

BYLAWS
FOR
WHITE BIRCH CIRCLE HOMEOWNERS ASSOCIATION, INC.
Columbia, South Carolina
A SOUTH CAROLINA NONPROFIT CORPORATION

ARTICLE I
Name and Location

The name of the corporation is White Birch Circle Homeowners Association, Inc. (formerly known as Smallwood Village Phase 3 Homeowners Association, Inc.), hereinafter referred to as the "Association." The principal office address of the Association is 300 White Birch Circle, Columbia, South Carolina 29223. However, 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
Definitions

Section 2.01. "Association" shall mean and refer to White Birch Circle Homeowners Association, Inc., its successors and assigns.

Section 2.02. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions dated September 9, 1987 and recorded in the Office of the Register of Deeds for Richland County, South Carolina, in Deed Book 857, Page 872 and in the Corrective Declaration dated May 20, 1988 and recorded in the Office of the Register of Deeds for Richland County, South Carolina, in Deed Book 889, Page 818.

Section 2.03. "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 Areas.

Section 2.04. "Common Area" shall mean and refer to all property owned by the Association for the common use and enjoyment of the Owners.

Section 2.05. "Owner" shall mean and refer to the record owner, whether one or more person 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 performance of an obligation.

Section 2.06. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the Properties (see Section 2.02) recorded in the Office of the Register of Deeds for Richland County, South Carolina.

Section 2.07. “Member” shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

ARTICLE III

Meetings of Members

Section 3.01. Annual Meeting. The annual meeting of the members shall take place during the month of November. The time and place shall be determined by the Board of Directors.

Section 3.02. Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or by petition signed by at least twenty-five percent (25%) of the total voting power of the Association.

Section 3.03. Notice of Meetings. Notice of all meetings shall be provided at a reasonable time prior to the appointed time of the meeting. The notice may be communicated by mail, newsletter, telephone, facsimile, or electronic mail. The notice shall include the date, hour, and place of all such meetings. If the meeting is a special meeting, the notice shall include a description of the matter to be considered. To the extent applicable, the statutory notice requirements of the South Carolina Nonprofit Corporation Act shall apply to all notices [e.g., S.C. Code Ann. § 33-31-705 (Notice of Meeting), S.C. Code Ann. § 33-31-141 (Notice), or the corresponding sections of any future amendments to the South Carolina Nonprofit Corporation Act], provided, however, that any statutory provision which may be varied by the articles of incorporation (the “articles”), bylaws, or rules of the Association shall not apply if the articles or bylaws or a rule does vary that statutory provision.

Section 3.04. Quorum. The presence at a meeting of members entitled to cast, or of proxies entitled to cast one-fifth (1/5) of the total votes shall constitute a quorum for any action except as otherwise provided in the Declaration, the articles, or these bylaws. 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 quorum of at least one-tenth (1/10) of the total votes shall be present or be represented.

Section 3.05. 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 3.06. Voting. There shall be one vote per Lot. The total number of Lots is fifty-nine (59), and therefore the total number of votes that may be cast is fifty-nine (59).

Section 3.07. Voting by Mail. The Board of Directors may elect to submit any particular proposal to vote by mail-in ballot. The mail-in balloting process shall comply with the requirements of the South Carolina Nonprofit Corporation Act [e.g., S.C. Code Ann. § 33-31-708 (Action By Written or Electronic Ballot) or the corresponding section of any future amendments to the South Carolina Nonprofit Corporation Act]. The closing date for the voting shall be shown in the notice to the members and shall be at least twenty-one (21) days after the date of the notice’s postmark. A neutral third party shall receive and count the returned ballots and the membership shall be notified of the results as soon as practicable thereafter.

ARTICLE IV

Board of Directors

Section 4.01. Number. The affairs of the Association shall be managed by a board of five (5) directors (the “Board”) who must be members of the Association, each with a specific office (see Article VII).

