

# Foxcroft Homes Association, Inc. Bylaws

*approved at the Homeowner's Meeting on January 22, 2023*

## 1.0 Membership

1.1 Every person being a record owner after February 1 of each year of any lot in that subdivision known as Foxcroft in Greenville County, near the City of Greenville, South Carolina, or any extensions or additions thereto which may hereafter be submitted to the jurisdiction of this corporation, or any person who shall reside on any such lot after such date under a contract or agreement to purchase, shall be a Member of the corporation for the remaining portion of that ensuing year. Payment of dues and assessments imposed against any lot owned by such member or occupied by such member for any portion of the year will be prorated and will start at the beginning of the first full month of ownership or residency under contract to purchase. It shall be the responsibility of the seller and purchaser to make all necessary prorations. The dues and assessments shall be the responsibility of the owner for any property.

1.2 Membership of any person shall lapse and terminate when such person ceases to be a lot owner or to reside upon any lot within the area described in the previous section.

1.3 (a) Each member shall be personally liable for payment of the dues and assessments imposed against any lot owned by such member or occupied by such member during the period of such membership. Annual dues shall be fixed by the Board of Directors as deemed expedient and necessary at the annual membership meeting and are due to be paid on the first day of February of each year.

(b) The penalty for late payment of dues will be \$10 per month from February of the year the dues through April of that year (three months). After that, there will be a \$40 per month penalty added to the account until the dues and all accrued penalties for that year are paid. The same schedule will apply for each dues payment that is late and will increase the amount owed for each year that dues are not paid. All dues payments will be applied to the dues and penalties in the order they occur.

Accrual of late penalties may be waived by the treasurer based on conversations with the affected homeowner provided the homeowner makes a good faith effort to pay late dues and penalties. Once penalties have been assessed the can only be removed by a two-thirds vote by the board on the recommendation of the treasurer.

1.4 Each member shall be entitled to the use of the Foxcroft clubhouse, pool, tennis courts and

other facilities of the corporation, subject to its rules, regulations and By-Laws.

- 1.5 Upon finding that said person has violated the By-Laws or rules and regulations of the corporation or has abused the corporation property, the Board of Directors may deny any individual the use of the corporation facilities for a reasonable period of time.
- 1.6 For any lots subsequently acquired by any governmental entity, the membership rights applicable thereto shall be transferred to the corporation. The Board of Directors may thereafter lease these rights on terms and conditions adopted by the Board with three-fourths (3/4) approval.
- 1.7 The corporation assumes no responsibility and no member or guest shall have any claim against the corporation, for accidents or injuries or for property of any party that may be brought or left on the premises.

## 2.0 Voting and Property Rights

- 2.1 Each member shall have one vote for each lot owned or for each lot upon which such member shall reside as set out in the Membership section.
- 2.2 When more than one person has an interest in any lot, all such persons shall be members, but the voting rights of each such persons shall be equal only to his interest in said lot to the end that in no event shall more than one vote be represented by all the persons having an interest in any one lot.
- 2.3 The term "voting membership" refers to the voting power of the members, to the end that the total voting membership shall be equal to the total number of lots in the area set out the Membership section.
- 2.4 Each member shall have an interest in all the property owned by the corporation as is represented by the ratio of the number of votes to which such member is entitled to the voting membership, which interest shall be appurtenant to the property owned by such member.
- 2.5 The voting rights extended under Section 2.1 herein shall not be extended to any membership rights leased by the corporation in accordance with section 1.6 herein.

## 3.0 Corporate Functions

- 3.1 The corporation is organized for the purposes outlined in the Foxcroft Protective Covenants.
- 3.2 This corporation is not organized and it shall not be operated for pecuniary gain or profit and it shall have no capital stock.

