

**BYLAWS  
OF  
NORTHSPRINGS PROPERTY-OWNERS ASSOCIATION, INC.**

**ARTICLE I**

NAME AND LOCATION. The name of the Corporation is Northsprings Property-Owners Association, Inc., hereinafter referred to as the "Association." The principal office of the Corporation shall be located at 5219 Trenholm Road, Columbia, South Carolina, but meetings of the 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**

**PURPOSES**

The purpose of this Corporation shall be to operate and maintain the common properties, as defined herein below, owned by the Association on a non-profit basis, with charges to be made to cover expenses of operation, maintenance and improvements.

**ARTICLE III**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to Northsprings Property-Owners Association, Inc., a South Carolina non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants and Restrictions and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean all real property owned by the Association for the common use and enjoyment of the Owners. The term "Common Properties" shall also include any personal property acquired by the Association if said property is designated a "Common Property".

Section 4. "Residential Lot" shall mean and refer to any unimproved parcel of land located within the Properties which is intended for use as a site for a detached, single family dwelling, with the exception of the Common Properties.

Section 5. "Family Dwelling Unit" shall mean and refer to any Residential Lot on which there has been constructed a detached, single family dwelling.

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 Residential Lot or Family Dwelling Unit which is a part of the Properties, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties recorded in the real estate records in the R.M.C. Office for Richland County, South Carolina.

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

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. Meetings of Members shall be held annually at the office of the Association or at such other place convenient to the Members. The time and place of annual meetings shall be set by the Board of Directors of the Association.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association, by the Board of Directors, or upon written request of the Members who are entitled to vote two-thirds (2/3) of all the votes of the Association, or by the "Company", as defined in the Declaration.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given at least ten (10) but not more than fifty (50) days before such meeting to each Member entitled to vote thereat. Such notice shall specify the time and place of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum shall be required for any action authorized at regular or special meetings of the Association. The quorum required for any action which is subject to a vote of the Members at any meeting of the Association shall be as provided in the Declaration.

Section 5. Proxies. Subject to the provisions of the Declaration, at all meetings of Members, each Member may vote and transact business in person or by proxy. All proxies shall be authorized in writing and filed with the Secretary.

## ARTICLE V

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The Association shall be governed by a Board of Directors consisting of three (3), five (5), or seven (7) Members, the number to be determined by the Board for any particular year. Initially, the Board shall consist of three (3) Members appointed by the "Company" who shall serve until their successors shall be elected by the Members of the Association, subject to the provisions of the Declaration.

Section 2. Term of Office. At the first annual meeting, the Members shall elect three (3) Directors for a term of one (1) year. At each annual meeting thereafter, the Members shall elect Directors, the number to be determined by the Members of the Board, who shall serve for a term of two (2) 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. The Directors shall receive no compensation for attendance at regular or special meetings.

## **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 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, the Chairman of the Board of Directors, or by a majority of the Directors, after not less than two (2) 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 power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Properties 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 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 the 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: and
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

- (a) Establish, levy, assess and collect the assessments or charges pursuant to the provisions of the Declaration;
- (b) Cause to be kept, a complete record of all its acts and corporate affairs;
- (c) Furnish, upon demand by any Owner liable for an assessment, a certificate in writing, signed by an Officer of the Association setting forth whether any assessment owed by such Owner has been paid. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (d) Supervise all Officers, agents and employees of this Association, and to see that their duties are properly performed;
- (e) As more fully provided in the Declaration, to:
  - (1) Fix the amount of the periodic assessment against each Lot at least ten (10) days in advance of each assessment period;
  - (2) Send written notice of each assessment to every Owner subject thereto at least ten (10) days in advance of each assessment period, and:
  - (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the Owner personally obligated to pay the same.
- (f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (g) Cause all Officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.
- (h) Cause the Common Properties to be maintained: and see that all provisions of the Declaration and these Bylaws are complied with.

## **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, Secretary, Treasurer, and Associate 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 resign sooner or shall be removed, or otherwise 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 a majority vote of the Board. Any Officer may resign at any time giving written notice to the Board, the President or the Secretary-Treasurer. 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. 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 bonds, leases, mortgages, deeds, contracts and other written instruments; and shall co-sign checks and 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; co-sign with the President all Legal Documents requiring such signatures; serve notice of meetings of the Board and of the Members; and keep appropriate current records showing the Members of the Association together with their addresses.

**Treasurer**

- (d) The Treasurer shall prepare an Annual Budget and a statement of Income and Expenditures to be represented to the membership at its regular annual meeting; keep proper books of account; sign all checks and disburse funds as directed by the resolution of the Board of Directors; advise the Board of any significant Budget variances; cause an annual audit of the Association books by a public accountant at the completion of each fiscal year; and perform such other duties as required by the Board.

**Assistant Treasurer**

- (e) The Assistant Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association; provide the Association's Accountant appropriate records of such deposits; and assist the Treasurer with other duties as may be required.

**ARTICLE X**

**COMMITTEES**

The Association shall appoint 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 shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the Bylaws 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 XII**  
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to 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 delinquency at the rate of eight percent (8%) per annum, 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.

**ARTICLE XIII**  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the name of the Corporation, the year of its organization and the words "Corporate Seal, South Carolina."

**ARTICLE XIV**  
AMENDMENTS

Section 1. These Bylaws may be amended, or altered, at a regular or special meeting of the Members by a majority of the vote present at a duly called meeting being cast in favor of such amendment or by the Company within two (2) years from the date of recordation of the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and in the case of any conflict between the deeds from the "Company" to the Owners and these Bylaws, the deeds shall control.

**ARTICLE XV**  
FISCAL YEAR

The fiscal year of the Association shall- be determined by the Board of Directors.

**ARTICLE XVI**  
GENERAL

All meetings of the membership and of the Board of Directors shall be conducted in accordance with Robert's Rules of Order Revised.