

Revised By-Laws Effective August 9, 1982

BY-LAWS

OF

WADE HAMPTON GARDENS COMMUNITY ASSOCIATION

ARTICLE I

NAME AND LOCATION:

The name of the corporation shall be Wade Hampton Gardens Community Association. Its location shall be at or near Greenville, South Carolina.

ARTICLE II

PURPOSE:

The purpose for which this organization is formed is to promote the health and general welfare of its members and the members of their families residing in the household and in pursuance thereof, to construct, own, maintain, and operate a recreational park and other recreational facilities together with such incidental objects as are appropriate in the conduct of its activities for the exclusive use of its qualified members and the members of their household residing therein, and said members' guest as they shall be limited and defined from time to time by the Board of Directors. This organization shall be chartered as a non-profit corporation under the laws of the State of South Carolina.

ARTICLE III

GOVERNMENT:

Section 1. This organization shall be governed by a Board of Directors of not less than four (4) nor more than eight (8) in number, each of whom shall serve without compensation and until his successor is elected and shall qualify as provided in these by-laws.

Section 2. At the initial organizational meeting and at each subsequent annual meeting of the organization, upon nomination made from the floor, the membership shall elect a Board of Directors.

Section 3. No person shall be a Director unless he be a member of the organization in good standing.

Section 4. Election of Officers: The President shall appoint a nomination committee subject to the approval of the Board of Directors. A chairman shall be appointed to this committee by the President. The nominating committee shall report at the annual meeting. These nominations plus any received from the floor, shall be voted on by the members present. All Officers and Board of Directors shall be elected by receiving a majority of all the votes cast by members present.

ARTICLE IV

BOARD OF DIRECTORS:

Section 1. Consistent with these by-laws, the Board of Directors shall have the following powers, together with all powers usually exercised by the Board of Directors: (a) They shall transact all the organization's business, promulgate the rules and regulations for the use and enjoyment of its property and enforce the same. The Board may appoint and remove such officers, clerks, agents, servants, and employees as it may deem necessary, with or without cause, and may fix their duties and compensation, if any. (b) Elect members to membership in the organization. (c) Fix, impose, and remit penalties for violations of these by-laws and the rules of the organization made pursuant thereto. (d) Constitute and appoint committees and define the powers and duties of the same. (e) Fill any vacancy occurring in the Board of Directors and Officers to serve until the next annual meeting of the membership.

Section 2. The Board of Directors shall select one or more banks to act as depositories for the funds of the corporation and shall determine the manner of receiving, depositing, keeping, and disbursing the funds of the organization and the form of the checks to be used. The Board of Directors shall always require at least two officers to sign any checks, drafts, or other instruments for the payment of money drawn on the credit of the organization.

Section 3. The Board of Directors shall have authority to borrow or pledge the credit of the organization with the approval and consent of the membership at a meeting thereof duly held.

Section 4. The Board of Directors shall meet at its convenience on the call of the President or any two other Directors. At all meetings of the Board, a quorum shall consist of a majority of the Board and a majority of such quorum may transact any business and decide any questions that may rightfully come before them.

Section 5. The swim team SAIL Representative shall be a member of the Board of Directors in order to keep the board informed of activities, etc., but will not be a voting member. [AMMENDED 09 AUG 1982]

ARTICLE V

OFFICERS:

Section 1. The officers of the organization shall be a President, Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect a second Vice-President if needed. The Officers and the Board of Directors shall be elected at the annual meeting of the membership.

Section 2. The President shall preside at the meetings of the membership and of the Board of Directors. He shall be the Chief Executive and Administrative Officer of the organization and shall appoint, subject to the confirmation of the Board of Directors, all standing committees and designate the Chairman thereof. He may with the concurrence of the Board of Directors, appoint special committees in like manner. He shall be, by virtue of his office, a member of all such committees.

Section 3. The 1st Vice-President shall, in the absence or the disability of the President, act in his stead. He shall be, by virtue of this office, a member of all standing committees. He shall have the responsibility of establishing the number of lifeguards required, defining their duties and schedules, and obtaining qualified persons to fill these requirements.

Section 4. The 2nd Vice-President shall have the responsibility of maintaining a schedule of grounds upkeep, as well as, the responsibility of maintaining the pool equipment. This office may need to be served by two persons who are voted into office.

