

**BY-LAWS OF  
PENINSULA HOMEOWNERS CORPORATION**

**ARTICLE I GENERAL**

The office of the Corporation shall be located at the address designated in the Articles of Incorporation. or at such other place as may be specified at the Annual Members' Meeting, yet this address must be provided, each time changed, to the South Carolina Secretary of State.

The Corporation shall be a not-for-profit, mutual benefit corporation organized and existing under the laws of the State of South Carolina.

Directors and Officers of the Corporation are vested with all the powers and authorities traditionally reserved to those positions under applicable and traditional corporate law.

**ARTICLE II MEETING OF MEMBERS**

Section 1 Annual Meetings: The annual meeting of the members of the Corporation shall be held in the fourth quarter of each year at the date, time and location selected by the Board of Directors. The meeting shall be held for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

Section 2 Special Meetings: Special meetings of the members may be called at any time by the Directors. and shall be called by the President at the written request of thirty percent (30%) of the members then existing, or as otherwise required under the provisions of the laws of South Carolina.

Section 3 Place of Meetings: All meetings of members shall be held at the time and place designated in the notice or waivers of notice of such meetings.

Section 4 Notice of Meetings: Written notice of each meeting of members, whether annual or special, stating the time when and the place where it is to be held, shall be left at the member's last known address or sent by mail not less than fourteen (14) or more than fifty (50) days before the meeting, to each Member of record entitled to vote at such meeting, and to any other member to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose for which the meeting is called. Written meeting notice may be waived in writing by any member.

Section 5 Quorum: At all meetings of members of the Corporation, the presence at the commencement of such meetings in person or by proxy, of fifty percent (50%) of the total number of members entitled to vote, shall constitute a quorum.

Section 6 Membership and Voting:

- (a) Except as otherwise provided herein, by statute or by the Articles of Incorporation, any corporate action to be taken by vote of the members, shall be authorized by a majority of votes cast at a meeting of members by the holders of votes entitled to vote thereon.
- (b) At the time of the formation of the Corporation, the total number of members is thirty-seven (37). When the sub-divided portion of lot 8 is purchased, the total number of members will increase to thirty-eight (38).
- (c) Only one membership shall attach to ownership of each lot in the Peninsula. And if there be multiple titled owners of any one lot, then any one of such co-owners appearing at a meeting shall be considered the designated voter for such "collective" member. In the event of disagreeing co-owners, their individual opinions on such item of disagreement

- shall be disregarded, and the member's vote deemed not cast nor shall it be tallied.
- (d) Each member entitled to vote may do so by written proxy, which will be shown to the Secretary at the meeting and shall be filed with the records of the Corporation.
  - (e) Any resolution in writing, mailed to all members and signed by a majority of the members entitled to vote, shall constitute action with the same force and effect as if the same had been duly passed by majority vote at a duly called meeting of members.
  - (f) A record will be kept by the Secretary of the names and addresses of the members that have the authority to vote, and each member shall have the affirmative duty to inform the Secretary of any change in address or ownership change of any lot prior to the fact.

### **ARTICLE III BOARD OF DIRECTORS**

Section 1 Number: The affairs of the corporation will be managed by a Board of Directors consisting of five (5) Directors.

Section 2 Term of Office: At the first annual meeting, the members shall elect three directors for a term of one year and two directors for a term of two years. At each annual meeting thereafter, vacancies on the Board will be filled by the election of Directors for a term of two years.

Section 3 Removal: Any Director may be removed from the board by a majority vote of the members of the Corporation. In the event on 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: No Director shall receive compensation for any service he may render to the Corporation. Any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5 Action 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 written approval of all the Directors.

Section 6 financial Commitment: In addition to the annual assessment authorized by Article XII, the Directors shall have the right to assess up to an additional \$250 per member annually in the event it becomes necessary to expend funds for an emergency or other purpose which is necessary and in the best interests of the corporation and which could not have been reasonably foreseeable at the time the annual budget was adopted.

