

**BY-LAWS  
OF  
OAKBROOK LANDING  
PROPERTY OWNERS ASSOCIATION, INC.  
ARTICLE I**

**IDENTITY**

**1.1 Name.** These are the **By-Laws of Oakbrook Landing Property Owners Association, Inc.** (hereinafter sometimes referred to as the "Association"), which was created and exists as a non-profit corporation under the laws of the State of South Carolina; and which was organized for the purposes of promoting the common interests of the property owners of Oakbrook Landing; AND of succeeding Lakepointe Properties, Inc. as declarant in the DECLARATION OF COVENANTS, RESTRICTIONS, CONDITIONS, LIMITATIONS AND EASEMENTS pertaining to Oakbrook Landing (the same being referenced and more fully described in Article II, Section 2.1 below and hereinafter sometimes referred to as the "Declaration").

**1.2 Principal Office.** The principal office of the Association shall be the address of the then serving President of the Association or at such other location as the Board of Directors of the Association may determine or as the affairs of the Association may require. Said Office at the time of this writing is: 713 Caro Court; Chapin, SC 29036.

**ARTICLE II**

**DEFINITIONS**

**2.1 General.** All terms used herein and not otherwise defined shall be deemed to have the same meaning as defined in that certain DECLARATION OF COVENANTS, RESTRICTIONS, CONDITIONS, LIMITATIONS AND EASEMENTS filed by Lakepointe Properties, Inc. and imposed on 59 lots, being lots 1 through 52 and 108 through 114, as shown on a plan prepared by Bostick Surveying, dated December 16, 1986, and recorded in the Office of the Register of Mesne Conveyances for Lexington County, South Carolina in Plat Book 219G at pages 120-121; as it (the "Declaration") may be amended, altered or modified per the terms set forth therein. Said lots at that time being generally known as Oakbrook; and subsequently known and as of the date of this writing known as Oakbrook Landing.

Oakbrook Landing as of this writing comprised of the above referenced 59 lots; to wit lots 1 through 52 and 108 through 114, as shown on a plan prepared by Bostick Surveying, dated December 16, 1986, and recorded in the Office of the Register of Mesne Conveyances for Lexington County, South Carolina in Plat Book 219G at pages 120-121; together with that lot adjacent to lot 1 and described as Clubhouse on said plan prepared by Bostick Surveying; that same lot by this writing now designated and hereinafter referred to as lot 60 Oakbrook Landing.

**3.4 Proxies.** All Voting Members of the Association may vote and transact business at any meeting of the Association by proxy authorized in writing. A proxy shall designate the meeting for which it is intended to serve, be signed by the property owner, dated, and delivered to a member of the Board in advance of the meeting. Delivery may be accomplished via email, fax, or hard copy.

## **ARTICLE IV**

### **MEETINGS**

**4.1 Place.** All meetings of the Association Membership shall be held at the office of the Association, or at such other place and at such time as shall be designated by the Board of Directors of the Association and stated in the Notice of meeting, and shall be open to all members.

**4.2 Membership List.** At least ten (10), but not more than thirty (30) days before every meeting of the Association or election of directors, a complete list of Members of the Association shall be prepared by the Secretary. Such list shall be maintained in the office of the Association or with the Secretary for at least ten (10) days prior to any meeting or election and ten (10) days after any meeting or election. Said list will designate Voting Members (as distinguished from members not eligible to vote).

**4.3 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 or qualified to call the meeting, by sending a copy of such notice at least ten (10) days (but not more than thirty (30) days, before such meeting to each Member entitled to vote there at, to the last known address of the person or entity who appears as Owner in the Associations Records on the first day of the calendar month in which said notice is mailed. Notice to one (1) of two (2) or more co-owners of a Residential Lot shall constitute notice to all co-owners. It shall be the obligation of every Member to immediately notify the Secretary of the Association in writing of any change of address. Any person who becomes an Owner and Member following the first day in the calendar month in which said notice is sent shall be deemed to have been given notice if notice was given to his predecessor-in-title. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. By providing an email address to the Association, a Property Owner is deemed to have granted consent to electronic delivery of Notice. Thereafter, Notice may be given via electronic delivery, US Mail, hand delivery, express courier, or any or all of the foregoing; each having the same effect and constituting complete Notice.

**5.4** Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Voting Members of the Association. A successor may then and there be elected to fill the vacancy thus created. Should the Association fail to elect a successor, the Board of Directors may fill the vacancy in the manner provided in Section 5.5 below.

