

BY-LAWS  
OF  
POWDERHORN HOMEOWNERS ASSOCIATION, INC.

Article I

Name and Location

Section 1. The name of the corporation shall be Powderhorn Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of South Carolina, hereinafter referred to as the "Association".

Section 2. The principal office of the corporation shall be located at Powderhorn Road in the City of Simpsonville, Greenville County, South Carolina.

Article II

Definitions

Section 1. "Association" shall mean and refer to the Powderhorn Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of South Carolina, its successors and assigns.

Section 2. "Restrictions" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions recorded in the R.M.C. Office for Greenville County, South Carolina in Deed Book 1011, Page 155, and any amendments or supplementary declarations thereto which may in the future be made.

Section 3. "Properties" shall mean and refer to that certain real property in the County of Greenville, State of South Carolina which is shown on a plat prepared by Piedmont Engineers and Architects, dated July 26, 1973, revised January 7, 1974 and February 26, 1974, entitled "Powderhorn, Section 1," Lots 1 through 66, and recorded in the R.M.C. Office for said county and state in Plat Book 4X, Page 95, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean and refer to all real property owned by the Association for the common use and enjoyment of the Owners.

Section 5. "Lot" shall mean and refer to any numbered lot of land shown upon the recorded subdivision map of the Properties, but shall not include the Common Area.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Member" shall mean and refer to those persons entitled to exercise Voting Rights as provided by the Restrictions.

### ARTICLE III

#### Meeting of Members

Section 1. Annual Meetings. The annual meeting of the members shall be held on the first Sunday in March of each year, at 3:00 P.M., or at such other time as the directors may from time to time elect during the spring of each year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes.

Section 3. Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws, written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting at least ten (10) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to vote, or of proxies entitled to vote, one-fourth (1/4) of the votes of the membership shall constitute a

quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictions, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV

##### Board of Directors: Selection: Term of Office

Section 1. Number. The affairs of the Association shall be managed by a Board of nine (9) directors. Members, relatives who are resident in the household of members, and employees of corporate members designated by said corporation, shall be eligible to serve as directors.

Section 2. Term of Office. At the next annual meeting following the adoption of these By-Laws, the members shall elect three (3) directors for a term of three (3) years, three (3) directors for a term of two (2) years, and three (3) directors for a term of one (1) year. Thereafter, the terms of each director shall be for a period of three (3) years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without A Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written

approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V

### Nomination and Election of Directors

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association or by any three directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictions;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, or such other employees as they deem necessary, and to prescribe their duties;

(f) contract with an independent contractor for management, maintenance and operation of the common properties or any of them, as the directors may deem proper;

(g) adopt rules and regulations governing the use of the Common Area and/or recreational facilities by non-residents of the Properties and/or non-voting members of the Association.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Restrictions, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;  
and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

## ARTICLE VIII

### Officers and Their Duties

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may, from time to time by resolution, create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

#### Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an audit committee appointed by the Board of Directors at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

### ARTICLE IX

#### Committees

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

### ARTICLE X

#### Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictions, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any



member at the principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI

### Assessments

As more fully provided in the Restrictions, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of the delinquency at the rate and to the extent permitted by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

## ARTICLE XII

### Corporate Seal

The Association shall have a seal in circular form of appropriate design.

## ARTICLE XIII

### Amendments

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of the members of the Association.

## ARTICLE XIV

### Miscellaneous

Section 1. Fiscal Year The fiscal year of the Association shall begin on the first day of May and end on the 30<sup>th</sup> day of April of every year.

Section 2. Additions to Properties and Membership. Additions to the Properties may be made in accordance with the provisions of the Restrictions. Such additions, when properly made, shall extend the jurisdiction, functions, duties and membership of the Association to such properties.

Section 3. Mergers and Consolidations. 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 assent of two-thirds (2/3) of the votes of each class of members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all members at least thirty (30) days in advance and which shall set forth the purpose of the meeting.

Section 4. Dedication of Properties or Transfer of Functions to Public Agency or Utility. The Association shall have power to dedicate or transfer all or any part of the Common Area to any public agency, authority or utility in accordance with the applicable provisions of the Restrictions.

Section 5. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictions and these By-Laws, the Restrictions shall control.

IN WITNESS WHEREOF, we being a majority of the directors of Powderhorn Homeowners Association, Inc., have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 2008

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_____	_____
_____	_____
_____	_____

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CERTIFICATE

The undersigned, Secretary of Powderhorn Homeowners Association, Inc., certifies that the foregoing By-Laws were duly adopted by the membership of the Association upon meeting duly called, on \_\_\_\_\_, 2008.

\_\_\_\_\_  
Secretary

ATTEST:

\_\_\_\_\_  
President