

2001

**BYLAWS OF HIGH MEADOWS
PROPERTY OWNERS' ASSOCIATION, INC.**

ARTICLE I - OFFICE

The principal office of the Corporation in the State of South Carolina shall be located in the City and County designated in the Articles of Incorporation.

The registered office of the Corporation required by the South Carolina Business Corporation Act need not be identical with the principal office of the Corporation and the Board may from time to time change the address of the registered office of the Corporation.

ARTICLE II - MEETING OF PROPERTY OWNERS

§1. Place of Meeting. Meetings of property owners may be held at such place, within the State, as designated by the Board.

§2. Annual Meeting. A meeting of the property owners shall be held annually on the first Sunday in October to elect Board members and to transact other business as may be properly come before the meeting. The meeting shall be held at the date, time and place prescribed in the notice of such meeting.

§3. Special Meetings. Special meetings of the property owners may be called for any legitimate purpose by the president; by a majority of the Board or by not less than ten percent of the property owners entitled to vote at the meetings, unless the Articles of Incorporation provide for a smaller percentage or unless any section of the South Carolina Business Corporation Act otherwise provides; or by such other officers or persons as may be provided in the Articles of Incorporation. No business other than that specified in the notice of meeting shall be transacted at any such special meeting.

§4. Notice of Meeting. Written or printed notice stating the date, time and place of meetings, and in the case of a special meeting, the purpose or purposes for which the meeting is called, or such other notice as shall be required by the South Carolina Business Corporation Act, shall be delivered not less than ten nor more than fifty days before the date of the meeting. Such notice shall be delivered, personally or by mail, by or at the direction of the officer or persons calling the meeting to each homeowner of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited with postage prepaid in the United States mail, addressed to the homeowner at the address appearing in the record of owners and their permanent addresses held by the secretary. Notice of a meeting of property owners need not be given to any homeowner who signs a waiver of notice, in person or by proxy, either before or after such meeting. A waiver of notice of meeting of property owners shall specify the purpose of such meeting. Attendance of a homeowner at a meeting, in person or by proxy, shall of itself constitute a waiver of notice, except when the homeowner attends a meeting solely for the purpose of stating his or her objection, at the beginning of the meeting, to the transaction of any business on the ground that the meeting is not lawfully called or convened.

§5. Fixing of Record Date. The Board may fix in advance a record date for the determination of property owners entitled to notice of, or to vote at, any meeting or to receive payment of a dividend or other distribution, or for any other proper purpose. In no case shall such date be more than fifty days or, in case of a meeting of property owners, less than ten full days, prior to the date on which the particular action requiring such determination of property owners is to be taken.

§6. Quorum. A majority of the property owners entitled to vote, either in person or by proxy, shall constitute a quorum at a meeting of property owners for the purpose of transacting any business. The property owners present at a duly called meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough property owners to leave less than a quorum. In the absence of a quorum, any meeting of property owners may be adjourned by vote of a majority of the shares present.

§7. Voting.

- (a) Except as otherwise provided, any action authorized at a meeting of property owners, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meeting by the Owners of lots entitled to vote on the subject matter.
- (b) Except as otherwise provided, each homeowner shall be entitled to one vote on each matter submitted to a vote of the property owners.
- (c) At all meetings of property owners, a homeowner may vote in person or by proxy executed in writing by the homeowner or his or her duly authorized attorney in fact. No proxy shall confer authority to vote at any meeting, or any adjournment thereof, other than the next meeting to be held after the date on which such proxy was first sent or given. Except as provided by §33-11-140 of the South Carolina Business Corporation Act, relating to irrevocable proxies, every proxy shall be revocable at the pleasure of the homeowner executing it. Revocation of a proxy may be effected by an instrument which by its terms revokes such proxy, or by a duly executed proxy bearing a later date.

§8. Informal Action by Property owners. Any action required to be taken at a meeting of the property owners, or any other action which may be taken at a meeting of the property owners, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the property owners entitled to vote with respect to the subject matter thereof.

ARTICLE III - OFFICERS

§1. Number. The officers of the Corporation shall be: a President, a Vice President, a Secretary, a Treasurer, a Roll Chairman, and a Member at Large, each of whom shall be elected by the Property owners. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Property owners. These officers shall constitute the "Board." Any two or more offices may be held by the same person, who may act in more than one capacity where action by two or more officers is required.

§2. Election and Term of Office. The officers shall be elected by the property owners at the annual meeting of the property owners. The officers shall hold their offices until their successors are chosen and have qualified or until their resignation or removal. Each officer shall be elected on a yearly basis with the following exceptions: the Vice President shall automatically become the President in the following year, and the outgoing President shall remain on the Board for one year as a General Member.

§3. Removal. Unless otherwise provided in the Articles of Incorporation, any officer or agent elected by the Property owners may be removed by the Property owners whenever, in its judgment, the best interest of the Corporation would be served thereby. The removal of an officer shall require a vote of the property owners with a 2/3 majority.

§4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the remaining Board members for the remaining portion of the term unless there is more than one vacancy per term. In the instance of more than one vacancy per term, the property owners shall elect someone to fill any subsequent vacancies.

§5. President. The duties of the president shall include, but not be limited to the following:

- (a) Be the principal executive officer of the association and shall, in general supervise and control all of the business and affairs of the association.
- (b) Sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, all orders, bonds, contracts or other instruments by which the Board has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
- (c) Preside over all Association meetings.
- (d) Preside over all Board meetings.
- (e) Notify Association members of the names and telephone numbers of persons to call concerning any needed road maintenance.
- (f) Contact (by called meeting or by telephone) all members of the Board concerning any emergency.
- (g) Prepare an annual letter to be mailed with the annual road maintenance fee billings to the property owners. This letter shall include: status of road maintenance, landscaping, etc. and reported problems and status thereof.
- (h) To establish an operating budget to be proposed at the annual property owners' meeting.