**5.5** Director Vacancies. If the Office of Director is vacated for any reason, death, resignation, retirement, disqualification, removal from office or otherwise, a majority of the remaining Members of the Board of Directors (though less than a quorum, as defined in Article VII, Section 7.4 below) shall choose a successor or successors, at any regular or special meeting of the Board of Directors. Such replacement Member of the Board of Directors shall hold office for the balance on the unexpired term.

**5.6** Disqualification and Resignation of Directors. Any Director may resign at any time by sending a written notice of such resignation to the office of the Association, delivered to the Secretary. Unless otherwise specified therein such resignation shall take effect upon receipt thereof by the Secretary. No Director shall continue to serve on the Board of Directors should he/she be more than thirty (30) days delinquent, as a Member, in the payment of any dues, fees or assessments to the association. Said delinquency shall automatically constitute a resignation, effective when such resignation is accepted by the Board of Directors.

**5.7** Compensation. Director shall serve without compensation for any service he/she may render to the Association. However, any Director may be reimbursed, **with the approval of the board**, for actual **and reasonable** expenses incurred in the performance of duties.

## ARTICLE VI

### NOMINATION AND ELECTION OF DIRECTORS

**6.1** Nomination. A Nominating Committee shall be formed consisting of three members, one of whom shall be elected by the Board from its body and two elected by the Association at a regular meeting prior to the election. The President of the Association shall appoint one of the three to serve as Chairperson. The Committee, shall select at least one nominee (who has agreed to serve if elected) for the each of the four (4) offices to be filled (President, Vice President, Secretary and Treasurer), and report said selections at a regular meeting of the Association held in the last quarter of the year preceding the Annual Meeting for the election of the Board; or by inclusion in a meeting notice provided to the members and distributed per the requirements in Article IV, Section 4.4 above. Following the report of the Nominating Committee, an opportunity shall be given for nominations from the floor. Nominations may also be made by Voting Members submitting such nomination in writing to any officer or Director at least twenty-four (24) hours prior to the date and time set for such Annual Meeting.

## ARTICLE VIII

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

The Board of Directors of the Association shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not prohibited by law or by the governing documents of the Association (to wit: the Declaration, the Articles of Incorporation, and these By-Laws). These powers and duties shall include, but shall not be limited to the matters hereinafter set forth.

**8.1 Powers.** The powers of the Board of Directors shall include, but shall not be limited to the following:

- (a) to exercise or delegate 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.
- (b) to 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.
- (c) to **contract with** a manager, and independent contractor, or such other **entities** as they deem necessary, and to prescribe their duties.
- (d) to secure Officers and Directors Liability Insurance covering Officers and Directors of the Association at the expense of the Association.
- (e) to collect dues, fees and assessments as may be prescribed by the membership in the manner set forth herein, or by the Declaration as it may be amended from time to time.
- (f) to enforce the Covenants, Restrictions, Conditions, Limitations and Easements contained in the Declaration, including any amendments made thereto (consistent with the manner of amending the Declaration set forth therein) and if necessary, to bring an action at law or in equity, against a Member to enforce same or recover damages resulting from violations.

**10.6** Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**10.7** Multiple offices. No person shall simultaneously hold more than one of any of the other offices except in the case of appointive offices created pursuant to Section 4 of this Article.

**10.8** Duties. The duties of the officers are as follows:

**President**

The President shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Members and of the Board of Directors; shall see that orders and resolutions of the Board are carried out. He/she shall have executive powers and general supervision over the affairs of the Association and other officers. The President shall sign all leases, mortgages, deeds, contracts and other written instruments as required by resolution of the Board of Directors and or as directed by the Members.

**Vice President**

The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her from time to time by the Board of Directors.

**Secretary**

The Secretary shall issue notices of all Board of Directors meetings, and all meetings of the Members and shall attend and keep the minutes of same. The Secretary shall have charge of all the Association's books, records and papers, except those kept by the Treasurer.

**Treasurer**

The Treasurer shall:

- (a) Have custody of the Association's funds and securities, except the funds payable to any management firm, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name of and to the credit of the Association, in such insured depositories as may be designated from time to time by the Board of Directors.
- (b) Disburse the funds of the Association as may be ordered by the Board of Directors in accordance with these By Laws, making proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all of his transactions as the Treasurer and of the financial condition of the Association.

