

# HAIGS CREEK HOMEOWNERS ASSOCIATION, INC. BYLAWS

## ARTICLE 1 OFFICES

1. **Name:** The name of the Association is Haigs Creek Homeowners Association, Inc., hereinafter referred to as the "Association",
2. **Principal Office:** The principal office of the Association in the State of South Carolina shall be located in Kershaw County. The Association may have such other offices as the Board of Directors may determine or as the affairs of the Association may require.
3. **Registered Agent:** The registered agent for the Association shall be the Secretary as from time to time elected, unless otherwise agreed upon by the Members. For the purpose of service of process, the address of the registered agent shall be deemed an office of the Association.

## ARTICLE II INTERPRETIVE PROVISIONS

Definitions of terms and other provisions set forth in the Restrictive Covenants for HAIGS CREEK SUBDIVISION recorded February 12, 1987 in the offices of the Clerk of Court, Kershaw County, SC in Deed Book JA at page 398 and the Restrictive Covenants for Haigs Creek and Savage Place recorded October 19, 1990 in the offices of the Clerk of Court, Kershaw County, SC in Deed Book ii at page 1626 and amended in Book 733 at page 6 and Book 758 at page 260 are Incorporated herein by reference and made a part hereof and shall control in the event of any conflict herewith.

## ARTICLE III MEMBERS

1. **Membership:** The Members of the Association, hereinafter referred to as "Members", shall at all times be limited to the Declarant and Owners of Lots in Haigs Creek Subdivision having made current payment of annual Association dues. Each Member shall be entitled to one vote for each Residence owned by such Member regardless of size, market value, purchase price or any other basis. Votes may be exercised during any meeting requiring a vote of the members. Membership shall be interest appurtenant to title of each Residence and may not be separated from ownership of any Residence which is subject to assessment and shall be transferable only as part of the fee simple title to each Residence.



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2. **Annual Meetings:** Regular annual meetings of the Members shall be held at such place or such date and at such time as the Board of Directors shall fix and set forth in the notice of the meeting. All meetings shall be held at the principal office of the [Association](#) or at such place in Kershaw County, South Carolina as shall be stated in a notice thereof by the Board of Directors.
3. **Regular Meetings:**
3. **Special Meetings:** Special meetings of the Members may be called at any time by resolution of a majority of the Board of Directors, the request of the President, or by the President at the written request of the Declarant or of a majority of the Members. Any such request shall state the purpose or purposes of the special meeting requested. Business transacted at all special meetings shall be confined to the purposes as stated in the notice.
4. **Notice of Meetings:** Written notice stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed by first class prepaid mail or served upon each Member in person at such address as appears on the books of the [Association](#), or posted conspicuously in a public place within Haigs Creek Subdivision, not fewer than five (5) nor more than twenty (20) days before the date of the meeting.
5. **Membership List:** At least ten days before the annual meeting, a complete list of the Members entitled to vote at said meeting, arranged numerically by address or alphabetically by the last names of all its members entitled to notice of the meeting shall be prepared by the Treasurer. Such list shall be available for inspection by any Member at the [Association's](#) principal office beginning the day after notice is given of the meeting, shall be kept and produced at the time and place of the annual meeting during the whole time thereof, and shall be subject to the inspection of any Member present at such meeting.
6. **Quorum:** Fifty-one (51%) percent of all the votes of the entitled to vote, present in person or represented by proxy, shall be required and shall constitute a quorum at the first meeting of the Members for the transaction of business, except as otherwise provided by statute, the Declaration and Petition for Incorporation or these Bylaws. If a quorum shall not be present in person and by proxy at such meeting of the Members, another meeting may be called subject to the same notice requirement and the required quorum at the subsequent meeting shall be one half (1/2) of the required quorum at the preceding meeting.



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When a quorum is present at any meeting, the vote of a majority of the Members present in person and by proxy shall decide the questions brought before each meeting, unless the question is one upon which by express provision of statute, the declaration and Petition for Incorporation, or these Bylaws a different vote is required, in which case such express provision shall govern and control the decision of such question. An abstention shall be recorded as a negative vote.

The members present at a duly called or held meeting at which a quorum is present may continue to do business at the meeting or any adjournment thereof notwithstanding the withdrawal of enough Members to leave less than a quorum.