Section 4.02. Term of Office. The term of office for each director shall be two (2) calendar years. The terms shall be staggered so the continuity of understanding and action may be preserved. A person may not be re-elected to an office on which his term has just expired until a period of one year has lapsed unless he/she has served an unexpired term, or unless a waiver of this provision is approved at annual meeting of the Association by a three-fourths majority vote of those members present and voting. Officers shall serve until their successor is duly elected.

Section 4.03. Nomination. Nomination for election to the Board shall be made by any Member of the Association. The secretary of the Board (or member of the Board responsible for notifications) shall, at least two months prior to the annual meeting, send a notice to all members informing them of the positions to be filled and requesting nominations for specific positions on the Board. The Board shall contact each nominee to obtain permission to present the nominee as a candidate for a position on the Board at the annual meeting. Nominations may also be made from the floor at the annual meeting. Under normal circumstances, the office of president is not an office for which nominations are received since the vice president/president-elect moves to the office of president.

Section 4.04. Election. Directors shall be elected at the annual meeting. The term of office begins January 1 of the year following the election. Members or their proxies may cast, with respect to each nominee, as many votes as they are entitled to exercise. The nominees receiving the highest number of votes for each open position on the Board shall be elected. Cumulative voting is not permitted.

Section 4.05. Removal. Any director may be removed from the Board, with or without cause, by a simple majority vote of the members of the Association. A vote to remove a director may be taken only at a meeting called for the sole purpose of removing the director and the notice of such meeting must state that the purpose of the meeting is to remove the director. In the event of the 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. Notwithstanding the provisions of Section 4.02, an appointed successor shall be eligible for nomination and election to the Board at the end of the term of the predecessor.

Section 4.06. Action Taken Without a Meeting. The Board may take any action in the absence of a meeting which it could take at a meeting by obtaining the approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors and shall be so recorded by the Secretary.

Section 4.07. Registered Agent. The Board shall designate a person to serve as the registered agent for the Association and shall ensure that the appropriate change of registered agent form is filed with the South Carolina Secretary of State when a change of registered agent is made by

the Board

Section 4.07. Compensation. No director shall receive compensation for any service he or she may render to the Association. Moreover, the Association shall not directly or indirectly lend money to or guarantee the obligation of a director. However, a director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE V

Meetings of Directors

Section 5.01. Regular Meetings. Regular meetings of the Board shall be held quarterly. Such meetings shall be called by the treasurer upon at least fifteen (15) days notice. At regular meetings, the Board shall review the financial status of the Association and may conduct other business. A summary of all regular meetings shall be provided to the members.

Section 5.02. Special Meetings. Special meetings of the Board of Directors shall be held at the call of the president or by any two directors upon at least three (3) days notice. A summary of all special meetings shall be provided to the members.

Section 5.03. Notice. Notice of Board meetings may be communicated in person or by mail, telephone, facsimile, or electronic mail. The notice shall include the date, hour, and place of all such meetings. If the meeting is a special meeting, the notice shall include a description of the matter to be considered. To the extent applicable, the statutory notice requirements of the South Carolina Nonprofit Corporation Act shall apply to all notices of Board meetings [e.g., S.C. Code Ann. § 33-31-822 (Call and Notice of Meetings), S.C. Code Ann. § 33-31-141 (Notice), or the corresponding sections of any future amendments to the South Carolina Nonprofit Corporation Act].

Section 5.04. Quorum. A simple majority of the total number of active 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 an act of the Board.

ARTICLE VI

Duties and Powers of the Board

Section 6.01. Preface. The duties and powers of the Board must be consistent with and supportive of the stipulations presented in Article I of the Declaration.