## 4.0 Board Of Directors

- 4.1 The corporate powers shall be vested in a Board of Directors that shall control all the affairs of the corporation and serve without compensation. The directors shall be members of the corporation and make and amend rules and regulations for the use of corporation property and facilities.
- 4.2 The Board of Directors shall consist of not less than fourteen (14) persons, a majority of such directors shall constitute a quorum for the transaction of business. For the proper carrying out of the corporation functions and responsibilities it is recommended that the Board consist of the following officers and directors:
  - ◆ President
  - ◆ Vice President
  - ◆ Treasurer
  - ◆ Secretary
  - ◆ Social Director
  - ◆ Clubhouse Director
  - ◆ Architectural Director
  - ◆ IT Director
  - ◆ Newsletter Director
  - ◆ Athletic Director
  - ◆ Community Relations Director
  - ◆ Grounds Director
  - ◆ Security Director
  - ◆ Pool Director
- 4.3 Directors shall be elected annually by the membership at the annual meeting of the members and shall hold office for a period of two (2) years and until their successors have been elected and qualified.
- 4.4 Any person shall hold a maximum of two consecutive terms of any officer or director position.
- 4.5 A maximum of six new directors should be elected each year to serve with the remaining directors continuing their terms. This is to provide management continuity for the Association.
- 4.6 To provide further management continuity a Vice President should be elected by the Board from among the Board members with one year of board experience. The Vice President would serve as the next President.
- 4.7 Any Director with three consecutive unexcused absences from the Board of Directors meetings shall be replaced by a majority vote of the Board.
- 4.8 Vacancies in the Board of Directors shall be filled by a majority vote of the remaining Directors even though less than a quorum. An appointed Director holds office during the unexpired term of their predecessor.
- 4.9 The Board of Directors shall have the power to:
  - (a) call special meetings of the members whenever it deems necessary and at any time upon written request of one-third (1/3) of the voting membership.
  - (b) appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their

compensation, and require of them such security or fidelity bond as it may deem expedient.

(c) manage and control the affairs and business of the corporation, and to exercise all powers, duties and authorities vested in or delegated to the corporation.

(d) fix, impose and remit penalties for violations of the By-Laws, rules and regulations of the corporation.

4.10 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 full statement to the members of the annual meeting when such is requested by one-third (1/3) of the voting membership.

(b) supervise the activities of all corporation officers, agents and employees including an annual audit.

4.11 Directors' meetings:

(a) The annual meeting of the directors shall be held following the annual meeting of the members.

(b) Other meetings of the directors shall be held when called by any officer of the corporation or by any two directors after not less than three days notice to all directors and officers.

(c) The directors should establish a schedule of regular monthly meetings throughout the year and if such time is established no notice of such meetings is necessary.

4.12 Any penalties issued by the Board to its members for violations of the bylaws, rules and regulations of the Corporation as authorized by Section 4.9(d) of the HOA Bylaws shall be done so in accordance with the following procedure:

a) A 2/3 Majority of the Board must approve the assessment of a penalty for violations of the bylaws, rules and regulations of the Corporation. This vote must occur at a regularly scheduled meeting of the Board and cannot be done electronically.

b) Once the Board has approved the assessment of a penalty, the President and Vice-President shall present the member against whom the penalty is issued a written Notice of Intent to Assess. That notice must be sent by Regular United States Mail within ten (10) days of the meeting at which the assessment was approved.

c) The notice must indicate that the member has fourteen (14) days from the date of the notice to object to the penalty. Objection must be received by the President or Vice-President no later than fourteen days from the date of the notice. If such objection is not received within these fourteen days, then the penalty is deemed approved and shall be immediately assessed. If, however, objection to the penalty is received in a timely manner, then the penalty shall not be assessed pending further compliance with this section.

d) Upon receipt of objection to the penalty, the member against whom penalty is issued shall be invited to appear at the next regularly scheduled meeting of the board, the date of which shall be published in the notice referenced herein. If the member cannot attend that meeting and promptly notifies the Board that they cannot attend, then the invitation shall extend to the meeting immediately following that scheduled meeting.

