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STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF DORCHESTER )

AFFIDAVIT LINDA T. MESSERVY  
DORCHESTER COUNTY, SC

WHEREAS, the Declaration Of Covenants, Conditions And Restrictions Whitehall Amenity Association, Inc., were filed by Whitehall Property Owners Association, Inc., Liberty Life Insurance Company, and Mid-Atlantic Development Company of Charleston, L.L.P., as Declarant, by Declaration dated May 17, 1999, and recorded in Book 2251, Page 217, in the RMC Office for Dorchester County (the "Declaration"); and

WHEREAS, the Declaration was to have contained the By-Laws of Whitehall Amenity Association, Inc., as Exhibit "A", which were inadvertently omitted; and

WHEREAS, Whitehall Amenity Association, Inc., wishes to record the By-Laws.

NOW, THEREFORE, Whitehall Amenity Association, Inc., does hereby record the within By-Laws which shall be appended to as Exhibit "A" to the above-referenced Declaration recorded in Book 2251, Page 217, in the RMC Office for Dorchester County.

IN WITNESS WHEREOF, I, Jeffrey R. Schwartz, being the Secretary of Whitehall Amenity Association, Inc., hereunto have set my Hand this 24 day of December, 1999.

WITNESSES:

WHITEHALL AMENITY  
ASSOCIATION, INC.

Marcy Blitch  
First Witness Signs Here

By: Jeffrey R. Schwartz  
Jeffrey R. Schwartz

Jeffrey R. Schwartz  
Notary Signs Here As Witness

Its: Secretary

STATE OF SOUTH CAROLINA )  
 )  
COUNTY OF DORCHESTER )

I, the undersigned Notary Public for the State of South Carolina, do hereby certify that Whitehall Amenity Association, Inc., by Jeffrey R. Swartz, its Secretary, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Subscribed to and sworn before me this 24<sup>TH</sup> day of ~~DECEMBER~~, 1999.

Kathleen K. Swartz  
Notary Public, State of SC

My commission expires: 11/2/09

**(EXHIBIT A)**

**BY-LAWS  
OF  
WHITEHALL AMENITY ASSOCIATION, INC.**

**ARTICLE I**

**NAME AND LOCATION.** The name of the corporation is WHITEHALL AMENITY ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 8663 Laurel Grove Ln + 4305 N; Charleston, South Carolina, but meetings of members and directors may be held at such places within the State of South Carolina, County of Dorchester, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

The defined terms as set forth in the Declaration to which these By-Laws are attached are herein incorporated by reference and shall have the same meaning herein as set forth in the Declaration.

**ARTICLE III**

**MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be as determined by the Board of Directors 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 a time set by the Board of Directors. 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 five (5%) percent of all the votes of the Class A membership.

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 ten (10) days but not more than sixty (60) 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, thirty (30%) percent of the total votes of the membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding

meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

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. A proxy will be valid for eleven (11) months unless otherwise provided; however, a proxy may not be valid for a period of more than eleven (11) months from the date of execution

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

Section 1. Number - Term. The affairs of this Association shall be managed by a Board of seven (7) directors, who need not be Members of the Association unless otherwise provided. The initial seven (7) directors shall be as follows:

(a) President or duly designated representative of Whitehall Property Owners' Association, Inc. ("Whitehall"). Term - Term of office of President.

(b) Whitehall Representative. This director will initially be appointed by the President of Whitehall to serve until the Whitehall representative can be elected by Whitehall at its annual meeting, provided the director elected must be a Class A member of the Association. Term - three (3) years.

(c) President or duly designated representative of the Vineyards and

Meadows Property Owners Association, Inc. ("Vineyards and Meadows"). Term - Term of Office of President.

(d) Vineyards and Meadows Representative. This director will initially be selected by the President of the Vineyards and Meadows until the Vineyards and Meadows director can be elected at the annual meeting of the Vineyards and Meadows Association, provided that the director must be a Class A member of the Association. Term - three (3) years.

(e) MADC Director. Two (2) directors appointed by MADC until such time as it has sold seventy-five percent (75%) of the lots to be developed within its property, at which time the two (2) directors shall be (i) the President or duly designated representative of the Homeowners Association created by MADC. Term - Term of office of President, and (ii) a MADC representative to the board elected at the annual meeting of the Association to be created by MADC. Term - three (3) years.