### **ARTICLE IV NOMINATION AND ELECTION OF DIRECTORS**

Section 1 Nomination: Nomination for election to the Board of Directors shall be made by a nominating committee consisting of a chairman and at least two other members. Such committee shall be selected by the Board of Directors prior to the annual meeting. Nominations may also be made from the floor at the annual meeting. The Nominating Committee may make as many nominations as it may decide to make, 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 secret ballot. At such election the members or their proxies shall cast one vote in respect to each vacancy. If a proxy provides that a vote be cast for a certain named person, that vote will not be confidential and will be affixed to the corporate records as any other proxy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE V MEETINGS OF DIRECTORS**

Section 1 Regular Meetings: The Board of Directors shall hold a meeting immediately after the annual meeting of the members of the Corporation.

Section 2 Special Meetings: Special meetings of the Board of Directors shall be held at any time all Directors are present and consent to consider corporate business, or when called by the President, or by any two Directors, after a notice of not less than three days to each Director.

Section 3 Quorum: A majority of the Directors at any meeting authorized under this Article shall constitute a quorum for the transaction of business.

## **ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1 Powers – The Board of Directors Shall Have The Power To:

- (a) Enforce the provisions of the Protective Covenants and to establish penalties for the infraction thereof.
- (b) Suspend the voting rights and rights to use the common areas of a member during any period in which the member is in default of any assessment levied by the Corporation.
- (c) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these by-laws or the Articles of Incorporation.
- (d) Declare the office of a member of the Board to be vacant in the event such member shall be absent without reasonable cause from three consecutive meetings. Attendance by speaker phone will be considered as attendance at a meeting.
- (e) Employ persons or contractors as it deems necessary to perform their duties.

Section 2 Duties – The Board of Directors Shall Have The Duty To:

- (a) Cause to be kept a record of its actions and make these records available to the members.
- (b) Supervise all Committees, employees or contractors employed by this Corporation to see that their duties are properly performed.
- (c) Cause the common areas to be maintained.
- (d) Prepare a proposed budget and resulting assessments for each lot prior to the annual meeting.
- (e) Send written notice of each assessment to each lot owner at least thirty days prior to the due date.
- (f) Foreclose the lien against any property for which assessments or invoices are not paid Within ninety days after the due date and/or to bring action at law against the owner obligated to pay the assessment or invoice for the amount due, specified penalties, and legal fees/expenses necessary to satisfy such lien or action.
- (g) Procure and maintain adequate liability and hazard insurance to protect the Corporation and its Board of Directors.
- (h) Send notice to a member to advise of work that needs to be done on the member's property.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

Section 1 Officers: The officers of this Corporation shall be a president, vice-president secretary and a treasurer, and any others that the Board may create.

Section 2 Election of Officers: Officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the members.

Section 3 Resignation, Removal and Vacancies: Any officer may be removed by an action of the Board of Directors. Any officer may resign by written notice to the Board of Directors. Any vacant office may be filled by appointment by the Board of Directors.

Section 4 Multiple Officers: One person may hold more than one office if so appointed by the Board of Directors.

Section 5 Officer Duties:

President - Preside at all meetings, sign all written instruments and counter-sign all checks and promissory notes.

Vice-President - Act in the place of the president in the event of his absence, inability or refusal to act.

Secretary - Record the votes and keep minutes of all meetings, keep records of the current members and their addresses and keep the corporate seal.

Treasurer - Deposit in appropriate bank accounts all monies of the corporation and disburse funds as directed by resolution of the Board of Directors, keep proper books of account, cause an annual independent audit of the books to be made, sign all checks and promissory notes and prepare an annual statement of income and expenditures to be presented to the members at the annual meeting.

## **ARTICLE VIII COMMITTEES**

The Directors shall appoint an Architectural Review Board as provided in the Protective Covenants, and any other committees they deem appropriate.

## **ARTICLE IX BOOKS AND RECORDS**

The books and records of the corporation shall be subject to inspection by any member during reasonable business hours.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the corporation shall end on December 31 of each year, subject to applicable law.

## **ARTICLE XI CORPORATE SEAL**

The corporate seal, if any, shall be in the form as approved from time to time by a majority of the members.