7. **Proxies:** At any meeting of Members, a Member owning an undeveloped lot, but not residing on said lot, may vote by proxy executed in writing and subscribed by the Member, filed with the Secretary of the Association, bearing date within six months prior to said meeting. A Member may revoke a valid proxy for any meeting by appearing and voting in person at that meeting of Members, or by filing or having filed a substitute valid proxy or cancellation of proxy with the Secretary prior to the call to order of a meeting of Members,
8. **Consent Action:** Whenever the vote of Members at a meeting is required or permitted by any provisions of statute, the Declaration and Petition for Incorporation, or these Bylaws to be taken in connection with any corporate action, the meeting and vote of Members may be dispensed with, if all the Members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing to such corporate action being taken.

#### ARTICLE IV

#### BOARD OF DIRECTORS

1. **General Powers and Authority:** The business and property of the Association shall be managed by the Board of Directors and they shall and may exercise all powers and authority of the Association except as limited by law, the Declaration and Petition for Incorporation, or elsewhere by these Bylaws, or as reserved to the Members. They shall have all power and authority to make all necessary rules and regulations for their government and for the regulation of the business of the Association which are not inconsistent with law, the Declaration and Petition for Incorporation, and these Bylaws and shall have general management and control of the Association. The Board of Directors may delegate from time to time to any committee, office, or agent, such power and authority as



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may be permitted by law, except as expressly reserved to the Declarant in the Declaration and Petition for Incorporation with respect to an Architectural Committee.

2. **Number, Tenure, Qualifications:** The Board of Directors or the Members may from time to time fix the number of directors at not fewer than three nor more than [six](#) at the annual meeting or at a special meeting called for such purpose; except that the initial Board of Directors and the manner of filling vacancies in the initial Board shall be as set forth in the Declaration and Petition for Incorporation and said Board of Directors shall serve as provided for therein until the first annual meeting of the Members or until their respective successors are chosen and shall qualify. Directors must be Members of the [Association](#) or nominees of corporate Members, except as provided in the Declaration and Petition for Incorporation with respect to the initial Board of Directors.

[The Directors shall be elected to serve a three-year term on a rotating basis. Approximately one-third will rotate off the Board each year. Any Board member who is rotating off the Board after his tenure is ineligible to be re-elected for one year. Any Board member filling an unexpired term, and who has served eighteen months or more, is ineligible for re-election for one year.](#)

3. **Regular Meetings:** A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide, by resolution, the date, time and place but only within Kershaw County, South Carolina, for the holding of additional regular meetings without other notice than such resolution.
4. **Special Meetings:** Special meetings of the Board of Directors may be called by the President, or a majority of the Board of Directors, and may be held at such time and place within Kershaw County, South Carolina, as may be specified in the notice thereof To the extent permitted by applicable law, special meetings of the Board of Directors, or any committee thereof; may be held by conference telephone communication.
5. **Notice of Meetings:** Notice of each special meeting of the Board of Directors, stating the time, manner and place of the meeting, shall be given by or at the direction of the Secretary of the [Association](#) by mailing the same to each director at his residence or business address not fewer than three days before such meeting, or by giving the same to him personally or e-mailing or telephoning the same to him or her at his residence or business address not later than the day before the day on which the meeting is to be held. Any and all requirements



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for call and notice of meetings may be dispensed with if all directors are present at the meeting or if those not present at the meeting shall at any time waive or have waived notice thereof.

6. **Quorum:** A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
7. **Vacancy and Removal:** If the office of one or more directors becomes vacant for whatever reason, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term created by the vacancy. Vacancies in the initial Board of Directors shall be filled as provided for in the Declaration and Petition for Incorporation. Directors may be removed from office with or without cause by an affirmative vote of the majority of the Members. If a vacant office was held by an appointed director, only the person who appointed the director may fill the vacancy. Replacement of directors elected by members may only take place at a meeting and may not take place by written ballot. A notice of the meeting must state the purpose of or one of the purposes of the meeting is the removal of the director. A director may only be removed if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. If a board of directors elects some but not all of its members, it may remove the directors it has elected without cause by a vote of two-thirds of the directors then in office. If the director is elected by a class or organizational unit, the director may be removed only by that class or unit.
8. **Compensation:** Directors, as such, shall not receive any salary or compensation for their services; provided, however, a director may serve the [Association](#) in another capacity and receive compensation therefor. The salaries and compensation for directors for services other than as such shall be fixed by the Members.
9. **Salaries of Employees and Agents:** Except as provided elsewhere in these Bylaws, the Board of Directors shall set the salaries of all employees and agents of the [Association](#).