Section 5. The Secretary shall keep the minutes and attend to the correspondence of the organization pertaining to his office. He shall be the custodian of the corporate stock records and issue new stock to new members.

Section 6. The Treasurer shall attend and keep the accounts of the organization collecting its revenues and paying its bills as approved by the Board of Directors. He shall deposit all funds of the organization received by him in the name of the organization in such depository as may be authorized by the Board of Directors. He shall give bond in an amount and subject to the conditions as may be required by the Board of Directors. The Board may waive, in its sole discretion, the filing of such bond by the Treasurer. The office of Treasurer shall receive free dues for the summer in which he serves.

Section 7. All officers of the organization shall perform such duties as may be assigned to them by the Board of Directors.

ARTICLE VI

MEMBERSHIP:

Section 1. Upon requesting membership into this organization, a prospective member must be sponsored by an active member, (who has stock and actively paid annual dues up to time of sponsoring).

Section 2. The Board of Directors then will screen the prospective member as to the desirability of the family. Requirements will be that each member of the family conducts himself in an orderly and respectful manner that must be conducive to the environment of the Board of Directors wishes to maintain in the organization. Upon completing of the screening, the Board of Directors will then vote on accepting or declining the membership. The majority will rule as to the decision.

ARTICLE VII

MEMBERS:

Section 1. There shall be only one category of membership in this organization, that is, an active member. An active member is one who, having applied and been approved from membership as herein provided, acquires by purchase a certificate of membership duly signed and evidencing such membership. All members shall be the head of a household and his membership shall entitle the members of his family living in his household to the equal enjoyment and the use of the facilities of the organization. All members and

his family shall be amenable to and subject to these by-laws and all rules and regulations made pursuant thereto.

Section 2. The initiation or membership fee shall be fixed and payable as herein provided for. Any member wishing to relinquish his membership shall do so by submitting in writing to the active President his wishes. These memberships shall be re-sold at the market value. The Secretary shall maintain a list of such memberships. These memberships shall be sold by the organization to new members of the organization in the order of availability and when sold the former member shall be entitled to the current sales price, less any and all indebtedness owed by him to the organization. Any exception to this process must be approved by the Board of Directors.

Section 3. The Board of Directors shall fix the annual dues to be paid by the members and shall fix the time and manner of such payments. No annual dues, or any part thereof, shall be returned to any member for any cause.

Section 4. The members of this organization shall be homeowners living in Wade Hampton Gardens Community or meet other such geographical requirements as may be set by the Board of Directors.

Section 5. The Board of Directors with the approval of the membership may limit the number of members to be admitted to membership in this organization.

Section 6. Each membership shall entitle the holder thereof, the members of his immediate family living in his house, and his house guest to use and enjoyment of the facilities of the organization, subject at all times to these by-laws and rules and regulations made pursuant thereto.

Section 7. Any member of this organization who feels himself aggrieved by any disciplinary action by the Board of Directors or anyone disciplined pursuant to their authority, except as otherwise provided herein, may appeal to the membership at a special meeting called for such purpose as herein elsewhere provided. The member shall dispose of any such grievance as it may determine as provided in Article X of these by-laws.

Section 8. Each member shall have one vote on all questions before them, excepting when electing members of the Board of Directors in which case each member may cast one vote for each seat to be filled on the Board of Directors, without accumulation. No proxy shall be recognized except a proxy executed in writing by a member to his or her spouse.

Section 9. The organization shall not be responsible for any injury or damage to its members, the members of their household residing with them or their guests, or anyone else.

Section 10. No person living in Wade Hampton Gardens Community shall be permitted the use of the pool if said person is not a member whose dues are current of the Wade Hampton Gardens Community Association. The exception to this rule would be for a prospective member who has prior approval of the membership committee. Such visits are limited to two per season. Any stockholder whose dues are not current is forbidden the use of the facility.
[AMMENDED 09 AUG 1982]

ARTICLE VIII

MEMBERSHIP MEETINGS:

Section 1. The annual meeting of the members of this organization shall be held in August of each year at such time and place as the Board of Directors shall determine. After election of officers and Board members at the August meeting, the Officers and Board members will start serving the following January. Newly elected officers have the right to negotiate contracts prior to January.

