

THORNHILL NEIGHBORHOOD ASSOCIATION
BY-LAWS

ARTICLE I

Name and Principal Office

Section 1. NAME: The name of the Corporation shall be Thornhill Neighborhood Association, a non-profit corporation organized and existing under the laws of the State of South Carolina. The term non-profit does not necessarily imply tax exempt, and the Corporation reserves the right to file income tax returns as a for-profit corporation or as a tax exempt corporation.

Section 2. Principal Office: The principal office of the Corporation and the place at which the Corporate records shall be maintained shall be in Spartanburg County, South Carolina, at such place as the Board of Directors shall prescribe.

ARTICLE II

Membership

Section 1. GENERAL: The membership of the corporation shall consist of all Active Members, as hereafter Defined, who are owners of lots in the subdivision known as "Thornhill Subdivision", the same being located in Spartanburg, South Carolina, and more particularly shown on a plat of Thornhill Subdivision, surveyed by Neil R. Phillips, dated May 23, 1986. Recorded in plat book 97, at Page 390, in the RMC Office for Spartanburg County.

Section 2. CERTIFICATE OF MEMBERSHIP: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. The Certificate of Membership and the rights and privileges of a member are not transferable or assignable, except to a subsequent owner of an improved lot in the subdivision.

Section 3. VOTING RIGHT: Each and every owner of any lot within the Thornhill Subdivision shall be entitled to one (1) vote on all matters submitted to a vote of the Corporation, not to exceed one (1) vote per family unit, of which the owner or owners of such lot shall be a family member of such family unit, provided that the owner or owners of any such lot is an Active Member.

Section 4. ACTIVE MEMBERS: Active Member shall be defined as an owner who has paid all accrued dues and assessments to the Corporation and who is otherwise in good standing with the Corporation by compliance with these By-Laws and all rules and regulations of the Corporation. Only Active Members and their immediate family, guests, and invitees shall be entitled to use the Corporations facilities and property.

Section 5. RESIGNATION: Any member may resign by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.



ARTICLE III

Meetings

Section 1. ANNUAL MEETINGS:

Section 2. SPECIAL MEETINGS: Special Meetings of the members may be called at any time by the President, a majority of the membership of the Board of Directors or by written request from twenty (20%) of the membership entitled to vote at such meeting. Calls for special meetings shall specify the object or purpose for such meeting, and no business other than that stated in such call shall be transacted at such meeting without the unanimous consent of all the members present, whether in person or by proxy.

Section 3. NOTICE OF MEETING: Written notice of every regular or special meeting of the membership, stating the time and place of such meeting, shall be delivered either personally or by mail to each member entitled to vote. In the case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. QUORUM: The presence, either in person or by proxy, of the members constituting one-third (1/3) of the total active membership of the Corporation shall constitute a quorum for the transaction of business. When a quorum is present, a majority of the members represented shall decide any questions brought before such meeting.

Section 5. VOTING: At all meetings of the membership, all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a voice vote of the voting members present either in person or by proxy. At all meetings, such owner of any lot within the subdivision shall have one (1) vote, not to exceed (1) vote per family unit, of which the owner or owners of such lot shall be a member of such family unit, provided that the owner or owners of any such lot is an Active Member.

Section 6. PROXIES: At any meeting of the membership, a member may vote by proxy executed in writing and duly executed.

Section 7. ORDER OF BUSINESS: The order of business at all meetings of the Corporation shall be as follows:

1. Roll Call
2. Proof of Notice or Waiver of Notice
3. Reading of Minutes of Preceding Meeting
4. Reports of Officers
5. Reports of Committees
6. Election of Officers
7. Election of Directors

8. Unfinished Business

9. New Business

10. Adjournment

Article IV

Officers

Section 1. GENERAL: The Officers of the Corporation shall be: President, Vice-President, Secretary and Treasurer.

Section 2. ELECTION AND TERM OF OFFICE: All officers of the Corporation shall be elected at the annual meeting by a majority vote of the membership present, either in person or by proxy, at such meeting and shall hold office for term of one (1) year, or until their successors are duly elected. Officers may serve successive terms.

Section 3. QUALIFICATIONS, POWERS AND DUTIES:

A. President: The President shall preside at all meetings of the membership and at all meetings of the Board of Directors, and shall exercise such executive supervision as the general welfare of the Corporation may require.

B. Vice-President: The Vice President shall perform the duties of the President, in the event of the absence or disability of the President, as well as such other duties as may be assigned to such Vice-President by the President or the Board of Directors.

C. Secretary: The Secretary shall keep the minutes of the meetings of the Corporation and of the Board of Directors, handle all correspondence of the Corporation, provide for written notification of all Board meetings as well as general membership meetings, supervise the safe-keeping and preservation of corporate records and maintain a current membership roster for the corporation.

D. Treasurer: The Treasurer shall supervise the preparation of the annual budget of the Corporation, the handling of all monies of the Corporation, the keeping of adequate books of accounting showing all the receipts and disbursements of all funds of the Corporation, act as signatory of the Corporation bank account, issue all checks in payment of bills duly approved by the President or Vice-President, invoice the membership and collect and record annual dues and assessments, and attend to other such financial matters as may be directed by the President or the Board of Directors.

E. In addition, the several officers of the Corporation shall have such powers and shall perform such duties as may from time to time be specified and directed in resolutions or other directives of the Board of Directors. In the absence of such specific resolutions or directives, each officer shall have the power and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this Corporation.

Section 4. REMOVAL: The Board of Directors may remove any officer by a two-thirds (2/3) vote, at any time, with or without cause.

Section 5. VACANCIES: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at any special meeting called for such purpose.

