

2008

**BYLAWS
OF
ROCK SPRINGS HOMEOWNERS ASSOCIATION, INC.**

Article I

Name

Section 1. The name of this Association shall be Rock Springs Homeowners Association, Inc. (hereafter called the "Association").

Purpose

Section 2. The purpose of the Association shall be to provide for the preservation of the values and amenities of the Rock Springs Community, to provide for the maintenance of common facilities, and to exercise those powers set forth in Section 33-31-100, Code of Laws of South Carolina, 1976 as amended.

Article II

Membership and Voting Rights in the Association

Section 1. Membership: Every person or entity who is a record owner of a fee or undivided fee interest in any lot of which is subject by covenants of record to assessments by the Association shall be a member of the Association provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights: The Association shall have one class of voting membership which allows one vote per lot. Renters are not members of the Association and therefore have no vote.

When more than one person holds an interest in any lot, all such persons shall be members, and the vote for such shall be exercised they among themselves, determined, or divided equally among them if they cannot agree. In no event shall more than one vote be cast with respect to any lot. The Association shall have the right to suspend the voting rights of any member for any period during which any assessment against his/her lot remains unpaid.

Article III

Maintenance Assessments

Section 1. The Declaration sets forth provisions for maintenance assessments.

Section 2. Basis for annual assessments: The Board of Directors of the Association shall, after consideration of current maintenance costs and future needs of the Association, fix the actual assessment for any year if needed.

Article IV

Meetings

Section 1. Annual Meetings: An annual meeting of the Association shall be held within one hundred twenty days after the Association's fiscal year of January 1- December 31 at such place as the Association may designate its notice of such meeting. At such meeting, the Association members shall elect Directors to serve until their successors shall be elected and qualified.

Section 2. Special Meetings: A special meeting may be called at any time by the President, and in his/her absence by the Vice President or whenever ten (10%) percent or more of the members of the Association request such a meeting be held.

Section 3. Notice of meetings: Notice of time and place of all annual and special meetings shall be mailed by the secretary or management company to each member at least seven (7) days before the date thereof. Any notice required to be sent to any member or owner under provisions of these By-laws shall be deemed to have been properly sent when mailed, postage paid, to the address of the last known address of the person who appears as a member or owner of record of the Association at the time of such mailing.

Section 4. Quorum: A quorum for the transaction of business shall consist of the members present in person or by proxy, at any meeting duly called.

Section 5. Action of Directors without a Meeting: Any business which might be transacted at a regular meeting of the members held after due notice may be transacted by unanimous consent of all board members, whether or not a meeting is actually held.

Article V

Directors

Section 1. Number and term of Directors: The business and property of the Association shall be managed under the direction of a Board of Directors which shall consist of not less than three (3) nor more than seven (7) persons who are owners of lots within the Rock Springs Sections: The Towns, Gardens, Terraces, Reserve, Rock Springs Phase I and Phase II. At the Annual Membership meetings, the new Directors shall be elected. All eligible members of the Association shall vote on all Directors to be elected and the candidate(s) receiving the most votes shall be elected. Initially, the term of one (1) Director shall be fixed at one (1) year, the term of one (1) Director shall be two (2) years and the term of one Director shall be fixed at three (3) years with any additional Directors serving two (2) year terms. At the expiration of the initial term of office of each respective Director, a successor shall be elected to serve for a term of two (2) years. The members of the Board of Directors shall hold office until respective successors shall have been elected by the Association.

Section 2. Removal of Directors: At any regular or special meeting of the Association duly called, one (1) or more of the members of the Board of Directors may be removed, with or without cause, by a majority of the total Association vote and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by one of the owners shall be given at least ten (10) days notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) unexcused absences from the Board meetings or who is delinquent in the payment of an assessment or dues for more than thirty (30) days may be removed by a majority vote of the remaining Directors at a called meeting.

Section 3. Vacancies: Vacancies in the Board of Directors caused by any reason, excluding the removal of a director by vote of the Association, shall be filled by a vote of the majority of the remaining Directors, even though less than a quorum, at any meeting of the Board of Directors. Each person so selected shall serve the unexpired portion of the term.

