

**BYLAWS  
OF  
THE RIVER RESERVE OWNERS' ASSOCIATION, INC.**

**A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
Offices**

1.1 **Location.** The principal office of the Corporation shall be located at 121 Commerce Blvd., Easley, SC 29642. The Corporation may also maintain additional offices at such other places within or outside the State of South Carolina as the Board of Directors may from time to time determine.

**ARTICLE II  
No Members (Non-Stock Corporation)**

The Corporation is a non-stock corporation, and no dividends or pecuniary profits shall be declares or paid.

**ARTICLE III  
Fees, Dues, and Assessments**

Not Applicable.

**ARTICLE IV  
Board of Directors**

4.1 **Power of Board and Qualification of Directors.** The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age. The Board of Directors shall consist of the then President, Vice President, and Secretary/Treasurer of the Corporation, and such interest persons as shall be elected from the Board of Directors of the Corporation.

4.2 **Number, Election, and Qualification.** The number of directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than three (3). The number of directors may be decreased at any time and from time to time by a majority of the directors then in office, but only to eliminate vacancies existing by reason of the death, resignation, removal, or expiration of the term of one or more directors. The directors shall be elected at the annual meeting of the Board of Directors by such Directors as have the right to vote on such election.

4.3 **Classes of Directors.** The Board of Directors shall be and is divided into three classes: Class I, Class II, and Class III. No one class shall have more than one director more than any other class. If a fraction is contained in the quotient arrived at by dividing the authorized number of directors by three, then if such fraction is one third, the extra director shall be a member of Class I and, if such fraction is two thirds, one of the extra directors shall be a member of Class I, and the other extra director shall be a member of Class II, unless otherwise provided for from time to time by resolution adopted by a majority of the Board of Directors.

4.4 **Terms in Office.** Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that each initial director in Class I shall serve for a term ending on the date of the annual meeting next following the end of the Corporation's fiscal year ending December 31, 2003; each initial director in Class II shall serve for a term ending on the date of the annual meeting next following the end of the Corporation's fiscal year ending December 31, 2004; and each initial director in Class III shall serve for a term ending on the date of the annual meeting next following the end of the Corporation's fiscal year ending December 31, 2005.

4.5 **Allocation of Directors among Classes in the Event of Increases or Decreases in the Number of Directors.** In the event of any increase or decrease in the authorized number of directors, (1) each director then serving as such shall nevertheless continue as director of the class of which he is a member until the expiration of his current term or his prior death, retirement, or resignation, and (2) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of office are to expire at the earliest dates following such allocation, unless otherwise provided for from time to time by resolution adopted by a majority of the directors then in office, although less than a quorum.

4.6 **Tenure.** Notwithstanding any provisions to the contrary contained herein, each director shall hold office until his successor is elected and qualified, or until his earlier death, resignation or removal.

4.7 **Vacancies.** Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of the Board of Directors and until his successor is elected and qualified, or until his earlier death, resignation, or removal.

4.8 **Resignation.** Any director may resign from office at any time by delivering a resignation in writing to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

4.9 **Removal of Directors.** Any director may be removed with cause by vote of the Board of Directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

4.10 **Meetings of the Board.** Meetings of the Board of Directors, annual, regular, or special, may be held at an approved meeting place of the Corporation in the City of Greenville, State of South Carolina, or as shall be specified in the respective notice or waivers of notice thereof. An annual meeting of the Board for the appointment of officers shall be held as is practicable, and no notice thereof need be given. The Board may fix times and places for regular meetings of the Board and no notice of such meetings need be given. Special meetings of the Board may be called at any time by the President or by any two (2) directors by a written notice delivered or mailed to each director at his last known address at least ten (10) days prior to the day of the meeting.

Notice of a meeting need not be given to any alternate director nor to a director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

4.11 **Quorum and Voting.** Unless a greater proportion is required by law, by the Certificate of Incorporation or by a bylaw adopted by the Corporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by these bylaws, the vote of a majority of the directors present at a meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board, except as otherwise provided by law or by these bylaws.