ARTICLE V

Directors

Section 1. GENERAL: The affairs and business of this Corporation shall be managed by a Board of nine (9) Directors, who shall be elected from the active membership of the Corporation. Of the nine (9) Directors, four (4) members of such Board of Directors shall be the officers of the Corporation, namely the President, Vice President, Secretary and Treasurer. The remaining five (5) members of the Board shall be elected from the membership of the Corporation at Large.

Section 2. ELECTION : At the annual meeting of the membership of the Corporation, the five (5) persons receiving the highest number of votes cast shall be elected Directors, and the elected Directors, along with four (4) elected officers of the Corporation, shall constitute the Board of Directors for the ensuing year. The person receiving the sixth (6th) highest number of votes cast by membership shall be designated as the "First Alternate Director". In the event that any vacancy should occur on the Board of Directors, the First Alternate Director shall automatically become a member of the Board of Directors, unless such Alternative Director is not otherwise qualified.

Section 3. TERM OF OFFICE: The term of office of each member of the Board of Directors shall be one (1) year, and thereafter until his successor has been elected and duly qualified.

Section 4. DIRECTOR'S MEETINGS: The annual meeting of the Board of Directors shall be held at the time and place of the annual meeting of the membership, immediately following such annual meeting. Special meetings may be held at such times and such places as the Board of Directors may determine. Special meetings of the Board may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of three (3) Directors. Committee Chairman may attend meetings of the Board, in a non-voting capacity, upon invitation of the President to present reports or provide information needed for Board action.

Section 5. NOTICE: Notice of any special meeting of the Board of Directors shall be given at least four (4) days previous to such meeting by written notice delivered personally or by mail to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened. The business to be transacted at such meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law, or by these By-Laws.

Section 6. QUORUM: A majority of the members of the Board of Directors shall constitute a quorum.

Section 7. VOTING: At all meetings of the Board of Directors, each Director shall have one (1) vote. Action approved by a majority of those Board members present at a meeting of which a quorum is present shall be action of the Board of the Directors unless a greater number is required by law or these By-Laws.

Section 8. VACANCIES: Vacancies in the Board of Directors occurring between annual meetings shall first be hereinabove filled; additional vacancies shall be filled for the unexpired portion of the term by a person or persons elected by a majority of the remaining Directors.

ARTICLE VI

Committees

Section 1. STANDING COMMITTEES: Standing Committees shall be:

Grounds and Maintenance
Membership
Social

Section 2. OTHER COMMITTEES: Other committees may be designated by a resolution adopted by the Board.

Section 3. SELECTION: The Board shall designate and select all Committee Chairman. The Chairman so elected will then select members of the Committees, to be appointed with the approval of the Board. Officers and Directors may serve concurrently as Committee Chairman or members of such Committees.

Section 4. FUNCTIONS: Committees shall be responsible for planning, budgeting and carrying out programs in their respective areas for the interests of the members of the Corporation, under such general guidelines as may be established by the Board. The Board may also assign or direct specific actions of the Committees when necessary.

ARTICLE VII

Dues

Section 1. ANNUAL DUES: The Board of Directors shall determine from time to time the amount of initiation fee, special assessments, if any, and annual dues payable to the Corporation by the members and shall give appropriate notice to the members of the amount of such initiation fee, special assessment, and annual dues and their payment due dates. Annual dues are assessable against the lot owner as of July 1 of each year. All other fees or assessments, if any, are assessable against the lot owner as of a date set by the Board of Directors.

Section 2. DEFAULT: Any member who is in default in payment of initiation fee, special assessment or annual dues shall be placed in an inactive status by the Board, and shall not be considered an Active Member as heretofore defined.

ARTICLE VIII

Rules and Regulations

The Board of Directors may formulate such rules and regulations as it may deem advisable, necessary or helpful in regulation, managing, operating and governing the Corporation, its property and affairs, as well as prompting the activities of the Corporation. Such rules and regulations shall become effective when they have been approved by the Membership and a copy furnished to each member.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority to be either general in nature or confined to specific instances.

Section 2. CHECKS, DRAFTS OR ORDERS: All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits: All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select and authorize.

ARTICLE X

Seal

The seal of the Corporation shall be as follows:

ARTICLE XI

Amendment of By-Laws

The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by vote of a majority of the Active Members at any regular or special meeting, if at least seven (7) days written notice is given of such intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting.

THORNHILL NEIGHBORHOOD ASSOCIATION
BY-LAWS

ADDENDUM TO BY-LAWS

ARTICLE IV

OFFICERS

Section 2. ELECTION AND TERM OF OFFICE: All Officers of the Corporation shall be elected at a Neighborhood Meeting held during the month of May. The term of office will begin July 1 and continue for one (1) year.

ARTICLE V

DIRECTORS

Section 2. ELECTION: All Directors of the Corporation shall be elected at a Neighborhood Meeting held during the month of May.

Section 3. TERM OF OFFICE: The term of office will begin July 1 and continue for one (1) year.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS: Any single Contract, Expense or Indebtedness which exceeds the sum total of One Thousand Five Hundred Dollars (\$1,500.00) shall require approval by a majority vote of the membership present, either in person or by proxy.

ARTICLE VII

DUES

Section 3. PAYMENT OF ANNUAL DUES: Dues are payable each year by July 31. Late fees will be charged as follows:

1. Dues paid after October 1 will be assessed a \$10 late fee.
2. Dues paid after January 31 will be assessed a \$25 late fee.
3. Dues paid after April 30 will be assessed a \$50 late fee.
4. Dues paid after June 30 will be assessed a \$100 late fee.

After one (1) year, a \$10 per month fee will be assessed in addition to the already accrued late fees, and a lien will be placed on the homeowner's property through small claims court or collection agency.

The above schedule of fees and statement shall appear on the billing notice for annual dues.