

State of South Carolina)

BYLAWS OF

County of Lexington)

HOMEOWNERS' ASSOCIATION

Whereas, George A. Steiner on September 15, 1993, filed a Declaration of Covenants, Conditions and Restrictions of Cross Creek in the Office of the Register of Deeds for Lexington County, South Carolina, in Book 2697, Page 78; and,

Whereas, said Covenants create an Architectural Control Committee; and,

Whereas, upon the lots in Cross Creek being fully developed, the Architectural Committee, with all its rights and obligations, shall be turned over to a majority of the record owners of Lots in Cross Creek; and,

Whereas, George A. Steiner has fully developed and sold all of the Lots in Cross Creek to permanent residents, and has properly notified all of the Owners of the Lots in Cross Creek to that effect in accordance with the Covenants; and,

Whereas, the record owners of the majority of the Lots in Cross Creek have properly established a successor Architectural Control Committee to be named Crosscreek of Irmo Homeowners' Association, Inc.; and,

Whereas, the record owners of the majority of the Lots in Cross Creek have properly adopted the Bylaws of the Crosscreek of Irmo Homeowners' Association, Inc. to prescribe rules and regulations pursuant to which such Association shall act.

NOW THEREFORE, the following ByLaws, having been properly adopted, after proper notice to all of the record owners of Lots in Cross Creek, are submitted for recording in the Office of the Register of Deeds for Lexington County, South Carolina.

**BYLAWS OF
CROSSCREEK OF IRMO HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE I
NAME AND LOCATION**

The name of the non-profit Corporation is CROSSCREEK OF IRMO HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Corporation shall be that of the duly elected President, but meetings of Members and Directors may be held at such places within the State of South Carolina, County of Lexington as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1: "Association shall mean and refer to the CROSSCREEK OF IRMO HOMEOWNERS' ASSOCIATION, INC., its successors and assigns.

Section 2: "Lots" shall mean and refer to any plot of land with such improvements as may be erected thereon intended and subdivided for dwelling home use.

Section 3: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title of any lots, but shall not mean or refer to any mortgagee or subsequent holder of a mortgage unless and until such mortgagee or holder has acquired title pursuant to foreclosure or any proceedings in lieu of the foreclosure. Said term "Owner" shall also refer to the heirs, successors and assigns of any Owner.

Section 4: "Member" shall mean and refer to all those Owners who are Members of the Association.

Section 5: "Plans", "Specifications", "Elevations", "Exterior Designs", and such like terms shall refer to and encompass the plans, specifications, elevations and designs, as well as setbacks, locations, etc. contained hereinafter in this document or in the Declaration of Covenants, Conditions and Restrictions of Crosscreek filed in the Office of the Register of Deeds for Lexington County on September 15, 1993, in Book 2697, Page 78.

Section 6: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Crosscreek filed in the Office of the Register of Deeds for Lexington County on September 15, 1993, in Book 2697, Page 78, and also any amendment or modification thereof.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings: The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 p.m. If the day for the annual meeting for Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings: Special Meetings of the Members may be called at any time by the President of the Board of Directors or upon written request of one-fourth (1/4) of 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 on the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the Members' 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 meetings, and in the case of the special meeting, the purpose of the meeting.

Section 4. Quorum: The presence of a majority at any meeting of Members entitled to cast a vote, or proxies entitled to cast a vote, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration 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 of the meeting, until a quorum as aforesaid shall be present or represented.

Section 5. 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.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number: The affairs of this Association shall be managed by a Board of five Directors, who shall be Members of the Association; provided, however, that until the first annual meeting there shall be only three Directors.

Section 2. Term of Office: At the first annual meeting, the Members shall have two Directors for a term of one year, two Directors for a term of two years and one Director for a term of three years; and at each annual meeting thereafter, the Members shall elect successor Directors for terms of three

years.

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, his successors shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation: No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred for the performance of his 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 same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination: Nomination for election for the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor of the annual meeting. The nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two more Members of the Association. The nominating committee shall be appointed by the Board of Directors prior to each annual meeting of the Directors, to serve from the close of such annual meeting until the close of the next annual meeting and such point shall be announced at each annual meeting. 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. Such nominations shall be made from among Members or non-Members.

