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BYLAWS  
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YORK COUNTY, SC

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BY: CASSI REDDEN CLERK

## **BYLAWS OF PALMETTO PLANTATION ASSOCIATION, INC.**

These bylaws are being recorded as required by Section 27-30-130(A)(2) of the South Carolina Code of Laws (1976, as amended). Pursuant to S.C. Code Section 27-30-130(D), the recording of this document is not subject to the requirements of witnesses and acknowledgments required under Section 30-5-30. These Bylaws as well as a copy of the Amended Declarations of Covenants, Conditions and Restrictions for Palmetto Plantation dated October 15, 2001, recorded October 19, 2001 in Book 3922 at Page 121 in the Office of the Clerk of Court for York County, South Carolina (the "Declaration"), rules and regulations established by the Board of Palmetto Plantation Association, Inc. (the "Association") and the Architectural Review Board (the "ARB") and the application for home improvements to be approved by the ARB pursuant to the Declaration are available on the Palmetto Plantation website at [www.palmettoplantation.org](http://www.palmettoplantation.org).

**BY-LAWS**  
**OF**  
**THE PALMETTO PLANTATION ASSOCIATION, INC.**

(Effective Date of Amendments: October 15, 2001)

**ARTICLE I**

**Principal Office and Registered Office and Agent**

**Section 1.**

**Principal Office.** The principal office of the Palmetto Plantation Association, Inc., a non-stock, nonprofit, mutual benefit corporation incorporated under the laws of the State of South Carolina (the "Chamber"), shall, be in care of the law offices of Cunningham & Associates, P.C. Tega Cay Drive, Tega Cay, South Carolina 29708, until such time as permanent offices are obtained.

**Section 2.**

**Other Offices.** The Association may have such other office or offices, within or without the County of York or the State of South Carolina, at such suitable place or places designated from time to time by the Board of Directors of the Association.

**Section 3.**

**Registered Office and Agent.** The Association shall have and continuously maintain a registered office in the State of South Carolina, and the Board of Directors of the Association shall appoint and continuously maintain in service a registered agent in the State of South Carolina, who shall be an individual resident of the State, or a corporation, whether for-profit or not-for-profit.

**ARTICLE II**

**Membership, Voting Rights, Dues, and Annual**

**Meeting of Members**

**Section 1.**

**Membership and Voting Rights.** The Association shall have a separate membership as provided for in Article IV of the "Declarations of Covenants, Conditions and Restrictions for Palmetto Plantation," said document being on file with the Clerk of the York County Court in Book 1534 at Page 2. Likewise, such members shall be entitled to voting rights as provided for in that document or as hereafter provided for in these Bylaws.

**Section 2.**

**Annual Meeting of Members.** There shall be an Annual Meeting of Members of the Association held each fall for the purpose of electing Directors of the Association. The time, date and place of the Annual Meeting of Members shall be fixed by the Board of Directors and shall be

communicated to each member of the Association in a manner to be determined by the Board of Directors.

Section 3.

Quorum. For purposes of the Annual Meeting of Members and for any and all other special meetings of Members as may be from time to time required, the presence of Members or proxies entitled to cast over thirty percent (30%) of all votes of the Association shall constitute a quorum. Such a quorum shall be deemed sufficient to transact any and all business which may be properly brought before the meeting unless the Amended Declarations of Covenants, Conditions, and Restrictions for Palmetto Plantation, previously filed in the Office of the Clerk of Court for York County, South Carolina shall require a greater quorum, in which case the number of members required by that document shall be controlling. For purposes of this section, members attending "by proxy" shall be deemed to have attended in person and shall be counted for purposes of establishing the quorum.

**ARTICLE III**

**Directors**

Section 1.

Number, Election and Term of Office.

A. The governing board of the Association shall be referred to as the Board of Directors. The initial Board of Directors of the Association shall be elected at the first meeting of members of the Association subsequent to its incorporation, provided however that in no case shall fewer than three nor more than nine Directors be elected.

B. Each Director shall hold office for a term of three years and until his or her successor is duly elected and qualified or until his or her earlier resignation, or removal from office or death in office. At the initial meeting of members, Directors may be elected for partial terms to create a staggered board. Directors may be elected for consecutive terms, but no Director may be reelected if he or she has served continuously for six years.

C. Directors shall be elected by the Board of Directors at the annual meeting of members unless otherwise required to fill a vacant seat prior to that meeting. All current and future Directors shall fill their terms for the number of years elected with the proviso that in the year such terms will normally expire, the expiration date will coincide with the annual meeting of Members.

D. At all times, the majority of the members of the Board of Directors of the Association shall be residents of the Palmetto Plantation Subdivision. It is intended that, at all times, the composition of the Board of Directors of the Association reflect the broadest possible diversity in terms of professions, skills and interests.

E. Any Director, by notice in writing to the Board of Directors, may resign at any time.

A Director may be removed from office with or without cause prior to the expiration of his or her term by action of the remaining Directors at any regular or special meeting. Vacancies, as they occur by resignation, removal, death, incapacity or the like, shall be filled by act of the remaining Directors and any successor so elected shall serve for the balance of the term remaining at the

time such vacancy occurs.

F. Increases or decreases in the number of Directors shall be made by an act of the Directors. At no time, however, shall there be fewer than three (3) nor more than nine (9) Directors. Appointment of additional Directors to the Board may be made by the Board at any time to fill a vacancy which occurs by reason of the increase in the number of Directors by the Board.

#### Section 2.

Powers and Duties. The Directors shall have general charge of the affairs, property and assets of the Association. It shall be the duty of the Directors to carry out the aims and purposes of the Association and, to this end, to manage and control all of its property and assets.

