

**TERRA PINES ESTATES
HOMEOWNERS ASSOCIATION
BYLAWS**

Greenville, South Carolina

June XX, 2021

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1) INTRODUCTION

This document defines the Terra Pines Estates Homeowners Association and Bylaws. The Terra Pines Estates Homeowners Association is managed by a Board of Directors. This document is the Bylaws of the Terra Pines Estates Homeowners Association.

2) PURPOSE AND AUTHORITY

The purpose of the Terra Pines Estates Homeowners Association is:

- A. A nonprofit Corporation and is not organized for the private gain of any person, it is organized under the South Carolina Nonprofit Corporation Act;
- B. Provide for source of unity among the homeowners of the areas specified in Section 3;
- C. Work for the improvement, beautification and benefit of the areas specified in Attachment A & B;
- D. Promote overall subdivision property values and enhance curb appeal within the subdivision through support of the Covenants;
- E. Promote and protect the Covenants for the areas specified in Attachment A & B.
- F. Coordinate and work with the TPESTDC for the betterment of the community;
- G. Promote and provide social neighborhood functions;
- H. Promote and preserve architectural control for the areas specified in Attachment A & B.

The HOA shall have the power to do all things necessary or convenient to carry out its affairs including, without limitation:

- A. All duties and responsibilities as set forth in these Bylaws;
- B. To exercise all of the powers and privileges and to perform all of the duties and obligations of the HOA as set forth in the Covenants for Terra Pines Estates and any amendments thereto, hereinafter Covenants applicable to the Property and recorded or to be recorded in the Office of the Register of Deeds of Greenville County, South Carolina and as the same may be amended from time to time, therein provided said Declaration being incorporated herein as if set forth at length;

- C. to adopt a budget and fix, levy and collect all charges or assessments pursuant to the terms of these Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the HOA, including all licenses, taxes or governmental charges levied or imposed against the property of the HOA;
- D. To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the HOA;
- E. To have and to exercise any and all powers, rights and privileges which a corporation organized under the South Carolina Nonprofit Corporation Act by law may now or hereafter have or exercise.

3) AREA OF MEMBERSHIP

The Terra Pines Estates Homeowners Association (HOA) membership area includes lots on the following streets in Greenville County, South Carolina, USA:

- Terramont Drive
- Montero Lane
- Terra Lea Lane
- Compton Drive
- Doyle Drive
- Terra Creek Court
- Terra Court
- Fischer Rd

4) DEFINITIONS

The following words, when used in this Declaration (unless the context shall prohibit) shall have the following meanings.

- **ARC** - Architectural Review Committee
- **BOD** - Officer or Board of Directors Member
- **Community** – The Area of Membership as defined above.
- **Covenants** - Covenants, Conditions & Restrictions for Terra Pines Estates Greenville, SC as defined for Attachment A & B.
- **Declaration** – shall mean and refer to the Declaration of Protective Covenants for Terra Pines Estates, Greenville, South Carolina, as amended from time to time, recorded in the office of the Register of Deeds, Greenville County, South Carolina.
- **GCC** – Greenville County Council
- **HOA** – Terra Pines Estates Homeowners Association
- **Lot** – A plot of land, whether or not developed, as shown on the attached plats, Attachment A & B.
- **Member** – A member is a person in the Area of Membership that has paid dues and dues are current to the Terra Pines Estates Homeowners Association.
- **Membership** – The combined members of the HOA. Membership in this Association is voluntary. A Membership is per household. Each household is limited to one vote.
- **Officer or Board of Directors Member** - An HOA Member elected to serve on the Board of Directors by the HOA Membership.
- **Owner or Property Owner** – The person or persons holding title to a lot or lots as registered with the Office of the Register of Deeds, Greenville County, South Carolina.
- **Real Property** – Defined as shown on plats Attachment A & B
- **TPESTD** - Terra Pines Estates Special Tax District
- **TPESTDC** – Terra Pines Estates Special Tax District Commission
- **Written Notice** - Any email, typed or handwritten note either sent via email, hand delivered or sent via USPS mail.

5) BOARD OF DIRECTORS

The business and affairs of the HOA shall be managed by a Board of Directors of up to seven (7) persons who shall be natural persons and members of the HOA.

