



ARTICLE III  
MEMBERSHIP

Section 1. Membership in the Association shall be as set forth in the Covenants.

Section 2. The rights of membership are subject to the payment of Assessments levied by the Association, the obligation for payment of such Assessments is imposed against each Owner and becomes a lien upon the property against which such Assessments are made as provided by the Covenants.

Section 3. The membership rights of any person whose interest in the Properties is subject to Assessments under Article III, Section 2 hereinabove, whether or not he be personally obligated to pay such Assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. The Board may, in its discretion suspend the rights of any such person for violation of the Governing Documents for a period not to exceed thirty (30) days.

ARTICLE IV  
VOTING RIGHTS

Voting rights in the Association shall be as set forth in the Covenants.

ARTICLE V  
PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Each Member shall be entitled to the use and enjoyment of the Common Properties as provided by the Covenants applicable to the Properties.

Section 2. Members may delegate their right of enjoyment in the Common Properties and facilities only to: the immediate family members residing upon the Member's respective Lot, houseguests while the Member is present, or any tenant who leases the Member's Lot. The rights and privileges of such person or persons are subject to suspension, to the same extent as those of the Member.

ARTICLE VI  
ASSOCIATION PURPOSES AND POWERS

Section 1. The Association has been organized for the following purposes:

- (a) to maintain permanent open spaces, pedestrian walkways, roads and other common properties and to own and acquire common properties and to build and oversee the management of improvements thereon, including building structures and personal properties incident thereto;

- (b) to fix Assessments (or charges) to be levied against the Properties in the subdivision;
- (c) to enforce any and all covenants, restrictions and agreements applicable to the Properties;
- (d) to pay taxes, if any, on the Common Properties and facilities; and
- (e) to arrange and pay for pest control, grounds maintenance, landscape maintenance, refuse disposal, lighting and insurance coverage as determined by the Board of Directors relative to the Properties; and
- (f) to take such other actions as the Board may deem reasonable or necessary to preserve, improve, maintain, or repair the Common Property, including, without limitation, to retain professional services for the benefit of the Association.

Section 2. Mergers and Consolidations. Subject to the provisions of the recorded Covenants and Restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the approval of two-thirds (2/3), of those votes cast either in person or by proxy at a duly called meeting of the Association, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting, or as otherwise provided for herein at Article XII, Section 3.

Section 3. Mortgages, Other Indebtedness. The Association shall have the power to borrow money and to mortgage Common Properties or enter into an Assignment of Rights with respect to Assessments, upon the approval of fifty (50%) percent, plus one (1) vote of votes cast either in person or by proxy at a duly called meeting for that purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

Section 4. Quorum. The quorum required for any action governed by these Bylaws shall be as follows unless otherwise provided: At a meeting duly called as provided herein, the presence of Members, or of proxies, entitled to cast fifty (50%) percent of the total vote of the Association shall constitute a quorum. If the required quorum is not forthcoming at any meeting, the meeting may be adjourned to another date and the quorum for the reconvened meeting shall be reduced to forty (40%) percent of the total vote of the Association. If the required quorum is still not met, the meeting may be adjourned to another date and the quorum for the reconvened meeting shall be thirty (30%) percent of the total vote of the Association. If the date, time and place of any meeting reconvened as set forth herein shall be announced prior to adjourning, in accordance with the SCNCA, no additional notice of meeting shall be required.

Section 5. Dedication of Properties or Transfer of Function to Public Agency or Utility. The Association shall have the power to dispose of its real properties only as authorized under the Covenants.

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. Selection: Terms of Office. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of not more than five (5) Directors who shall hold office until the election of their successors for the terms stated in this Section. Beginning with the 1989 annual meeting, Directors shall be elected with two (2) Directors being elected to serve three (3) years, two (2) Directors being elected to serve for two (2) years and one (1) Director being elected to serve for one (1) year in order to allow for staggering terms. Thereafter all terms shall be for three (3) years.

For the 1989 election, the two (2) nominees receiving the greatest number of votes shall be elected to serve the three (3) year terms; the two (2) nominees receiving the third (3rd) and fourth (4th) greatest number of votes shall be elected to serve the two (2) year terms and the nominee receiving the fifth greatest number of votes shall serve for one (1) year.

No Director who has served two (2) consecutive three (3) year terms may stand for re-election at the end of those terms. A Director who has previously served for the prescribed limit may stand for election thereafter provided he has not served on the Board of Directors for at least one (1) year in the interim.

Section 2. Vacancies in the Board of Directors. Vacancies in the Board of Directors shall be filled by the majority of the remaining directors and any such appointed directors to hold office until his successor is elected by the Members, who may make such election at the next annual meeting of the Members or at any special meeting duly called for that purpose.

