

## BY-LAWS

of

### THE LAUREATE PHASE IV HOMEOWNERS ASSOCIATION

#### ARTICLE I

##### Name and Location

The name of the corporation is **THE LAUREATE PHASE IV HOMEOWNERS ASSOCIATION**, hereinafter referred to as the "Association". The principal office of the corporation shall be located at The Laureate Phase IV in Forest Acres, South Carolina, but meetings of members and directors may be held at such places within the State of South Carolina, County of Richland, as may be designated by the Board of Directors.

#### ARTICLE II

##### Definitions

**Section 1. "Association"** shall mean and refer to The Laureate Phase IV Homeowners Association, its successors and assigns.

**Section 2. "Properties"** shall mean and refer to "Properties" as defined in the Declaration of Covenants, Conditions and Restrictions, as hereinafter referred to.

**Section 3. "Common Area"** shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

**Section 4. "Lot"** shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the General Common Area.

**Section 5. "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 6. "Declarant"** shall mean and refer to Laureate Green, Inc., its successors and assigns, or successors in title, if such successor in title should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

**Section 7. "Declaration"** shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to The Laureate Phase IV executed by Declarant, and recorded in the R.M.C. Office for Richland County, South Carolina.

**Section 8. "Member"** shall mean and refer to those persons entitled to membership as provided in the Declaration and in

Article III of these By-Laws.

### ARTICLE III

#### Membership and Property Rights

**Section 1. Membership.** Every owner of a Lot which is subject to assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the members shall be as provided by the Declaration.

**Section 2. Property Rights.** Each Member shall be entitled to the use and enjoyment of the facilities as provided in the Declaration. Any Member may delegate the Member's rights of enjoyment of the General Common Area and facilities to the Member's family, the Member's tenants, or contract purchasers who reside on the Properties. Such Member shall notify the secretary of the Association in writing of the name of the delegate. The rights and privileges of such delegate are subject to suspension to the same extent as those of the Member.

### ARTICLE IV

#### Meeting of Members

**Section 1. Annual Meetings.** The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting shall be held on the same day of the same month of each year thereafter, at the hour of 2:00 o'clock P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

**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 the written request of the Members who are entitled to vote ten (10%) per cent of all the votes of the membership.

**Section 3. Notice of Meetings.** 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, by personal delivery or by mailing a copy of such notice, postage prepaid, at least 10 days, and not more than 50 days before such meeting, 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. Waiver by a Member in writing of the notice required herein, signed by him before or after such meeting,

shall be equivalent to the giving of such notice.

**Section 4. Quorum.** The presence at the meeting of the Members entitled to cast, or of proxies entitled to cast, ten (10%) per cent of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote there at 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 the Member's Lot.

## ARTICLE V

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

**Section 1. Number.** The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

**Section 2. Term of Office.** At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three 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, such director's successor shall be selected by the remaining Members of the Board, and shall serve for the unexpired term of such director's predecessor.

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

**Section 5. Action Taken without a Meeting.** The director 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 VI

### 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 VII

### Meetings 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. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

**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 two 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 VIII

### Powers and Duties of the Board of Directors

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

(a) adopt and publish rules and regulations governing the use of the General 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 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 Declaration;

(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;

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

(f) employ attorneys to represent the Association when deemed necessary.

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 this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, 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 insurance covering the Association, its directors, officers, agent and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association;

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

(g) cause the General Common Area to be maintained.

## ARTICLE IX

### Officers and Their Duties

**Section 1. Enumeration of Offices.** 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 such officer 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, have 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 by 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 replaced.

**Section 7. Multiple Offices.** The offices 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, deed and other written instruments and shall co-sign all checks and promissory notes.

**Vice-President**

(b) The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required 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 a public accountant 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 of each to the Members.

## **ARTICLE X**

### **Committees**

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and 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 purpose.

## **ARTICLE XI**

### **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 Declaration, 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 costs.

## **ARTICLE XII**

### **Assessments**

(a) As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the 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 legal rate provided by law for judgments of Court enrolled or entered, 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 non-use of the General Common Area or abandonment of the Owner's Lot.

