

Wakendaw Association, Inc. dba Wakendaw Lakes Civic Association

BYLAWS

(As amended at the January 11, 2017 Annual Meeting of the Members of the Wakendaw Lakes Civic Association)

Article I. Name and Office

Section 1. Name. This Corporation shall be called the Wakendaw Association

Section 2. Common Name. This Corporation shall also be known as, and do business as, the Wakendaw Lakes Civic Association.

Section 3. Offices. The principal office of the Corporation shall be located at the home of the then-acting President, Town of Mount Pleasant, State of South Carolina.

Section 4. Definition. For the purposes of these Bylaws, the *Wakendaw Lakes Subdivision* (hereafter, the *Subdivision*) shall be defined to include all those residential properties developed by the Wakendaw Corporation, and all those additional residential properties whose primary ingress and egress is via Wakendaw Boulevard, including but not limited to those additional properties known as: Wakendaw Manor, Wakendaw East, and Wakendaw on the Creek.

Section 5. Dissolution. Upon the dissolution of the Wakendaw Lakes Civic Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II. Purpose

Section 1. Purpose. The Corporation's primary purpose shall be to promote and advance the community interests and neighborhood harmony of the Wakendaw Lakes Subdivision.

Section 2. Authority. The Corporation may be delegated and may exercise all powers that may be delegated to it from time to time by the owners of real property in the Subdivision.

Section 3. Restraints. The Corporation shall not engage in political activity or pursue political purposes of any kind or character without the majority vote of the Members of the Corporation.

Article III. Members

Section 1. Definitions. The following definitions apply.

- A. Beneficial Owner: The person(s) receiving benefit from property ownership, as distinguished from a security owner such as a bank or mortgage company.
- B. Residential Unit: A residential building site or an actual residential unit. Any actual residential unit that occupies more than one residential building site shall, for the purposes of these Bylaws, be considered only one residential unit.

Section 2. Members. Every beneficial owner of a residential unit in the Subdivision may be a Member of the Corporation.

- A. No rights of membership may be exercised until payment of first year's dues in advance has been made.
- B. Membership in this Corporation shall terminate on such Member's ceasing to be a beneficial owner of a residential unit in the Subdivision.

Section 3. Voting. Corporation Members in good standing shall be entitled to one vote for each residential unit of which they are a beneficial owner.

- A. A beneficial owner who is a Member of the Corporation may assign their membership rights to the tenant residing in the beneficial owner's unit. Such assignment shall be effected by filing with the Secretary of the Corporation a written notice.
- B. All votes shall be cast in person, absentee ballot, or by written proxy, as established by the Board of Directors.
- C. A Member shall have one vote for each residential unit of which they are a beneficial owner.
- D. Where two or more persons are beneficial owners of a residential unit, only one vote for such unit shall be allowed.

Section 4. Assignment. In the event a Member whose dues are paid for the current year sells their unit, their membership in the Corporation shall be automatically assigned to the new owner for the remainder of that paid-up year.

Article IV. Meeting of Members

Section 1. Annual Meeting. An annual meeting shall be held in January of each year. The time and place shall be fixed by the Board of Directors (hereafter, the *Board*).

- A. The purpose of the annual meeting is to elect, as needed, Directors and Officers.
- B. The meeting shall also hear reports from the Directors, Officers, and Committee Chairpersons, as deemed necessary by the Board.

Section 2. Special Meetings. Special meetings may be called by the President, the Board, or by a majority of the Members of the Corporation having voting rights.

Section 3. Notice of Meeting. Written notice stating place, day, and hour of meeting, shall be delivered to each Member entitled to vote, not less than three (3) days before the date of the meeting.

Section 4. Quorum. Quorum required for any action which is subject to a vote of the Members shall be by the Members present and by proxy at the meeting.

Section 5. Conduct of Meetings. The Directors shall transact business for any meeting and make regulations as they deem advisable for any meeting of the Members, including the eligibility of a voter. Eligibility will be determined as set forth in Article III.

