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BY LAWS

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JUDITH WARNER

REGISTER OF MESNE CONVEYANCE

AIKEN COUNTY, SC

BY: JULIE STUTTS DEPUTY RMC

BK: RB 4757

PG: 1589 - 1596



**BY-LAWS  
OF  
SPRING STONE HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
PURPOSE**

Administer Spring Stone Subdivision located upon real estate in the City of Aiken, County of Aiken, South Carolina as described in the Instrument of Protective Covenants and Declaration of Covenants and Restrictions providing the Spring Stone Subdivision on file in Aiken County Public Records.

**ARTICLE II  
OFFICE**

The office of the Association shall be at the residence of the President of the Association.

**ARTICLE III  
MEMBERSHIP**

**A. MEMBERS**

The members of the Association shall be the owners of a Lot in Spring Stone subdivision. Such membership will automatically terminate when such persons are no longer the owner of a Lot. If the lot is owned by more than one individual, each owner shall be considered a member for the purpose of serving on the Association Board or a committee.

**B. VOTING RIGHTS**

Each lot shall be assigned one vote on any matter submitted to the membership for vote at the annual meeting or any specially called meetings.

**ARTICLE IV  
MEETINGS OF THE MEMBERSHIP**

**A. ANNUAL MEETING**

An annual meeting of the members shall be held during the first two weeks of December every year unless called earlier by the President of the Association, on thirty (30) days notice to the members. At each annual meeting the members shall elect members to the Board of Directors, adopt a budget for the next ensuing year, and transact any other business which may properly come before it. Such meeting may be held at the principal office of the Association or any other place as stated in the notice of such annual meeting.

**B. SPECIAL MEETINGS**

The Board of Directors may call special meetings of the membership at a date/place and for a purpose

designated by the Board of Directors. No other business may be conducted at the Special Meeting than the notice topic. All notice of meetings shall be as described below.

#### C. NOTICE OF MEETINGS

Written, electronic, or hand delivered notice stating the place, day and hour of any meeting of the members shall be delivered either personally, electronically, or by mail to each member entitled to vote at such meeting. In the case of a Special Meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

#### D. VOTING

At every such meeting the owners of each lot shall be entitled to cast one vote for each lot owned. Votes may not be split. Votes may be cast either in person or by proxy. All proxies shall be in writing and shall be filed, either by paper or electronically, with the Secretary and entered by the Recording Secretary into the record of the minutes of the meeting. A proxy may be given to another member of the Association; however, no one person shall be designated to hold more than ten (10) proxies for any purpose. Members may not vote by general proxy but may vote by limited proxy. Limited proxies may also be used to establish a quorum and may also be used for votes taken to amend the articles of incorporation or by-laws, or for any matter that requires or permits a vote of the members. Any proxy shall be effective only for the specific meeting for which originally given and any lawful adjourned meetings thereof. A proxy is not valid for a period longer than 90 days after the date of the first meeting for which it was given. A proxy is revocable at any time at the pleasure of the member who executed it. For election of members to the Board of Directors, members shall vote in person at the annual meeting or a special meeting called for that purpose. The members may vote by a ballot that the member personally casts or by a limited proxy for that specific purpose.

#### E. QUORUM

A quorum for the transaction of business at any such meeting shall consist of 25% of the total number of voting members of the Association, but the members present at any meeting, though less than a quorum, may adjourn the meeting to a future date. When a quorum is present at any meeting, the holders of a majority of the voting rights present or represented by a proxy shall decide any question brought before the meeting unless the question is one upon which, by express provision of the Declaration of Covenants and Restrictions, or by the By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

#### F. VOTING LIST

A complete list of members eligible to vote at each meeting of the membership shall be furnished and certified by the Secretary of the Association and such list shall indicate the number of votes of each member. Only those persons whose names appear on such certified list shall be entitled to vote in person or by proxy at such meeting.

