

# MEADOW LAKES RESIDENTS ASSOCIATION

## BY-LAWS

### Article 1

#### MEETING OF STOCKHOLDERS

Sec. 1 ANNUAL MEETING. The annual meeting of the holders of Common Stock shall be held at a place to be designated in the official notice, in the Meadow Lakes Subdivision, during the month of May of each year, at a time to be designated. The Secretary shall serve personally, or by mail, a written notice thereof, addressed to each stockholder at his address as it appears on the stock book; but at any meeting at which all stockholders shall be present, or of which all stockholders not present have waived notice in writing, the giving of notice as above required may be dispensed with.

Sec. 2 QUORUM. The presence, in person or by proxy, of the holders of 75% of the outstanding stock entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn to some future time not less than ten nor more than 20 days later, and the Secretary shall thereupon give at least ten days notice in writing to each stockholder entitled to vote who was absent from such meeting.

Sec. 3 SPECIAL MEETINGS. Special Meetings of Stockholders other than those regulated by statute, may be called at any time by a majority of the Directors. Notice of such meeting stating the purpose for which it is called shall be served personally or by mail, not less than ten days before the date set for such meeting. If mailed, it shall be directed to a stockholder at his address as it appears on the stock book; but at any meeting at which all stockholders shall be present, or of which stockholders not present have waived notice in writing, the giving of notice as above described may be dispensed with. The Board of Directors shall also, in like manner, call a special meeting of stockholders whenever so requested in writing by stockholders representing not less than 50% of the common stock of the company. No business other than that specified in the call for the meeting, shall be transacted at any meeting of the stockholders.

Sec. 4 VOTING. At all meetings of the Stockholders all questions, the manner of deciding which is not specifically regulated by statute, shall be determined by a voice vote of the Stockholders present in person or by proxy; provided, however, that any qualified voter may demand a stock vote, in which case each Stockholder present,,

in person or by proxy, shall be entitled to cast one vote for each share of stock owned or represented by him. All voting shall be voice vote, except that a stock vote shall be ballot, each of which shall state the name of the Stockholder voting and the number of shares owned by him, and in addition, if such ballot be cast by proxy, the name of the proxy shall be stated. The casting of all votes at special meetings of stockholders shall be governed by the provisions of the Corporation Laws of this State. Voting rights in this corporation shall be vested in holders of common stock only. Only one share of common stock may be held by any one family and it is not transferrable, assignable or redeemable. Common stock holders are voting members of the corporation only so long as they are owners of property in Meadow Lakes, a subdivision of Rock Hill, South Carolina.

Sec. 5 ORDER OF BUSINESS. The order of business at all meetings of the stockholders, 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 Inspectors of Election.
7. Election of Directors.
8. Unfinished Business.
9. New Business.

## Article II

### DIRECTORS

Sec. 1. NUMBER. The affairs and business of this Corporation shall be managed by a Board of nine Directors, who shall be property owners of Meadow Lakes and holders of common stock. The Officers shall be part of the nine member Board of Directors. Since the stock represents a family, any adult member of the immediate family may be a member of the Board. It need not be the individual named on the Stock Certificate.

Sec. 2 HOW ELECTED. At the annual meeting of Stockholders, the nine persons receiving the highest number of the votes cast shall be directors and shall constitute the Board of Directors for the ensuing year.

Sec. 3 TERM OF OFFICE. The term of office of each of the Directors shall be one year, and thereafter until his successor has been elected.

Sec. 4 DUTIES OF DIRECTORS. The Board of Directors shall have the control and general management of the affairs and business of the Company. Such Directors shall in all cases act as a Board, regularly convened, by a majority, and they may adopt such rules and regulations

for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of South Carolina.

Sec. 5 DIRECTORS' MEETINGS. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the Stockholders, and at such other times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of five directors.

Sec. 6 NOTICE OF MEETINGS. Notice of meetings, other than the regular annual meetings shall be given by service upon each Director in person, or by mailing to him at his last known post office address, at least ten days before the date therein designated for such meeting, including that day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Sec. 7 QUORUM. At any meeting of the Board of Directors, four of the Board shall constitute a quorum for the transaction of business; but in the event of a quorum not being present, a less number may adjourn the meeting to some future time, not more than 20 days later.

