

**BY-LAWS OF  
MANZANARES NEIGHBORHOOD HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE ONE  
OFFICES**

1.1 Name. The name of the Association is MANZANARES NEIGHBORHOOD HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

1.2 Location. The principal office and mailing address of the Association shall be located at 29 Stone Plaza Drive, Greenville, SC 29609 or such location as may be designated by the Board of Directors.

**ARTICLE TWO  
MEETINGS OF THE ASSOCIATION**

2.1 Annual Meeting Date. The annual meeting of Association shall be held on the 2nd Monday in January of each year, or at the soonest date thereafter as determined by the Board of Directors. If said date be a legal holiday, then the annual meeting shall be held on the next succeeding day which is not a holiday.

2.2 Special Meeting. Special meetings of the Association may be called at any time by the President or by Lot Owners having thirty percent (30%) or more of the total vote of the Association.

2.3 Place. Annual or special meetings of the Association may be held at any place within reasonable proximity to MANZANARES NEIGHBORHOOD in Spartanburg County, South Carolina, as set forth in the notice thereof, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the registered office of the Association.

2.4 Notice. Notice of annual or special meetings of the Association shall be given to each Lot Owner at least twenty-one (21) days but not more than sixty (60) days in advance of any annual or special meeting, stating the time, place, date and purpose of the meeting.

2.5 Quorum. A quorum shall be deemed present throughout any meeting of the Lot Owners until adjourned if Lot Owners, in person or by proxy, entitled to cast more than one-third (1/3rd) of the votes of the Association are present at the beginning of such meeting.

2.6 Vote of Lot Owners. On all matters upon which the Lot Owners are entitled to vote, each Lot Owner shall be entitled to cast the number of votes which are allocated to each Lot owned by such Lot Owner by the Covenants and Restrictions for MANZANARES, filed in the Office of the Register of Deeds for Spartanburg County in Deed Book 118-N at Page 291, as may be amended from time to time (the "Declaration"). Any action of the Association shall be deemed valid upon the majority vote of the members present in person or by proxy at any annual or special meeting of the Association at which a quorum is present, unless the laws of South Carolina provide for an affirmative vote greater than a majority. The vote of the Owners of a Lot owned by a corporation or other legal entity shall be cast by the person named in a certificate signed by the agent of such corporation, or by a general partner of a partnership, as the case may be, and filed with the secretary of the Association. Such certificate shall be valid until revoked by a subsequent certificate. If such a

certificate is not on file, the vote of such Lot shall not be considered in determining the requirement for a quorum not for any other purpose. In no event shall more than one vote be cast with respect to any Lot.

2.7 Proxies. Votes may be cast in person or by proxy. All proxies shall be in writing filed with the Secretary of the Association. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon the sale by the Lot Owner of his Lot.

2.8 Suspension of Membership and Voting Rights. During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights of such person/entity may be suspended by the Board of Directors until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed sixty (60) days, for violation of any rules and regulations established by the Board of Directors governing the use of the Common Area and facilities.

2.9 Presiding Officer. The presiding officer at all meetings of the Lot Owners shall be the President, in whose absence the Vice President shall preside. If neither of such officers is present, the members shall elect a chairman to preside at the particular meeting.

2.10 Adjournments. Any meeting of the Lot Owners, whether or not a quorum is present, may be adjourned by the holders of a majority of the votes represented at the meeting to reconvene at a specific time and place. It shall not be necessary to give any notice of the reconvened meeting, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is represented or present, any business may be transacted which could have been transacted at the meeting which was adjourned.

2.11 Action in Lieu of Meeting. Any action to be taken at meeting of the Lot Owners, or any action that may be taken at a meeting of the Lot Owners, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Lot Owners entitled to vote with respect to the subject matter thereof and any further requirements of law pertaining to such consents have been complied with.

### ARTICLE THREE DIRECTORS

3.1 General Powers. The powers inherent in or expressly granted to the Association may be exercised by the Board of Directors, acting through the officers, without any further consent or action on the part of the Lot Owners. The Board of Directors shall have the authority to adopt from time to time reasonable rules and regulations governing the use of the submitted property by the Lot Owners. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.

