

ELDERS POND HOMEOWNERS ASSOCIATION, INC.**BYLAWS**

With Changes Accepted at the Annual Meeting January 29, 2008

ARTICLE I**NAME AND LOCATION**

The name of the corporation is ELDERS POND HOMEOWNERS ASSOCIATION INCORPORATED, hereinafter referred to as the "Association". The principal office of the corporation shall be located at Prime Financial Management offices, 4001 Rosewood Drive, Columbia, South Carolina, 29250-0799, but meetings may be held at such places within the County of Richland, as may be designated by the Board of Directors.

ARTICLE II**PURPOSE**

The purpose of the Elders Pond Homeowners Association, Inc. is to provide for the members of the Association a vehicle for rendering community services, maintaining an aesthetically pleasing neighborhood, and administering enforcement of certain rules and regulations to preserve and enhance the values of the properties of Elders Pond homeowners.

ARTICLE III**DEFINITIONS**

Section 1. "Association" shall mean and refer to the members of the Elders Pond Homeowners Association Incorporated a nonprofit organization, its successors, and assigns.

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

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, residents or their guests

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

Section 5. "Owner" shall mean and refer to the owners, as shown by the current real estate records 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. "Declarations" shall mean and refer to the Covenants, Conditions and Restrictions for Elders Pond originally set forth in developing the community known as Elders Pond Subdivision.

Section 7. "Member" shall mean and refer to those persons entitled to membership in the Association by virtue of being the recorded owner of a lot in the Elders Pond development.

Section 8. "Eligible Voter" Each member is entitled to one vote to be cast by the owner listed on the rolls of the Association at any general or special meeting of the Association provided that owner's regime fees are current. If there is more than one owner, the name of the one person who will be casting the vote for that lot shall be given to the Secretary in writing twenty-four hours before the meeting. The owner of a lot for which either monthly regime fee or Special Assessments is not current is not entitled to cast a vote until the fees are brought up to date.

ARTICLE IV
MEETINGS 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 of the members shall be held on the on the last Tuesday of January. If the day for the Annual Meeting of the members is a holiday legally recognized by the State of South Carolina or the United States, the meeting will be held on the same day of the week following if that is not a holiday legally recognized by the State of South Carolina or the United States.

Section 2. Regular Meetings. Regular Meetings of the members shall be held once per calendar year quarterly in April, July and October at a time and date to be established by the Board of Directors.

Section 3. 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 one-fourth (1/4) of all of the members who are entitled to vote.

Section 4. 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 at least fifteen (15) days but not more than thirty (30) 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, date and hour of the meeting, and the planned agenda.

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. Any proxy shall be revoked if the owner is present and shall automatically cease upon conveyance by the member of his/her Lot.

Section 6. Quorum. The quorum for a membership meeting shall be ten percent (10%) the number of the owners entitled to vote, present in person or by proxy entitled to vote, and shall constitute a quorum for any action. 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 meeting within twenty-one (21) days for which members are given notice and proxy forms as proscribed in these Bylaws, and when a quorum as aforesaid shall be present or be represented.

ARTICLE V

BOARD OF DIRECTORS: TERM OF OFFICE AND DUTIES

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors of six (6) Directors, who must be members of the Association. The Directors shall be elected at the Annual Meeting.

Section 2. Term of Office. At the first Annual Meeting the members shall elect one (1) director for a term of one (1) year, one director for a term of two years and one (1) director for a term of three years, and at each Annual Meeting thereafter the members shall elect directors to fill the vacancies of directors whose terms are then expiring, for a term of one year, two years and three years respectively.

Section 3. Removal. Any Director may be removed from the Board with cause by a majority of the votes of the Board members enumerated by these Bylaws. In the event of death, resignation, removal or because of a vacancy having been declared in that office of a Director, a successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of that Director.

Section 4. Compensation. No Director shall receive compensation for any service rendered to the Association as a Director, however any Director may be reimbursed for actual expenses incurred in the performance of duties when approved by the Board

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all the Directors consistent with applicable law. Any action so approved shall have the same effect as though taken at a meeting of the Directors

Section 6. Duties of Directors. The duties of the Directors shall be determined by the Board.

ARTICLE VI

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination Committee. At its final meeting before the Annual Meeting the Board of Directors shall appoint a Nominating Committee of three (3) members for the upcoming year, two (2) of whom shall be Directors and one (1) of whom shall be a member- at-large, to serve from that date until the close of the next Annual meeting, and such appointment shall be announced at each Annual Meeting. This committee shall elect a chairperson who is a Director, and they shall draw up a slate of candidates for the offices that will be vacated at the upcoming Annual Meeting. This slate shall be prepared for mailing with the notice of that 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. All those must be current in their monthly regime fees and Special Assessments, shall be made familiar with the responsibilities of the office for which they are a candidate, and shall have consented to fulfill those responsibilities.