Section 6.02. Duties. It shall be the duty of the Board to:

- (a) Manage the affairs of the Association for the benefit of the Owners as described in the Declaration;
- (b) Monitor the architectural plans review and control process (quoting from the Declaration) “to ensure proper use and appropriate development and improvement of every part of [White Birch Circle]; to protect the owner of each individual lot against improper use of any of the other lots which may depreciate the value of his

Property; to guard against the erection on any of the lots of buildings to be built of improper or unsuitable materials; to ensure adequate and reasonable development of said Properties; to encourage the erection of attractive improvements thereon with appropriate locations thereof; to prevent haphazard and inharmonious improvements; to secure and maintain property setbacks from streets and adequate free spaces between structures; to ensure high standards of maintenance and operation of community facilities and services for the benefit and convenience of all owners of property and all residents and, in general, to provide adequately for a residential subdivision of the highest quality and character”;

- (c) Cause to be kept a complete record of all its acts and corporate affairs and to present a summary statement thereof to the members at the annual meeting;
- (d) Oversee all officers, agents and employees of the Association;
- (e) Develop an itemized income and expense budget for the next fiscal year for presentation at the annual meeting;
- (f) Fix the amount of the annual assessment against each Lot, based on the budget developed pursuant to subsection (e) above and other pertinent considerations, for presentation at the annual meeting;
- (g) Send written notice of each assessment to every Owner subject thereto at least ten (10) days in advance of each annual assessment period; and
- (h) Maintain adequate liability and hazard insurance on property owned by the Association and maintain liability insurance for the members of the Board.

Section 6.03. Powers. The Board shall have the power to:

- (a) Adopt and publish rules and regulations governing the architectural plans review and control process where applicable;
- (b) Adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of the members and their guests thereon and to establish penalties for the infraction thereof;
- (c) Establish monetary charges for personal use of the Common Areas by a Member or members of the Association;
- (d) Suspend the voting rights and right to use of recreational facilities of a Member during any period in which such Member shall be in default in payment of any assessment levied by the Association (such rights may also be suspended after notice and a hearing, for a period not to exceed 180 days, for infraction of published rules and regulations);
- (e) 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

Declaration, the articles, and these bylaws;

- (f) Declare the office of a director to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board;
- (g) Employ independent contractors as they deem necessary and to describe the pertinent duties;
- (h) Foreclose the lien against any Lot for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner obligated to pay the same; and
- (i) Enforce action to ensure compliance with the Declaration of Covenants and Restrictions by all Owners.

ARTICLE VII

Officers of the Board and Their Duties

Section 7.01. Enumeration of Offices. The officers of the Association shall be a president, a vice president/president-elect, a secretary, a treasurer, and a facilities administrator. All five officers shall be members of the Board and shall be members of the Association. Special offices may be created by resolution of the Board. The president and vice president/president-elect shall have staggered terms.

Section 7.02. Multiple Offices Held by One Person. No person shall simultaneously hold more than one office except in the case of special offices created by resolution of the Board.

Section 7.03. Duties. The duties of each officer shall be as follows:

- (a) The president shall preside at all meetings of the Board; see that orders and resolutions of the Board are implemented; sign all leases, deeds, mortgages, and other written instruments; cosign promissory notes; and perform such other duties properly required of him or her by the Board, these bylaws, and state law;
- (b) The vice president/president-elect shall act in the place and stead of the president in the event of his absence or inability or refusal to act; perform such other duties properly required of him or her by the Board, these bylaws, and state law; and assume the office of president when the president rotates off the Board, resigns, or is removed;
- (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; serve notice of meetings of the members; keep appropriate current records showing the members of the Association together with their addresses and telephone numbers; maintain and/or file all legal documents, deeds, surveys, correspondence, plats, liens, records of property ownership, assessment responsibilities, etc.; and perform such other duties properly required of him or her by the Board, these bylaws, and state law;

- (d) 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; sign all checks and promissory notes of the Association; keep, or cause to be kept, proper books of account; cause an audit of the Association books by a public accountant as required by the Board or by petition of one-fourth (1/4) of the members of the Association; arrange for an itemized quarterly comparison of one-fourth (1/4) of the annual budget with actual itemized incomes and expenses for the quarter and year to date; prepare an annual itemized budget to be presented for review and approval by the membership at the annual meeting (members shall receive a copy of the proposed budget along with notice of the annual meeting); and perform such other duties properly required of him or her by the Board, these bylaws, and state law; and
- (e) The facilities administrator shall be responsible for the proper maintenance and landscaping of the Common Areas as well as other areas that may be designated by the Board (proper aesthetics and upkeep shall involve cutting, trimming, planting, irrigation, cleaning, and any special maintenance required for specified facilities); and perform such other duties properly required of him or her by the Board, these bylaws, and state law

