

WEDGEFIELD PLANTATION ASSOCIATION BYLAWS 6/13/25

ARTICLE I – PURPOSE

Section 1: These are the By-Laws of the Wedgefield Plantation Association, hereinafter referred to as The Association, a non-profit corporation existing under the laws of the State of South Carolina, which has been organized for the purpose of preserving the natural setting and beauty of the Development, of establishing and preserving a harmonious and aesthetically pleasing design for the Development, and of conducting the affairs of the Plantation for the benefit of the property owners in a manner which will maintain the high standards of the Wedgefield Plantation Subdivision within Georgetown County, South Carolina. This includes enforcing the Covenants of the subdivision and these By-Laws, the maintenance of the Association's property, if any, and the acquisition of property.

ARTICLE II – OFFICES

Section 1: The office of The Association shall be located at Wedgefield Plantation, Georgetown, South Carolina, or at such other place or places as the Board of Directors may from time to time designate.

ARTICLE III – SEAL

Section 1: The seal of the corporation known, as Wedgefield Plantation Association shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed, "SEAL".

ARTICLE IV – MEMBERSHIP

Section 1: Classes: The Association shall have only one class of membership. Membership shall be limited to lot owners or condominium ~~apartment~~ owners (owners can be persons or entities) within the subdivision.

Section 2: Membership: Every person or entity who is an owner of any lot or condominium ~~apartment, which~~ is subjected by these By-Laws to assessment; ~~and~~ shall be a member of The Association. Membership ~~shall commence~~ **commencing** at the time of legal acquisition of the property. Membership shall be appurtenant to and may not be separated from ownership of any lot or condominium ~~apartment, which is~~ subject to assessment.

Section 3: Voting Rights: On matters submitted to a vote of the membership, members in good standing, who have officially registered with The Association by providing the name and address of the legal owner/s of the property, shall be entitled to one vote for each lot or condominium apartment owned. Members in arrears in payment of their yearly assessment within ten (10) days prior to the Annual Meeting are not in good standing and shall not be entitled to vote. In the event a lot or condominium apartment is owned by two or more persons or entities, then the vote attributable to such lot or condominium apartment shall be exercised as the owners mutually determine, but in no event shall more than one vote be cast with respect to any such lot or condominium apartment. The vote cast shall represent the vote of all the owners of that lot or condominium apartment.

Section 4: Change of Ownership: Change of ownership in Wedgefield Plantation Association shall be established by recording in the Public Records of Georgetown County, South Carolina, a deed or other instrument conveying record fee title to any lot or residence. The owner designated by such instrument shall, by his/her acceptance of such instrument, become a member of The Association, and the membership of the prior owner shall be terminated. The interest, if any, of a member in the funds and assets of The Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his real property. Membership in The Association by all owners shall be compulsory and shall continue, as to each owner, until such time as such owner transfers or conveys of record his/her interest in the real property upon which his/her membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee.

ARTICLE V – ASSESSMENTS AND PENALTIES

Section 1: Annual Assessments: The Board of Directors may determine from time to time the annual assessment due and payable to The Association by members. All lots, whether improved or unimproved, and all condominiums apartments shall be subject to the same annual assessment.

Section 2: Individual Assessments: In addition, individual assessments may be levied by the Board. These relate to architectural review fees, lot maintenance, or any costs incurred, by The Association, in an effort to keep lots up to standards set in these By-Laws and in the deed “Conditions, Covenants and Restrictions.

Section 3: Non-members: Nothing contained herein shall prevent The Association from establishing such rules, regulations, and fees as it may deem proper for the use by non-members of any facilities owned, leased, or controlled by The Association.