Section 2. Special meetings of the membership that you called upon five (5) days notice to members of record given by the President, the majority of the Board of Directors, or by order there of, or by request from twenty percent (20%) of the membership.

Section 3. Member shall be notified of meetings at least five days in advance.

ARTICLE IX

INITIATION FEES, DUES, AND ASSESSMENTS:

Section 1. The initiation fee for membership into this organization shall be such sum as the Board of Directors shall determine.

Section 2. Annual dues for the ensuing year shall be fixed by the Board of Directors immediately following the annual meeting. No annual dues shall be returned to any member for any reason. All dues from the ensuing year are due on or before May 1st.

Section 3. Non-payment of dues specified and required shall bar a member, his family, and guest, from the use of the organization's facilities and from voting privileges. A membership which has elapsed for non-payment of dues may be reinstated by the Board of Directors upon the payment of all arrearage due the organization by the delinquent member. The Board of Directors is authorized to charge up to ten percent (10%) per month of the annual dues as a condition to reinstatement of a delinquent member, in addition to all other delinquency.

ARTICLE X

SUSPENSION OR REVOCATION OF MEMBERSHIP:

Section 1. The majority of the Board of Directors may deny any member or any family the use of the organization's facilities upon a finding by them the said person has violated these by-laws or rules and regulations of the organization made pursuant thereto or has abused property belonging to the organization. Suspension denial of the use of the facilities shall not exceed one week in duration. Suspension of the use of the organizations facilities in excess of one week may be imposed by a two-thirds vote of the entire Board of Directors. Three-fourths of the entire Board of Directors may permanently revoke any membership for any cause herein specified or for any other good and sufficient cause. A member whose membership is revoked shall forfeit all

rights and all fees and dues paid by him therefore.

Section 2. Any person whose privileges have been permanently revoked by the Board or whose privileges here under have been suspended for a period in excess of six months may file a written petition with the Board of Directors for a special meeting of the members for the purpose of reviewing such action by the Board of Directors. Every such petition shall acquire the signature of at least twenty (20) members of the organization. Every such person the appealing shall pay the costs of giving the required notice of such meeting. A majority of the members present and voting shall determine said appeal.

Section 3. Anything in these by-laws to the contrary notwithstanding the Board of Directors may suspend or may delegate to an appropriate person or committee the power to suspend, for a period not exceeding one week, any person under twenty-one (21) years of age found violating the rules and regulations of this organization made pursuant to its by-laws. Should the occasion warrant, such suspension may be made immediately and without hearing. Notice to the parents of such suspended person shall be given by the person or body suspending any such minor person. The Board of Directors may revoke any such suspension.

Section 4. Except provided in the section immediately preceding this section of this Article, any person against whom action is taken under this Article shall be given at least five (5) days advanced notice of the proposed action, which notice shall detail, in addition to the charges made, the time and place at which said charges will be heard. Every such person subject to such disciplinary action shall be given an opportunity to be heard.

ARTICLE XI

MISCELLANEOUS:

Section 1. A full and complete report and disclosure of their activities relative to the operation of the organization and its financial status and condition, shall be made by the Board of Directors and such other persons amenable to them at each annual meeting of the organization.

Section 2. No beverage subject to a tax under the provisions of Chapter 51 of the U.S. Internal Revenue Code (distilled spirits, wines, and beer) shall be served or permitted to be served or consumed on any premises under the control of this organization.

Section 3. The Board of Directors may promulgate and enforce any rules and regulations for government of this organization and the enjoyment of any and all of its facilities as it shall deem wise, provided the same do not conflict with the provisions of these by-laws.

ARTICLE XII

AMENDMENTS:

Section 1. These by-laws may be amended by a two-thirds vote of the membership present, and provided the call of such meeting shall contain a statement of the express provision or provisions of these by-laws sought to be changed and the proposed change. All members of record shall be given at least

five (5) days notice of any meeting called for this purpose.

ARTICLE XIII

QUORUM:

Section 1. The quorum shall consist of the majority of members present after being properly notified at a meeting of the membership.

ARTICLE XIV

PRO-RATE:

Section 1. Dues will not be pro-rated except for new members joining the pool during summer months.