ARTICLE VIII

Committees

Section 8.01. Architectural Review Committee. There shall be an Architectural Review Committee appointed by the president and composed of at least three (3) members of the Association. The committee shall approve all plans for construction or remodeling (and the Board shall have the authority to submit a work stoppage request to the appropriate government authorities if any such work is undertaken without approval). The committee shall not approve any construction or remodeling plans which do not conform with construction in place as of November 13, 1995 and, therefore, among other things, reject a project:

- (i) Which allows any use of a Lot for other than the private residential purposes of a single family;
- (ii) Which provides for multifamily housing or which could be converted to such type housing;
- (iii) Which is not a single family, unattached patio house;
- (iv) Which is not arranged for zero lot line construction and uniform set-back from the street;
- (v) Which is not designed to provide privacy in a manner similar to current completed construction (front, side, and rear privacy walls, window treatments, etc.);
- (vi) Which has an overall height greater than the highest overall roof height from grade currently in place;

- (vii) Which has less than 1800 square feet of heated area excluding the attached garage and any unfinished areas; or
- (viii) Which does not have an attached two-car garage.

Section 8.02. Other Committees. The Board shall appoint other committees as it deems appropriate in carrying out its purpose.

ARTICLE IX

Assessments

Section 9.01. Obligation to Pay. As more fully provided in the Declaration, each Member is obligated to pay to the Association quarterly and special assessments which are secured by a continuing lien upon the Lot against which the assessment is made. Assessments not paid when due shall be delinquent. Any assessment not paid within thirty (30) days after the due date, which is the first day of the first month of each quarter, shall incur a minimum late fee of \$20.00 per quarter. The Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose the lien against the Lot (interest, court, and other costs and reasonable attorneys' fees shall be added to the amount of such assessment). No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Areas or abandonment of his or her Lot.

Section 9.02. Due Dates and Special Assessments. The fiscal year and the assessment year shall be the calendar year. Assessments shall be paid quarterly, but this timetable may be changed by the membership at the annual meeting. A special assessment may be voted at a special meeting of the membership. A special assessment shall be in addition to the annual assessment. A two-thirds (2/3) majority of the total membership votes (includes votes by proxy) shall be required to pass a special assessment. Special arrangements may be used for any purpose for which the annual assessment is used unless a limited purpose is stated for the special assessment. In the latter case, the special assessment may be used for that stated purpose.

Section 9.03. No Refunds. Assessments are non-refundable by the Association in the event of a change in ownership of a Lot.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Declaration, the articles, these bylaws, state law, or any special rules of order the Association may adopt.

ARTICLE XI

Amendment

Section 11.01. Approval. These bylaws may be amended at a regular or special meeting of the members. A majority of the total membership votes entitled to be cast is required to adopt an amendment. Amendments may also be approved without a meeting by means of a mail-in ballot

pursuant to Section 3.07. The notice of meeting or mail-in ballot instructions must state that the purpose, or one of the purposes, of the meeting/ballot is to amend the bylaws and must contain a copy and summary of the proposed amendment.

Section 11.02. Conflicting Provisions. In the event of a conflict between the Declaration, the articles, and these bylaws, the more restrictive of the provisions shall control.

ARTICLE XII

Adoption

Section 12.01. These bylaws shall be adopted and take immediate effect if and when a majority of the members vote in favor of same.

Section 12.02. These bylaws abolish, supersede, and take the place of any bylaws and amendments thereto that preceded them.

Section 12.03. A current copy of these bylaws shall at all times be kept by the secretary and another copy shall be kept in the Association's principal office. All amendments and revisions shall, after passage, be incorporated into the bylaws.

Adopted and effective as of November 16, 2015.

Charles Kerekes, President

Martha S. White, Vice-President

Stephen D. Leggett, Facility Administrator

John R. Marcucci, Treasurer

Patricia G. Lovit, Secretary