

**BYLAWS  
OF  
MEADOWIND FARMS HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I**

**Name and Purpose**

Section 1:     Name: The name of this corporation is **Meadowind Farms Homeowners Association, Inc.** ("Association").

Section 2:     Principal Office:     The Association shall continuously maintain a registered place of business within the State of South Carolina.

Section 1.     Agent:             The Association shall continuously maintain a registered agent, who shall be an individual or a corporation who whose business office is identical to the registered office.

Section 2.     Registered of Agent or Office: The initial registered office and registered agent shall be as set forth in the Articles of Incorporation. The Association may change its registered office or registered agent at any time, in accordance with Section 33-31-502 of the Act.

Section 3.     Principal Office. The principal office of the Association shall be located at 104 Meadowind Drive, Spartanburg, South Carolina, 29306, and the Association also may have offices at such other places as the Board of Directors (sometimes hereinafter referred to as the "Board") may determine from time to time or as the activities of the Association may require.

Section 4:     Purposes and Powers: This Association shall be a homeowners association whose purpose shall be to enforce and carry out the duties and responsibilities of the Association as set forth in the Declaration of Covenants, Restrictions and Easements of Meadowind Farms recorded in the Office of the Register of Deeds for Spartanburg County, South Carolina in Deed Book 60-J, at Page 834 (the "Covenants") and to otherwise enhance the subdivision known as "Meadowind Farms" and such other activities and endeavors consistent or convenient thereto. This Association shall have all the powers of a non-profit corporation to the fullest extent under the laws of the State of South Carolina.

Section 5:     Definitions: The definitions set forth in the Covenants, as amended from time to time, shall apply to this Association and are hereby incorporated herein by reference.

**ARTICLE II**

**Membership**

Section 1:     Members: The Association shall have Members entitled to the rights and privileges and subject to the responsibilities and obligations set forth herein and in the Covenants.

Section 2: Qualifications: Every Owner shall automatically be a Member and such membership shall terminate only as provided in the Covenants. For purposes of voting, there shall be two (2) classes of Members as set forth in Section 3, below.

Section 3: Voting Rights – Class A Members and Class B Members:

- (a) Each Owner of a Residence, with the exception of McJefko Development Corp. (the “Declarant”), shall be a Class A Member and shall be entitled to one (1) Class A vote per Residence. Where such Owner is a group or entity other than an individual person, the vote on behalf of such Owner shall be exercised only by such individual person as shall be designated in a proxy instrument duly executed by or on behalf of such group or entity and delivered to the Secretary of the Association.
- (b) The Declarant shall be the sole Class B Member and shall be entitled to three (3) votes for each Lot owned by Declarant. Subject to the terms and conditions of this subsection and the terms and conditions of subsection (c) of Section 3.03 of the Covenants, the Class B Membership shall cease and be converted to Class A Membership when the total number of votes outstanding in the Class A Members is greater than the total number of votes outstanding in the Class B membership.

Section 4: Meetings:

- (a) Annual Meeting: The Annual Meeting of the Membership shall take place on the last Tuesday in April of each calendar year. The Annual Meeting shall be at a time and place, within or without the State of South Carolina, to be determined by the Board of Directors.
- (b) Special Meetings: The Association shall hold a Special Meeting of the Membership on the call of its Board of Directors, its President or upon the written demand to the Secretary of the Corporation of at least ten percent (10%) of the Members. Special Meetings of the Membership shall be held at the specific time and date that the persons demanding the meeting shall require. Special Meetings shall be held at the Association's Registered Office, unless the Directors agree upon another location.
- (c) Record Date: The record date for determining which Members shall be entitled to vote at any Annual or Special Meeting of the Membership shall be sixty (60) days prior to the date of the meeting.
- (d) Membership List: Upon determining the Members of record for any meeting, the Secretary shall prepare an alphabetical list of the Members who are entitled to vote at the meeting which shows the address of each Member. This list shall be available for inspection by any Member at the Registered Office of the Corporation during regular business hours, and the list shall be present and available for inspection at the meeting.
- (e) Notice of Meeting: The Association shall notify the Members of record of the date, time and place of each Annual Meeting no fewer than ten (10) and no more than sixty (60) days prior to the

meeting. Notices for Special Meetings shall be upon such notice as is reasonable under the circumstances and shall include a description of the purpose for which the meeting is called.

(f) Business to be Transacted: The Members may transact any lawful business at the Annual Meeting. The Members may only take action for the purposes stated in the Notice at a Special Meeting.

(g) Proxies: Members may vote in person, or by proxy provided that a written proxy statement signed by the Owner is presented to the Secretary of the Association prior to the taking of the vote.

(h) No Nominees: Membership in the Corporation shall not be held by nominees.

Section 5: Covenants: The rights, privileges, duties and responsibilities of the Members of the Association are subject to these Bylaws, the Articles of Incorporation, the Covenants and such other action duly adopted by the Members or the Directors, as appropriate.