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### ARTICLE V COMMITTEES

1. **Executive Committee:** The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee to consist of two or more of the Directors of the Association, which, to the extent provided in said resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Association and to do all things, including actions specified by these Bylaws to be performed by the Board of Directors, in the same manner and with the same authority and effect as if such acts had been performed by the Board of Directors; but the Board of Directors shall at all times have the power to reverse any action taken by the Executive Committee, provided that the exercise of such power by the Board of Directors shall not in any way abrogate the obligations or duties owing by the Association to third parties who have acted in reliance on the action taken by such committee. All proceedings and action taken by such committee shall be reported to the Board of Directors at the regular meeting of the Board or special meeting called for such purpose next following such proceedings or action.
2. **Architectural Control Committee:** The Architectural Control Committee shall be composed of not less than three nor more than five representatives elected by the Members during the annual meeting. Vacancies may be filled by appointment of the Board of Directors to fill such vacancies until the next annual meeting. The Association shall describe rules and regulations pursuant to which proceedings or action. The representative shall have the right to assign any or all of the rights or responsibilities to an Architect or such other person or persons as the Committee shall deem appropriate.
3. **Other Committees:** There shall be such other committees as the Board of Directors may from time to time appoint.
4. **Compensation:** Members of committees, as such, shall not receive any salary or compensation for their services; provided, however, that a committee member may serve the Association in another capacity and receive compensation therefor.
5. **Annual Statement:** The Board of Directors shall present at each annual meeting, and when called for by vote of the Members at any special meeting of the Members, a full and clear statement of the business and condition of the Association. The annual statements shall include profit and loss statements and balance sheets prepared in accordance with sound



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business and generally accepted accounting principles and shall be made available to each Member.

### ARTICLE VI

#### OFFICERS

1. **Designation and Number:** The principal officers of the [Association](#) shall be elected by the Members of the Association at the annual meeting and shall be a President, a Vice-President, a Secretary, and a Treasurer. These principal officers shall also serve as Directors of the [Association](#). The Board of Directors may also choose additional vice-presidents and one or more assistant secretaries and treasurers. Any two of said offices may be held by the same person at the same time, except that the President may not also be the Secretary or Treasurer. The officers shall have such authority, powers and duties as the Board may designate and determine not inconsistent with the law, the Declaration and Petition for Incorporation, or other provisions of these Bylaws.
2. **Election and Tenure:** The officers of the [Association](#) shall be elected annually at the annual meeting of Members or at a special meeting called for that purpose if for any reason officers have not been elected at such annual meeting. The officers of the [Association](#) shall hold office until their successors are duly elected and qualified. Any officer may be removed from office by the Board of Directors at any regular or special meeting called for that purpose; and any vacancy in any office, however caused, may be filled by the Board at any regular or special meeting called for that purpose for the remainder of the unexpired term of such office.
3. **Other Officers and Agents:** The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.
4. **Initial Officers:** The initial officers and the manner of filling vacancies of the initial officers shall be as set forth in the declaration and Petition for Incorporation of the [Association](#) and they shall serve as provided for therein.
5. **Compensation:** Officers, as such, shall not receive any salary or compensation for their services; provided, however, that an officer may serve the [Association](#) in another capacity and receive compensation therefore.