Section 2. Nominations. At the Annual Meeting, the Nominating Committee shall present the slate of nominees for President, Vice President, Secretary and for those Directors whose term of office has expired or have been declared vacant. Nominations may also be made from the floor provided such nominees are not delinquent in their monthly regime fees or Special Assessments, are familiar with the responsibilities they will undertake in that office, and have consented to have their names presented.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast one vote to each vacancy, as they are entitled to exercise under the provisions of these Bylaws. The persons receiving the largest number of votes for each office shall be elected.

ARTICLE VII

MEETING OF DIRECTORS

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

- (a) adopt and publish rules and regulations governing the use of the Common Areas 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 of a member during any period in which such member shall be in default in the payment of any fee levied by the Association,
- (c) exercise for the Association all powers, duties and authority vested in or delegated to the 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) meetings of the Board of Directors and
- (e) employ a manager, or 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. 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, committees and employees of this Association, and to see that their duties and records are properly executed; and
- c. as more fully described in the Declarations, to
 - 1. prepare with the Management Administrator a Financial Report of the Association past year's income and expenditures, and an annual budget for the upcoming year with a maximum change in total fees to no more than ten percent (10%) greater or less than the previous year without membership vote, to be approved by the Board and distributed to the members at the regular Annual Meeting, and thereafter made available to any member upon written request to the Management Administrator;
 - 2. fix with the Management Administrator the amount of the annual assessment against each Lot at least forty (40) days in advance of each annual regime period, and send written notice of the amount of such monthly regime fee to every Owner subject thereto, at least thirty (30) days in advance of each annual regime fee period;
 - 3. engage the services of an attorney to begin collection proceedings for those owners who are at least sixty (60) days delinquent in payment of monthly regime fees, and cause such action as needed to place a lien against the property or take other action at law to procure payment of fees;
- d. Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- e. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate,
- f. Cause the Common Areas to be maintained.
- g. Cause the exterior of the dwellings to be maintained as outlined in the Rules and Regulations.
- h. Manage, delegate and oversee the management of the affairs of the Association
- i. issue, or to cause the Management Administrator to issue, upon demand by any person, a certificate setting forth whether or not any regime fee has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If any certificate states a regime fee has been paid, such certificate shall be conclusive evidence of such payment.

ARTICLE IX
OFFICERS, THEIR DUTIES AND TERMS

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice-President and a Secretary-Treasurer who constitute the Executive Committee, and three (3) Directors as designated by these Bylaws. Together these officers and Directors constitute the Board of Directors.

Section 2. Election of Officers. The election of officers shall take place at the Annual Meeting of the Association (as proscribed in Article VI, Section 1.)

Section 3. Term. The officers of this Association shall be elected annually and each shall hold office for one (1) year unless s/he shall sooner resign, or shall be removed, or otherwise disqualified to serve. Their names may be placed in nomination for election to the same or another office at the completion of their current term.

Section 4. Special Appointments. The Board may elect to appoint 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 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 election of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of that office.

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 of the Officers. The duties of the officers are as follows:

a. One Year Positions

1. The President shall preside over Annual Meeting, Regular and Special membership meetings and Board Meetings, act as ex-officio member of all committees except Nomination Committee, manage and oversee all contracts held by the Association, sign all new contracts on behalf of the Association with Board approval, oversee the development and progress of programs and policies that move the Association toward its goals, delegate the completion and oversight to other board members, create committees when needed to expedite business of the Association and work with the management company to develop the Annual Budget prior to the Annual Meeting. In the absence of the Secretary at a meeting, the President shall appoint a Secretary protem.

2. The Vice President shall assist the President in all duties of the office of the President, and supervise programs as designated by the President; attend all Annual, Membership, and Board Meetings, shall prepare the order of business for the Annual, Membership and Board meetings; undertake duties of the President in the event the President vacates office for any reason; organize all Membership and Annual meetings, reserve location, set up tables, chairs, etc., organize the program speakers, prizes; shall be responsible for reporting rules violations seen in the community to the management company; work with the Board to supervise the investment of association funds. If unable to attend a meeting, will inform the presiding officer prior to the meeting