Section 2. Election: Election to the Board of Directors shall be by secret ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, one vote. The person receiving the largest number of votes shall be elected.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by Resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Regular meetings shall be open to all Members.

Section 2. Special Meetings: Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each Director.

Section 3. Quorum: A majority of the number of 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 VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall have power to:

- (a) Enforce the Declaration of Covenants, Conditions and Restrictions of Crosscreek as amended;
- (b) Take any further actions as reserved for the Architectural Control Committee in the Declaration or amendments thereto (nothing contained herein shall impair the rights of any lot owner as set forth in the Declaration);
- (c) Exercise for the Association of all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- (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 unless such absence shall have been excused by a majority of the Board;
- (e) Contract with a manager, an independent contractor or any other individuals as they may deem necessary, and prescribe their responsibilities with respect to the upkeep and maintenance of the entrance way to Crosscreek as specified in the Amendments to the Declaration; and
- (f) Exercise for the Association all powers of the Architectural Control Committee as outlined in the Declaration.

Section 2. Duties: It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (b) Exercise reasonable supervision of officers, agents and contracted individuals of this Association and to see that their responsibilities are properly performed;

- (c) As more full provided in the Declaration to:
- (1) Fix the amount of annual assessments against each lot at least thirty days in advance of each annual assessment; and
 - (2) Send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment.
- (d) The Board of Directors may 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 exclusive evidence of such payment;
- (e) Procure and maintain adequate general liability and Directors and Officers liability insurance;
- (f) Cause all Officers or Employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Maintenance to the entranceway area is to be maintained by, but not owned by, the Association; and
- (h) The Board of Directors may foreclose the lien against any property, for which assessments are not paid within thirty days after due date, or to bring any action at law against the Owner personally obligated to pay the same.

ARTICLE VIII

OFFICERS AN THEIR DUTIES

Section 1. Enumeration of Offices: The offices of this Association shall be a President, Vice President, Secretary, Treasurer and immediate Past-President, who shall at all times be Members of the Board of Directors and Association, and such other officers as the Board from time to time by resolution creates.

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. The Officers shall be from among the Board of Directors' Members.

Section 3. Term: The Officers of this Association shall be elected annually by the Board from among the Board Members, and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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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 giving written notice to the Board, the President or 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 the remainder of the term of the Officer he replaces.

Section 7. Multiple Offices: The offices of Secretary and Treasurer may be held by the same person. 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:

- (a) **President:** The President shall preside at all meetings of the Board of Directors, see that the orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) **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 of him by the Board.
- (c) **Secretary:** 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 Board and of the Members, keep appropriate current records showing Members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) **Treasurer:** 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 of Directors, shall sign all checks and promissory notes of the Association, keep proper books of accounts, cause an annual review of the Association books, and shall prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting and deliver a copy of each to the Members.

ARTICLE IX
BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, or other reasonable circumstances, be subject to inspection by any Member and by any holder, insurer or guarantor of any first mortgage. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member, lender, holder, insurer or guarantor of any first mortgage at the principal office of the Association, where copies may be purchased at a reasonable cost.

Upon request, any Owner or the holder, insurer or guarantor of any first mortgage on any lot shall be entitled to a financial statement showing the statement of operations and the balance sheet of the Association for the immediately preceding fiscal year.

ARTICLE X
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien on 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 days after the delinquency, the assessment shall bear interest from the date of delinquency at the rate of 8.5% per annum, and the Association may bring legal action against the Owner personally obligated to pay the same or may enforce and foreclose the lien against the lot or lots, and in the event judgment is obtained, such judgment shall include interest on the assessment as above provided and a reasonable attorney's fee to be fixed by the Court, together with the costs of the action. No Owner may waive or otherwise escape liability for the assessment provided for herein by abandonment of his lot.

ARTICLE XI
CORPORATE SEAL

The Association may have a seal in circular form having within its circumferences the words: CROSSCREEK OF IRMO HOMEOWNERS' ASSOCIATION, INC.

ARTICLE XII
AMENDMENTS

Section 1: These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of quorum Members present in person or by proxy.

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