#### Section 3.

Quorum & Voting. Except as otherwise expressly provided in the Articles of Incorporation, these Bylaws, or applicable law; (a) each Director shall be considered for quorum purposes and shall be entitled to vote at any regular or special meeting of the Directors; (b) to transact any business the Board must have a quorum of no less than two-thirds of its members present; and the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

#### Section 4.

Meetings of Directors. The Annual Meeting of the Board of Directors of the Association shall be held in conjunction with the Annual Meeting of Members and shall occur in the fall of each year. Special meetings of the Board may be called by the President or upon the written request of two (2) Directors addressed to the Secretary.

#### Section 5.

Notice of Meetings of the Board of Directors. Written notice of the date, time and place of each meeting of the Board of Directors shall be given by the Secretary or the person or persons calling the meeting not more than thirty (30) days nor fewer than three (3) days before the date of such meeting to each Director. Subject to the terms of Article VIII, such notice need not specify the purpose of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to each Director at his or her address specified in the records of the Association. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived in writing, by any Director either before, at or after such meeting.

#### Section 6.

A. Committees. The Board of Directors, from time to time, may create one or more committees and may delegate to any such committee any of its authority, provided, however, that such delegation is consistent with the laws of the State of South Carolina. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, shall be subject to the control and direction of the Board and shall report to the Board, as required; provided, however, that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less

than a majority of the authorized number of its members.

**B. Architectural Review Board.** There shall be a standing committee known as the Architectural Review Board which shall be composed of a minimum of three (3) members, one of which shall be a member of the Board of Directors. The Board shall have the duties and responsibilities set forth in Section 10.02 of the Amended Declaration of Covenants, Conditions and Restrictions for Palmetto Plantation as recorded in the Office of the Clerk of Court for York County, South Carolina. In addition, any member of the Architectural Review Board appointed by the Board of Directors may be removed with or without cause by a majority vote of the Board at any time by written notice to such appointee, and a successor or successors appointed to fill such vacancy shall serve the remainder of the term of the former member. The Architectural Review Board shall elect a chairman who, or in the chairman's absence, the vice chairman, shall be the presiding officer at its meetings. The Architectural Review Board shall establish regular meetings. A majority of the members present in person or by proxy shall constitute a quorum for the transaction of business. The Architectural Review Board is authorized to retain the services of consulting architects, landscape architects, land planners, engineers, inspectors, attorneys, and/or other professionals in order to advise and assist it in performing its functions.

**Section 7.**

**Action without a meeting.** Any action which might be taken at any meeting of the Directors or at any meeting of a committee may be taken without such meeting by a writing or writings signed by all of the Directors or all of the members of such committee, as the case may be. The writing or writings evidencing such action shall be filed with the Secretary of the Association and inserted in the permanent records relating to the meeting of the Directors and committees.

**Section 8.**

**Meetings Held Through Communication Equipment.** Meetings of the Board of Directors or any committee of the Board may be held through communications equipment if all persons participating can communicate with each other and such participation shall constitute attendance at such meeting.

**ARTICLE IV**

**Officers**

**Section 1.**

**Election and Term.** The elected officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as the Directors shall from time to time designate. The officers shall be elected by the majority of the Board of Directors and, but for the President, need not be members of the Board at the time of their election. Officers shall hold office for a term of one year or until their successors are elected and qualified. One person may hold more than one office at a time, other than the offices of President and Vice-President.

**Section 2.**

**Duties.** The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as are prescribed by these

Bylaws and as may from time to time be required of them by the Directors.

Section 3.

Resignation. Any officer may resign at any time by giving written notice to the Board of Directors of the Association. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

Section 4.

Removal. Any officer may be removed with or without cause by the Board of Directors at any regular or special meeting of the Board.

Section 5.

Vacancies. In the case of the resignation of an officer of the Association or, if for any other reason including ineligibility or removal, an officer is unable to complete his or her term, the Board of Directors shall elect a successor to complete the unexpired term.

**ARTICLE V**

**Reports**

The Treasurer of the Association shall have prepared an audit of the Association's books and records as of the close of business each year and shall furnish a copy to the Board of Directors and, upon request, to other interested parties. Such audit shall be performed by a committee composed of three members of the Association who shall not be Officers or Directors of the Association.

**ARTICLE VI**

**Seal**

The Board of Directors of The Association may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, State of South Carolina."

**ARTICLE VII**

**Indemnification**

The Association shall indemnify each of its current and former Directors and officers for the defense of civil or criminal actions or proceedings to the extent provided below and notwithstanding any other provisions in these Bylaws. The Association shall indemnify each such Director and officer from and against any and all judgements, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in or not opposed to the best interests of the Association and, in the case of a

criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. If not judicially determined, this indemnification shall be made only if the Association shall be advised by its Board of Directors, acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Directors or officer has met the foregoing applicable standard of conduct, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that the Director or officer has met such standard. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent legal counsel. The right of indemnification herein provided shall in addition to any and all rights to which any Director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

## **ARTICLE X**

### **Amendments To Bylaws**

#### **Section 1.**

**Voting.** These Bylaws may be amended at any meeting of the Board of Directors of the Association by a majority vote of the Directors then serving.

#### **Section 2.**

**Notice.** An amendment to be proposed at a meeting, or the substance thereof, shall be included with the notices of such meeting given to the Directors. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

## **ARTICLE IX**

### **Fiscal Year**

The fiscal year of the Association shall be the calendar year.

ATTEST: \_\_\_\_\_

Secretary

Date: \_\_\_\_\_