Section 3. Qualifications. In order to be eligible to serve on the Board, a nominee must be an Owner, spouse of an Owner, or an officer/manager/partner/trustee etc. of a legal entity that is an Owner (such as a corporation, limited liability company, or partnership). Nominees must also be in good standing, having paid all Assessments then due on their respective Lot and being otherwise in compliance with the Governing Documents.

ARTICLE VIII  
ELECTION OF DIRECTORS

Persons may be nominated for election to the Board of Directors by a nominating committee composed of three (3) members of the incumbent Board of Directors prior to the annual meeting. The sole purpose of the nominating committee shall be to solicit candidates, establish a deadline for the submittal of applications, and to review such applications to ensure that the applicant is qualified to serve as set forth in these Bylaws. Election to the Board of Directors shall be by written ballot as hereinafter provided. At such election, the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Covenants. The names receiving the largest number of votes shall be elected. In the event of a tie, the Board of Directors may, at its discretion, cast the deciding vote or hold

a run-off to break the tie. Such election shall be held at the same meeting of the Members. Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Covenants. Cumulative voting is not permitted.

ARTICLE IX  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have power:

- (a) to call special meetings of the Members whenever it deems necessary, and it shall call a meeting at any time upon request as provided in these Bylaws;
- (b) to appoint and remove at its pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, officer, or director of the Association in any capacity whatsoever;
- (c) to establish, levy and assess, and collect the Assessments or charges;
- (d) to adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the Members and their guests within the Properties, including conduct on any Lots;
- (e) to exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those expressly reserved to the Members in the Certificate of Incorporation, these Bylaws or the Covenants;
- (f) in the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors without excuse, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said absent director to be vacant and appoint a new director to fill said vacancy until a successor is elected by the Members in accordance with Article VII, Section 2 hereinabove; and
- (g) to contract for the management of the Association and the Common Properties and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Covenants or Bylaws to have approval of the Board of Directors or Members.

Section 2. It shall be the duty of the Board of Directors;

- (a) to cause to be kept such records as may be required by the SCNCA;
- (b) to supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Covenants applicable to the Properties;
  - 1. to fix the amount of the Annual Assessment against each Lot for each assessment period at least thirty (30) days in advance of such date or period, and at the same time;

2. to prepare a roster of the Properties and Assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member;
  3. to send written notice of each Assessment to every owner subject thereto; and
- (d) to issue upon demand by any person a certificate setting forth whether any Assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

## ARTICLE X DIRECTORS' MEETINGS

Section 1. Regularly Scheduled Meetings. The Board of Directors shall meet as and when necessary but not less than twice per year.

Section 2. Notice of Board Meetings. Notice of such meetings shall be given each Director via email not less than three (3) days prior to the scheduled time thereof.

Section 3. Special Meetings-How Called. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two (2) Directors after not less than three (3) days' notice to each Director.

Section 4. Waiver of Notice. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or whenever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present, and if either before or after the meeting each of the directors not present signs a written waiver of notice, or a consent to the holding of such a meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. Quorum. The majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Virtual Meetings of Board. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other simultaneously during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 7. Action Without Meeting. Any action required or permitted to be taken by the Board at a regular or special meeting may be taken without a meeting if the action is unanimously approved by all of the members of the Board and evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes. Action taken in accordance with this Section 7 shall be deemed effective when the last director signs the

consent unless the consent specifies a different effective date. A signed consent under this Section 7 shall have the same effect as a vote taken at a meeting and may be described as such in the minutes. Consents emailed from a director's email address on file with the secretary of the Board shall constitute a signed consent for purposes of this Section 7.

#### ARTICLE XI OFFICERS

Section 1. The officers shall be a president, vice-president, secretary, and treasurer. Such officers shall be members of the Association but shall not be required to be members of the Board of Directors.

Section 2. The officers shall be chosen by a majority of the Directors from among the Members of the Association.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, and shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written documents.

Section 5. The vice-president shall perform all the duties in the absence of the president.

Section 6. The secretary shall be ex officio the secretary of the Board of Directors, and shall record the votes and keep the minutes of all proceedings in a book to be kept for this purpose. He shall sign all certificates of memberships. He shall keep the records of the Association. He shall record in a book kept for that purpose the names of all Members of the Association, together with their addresses as registered by such Members.

Section 7. The treasurer shall be responsible for the oversight of the financial affairs of the Association.

#### ARTICLE XII MEETINGS OF MEMBERS

Section 1. Annual Meeting of Membership. The Annual Meeting (hereinafter referred to as the "Annual Meeting") of the Members shall be held annually in the months of March or April and the date and time for the following year's meeting shall be set by the Board at the annual meeting and reflected in the minutes thereof.

