

257.1E

BY-LAWS  
OF  
PROVIDENCE COMMON HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION. The name of the corporation is PROVIDENCE COMMON HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 1720 Cranbrook Drive, Charleston, SC 29414, but meetings of members and directors may be held at such places within the State of South Carolina, County of Charleston, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Providence Common Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all areas or real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to Whipple Development Corporation, its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Developer for the purpose of development.

incurred in the performance of his duties.

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Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) 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 seven o'clock, p.m. If the day for the annual meeting of the 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 or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at 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 Member's 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, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, sixty ~~(50%)~~ <sup>30%</sup> percent of the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the

*Amended 2/10/10*

required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

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 three (3) directors, who need not be Members of the Association until such time as there are fifty (50) Class A Members at which time there shall be five (5) directors, to be elected at the next annual meeting. At such time as there are more than one hundred (100) Class A Members, the Board of Directors shall be increased to SIX (6) directors, to be elected at the next annual meeting. Additional directors shall be elected for three (3) year terms.

Section 2. Term of Office. At the first annual meeting after there are fifty (50) Class A members, the Members shall elect one (1) director for a term of one (1) year; two (2) directors for a term of two (2) years; and two (2) directors for a term of three (3) years. At each annual meeting thereafter, the Members shall elect directors for a term of three (3) years to fill any vacancies.

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 successor 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 in the performance of his duties.

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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 to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment 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 may be made from among Members or non-Members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### ARTICLE VI

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.

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 (3) 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 the 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) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.

(c) exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, 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 (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

(a) cause to be kept a complete record of all 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 Class A Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to 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 issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the Common Area to be maintained, including the maintenance of planter strips within the right-of-way of any street, if any, and the maintenance of any fence, landscaping and buffering within any Common Area. Said Common Area may, in the future, include drainage facilities, detention ponds and other areas which will be subject to maintenance by the Association.

#### ARTICLE VIII

##### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and

a treasurer, and such other officers as the Board of Directors may from time to time by resolution create.

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.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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 the 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.

Section 7. Multiple Offices. The offices of the 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 casual offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that 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.



Vice-President

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(b) The vice-president shall act in the place and stead of the president in the even 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.

Secretary

(c) 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 the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies out of the Association and shall disburse such fund as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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.

Section 9. Limitation of Liability; Indemnification. The personal liability of the Association's directors and officers shall be limited as provided in the Articles of Incorporation of the Association. In addition, each director and officer of the Association shall be indemnified and held harmless by the Association, as a common expense of the Association, from any expense, loss or liability by reason of having served as such director or officer, all as set forth in the Bylaws of the Association.

ARTICLE IX

COMMITTEES

The Board of Directors shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating



Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X

##### BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration and Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

#### ARTICLE XI

##### ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon 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 (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen (18%) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

#### ARTICLE XII

##### CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words Providence Common Homeowners' Association, Inc.

#### ARTICLE XIII

##### AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum

of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporate and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, I, Marie M. Cole being the secretary of Providence Common Homeowners' Association, Inc., have hereunto set my hand this 2nd day of December, 1996.

WITNESSES:

Constant E. M. [Signature]  
\_\_\_\_\_

Marie M. Cole  
MARIE M. COLE, SECRETARY

STATE OF SOUTH CAROLINA

PROBATE

COUNTY OF BERKELEY

PERSONALLY appeared before me Cedric Fleishman the undersigned witness, and made oath that he/she saw the within named DAK A WELCH (by

its WIFE - PRES.) sign, seal and his/her/its act and deed, deliver the within named Declaration of Protective Covenants for Wetlands Protection; and that he/she with the other witness named above witnessed the execution thereof.

Iris W. Whitaker  
(signature of witness)

SWORN to and subscribed before me this 29 day of June, 1998

Cedric Fleishman  
NOTARY PUBLIC FOR SOUTH CAROLINA

My Commission Expires My Commission Expires May 23, 1999



membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Except as modified in this Amendment the By-laws as previously stated, shall remain in full force and effect.

IN WITNESS WHEREOF, the Association has set its hand and seal hereto on the date first written above.

WITNESSES:

PROVIDENCE COMMON HOMEOWNERS' ASSOCIATION, INC., a South Carolina nonprofit corporation

Evelyn Cook  
Evelyn Cook

[Signature]  
By: David Hertz  
Its: President

Melissa Mandel  
Melissa Mandel

[Signature]  
By: Suzan B. Whelan  
Its: Secretary

STATE OF SOUTH CAROLINA )

COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me by the Providence Common Homeowners Association, Inc., a South Carolina nonprofit corporation, by David Holtz, its President, and by Suzan B. Whelan, its Secretary, this 10<sup>th</sup> day of February, 2010.

[Signature] (SEAL)  
Notary Public for the State of South Carolina  
My commission expires: 04/27/10



EXHIBIT A

**CERTIFICATION OF THE VOTE OF THE MEMBERS OF THE PROVIDENCE COMMON HOMEOWNERS' ASSOCIATION, INC., TO AMEND THE BY-LAWS OF THE PROVIDENCE COMMON HOMEOWNERS' ASSOCIATION, INC.**

Personally appeared before me Suzan B. Whelan the Secretary for the Association known as the Providence Common Homeowners' Association, Inc., who, being duly sworn, alleges and states as follows:

1. I am the duly elected Secretary of the Providence Common Homeowners' Association, Inc., a South Carolina non-profit corporation.
2. I am over twenty one (21) years of age and make this Affidavit on my own personal knowledge.
3. On January 21, 2010, there occurred a meeting of the members of the Providence Common Homeowners' Association, Inc.
4. At that meeting, and/or prior to the meeting by written consent of the Members by proxy, over sixty (60%) percent of the Members of the Members present at the meeting of the Providence Common Homeowners' Association, Inc. voted to amend the By-laws as set forth in the foregoing Amendment
5. I am authorized to record the votes and keep the minutes of the Providence Common Homeowners' Association, Inc., pursuant to the By-laws of Providence Common Homeowners' Association, Inc., and I certify the vote to have been as stated herein, and

FURTHER THE AFFIANT SAYETH NOT.