The Board of Directors shall also be authorized to enter into such agreements for professional management of the Association as the Board shall deem to be in the best interests of the Association; provided, however, that all such agreements must provide for termination on ninety (90) days written notice and a maximum contract term of one (1) year.

3.2 Initial Board of Directors Comprised of Developer. Tracy Hotlzclaw shall be the sole and exclusive director until such time as APPLE GROVE, LLC sells, transfers or otherwise conveys at least seventy-five percent (75%) of the Lots to another person or entity (the "Initial BOD Period"). During the Initial BOD Period, no other directors shall be permitted.

3.3 Number of Directors. Upon the expiration of the Initial BOD Period, the Board of Directors of the Association shall consist of a minimum of three (3) members and a maximum of five (5) members. Board members shall be elected at each annual meeting of the Lot Owners and serve for a term of one year or until their successors are elected.

3.4 Nomination. Nominations for election for 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, 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. 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 one (1). Such nominations shall be made from among the members of the Association.

3.5 Election. Election of the Board of Directors shall be by secret written ballot cast at the annual meeting. 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.

3.6 Vacancies. The Directors may fill the place of any Director which may become vacant prior to the expiration of his term, and such appointment by the Directors is to continue until the expiration of the term of the Director whose place has become vacant.

3.7 Meetings. The Directors shall meet annually without notice, following the annual meeting of the Lot Owners. Special meetings of the Directors may be called at any time by the President or by any Director, on two days' notice to each Director, which notice shall specify the time and place of the meeting. Notice of any such meeting may be waived by an instrument in writing executed before or after the meeting. Directors may attend and participate in meetings either in person or by means of conference telephones or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by means of such communication equipment shall constitute presence in person at any meeting. Attendance in person at such meeting shall constitute a waiver of notice thereof.

3.8 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.

3.9 Action in Lieu of Meeting. Any action to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors and any further requirements of law pertaining to such consents have been complied with.

3.10 Compensation. Officers and Directors shall serve without compensation, but they shall be entitled to reimbursement for reasonable expenses incurred in the performance of their duties.

## ARTICLE FOUR OFFICERS AND THEIR DUTIES

4.1 Enumeration of Officers. In the event that the Board of Directors determines that it is in the Association's best interest to use and elect Officers, the officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary, and a treasurer.

4.2 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.

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

4.4 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 may, from time to time, determine.

4.5 Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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.

4.6 Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

4.7 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.

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

(a) President - 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 promissory notes.

(b) Secretary - 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.

(c) Treasurer - 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 at the completion of each fiscal year; and shall prepare 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. The Treasurer may be appointed by the Board of Directors from among the Lot Owners, and need not be a member of the Board of Directors.

## **ARTICLE FIVE COMMITTEES**

5.1 The Association may appoint committees as deemed appropriate in carrying out its purposes.

## **ARTICLE SIX INSPECTION OF BOOKS; NOTICE TO MORTGAGEES**

6.1 The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any Lot Owner or the mortgagee of any Lot Owner.

6.2 All mortgagees who request the same shall be entitled to receive a written notification from the Association of any default in the performance by the individual Lot Owner/mortgagor of any obligation under the instruments which is not cured within sixty (60) days.

## **ARTICLE SEVEN SEAL**

7.1 The seal of the Association shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the Association followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Association. The seal shall be in the custody of the secretary and affixed by him on all appropriate papers.

## **ARTICLE EIGHT RESOLUTION OF CONFLICTS**

8.1 In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE NINE  
FISCAL YEAR**

9.1 The Board of Directors shall be authorized to fix the fiscal year of the Association and to change the same from time to time as it shall deem appropriate.

**END OF BY-LAWS**

ADOPTED THIS THE 1 DAY OF February, 2018.

By: \_\_\_\_\_

Tracey Holtzclaw

Witness One

Witness Two (Notary)

STATE OF SOUTH CAROLINA

COUNTY OF SPARTANBURG

I, Jenna Thompson, a Notary Public for the County of Spartanburg and State of South Carolina, do hereby certify that Tracey Holtzclaw personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 1 of February, 2018.

Notary Public

My Commission Expires: 11-29-2026

(SEAL)

JENNA THOMPSON  
NOTARY PUBLIC  
SOUTH CAROLINA  
COMMISSION EXPIRES 11-29-2026