

Exhibit A

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A TRUE COPY

Attorney

BY-LAWS
OF
NORTH SHORE HOA, INC.

ARTICLE I

NAME AND LOCATION

The name of the corporation is NORTH SHORE HOA, INC, hereinafter referred to as the "Association". The principle office of the corporation shall be located as 2003 Pompano Dr., Anderson, SC 29625, but meetings of the Members and directors may be held as such places within the State of South Carolina, County of Anderson as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association shall mean and refer to North Shore HOA, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Restrictive Covenants for North Shore Subdivision, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property including the improvements thereon to be conveyed to the Association for the common use and enjoyment of the owners. The Common area to be owned by the Association is described as follows:

SEE EXHIBIT "A"

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area and shall include all the improvements thereon.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more

persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but not excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Woodfern Estates, Inc., successor and assigns, if such successors and assigns should acquire more than Fifty (50) undeveloped lots from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Restrictive Covenants for North Shore Subdivision applicable to the Properties recorded in the Office of the Register of Deeds for Anderson County, South Carolina.

Section 8. "Member(s)" shall mean and refer to those persons entitled to Membership as provided in the Declaration.

ARTICLES III MEETING OF MEMBERS

Section 1. Annual meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter. 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 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 the votes of the Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the discretion of, the secretary or person authorize to call the meeting, by mailing a copy of such notice, postage paid, at least 10 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, date and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the first call of a meeting of Members for any particular action entitled to cast, or of proxies to cast, one-half (½) of the votes of the Membership shall constitute a quorum for such action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-laws. In the event the required quorum is not present at any such meeting, a second meeting may be called, subject to given proper notice, and the presence of one-fourth (1/4) of the voted of the Membership shall constitute a quorum for such action except as otherwise provided in the Articles of Incorporation, the Declaration 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 5. Proxies. At all meetings of the 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 conveyance by the Member of his/her Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF SERVICE

Section 1. Number. The affairs of this association shall be managed by a Board of five (5) directors, who shall be Members of the Association.

Section 2. Term of Office. At the first annual meeting, the Members shall elect one director for a term of one year, two directors for terms of two years, and two directors for terms of three years; and at each annual meeting thereafter the Members shall elect directors for three year term as the prior director's(s') term(s) expire.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of all of the Members of the Association. (In the event of death, resignation or removal of a director, his/her successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of his/her predecessor.)

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his/her actual and

reasonable expenses incurred in the performance of his/her duties.

* **Section 5. 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 V

NOMINATION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nomination Committee.* Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Committee Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association, who may or may not be Members of the Board of Directors. The Nomination 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 Nomination 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.

Section 2. Elections. Election to the Board of Directors shall be made by secret written ballot. 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETING OF DIRECTORS

Section 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.

Section 2. Special Meetings. Special meeting 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 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a duly held meeting as which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Areas and Facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of any recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration;

(d) 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;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) employ attorneys, accountants, and other professionals to assist and/or represent the Association when deemed necessary.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a

statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are property performed;

(c) as more fully provided in the Declaration, to

(1) fix the amount of the annual assessments against each lot subject to assessment at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring any action to law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable change may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on the real and personal property owned by the Association.

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president and vice president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time be resolution create. (2)

Section 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 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 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 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 giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 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 8. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors and Member; 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

(b) 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

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; 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

(d) 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 promissary notes of the Association; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; 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 IX
INDEMNIFICATIONS**

(?)

The Association shall indemnify any Director or Officer or former Director or Officer of the Association, excluding the Declarant, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a part by reason of being or having been such director or officer, except in relation to matters as to which he/she shall be adjusted in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

**ARTICLE X
COMMITTEES**

The Declarant has appointed an Architectural Control Committee in the Declaration. The Association shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE XI
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any Member at the principle office of the Association, where copies may be purchased at a reasonable cost.

**ARTICLE XII
ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments for each lot which shall be secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid on or before the due date, a late fee of \$10.00 shall be assessed against the delinquent Member and if the delinquency is not cured within five (5) days of the due date, an additional charge of \$1.00 per day shall be assessed against the delinquent Member for each day thereafter until said delinquency and all late charges are paid in full, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the Property, with interest, costs, and reasonable attorney's fees of any such action being added to the amount of such assessment. No owner may waive or otherwise escape liability fo the assessment provided for herein by non-use of the Common Area or abandonment of his/her lot.

**ARTICLE XIII
CORPORATE SEAL
AMENDMENTS**

Section 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 2. In the case of any conflict between the Articles of Incorporation and these By-laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-laws, the Declaration shall control.

**ARTICLE XIV
MISCELLANEOUS**

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.

IN WITNESS WHEREOF, we being the officers of North Shore HOA, Inc., have hereunto set out hands as of the 30th day of June, 2011.

IN THE PRESENCE OF:

NORTH SHORE HOA, INC.

[Signature]

By:

William D. Williams
Name: William D. Williams
Its: President

[Signature]

[Signature]

By:

Nancy Smith
Name: Nancy Smith
Its: Secretary

[Signature]

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