Sec. 8 VOTING. At all meetings of the Board of Directors each Director shall have one vote.

Sec. 9 VACANCIES. Vacancies in the Board occurring between annual meetings shall be filled for the unexpired portion of the term by a majority of the remaining Directors.

Sec. 10 REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed either with or without cause, at any time by a vote of the stockholders holding  $\frac{2}{3}$  of the stock, at any special meeting called for the purpose.

Article III  
OFFICERS

Sec. 1 NUMBER. The officers of this Corporation shall be:

President

Two or More Vice Presidents

Secretary

Treasurer

Sec. 2 ELECTION. All officers of the Corporation shall be elected at the annual meeting by a majority vote of the holders of common stock, and shall hold office while still qualified, for the term of one year or until their successors are duly elected.

Sec. 3 DUTIES OF OFFICERS. The duties and powers of the officers of the Corporation shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Board of Directors and Stockholders.

He shall present at each annual meeting of the Stockholders and Directors a report of the condition of the business of the Corporation.



He shall cause to be called regular and special meetings of the Stockholders and Directors in accordance with these By-Laws.

He may, with approval of the Board of Directors, delegate to any or each Vice President the responsibility to appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the Corporation, other than the duly appointed officers, and subject to the approval of the Operating Committee for the particular Division of the Corporation over which the Vice President has been given responsibility.

He shall sign and make all contracts and agreements in the name of the Corporation, except that Vice Presidents, with approval of their appropriate Operating Committee, may also make contracts and agreements for their Division of responsibility as given above by the Board of Directors.

He shall sign certificates of stock notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer, and may delegate responsibility for such signing to Vice Presidents for their Division of responsibility as given above by the Board of Directors.

He shall enforce these By-Laws and perform all the duties incident to the position and office, and which are required by law.

## FIRST VICE PRESIDENT

During the absence and inability of the President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this Corporation is organized, the same shall be performed and exercised by the First Vice-President; and when so acting, he shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such President.

He shall be responsible for naming, with approval of the Board of Directors, an Operating Committee to assist him in all the details of operation of the swimming pool. In this capacity for the operation of the swimming pool, he may with approval of the operating committee, appoint and remove, employ and discharge and fix the compensation of agents or employees.

## SECOND VICE PRESIDENT

During the absence and inability of the First Vice President to render and perform his duties or exercise his powers, as set forth in these By-Laws or in the acts under which this corporation is organized, the same shall be performed and exercised by the Second Vice President.

He shall be responsible for naming, with the approval of the Board of Directors, a Stables Operating Committee, to assist him in all the details of operation of the horse facilities, stables, ring and related areas and problems. In this capacity for the

operation of the stables, he may, with approval of the Operating Committee, appoint and remove, employ and discharge and fix the compensation of agents or employees.

#### SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Stockholders in appropriate books.

He shall give and serve all notices of the Corporation.

He shall be custodian of the records and of the seal, and affix the latter when required.

He shall keep the stock and transfer books in the manner prescribed by law, so as to show at all times the amount of capital stock, the manner and the time the same was paid in, the names of the owners thereof, alphabetically arranged, their respective places of residence, their post office address, the number of shares owned by each, the time at which each person became such owner, and the amount paid thereon; and keep such stock and transfer books open daily during business hours at the office of the Corporation, subject to the inspection of any Stockholder of the Corporation, and permit such Stockholder to make extracts from said books to the extent and as prescribed by law.

He shall sign all certificates of stock.

He shall present to the Board of Directors at their stated meetings all communications addressed to him officially by the President or any officer or shareholder of the Corporation.

He shall attend to all correspondence and perform all the duties incident to the office of Secretary.

#### TREASURER

The Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board of Directors may designate.

He shall sign, make, and endorse in the name of the Corporation, all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors. In the absence of the Treasurer, checks, drafts, warrants and orders for payment of money may be signed for the Corporation by the President and the appropriate Vice President.

He shall exhibit at all reasonable times his books and accounts to any director or stockholder of the Corporation upon application at the office of the Corporation during business hours.

He shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board

of Directors, and at such other times as shall be required of him, and a full financial report at the annual meeting of the stockholders.

