



Timothy J. Hanney

BY-LAWS OF

WALNUT RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE 1

NAME AND LOCATION

The name of the corporation is Walnut Ridge Homeowners Association, hereinafter referred to as the "Association." The principal office of the corporation shall be located at the place identified in the Articles of Incorporation, but meetings of members and directors may be held at such place within the State of South Carolina, County of Greenville, as may be designated by the Board of Directors.

ARTICLE 2

DEFINITIONS

2.1. "Association" shall mean and refer to the Walnut Ridge Homeowners Association, its successors and assigns. The Association shall have such functions as may be more particularly described in the Declaration.

2.2. "Property" shall mean and refer to that certain real property described in the Declaration, as amended from time to time, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

2.3. "Common Property" or "Common Area" shall mean all real or personal property owned by the Association for the common use and enjoyment of the Owners.

2.4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Unit located within the Community; excluding any person holding such interest merely as security for the performance or satisfaction of any obligation.

2.5. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Walnut Ridge dated 15th day of July 2014 as amended, and as amended from time to time, applicable to the Property and recorded in the Office of the Register of Deeds for Greenville County, South Carolina on 15th day of July, 2014 at Deed Book 2447, Pages 5562 - 5595.

2.6. "Community" shall mean the Property to which the Declaration applies, and such additions to that property as may be made by the Association pursuant to the Declaration.

2.7. "Member" shall mean and refer to every person who is a member of the Association. Every person who is record Owner of a fee or undivided fee interest in any Unit that is subject to assessment by the Association, but excluding persons who hold an interest merely as security for the performance of any obligations, shall be a Member of the Association. Ownership of such interest shall be the sole qualification for such membership.

2.8. "Membership" shall mean all of the then current Members of the Association.

2.9. "Unit" is a portion of the Property, whether improved or not improved, which may be independently owned and conveyed. Each separately platted unit shall be deemed to be a separate Unit, regardless of the number of uses on such unit. The term shall refer to the land, if any, which is part of the Unit as well as any improvements thereon. In the case of a portion of the Property intended and suitable for subdivision but as to which no final unit subdivision map has been filed, such property shall be deemed to be a single Unit until such time as a final unit subdivision map is filed of record with respect to all or a portion of the property. This term shall not include Common Area, or property dedicated to the public. The ownership of each Unit shall include, and there shall pass with each Unit as an appurtenance thereto (whether or not separately described), all of the right, title, and interest of an Owner in the Common Area supporting said Unit and membership in the Association.

ARTICLE 3 MEETING OF MEMBERS

3.1. Annual Meetings. The regular annual meeting of the Members shall be held on approximately the same day of the same month of each year, as determined more specifically by the Board of Directors. All meetings of Members shall be conducted according to the most current edition of Robert's Rules of Order.

3.2. Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of the Members who are entitled to vote one-third (1/3) of all of the votes of the Membership.

3.3. 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 or electronic mailing, or in-hand delivering a copy of such notice, at least fourteen (14) 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.

3.4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, a majority of Members 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 or be represented.

3.5. 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 of the Association not later than noon on the day of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Unit.

3.6. Voting. Members shall have such voting rights as are described in and consistent with the Declaration, which is incorporated herein by reference thereto. All other owners shall be entitled to one (1) vote for each Unit owned, regardless of the number of Units used to create one residence. Except as otherwise set forth in the Declaration or the Articles of Incorporation of the Association, every act or decision done or made by a majority of the Membership present at a duly held meeting at which a quorum is present shall be regarded as the act of the Members.

3.7. Action Taken Without a Meeting. The Members 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 Members. Any action so approved shall have the same effect as though taken at a meeting of the Members.

ARTICLE 4

BOARD OF DIRECTORS

4.1. Number. The affairs of this Association shall be managed by a board of five (5) directors ("Board of Directors"), who must be Members of the Association.

4.2. Term of Office. All director positions shall be elected for two (2) year terms. For continuity of the Board and Management of the Association, three (3) Board positions shall be elected in even numbered years and two (2) Board positions shall be elected in odd numbered years.

4.3. Resignation. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining persons serving on the Board of Directors and shall serve for the unexpired term of his or her predecessor.

4.4. Removal. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association.

4.5. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE 5

NOMINATION AND ELECTION OF DIRECTORS

5.1. 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 Chairperson, who shall be a member of the Board of Directors, and two (2) or more members of the Association. These other members of the Nominating Committee may be current Directors. The Nominating 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 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. Members may make recommendations to the Nominating Committee.