The Directors shall be elected at the annual meeting by the members to a specific office as defined below. The person receiving the largest number of votes for a specific office shall be elected.

Officers and Duties of the Office

President:

- Shall preside at all meetings of the Board of Directors and Membership;
- Call special meetings of committees or members of the Association as deemed necessary;
- Perform all acts, orders and duties to ensure orders and resolutions are completed and carried into effect;
- Serve as an ex officio member of all standing committees;
- In absence of the Treasurer sign checks.

Vice President:

- Shall act in the place of the President in the event of his or her absence, inability or refusal to act;
- Shall exercise and discharge such other duties as may be required by the Board and or as directed by the President;
- Assist the President in the completion of duties.

Treasurer:

- The Treasurer will maintain the financial records for the HOA Responsible for the finances of the organization and shall receive and deposit in appropriate bank accounts all monies of the HOA and shall disburse such funds as directed by resolution of the Board of Directors;
- Shall sign, all checks and promissory notes of the HOA;
- Deposit all funds of the in the name and to the credit of the HOA in such accounts as shall be designated by the Board of Directors;

- Keep proper books of accounts. Monies from Dues are to be accounted separate from monies for special contributions to a special project, monies for each special project will be accounted separately;
- Supervise the keeping of accounts of all financial transactions of the Association in books belonging to the Association and deliver such books to his/her successor;
- Prepare an annual budget for the next year and statement of income and expenditures for the current year and present to the Membership at its regular annual meeting, and deliver a summary of the budget and a statement of income & expenses at the annual meeting;
- Have the Association Financial Records available for review if requested by the Membership or any Member. The request must be made in writing 5 business days in advance;
- Authorize funding shifts from specific budget line items as long as the total amount shifted does not exceed \$250.00. Any such shifts shall be transparently presented to HOA members as part of the annual budget review.

Administrator:

- Shall keep the minutes of all Board Meeting and Membership Meetings. Minutes will only be created for significant meetings to document use of HOA funds outside of line items approved during annual HOA meeting budget approval or to document decisions and review of covenant violations;
- Serve notice of the meetings of the Board of Directors and Members as needed;
- Keep the appropriate records of the HOA and perform other duties as required by the Board of Directors;
- Work with the BOD to create committees as needed to support the tasks.

Social Chairperson:

- Responsible to plan regular annual social events. Request volunteers from the community as needed for successful execution of social events;
- Maintain a “lesson learned” list from social events and provide such lists to his/her successor;
- Be responsible to stay within the annual social budget;

- Work with all HOA board members to facilitate Terra Pines Community spirit;
- Will oversee the maintenance of the Terra Pines social media platforms as they are developed in conjunction with the BOD;
- Community Announcements and recognitions. Welcome, Baby, Sympathy, etc..

Architect Review Committee Chairperson:

- Responsible for the operation and oversight of the Architect Review Committee and the completion of the duties assigned to the Architect Review Committee in these Bylaws and Covenants;
- The Architect Review Committee Chairperson will select up to two Members from Section 1, 2 & 3 (Attachment A) and two Members from Section 4 (Attachment B) to serve on the Architect Review Committee. The Architect Review Committee may be a total of up to 5 members. The Architect Review Committee Chairperson is the only member of the ARC Committee on the BOD;
- The Architect Review Committee Chairman will be a member from Section 1, 2 & 3 or Section 4.

Membership Chairperson:

- The Membership Chairperson is responsible to organize Membership Drives;
- The Membership Chairperson may select volunteers, to form the Membership Committee, and during the Membership Drive each property owner shall be contacted to join the HOA. Email, letters, or flyers may be used to contact and to inform the neighborhood about the Membership Drive;
- The Membership Committee is responsible to conduct the election and ballot count at the Annual meeting;
- Work with the Treasurer, to maintain the list of current members and use this list to verify membership at each meeting. If the office of Membership Chairperson is empty, the duties may be shared between the BOD Members;
- Fund raising campaigns.

Other BOD Duties:

- Maintain any and all Social Media platforms;
- May direct an HOA Membership Directory or Community Directory be maintained.

