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Timothy J. Harvey

BY-LAWS

OF

STONEBROOK FARM HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of this Corporation shall be "Stonebrook Farm Homeowners Association, Inc." and shall be located in Greenville County, South Carolina.

ARTICLE II

CORPORATE PURPOSES

The purpose of said proposed Corporation is to conduct a homeowners association to serve the owners of lots in Stonebrook Farm to engage in any and all types of social and community activities, not for a profit, which shall promote the recreational, physical and environmental welfare of its members and to engage in such activities which shall raise the standards of community welfare through educational, recreational and beautification facilities, including, but not limited to, the ownership and operation of recreational and beautification facilities for its members and the administration and enforcement of any applicable Restrictive Covenants.

ARTICLE III

CORPORATE SEAL

This Corporation shall have a corporate seal, circular in design, with the following words inscribed thereon:
"Stonebrook Farm Homeowners Association, Inc., South Carolina, 2000, Corporate Seal".

ARTICLE IV

NON-PROFIT STATUS

Notwithstanding the foregoing Corporate Purposes contained in Article I, this Corporation is organized as a non-profit, tax exempt organization pursuant to the provisions of the Internal Revenue Code of 1986, as amended, and including for such purposes, the making of distributions to organizations that qualify as Exempt Organizations under Section 501 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its directors, trustees or officers or other private persons except that the Corporation shall be authorized and empowered to pay for reasonable services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporate Purposes hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from the Federal Income Tax under Section 501 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

BY-LAWS
ARTICLE V

NO CAPITALIZATION

This Corporation shall have no capital stock and shall have no capitalization. No dividends of any kind or nature shall ever be declared or paid to the members hereof or to any officer, director or trustee of this Corporation.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number.

General affairs and business of this Corporation shall be governed by a Board of Directors consisting of five (5) persons subject to the limitations contained in these By-Laws.

Section 2. Terms of Directors.

The Board will consist of the five Directors as elected by the members. Each Director shall serve on the Board of Directors until his or her term successor is elected at a regularly scheduled annual meeting unless the Director resigns or is removed prior thereto.

Upon ratification of these Amended ByLaws the existing members of the Board of Directors shall remain in office. The remainder shall be elected by the members of the Homeowners' Association. The terms for these initial members of the Board of Directors shall be as indicated on Exhibit A attached thereto. Upon the expiration of these initial terms as listed on Exhibit A the successively elected Directors shall thereafter serve two (2) year terms.

Section 3. Annual Meetings.

The annual meeting of the Board of Directors shall take place immediately following the annual meeting of the members. Special meetings of the Board of Directors may be called by the President, Secretary, or any three (3) directors on five (5) days' written notice. Personal attendance of any director at any meeting of the Board of Directors shall constitute a Waiver of Notice.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors or in any office between annual meetings of the members shall be filled by a majority of the then remaining directors in office.

Section 5. Ouorum.

At all meetings of the Board of Directors, a quorum shall consist of any three (3) members of the Board. A majority of any such quorum present may decide any questions which may come before the meeting and which are within the authority of the Directors.

ARTICLE VII

POWERS OF DIRECTORSSection 1. General Powers.

The general affairs and business of this Corporation shall be managed by its Board of Directors. The Board of Directors of this Corporation is hereby specifically authorized to exercise the following powers, duties and discretions, to-wit:

- A. To promulgate, amend, publish and enforce rules and regulations binding upon the members necessary or advisable in the management of the Corporation's affairs, assets or properties.
- B. To constitute, designate and appoint committees and define their powers and duties and to delegate authority thereto.
- C. To delegate authority to any officer or member of this Corporation from time to time.
- D. To exercise, or delegate the exercise, of all powers and authorities which may be conferred upon this Corporation or the Architectural Committee in any Restrictive Covenants appearing of record in the RMC Office for Greenville County, South Carolina, specifically including, but not limited to, the appointment and administration of an Architectural Committee and the collection of all annual maintenance charges, dues and assessments therein provided.
- E. To bring in its own name or in the name of any member, including the payment of any necessary costs, attorneys fees and expenses incident thereto, civil actions for the enforcement of any violation of restrictive covenants applicable to Stonebrook Farm Subdivision, now or hereafter, or for any complaint, annoyance or nuisance to any member of this Corporation arising out of Stonebrook Farm Subdivision for which a civil action may exist for abatement, damages or relief.

ARTICLE VIII

OFFICERSSection 1. Names.

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be a Director of the Corporation.

Section 2. President.

The President shall be the chief executive officer of the Corporation, and, subject to control by the Board of Directors, shall with the Secretary execute all documents in the normal course of the business of the Corporation. The President shall preside at all meetings of the Board of Directors and members.