Section 6. Proxies. A Member in good standing may vote by written proxy at any meeting of the Members. The proxy shall assign the Member's voting rights to the Corporation's President, or other explicitly specified Member in good standing. The vote of a Member to whom a proxy is assigned shall be counted as one vote for that Member, plus one vote for each valid assigned proxy. Proxies shall cover the voting on either:

- A. All motions that may arise at the meeting, or
- B. All motions that may arise at the meeting that were not voted on by absentee ballot.

Section 7. Absentee Ballots. When required by the Directors, there shall be sent with notices of regular or special meetings of the Corporation, a statement of certain motions to be introduced for vote of the Members and a ballot on which each Member may vote for or against the motion. Absentee Ballots shall count as limited proxies, and each ballot which is presented at such meeting shall be counted in calculating the quorum requirement set forth in Section 4 of this Article. Such ballots shall not be counted to vote upon options not appearing on the ballot.

Article V. Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors, subject to instructions of the Members of the Corporation.

Section 2. Number, Tenure, and Qualifications.

- A. The Board shall be comprised of: the Elected Officers of the Corporation, the Elected Directors, the Presidents of the various Property Owners Associations (or their designee), the Presidents of the various Lake Corporations (or their designee), the President of the Women's Club (or their designee), and the Chairpersons of all Standing and/or Special Committees designated by either these Bylaws or the Board.
- B. The number of Elected Directors shall be not less than five (5). Each Elected Director shall be a Member in good standing of the Corporation for at least one full calendar year prior to the start their term of office. At each annual meeting, the Members shall elect Directors to fill all vacant positions Elected Directors shall be elected for a two-year term, unless elected to fill the unexpired term of a vacant Elected Director Position.
- C. Elected Directors shall be selected from districts that are representative of the various areas of the Subdivision. The Nominating Committee shall establish these election districts, subject to disapproval by the Board.

Section 3. Regular Meetings. The Board shall meet regularly once a month, at a time and place it shall select.

Section 4. Special Meetings. A special meeting of the Board may be called by or at the request of the Corporation's President or any three (3) Board Members by giving notice thereof not less than three (3) days before the date of the meeting.

Section 5. Notice. Notice of any meeting of the Board shall be given at least three (3) days prior to such meeting by written notice delivered to each Director. Any Director may waive notice of any meeting.

Section 6. Quorum. A majority of the Board 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 said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting. 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, unless the act of a greater number is required by these Bylaws.

Section 8. Removal. Any Director may be removed by the Board whenever, in its judgement, the best interests of the Corporation will be thereby served.

Section 9. Vacancies. Board vacancies arising because of resignation, death, removal, or otherwise shall be filled in the following manner:

- A. Any vacancy of an Elected Director position occurring in the Board may be temporarily filled until the next annual meeting by the affirmative vote of the remaining Board Members.

- B. Any vacancy of a Director position representing a Corporation or Organization, as specified in Section 2 of this Article shall be filled by that Corporation or Organization.
- C. A vacancy of a Committee Chairperson may be filled by the Corporation's President.

Section 10. Definitions Applicable To Sections 11 and 12 of This Article.

- A. "Acceptable Technological Means" includes, without, limitation, Electronic Transmission over the Internet or other network, whether by direct connection, intranet, telecopier, or electronic mail.
- B. "Electronic Agent" means a computer program or an electronic or other automated means used independently to initiate an action or respond to electronic records or performance in whole or in part, without review or action by an individual.
- C. "Electronic Record" means a record created, generated, sent, communicated, received, or stored by electronic means.
- D. "Electronic Signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.
- E. "Electronic Transmission" means any form of communication not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient and that may be directly reproduced in paper form by the recipient through an automated process.
- F. "Information Processing System" means an electronic system for creating, generating, sending, receiving, storing, displaying, or processing information, which includes the Internet or the community or other network, whether by direct connection, intranet, telecopier, or electronic mail.
- G. "Security Procedure" means a procedure employed for the purpose of verifying that an Electronic Signature, record, or performance is that of a specific person or for detecting changes or errors in the information in an Electronic Record. The term includes a procedure that requires the use of algorithms or other codes, identifying words or numbers, encryption, or callback or other acknowledgment procedures.