Board of Directors Conduct

The Board of Directors and each Director commits himself or herself to:

- Discharge his or her duty in good faith, with the care a person in like position would exercise and in a manner the director reasonably believes to be in the best interest of the HOA;
- Ensure that HOA complies both with the spirit and the intent of applicable laws, including those intended to promote good citizenship and accountability;
- To conduct the HOA business operations in a manner to avoid possible conflicts of interests;
- In the event of an HOA Officer fails to discharge his or her duties in compliance with these Bylaws any Member of the Board of Directors may be removed from the Board with cause or without, by a majority vote of the Board of Directors Members attending the meeting once a Quorum has been established. In the event of death, resignation or removal of a Board Member his or her successor shall be selected by the remaining Members of the Board of Directors and shall serve the unexpired term.

Powers

The Board of Directors shall have the power to:

- Exercise for the HOA all powers, duties and authority vested in or delegated to this HOA and not reserved to the Membership by provisions of these Bylaws, the Articles of Incorporation ~~or~~ and the Covenants;
- To adopt budget, fix, levy and collect membership dues or assessments;
- 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 or special Board meetings without cause;

- Mediate, Arbitrate or Litigate any and all matters in accordance with the Covenants;
- Solicit competitive bids for HOA projects, such as entrance maintenance, as necessary to complete the duties of the Board of Directors in collaboration with the TPESTD;
- To employ and dismiss independent contractors, agents' employees as it deems necessary and proper, and proscribe their duties and services, fix their compensation and required then to obtain security or fidelity bonds as the Board may deem appropriate;
- To procure, maintain, pay premiums on insurance policy or policies as the Board may deem necessary or appropriate;
- Employ attorneys, accountants, engineers, contractors, or other professionals when deemed necessary;
- Oversee the enforcement of the Covenants To have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation as of the State of South Carolina by law may now or hereafter have or exercise.

Duties

It shall be the duty of the Board of Directors to:

- Operate the HOA in accordance with these Bylaws;
- Supervise all officers, agents and contractors of the Association (such as lawn maintenance company) and see that their duties are properly performed;
- Work with the Terra Pines Estates Special Tax Commission to identify, select and implement improvement projects for the community that will then be presented to the HOA membership for a vote;
- While land containing entrance, signs is not owned by HOA, duties include manage the maintenance of entrances. If in the future the HOA obtains ownership of any real property it will be the HOA duty to manage and maintain the real property;
- The Association will be responsible to maintain entrances, entrance signs, and streetlights. These shall be coordinated with the Terra Pines Estates Special Tax District Commission;
- Conduct an annual meeting to review HOA budget;

- Manage the Architectural Review Committee to maintain the ARC Committee membership and operations compliant to these Bylaws and Covenants;
- Approve legal action to enforce the Covenants when recommended by the Architect Review Committee. HOA shall have the right to enforce, by any proceeding in law or equity, the Covenants and these Bylaws.

Resignation and Removal

- Any Officer may be removed from office with or without cause by the Board of Directors by majority vote.
- Any Officer may resign at any time by giving written notice to the President or Administrator. 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.
- Any officer which has resigned or been removed must return all HOA Records to the HOA Board.
- A vacancy in any office may be filled by appointment by the Board of Directors by majority vote. The Officer appointed to such a vacancy shall serve the unexpired term.

Compensation

No Officer of the Board or Committee Member shall receive compensation for any service he or she may render to the HOA. However, an Officer of the Board will be reimbursed for his or her actual expense incurred in the performance of his or her duties.

Indemnity

The members of the Board of Directors shall not be liable to the Owners for any mistake of judgment, negligence or otherwise except for their own individual willful misconduct or bad faith. The Owners shall indemnify and hold harmless each of the members of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Covenants or these Bylaws. It is intended that the members of the Board of Directors

shall have no personal liability with respect to any contract made by them on behalf of the Association.

Term of Office

Members to the Office positions on the Board of Directors. Only half the Board of Director positions will be elected to a two-year term at the annual meeting which will create a staggered expiration of some officers each year. The first election cycle is assumed to be in 2021. During the first cycle (Cycle A) the following Board positions will be up for election, with each serving a two-year term following the election: President, Administrator, Social Chair and ARC Chair. The remaining officers, Vice President, Treasurer & Membership Chair, will be elected for a one-year term. The following year, 2022, elections will be held for Cycle B Board positions, with each elected to a two-year term following the election: Vice President, Treasurer, and Membership Chair. Subsequent elections will follow an alternating pattern with each group serving a 2-year term.

