

**BY LAWS OF**  
**HOUNDSLAKE VILLAS ASSOCIATION, INC.**  
**AS AMENDED AND RESTATED**

**ARTICLE I**

NAME AND LOCATION. The name of the corporation is Houndslake Villas Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at P.O. Box 5088, Aiken South Carolina 29804, but meetings of members and directors may be held at such places within the State of South Carolina, County of Aiken, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

**Section 1.** "Association" shall mean and refer to Houndslake Villas Association, Inc., its successors and assigns, a corporation organized to manage and control the common area.

**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 as may hereafter be brought within the jurisdiction of the Association.

**Section 3.** "Common Area" shall mean all real property and improvements owned by or under the control of 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 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. Every owner shall be a member of the Association. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

**Section 6.** "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the Office of the Registrar of Mesne Conveyance for Aiken County, South Carolina.

**Section 7.** "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. Every owner of a lot which is subject to assessment shall be a member of the Association.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The regular meeting of the members shall be held during the month of October at a time and place designated by the Directors.

**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 twenty-five percent (25%) of all the members who are entitled to vote.

**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 mailing a copy of such notice, postage prepaid, at least 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 and hour of the meeting, and the purpose (agenda) of the meeting.

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes shall constitute a quorum for any action except as otherwise provided the Articles of Incorporation, the Declaration (such as to enact an increase in the assessment when a quorum of 60% of the members is required) or these By-Laws. 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 represented.

**Section 5. Proxies.** Each member may vote in person or by proxy at all meetings of members. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable by the member. Proxies shall automatically cease upon conveyance by the members of their lots.

### **ARTICLE IV**

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

**Section 1. Number.** The affairs of the Association shall be managed by a Board of Directors consisting of not less than five and not more than seven persons. All Directors must

be members of the Association (Property Owners).

**Section 2. Term of Office.** At the annual meeting any vacancies on the Board of Directors shall be filled by the election of a director or directors for a term of three years. Terms of Directors shall be staggered such that less than 50% of the Directors are elected in any one year. Each director shall take office on the first day of January immediately following election and serve for a term of 3 years. No director may be elected for more than two consecutive terms.

**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, the successor shall be selected by the remaining members of the board and shall serve for the unexpired term of the predecessor.

**Section 4. Compensation.** Directors shall not receive compensation for any services they may render to the association. However, directors may be reimbursed for their actual expenses incurred in the performance of their 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 written approval of all the directors. Any action so approved shall have the effect as though taken at a meeting of the directors.

## ARTICLE V

### 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 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.

**Section 2. Election.** Election to the Board of Directors shall be by written ballot. At such elections, the members or their proxies shall 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. The election shall be supervised by the Secretary/Treasurer and at least two tellers appointed by the Secretary/Treasurer from the attending Association members. Votes cast shall be checked against property ownership records to assure compliance with the provisions of the Declaration. All voting statistics shall become a permanent record of the Corporation.

## ARTICLE VI

### MEETINGS OF DIRECTORS

**Section 1. Regular Meetings.** Beginning January 1, 1985, and for each year thereafter, the Board of Directors shall hold a minimum of four meetings per year. The first meeting shall be scheduled following the annual meeting of the members of the Association with subsequent meetings to be held in each succeeding ninety-day period.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president or vice-president of the Association, or by any two directors, after not less than three days' notice to each director. Either the president or vice-president shall be in attendance.

**Section 3. Quorum.** A Majority of Directors present shall constitute a quorum, however, at least one of the Directors present must be either the President or the Vice-President of the Board of Directors of the Association for the transaction of business. Every act or decision done or made by the quorum of the Directors present, as specified above, at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### 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 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 and all other rights 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 Declarations;

(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 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) cause to be kept a complete record of all its acts or corporate affairs and to make these records available to any of the members at any time they desire to review them during reasonable business hours.

(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:

i. Fix the amount of the annual assessment against each lot at least thirty days in advance of each annual assessment period. The assessment period being from January 1st to December 31st of each year. The monthly assessment shall not be increased without notice of the intention to so increase the assessment mailed to each owner at least thirty (30) days prior to a meeting, at which said meeting, increase shall be considered. At the first such meeting called, the presence of members or of proxies entitled to sixty percent (60%) of all the votes of the membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be one-half (50%) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

ii. Send written notice of each assessment to every owner subject thereto at least 30 days in advance of each annual assessment period. Provided, however, if there is no change in the amount of the assessment, notice is not necessary.

iii. Foreclose the lien against any property for which assessments are not paid within thirty days after the due date or to bring an action at law against the owner personally obligated to pay the 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 and hazard insurance on property owned by the Association.

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

(g) Cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president, vice-president, Secretary/Treasurer who shall be Directors, 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 a period of one year unless they shall sooner resign or shall be removed. The term of office shall commence on the first day of January and end on the last day of December of the next year. However, all of said officers who do not resign or are not removed shall continue to hold the office to which they are elected until their successor is named.

**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 Office.** 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

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, deeds, and other written instruments and shall co-sign all promissory notes.

### Vice-President

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 by the Board.

### Secretary/Treasurer

The Secretary/Treasurer shall be responsible for the duties of both Treasurer and Secretary. As secretary they 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. A non-Board member acting in the position of Recording Secretary may perform a portion of the above duties as required by the Board, including but not limited to sending out meeting notices and recording meeting minutes.

As Treasurer they shall oversee the receipt and deposit in appropriate bank accounts all monies of the Association and shall oversee the disbursement of such funds as directed by the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account and prepare or have prepared an annual statement showing income and expenditures, a copy of which statement shall be provided members at least once per year.

An outside CPA at the discretion of the Board of Directors may perform a portion of the above duties.

A Villa owner cannot be paid for any duties.

## **ARTICLE IX**

### **COMMITTEES**

The Directors of the Association shall appoint committees as provided in the Declaration and By-Laws. Those standing committees shall be the Architectural Control Committee, Grounds Control Committee, and the Nominating Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate.

## **ARTICLE X**

### **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, and Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member upon request to the Secretary of the Association. Copies may be purchased at a reasonable cost.

## **ARTICLE XI**

### **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, a delinquency fine of \$15.00 per month shall be assessed. If after sixty (60) days the assessment and fines are not paid the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Fines, costs, and reasonable attorney's fees of any such action shall be added to the amount of the assessment. Owners may not waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of their lots.

## **ARTICLE XII**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Houndslake Villas Association, Inc. 1979.

## **ARTICLE XIII**

### **AMENDMENTS**

**Section 1.** These By-Laws may be amended at any regular or special meeting of the Association members, by a vote of the majority of the quorum of members present or by proxy.

**Section 2.** In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.