3. The Secretary shall attend all Annual and Board meetings, record detailed and accurate minutes of the action taken, send a copy of those minutes to the President for approval within seven (7) days of the meeting, and provide each board member and the management company a copy of the minutes within fourteen (14) days of said meeting; if unable to attend a meeting, will inform the presiding officer prior to the meeting. The Secretary keeps records of minutes from all meetings and keeps record of all officer and committee reports, forwarding copies of all to the management company in a timely fashion to make the records available to any member of EPHA who requests them. With the management company the Secretary shall keep a current and up-to-date membership roll in conjunction with the to view management company; collect and maintain the record of member attendance and voter eligibility for annual and membership meetings, register eligible proxies at the Membership meetings. In the event of the absence of both the President and Vice President, the Secretary shall preside over a meeting; in the event of vacancy of both President and Vice President s/he shall open and preside over Annual and Membership meetings until replacements are elected. The Secretary shall be responsible for reporting rules violations seen in the community to the management company and work with the Board to supervise the investment of Association funds.

b. Three Year Positions

Directors:

1. The Directors are responsible for keeping the Rules and Regulations current and in compliance with any applicable laws and Association governing documents, proposing changes to the Bylaws to the Board, and upon approval of the Board, presenting these changes to the membership for a vote at the Annual Meeting. They shall attend all Annual, Membership, and Board Meetings and if unable to attend a meeting shall so inform the presiding officer prior to that meeting.
2. During the first year the Director shall be liaison officer between the Board and the Neighborhood Watch committee. The Director will Chair the committee and present monthly reports to the Board on the news and activities of the Neighborhood Watch, and shall be responsible for reporting Rules violations seen in the community to the management company.
3. During the second year of a Director's term, the Director will act as liaison between the Board and the Architectural Committee. The Director will Chair the committee and conduct the annual inspections as well as present the committee with requests from members to change landscaping or structure, which, upon Committee approval, will go to the Board for a final decision. The Director will present the Board with monthly updates from the committee and shall be responsible for reporting Rules violations seen in the community to the management company.
4. During the third year of a Director's term, the Director will Chair social activities and present them to the Board for approval. The Director will also coordinate the Newsletter with the management company, shall work with the Board to supervise the investment of association funds and shall be responsible for reporting rules violations seen in the community to the management company.

ARTICLE X COMMITTEES

The Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the President or Board of Directors may appoint other committees as deemed necessary to carry out the Association's purpose. The Committees will work under the direction of the designated Director to enable the functioning of the Association.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times be subject to inspection by any members during reasonable business hours. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any members at the office of the Management Administrator, where copies may be purchased at reasonable cost.

**ARTICLE XII
FEES**

Section 1. Regime fee. As more fully described in the Declaration, each owner is obligated to pay the Association monthly regime fee and any Special Assessment set by the Board of Directors. The regime fee is used by the Association to provide the required services of maintenance, improvement, repair and enhancement of the common properties and administrative services.

Section 2. Special Assessments. May be levied by the Board of Directors in the event that the monthly regime fee is not sufficient to pay for unexpected repair or replacement of common property. This assessment must receive the approval of a majority of the votes cast at a Regular Membership meeting of the Association for which all of the members shall have received a proper notice, a proxy form, and a less than one page statement from a Director supporting such an assessment, and similar statement from a Director opposing such an assessment, if any.

Section 3. Penalties for Non-Payment of Fees.

(a) Any monthly regime fee or Special Assessment not paid when due shall be delinquent. If not paid within thirty (30) days after the due date, the fee shall bear interest from the date of delinquency at the rate of fifteen percent (15%) 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 fee. No owner may waive or otherwise escape liability for the monthly regime fees or any Special Assessment provided for herein by non-use of the Common Area or abandonment of this Lot.

(b) The Board of Directors has the authority to impose additional late penalties such as violation fees, if approved by the Board with thirty (30) days notice to the owners involved.

**ARTICLE XIII
LIABILITY**

Section 1. The Association and the Board of Directors shall not be liable to any owner or to any other person on account of any claim, liability, damage or expense suffered or incurred by or threatened against an owner or such other person arising out of or relating in any way to, the subject matter of any reviews, acceptances, inspections, permissions, consents or required approvals which must be obtained from the Association whether given, granted or withheld.

Section 2. No member, officer, representative or spokesperson shall have any financial liability of the Association.

**ARTICLE XV
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation

**ARTICLE XVI
AMENDMENTS**

Section 1. These Bylaws may be amended at the Annual Meeting by vote of those members present and voting in person or by proxy provided that the written text of the proposed amendments was included in the required notice of the meeting mailed to all members.

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 the Declarations and these By-Laws, the Declarations shall control.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

The Parliamentary Authority for the Association shall be "Robert's Rules of Order Newly Revised, Tenth Edition"