Meetings

- HOA Member and Board of Directors meetings will be conducted per Roberts Rule of Order.
- Special Meetings will be held when scheduled by the HOA Board of Directors. A Special Meeting is required to be scheduled within 14 business day after the Board of Directors receives a written request for a Special Meeting with 5% the Members signatures.
- Board of Directors meetings will be scheduled by the President as needed. A Quorum is defined as Three members of the Board of Directors and must include the President or Vice President and a Quorum is required for BOD votes.
- Meeting minutes will be taken for all Board of Directors meetings.
- The Board of Directors has the right to take any action in the absence of a meeting which is considered to be of minimal financial impact (less than \$250.00) and time sensitive in nature. All such actions must be recorded in the Board of Directors Meeting minutes and be provided to the HOA Members at the next HOA Meeting or other prompt methods such as community email announcement.

6) OPERATING PROCEDURES

- The Fiscal Year will be from Jan 1 to Dec 31 of each year.
- Both the President and the Treasurer will be authorized to have access to the Bank Account or Accounts.
- Items not in the budget, new projects, new items, and emergency items that are no more than \$250.00 may be approved by the Board of Directors. Anything exceeding \$250.00 will require a Special Meeting and approval of the voting HOA Membership.
- The annual budget will include an allocation to the Administrative Reserve.
- The HOA can provide improvement projects for the subdivision to enhance curb appeal, safety and protection of private and public property. These shall be coordinated with the Terra Pines Estates Special Tax District Commission.

Books and Records

The Association shall keep the following records at its principal office and shall be available inspection and/or copying upon written demand of at least five (5) business days prior to the date on which the Member wishes to inspect:

- (a) Articles of incorporation currently in effect and any amendments thereto;
- (b) Bylaws currently in effect and any amendments thereto;
- (c) Minutes of all meetings of the members and records of all actions approved by the member for the past three (3) years;
- (d) All significant written communications sent to all members generally within the past three (3) years, and
- (e) List of its current directors and officers.

Members are entitled to inspect and copy, at a reasonable time and location as specified by the Association, the accounting records of the corporation and membership lists upon written demand of at least five (5) business days before the date on which the member wishes to inspect provided that:

- (a) The Members demand is made in good faith and for a proper purpose;
- (b) The Member describes with reasonable particularity the purpose and the records the member desires to inspect; and

- (c) The records are directly related to the stated purpose.

7) ARCHITECTURAL REVIEW COMMITTEE

Organization

- The Architectural Review Committee, ARC, is led by the ARC Chairperson an Elected Officer of the Terra Pines Estates Homeowners Association. The Chairperson may appoint two committee members from Section 1, 2 & 3 and two committee members from Section 4. These appointed ARC Committee Members are not officers of the TPEHOA.

Duties

- The ARC is responsible to process all ARC Review Request for Section 1, 2 & 3 and Section 4 only. No other areas of HOA Membership fall under the ARC responsibility.
- The ARC is responsible to process all ARC Review Request per the timeline specified in the Covenants.
- The ARC Chairperson shall issue timely reports of ARC Review Requests and Covenant violations to Board of Directors.
- Litigation requires approval of the Board of Directors. Once the Board of Directors approves litigation the ARC is responsible to manage the litigation process.
- The ARC review and Approval Process is defined in the Architectural Review Committee Section of the Terra Pines Estates Covenants. The ARC is responsible to maintain, revise and update the ARC Review Request Form. The ARC Review Request form is attached as Attachment C.
- ARC needs a majority of members to approve Review Request.
- Architectural Review Committee Chairman will maintain the records and a copy of every Review Committee Request Form.