Section 4. Use of Assessment Revenues: The funds derived from assessments shall be used for the payment of common area maintenance expenses of the subdivision and for any other purpose necessary or desirable in the opinion of the Board of Directors for the general benefit of the subdivision, **provided such payments are for properly approved goods and/or services provided to the Wedgefield Plantation Association.** The judgment of the Board of Directors in the expenditure of said funds shall be final. Provided, however, no assessment funds shall be used for the original construction of subdivision streets, roads, water system, sewer system ~~and~~ or canals. (rev. December 11, 2019)

Section 5: Penalties for Violations of By-Laws, Conditions, Covenants, and Restrictions, and Board Policies: The Board of Directors shall have the right, in addition to any other rights set forth in these By-Laws or in the Covenants, Conditions, and Restrictions, to pursue remedies against an Owner for violations by that Owner or Owner's tenant of the Covenants, Conditions, Restrictions, or By-Laws. Such remedies may include but not be limited to injunctive relief, monetary damages, costs, and reasonable attorneys' fees.

Section 6: Lien: Any unpaid assessments shall, after notice of pendency of an action (Notice of Lis Pendens) has been filed with the Clerk of Court of Georgetown County by The Association, constitute a lien upon the property owned by the member until such assessments are paid in full, and the lien shall run with the land until paid.

Section 7: Foreclosure: The aforesaid assessment shall constitute a lien against the property owned by the member, which lien shall become effective when notice of the pendency of The Association in the office of the Clerk of Court for Georgetown County, South Carolina has been filed. Such notice shall be signed and verified by an officer or agent of The Association prior to its being recorded and no such lien shall be made by The Association unless the assessment remains unpaid for more than thirty (30) days after notice thereof. Any such lien may be foreclosed by The Association in the manner provided by law for the foreclosure of real estate mortgages. The lien shall secure the payment of all assessments as described in said claim of lien and in addition thereto shall secure the payment of subsequent assessments which become due after the filing of the claim and prior to the satisfaction of such lien by foreclosure or otherwise, including interest thereon at the then court approved rate together with all costs and reasonable attorney's fees incurred by The Association incident to the collection of such assessment or the enforcement of such liens. The rights of The Association to foreclose the lien as aforesaid shall be in addition to any other remedy at law or in equity which may be available to it including the right to proceed personally against any delinquent owner for recovery of a judgment "in persona.

ARTICLE VI – WPA MEMBERS MEETINGS

Section 1: Annual Meeting: The Annual Meeting shall be held in the month of November. Annual election of board members shall take place at this meeting.

Section 2: Special Meetings: ~~Special members' meetings shall be held whenever called by the (1) President or (2) Vice President or (3) a majority of the Board of Directors and (4) must be called upon receipt of a written request from one-third (1/3) of the entire eligible voters in good standing.~~

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Special members' meetings shall be held whenever called by one of the following:

1. President
2. Vice President
3. Majority of the Board of Directors
4. Upon receipt of a written request from one-third (1/3) of the entire eligible voters in good standing

Section 3: Notice of Meeting: Notice of annual members' meetings stating the time and place and the object for which the meeting is called shall be given by the President, Vice President or Secretary. Such notice shall be mailed not less than twenty (20) days nor more than fifty days prior to the date of the meeting. Notice of the meeting shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at his address as it appears on the records of The Association with postage thereon prepaid.

Section 4: Annual Meeting Quorum: Except as otherwise provided in these By-Laws, the presence, in person or by proxy, of ~~persons having~~ one-third (1/3) of the total eligible (members in good standing) and authorized votes shall constitute a quorum at any meeting of the owners. The acts approved by a ~~quorum majority of the votes present or represented by proxy, a quorum being present,~~ shall constitute a decision of the members and shall be binding upon the members, except where otherwise provided in these By-Laws. ~~At an adjourned meeting pursuant to Section 5, one-half (1/2) of the number required at a preceding meeting for a quorum shall constitute a quorum.~~

Section 5: Adjourned Meetings: If any meeting of the owner(~~ners~~) cannot be held because a quorum has not been obtained, a ~~the~~ majority of ~~the~~ owners ~~who are~~ present at such meeting, either in person or by proxy, may adjourn the meeting to a time not less than ~~forty-eight (48) hours~~ **2 days** ~~nor more than 30 days~~ from the time the original meeting was scheduled.