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6. **The President:** The President shall be the chief executive officer of the [Association](#) and shall preside at all meetings of the Members and directors. He shall be an ex officio member of all standing Board committees, shall have general and direct management of the business of the [Association](#), and shall be responsible for seeing that all orders and resolutions of the Board are carried into effect.
7. **The Vice President:** The Vice President, in the order of their seniority if there be more than one, shall, in the absence or disability of the President, perform the duties and exercise the authority and powers of the President, and shall have such other authority and powers and perform such other duties as the Board of Directors may from time to time direct by resolution.
8. **The Secretary:** The Secretary shall attend all meetings of the Board and of the Members and record all notes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees. The Secretary shall give, or cause to be given, notice of all meetings of Members, committees and special meetings of the Board and shall have such other authority and power and perform such other duties as the Board of Directors may from time to time direct by resolution. The Secretary shall have custody of the corporate seal and shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by the signature of the Secretary or an Assistant Secretary. Assistant Secretaries, in order of their seniority, shall, in the absence or disability of the Secretary, exercise the authority and powers and perform the duties of the Secretary and shall perform such other duties as the Board of Directors may from time to time direct by resolution.
9. **The Treasurer:** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the [Association](#) and shall deposit all moneys and other valuable effects in the name and to the credit of the [Association](#) in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the [Association](#) as may be ordered by the Board, requiring receipt of proper vouchers, and shall render to the President and Board, at the regular meetings of the Board, or whenever they may require it, an account of all the Treasurer's transactions and of the financial condition of the [Association](#). Upon written request the Treasurer shall provide a certificate as to the status of payment of assessments with respect to the requesting Members. Assistant Treasurers, in order of their seniority, shall, in the absence or disability of the Treasurer, exercise the authority and powers and



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perform the duties of Treasurer and shall perform such other duties as the Board of Directors may from time to time direct by resolution.

### ARTICLE VII

#### BOOKS AND RECORDS

1. **Accounting and Transfer Records:** The Association shall maintain accounting records in accordance with sound business and generally accepted accounting principles and shall maintain accurate and current records of Members, Assessments, whether Regular, Special or Extraordinary, Reserves and Surplus. All such corporate books and records shall be available for inspection by the Members at all reasonable hours. Such records shall include, in addition to the foregoing and those listed in Article VI, paragraph 9 of these Bylaws, the following:

An account for each Member designating the name and address of such Member, the amount and due dates of any Assessments, the amounts paid and the balance due.

A record of any Mortgagees or other lien holders who have requested the Association in writing that they be registered and given notice of default in the event of nonpayment of and assessments. No responsibility by the Association is assumed with respect to said register except that the Association will endeavor to give any such notice but failure to do so shall not affect any of the Association's rights with respect to its Assessments and any lien it may have for them.

2. **Maintenance of Records:** The Treasurer shall be responsible for maintaining the aforesaid accounting and transfer records and for recording all accounts and registrations therein.

### ARTICLE VIII

#### ASSESSMENTS

1. **Initial Assessments:** The initial Annual Assessment shall not be in excess of \$250 per lot and shall be assessed in accordance with the Declaration.
2. **Subsequent Assessments:** The Board of Directors may from time to time fix and determine regular Assessments for Association Expenses and Reserves.
3. **Special and Extraordinary Assessments:** The Board of Directors shall have authority and the duty to fix and determine such Special and Extraordinary Assessments in accordance with the Declaration as may from time to time be necessary or proper.



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4. **Retroactivity:** Any change in Assessments and any Special or Extraordinary Assessment, if determined by the Board of Directors shall be retroactive to the first day of that calendar year. Any amounts paid by members shall be credited against any retroactively adjusted assessment.
5. **Due Date:** Annual Assessments shall be assessed in advance and paid on the first day of October without additional notice or demand and shall be past due on the first day of the following January. Special Assessments shall be due and payable as provided by resolution of the Board of Directors.
6. **Default:** Upon default by a Member in payment when due of any Assessments, including Special and Extraordinary, the Board of Directors shall, in accordance with the Declaration and the Association Documents, enforce the right and remedies of the [Association](#) with respect to such default [by filing a lien on the Member's property](#).
7. **Disqualification of Members:** Any member who defaults in payment of any assessment shall be disqualified from voting or holding any office, including director, of the [Association](#) so long as such default exists.

### ARTICLE IX MISCELLANEOUS

1. **Notices:** Unless otherwise provided in the Amended and Restated Declaration, the other Association Documents, or elsewhere in these Bylaws, whenever notice is required or permitted to be given to any Director or Member, it shall not be construed to mean personal service, but may be given in writing by prepaid, first-class mail addressed to such Director or Member at such address as appears on the books of the [Association](#), by e-mail or by being conspicuously displayed in a public place within the Haigs Creek Subdivision. Such notice shall be deemed given when sent or displayed. Whenever notice is required to be given by law or the [Association](#) Documents, a waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.
2. **Fiscal Year:** The calendar year shall be the corporate operating year, beginning on January 1 and ending December 31 of each year. The Board of Directors may change the Association to such other fiscal year basis as the Board determines in the best interest of the [Association](#).