Resolution & Appeal Process

- In the event of a violation of the Covenants by an Owner, the Architectural Review Committee Chairperson will notify the HOA BOD and provide written notification to the Property Owner.
- If the Owner reaches an agreement on the action to be taken with the Architectural Review Committee the owner will complete the action within the timeline agreed upon.
- If the Owner and the Architectural Review Committee do not reach agreement the Architectural Review Committee shall recommend corrective action to the Terra Pines Estates HOA Board of Directors including but not limited to litigation or Binding Arbitration. The BOD has the authority to utilize the funds in the Administrative Reserve to fund the litigation. Litigation cost in excess of the balance in the Administrative Reserve will require Membership Approval.
- A property owner may request a meeting with the ARC to discuss the ARC decision of Approval, Conditional Approval, Disapproved and Additional Information Required. The ARC is the sole arbiter of the ARC Review Request Form decisions.
- The HOA BOD shall not be obligated to take action to enforce any covenant, restriction or rule which the Board, in its sole discretion, reasonably determines is, or is likely to be construed as inconsistent with applicable law, or in any case in which the Board, in its sole discretion, reasonably determines that the Association's position is not strong enough to justify taking enforcement action. Any such determination shall not be construed as a waiver of the right to enforce such provision under other circumstances or estop the association from enforcing any other restriction, covenant, or rule.

8) MEMBERSHIP - DUTIES AND RESPONSIBILITIES

- Membership in this Association is voluntary.
- Once a person or household enters into membership, they shall support the Duties & Responsibilities of Membership.

Meetings

- Membership meetings will be conducted per Roberts Rule of Order.
- An Annual meeting, in the first quarter of every year, should occur to review HOA budget and the election of officers. The Board of Directors will determine the place and time.
- A quorum shall be deemed present throughout any meeting of the members until adjourned if at least 20% of the member-households in good standing of the HOA are present, either in person or by proxy at the beginning of such meeting.
- HOA members who are in good standing (dues paid) but unable to attend an HOA meeting may provide written notice to the BOD Administrator, President or Vice President at least 3 days prior to the meeting and authorize a member to proxy vote on any items at the forthcoming meeting.
- Membership Meetings may be scheduled by the Board of Directors as needed with at least 14 business days' but no more than 30 days written notice to the members.
- Special Meetings can be scheduled by the HOA Board of Directors at any time.
- Each Membership Meeting will have a List of the current HOA Members. Each Member will be checked against the Current HOA Member list when entering the meeting hall by the Membership Committee. One Voting Paddle will be provided to each voting member household as long as dues are paid by time of voting.
- Each meeting will have a written Final Agenda available at the meeting.
- Nonmembers may attend meetings but not vote.

Support the HOA

- Attend meetings as able and support the Terra Pines Homeowners Association Activities.

Approve the Budget

- At the annual meeting, approve amendments to the Budget as required and requested by the President and Treasurer.

- At the regular annual meeting the Membership will approve the proposed budget that the Treasurer prepared or approve modifications to the proposed budget. The Budget that the Membership approved is the authority for the Board of Directors to implement approved projects and make payments not to exceed 110% of the budget amount.
- Approve the amount of the annual dues.

Support the Covenants

Members will support and comply with the Spirit and Letter of the Covenants.

Report Unauthorized Acts

Members will report unauthorized or questionable Covenant violations to the President and Chairperson of the Architect Review Committee.

Voting Rights

The members of the HOA shall be entitled to one (1) vote per household. If more than one person or entity owns an interest in the Lot, the owners of the lot shall determine how the single vote will be cast. In no event shall more than one (1) vote be cast with respect to any household. Fractional votes are not permitted.

HOA Dues

The Board of Directors shall propose at the annual meeting the amount of assessment for that year at the annual meeting. If the membership does not adopt the proposed assessment amount for any given year, the dues/assessment shall be set at the amount for the previous year.

