

April 14, 2013

(Amended Aug. 26, 2014)



BY-LAWS

April 14, 2013

Contents

ORGANIZATIONAL PURPOSE.....	3
ARTICLE 1: NAME AND LOCATION.....	4
ARTICLE 2: DEFINITIONS.....	4
ARTICLE 3: MISSION OF THE ASSOCIATION	5
ARTICLE 4: MEMBERSHIP	5
ARTICLE 5: GOVERNMENT.....	6
ARTICLE 6: VOTING.....	11
ARTICLE 7: MEETINGS	11
ARTICLE 8: BUDGET	12
ARTICLE 9: DUES AND FEES	12
ARTICLE 10: MISCELLANEOUS.....	13

April 14, 2013

ORGANIZATIONAL PURPOSE

Preamble

We the members of Woodcreek homeowner's association, Inc. having come together as a representative body to address issues impacting the quality of life in our community do covenant together to work together insuring that Woodcreek continues to thrive as a family oriented community committed to the safety and prosperity of its members and neighbors.

Mission

In support of the residents of Woodcreek, we work to build a sense of pride and enhance the quality of life through the organization and oversight of neighborhood; covenants, events and activities, government interaction, and grounds maintenance. We support initiatives that build a sense of community and invest in improvements that promote safety, beautification, and value.

Vision

Lexington's most desired neighborhood: a community working together with the purpose of a higher quality of living and the protection of property values.

Values

Respectful | Committed | Open and Honest | Friendly | Safe

April 14, 2013

ARTICLE 1: NAME AND LOCATION

The name of the corporation is Woodcreek Homeowners Association, Inc.; herein after referred to as the "association" or the "corporation" or "WHOA", which was created and exists as a non-profit corporation under the laws of the State of South Carolina.

The principal office of the association shall be located at the home of the current Treasurer of the Board of Directors while channels of communication are identified below.

1. Postal Correspondence –
P.O. Box 1474
Lexington, SC 29071

2. All other correspondence –
<http://www.woodcreek29072.com>
whoa1@woodcreek29072.com

ARTICLE 2: DEFINITIONS

Section 1. "Association"/"Corporation" shall be used interchangeably to mean Woodcreek Homeowners Association, Inc.

Section 2. **Properties:** shall refer to the real property described in the Articles of Incorporation, and such additions as may hereafter be brought within the jurisdiction of the association.

Section 3. **Lot:** any plot of land shown on any recorded subdivision map included in the prescribed boundaries of the Woodcreek subdivision and such additions thereto as may be brought within the jurisdiction of the association.

Section 4. **Owner:** shall refer to the owner of record, whether one or more persons or entities, of the fee simple title to any lot which is part of the properties, including contract sellers, but excluding those having such interest as security for the performance of an obligation.

April 14, 2013

Section 5. Member: any person or entity who holds membership in the association by virtue of being an owner of a residence constructed on any lot as described in Section 3 - above.

Section 6. Gernal Membership Quorum: the number of voting members present at any of the quarterly general membership meetings.

Section 7. Operational Period/Fiscal Year: shall be from January 1 through December 31 of a calendar year.

ARTICLE 3: MISSION OF THE ASSOCIATION

In support of the residents of Woodcreek, we work to build a sense of pride and enhance the quality of life through the organization and oversight of neighborhood; covenants, events and activities, government interaction, and grounds maintenance. We support initiatives that build a sense of community and invest in improvements that promote safety, beautification, and value.

ARTICLE 4: MEMBERSHIP

Section 1. Voting member: Voting rights are obtained when a titled owner pays the dues assessed by the corporation.

Section 2. Special Considerations: Absentee ownership: membership and associated voting privileges are only granted to the owner of record of a property. If an owner retains voting rights, the association is only required to provide notification of the meetings within the same time frame as given to all other members. At the owner's discretion, the voting privileges may be assigned to a lessee of the property in question. All such assignments must be in written form, witnessed, notarized, and recorded with the secretary of the association. It will be the responsibility of the titled owner to maintain accurate information on record with the association in such instances. Inaccurate information will cause voting privileges to be rescinded until proper verification of information can be made.