#### G. ORDER OF BUSINESS

At annual members meetings, and as far as practical, at any other members' meeting, the order of

business shall be as follows:

1. Welcome and Call to Order
2. Appointment of Sergeant-at-Arms
3. Appointment of ballot verifiers
4. Board Introductions
5. Explanation of quorum and voting
6. Certify proxies and establish a quorum
7. Approve the agenda
8. Approve minutes of preceding Annual Meeting
9. Board of directors' nominations, vote, collect ballots
10. Reports of Officers
11. Reports of Committees
12. Unfinished Business
13. New Business
14. Election results
15. Adjourn

## **ARTICLE V BOARD OF DIRECTORS**

### **A. GENERAL POWERS, NUMBER, AND TENURE**

The business and property of the Association shall be managed by not more than seven (7), not less than five (5) member Board of Directors, elected by the members at the annual meeting of members. Only a member of the Association may be elected to the Board. Beginning in January 2011, terms of office of the seven elected Directors will be staggered: three Directors will be elected for one-year terms, three Directors will be elected for two year terms and one Director will be elected for a one year term. Beginning with the annual Board of Directors election in January 2012, the term for all vacant seats of the Board of Directors will be three years.

### **B. REGULAR MEETINGS**

A regular meeting of the Board of Directors shall be held without any other notice after the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Additional regular meetings shall be held at any place determined by the directors in the absence of any designation in the resolution

### **C. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) directors and shall be held at any such place as the directors may determine.

### **D. QUORUM**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority

of the directors present may adjourn the meeting from time to time without further notice.

#### E. REMOVAL

Any officer elected by the membership or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors, or a majority 51% vote of the membership whenever in its judgment, the best interests of the Association would be served by such removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### F. VACANCIES

The Board of Directors shall fill any vacancy occurring in the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Each such appointment by the Board shall be subject to the approval of the members at the next regular/special meeting of the members.

#### G. COMPENSATION

Directors or officers shall receive no compensation for their service in such a capacity.

#### H. BOARD DECISIONS

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

#### I. SEAL

The Board shall adopt a seal for the Association

#### J. COMMITTEES

The Board of Directors shall have the authority to appoint committees whose function and purpose shall be determined by the Board at its sole discretion. The Board is not bound to accept or act upon any recommendation of such committee, and the Board may dissolve any committee at will. The purpose of any such committee and the names of the membership of such committee will be provided to all Association members by providing such notice at the next annual meeting of the members. Any recommendation by such committee to the Board shall be provided to all members of the Association with the notice of the Board meeting at which any action by the Board on such recommendation is planned.

In order to preserve a harmonious and aesthetically pleasing design for the subdivision and ensure compliance with the Association's Amended Covenants, the Board of Directors shall establish and appoint an Architectural Review/Covenant Compliance Committee (ARCCC). The Committee will consist of up to five (5) members. The term of each member will be one year, to coincide with the fiscal year of the Association.

## K. MANAGEMENT

The Board of Directors shall manage and direct the affairs of the Association and subject to any restrictions imposed by law, the restrictions or these by-laws, may exercise all of the powers of the Association subject only to approval by the owner's when such is specifically required by these by-laws. The Board of Directors shall exercise such duties and responsibilities as shall be incumbent upon it by law and shall include the following:

To prepare a budget, make, levy and collect assessments against members and members lots to defray the cost of the common areas and facilities of the subdivision and to use the proceeds of said assessments in the exercise of the powers and duties granted unto the Association;

To carry out the maintenance, care, upkeep, repair, replacement, operation, surveillance and the management of the common areas, services and facilities of the subdivision where ever the same is required to be done and accomplished by the Association for the benefit of the members;

To carry out the reconstruction of improvements after casualty and the further improvement of the property, real and personal;

To make and amend regulations governing the use of the property, real and personal, in the subdivision so long as such regulations or amendments thereto do not conflict with the restrictions and limitations which may be placed upon the use of the property under the terms of the Restrictions;

To acquire, operate, lease, manage, and otherwise trade and deal with property, real and personal, including lots in the subdivision, as may be necessary or convenient in the operation and management of the subdivision and in accomplishing the purposes set forth in the Restrictions;

Subject to the provisions of subparagraph 5 above to contract for the management of the common areas and facilities of the subdivision and to designate to such contractor all of the powers and duties of the Association, except those which may be required by the Restrictions to have approval of the Board of Directors or members of the Association;

To enforce by legal means the provisions of the Instrument of Protective Covenants For Spring Stone Subdivision, the Declaration of Covenants and Restrictions Providing for the Subdivision and the By-Laws of the Association, the restrictions and the regulations hereinafter promulgated governing the use of property in the Subdivision;

To pay all taxes and assessments which are liens against any part of the Subdivision other than lots and the appurtenances thereto, and to assess the same against the members and their respective lots subject to such liens;

To carry insurance for the protection of the Association, the Board of Directors and the members of the Association against casualty, liability and other risks;

To pay all costs of power, water, sewer and other utility services rendered to the Subdivision and not billed to the owners of the separate lots, and

To employ personnel for reasonable compensation to perform services required for proper administration of the purposes of the Association as well as to dismiss said personnel.

