President shall perform the duties of the President in the absence of the President, and shall act for the President when so requested.

4. The Secretary shall record and draft minutes of meetings, shall have charge of the corporate seal and records, and provide administrative assistance to the President.

5. The Treasurer shall maintain the financial records of the corporation, administer the billing and collection of member dues and other monies which may flow to the corporation, administer the payment of corporate obligations, have custody of all the monies and securities of the Corporation, shall sign with the President such instruments as may require their signatures, and such other functions as are incident to the office.

ARTICLE VII

Finances

1. The fiscal year of the corporation shall be the calendar year unless decided otherwise by the Board of Directors.

2. All monies of the Corporation shall be deposited in the name of the Corporation in such FDIC insured bank or banks as the Board of Directors may designate. By resolution, the Board of Directors shall designate from its membership those who may authorize the withdrawal of monies, by check, other instrument, or by other withdrawal device or instrument such as electronic payment systems.

ARTICLE VIII

Seal

1. The corporate seal shall consist of two (2) concentric circles, between which is the name of the Corporation, and in the center, shall be inscribed "Corporate Seal", and such seal as impressed on the margin of the initial first adopted By-Laws shall be deemed to be the Seal of the Corporation.

ARTICLE IX

Amendments

1. These By-Laws may be rescinded or repealed, in whole or in part, or altered, or modified, or amended by majority vote of the quorum present at any meeting of the General Membership where such proposed action was noticed or announced in the call or notice of the meeting.

ARTICLE X

Committees

1. The President shall establish and constitute committees as he deems necessary for the conduct of the business and activities of the Corporation, and appoint members there to, upon the advice and consent of the Board of Directors.

ARTICLE XI

Audit

1. The Corporation shall engage the services of a Certified Public Accountant familiar with the workings of a "nonprofit" Public Benefit Corporation who shall annually review the corporation's books of account and other relevant records, prepare and timely file tax returns as required by law, and deliver a report to the Board of Directors concerning the corporation finances.

ARTICLE XII

Supersedes

1. Adoption and approval of the instant By-Laws under date of January 20, 2018, shall completely, in their entirety, rescind, repeal, replace, nullify, void, revoke, abolish and cancel all iterations or versions of By-Laws which have previously been adopted by or approved by the Corporation.

ARTICLE XIII

Indemnification

1. The Corporation shall indemnify any person who is or was a party to any claim, suit, proceeding or liability by reason that he or she is or was a Director or Officer of the Corporation (or Association), or was a member, who was performing duties on behalf of the Corporation (or Association) under the auspices of the Board of Directors. No Officer or Director of the Corporation (or Association) shall be liable for the acts or omissions, neglects or defaults of any other Officer or Director or Member, or for any loss or damage sustained by the Corporation (or Association), provided that any such liability was not the result of his or her own willful mindful gross negligence. The Board of Directors shall always maintain "Directors and Officers" liability insurance providing for a minimum of $1 million coverage.

End 01/25/2020 By Laws