He shall keep at the office of the Corporation, correct books of account of all its business and transactions and such other books of account as the Board of Directors may require.

He shall do and perform all duties pertaining to the office of Treasurer.

Sec. 4 BOND. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Sec. 5 VACANCIES, HOW FILLED. All vacancies in any office, shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Sec. 6 COMPENSATION OF OFFICERS. The officers shall receive such salary or compensation as may be determined by the Board of Directors.

Sec. 7 The Board of Directors may remove any officer, by a 2/3 vote, at any time with or without cause.

Article IV

Sec. 1 SEAL. The seal of the corporation shall be  
as follows:

## Article V

### CERTIFICATES OF STOCK

Sec. 1 DESCRIPTION OF STOCK CERTIFICATES. The certificates of stock shall be numbered and registered in the order in which they are issued. They shall be bound in a book and shall be issued in consecutive order therefrom, and in the margin thereof shall be entered the name of the person owning the shares therein represented, with the number of shares and the date thereof. Such certificates shall exhibit the holder's name and the number of shares. They shall be signed by the President or Vice-President, and countersigned by the Secretary or Treasurer and sealed with the seal of the Corporation.

The capital stock of this corporation shall be divided into two types --Common Stock and Preferred Stock.

COMMON STOCK. One share of Common Stock, par value \$100, shall be available to each property owner of Meadow Lakes. It is not transferable, convertible or returnable and it shall provide one vote in the affairs of the corporation only so long as the holder remains a property owner of Meadow Lakes.

PREFERRED STOCK. Preferred Stock, par value \$100 per share, shall be available to property owners of Meadow Lakes and to non-property owners by invitation. This stock carries a

dividend rate of 6% and does not have voting privileges unless the preferred dividends are in default. This stock shall also be preferred as to assets; that is, in the event that the Corporation is voluntarily dissolved, or becomes insolvent and is liquidated, all holders of such Preferred Stock shall be paid in full, after creditors claims have been fully paid, before any disbursements are made to holders of the Common Stock.

Sec. 2 TRANSFER OF STOCK. Preferred Stock of the Corporation shall be assignable and transferrable on the books of the Corporation only by the person in whose name it appears on said books, or his legal representative, and the stock may not be assigned or transferred until the stock has first been offered to the Corporation for purchase or assignment. In case of transfer by attorney, the power of attorney, duly executed and acknowledged, shall be deposited with the Secretary. In all cases of transfer, the former certificate must be surrendered up and cancelled before a new certificate be issued. No transfer shall be made upon the books of the Corporation within ten days next preceding the annual meeting of the Shareholders.

## Article VI

### DIVIDENDS

Sec. 1 WHEN DECLARED. Since this is a non-profit organization, no dividends are payable on Common Stock, however,



as the financial situation warrants after the 6% dividends have been paid on Preferred Stock, individual \$100 Preferred Stock Certificates will be paid off or liquidated by lot as follows: At a regular or special meeting of the stockholders, a slip of paper bearing the name of every holder of each \$100 share of Preferred Stock will be placed in a closed box. The box will be closed, the slips shuffled and a blind drawing will be made to determine which stock or stocks will be paid the par value. The number to be paid will be determined in advance by the Board of Directors after consideration of the current financial condition of the Corporation.

In the event any holder of Preferred Stock shall move his residence from York County, South Carolina, and request payment for his stock, his request will receive priority and his stock shall be redeemed before the lottery drawing as mentioned above.

#### Article VII

#### BILLS, NOTES, Etc.

Sec. 1 HOW MADE. All bills, notes, checks or other negotiable instruments of the Corporation shall be made in the name of the Corporation, and shall be signed by at least two of the following officers: President, First Vice President, Second Vice President, Treasurer.

Article VIII

AMENDMENTS

Sec. 1 HOW AMENDED. These By-Laws may be amended by a majority vote of the holders of Common Stock at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each stockholder of record, which notice shall state the alterations, amendments or changes which are proposed to be made in such By-Laws. Only such changes as have been specified in the notice shall be made. If, however, all the stockholders shall be present at any regular or special meeting, these By-Laws may be amended by a unanimous vote, without any previous notice.

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