Section 6: Informal Action by Board Members: Any action required by law to be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all board members entitled to vote with respect to the subject matter thereof. This section shall apply to situations of time constraint or “emergency” as interpreted by the Board.

Section 7: Proxies: Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid for such period as provided by law unless a shorter period is designated in the proxy and must be filed with the Secretary before the appointed time designated by the Secretary prior to the meeting.

Section 8: Order of Business: The order of business at annual meetings and as far as practical at all other members’ meetings shall be:

- a. Designation or election of a chairman as follows: the chairman of the meeting will be the President of the Board of Directors; if the President is absent, the chairman will be the Vice President; if the President and Vice President are absent, the chairman will be the Secretary; if the President, Vice President and Secretary are absent, the chairman will be the Treasurer; if the President, Vice President, Secretary and Treasurer are absent, then the chairman will be elected.
- b. Calling of the roll, certifying of proxies and verifying a quorum.
- c. Proof of notice.
- d. Reading and disposal of any unapproved minutes.
- e. Reports of officers.

- f. Reports of committees.
- g. Election of inspectors of election.
- h. Election of Directors.
- i. Unfinished business.
- j. New business.
- k. Member speakers**
- l. Adjournment.

ARTICLE VII – BOARD OF DIRECTORS

Section 1: Powers: The property and business of The Association shall be managed by the Board of Directors, which may exercise all corporate powers not specifically prohibited by the South Carolina Statutes, the Articles of Incorporation, or the deed Conditions, Covenants & Restrictions. The powers of the Board shall specifically include, but not be limited to, the following:

- (a) To prepare and approve an annual Budget.
- (b) To levy and collect annual assessments.
- (c) To use and expend the monies collected to acquire, maintain, operate, lease, care for, and preserve the Common Areas, and to administer the affairs of The Association.
- (d) To purchase the necessary equipment required in the maintenance, care, preservation, and business administration referred to above.
- (e) To purchase such insurance as the Board of Directors may deem advisable.
- (f) To employ and compensate such personnel as may be required for the maintenance and preservation of the Common Properties, if any, and of property owned by the Association, if any.
- (g) To employ and compensate such personnel as may be required to man The Association office, provide clerical and administrative functions, and to maintain the financial records of The Association.
- (h) To make reasonable rules and regulations applicable to all owners.

Section 2: Membership: The Board of Directors shall consist of nine (9) members to be chosen exclusively from members of The Association.

Section 3: Election of Directors: Except as otherwise provided herein, election of Directors shall be conducted in the following manner:

- a. Election of Directors** shall be held at the annual ~~member's~~ members' meetings.
- b. Vacancy and Replacement.** If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a

majority of the remaining Directors, though less than a quorum, at a special meeting of Directors held for this purpose, shall choose a successor or successors. The term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members. At that election, the current appointed director would have to be voted into the position by the members to fill the remaining term of the Board member that was replaced. Any person named as successor by the remaining Directors under the provisions hereof shall not be disqualified from election to serve the remaining un-expired portion of the term of such vacated office.

c. Removal. Any Director may be removed from office with or without cause by concurrence of two-thirds of the eligible votes of the entire membership at a special meeting of the members called for that purpose. A special meeting of the members of Wedgefield Plantation Association to remove a member or members of the Board of Directors may be called by written request from one-third (1/3) of the eligible voters in good standing. As required, ~~Notice of the meeting, as required for a meeting shall be given, and the notice shall state~~ stating its purpose of the meeting. No Director shall continue to serve on the board if, ~~during his/her term of office, his/her~~ membership in The Association ~~has been~~ terminated for any reason whatsoever. If any Director fails to pay any annual assessment within thirty (30) days after its due date, or is in violation of any of the ~~Covenants~~ CCR's, By-laws or Policies and fails to remedy the violation within 30 days' written notice by the Board of Directors, he/she shall be removed as a Director and the remaining Directors shall select a successor to serve ~~the unexpired portion of the term of said removed Director~~ until the next annual meeting per Article VII, Section 3, Item B.