Section 11. Procedure For Submitting Board Votes By Electronic Transmission.

- A. Electronic submission of votes shall only be permitted for, and this Section 11 shall only be applicable to, votes to be taken of the Board of Directors upon a stated proposal. Electronic voting shall not be permitted, and this Section 11 shall not be applicable to, any other vote of the Corporation.
- B. Instructions regarding the use of electronic means or Acceptable Technological Means for voting shall be distributed to all Board Members at the first board meeting of every year following the election of new Board Members at the annual meeting of the Corporation.
- C. If the Board of Directors determines it is necessary and appropriate, the Board of Directors shall have the authority to select and contract with an electronic voting company which employs an Electronic Agent and Information Processing System to administer any issue to be voted on

electronically. In the event an electronic voting company is selected and utilized, the Board Members shall utilize such system and the procedures established by the selected electronic voting company, if any, shall control over those set forth below.

- D. In the event that the Board of Directors decides not to utilize the services of an electronic voting company, the Board of Directors may accept Board Member votes sent by Electronic Transmission when such transmission contains information that will allow an objective determination that the Board Member authorized the transmission. Such transmission may be by facsimile ("fax") or electronic mail. It may also be made by sending information electronically to an Electronic Agent or secure, reliable Information Processing System authorized by the Board of Directors to accept such information.
- E. Within 10 days of receipt of the instructions for electronic voting, and before a Board Member may send their vote by Electronic Transmission, each Board Member shall provide the Board of Directors or management with the following information:
 - 1. The type of Electronic Transmission or Information Processing System to be used (i.e., a fax, electronic mail, etc.). The Board Member may specify more than one medium.
 - 2. For each medium specified, the Member shall include:
 - a. The Electronic Signature that they will affix to the vote.
 - b. The Security Procedure to be included in the Electronic Transmission.

Collectively, these features form the basis upon which the Board may determine whether the Board Member authorized the transmission. The Board may reject the Electronic Transmission if any one of the above features is unclear provided that the Board shall specify the information upon which it relied in determining the vote invalid.

- F. A written electronic ballot shall:
 - 1. set forth each proposed action; and
 - 2. provide an opportunity to vote for or against each proposed action.

Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- G. All solicitations for votes by written or electronic ballot shall:
 - 1. indicate the number of responses needed to meet the quorum requirements;
 - 2. state the percentage of approvals necessary to approve each matter; and
 - 3. specify the time by which a ballot must be received by the Corporation in order to be counted.

Except as otherwise provided in the Bylaws, a written electronic ballot may not be revoked.

Section 12. Board Meeting Electronic Notice Procedures.

- A. Notwithstanding any terms and provisions contained in the Bylaws, the Board of Directors may receive notice of regular or special meetings of the Board by Electronic Transmission upon providing their consent in writing to receive such notice in the consent form described

below.

- B. Each Board Member shall designate an electronic address or a U.S. Postal Service address, or both, as the Board Member's address on any list of Board Members which the Corporation is required to maintain. The consent submitted to the Corporation shall include the following:
 - 1. A verified email address or fax number at which the Board Member shall receive notices;
 - 2. A statement that the Board Member agrees to accept the communication and notices by Electronic Transmission and that said transmission shall substitute fully for mailed or hand-delivered notices.
- C. Any electronic address provided by the Board Member pursuant to this rule and amendment shall be included in the Corporation's records for all other purposes of the Bylaws.
- D. A Board Member may revoke his or her consent to electronic notice and any other electronic communication from the Corporation if the Board Member provides written notice of revocation to the Corporation. It is solely the responsibility of the Board Member who has given consent to receive electronic notices and electronic communication to ensure that the Corporation is furnished with any changes to the email address or fax number to which notices are delivered. Unless and until the Board Member furnishes a revocation or amendment regarding said address or number, the Corporation shall be deemed to have complied with its notice requirement by delivering electronic notices to the last known address or number on file with the Corporation.

Article VI. Officers

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Election, Qualification, and Tenure.

