

BYLAWS
Of
THE GROVES HOMES ASSOCIATION

Article I
Name and Location

The name of the corporation is THE GROVES HOMES ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1344 Cactus Avenue, Columbia, South Carolina, for maildrop purposes and conduct of business as necessary or scheduled by the Board, its officers or its designees.

Columbia, 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 Groves Homes Association, its successors and assigns.

Section 2.

"Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions and such additions thereto that may be brought within the jurisdiction of the Association.

Section 3.

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

Section 4.

Covenants shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of Court for Richland County, South Carolina.

Section 5.

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

Section 6.

Owner” shall mean and refer to the recorded 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.

“Declaration.” See Section 4.

Section 8.

“Member” shall mean and refer to those persons entitled to membership as provided in the Declaration and in Article III of these Bylaws.

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 shall 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 his rights of enjoyment of the Common Area to the members of his family, his tenants, or contract purchasers who reside on the property. Such Owner shall notify the President 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 of the date of the incorporation of the Association, and each subsequent regular annual meeting of the members shall be held not less than twenty (20) days in advance of the new fiscal 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 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 president or person authorized to call the meeting by mailing a copy of such notice, postage pre-paid, and least 15 days and not more than 50 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, or by hand-delivering such 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 members entitled to vote, or of proxies entitled to cast, one-fifth(1/5) 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 Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the 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 designated proxy. All proxies shall be in writing and filed with any member of the Board of Directors. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Article V

Board of Directors, Selection and Term of Office

Section 1, Number

The affairs of this Association shall be managed by a Board of five (5) directors who shall be members of the Association with the exception that two (2) may be tenants with five (5) or more years' residency in The Groves.

Section 2, Term of Office

At the first annual meeting the members shall elect three (3) directors for a term of one year, three directors for a term of two years and three directors for a term of three years. At each annual meeting thereafter the members shall elect directors 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, 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 except services contracted with Board approval. However, any director may be reimbursed for 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 approval of a majority 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 of 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, and such appointment shall be 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 only except two elected members of the Board of Directors may be tenants of five or more years' residency in The Groves.

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
Meeting of Directors

Section 1, Regular Meetings

Regular meetings of the Board of Directors shall be open to the general membership. Notice of such meetings will be posted on the clubhouse door or in a front window. Members are welcome to attend each meeting with any concerns they may have. The Board of Directors will close the open portion of the meeting when financial, personal and legal matters pertaining to the membership are discussed.

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 days' notice to each director or, in case of emergency, with the agreement of two-thirds (2/3) of the Board members.

Section 3, Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the directors present at a meeting at which a quorum is present shall be regarded as an 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 pertaining to the Common Area and facilities and the personal conduct of members and their guests thereon, and to establish penalties for an infraction thereof.
- (b) Suspend the voting rights and the right to use recreational facilities during any period in which such member shall be in default of 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 delegated to this Association and not reserved to the membership by other provisions of these Bylaws, 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 other such employees as they may 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 membership or at any 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) 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 same.
- (d) Issue, or 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 Associations, its officers, directors, agents and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association.
- (f) Cause all officers having fiscal responsibilities to be bonded as it may deem appropriate.
- (g) Cause the Common Area to be maintained, and
- (h) Cause the exterior of dwellings to be maintained as specified in Article VII of the Declaration of Covenants, Conditions and Restrictions.
- (i)

Article IX Officers and Their Duties

Section 1, Enumeration of Officers

The officers of this Association shall be a president and a vice president, who at all times shall 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. The offices of Secretary and Treasurer may be outside contractual positions only if home owners are not available to serve as contractors.

Section 2, Election of Officers

Election of officers shall take place at the first meeting of the Board of Directors following the annual meeting of the membership.

Section 3, Terms

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 be removed, or be otherwise disqualified to serve.

Section 4, Special Appointments

The Board may elect other such 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 having given 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 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 to 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 offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8, Duties of the Officers

The President

The President shall preside at all meetings of the Board of Directors; shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall so-sign all checks and promissory notes.

The Vice-President

The Vice-President shall act in the place and stead of the President in the event of his absence inability to act, or refusal to act and shall exercise and discharge such other duties as may be required by the Board.

The Secretary

The Secretary shall record the votes and keep the minutes pf all meetings and all proceedings of the Board and its members; keep the corporate seal of the Association and affix it upon 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 other duties as required by the Board.

The Treasurer

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 accounts; 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 shall deliver a copy to each of the members.

Section 9. Professional Management

Should the Board of Directors opt to contract with a professional management association, it may act in an advisory capacity and delegate to such association all duties as may be necessary to operate the community and the Association.

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 Bylaws. 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, with the exception of minutes of closed meetings of the Board of Directors, shall at all times, during reasonable business hours, be available for inspection by any member. The Declaration, the Articles of Incorporation, the Bylaws of the Association shall be available for inspection by any member and copies may be purchased at reasonable cost.

Article XII Assessments

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 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 a late penalty as set by the Board of Directors from the date of delinquency per delinquent month, 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 interests costs and late penalty fees and attorney's fees of any such action shall be added to the assessment. Any collection expenses incurred by the Association or its representative prior to an action at law shall be charged to the homeowner and will be a lien against the property. No Owner may waive or otherwise escape liability for the assessments provided herein by non-use of the Common Area or abandonment of his Lot.

Article XIII
Corporate Seal

The Association shall have a seal in circular form having within its circumference the words "The Groves Homes Association, Richland County, South Carolina."

Article XIV
Amendments

Section 1.

These Bylaws 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 who are eligible to vote.

Section 2.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control, and in the case of any conflict between these Bylaws and the Declaration, the Declaration shall control.

Article XV
Owners' Responsibilities

With reference to Article VIII, Section 2 (h), the following items are the owners' responsibilities:

- (a) Replacement of exterior doors, including storm doors, front and rear entrance doors, and patio closet doors.
- (b) Addition of storm windows or other replacements windows or screens and their maintenance.
- (c) Installation of attic vents, turbines, or chimneys and the maintenance of such additions including additions made by prior owners after initial construction.
- (d) All other items specifically references in Article VII of the Declaration of Covenants, Conditions and Restrictions.

Article XVI
Miscellaneous

The fiscal year of the Association shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June every year.

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected and acting president of The Groves Homes Association, a South Carolina Corporation, and the forgoing Bylaws constitute a revision

of the original Bylaws of said Association, duly adopted December 1, 1970, and amended on July 10, 1974; April 8, 1976; June 26, 1995; and June 4, 2000, such revision being adopted at a meeting of the Board of Directors on May 12, 2006, and accepted by the membership on May 21, 2006.

IN WITNESS WHERETO I have hereunto subscribed my name this 31st day of June, 2016.

President