Section 4: Resignations: Any Director or officer may resign ~~their~~ office ~~in writing~~ at any time, ~~in writing, which r~~Resignation shall take effect from the time of its receipt by the Secretary of the Association, unless some later time be fixed in the resignation, and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 5: Tenure: The term of each Director's service shall be three years.

Section 6: Organizational Meeting: The first meeting of each Board of Directors newly elected by the members shall be held at such a place and time as shall be fixed by the Directors, and as soon following the Annual Meeting as is practicable, provided a quorum is present. No further notice of the meeting shall be necessary.

Section 7: Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be designated by the Board of Directors. Notice of regular meetings shall be given to each Director personally, ~~by mail or~~ electronically at least three calendar days ~~prior~~ prior to the meeting.

Section 8: Special Board Meetings: Special meetings of the Directors may be called by the

President or must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less than three calendar days² notice of the meeting shall be given personally, ~~or~~ by mail, telephone, ~~or telegraph~~ or electronically, which said notice shall state the time, place, and purpose of the meeting; provided, however, ~~that~~ notice requirement may be waived if signed in writing by two-thirds (2/3) of all board members holding office at that time.

Section 9: Quorum: A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting ~~at which~~ where a quorum is present shall constitute the acts of the Board of Directors as a whole.

Section 10: Adjourned Meetings: If at any meeting of the Board of Directors there ~~are~~ is less than a quorum present, the majority of those present may adjourn the meeting ~~from time to time~~ until a quorum is present. At any adjourned meeting, any business which may have been transacted at the meeting as originally called may be transacted without further notice.

Section 11: Ratification: The ratification or joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining the quorum.

Section 12: Presiding Officer: The President shall preside. In the absence of the presiding officer, the Vice President shall preside. In the absence of both President and Vice President, the directors present shall designate one of their number to preside.

Section 13: Order of Business: The order of business of Directors' meetings shall be:

- a. Calling of roll.
- b. Proof of due notice of meeting, and verification of quorum present.
- c. Reading and disposal of any unapproved minutes.
- d. Reports of officers and committees.
- e. Unfinished business.
- f. New business.
- g. Adjournment.

Section 14: Compensation: Directors shall receive compensation for out-of-pocket expenses and for extraordinary travel expenses only. Compensation must be approved by a majority of the Board. Nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation thereof.

Section 15: Board of Directors: The names and addresses of the members of the Board of Directors will be maintained by the Secretary.

Section 16: Required Attendance: At the Organizational Meeting, the President shall set the dates and times of the Regular Meetings of the Board of Directors to be held during the next twelve (12) months, commencing January 1, through December 31. Directors are expected to attend Regular Monthly Meetings. In the event a Director fails to attend (2) two consecutive meetings or fails to attend (33 %) thirty-three percent of all Regular Meetings (*what are considered regular meetings?*) in a twelve (12) month period, commencing January 1, through December 31, Directorship shall be terminated. ~~A majority of the remaining Board of Directors may excuse absences in the event of extenuating circumstances.~~ In the event of extenuating circumstances, a majority vote by the other Board of Directors may, at its discretion, excuse certain absences.