- A. The President and Treasurer shall be elected at the annual meeting by the Members of the Corporation. The Vice-President and Secretary shall be elected by the Board from within the membership.
- B. The Officers shall be Members in good standing of the Corporation for at least one full calendar year prior to the start of their term of office.
- C. The term of all Officers shall be one year.

Section 3. Removal. Any Officer may be removed by the Board whenever, in its judgement, the best interests of the Corporation will be thereby served.

Section 4. Vacancies. A vacancy in any office arising because of resignation, death, removal, or otherwise may be filled by the Board for the unexpired term of the position.

Section 5. Powers and Duties. The Officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the Board except as otherwise determined by the Board.

- A. President. The President shall preside at all meetings of the Corporation and of the Board at which he is present; shall exercise general supervision of the affairs and activities of the Corporation; and shall serve as an ex-officio Member of all committees.

- B. Vice President. The Vice President shall assume the duties of the President during his or her absence.
- C. Secretary. The Secretary shall keep the minutes of all of the meetings of the Corporation and of the Board and shall keep accurate and complete records of all business transacted by the Corporation.
- D. Treasurer. The Treasurer shall be custodian of all financial records and shall receive and keep all association funds in a bank approved by the Board, and pay out funds only as directed by the Board, and shall have the account audited as specified by the Board, but no less than annually.

Article VII. Committees

Section 1. Committees. Committees shall be created and empowered to conduct business in the name of the Corporation. There shall be Standing Committees, as specified in these Bylaws, and there can be Special Committees, created by the President or the Board.

- A. The Board shall approve a Charter for each committee that explicitly defines the powers of the Committee.
- B. The Board shall have the power to veto any Committee action.

Section 2. Creation of Committees. The President shall have the power to appoint the Committee Chairperson and Committee Members for any Standing or Special Committee.

- A. All Committees shall be rechartered and reappointed annually by no later than the second Regular Board Meeting following the Annual Meeting. Any Special Committee not rechartered by the conclusion of this meeting shall be considered dissolved.
- B. The President can delegate the power to appoint Committee Members to the Committee Chairperson. A Committee Chairperson, if not already a Board Member, shall become a Board Member for long as they remain the Committee Chairperson.
- C. Committee Members shall, in general, be chosen from the membership of the Corporation at large.
- D. The Board shall have the power to veto any Committee, Committee Chairperson, or Committee Member by the majority vote of the Board.
- E. The Chairperson and all Members of any Committee shall be Members in good standing of this Corporation.

Section 3. Special Committees. Special Committees can be established for any purpose, where the President or the Board determines that a need for a Committee exists to act on Corporation business.

Section 4. Standing Committees. These Bylaws hereby establish the following Standing Committees. These Standing Committees shall exist for the purpose specified in these Bylaws, and shall have all powers given to them in these Bylaws. These Bylaws shall constitute the Committee's Charter. The Board shall have the power to extend the purposes and powers of any one of these Committees by establishing a Charter for that Committee that specifies these extended purposes and powers. The Standing Committees shall be:

- A. The Membership Committee
- B. The Maintenance Committee

- C. The Architecture Review Committee
- D. The Crime Watch Committee
- E. The Newsletter Committee and
- F. The Nominating Committee

Section 5. The Membership Committee. Before the first Regular Meeting of the Board following the Annual Meeting of the Corporation, the President shall appoint a membership committee of at least three (3) Members in good standing, with not more than one (1) Member of the committee currently a Board Member.

- A. Membership Committee shall be responsible for recruitment of Corporation Members, Collection of Dues, and Publication of the Membership Directory.

Section 6. The Maintenance Committee. The President shall appoint a maintenance committee of at least three (3) Members in good standing, with not more than two (2) Members of the committee currently a Board Member.

- A. Maintenance Committee shall be responsible for oversight of the maintenance of all common areas in the Subdivision.
- B. Maintenance Committee shall plan for, cost, and recommend to the Board all required maintenance activities for the common areas in the Subdivision.
- C. Maintenance Committee shall be responsible for approving all contracted maintenance work for the common areas in the Subdivision.

Section 7. The Architecture Review Committee. The President shall appoint an architecture review committee of at least three (3) Members in good standing, with not more than one (1) Member of the committee currently a Board Member.