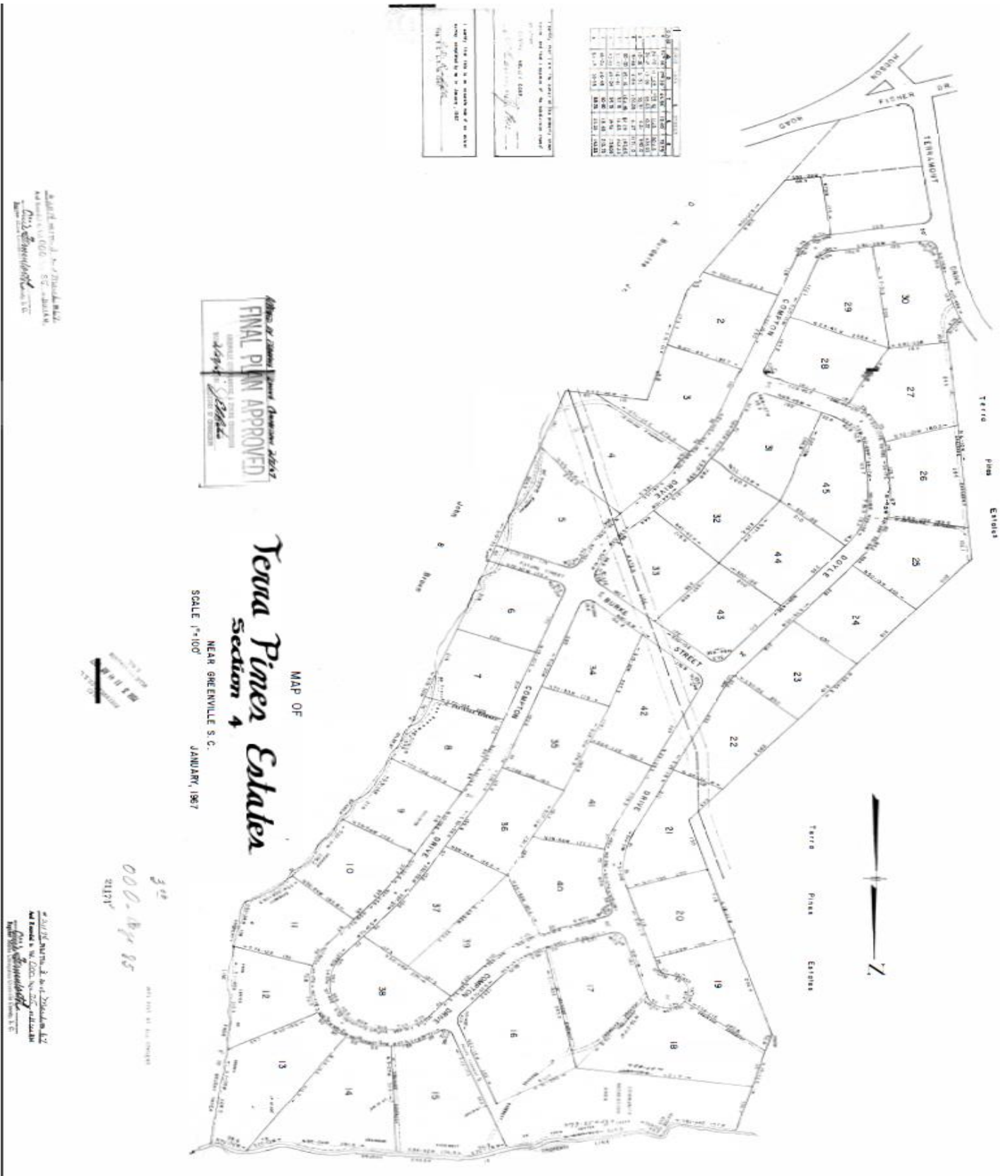
9) AMENDMENTS

These Bylaws may be amended by a majority vote of membership attending any duly called regular or special meeting.

END OF DOCUMENT

Attachment B

Plat Old Section 4



Attachment C

Archectural Review Committee Request Form Terra Pines Estates HOA

Request Date: _____

Received by ARC Date: _____

☐ Information Complete, ARC Signature & Date: _____

☐ Information Incomplete and Returned to Owner, ARC Signature & Date: _____

Owner's Name _____

Address _____

Phone Number _____ email _____

Description of Project needing ARC Review _____

Include or attach sketches or drawings, as applicable. Include Roofing material, Roofing color, Roofing style, Exterior color, Fencing, Playground Equipment, Landscaping, Decks, Gazebos, Pergolas, Satellite Dish and other features as applicable.

Owner's Signature & Date: _____

Archectural Review Committee Decision:

☐ Approved ☐ Approved with Conditions ☐ Disapproved ☐ Additional Information Required

ARC Comments:

ARC Signature & date _____

Prior to starting any construction, it is the Owner's responsibility to assure all setbacks, property limits and easements are met. Important Note: Approval of the Archectural Review Committee does not constitute approval by local governing agencies. Nor Engineering or Structural Engineering approval of the design. Local Codes may require Building Permit.