Section 17: Open Meetings. Association members in Good Standing are welcome to attend and observe the proceedings of any meeting of ~~by~~ the Board of Directors of the association. Written notice of every meeting shall be conspicuously posted on the electronic board, the Association website and in the office of the Association at the same time notice of the meeting is furnished to members of the Board of Directors. ~~Other than members of the Board of Directors, persons attending shall not participate in the meeting unless: (1) asked to do so by a Board member, or (2) as chairperson are presenting a committee report, or (3) have requested in writing, seven (7) calendar days prior to the meeting, to present their appropriate information. Topic of the presentation must be submitted along with the request to speak.~~

Other than members of the Board of Directors, persons attending shall not participate in the meeting unless the following conditions apply:

1. They are asked to do so by a Board member.
2. They are a chairperson who is presenting a committee report.
3. They have requested in writing, not less than seven (7) calendar days prior to the meeting, to present appropriate information. The topic of their presentation must be submitted along with their request.
4. An open comment or question/answer segment has been added to the Board's agenda or granted by the Board before the conclusion of the meeting. These special segments are at the sole discretion of the Board and are subject to Robert's Rules: (a) Only one person can speak at a time. (b) Discussions must stay on-topic and be respectful. (c) Debate must be relevant, brief, and controlled emotionally.
5. Reasonable time allotment for speaker.

ARTICLE VIII – OFFICERS

Section 1: Executive Officers: The Executive Officers of The Association shall be elected by the Board of Directors and shall be the President, Vice President, Secretary, and Treasurer, any of whom may be removed by vote of a majority of the Directors at any meeting. No person shall hold two or more offices.

Section 2: President: The President shall be the Chief Executive Officer of The Association and shall in general supervise and control ~~all of~~ the business and affairs of The Association. ~~The President~~ may sign with the Secretary, or any other proper officer of The Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized and directed to be executed, and in general ~~he/she~~ shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors, ~~from time to time~~.

Section 3: Vice President: The Vice President shall in the absence or disability of the President exercise the powers and perform the duties of the President. ~~The Vice President~~ shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Directors.

Section 4: Secretary: The Secretary shall keep the minutes of all proceedings of the Directors and the members. ~~The Secretary~~ shall attend to giving and serving all notices to the members and directors and other notices required by law. ~~He/she~~ ~~The Secretary~~ shall have custody of the seal of The Association and affix the same to instruments requiring a seal when duly signed. ~~He/she~~ ~~The Secretary~~ shall keep the records of The Association and shall perform all other duties incident to the office of Secretary of a corporation as may be required by the Board.

Section 5: Treasurer: The Treasurer shall have custody of all property of the Association, including funds, securities and evidence of indebtedness. ~~He/she~~ ~~The Treasurer~~ shall, along with the Board, contract the services of a Certified Public Accountant and/or other qualified person as ~~retained~~ by the Board to keep the books of the Association ~~in~~ accordance with good account practices and shall perform other duties incident to the office of Treasurer as may be required by the Board. (rev. January 11, 2018)

Section 6: Subordinate Appointment: The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold office at the pleasure of the Board of Directors and who shall have such authority and perform such duties as ~~from time to time~~ may be prescribed by said Board.

Section 7: Liability of Directors: To the extent permitted by the laws of the State of South Carolina, The Association shall indemnify against all liabilities and expenses, including attorneys' fees, each individual made a party to a proceeding because the individual is or was a Director of The Association, provided that:

- 1) The individual conducted himself in good faith; and
- 2) **T**he individual reasonably believed that his conduct was in the best interests of The Association.

The Association shall not indemnify any individual in connection with any other proceeding charging improper personal benefit to the individual, whether or not ~~involving it~~ **involved** action in his official capacity, in which the individual is adjudged liable on the basis that personal benefit was improperly received by the individual.

The amount paid to any individual by way of indemnification shall not exceed his actual, reasonable, ~~and~~ necessary expenses incurred in connection with the matter involved. In the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of The Association.

ARTICLE IX – COMMITTEES

Section 1: Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees to assist the Board in analysis of issues relating to the management of The Association. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it ~~or him/her~~ by law. Decisions on issues from assigned committees shall be the exclusive privilege of the Board of Directors, except the Architectural Review Committee, as described in Section 3 of this Article.