- A. Architecture Review Committee shall have the power to act:
 - 1. Where so delegated these powers by the appropriate Property Owners' Association, or
 - 2. Where no Property Owners' Association exists to exercise these powers.
- B. Architecture Review Committee shall enforce, to the best of its ability, the Covenants and Restrictions for any residential unit in the Subdivision where so empowered to act.
- C. Architecture Review Committee has approval and disapproval power for all construction of and modification to any residential unit in the Subdivision where so empowered to act.
- D. Architecture Review Committee shall keep a copy of all relevant Covenants, Restrictions, Deeds, and other Legal Documents deemed appropriate by the Committee or the Board.
- E. Architecture Review Committee shall keep a copy of all Plans and other Documents submitted to the Committee and shall keep a record of all of their correspondence and actions.
- F. Architecture Review Committee shall be empowered to call a Special Meeting of the Board, with given proper notice, for the purpose of the Board taking action on relevant matters where the Committee believes it would be more appropriate for the Board to act than for the Committee.

Section 8. The Crime Watch Committee. The President shall appoint a crime watch committee of at least two (2) Members in good standing, with at least one (1) Member of the committee currently a Board Member.

- A. Crime Watch Committee shall conduct all Committee business.
- B. Crime Watch Committee shall appoint the Crime Watch Block Captains. Block Captains should be Members of the Corporation, but membership is not required. Block Captains shall be considered Members of the Crime Watch Committee at large.
- C. The Crime Watch Committee Chairperson shall be the contact between the Committee and all appropriate Law Enforcement Agencies.
- D. The Corporation President, or the Crime Watch Committee, can call a Crime Watch Meeting of the Subdivision residents when deemed appropriate by the President or the committee. No formal notice shall be required of such meeting. Such meeting shall be open to Non-Members of the Corporation that may have an interest in its proceedings.

Section 9. The Newsletter Committee. The President shall appoint a newsletter committee of at least two (2) Members in good standing. At least one (1) Member shall have access to the facilities required to compose the newsletter and prepare it for printing and distribution. The Secretary of the Corporation shall be an ex-officio member of this committee.

- A. Newsletter Committee shall prepare, publish, and distribute the Corporation's Newsletter.
 - 1. Newsletters shall contain news, notices, and other information relevant to residents of the Subdivision and Members of the Corporation.
 - 2. Newsletters shall be published not less than quarterly.
 - 3. Newsletters shall be distributed to all residents of the Subdivision.
- B. Newsletter Committee shall support all other Committees in the preparation and distribution of any material that must be printed and distributed to the Corporation's Membership.

Section 10. The Nominating Committee. At least one month before the Annual Meeting, the President shall appoint a nominating committee of at least three (3) Members in good standing, with not more than one (1) Member of the committee currently a Board Member.

- A. Nominating Committee shall elect its own chairperson.
- B. Nominating Committee members shall not be candidates for Board positions.
- C. Nominating Committee shall set representation districts.
- D. Nominating Committee shall establish election procedures.
- E. Nominating Committee shall produce a slate of candidates for Board positions to be presented for election at the annual meeting; each candidate must be qualified and must have agreed prior to election to being a candidate.

Article VIII. Dues

Section 1. Annual Dues. The annual dues shall be determined by the Members of the Corporation at the annual meeting and shall be paid within sixty (60) days of such meeting.

Section 2. Default in Payment. Any Member that has not paid annual dues as set forth in Section 1 of this Article, shall no longer be considered a Member in good standing and shall have no voting rights or any other right arising out of membership in the Corporation. A Member shall be reinstated at such time dues

are paid in full.

Section 3. Assignment. Membership in the Corporation terminates upon the sale of the residential unit in the Subdivision. Dues paid for the current year are assigned to the buyer of said unit and the buyer shall acquire the benefits of membership in the Corporation for the remainder of that paid-up year, as set forth in Article III.

Article IX. Fiscal Year

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Article X. Amendments

Section 1. Procedure. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board when submitted in writing to all Members of the Corporation at least one (1) week prior to an annual or special meeting and are approved by a majority vote of the Members of the Corporation at said meeting.