

BY-LAWS OF MCCARTER COMMUNITY CLUB, INC.

Article 1: Name and Location

The name of the corporation is McCarter Community club, Inc., hereinafter referred to as the "Association". The initial registered office of the corporation shall be located at 305 Sweetbriar Road, Greenville, South Carolina 29615 but meetings of Members and Directors may be held at such places within the State of South Carolina, County of Greenville, as may be designated by the Board of Directors.

Article 2: Definitions

- Section 2.1. "Association" shall mean and refer to McCarter Community Club, Inc., its successors and assigns.
- Section 2.2. "Common Area" shall mean all real property (including the improvements thereto) owned or to be owned by the Association for the common use and enjoyment of the members.
- Section 2.3. "Common Maintenance Area" shall mean and refer to the Common Areas, if any, and the areas dedicated to public use or otherwise benefitting the Property that is maintained by the Association.
- Section 2.4. "Member" shall mean and refer to those persons entitled to membership.

Article 3: Membership and Voting Rights

- Section 3.1. Membership. Every person who is offered membership and accepts such shall be a member of the Association. There are three levels of membership. A Family membership consists of a two or more member household. A Single membership is a one person household. A Sustainer membership is a one or more person household, over the age of 65, having been members a minimum of five previous consecutive years, and having no children in the home less than 19 years of age.
- Section 3.2. Administration of Association. The affairs of the Association shall be administered by the Board of Directors.
- Section 3.3. Voting Rights. Each member shall be entitled to one (1) vote.
- Section 3.4. Suspension of Membership Rights. No Member shall have any vested right in the assets, functions or affairs of the Association, or any right, interest or privilege which may be transferable, or which shall continue after his membership ceases, or while he is not in good standing.
- Section 3.5. Membership Limit. Memberships should be limited to 200 Family memberships.
- A Member shall be considered "not in good standing" during any period of time in which he is delinquent in the payment of any Assessment, or of any rules promulgated by the Association or by the Board of Directors. Good standing shall be determined by a

majority vote of the Board of Directors. While not in good standing, the Member shall not be entitled to vote or exercise any other rights or privilege of a Member. The Board of Directors shall issue a set of rules to be followed by Members and others. Violations of these rules shall be provided for therein.

Article 4: Meeting of Members

- **Section 4.1. Annual Meetings.** The annual meeting of the Members shall be held as provided that the Board of Directors upon written notice to the Members at least ten (10) days prior to the regular annual meeting date schedule the annual meeting date for a date not more than ten (10) days subsequent to the regular annual meeting date. 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 4.2. 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 membership.
- **Section 4.3. Notice of Meetings.** Except as otherwise provided in the Articles of Incorporation, or these By-Laws, 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 delivery of such notice 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, day and hour of the meeting and, in the case of special meeting, the purpose of the meeting.
- **Section 4.4. Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present or be represented.
- **Section 4.5. 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 cessation of membership or restriction of the Member's voting rights.
- **Section 4.6. Majority Vote. Withdrawal of Quorum.** When a quorum is present at any meeting of the Members, the vote of the holders of a majority of the votes, present in person or represented by proxy, shall decide any question brought before such meeting unless the question is one upon which by express provision of the statutes, the Articles of Incorporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the deciding of such question. The Members

present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Article 5: Board of Directors – Selection and Term of Office

- **Section 5.1. Number.** The affairs of the Association shall be managed by a Board of no less than one (1) and no more than nine (9) directors, who should be Members of the Association.
- **Section 5.2. Election.** The initial directors shall be appointed by the incorporator. At the first annual meeting the Members shall determine the number of directors to be elected pursuant to Section 5.1 and thereafter, if more than two (2) directors are serving, shall elect at least one (1) director for term of three (3) years each annual meeting thereafter the Members shall elect the director(s) for a term of three (3) years to fill each expiring term.
- **Section 5.3. 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 successors shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.
- **Section 5.4. 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.