Section 3. Vice President.

The Vice President, in the absence of the President, shall perform the duties of the President.

Section 4. Secretary.

The Secretary shall keep the minutes of meetings of the Board of Directors and the members shall be custodian of records of the Corporation. The Secretary together with the President, shall execute all documents in the normal course of the business of the Corporation.

Section 4.1 Treasurer

The Treasurer shall have custody of all funds and properties of the Corporation and shall keep regular books of account in accordance with accepted accounting practices. The Treasurer shall collect and disburse the funds of the Corporation in such manner as shall from time to time be authorized by the Board of Directors.

Section 5. Election of Officers.

At each successive annual meeting of Homeowners, the Directors shall be elected as indicated herein. The Board of Directors shall then hold an organization meeting within thirty days to elect the slate of officers for the year.

Section 6. Delegation of Duties.

The Board of Directors may delegate to any officer of this Corporation any of the duties hereinabove designated to be performed by any officer, either temporarily or permanently, as long as such powers and authorities shall not be inconsistent with these By-Laws.

ARTICLE IX

MEMBERS

Section 1. Members Qualification.

Every record owner of a fee simple or leasehold interest in any lot in Stonebrook Farm Subdivision shall be a member of the Stonebrook Farm Homeowners Association, Inc. Any person or entity who holds such an interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from the ownership of any lot the subject of the Restrictive Covenants applicable to Stonebrook Farm Subdivision.

Section 2. Number of Votes.

At all meetings of the members, each member shall be entitled to one (1) vote; provided, however, that where several members own a lot or lots as tenants in common, then the combined membership of such lots shall be entitled to only one (1) vote, it being the intention hereof that each residence owning an aggregate grouping of lots shall have only one (1) vote at all meetings of the membership. 'Lots' as used in these By-Laws shall refer to a residence or combined number of lots owned by one (1) owner or owners. In the event of a vacant lot or lots on which no residence has been constructed, then each of such lots shall be entitled to one (1) vote as though a residence had been constructed thereon.

Section 3. Appeal.

An member aggrieved by any enforcement of any rule or regulation of the Board of Directors may appeal to the membership at a special meeting called for such purpose for reversal of the action of the Board of Directors.

Section 4. Annual Meeting.

An annual meeting of the members shall be held on a date specified by vote of the Board of Directors of each year at such time and place as shall be specified in the notice of the meeting. Special meetings of the members

may be called on notice given by the President, any two (2) Directors, or ten (10%) percent of the members.

Section 5. Quorum.

Twenty-five (25%) percent of the members of this Corporation at any annual or special meeting of the membership shall constitute a quorum for the transaction of any business which may come before the membership. A majority of the above defined quorum present at any such meeting may decide any matter which may come before the membership. Personal attendance at a meeting of the members shall be deemed a waiver of written notice hereinabove required.

Section 6. Removal of Directors.

Any or all directors and officers from time to time serving the Corporation may be removed by the members of the Corporation by a majority vote of such members at a meeting called for such purpose after thirty

Section 7. Compensation of Officers and Directors.

No officer or director shall receive compensation for his services to this Corporation. However, any director or officer may be reimbursed for his actual expenses incurred in the performance of his duties pursuant to resolution and action by the Board of Directors.

ARTICLE X

TRANSFER OF MEMBERSHIP

Section 1. Direct Sales to Home Purchasers.

Any member selling his lot shall be entitled to sell his membership to the purchaser of his lot, subject to payment of all dues then due by such member.

Section 2. Dues and Assessments.

Dues and assessments to support the operation and maintenance of any facilities of the Corporation and its programs shall be in an amount recommended by the Board of Directors at each annual meeting of the members and approved by the members. Nonpayment of dues shall bar a member from the exercise of the privileges of membership of a member.

Section 3. Nonpayment of Assessments.

No membership shall be transferred or approved by this Corporation unless the transferring member shall then be current with all dues assessed by the Board of Directors, and the purchaser of any lot for which past due dues exist shall not be recognized as a member of this Corporation until such charges have been paid in full.

Section 4. Delinquent Dues.

The Board of Directors shall have the power to revoke the membership of any member who shall be delinquent in payment of his dues in the amount authorized to be collected by the Board of Directors. The Board of Directors shall be authorized to grant such grace periods for the payment of dues for membership as the Board of Directors deems advisable in accordance with policies uniformly applied.