4.12 **Written Consent of Directors; Meetings by Conference Telephone.** Any action required or permitted to be taken by the Board of Directors or committee thereof may be taken by the Board of Directors or any committee thereof without a meeting if members of the Board or such committee constituting a quorum for such action consent in writing to the adoption of a resolution authorizing such action. Each resolution so adopted and the written consents thereto by members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.13 **Compensation of Directors.** The Corporation shall not pay compensation to directors, but may reimburse directors for expenses actually incurred in performing services rendered to the Corporation in such capacities. Nothing herein should be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

4.14 **Annual Report of Directors.** The Board of Directors shall present at the annual meeting of the Board of Directors a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period.

The annual report of the directors shall be filed with records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board of Directors.

## ARTICLE V Standing Committees

5.1 **Committees.** The Board of Directors may appoint at its discretion from time to time Standing Committees or subcommittees thereof to perform designated functions on behalf of the Corporation. Any new Standing Committees or subcommittees thereof shall be subject to the terms of these bylaws and shall be responsible for such matters as may from time to time be designated by the Board of Directors.

## ARTICLE VI Officers, Agents and Employees

6.1 **General Provisions.** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and may include a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.

6.2 **Term of Office, Vacancies, and Removal.** The officers shall be elected by the Board of Directors at the first meeting of the Board in each year. The Board may appoint other officers, who shall have such authority and perform such duties as may be prescribed by the Board. Each officer shall hold office until the meeting of the Board following the annual meeting of the Board of Directors after his appointment and until his successor has been appointed and qualified. If an office becomes vacant for any reason, the Board may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his successor shall have expired unless reelected by the Board. Any officer may be removed by the Board with or without cause. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent, or employee of the Corporation shall not of itself create contract rights.

6.3 **Powers and Duties of Officers.** Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

(a) Chairman of the Board. The Chairman of the Board (if any) shall preside at all meetings of the Board of Directors at which the Chairman is present and shall perform such other duties as the Board may designate. In the absence or inability of the President to act, the Chairman of the Board shall perform the duties and may exercise the powers of the President.

(b) President. The President shall serve as the chief executive officer of the Corporation. In the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

(c) Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

(d) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any, and he shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

(e) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require.

6.4 **Agents and Employees.** The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

6.5 **Compensation of Officers, Agents, and Employees.** The compensation of officers, agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent, or employee as to person under that person's direction or control. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

## ARTICLE VII Miscellaneous

7.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

7.2 **Corporate Seal.** The seal of the Corporation shall be circular in form and contain the name of the Corporation, the words "Corporate Seal" and "State of South Carolina" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed, impressed, or reproduced in any manner.

7.3 **Checks, Notes, and Contracts.** The Board of Directors shall determine who shall be authorized from time to time on the Corporation ' s behalf to sign checks, notes, drafts, acceptances, bills of exchange, and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

7.4 **Books and Records.** The Corporation shall keep at its principal office (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its Board and any committee of the Corporation; and (3) a current list or record containing the names and addresses of all directors and officers of the Corporation. Any of the books, records, and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

7.5 **Amendments to Certificate and Bylaws.** These bylaws may be amended or repealed, and new bylaws may be adopted by the Board of Directors at the time entitled to vote in the election of directors, provided that a majority of the Board of Directors present at a meeting called for such purpose approve or consent to such new bylaws.

7.6 **Indemnification and Reimbursement.** The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid on judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of the Board of Directors, or otherwise.

7.7 **Interested Directors and Officers.** No contract transaction between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that any one or more of the officers or directors of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because officer or director was present at the meeting of the Board of Directors that acted on or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such officer or director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested officer or director may be counted in determining ratification or approval is given. If the vote of such officer or director was necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the officer's or director's interest, be submitted for the approval or ratification of the Corporation.

Dated as of the 17<sup>th</sup> day of October, 2003.

**THE RIVER RESERVE OWNERS'  
ASSOCIATION, INC.**

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By: Joseph A. Beeson  
Its: President