Section 2: Policies of Operation: Each committee will operate under such policies established by the Board and shall have discretion in carrying out its assigned duties, ~~subject to review and approval by the Board.~~

Section 3: Wedgfield Plantation Architectural Review Committee (“Review Committee”): The Review Committee shall have the exclusive authority, subject to the appeals procedure below, (in addition to any federal, state, or local government agencies granted regulatory and review authority

by law) to review and approve or disapprove ~~of~~ any and all new construction, ~~and of any and all~~ renovations, alterations and modifications to existing structures. The Authority of the Review Committee to review and approve or reject plans for any new construction, additions, and alterations shall be concurrent with the authority reserved to the Grantor in the Covenants, Conditions, and Restrictions imposed upon the lots in Wedgefield Plantation (the “Covenants”). The Review Committee shall have all rights reserved to the Grantor in the Covenants and shall exercise its authority consistent with the Covenants. The Chairman of the ARC will be a member of the Board of Directors.

Any property owner who has had plans denied by the Architectural Review Committee (ARC) may appeal the ARC decision within seven (7) days of the denial. A legibly written statement explaining why the ARC should approve the submitted plans will be sent to the ARC. The ARC then reviews the statement and either amends or upholds its decision with an explanation. If the ARC does not amend its decision and the applicant refuses to change the plans in light of the ARC decision, the applicant may request in writing, that the plans, ARC decision, written statement, and ARC explanation be forwarded to the Legal Committee. The Legal Committee will review these documents to see if the ARC violated the covenants, County regulations, ARC guidelines, or By-Laws. If no violation is found, the process stops and the ARC decision stands. If the Legal Committee finds a violation, it is reported to the Board of Directors. The Board then votes to uphold the ARC decision or instructs the ARC to amend its decision.

Section 4: Nominating Committee: In order to provide a slate of nominees to fill vacancies on the Board of Directors, the President shall appoint and the Board shall approve a Nominating Committee consisting of three (3) to five (5) members, a majority

of which must be from the general membership. The President shall appoint the Chairman of the committee.

Section 5: Board has Authority to Dissolve Committees: The Board of Directors may dissolve any committee at any time upon majority vote of the Board. Upon dissolution the Board shall immediately assume such duties and responsibilities assigned to the dissolved committee.

ARTICLE X – CHECKS AND DRAFTS

Section 1: All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of The Association shall be signed by such officer or officers, agent or agents of The Association and in such manner as shall ~~from time to time~~ be determined by resolution of the Board of Directors.

Section 2: Under no circumstance shall the board of Directors enter into an agreement with any lender, public or private, for the purpose of procuring funds in excess of \$15,000 without securing the approval of the membership of The Association by a referendum, executed at a duly called meeting of said membership as identified in Article VI, Section 2 and 3 of the By-Laws. A Quorum of 1/3 of eligible Voters (members in good standing) must be present in person or by proxy at the duly Called meeting for the vote to be valid. The vote may also be obtained at the annual meeting. ~~The referendum must pass by a simple majority of votes cast. (rev. November 2013)~~

ARTICLE XI – DEPOSITS

All funds of The Association shall be deposited ~~from time to time~~ to the credit of The Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII – BOOKS AND RECORDS

Section 1: The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. All ~~b~~ Books and records of The Association may be inspected by any member, in good standing, or his agent or attorney, for any proper purpose at any reasonable time, except for the following records:

- (a) Individual member accounts receivable records;
- (b) Individual member legal records;
- (c). Unredacted legal invoices. (

rev. November 20, 2014)

ARTICLE XIII – AMENDMENTS TO BY-LAWS

Section 1: Proposed alterations, amendments, or proposals to repeal the By-Laws, can be made only by WPA members in good standing, and must be submitted to and approved by the Legal Committee prior to being voted on by the WPA Membership.

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by two-thirds (2/3) of the votes in good standing present at the Annual Members' meeting either in person or by proxy, provided ~~that~~ notice thereof is mailed to the eligible voters not less than twenty days prior to the date of the meeting.