The President shall remain on the Board for one year after his/her term as President as a General Member of the Board.

§6. Vice President. The duties of the vice president shall include, but not be limited to the following:

- (a) Assist the president as needed.

- (b) Function as president in the absence of the president.
- (c) Maintain a current updated list of the following:
 - land owner's name, address and telephone
 - each lot by number, acreage and road maintenance fee paid by owner
 - reconcile all acreage accepted by the association as follows: owned by association members, owned by developer, total acreage

- (d) provide to all Board members a current listing for road maintenance invoices to be sent to land owners and developer in order to maintain control of fee collections.

The Vice President shall also serve as the President Elect, taking the office of President the year immediately following his/her term as Vice President.

§7. Secretary. The duties of the secretary shall include, but not be limited to the following:

- (a) Record the minutes of all association meetings and maintain in a permanent file.
- (b) Record attendance at the annual property owners' meetings.
- (c) Record the minutes of all Board meetings and maintain a permanent file.
- (d) Make copies of all association meeting minutes and mail within 30 days to all association members.
- (e) Make copies of all Board meeting minutes and distribute to all Board members.
- (f) Prepare and mail no later than 30 days prior to due date invoices to land owners and developer from a list provided by the vice president.
- (g) Procurement of all secretarial supplies must be pre-approved by the president.
- (h) Mail a letter no later than 30 days prior to the date of the annual property owners' meeting to report time, date, place and agenda of the annual meeting. Also include any proposed amendments to the covenants or bylaws or any other items that must be voted on, as well as an update on the status of road maintenance, landscaping and reported problems, if any.

§8. Treasurer. The duties of the treasurer shall include, but not be limited to the following:

- (a) Maintain a monthly reconciled checking account.
- (b) Provide to the Board a monthly detailed listing of each check written by number, purpose and amount.
- (c) Provide to the Board a monthly detailed listing of deposits including amount and source.
- (d) Obtain owner and developer invoice listing from the vice president.
- (e) Receive invoice payments from land owners and developer and denote payment on listing prior to deposit.
- (f) Indicate on deposit ticket source of income and file permanent copy.
- (g) Disburse funds only upon approval of documents from the Board.
- (h) Report to the Board all road maintenance fees 30 days past due.
- (i) Checks may be issued for but not limited to normal business expense, i.e. Postage, printing cost, bank fees, telephone, etc.
- (j) Assist President in formulation of the annual budget.

§9. Roads Chairman. The duties of the roads chairman shall include, but not be limited to the following:

- (a) Insure that an inspection of all roads, culverts, drainage structures and bridges is conducted at least once per quarter.
- (b) Take action immediately on road emergencies by determining the extent of the damage and the severity of the emergency and reporting this information to the president as soon as possible, to be followed by a determination of an estimate of the time and cost for repairs, which also will be reported to the president as soon as possible.
- (c) An emergency road fund will be established, not to exceed \$1000. The road chairman can use this money for emergency repairs without prior approval of the Board. He/she shall inform the Board of any expenditures from this fund within 7 days.
- (d) Determine the needs for proper, routine maintenance of roads, culverts, drainage structures, bridges and landscaping.
- (e) Obtain multiple bids when possible for all or any portion of maintenance needs.
- (f) Present all bids and make written recommendations to the Board for discussion and approval.
- (g) In the absence of the Road Chairman, any Board member can authorize an expenditure of the emergency road fund with the same requirements as stated in (c) above.
- (h) All easements to roads must be approved by the Road Chairman to ensure proper water runoff and culvert placement.
- (i) The Road Chairman has authority to request that redirected water flow from any property owner's site that is causing damage or potential damage to roads be redirected at property owner's expense.

ARTICLE IV – CONTRACTS, LOANS, CHECKS AND DEPOSITS

§1. Contracts. The Board may authorize the treasurer and secretary to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

§2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

§3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, not issued in the name of the Corporation shall be signed by the treasurer and secretary as authorized by the Board if check is in excess of \$300.00. No multiple Checks may be issued for any single debt.

§4. Deposits. All funds of the Corporation not otherwise employed shall be deposited front time to time to the credit of the Corporation in such banks as selected by the treasurer.

ARTICLE V - FISCAL YEAR

The fiscal year of the Corporation shall from January to December and can be changed by the Board.

ARTICLE VI -ASSESSMENTS

§1. Annual Assessment. The Board shall determine annually the assessment for each homeowner to provide for operating costs of the Home Owners Association for the following fiscal year. This assessment will be based on:

- (1) the budgets submitted by the Operating Committees and approved by the Board,
- (2) the average number of property owners estimated for the following year and
- (3) road maintenance fees (as per covenants).

The assessment will be levied on property owners of record on May 1st for the year to follow and payment will be due no later than July 1st. Interest penalties on overdue accounts may be assessed at the discretion of the Board each year. For new lots purchased after May 1st, the assessment will be prorated beginning with the month following the closing on the lot.

§2. Special Assessments. Special assessments, i.e., other than the annual assessment specified in Section 1 of this Article VIII, shall be made upon recommendation of the Board by the members upon determination that the same relate to the health, safety and welfare of Owners as a whole, such as for the prevention of a health hazard within the subdivision. Special assessments may be made for other purposes as well, but no such assessment shall be made without a special meeting for which written notice is given to all Owners at least twenty (20) days in advance. Voting of shareholders will be subject to Article II Section 7, Voting.

In witness whereof we hereunto set our hands and seals this _____ day of February, 2001.



PRESIDENT

ATTEST:



SECRETARY