



**WHEREAS**, Article XII of the By-Laws of DeBordieu Colony Community Association, Inc. (the “Association”) provides as follows:

*“Indemnification of Directors and Officers*

**Section 1. Good Faith Conduct.** The Association shall indemnify any individual who is made a party to a proceeding because he/she is or was a Director or Officer of the Association against liability incurred in the proceeding if such Director or Officer conducted himself in good faith and he reasonably believed: (1) in the case of conduct in his official capacity with the Association that his conduct was in its best interests, and (2) in all other cases that his conduct was at least not opposed to its best interest and, in the case of a criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. The conduct of an Officer or Director with respect to an employee benefit plan for a purpose he reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of this section.

**Section 2. Improper Benefit.** The Association will not indemnify a Director or Officer in connection with a proceeding in which the Director or Officer was adjudged liable to the Association or in connection with any other proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he was adjudged liable on the basis that personal benefit was improperly received by him.

**Section 3. Expense Limit.** Indemnification permitted under this By-Law in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

**Section 4. Statutory Limitations.** The provisions of this By-Law shall not be construed to exceed the statutory limitations on indemnification of Officers and Directors imposed on corporations in South Carolina.

**Section 5. Insurance.** Notwithstanding the foregoing provisions of this Article XII, the Association may arrange for liability insurance and errors and omission insurance to protect the Officers and Directors and/or other employees of the Association, as well as Board and Committee Members.”

**WHEREAS**, Article VIII, section 1(a) of the By-laws of the Association provides in part as follows:

*“Board of Directors*

**Section 1. General Powers.** The affairs of the Association shall be managed by its Board of Directors.

(a)The Board of Directors shall have full authority to take any and all actions with respect to affairs of the Association except for such actions as may be specifically reserved to Members of the Association by these By-Laws, the Articles of Incorporation, or the laws of the State of South Carolina....”

**WHEREAS**, the Board of Directors (the “Board”) of the Association deems it to be in the best interest of the Association for the indemnification provided by the Association to its Officers and directors under Article XII of the By-Laws be extended to Community Members serving on standing Committees established by the By-Laws, to Community Members serving on ad-hoc committees or any other committees as established by the Board or by the President of the Association, and to the Association’s General Manager, the Chief of Security and the Architectural Review Board Administrator.

**NOW, THEREFORE**, it is

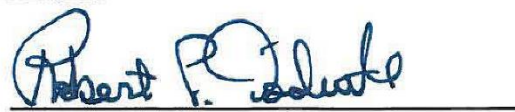
**RESOLVED**, that the Association shall indemnify Community Members serving on Standing Committees established by the By-Laws and Community Members serving on ad-hoc committees or any other committees as established by the Board or by the President of the Association, and to the Association’s General Manager, the Chief of Security and the Architectural Review Board Administrator, such indemnification to be upon the same terms and conditions as provided for Officers and Directors in Article XII of the By-Laws of the Association.

**RESOLVED**, that this Resolution and the indemnification provided hereby shall be effective as of the date and time it is passed by the Board.

Adopted by a majority vote in open meeting of the DCCA Board of the Directors, this 19<sup>th</sup> day of March, 2011.

  
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President

Attest:

  
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Secretary