Suzan B. Whelan  
Secretary of the Providence Common Homeowners' Association, Inc.

SWORN TO BEFORE ME THIS  
10<sup>th</sup> Day of February, 2010  
[Signature]  
Notary Public for South Carolina  
My Commission Expires: 04/27/10





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**Filed By:**

BUIST, BYARS, & TAYLOR, LLC  
 652 COLEMAN BLVD.  
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*[Handwritten Signature]*

**MAKER:**

PROVIDENCE COMMONS ETC

**RECIPIENT:**

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Charlie Lybrand, Register Charleston County, SC		

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3. Article VIII, Section 8(a), President, is amended to read as follows:

The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall co-sign all promissory notes.

4. Article VIII, Section 8(d), Treasurer, is amended to read as follows:


The treasurer shall receive and deposit in appropriate bank accounts all monies out of the Association and shall disburse such fund as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; keep proper books of account; cause an audit of the Association books to be made by a public accountant every three (3) to five (5) years; 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.


Except as modified in this Second Amendment, the By-Laws and the First Amendment shall remain in full force and effect.


IN WITNESS WHEREOF, the Association has set its hand and seal hereto on the date first written above.

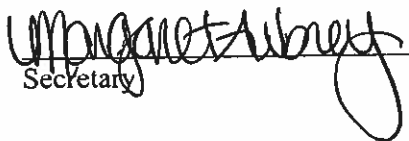
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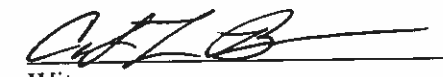
PROVIDENCE COMMON  
HOMEOWNERS' ASSOCIATION, INC.:


  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Witness

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

PERSONALLY APPEARED BEFORE ME the undersigned witness and made oath that he/she saw the within named Providence Common Homeowners' Association, Inc., by Deborah New, its President, sign, seal and as his/her act and deed, deliver the within Second Amendment to By-Laws of Providence Common Homeowners' Association, Inc., and that he/she with the other witness above subscribed, did witness the due execution thereof.

CFLB  
Signature of Witness

SWORN and subscribed to before me  
this 20<sup>th</sup> day of AUGUST, 2013.

Matthew C. [Signature]  
Notary Public for S.C.  
My commission expires: 6/4/2019

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF CHARLESTON )

ACKNOWLEDGMENT

PERSONALLY APPEARED BEFORE ME the undersigned witness and made oath that he/she saw the within named Providence Common Homeowners' Association, Inc., by Margaret Aubrey, its Secretary, sign, seal and as his/her act and deed, deliver the within Second Amendment to By-Laws of Providence Common Homeowners' Association, Inc., and that he/she with the other witness above subscribed, did witness the due execution thereof.

CFLB  
Signature of Witness

SWORN and subscribed to before me  
this 20<sup>th</sup> day of AUGUST, 2013.

Matthew C. [Signature]  
Notary Public for S.C.  
My commission expires: 6/4/2019

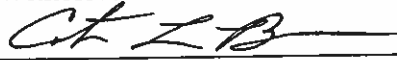

EXHIBIT "A"

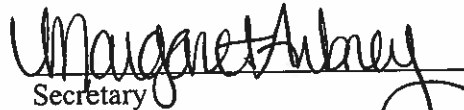
CERTIFICATION OF THE PRESIDENT AND SECRETARY  
OF PROVIDENCE COMMON HOMEOWNERS' ASSOCIATION, INC.

Personally appeared before me Margaret Aubrey, Secretary of the Providence Common Homeowners' Association, Inc., who, being duly sworn, alleges and states as follows:


1. I am the duly elected Secretary of Providence Common Homeowners' Association, Inc.
  2. I am over twenty-one (21) years of age and make this Affidavit on personal knowledge.
  3. On 1/15/13, there occurred a regularly scheduled meeting of the Members of Providence Common Homeowners' Association, Inc.
  4. At that meeting, and/or prior to the meeting by written consent of the members by proxy, the majority of thirty (30%), or more, of each class of the membership of Providence Common Homeowners' Association, Inc. entitled to cast votes voted to amend the By-Laws as set forth in the foregoing Second Amendment to which this Exhibit "A" is attached.
  5. I am authorized to record the votes and keep the minutes of the Providence Common Homeowners' Association, Inc., and certify the vote to have been as stated herein.
- FURTHER THE AFFIANT SAYETH NOT.

Witnesses:

  
Secretary  
Providence Common Homeowners'  
Association, Inc

SWORN and subscribed to before me  
this 26<sup>th</sup> day of AUGUST, 2013.

  
Notary Public for South Carolina  
My Commission Expires: 6/7/2019

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Charlie Lybrand, Register Charleston County, SC		

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SIMONS & DEAN ATTY AT LAW  
147 WAPPOO CREEK DR  
STE 604  
CHARLESTON SC 29412

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