5.2. Election. Except as otherwise provided herein election to the Board of Directors shall be by secret written ballot. Unless otherwise set forth in these Bylaws or in the Declaration, at such election, the Members or their proxies may cast, in respect to each vacancy, one vote for each Unit owned. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE 6

MEETING OF DIRECTORS

6.1. Regular Meetings. Regular meetings of the Board of Directors shall be held at regular intervals, with or without notice, at such place and hour as may be fixed from time to time by the Board of Directors.

6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any three (3) directors, after not less than three (3) days notice to each director. Notice may be by mail, telephone or other electronic means subject to rules and regulations that may be imposed by the Board of Directors.

6.3. Quorum and Voting. 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 of Directors.

6.4. 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 7

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Property 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 the Common Property 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 the Association, including, but not limited to, the right sign all leases, mortgages, deeds and other written instruments or contracts;

(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) legitimate matters; and

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

7.2. 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-third (1/3) 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 properly performed;

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

(1) fix the amount of the annual assessment and any other assessment permitted by the Declaration against each Unit; provided, however, that the Board may increase the total annual assessment by not more than fifteen (15) percent in any one year. If the Board wishes to increase the annual assessment by a greater amount, the Board shall submit the proposal to the Members at a meeting for approval by a two-thirds (2/3) majority vote of a properly called and convened meeting of the Members;

(2) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the 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, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors 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 or on insurable improvements which the Association is obligated to maintain, if any;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, and the Board of Directors shall obtain, if reasonably available, directors' and officers' liability insurance;

(g) cause the Common Property and the exterior of residences to be maintained.

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

ARTICLE 8

OFFICERS AND THEIR DUTIES

8.1. 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.

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

8.3. Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.

8.4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time upon giving written notice to the Board of Directors, 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.

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

8.6. 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 3 of this Article.

8.7. Duties: The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors and Association Membership; shall see that orders and resolutions of the Board of Directors are carried out; in addition to the authority of the Board of Directors set forth in Article VIII, Section 1(c), shall have the authority to sign all leases, mortgages, deeds and other written instruments or contracts and shall co-sign checks and promissory notes.

(b) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors 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 of Directors.

(d) Treasurer. The Treasurer or a Board appointed designee 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; 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 9

COMMITTEES

Per the Declaration, the Association shall appoint an Architectural Review Board, at such time, and in such manner and with such duties and powers as is provided with greater specificity in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate to carry out its purpose.

9.1. The Committees shall be as follows:

(a) Architectural Review Committee (ARC). The ARC shall consist of a Chairperson, who shall be a member of the Board of Directors, and two (2) or more members of the Association. These other members of the Committee may be current Directors. This Committee shall carry out the duties and enforcement as further defined in the Declaration.

(b) Landscape Committee. This Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two (2) or more members of the Association. These other members of the Committee may be current Directors. This Committee shall carry out the duties as assigned by the Board of Directors relative to the maintenance of the Association common areas.

ARTICLE 10

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 11

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and other assessments (including, but not limited to any assessments associated with the amenity areas or Use Agreement) 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 the time specified on any invoice or by the Board of Directors, the assessment shall bear interest at the per annum percentage rate determined by the Board of Directors on the principal amount due, or the maximum rate permitted by law, whichever is less, 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 therein by non-use of the Common Property or abandonment of his Unit. Other types of assessments may be made, as deemed appropriate by the Association.

ARTICLE 12

AMENDMENTS

12.1. By-Laws for the Association shall be established as soon as practical by the Board of Directors of the Association of the Development period has ended.

12.2. The By-Laws will be adopted at an Annual Meeting of the Membership and established by a vote of a two-thirds of a quorum of members present in person or by proxy.

12.3. The By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a two-thirds of a quorum of members present in person or by proxy.

ARTICLE 13

MISCELLANEOUS

13.1. 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 and end December 31st of the incorporation year..

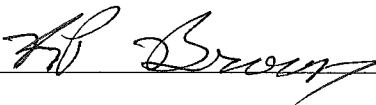
13.2. Rules regarding the rights and obligations of Members, as well as rules regarding the Association, are stated in the Declaration, which Declaration is hereby incorporated by reference and by such act the Declaration, as it may be amended from time to time, is expressly made a part of these Bylaws.

These By-Laws are hereby certified to be the By-Laws of the Corporation.

February 7, 2019

WALNUT RIDGE HOMEOWNERS
ASSOCIATION, INC.

By:

A handwritten signature in cursive script, appearing to read "H. Brown", is written over a horizontal line.

Its: President