## **ARTICLE XII FUNDING AND ASSESSMENTS**

The Corporation's treasury shall be funded by annual assessments as determined by a majority of the members present in person or by proxy at the annual meeting, provided however, special assessments may be made by the Board of Directors for emergencies or other purposes as provided in Article III, Section 6. Such assessments shall result in an invoice provided to members, and all members shall be assessed equally. The cost of work done by the Corporation on an individual lot will be invoiced separately from assessment invoices and billed to the lot owner. Any invoice not paid within 90 days of the due date will incur a 25% penalty and an additional 25% penalty if not paid within 180 days of the due date.

## **ARTICLE XIII AMENDMENTS AND CERTIFICATION**

The by-laws of the Corporation shall be subject to alteration by a majority vote of the members at the time entitled to vote. The undersigned incorporators certify the foregoing by-laws have been

adopted as the first by-laws of the Corporation, in accordance with the requirements of Corporation Law.

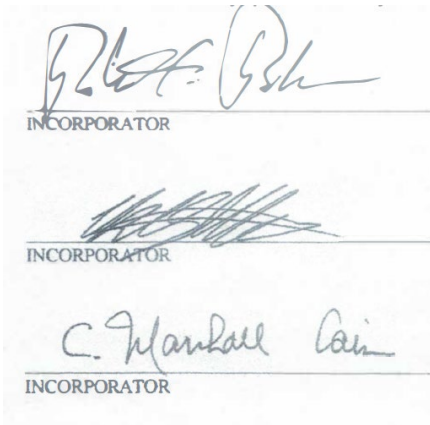
The undersigned, being the incorporators hereby adopts the following resolutions:

**RESOLVED**, that the Articles and By-Laws attached to this resolution are hereby approved and adopted as the Articles and By-laws of the Peninsula Homeowners Corporation.

**RESOLVED**, that the following persons were elected as Directors of the Corporation, to serve until they are elected and qualify:

C Marshall Cain  
Virginia Drenon  
Holly Franz  
Larry Ogletree  
Robert Rordam

**RESOLVED**, that the design of the seal presented to the Members at the meeting on December 8, 1997 is hereby approved and adopted as the corporate seal of this Corporation.



The image shows three handwritten signatures, each written over a horizontal line. Below each line is the word "INCORPORATOR" in capital letters. The first signature is a stylized, cursive signature. The second signature is a more complex, scribbled signature. The third signature is a clear, legible signature that reads "C. Marshall Cain".

**Peninsula Homeowners Corporation  
BY-LAW Amendments  
Approved at November 2007 Annual Meeting**

**Article II Meeting of Members**

**Section 5 Quorums:** At all meetings of members of the Corporation, the presence at the commencement of such meetings in person or by proxy of fifty (50%) of the total number of members (minimum of 20 members) entitled to vote shall constitute a quorum. However, when such meetings involve a vote on adjusting the annual Assessment amount, a quorum of membership shall consist of two thirds (2/3) majority of members to vote on the change. This requires a minimum of 26 affirmative votes as specified in paragraph 19 of the Peninsula "Protective Covenants."

**Section 6 Membership and Voting: Subparagraph (b):** At the time of the formation of the Corporation, the total number of members was thirty-seven (37). Lot 8 has subsequently been divided into (2) additional lots resulting in an increase of the total number of members to thirty-nine (39).

**Article VI Powers and Duties of the Board of Directors**

**Section 5 Officers Duties:**

**Secretary** - Record the votes and keep minutes of all meetings, keep records of the current members and their addresses. As directed by the President, notify all members of forthcoming annual PHC membership meeting. Mail a copy of the annual membership meeting minutes and approved budget to all members within 45 days after the annual meeting. Update and issue a revised Resident Directory to all members when appropriate.

**Article VIII Committees**

The Directors shall appoint an Architectural Review Board (ARB) as provided in the Protective Covenants, and any other committees they deem appropriate. The ARB committee shall consist of a minimum of three (3) members.

**Article XII Funding and Assessments**

The Corporation's treasury shall be funded by annual assessments as determined by either a fifty percent (50%) majority (no change in current assessment amount) or a two-thirds (2/3) majority (to change assessment amounts from current's year) of members present in person or by proxy at the annual meeting.