

BY-LAWS  
OF  
THE REFLECTIONS OWNER'S ASSOCIATION, INC.  
AS AMENDED DECEMBER 8, 2011

ARTICLE I

NAME AND LOCATION. The name of the corporation is The Reflections Owner's Association, Inc., hereinafter referred to as the "Association." The principal office of the corporation shall be located at "Reflections," Richland County, South Carolina but meetings of members and directors may be held at such places within the State of South Carolina, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to The Reflections Owner's Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the 'Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any improved or unimproved parcel of land shown upon any recorded final subdivision, parcel or area map of any part of the Reflections project with the exception of the Common Area as heretofore defined.

Section 5. "Unit" shall mean and refer to any building or portion thereof situate upon the properties intended for use and occupancy by a single family and shall include, but not be limited to, townhouses, flats, patio homes, garden apartments, and detached dwellings including condominium units. Nothing herein shall be contemplated to require the establishment of any such Unit.

Section 6. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot or Unit, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

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Section 7. "Declarant" shall mean and refer to Environmental Resorts, Incorporated, a South Carolina corporation, as heretofore referred to, its successors and assigns if such successors and assigns should acquire any portion of the Properties from Environmental Resorts, Incorporated for the purpose of development and are designated by Environmental Resorts, Incorporated as a declarant for the purpose hereof by a duly written instrument.

Section 8. "Declaration" or "this declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions to be recorded in the Office of the Clerk of Court for Richland County, South Carolina, as the same may be amended from time to time, together with any and all supplementary declarations which may be recorded from time to time pursuant to the provisions of Article XII of said Declaration or any other provisions of said Declaration.

*(Amended to correct typographical error. "Article X II" as incorrectly typed" Article II.")*

Section 9. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE 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, at the hour of seven o'clock, p.m. If the day of the annual meeting of the members is a legal holiday, the meeting will be held at the same hour of 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) vote of the membership.

*(Amended to delete reference to "Class A" membership" a class which was eliminated on July 1" 1985.)*

Section 3. Notice of Meetings. 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 mailing a copy of such notice, postage prepaid, 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 a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the membership shall constitute a quorum for any 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 and represented.

*(Change the numbers required to constitute a quorum from 1/10th of voting members to a majority of voting members. )*

Section 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 conveyance by the member of his Lot or Unit.

#### ARTICLE IV BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors who shall be members of the Association. The Board shall consist of two (2) members until the first election and nine (9) members thereafter.

*(Deleted the words 1. . . need not be members of the Association. )*

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 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 successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his 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 actual expenses incurred in the performance of his 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 AND ELECTION OF DIRECTORS

Section 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 Chairman 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 must be from among members.

*(Changed the requirement that the Board of Directors appoint the Nominating Committee. Deleted the provision that permitted nominations to include nonmembers of the Association. )*

Section 2. Election. Election to the Board of Directors shall be 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 MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly 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, then that meeting shall be held at the same time of the next day which is not a legal holiday.

*(Deleted the words "without notice" from the first sentence as unnecessary inasmuch as the day, time and place of regular meetings for the year are determined at the first Board meeting in January and announced in the minutes of that proceeding. )*

Section 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 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.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) 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;

(b) suspend the voting rights and right to use the 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 sixty (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; and

(e) employ a manager, an independent contractor, or such other employees it deems necessary, and to prescribe their duties.

*(Corrected the language so that "it deem" is substituted for "they deem.")*

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 of the members who are entitled to vote;

*(Deleted reference to Class A membership.)*

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

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

(1) fix the amount of the annual assessment against each Lot or Unit 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 an action at 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, certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

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

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

(g) cause the Common Area to be maintained.

### Section 3. Code of Conduct.

- (a) Beginning with the December 2011 election, all ROA Board members shall be required to agree, in writing, to comply with the provisions of the Code of Conduct, the details of which shall be prescribed by Rule.
- (b) The Code of Conduct agreements for each Board member shall be available for public inspection in the ROA office during normal business hours.
- (c) The Board of Directors is authorized to sanction a Board member upon a written finding of substantial non-compliance with the Code of Conduct during a regular, or special, Board Meeting.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. 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 by resolution create.

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 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 at 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 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; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments 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; 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

(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 promissory notes of the Association; keep proper books of account; 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 represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Signing Checks. Any two of the Board officers are authorized to sign checks.

## ARTICLE IX COMMITTEES

The Board of Directors shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Chairman as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

*(Changed to provide that the Board of Directors~ not the Association~ shall appoint the Architectural Committee~ as provided by the Declaration. Conform provision to amended Article V~ Section 1.)*

## ARTICLE X 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 principal office of the Association, where copies may be purchased at reasonable cost.

## ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special 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. If the assessment is not paid within fifteen (15) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight (8%) percent per annum, 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, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot or Unit.

## ARTICLE XII CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: "THE REFLECTIONS OWNER'S ASSOCIATION, INC.," or an appropriate abbreviation thereof.

## ARTICLE 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.

*(Deleted the requirement that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership for the reason that there is no longer a Class B membership. )*

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 all of the directors of The Reflections Owner's Association, Inc., have hereunto set our hands on this 4th day of April, 1977.

W. T. Gregory  
Edward K. Butler

## CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected and acting secretary of The Reflections Owner's

Association, Inc., a South Carolina corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 4th day of April, 1977.

Charles L. Bates  
Secretary  
Dennis Reeder  
Secretary on December 14, 1993

### CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am duly elected secretary of The Reflections Owner's Association, Inc., a South Carolina corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 4th day of April, 1977 and additions duly adopted at a meeting of the Board of Directors thereof, held the 8th day of December, 2011.

ATTESTED THIS DAY: October 8, 2014

Anna T Blythe  
Anna T. Blythe, Secretary

Rick Gray  
Rick Gray, President

SWORN to before me this 8<sup>th</sup> day of October, 2014

Notary Public for South Carolina

My Commission Expires 5/30/2023

Margaret A. Perry