April 14, 2013

ARTICLE 5: GOVERNMENT

Section 1. Governing Body: The affairs of the Association shall be governed by a Board of Directors, each having one vote. The Board of Directors will consist of seven(7) members selected by majority vote from at-large nominees at the Annual Meeting. Nominees will publicly agree to serve, if elected. All nominees shall be full-time resident for a minimum of six (6) months and a voting member of the Association, and 21 years of age.

(amended Aug. 26, 2014)

Section 2. At least five (5) of the seven (7) members of the WHOA board of directors must be present at a meeting of the board in order to constitute a quorum.

However, in the event that there is an unfilled vacancy on the board, four (4) of the remaining six (6) members shall constitute a quorum.

Section 3. Elections and Terms of Office: Elections will be held annually during the 4th QTR General Membership Meeting to fill board vacancies. Individuals being considered must be nominated and elected from general voting membership. Terms for elected Board members are three (3) years. At the end of the three year term board members must take a one year sabbatical before serving a consecutive term. The exception is in the event that there are no nominations, volunteers or acceptance of the position.

The terms are established to prevent the potential loss of experienced board members as much as possible and to allow for newly appointed board members to gain experience as terms begin to expire.

Example of term cycles:

Year 1 – Vice president and Secretary

Year 2 – Treasurer and one (1) Standing Committee Leader

Year 3 – President and two (2) Standing Committee Leaders

April 14, 2013

(amended Aug. 26, 2014)

Section 3. Officers: The board will elect officers annually at the 1st quarter board meeting. Officers shall serve for one year, and may be re-elected to consecutive terms. Those officers shall be the President, Vice president, Secretary and Treasurer. No board member may hold more than one office. The general membership shall be promptly notified of the new slate of officers.

Section 4. Removal/ Resignation: Any Board member may be removed by majority vote of Board members, when it is deemed to be in the best interest of the Association. Any officer may resign at any time by giving notice to the Board, the President or the Secretary. Board members may step down from committee assignments or resign positions such as Vice president, president and so forth and still retain position as member of the Board.

Section 5. Replacing Vacated Positions Out Of Cycle: In the event a board position becomes vacant during the course of the year. The board will approach next highest vote receiving nominee from the original yearly voting record and inquire on their willingness to fill the vacated position. This process is followed until a nominee agrees to serve. Once the nominee is identified as agreeing to fill the vacant position, he or she can attend and serve on the board in a non-voting capacity. The board will place a vote for the new board member on the agenda for the next quarterly meeting.

In the event the nominee list is exhausted the board will make a call for nominees via email. Nominee responses will be closed in a two week period and the process continues. If there is no response, the board will identify potential nominees and continue the process of filling the vacancy.

Section 6. Duties of Officers: The President shall be the chief executive officer of the association and, as such, will preside over all meetings of the Board of Directors and all meetings of the Association, and serves with ex-officio privileges on all committees of the association.

The **Vice president** shall preside in the absence of the President. The **Secretary** shall record the proceedings of all Board meetings and all Association meetings; maintain copies of all organizational documents; maintain accurate lists of

April 14, 2013

members of each committee; maintain copies of all minutes submitted by various Committee leaders. The **Treasurer** shall be the chief financial officer charged with maintaining all financial records for the Association, All expenditures must be receipted and kept in order of payment. The **Treasurer** will publish a full financial report of receipts and disbursements for all quarterly meetings of the Board.

Section 7. Duties and Powers of the Board of Directors: The Board is empowered to provide for the operation, care, and maintenance of all common areas; and to contract for repairs, additions, and improvement or alterations of the common areas. The Board of Directors is empowered to assess and collect dues/fees to defray common expenses; and to establish necessary accounts to deposit and disburse such collected funds, as set in the budget. All disbursements from any such accounts will be signed and authorized by the President and the Treasurer. The following table outlines the authorization amount, process and authority levels for unanticipated unbudgeted and emergency expenses. The Board of Directors is empowered to contract for any legal counsel as needed by the Association.