(f) Liberty Director. One director appointed by Liberty to serve until Liberty has sold all Lots subject to this Declaration and thereafter, this director on the board shall be selected by MADC until it has sold all Lots subject to this Declaration; provided, however, in the event Liberty/MADC have not sold all of their lots within seven (7) years from the date of the within By-Laws, this director shall resign within thirty (30) days of said date or thirty (30) days from the date that Liberty/MADC no longer owns any lots. The remaining directors shall elect a director to fill the

unexpired term (to the date of the next annual meeting) , which will then be rotated, as hereinafter provided. This position on the Board will be designated Rotating Representative.

Section 2. Rotating Representative. The Rotating Representative shall have a two (2) year term and rotated among a representative from Whitehall, Vineyards and Meadows, and the Association to be formed by MADC. The respective Homeowners Associations shall elect the director to fill this vacancy on the Board with Whitehall having the first full term, Vineyards and Meadows the second full term, and a representative from the Association to be formed by MADC for the third full term.

Section 3. Removal. 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. Members of Whitehall may remove their Director without cause. Members of Vineyards and Meadows may remove their Director without cause. Liberty/MADC shall have the right to remove their Directors without cause. The Association to be formed by MADC may remove their Director without cause. If one of these organizations removes a Director without cause, that organization may name another Director to serve for the unexpired term of the Director removed.

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. 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 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. Such nominations may be made from among Members or non-Members.

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

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held as set by the Board at such place and hour as may be fixed from time to time by resolution of the Board. Should any meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

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 power to:

(a) adopt and publish rules and regulations governing the use of the Amenity 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 of 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;

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

(f) set special fees and charges for use of Common Areas including but not limited to rental fees for special events, guest fees and storage fees; and

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 ( $\frac{1}{4}$ ) of the Class A 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 against each Lot 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 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 for 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 Amenity Area to be maintained, and the maintenance of security gates or security system, any fence, landscaping and buffering within any Common Area. Said Common Area may, in the future, include drainage facilities, detention ponds and other areas which will be subject to maintenance by the Association; and

(h) set the Initiation Fee and Annual Fees for Class C members. Every member of Whitehall Property Owners Association, Inc. and The Vineyards and Meadows Owners Association, Inc. who elect not to subject their lots to the within Declaration may elect to become a Class C member so long as they pay the Initiation Fee and the monthly fees due.

(i) A Class D membership can be terminated at any time by a decision of the Board of Directors and upon at least thirty (30) days notice being given to the Class D member. There will be no rebate of any initiation fees paid by Class D members unless the Board terminates the membership during the first year, in which event, the initiation fee will be prorated.

## **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 of

Directors 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. The Board may remove any officer from office with or without cause. Any officer may resign at any time by 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 the 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 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 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; 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 presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

**ARTICLE VI****INDEMNIFICATION**

To the fullest extent allowed by applicable South Carolina law, the Association shall indemnify every officer of the Association and director of the Association against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred by any officer or director in connection with any action, suit, or other proceeding to which such officer or director may be a party by reason of being or having been an officer or director. The officers and directors shall not be liable for any mistake of judgment, negligent, or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such

officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. This indemnification shall also include attorney's fees and expenses incurred in enforcing this indemnification. The Association shall maintain adequate general liability and officers' and directors' liability insurance to fund this obligation, if such coverage is reasonably available;

#### **ARTICLE X**

#### **COMMITTEES**

The Board of Directors shall appoint a Grounds Committee and a Nominating Committee. In addition, the Board of Directors 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 time, 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 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 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. Any assessment not paid within ten (10) days of its due date shall be subject to a late fee of five percent (5%) of the amount due. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen (18%) per cent 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 attorneys 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 non-use of the Common Area or abandonment of his Lot.

## **ARTICLE XIII**

### **CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words WHITEHALL AMENITY ASSOCIATION, INC.

**ARTICLE XIV**

**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 XV**

**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, I, JEFFREY R. SWARTZ, being the secretary of the WHITEHALL AMENITY ASSOCIATION, INC., have hereunto set my hand this 30<sup>TH</sup> day of NOVEMBER, 1999.

WITNESSES:

Katherine K. Smith  
Marcy Blitzer

JE Swartz

STATE OF SOUTH CAROLINA  
COUNTY OF DORCHESTER  
Filed for record this 17th  
Day of Feb. 2000  
at 10:39 AM M and recorded  
in book 2370 page 140  
LINDA T. MESSERVY  
REGISTER OF MESNE CONVEYANCES