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3. **Seal:** The Association shall have a seal inscribed with the name of the Association and words "Corporate Seal, South Carolina". The Secretary shall maintain the safe possession of the seal.
4. **Statutory Powers:** The Association shall have all the powers and authority granted to Associations pursuant to the laws of the State of South Carolina, as the same may from time to time be amended, as if the same were stated in full herein, subject to any limitations set forth in the Amended and Restated Declaration and Association Documents.
5. **Authority of Members:** No Member, except as an officer of the Association, shall have the authority or power to act for the Association or to bind it.
6. **Amendments:** These Bylaws may be added to, amended, or repealed by the affirmative vote of two-thirds of the Members present in person or by proxy or by a majority of the members' voting power, whichever is less, at any regular meeting of Members or at any special meeting, provided notice has been given as hereafter provided. Amendments may be approved by the members at a membership meeting, written ballot, or written consent.

Subject to the foregoing right of Members to adopt, amend or repeal Bylaws, and pursuant to the rights as outlined in the original Bylaws, the Board of Directors shall have the power to adopt, amend, or repeal the Bylaws, by an affirmative vote of seventy-five percent (75%) of all directors then holding office, provided that notice has been given as hereinafter provided. However, by adopting, amending, or repealing a particular bylaw, the members state expressly that the Board of Directors may not adopt, amend or repeal that Bylaw or any Bylaw on that subject. While the board may propose an amendment for adoption by members, board approval is not required for amendments relating to the number of directors, the composition of the board, the terms of office of directors, or the method by which directors are elected or selected.

No meeting of Members or Directors shall be deemed competent to consider adoption, amendment or repeal of Bylaws unless prior written notice of said meeting, whether regular or special, specifying said proposed change shall have been given to all Members or all Directors at least ten (10) days prior to the meeting, or said notice is waived by written waiver as provided elsewhere herein.

Any Member of the Association may propose a change to the Bylaws by written request to the President.



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7. **Captions; Gender; Name:** Captions to Articles and paragraphs herein are for convenience only and shall not be deemed to be a part of these Bylaws or limit anything contained herein. Whenever used herein any gender shall include the others, the singular shall include the plural and the plural shall include the singular, whenever appropriate.
8. **Validity; Severability:** If any Bylaw or part thereof shall be held invalid or unenforceable such invalidity or unenforceability shall not affect the validity or enforceability of any other Bylaw or part thereof.
9. **Indemnification:** To the extent permitted by and subject to the laws of the State of South Carolina, any present or former director, officer or employee of the [Association](#) shall be entitled to reimbursement of expenses and other liabilities including attorney's fees actually and reasonable incurred by him and any amount owing or paid by him in discharge of a judgment, fine, penalty or costs against him or paid by him in settlement approved by a court of competent jurisdiction, in any action or proceeding, including any civil, criminal or administrative action, suit, hearing or proceeding, to which he is a party by reason of being or having been a director, officer or employee of this Association.

To the extent permitted by and subject to the laws of the State of South Carolina, the [Association](#) is authorized to purchase and maintain insurance on behalf of any present or former director, officer, or employee of the [Association](#), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such together with such costs, fees, penalties, fines and the like with respect thereto, all as set forth hereinabove.

This section is not intended to extend or to limit in any way the right and remedies provided with respect to indemnification of directors, officers, employees, and other persons provided by the laws of the State of South Carolina, but is intended to express the desire of the Members of this [Association](#) that indemnification be granted to such directors, officers, employees and other persons to the fullest extent allowable by such Laws.

### ATTESTATION

IN WITNESS WHEREOF, the undersigned has signed these documents for the purpose of authenticating it as the Bylaws of Haigs Creek Homeowners Association, Inc., a South Carolina [Association](#) not for profit, as adopted by its Board of Directors this day of August, 2003.

Stephen D. Leech