### ARTICLE III

#### Board of Directors

Section 1: Board of Directors: Elections for the Board of Directors shall be conducted annually. The initial members of the Board shall be those elected by the Incorporator at the organizational meeting of the Association. Thereafter, Board members shall be nominated and elected by the Members at the annual meeting of the Members.

Section 2: Voting: The act of the majority of the members of the Board present at any meeting at which there is a quorum shall be the act of the Board; provided, however, that any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

Section 3: Powers: The Board of Directors shall make decisions necessary for the furtherance of the purposes of the Association and as assigned to the Board or the Association by these Bylaws or the Covenants.

Section 4: Meetings: The Board shall hold its annual meeting during the month of April of each calendar year immediately following the annual meeting of the Members. No notice of the annual meeting of the Board other than this bylaw shall be provided. Special meetings of the Board may be called and held whenever the same may be deemed necessary by a majority of the Board or by the President upon written notice to each member of the Board of the date, time and place, mailed to his or her last known address not less than four (4) days prior thereto.

Section 5: Removal: Any member of the Board may, for sufficient cause, be removed from office by a majority vote of the Members on ten (10) days written notice sent by registered mail to his or her last known address, designating the time and place of the meeting at which the change will be considered and action taken.

Section 6: Nominations: It shall be the duty of the Board at least thirty (30) days prior to each annual meeting of the Members to nominate the men and women to be elected Directors and officers for the ensuing year. All such nominees must be approved by a majority vote of the Board and a list of the nominees sent to the Members at least fifteen (15) days prior to the annual meeting of the Members. Nominations may be made from a Member, but only upon written notice delivered to the President of the Association at least five (5) days prior to the annual meeting of the Members. Such nominations must include an written consent by the nominee to serve if elected.

Section 7: Number of Directors: The Association shall have no less than one, but no more than five (5) directors, the exact number to be determined from time to time by resolution of the Members.

Section 8: Term of Directors: Each Director's term shall be for one (1) year. Despite the expiration of a Director's term, the Director shall continue in office until his successor is duly elected.

## ARTICLE IV

### Officers

Section 1: Name: The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected annually at the annual meeting of the Board of Directors and shall hold their respective offices until their successor or successors are duly elected and qualified.

Section 2: President: The President shall preside at any business meeting of the Association and at all annual meetings of the Members or the Board of Directors. The President shall have such other powers and perform such other duties as usually pertain to this office.

Section 3: Vice President: The Vice President shall perform all acts delegated to the President should the latter, through absence or inability, at any time be unable to perform such acts. In the absence of both the President and the Vice President, the Board members present at a duly called meeting of the Board shall determine who shall preside at such meeting.

Section 4: Secretary: The Secretary shall keep and preserve all records of the Association, and keep minutes of all meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, and shall discharge such other duties as are customarily performed by such officer in a Association of like character and such additional duties as may from time to time be imposed upon him or her by the Board of Directors.

Section 5: Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds of the Association and deposit all such moneys in the name of the Association as the Board chooses. The Treasurer shall discharge such other duties as are customarily performed by such officer in a corporation of like character and such additional duties as may from time to time be imposed upon him by the Board of Directors.

## ARTICLE V

### Vacancies

If at any time between the annual meetings of the Board of Directors, a vacancy shall exist upon the Board of Directors by resignation, death, or otherwise, then the Board is authorized and empowered to elect some suitable person or persons to fill the unexpired term of the vacancy or vacancies.

## ARTICLE VI

### Quorum

A quorum shall be a majority of the members present at any regular meeting or special meeting called in pursuance of the Bylaws.

## ARTICLE VII

### Amendments or Repeals

These Bylaws may be modified, amended or repealed by a two-thirds (2/3) vote of the Board at any annual or special meeting called for the purpose of making revisions, amendments, or repeals. Notice of the special meeting shall designate the revision, amendment, or repeal that shall be discussed.

## ARTICLE VIII

### Accounting Year

The accounting year of the Association shall end on December 31<sup>st</sup> of each year.

**ARTICLE IX**

**Dissolution or Liquidation**

In the event of the dissolution of the Association, no member, director, or officer of the Association, shall be entitled to share in the distribution of any corporate assets, but the assets of the Association shall be applied and distributed as follows:

(a) All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore;

(b) Assets held by the Association upon a condition which occurs by reason of dissolution shall be returned, transferred, or conveyed in accordance with such requirements; and

(c) All of the remaining assets of the Association shall be transferred or conveyed to the Members, pro rata.

The foregoing Bylaws were duly adopted and approved by the Board on the 22<sup>nd</sup> day of June, 2004.

**APPROVED:**

**Declarant:**

McJefko Development Corp.

By: Robert J. Yatko  
Robert J. Yatko, President

**Board**

Nancy Betcher  
By: Nancy Betcher  
President

**Attest:**

Dianne Ellison  
By: Joe Betcher, Jr. Dianne ELLISON  
Secretary (116)