e) The member against whom the board is assessing the penalty shall be allowed to present any and all information, evidence, and statements in their defense to the Board at the meeting. The Board shall be allowed to ask questions of the member, and vice versa.

f) No vote shall be taken on the penalty at this meeting; however, at the next regularly scheduled meeting, the Board will once again vote on the assessment of the penalty. At that meeting, a 3/4 Majority of the Board must approve the assessment of the penalty. If the Board so approves, then the penalty shall be immediately assessed. If the Board does not so approve, then the penalty shall not be assessed.

g) Once a penalty is assessed, it shall be due and payable no later than thirty days from the date of its assessment. Enforcement of this penalty shall be subject to the same late fee provisions and rules as set forth in sections 1.3(b) and 1.5

## 5.0 Members' Meetings

- 5.1 The regular annual meeting of the members shall be held on the fourth Sunday of January of each year at 2:00 p.m. The Board of Directors may by resolution change the time and date of the annual meeting.
- 5.2 Special meetings may be called by any officer, by any two directors, or by written request of one-third (1/3) of the voting membership.
- 5.3 Notices of any meeting shall be given at least three days in advance to each member in writing by the secretary either personally or by mail and if by mail, such shall be given by sending the notice to the address in the membership directory or to that registered by the members with the secretary if not in the directory. The notice shall specify the time, place, and general purpose of the meeting. Any member who fails to register his address with the secretary waives notice.
- 5.4 Thirty percent (30%) of the voting membership shall constitute a quorum for the transaction of any business, either personally or by proxy.
- 5.5 The acts of a majority of the voting membership, either in person or by proxy, at any meeting shall be valid, provided a quorum is present either personally or by proxy. On non-routine issues it is suggested that the proxies be carefully worded and include a place for a yes or no vote on the issues. Also, provided further that either due notice was given to all members not present or there be filed a waiver of notice or consent to the proceeding before or after the meeting by all non-present members who failed to receive notice. Such waivers or consents shall be made a part of the minutes of the meeting.

## 6.0 Officers

- 6.1 The officers shall be President, Vice President, Secretary, and Treasurer. The President and the Vice President shall be members of the Board of Directors.
- 6.2 All officers shall hold office at the pleasure of the Board of Directors.
- 6.3 The President shall preside at all meetings of the corporation and of Board of Directors, and shall see that orders and resolutions of the Board of Directors are carried out. The President shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the chairperson thereof. The President shall be an ex-officio member of all committees.

6.4 The Vice President shall perform all the duties of the President in his absence, and if both are absent, the Board members present may appoint from among the members, a temporary presiding Director.

6.5 The Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for the purpose and permanently stored in the Clubhouse files. The Secretary shall keep the records of the corporation, and shall record in a book kept for that purpose the names of all members of the corporation together with their addresses as registered by such members. The Secretary shall send out the notices of the meetings of the corporation and of the Board of Directors, and send out minutes of the meetings to the Board of Directors.

6.6 The Treasurer shall receive and deposit in bank accounts authorized by the Board of Directors, all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business of the corporation. The Board of Directors shall always require at least two (2) officers to sign any checks, drafts or other instruments for the payment of money drawn in the name of the corporation. These persons shall be bonded if required by the Board of Directors.

6.7 The Board of Directors may by resolution delegate the powers and duties of any officer to another person selected by them and designate such person to perform any special duties necessary to the operation of said business. The Board of Directors may by resolution appoint assistants to any officer who shall perform such services as are delegated to him/her.

## 7.0 Miscellaneous

7.1 All records of the corporation shall at all times during reasonable business hours be subject to the inspection of any member at the principal place of business of the corporation.

7.2 At all corporate meetings of members each member shall vote in person or by proxy and if by proxy the same shall be in writing and filed with the Secretary.

7.3 Amendments to the By-Laws may be made by the voting membership in a regular meeting assembled, either annual or special, and if special the purpose of the meeting with the amendment must be stated in the notice given to members.