Article 6: Nomination and Election of Director

- **Section 6.1. 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.
- **Section 6.2. Election.** Election to the Board of Directors shall be by secret written ballot cast at the annual meeting. 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 Articles of Incorporation. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article 7: Meetings of Directors

- **Section 7.1. Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly 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 that meeting shall be held at the same time on the next day which is not a legal holiday.
- **Section 7.2. 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 7.3. 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.
- **Section 7.4. 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 8: Powers and Duties of the Board of Directors

- **Section 8.1. Powers.** The Board of Directors shall have the power:
 - To 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;
 - To exercise for the Association all power, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Articles of Incorporation;
 - 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 without just cause having been furnished to and accepted by the Board;
 - To establish, and disburse and maintain such funds as necessary for efficiently carrying on the business of the Association; and
 - To engage the services of a manager, independent contractor, or such employees as it deems necessary, and to prescribe the conditions, compensation and duties of their work. Such power shall include the authority to enter into management agreements with other parties to manage, operate or perform all or any part of the affairs and business of the Association.

Article 9: Officers and their Duties

- **Section 9.1. Enumeration of Officers.** The officers of this Association, who shall at all times be Members of the Board of Directors, shall be a president, a vice-president, a

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

- Section 9.2. 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 9.3. Term. The officers of this Association shall be elected annually by the Board and shall office unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve of a new officer is elected.
- Section 9.4. 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 9.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving 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; the acceptance of such resignation shall not be necessary to make it effective.
- Section 9.6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.
- Section 9.7. Multiple Offices. The offices of 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 case of special offices created pursuant to Section 4 of this Article.
- Section 9.8. Duties. The duties of the officers are as follows:
 - President – 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 – The vice-president shall act in the place and stead of the president in the event 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 – 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 – The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of accounts; cause an audit of the

Association books to be made by a public accountant at the direction of the Board; 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.

Article 10: Committees

- Section 10.1. The Board of Directors may appoint committees as deemed appropriate in carrying out its purposes, which may include for example, but not by way of limitation, the following:
 - A Maintenance Committee to advise the Board of Directors on all matters pertaining to the maintenance of the Common Areas, if any, and to perform such other functions as the Board in its discretion determines.
 - A Finance Committee to advise the Board of Directors on general management of the Corporation's finances.
 - A Swim Team Committee to advise the Board on matters concerning the swim team and to be responsible for the coordination of the overall operation of the swim team, its meets and functions.
 - A Social Committee to advise the Board on these matters and to be responsible for the coordination of all social activities involving the Corporation members, and its facilities and will formulate social programs for its members.
 - A Communication Committee to advise the Board on these matters and to be responsible for the preparation and publishing of newsletters to be sent to the members.
 - A Membership Committee to advise the Board on these matters and to be responsible for the coordination of those activities dealing with the acquiring of members and all other member-related activities.
- Section 10.2. It shall be a function of each committee to receive complaints from Members on any matter involving Association duties and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director or officer of the Association as is further concerned with the matter presented.

Article 11: Books and Records

- The books, records and papers of the Association shall at all times, during reasonable business hours and upon at least five (5) days written notice, be subject to inspection by any Member. The 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 reasonable cost.

Article 12: Membership Dues

- Section 12.1. Membership Dues. Each Member shall pay dues as established by the Board of Directors, to cover normal operating expenses, including reasonable provisions for replacement of facilities and similar items. Dues must be paid by May 1st of each year. After May 1st of each year, the member faces suspension until dues and a late fee of \$50 is paid.
- Section 12.2. Assessments. Assessments to be used primarily for capital improvement will be proposed by the Board, subject to an affirmative vote by the majority of members casting a ballot at a meeting called for such purpose.

Article 13: Corporate Seal

- The Association shall have a seal in circular form having within its circumference the words: McCarter Community Club, Inc.

Article 14: Amendments

- Section 14.1. 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.
- Section 14.2. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

Article 15: Fiscal Year

- The Fiscal Year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Article 16: Gender and Grammar

- The singular wherever used herein shall be construed to mean the plural when applicable, and the necessary grammatical changes required to make the provision hereof apply either to corporations or individuals, men or women, shall in all cases be assumed as though in each case fully expressed.