Section 2. Special Meetings of Membership. Special meetings of the Members for any purpose may be called at any time by the president, the vice-president, the secretary or treasurer or by any two (2) or more Members of the Board of Directors, or upon written request of five (5%) percent of the total vote of the Association in accordance with §33-31-702(b).

Section 3. Action by Written Ballot in Lieu of Meeting. Any action that may be taken at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action; and provide an opportunity to vote for or against each proposed action. Approval by written ballot is only valid when the number of votes cast by ballot equals or exceeds the quorum required to be present and the number of votes required to approve the matter. All solicitations for votes by written ballot shall indicate the number or responses necessary for quorum; state the percentage of approval necessary to approve such matter; and specify the time when the ballot must be received to be counted. Written ballots cannot be revoked.

Section 4. Record Date. The record date for determining Members entitled to notice of Member meetings shall be fixed by the Board but not more than thirty (30) days prior to the sending of such notice.

Section 5. Virtual Meetings of Members. Whenever the Board shall determine that it is in the best interests of the membership, for health reasons or otherwise, to hold a meeting of the membership virtually rather than at an in-person meeting, it may permit any or all Members to participate in such meeting by, or conduct the meeting through the use of, any means of communication by which all Members participating may hear and be heard by each other simultaneously during the meeting. A Member participating in a meeting by such means is deemed to be present in person at the meeting. Such means of communication must be readily available at no additional costs to the Members, other than as a general expense paid through their regular Assessments. Notice of any meeting to be attended virtually shall include the requisite information necessary to allow the Member to attend and further shall provide a contact name and number for the Members to call should they experience difficulties in logging into such meeting. Ballots may likewise be cast electronically, provided that a written record of the votes is created and kept with the minutes of the meeting.

#### ARTICLE XIII PROXIES

Section 1. At all corporate meetings of Members, each Member may vote in person or by proxy. A Member may appoint a proxy to vote or otherwise act on the Member's behalf by signing a Proxy Form approved by the Board for such purpose, which Proxy Form shall be sent to the Members along with the notice of meeting. An appointment of a proxy is effective when timely received in accordance with the terms specified in the notice of meeting. An appointment of proxy shall remain valid until the meeting for which it is given, including any rescheduling thereof, has concluded unless revoked by the Member appointing such proxy either by attendance at the meeting and voting in person or by signing and delivering to the secretary a written revocation.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the Member of his interest in the Properties.



ARTICLE XIV  
INDEMNIFICATION OF THE BOARD OF DIRECTORS

The members of the Board of Directors shall not be liable to the Members for any action or failure to act on behalf of the Association which was made in good faith in the belief it was in the best interest of the Association. The Association shall indemnify and hold harmless each of the Members of the Board of Directors against all liability to others arising out of his or her action or failure to act on behalf of the Association unless such action or failure to act shall have been made in bad faith or contrary to the provisions of the Bylaws or the Covenants. It is intended that the Members of the Board of Directors shall have no personal liability with respect to any such action or failure to act by them on behalf of the Association.

ARTICLE XV  
AMENDMENTS; MISCELLANEOUS PROVISIONS

Section 1. Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by two-thirds (2/3rds) of the vote at a duly called meeting and provided that any matter stated herein to be or which is in fact governed by the Covenants may not be amended except as provided in the Covenants.

Section 2. Conflicts. In the case of any conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall control; and in the case of any conflict between the Covenants applicable to the Properties and these Bylaws, the Covenants shall control.

Section 3. Notices. Whenever notice is required to be given to the Members or to the individual directors by the Board of Directors pursuant to the Governing Documents, such notice shall be given by the Board, or the management agent, if any. Such notice shall be given via email to an email address supplied by the Member or director for such purpose. Each Member shall register an email address with the Secretary, and notices of meetings, regular or special, shall be sent at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve and be governed by the Certificate of Incorporation or by the Covenants applicable to the Properties, or any action for which other provision is made in these Bylaws, notice of such meeting shall be given or sent as therein or herein provided. In the case of multiple Owners or Owners that are legal entities, notice to the Designated Member shall constitute notice to all co-Owners. It shall be the obligation of every Member to immediately notify the Secretary of the Association in writing of any change of their email address.

Section 4. Inspection of Records. The Association shall maintain corporate records in accordance with the SCNCA. Records required to be made available for inspection and copying by the Members pursuant to said Act shall be made available at the written request of a Member and by appointment only. The Association may elect to make certain records available electronically and, to the extent it does so, shall not be required to provide printed copies thereof