Section 4. Regular Meetings: A regular meeting of the Board of Directors shall be held at the time and place to be designated on notice thereof when called by the President or in his/her absence by the Vice President.

Section 5. Special Meetings: Special meetings of the Board of Directors shall be held at any time and place to be designated on notice when called by the President, or in his/her absence by the Vice President, or by two (2) or more members of the Board, and may be held without notice at any time or place.

Section 6. Notice of Meetings: Notice of all regular and special meetings, except those specified in Sections 2 and 3 of Article V, shall be mailed to each Director by the secretary at least seven (7) days prior to the time fixed for the meeting. All notices and special meetings shall state the purpose thereof. Any meeting of which all Directors shall at any time waive, or have waived notice in writing, shall be a legal meeting for the transaction of business, notwithstanding that notice has not been given as hereinabove provided.

Section 7. Action of Directors without a meeting: Any action to be

taken by the Board of Directors of the Association, or any action which may be taken at a meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if written consent is approved by Board vote, setting forth the action so taken, shall be signed by all the Directors, or all the members of the committee, as the case may be, and be filed with the Minutes of the Association after the time of such meeting.

Section 8. Telephonic Meetings Permitted: Unless otherwise restricted by the certificate of incorporation or these Bylaws, members of the Board of Directors, or any Committee designated by the Board, may participate in a meeting of the Directors, or any committee designated by the Board of such a committee, as the case may be, by means of conference calls or similar equipment as cell phones by means of which all persons participating in the meeting can communicate with each other in a meeting pursuant to this Bylaw, shall constitute as being present at such meeting.

Section 9. Quorum: A quorum for the transaction of business at any other regular or special meeting of the Directors shall consist of a majority of the members of the Board, but a majority of those present at any regular or special meeting shall have the power to adjourn the meeting to a future time and place.

Article VI

Officers

Section 1. The officers of the Association shall be President, Vice President, Recording Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors and hold one or more offices, and it shall not be necessary that all offices of the Association be filled.

Section 2. Election and Term of Office: The officers of the Association to

be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer may be removed at any time by a majority of the full Board of Directors whenever in its judgment the best interests of the Association would be served.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President: The President shall preside at all meetings of the Board of Directors and shall perform such other duties as the Board may prescribe. In the absence of the President and Vice President at any meeting of the Board, the Board shall elect from among those Directors present one who shall act as chairman of that meeting. The President shall also preside at all meetings of the members, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Association and the Board are carried into effect. He/She shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or Agent of the Association.

Section 6. The Vice President: The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform all such other duties as the Board of Directors shall prescribe.

Section 7. The Secretary: The Secretary shall attend all meetings of the Association and meetings of the Board and shall prepare the Minutes of all

proceedings which shall be kept in a book for reference purposes. He/She shall perform like duties for any committees when required. He/She shall give, or cause to be given, notice of all meetings of the members of the Board of Directors or President, under whose supervision he/she shall keep the records in safe custody the seal of the Association and affix the same to any instrument requiring it, and when so affixed, it shall be attested by his/her signature or the signature of the Treasurer or an Assistant Secretary.

Section 8. The Treasurer: The Treasurer, working with the management company, will have the custody of the corporate funds and securities and shall have full and accurate accounts of receipts and disbursements in the books belonging to the Association. He/she shall deposit all moneys and receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and the credit of the Association in such depositories as may be designated by the Board of Directors. He/she shall disperse such funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of his/her transactions as Treasurer and of the financial condition of the Association.

Section 9. Other Duties and Authorities: In addition to the duties enumerated herein, the officers (and the employees and agents of the Association) shall have such duties and authorities as may be conferred on them by the Board of Directors of the Association or the President.

Article VII

Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans: No loan shall be contracted on behalf of the Association

and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the members of the Association. Such authority may be general or confined to specific instances.

Article VIII

Amendments

The Bylaws of the Rock Springs Homeowners Association may be amended by a majority vote of the Board provided the proposed amendment has been made available in writing to all Board members at least one week prior to the voting.

Article IX

Rules of Order

Robert's Rules of Order shall be the authority for all matters not specifically covered by the Bylaws of The Rock Springs Homeowners Association.