## **ARTICLE XIII**

### **Corporate Seal**

The Association shall have a seal in circular form having within its circumference the words: The Laureate Phase IV



Homeowners Association.

#### ARTICLE XIV

##### 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 a quorum of Members present in person or by proxy, except that the Federal Housing Authority Administration or the Veterans Administration shall have the right to veto amendments while there is membership.

Section 2. 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 Declaration and these By-Laws, the Declaration shall control.

#### ARTICLE XV

##### Fiscal Year

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

#### CERTIFICATION

I, the undersigned, do hereby certify:

That I am duly elected and acting secretary of The Laureate Phase IV Homeowners Association, a South Carolina corporation, and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_ day of \_\_\_\_\_, 1992.

\_\_\_\_\_  
Richard M. Molten, Jr.,  
Secretary

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**THE LAUREATE PHASE IV HOMEOWNERS ASSOCIATION**

**UNANIMOUS CONSENT BY DIRECTORS**

**IN LIEU OF ORGANIZATIONAL MEETING OF THE**

**BOARD OF DIRECTORS**

The undersigned, constituting all of the Directors of The Laureate Phase IV Homeowners Association, a South Carolina Non-Profit corporation, do hereby, pursuant to Sections 33-2-105 and 33-8-210 of the South Carolina Business Corporation Act of 1988, as amended, take the following action by this unanimous consent, and without the necessity of a meeting:

RESOLVED, that each of the following persons shall be, and hereby is, elected to serve as an officer of the Corporation in the capacity set forth below, to hold office until their successors are elected and have qualified or until their resignation or removal:

OFFICE

NAME

President

C. Marshall Kibler

Vice President

Richard M. Molten, Jr.

Secretary

Richard M. Molten, Jr.

Treasurer

Richard M. Molten, Jr.

RESOLVED, that the seal, an impression of which is herewith affixed, be adopted as the corporate seal of the corporation.

RESOLVED, that the By-Laws, a copy of which has been presented to and reviewed by each Director of the Corporation, shall be, and hereby are, adopted as the By-Laws of the Corporation.

RESOLVED, that the Declaration and Petition for Incorporation heretofore filed with the Secretary of State by C. Marshall Kibler and Richard M. Molten, Jr., as Subscribers, on July \_\_\_\_\_, 1992, be and are hereby, adopted in all respects as the Charter for the Corporation.

RESOLVED, that the Declaration of Covenants, Conditions and Restrictions for The Laureate Phase IV, a copy of which is attached hereto, be executed and subsequently recorded in the Office of the Register of Mesne Conveyance for Richland County, South Carolina.

RESOLVED, that, unless otherwise ordered, all meetings of the Board of Directors shall be held at the office the Corporation.

RESOLVED, that the fiscal year of the Corporation shall begin on January 1st, and end on December 31, of each year.

RESOLVED, that the Treasurer be, and hereby is, authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

RESOLVED, that the President be, and hereby is, authorized and directed to open deposit accounts of the Corporation and to perform any and all acts necessary and incidental thereto.

FURTHER, RESOLVED, that the resolution(s) pertaining to the Corporation's bank account, which resolution(s) is attached hereto, and incorporated herein by reference, is hereby adopted as a resolution(s) of the Corporation.

The Secretary is hereby authorized and directed to procure the proper books and to file with the Minutes of the meeting:

- (a) Copy of the By-Laws;
- (b) Certified Copy of Articles of Incorporation; and
- (c) Copy of the Declaration of Covenants, Conditions and Restrictions for The Laureate Phase IV.

This Unanimous Consent to Action shall be filed with the Secretary and kept as part of the Corporate Records.

The undersigned, constituting all of the Directors of The Laureate Phase IV Homeowners Association, have executed this Unanimous Consent to Action as of this \_\_\_\_\_ day of July, 1992, at Columbia, South Carolina.

\_\_\_\_\_  
C. Marshall Kibler

\_\_\_\_\_  
Richard M. Molten, Jr.

\_\_\_\_\_  
(Constituting all of the  
Directors of The Laureate Phase  
IV Homeowners Association)