## **ARTICLE VI OFFICERS**

### **A. OFFICERS**

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors, and shall hold office until their successors are duly elected and qualified.

### **B. ELECTION AND TERM OF OFFICE**

After the annual meeting of the Association, the Board of Directors shall elect the officers of the Association. If the election of officers is not held at such meeting, such election shall be held as soon as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been duly elected.

### **C. PRESIDENT**

The President shall preside at all Directors and members' meetings, and shall have general supervision over other officers. He or she shall execute all contracts, agreements and obligations of the Association; except however, as such authority may be otherwise delegated by resolution of the Board of Directors, and the President shall perform all other duties as are incident to the office.

### **D. VICE-PRESIDENT**

In the absence of the President, the Vice-President shall assume the duties of the President.

### **E. SECRETARY**

The Secretary shall issue notices of all Board of Directors and members meetings and shall attend and keep minutes of the same; shall attend to the giving and serving of all notices to the members and directors, and other notices required by law; shall have charge of all the Associations books, records and papers; shall be the custodian of the seal; and shall perform all such duties as are incident to the office.

### **F. RECORDING SECRETARY**

The Recording Secretary shall attend and keep minutes of all Board of Directors and members meetings.

### **G. TREASURER**

The Treasurer shall have custody of all money and securities of the Association and shall give bond in same and with such sureties as the directors may require. The Treasurer shall keep regular books of accounts and shall submit them, together with all vouchers, receipts, records and other papers, to the

Directors for their examination and approval as often as they may require; he or she shall deposit all monies and valuable effects in the name of and to the credit of the Association, in such depositories as may be designated by the Board of Directors, and shall distribute the funds of the Association as ordered by the Board and shall perform all such duties as are incident to this office.

#### H. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### I. FISCAL MANAGEMENT

The provisions for fiscal management of the Association set forth in restrictions shall be supplemented by the following provisions:

1. The assessment rolls shall be maintained in a set of accounting books in which there shall be an account for each lot. Such an account shall designate the name and address of the owner or owners or assessment against the owner or owners, the dates and amount in which the assessment came due, the amounts paid upon the account and the balance due upon the assessments.
2. The Board of Directors shall, by the first day of November of each year, prepare and adopt a budget for the ensuing year which will be presented to the members at the annual meeting for approval.
3. The Board of Directors shall also keep adequate reserves for various needs, both short-term and long-term of the Association.
4. The depository of the Association shall be such bank or banks as shall be designated from time to time, by the Directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks or a debit card signed by such persons as are authorized by the Directors.

### **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

#### A. CONTRACTS

The Board of Directors may authorize any officer or officers, in addition to such officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or may be confined to specific instances, not to exceed \$300.00 (three hundred dollars and no cents) without prior notice to the Treasurer

#### B. CHECKS, DRAFTS, OR ORDERS

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an

assistant treasurer and countersigned by the President or a vice president, not to exceed \$1,000.00 (one thousand dollars and no cents) without prior notice of the majority of the Board. Withdrawal of monies from such accounts shall be only by checks signed or by a debit card by such persons as are authorized by the directors.

### C. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of the Association, for any proper purpose at any reasonable time.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of the Association shall be January 1 through December 31.

## **ARTICLE X AMENDMENT OF BY-LAWS**

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted at a duly called regular or special meeting of the members by majority vote of the members present at said meeting either in person or by proxy, provided that any matter stated may not be amended except as provided in the Covenants.

## **ARTICLE XI CONFLICTS**

In the event of any conflict between the provisions of the Covenants and the provisions of these By-Laws, the provision of the Covenants shall control.

These By-Laws were approved by the SSHOA Board on October 15, 2011.

These By-Laws were amended by the SSHOA Board on December 4, 2013.

These By-Laws were amended by the SSHOA Board on January 14, 2015.

These By-Laws were amended by the SSHOA Board on April 26, 2018.

These By-Laws were amended by the SSHOA Board on July 9, 2018.

CARLA M. NOZISLIA

*Carla M. Nozisia*  
SSHOA Secretary  
Registered Agent