Unbudgeted Expense Type	\$ Amount	Authority	Process
Emergency	2,500	Board	An emergency meeting of the board must be called and the expense must be voted on prior to spending. The expense will be reporting in the next quarterly membership meeting.
Non-Emergency	\$500	Board	An officer or committee leader experiencing the need to spend unbudgeted non-emergency funds between \$251 and \$500 must send an email to the board and obtain approval from the treasurer prior to the funds being considered available to spend. If approved, the expense will be reporting in the next quarterly membership meeting.
Non-Emergency	\$250 (Not to	Individual Board Member or	An officer or committee leader experiencing the need to spend unbudgeted, non-emergency funds

April 14, 2013

	<p>exceed \$500 per individual board member or committee leader in any calendar year)</p>	<p>Committee Leader</p>	<p>up to \$250 must send a notification email to the board prior to making the expense. This expense must be in line with the strategy and responsibility of the board member or committee leader. A follow-up message must be sent to the board concerning the expense with a receipt.</p> <p>The expense will be reporting in the next quarterly membership meeting.</p> <p>In the event that the \$500 threshold has been met by the requestor for the year. The process for \$500 expense must be followed.</p>
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Section 8. Committees

Committee appointments are for one year unless otherwise stipulated. All committees report directly to the Board of Directors. All committee appointments shall be affirmed by majority vote of the Board of Directors. Committee leader appointments shall be the responsibility of the President and affirmed by the full Board on a majority vote. Such votes may take place either at a Quarterly Board Meeting, Special Called meeting or via a telephone or email / electronic poll until a majority has been achieved. Each Committee will provide the Secretary of the Board with a copy of each meeting's minutes. Each committee will develop a list of committee responsibilities to help define the duties of that committee.

Each committee shall submit a proposed budget to the Treasurer for inclusion in the annual Association proposed budget.

Standing Committees, Definitions and Duties

Membership Committee: Collects Membership Dues, and maintains an accurate roster of paid membership and a register with the names, phone numbers, and mailing and home addresses of all members. Welcomes all new residents and provides new residents with information about the Association; maintains a group of volunteers to distribute association newsletters and information; provides new residents with a list of contact people on the committee to obtain information about schools, medical services, Town

April 14, 2013

officials, local merchants, etc.

Social and Community Activities Committee. This committee shall organize and promote quarterly neighborhood-wide activities for fellowship and holidays; provides for recognition and participation of Woodcreek in Town activities such as the Christmas parade and FunFest; promotes neighborhood activity programs such as the Bookmobile for residents.

Grounds/Maintenance Committee: Receives and investigates input from residents regarding maintenance needs. Solicits written bids and proposals for common areas maintenance and service providers. Provides the Board with references for all service and maintenance bidders. Schedules and holds neighborhood clean-up days. Ensure common grounds are kept up to standards.

Government and Legal Affairs Committee: Provides for Woodcreek representation at all Town government meetings to insure neighborhood interests are served and reports to the Board any item of interest to the neighborhood and Association; works in conjunction with the Board to contract for legal counsel when necessary.

Block Coordinators Committee: A group of 12 or so people with assigned areas within the neighborhood designed to represent residents as a conduit to the WHOA. They assist other committees with activities related to membership, communication, safety, events, etc. Block Coordinators will put a friendly, recognizable face to the WHOA within their assigned areas and encourage resident participation at all levels.

Communication Committee: Designs, writes, produces and delivers communication from the WHOA to the Woodcreek neighborhood. This committee delivers four (4) newsletters per year and assists with website messages and Facebook posts. This committee is also responsible for any technology used to facilitate communication and administration of the WHOA.

Safety Committee: Identifies, prioritizes, reports, organizes and acts on approved activities, programs and actions to ensure the safety of Woodcreek.

Covenants Committee: Reviews covenants and ensures they (and the process of concerns and compliance) are easy and understood.

Select Committees: Formed and empowered at the direction of the Board of Directors for a specific period of time for a specific purpose. Committee leaders and members will be determined by the Board.

