

THORNBLADE CROSSING HOMEOWNERS' ASSOCIATION BYLAW BRIEF

This document was written as a quick reference to the Association Bylaws. It is not intended to replace or interpret the actual document. All actions and decisions should be based on the wording of Bylaws of the Thornblade Crossing Homeowners' Association.

Article 1, NAME AND LOCATION

- Section 1.1 **Name**-The name of the corporation is THORNBLADE CROSSING HOMEOWNERS' ASSOCIATION.
- Section 1.2 **Location**-The association's principle office is in Greenville County, SC.
- Section 1.3 **Registered Agent**-The registered agent is the Secretary.
- Section 1.4 **Purpose**-
 (i) provide maintenance services
 (ii) manage and maintain the common area
 (iii) administer and enforce all covenants, conditions and restrictions.

Article 2, DEFINITIONS

Definitions of terms used in the Bylaws are set forth in the Declaration of Covenants, Conditions and Restrictions.

Article 3, MEETING OF MEMBERS

- Section 3.1 **Membership**-Members of the association are owners of lots at Thornblade Crossing.
- Section 3.2 **Annual Meetings**-The first annual meeting will be held within one year from the date of incorporation or during the first calendar year that assessments are charged to the owners. Subsequent annual meetings shall be held as determined by the Board.
- Section 3.2 **Special Meetings**-Special meetings may be called by the President, the Board or upon written request of members.
- Section 3.4 **Place of Meetings**-All meetings will be held in Greenville County as determined by the Board.
- Section 3.5 **Notice of Meetings**-Written notice of meetings specifying place, date and time must be mailed to members 30-60 days prior to the meeting. In the case of a special meeting, the purpose of the meeting must be stated.

- Section 3.6 **Membership List**-On the next day following the notification of a meeting, the secretary will make an alphabetical list of all members who are entitled to vote available for inspection. The place of this list must be indicated in the meeting announcement. The list must also be available at the meeting.
- Section 3.7 **Voting Rights**-Voting rights are one vote per lot.
- Section 3.8 **Quorum**-A quorum is 10% of the voters, unless otherwise stated in the Articles of Incorporation, the Declaration or the Bylaws. If a quorum is not present, a subsequent meeting may be called.
- Section 3.9 **Initial Voting Rights**-Initial voting rights have two classes per the Declaration.
- Section 3.10 **Proxies**-Members may vote in person or by proxy.
- Section 3.11 **Action by Members**-Unless otherwise provided, a vote of at least 2/3 of the members at a meeting at which a quorum is present shall be regarded as the act of the members.
- Section 3.12 **Waiver of Notice**-Any member may waive notice of meeting in writing and such waiver shall be deemed equivalent to the giving of any notice.
- Section 3.13 **Informal Action by Members**-Action of the members may be taken without a meeting via consent in writing or written ballot.

Article 4, BOARD OF DIRECTORS

- Section 4.1 **Number**-Following the first annual meeting, the Board will consist of five (5) directors.
- Section 4.2 **Initial Directors**-Names the initial directors before the Homeowners' Association assumes control.
- Section 4.3 **Nomination**-The Board of Directors will appoint the nominating committee. The nominating committee will make as many nominations as they see fit, but not less than the number of vacancies to be filled. Nominations may also be made from the floor.
- Section 4.4 **Election**-Directors shall be elected at the annual meeting by plurality vote.
- Section 4.5 **Term of Office**-Board members' terms expire at the next annual meeting.
- Section 4.6 **Removal**-A majority vote of the Board may remove a director from office. The Board may declare an office vacant if a director is absent for three (3) consecutive meetings. The Board selects a successor for the director. Members may elect a director to fill a vacancy not filled by the Board.
- Section 4.7 **Compensation**-Board members serve without compensation.

Section 4.8 **Salaries of Employees and Agents**-The Board sets salaries of employees and agents, unless otherwise stated in the Bylaws.

Article 5, MEETING OF DIRECTORS

Section 5.1 **Regular Meetings**-Meetings shall be held on a regular basis as the Board sees fit.

Section 5.2 **Special Meetings**-Special meetings may be called by the President or by any two (2) directors with at least three (3) days notice.

Section 5.3 **Notice of Meetings**-The secretary shall notify Board members of special meetings.

Section 5.4 **Quorum**-A majority of the number of directors constitutes a quorum. Acts or decisions made by a majority of the directors at a meeting at which a quorum is present shall be regarded as an act of the Board.

Section 5.5 **Informal Action by Directors**-Actions taken by a majority of the directors if written consent is signed and filed with the minutes is considered Board action.

Section 5.6 **Chairman**-The president serves as Chairman of the Board.

Section 5.7 **Liability of the Board of Directors**-Members of the Board are not liable to the Association members for mistakes of judgment or negligence except for

- (i) breach of directors duty,
- (ii) willful misconduct or bad faith,
- (iii) any transaction from which a director derives improper personal benefit.

Board members shall have no personal liability beyond that assumed as members of the Association.