ARTICLE XI

SUSPENSION OF MEMBERSHIP

The Board of Directors may suspend or revoke the membership rights of any member upon finding that any member has violated these By-Laws or rules and regulations of the Corporation. Any member against whom such action is taken under this Article shall be given at least five (5) days' advance notice of the proposed action and shall be provided an opportunity to be heard at a meeting of the Board of Directors. Any member whose privileges have been revoked by the Board may file a written petition for a meeting of the membership for the purposes of reviewing the action of the Board of Directors.

ARTICLE XII

MISCELLANEOUSSection 1. Amendments.

These By-Laws may be amended by a majority of the members at a meeting called for said purposes at least thirty (30) days in advance thereof. In the event that a majority of the members fail to attend such a meeting for such purposes, then another meeting shall be called - (30) days thereafter and a three-fourths (3/4) vote in favor of an amendment to these By-Laws by those members who do attend such meeting thirty (30) days thereafter shall be effective for the enactment of such amendment.

Section 2. Bank Accounts.

All funds of the Corporation shall be deposited in such banks as the Board of Directors may select and designate by resolution as the official depository of the Corporation.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall commence on the first day of July and end on the last day of June of each calendar year.

Section 4. Notices.

Any notice of any meeting required to be given to any Director or member may be waived in writing by the signature of the party to receive such notice, either before or after the meeting, which waiver need not specify the business transacted at the meeting or the purpose thereof.

Section 5. Informal Action by Members or Directors.

Any action required by law to be taken at a meeting of members or directors, or any action which may be taken at a meeting of the members or directors, may be taken without a meeting if a consent in writing setting forth the action taken is signed by the members or directors entitled to vote with respect to the subject matter thereof.

Section 6. Proxies.

At any meeting of the members, a member entitled to vote may vote by a lawfully executed proxy, executed in writing by the member or his duly authorized attorney-in-fact.

Section 7. Voting by Mail.

Where directors are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 8. Nominating Committee.

The Board of Directors, prior to any annual meeting of the members at which new officers and directors are to be elected, may name a Nominating Committee for the purposes of making nominations to the members at such annual meeting. Nothing contained herein shall prevent any nomination from being made from the floor at any such meeting.

ARTICLE XIII

RESTRICTIVE COVENANTS

Any Restrictive Covenants which are now or in the future applicable to all or a majority of all lots in Stonebrook Farm Subdivision, Greenville, South Carolina, shall be and are hereby included as a part and parcel of these By-Laws. Any provision or condition contained in such Restrictive Covenants which contradict the terms and conditions of these By-Laws shall prevail.

ARTICLE XIV

INDEMNIFICATIONS AS TO OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer and director or former officer and director of this Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings in which he is made a party by reason of being or having been such an officer or director, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross misconduct in the performance of duty.

ARTICLE XV

ASSESSMENTS

Section 1. Obligations.

As is more fully provided in the Restrictive Covenants, each member is legally obligated to pay to the Corporation annual assessments for each lot the subject of such assessments, which are 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. The initial assessments of this Corporation shall be in the sum of _____ Dollars per annum, but such amount is subject to increase or reduction by the Board of Directors and the members as hereinabove provided.

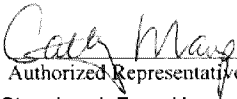
ARTICLE XIII

Section 2. Duty to Determine Amount.

It shall be the duty of the Board of Directors from time to time elected to arrive at the amount of the assessment pursuant to the Restrictive Covenants hereinabove provided and to make recommendations to the annual meeting of the members as to such amount or amounts.

The undersigned, being all of the Officers and Directors of the above-named Corporation, do hereby ratify and adopt the foregoing Bylaws as and for the Bylaws for the regulation of the affairs of said Corporation.

April 6, 2003


Authorized Representative

Stonebrook Farm Homeowners Association Inc

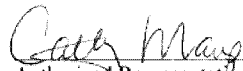
Filed this 10th day of January, 2019

EXHIBIT A

Mark E. Tomaszek

- SEAT #1 TERM EXPIRES 31 DEC 2003 or UNTIL SUCCESSOR ELECTED-
Currently held by Larry Friddle
- SEAT #2 TERM EXPIRES 31 DEC 2004 or UNTIL SUCCESSOR ELECTED-
Currently held by Charles Snyder
- SEAT #3 TERM EXPIRES 31 DEC 2004 or UNTIL SUCCESSOR ELECTED-
To Be Elected
- SEAT #4 TERM EXPIRES 31 DEC 2005 or UNTIL SUCCESSOR ELECTED-
To Be Elected
- SEAT #5 TERM EXPIRES 31 DEC 2006 or UNTIL SUCCESSOR ELECTED-
To Be Elected

Filed this 10th day of January, 2019


Authorized Representative
Stonebrook Farm Homeowners Association Inc