April 14, 2013

ARTICLE 6: VOTING

Section 1. Vote Entitlement: Each developed property shall be entitled to one vote in any association proceeding, as long as dues are current. Each voting household represented will receive one voting card when they sign-in at the specified meeting. When the vote is called, members will present their card in public view for the count.

Section 2. Proxy Assignment: There will be no proxy voting.

Section 3. Absentee Ballot: At any time after notice is given for a voting agenda, any voting member may request an absentee ballot. The secretary will verify the name, address, and vote entitlement of any person requesting an absentee ballot. All absentee ballots will be recorded as such for a particular property, but will be constructed in such a way so as to be indistinguishable from other ballots when unsealed at the meeting. All absentee ballots will be opened in full public view at any meeting when there is a voting agenda.

ARTICLE 7: MEETINGS

Section 1. Meetings of Board of Directors: All general membership meetings of the WHOA are open to all Woodcreek residents. The Board shall convene general membership meetings on a quarterly basis.

Section 2. Annual Meeting: The annual meeting of the association will be held during the last quarterly meeting of the year. This meeting will be held at a convenient site determined by the sitting Board of Directors. Notification of the meeting will be provided 30 days in advance of the scheduled date to all members. The agenda will consist of, but not limited to the following:

The Board will review the highlights and events of the association for the past year, including reports from all officers and committee leaders. The sitting Board will present the budget for the coming year and make a recommendation for dues/fees charges for the coming year. Elections will be held for Board openings.

Only those items that are published as part of the agenda will be addressed during the meeting.

Section 3. Special Meetings: Special meetings may be called at any time by the Board of Directors or by petition of a majority of the current voting members of the association. Such meetings will be called at convenient sites and times to allow for

April 14, 2013

reasonable attendance by all interested members. Special meetings will be called to address specific agenda. Meetings of this nature will be publicized with reasonable notice.

Section 4. **Minutes:** Proceedings of all Board and committee meetings will be recorded in transactional (summary) format and a copy will be filed with the Board Secretary and uploaded to the organization's website for public record.

Section 5. **Parliamentary Rules:** The latest edition of *Robert's Rules of Order* will be used to govern all meetings of the association, the Board, or committees, unless a motion to suspend is made, passed, and recorded in the minutes of the meeting.

ARTICLE 8: BUDGET

Section 1. **Annual Budget Proposal:** The proposed annual budget presented at the annual meeting will be presented in line-item format with clear details of total anticipated expenditures.

Section 2. **Approval:** Majority of the quorum present at the annual meetings required to approve the budget.

ARTICLE 9: DUES AND FEES

Section 1. **General:** Dues for a particular year will be determined and approved by a majority vote of members at the annual meeting after the proposed budget has been presented.

Section 2. **Collections:** Dues are payable beginning November 15th through December 31st of the previous year and become delinquent on the 15th of February of the current dues year. This allows for the association to align dues payment activities with holiday events and helps in the collection process to ensure the budget is funded as full as possible for the year.

Section 3. **Refunds:** Dues are non-refundable outside of dissolution of the corporation.

Section 4. **Transfer:** Voting privileges will transfer to a new owner of any properties for the remainder of the current period; if dues are current Dues can be brought current at any time during the year.

April 14, 2013

Section 5. **Proration:** New residents wishing to join the association may have their dues/fees prorated until the end of the current fiscal year. Those residents who wish to join and have lived within the jurisdiction of the association for more than 6 months will be assessed dues/fees for the entire year.

Section 6. **Gifts:** The Association may accept gifts of real estate, personal property or goods and services for the benefit of the association. Acceptance of such gift offers will be contingent upon review and approval of the Board of Directors. Gifts of a monetary nature however may be accepted by the Treasurer of the Board provided the gift is designated by the gifter for a current budgeted expenditure.

ARTICLE 10: MISCELLANEOUS

Section 1. South Carolina law shall take precedence in any instance of conflict between these by-laws and the laws of the state.

(amended Aug. 26, 2014)

Section 2. The procedure for amending these by-laws is as follows: Proposed changes are debated the board and voted on. The changes must then be approved by a majority of those present at the next general membership meeting.