Article 6, POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 6.1 **Powers**-The Board has power to

- (a) adopt and publish rules and regulations governing maintenance and use of the common area.
- (b) exercise all powers, duties and authority as stated in the Bylaws, Articles of Incorporation or Declaration.
- (c) declare an office on the Board vacant if a director has been absent for three (3) consecutive regular meetings of the Board.
- (d) employ agents, contractors or employees and prescribe their duties.
- (e) employ attorneys and accountants as necessary.

- (f) grant utility easements without consent of the membership.
- (g) appoint and remove all officers, agents and employees of the Association, prescribe their duties, fix compensation and require bonds as necessary.
- (h) do anything lawfully necessary or desirable to carry out the purposes of the Association.
- (i) enforce provisions, rules or regulations, seek damages for violation of such provisions, rules or regulations.
- (j) levy assessments as set forth in the Declaration.

Section 6.2 **Duties-**

- (a) record all acts of the Board and present a statement thereof to the members at an annual meeting.
- (b) supervise all officers, agents and employees of the Association.
- (c) in accordance with the Declaration;
 - (1) fix the amount of assessments
 - (2) send written notice of assessments before due date
 - (3) foreclose the lien against property or bring action at law against the owner.
- (d) issue a certificate stating whether or not an assessment has been paid.
- (e) procure and maintain adequate liability insurance on the association, directors and officers and adequate hazard insurance on the property.
- (f) cause officers with fiscal responsibility to be bonded if necessary.
- (g) maintain the common area.

Article 7, OFFICERS AND THEIR DUTIES

- Section 7.1 **Officers**-President and Vice-President as members of the Board, Secretary and Treasurer who may or may not be members of the Board and other officers as the Board by resolution may create.
- Section 7.2 **Election of Officers**-The election of officers shall take place at the first Board meeting following the annual meeting of the association.
- Section 7.3 **Term**-The term is one (1) year unless other circumstances occur.
- Section 7.4 **Special Appointments**-Board may elect other officers who will have the authority to perform duties determined by the Board.
- Section 7.5 **Resignation, Removal and Vacancies**-Officers may be removed without cause. Officers may resign by written notice. Vacancies may

be filled by appointment of the Board. Appointed officers shall serve for the remainder of the term.

Section 7.6 **Multiple Offices**-The offices of Secretary and Treasurer may be held by the same person. No other offices may be combined except as specified in Section 7.4.

Section 7.7 **Duties**-The duties of the officers are as follows:

- (a) President-Serves as the principal executive officer and subject to the Board supervises and controls the management of the Association. The president presides at Board meetings; sees that orders and resolution of the Board are carried out; signs leases, mortgages, deeds and co-signs checks and promissory notes.
- (b) Vice-President-Acts in place of the president in his absence and discharges other duties required by the Board.
- (c) Secretary-Records the votes and keeps the minutes of meeting of Board and members, keeps the corporate seal, serves notice to Board and members, maintains records of members of the association.
- (d) Treasurer-Receives and disburses association monies, signs all checks and promissory notes, keeps proper books, causes an annual audit of association books, prepares an annual budget and prepares and delivers a statement of income and expenditures to members.

Section 8, COMMITTEES

Section 8.1 **Executive Committee**-The Board may appoint an executive committee to manage the business affairs of the association.

Section 8.2 **Nominating Committee**-The association appoints a nominating committee. See Section 4.3.

Section 8.3 **Other Committees**-The Board may appoint other committees as it sees fit.

Section 8.4 **Compensation**-Members of the committees serve without salary or compensation.

Article 9, BOOKS AND RECORDS

Books and records of the association must be available for inspection by any member. Members may purchase copies for a reasonable cost.

Article 10, ASSESSMENTS

Each member is obligated to pay annual assessments and special assessments as defined in the Declaration. Any assessment not paid by the due date shall bear 12% (per annum) interest or the highest rate permitted by law, whichever is lower, plus a late charge established by the Board. The association may bring legal action to collect assessments with the member bearing all costs of collections and reasonable attorney's fees.

Article 11, CORPORATE SEAL

The association (optional) shall have a corporate seal.

Article 12, AMENDMENTS

Section 12.1 The Bylaws may be amended by a 2/3 vote of the members in a meeting where a quorum is present. Bylaws may be amended without vote to be in compliance with FHA, VA, Federal National Mortgage Association or similar agency.

Section 12.2 In case of conflict between the Articles of Incorporation and the Bylaws, the Articles shall control. In case of conflict between the Declaration and the Bylaws, the Declaration shall control.

Article 13, ARBITRATION

Any disputes shall be resolved through arbitration.

Article 14, MISCELLANEOUS

The fiscal year is January 1 through December 31.

Article 15, INDEMNIFICATION OF THE DIRECTORS AND OFFICERS

To the extent permitted by law, the association shall indemnify any director or officer (former or current) against expenses of liabilities actually and reasonable incurred by him in connection with the defense of or as a consequence of any threatened, pending or completed action, suit or proceeding in which he was a party by reason of being of having been a director or officer except in cases of negligence or will misconduct.