

TALATHA GARDENS ASSOCIATION, INC.

BYLAWS

ARTICLE I

NAME AND LOCATION

Talatha Gardens Association, Inc., is a South Carolina nonprofit corporation, and is the property owners' association of **Talatha Gardens**, a residential development located in Aiken County, South Carolina.

ARTICLE II

DEFINITIONS

Section 1. "Talatha Gardens" means that certain residential development located in Aiken County, South Carolina comprised of the real property described in the Declaration, and all additional property submitted to the Declaration by annexation in accordance with the provisions thereof.

Section 2. "Declaration" means the Talatha Gardens Declaration of Covenants, Conditions and Restrictions recorded in the Office of Register of Mesne Conveyances of Aiken County, South Carolina, and any amendments thereto. **"Articles of Incorporation"** means the Articles of Incorporation of the Association and any amendments thereto. The Declaration and the Articles of Incorporation are incorporated herein by reference.

Section 3. "Association" means **Talatha Gardens Association, Inc.** **"Board of Directors"** and **"Board"** each mean the elected governing body having charge of the affairs of the Association. **"Member"** means a member of the Association pursuant to the Declaration.

Section 4. "Declarant" means **Home Sites, Ltd.**, a Georgia limited partnership. **"Development Period"** means that period commencing on the date of the Declaration and ending when Declarant is no longer actively engaged in the annexation, development or sale of Lots in Talatha Gardens, not to exceed fifteen years from said date.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association. Each subsequent annual meeting shall be held on the same day of the same week of the same month of each year thereafter. If the date of an annual meeting is a legal holiday, the meeting shall be held on the same day of the following week. The Board may change the date of an annual meeting to a date not more than thirty days before or after its regularly scheduled date. Except as provided in the Declaration, any business may be transacted at an annual meeting, provided that the Board may adopt reasonable rules for placing items on the agenda.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the Board, or upon written request to the Board of Members who are entitled to cast one-fourth of the votes of the membership.

Section 3. Notice and Location of Meetings. The Board shall determine the location, date and time of meetings of the Members, provided that such meetings shall be held in South Carolina or Georgia and within forty highway miles of Talatha Gardens, and shall commence no earlier than 6:00 P.M. and no later than 8:00 P.M. Written notice of meetings of the Members shall be given by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting to each Member, addressed to the Member's address last appearing on the books of the Association. Such notice shall specify the location, date and time of the meeting, and, in the case of special meetings, the purpose of the meeting. It is the duty of each Member to furnish the Association with the Member's address to which notices from the Association may be sent.

Section 4. Voting Rights. At meetings of the Members, Members may attend and vote in person or be represented and vote by proxy. Members shall be entitled to one vote in the Association for each Lot owned in Talatha Gardens, except for Declarant. Until the expiration of the Development Period, Declarant shall be entitled to three votes for each Lot owned, unless Declarant sooner relinquishes this right. Thereafter, Declarant shall be entitled to one vote for each Lot owned. When a Lot is owned by more than one person or entity, all such persons and entities shall, collectively, cast only one vote. Fractional votes shall not be allowed. If only one of such persons or entities is present or represented at a meeting of the Members, that person or entity is entitled to cast the vote relating to such Lot. If more than one of such persons or entities are present or represented, the vote relating to such Lot shall be cast only in accordance with their unanimous agreement; otherwise, they shall not vote on the matter in question. Unanimous agreement is conclusively presumed if any one of such persons or entities purports to cast their collective vote on a matter without protest being made by any of the others to the presiding officer during or immediately following the vote on such matter.

Section 5. Proxies. All proxies shall be in writing and filed with the Secretary. All proxies shall be revocable. The Association or the presiding officer at a meeting of the Members may require a proxy or other reasonable evidence of the authority of a person designated to vote or act on behalf of a corporation, partnership, limited liability company, trust or other entity.

Section 6. Quorum. The presence of Members or their proxies entitled to cast one-tenth of the votes of the membership shall constitute a quorum for any action at a meeting of the Members, except as otherwise provided in the Declaration. If a quorum is not present at a meeting, a majority of those present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. If a quorum exists at the beginning of any meeting, as specified in the Declaration or these Bylaws, a quorum shall be deemed to exist during the entirety of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board. The affairs of the Association shall be managed by a Board of Directors. The Board shall consist of five directors who shall be elected for staggered terms of two years each, except as provided in Section 2. Membership in the Association is not required for election to the Board. No director shall receive compensation for his service as a director. The Board may authorize reimbursement for actual expenses incurred by a director in the performance of his duties.

Section 2. Election by Declarant. Until the expiration of the Development Period, Declarant shall have the right to elect and remove the directors of the Association, unless Declarant sooner relinquishes this right. As long as Declarant has the right to elect and remove the directors, Declarant shall also establish the number of directors and the length of their terms. The terms of the directors elected by Declarant shall terminate upon the commencement of the terms of the directors elected by the Members pursuant to Article V.

ARTICLE V ELECTION OF BOARD BY MEMBERS

Section 1. Election; Terms. Except as provided in Article IV, Section 2, the directors of the Association shall be elected and removed in accordance with this article. At the next annual meeting following the expiration of Declarant's right to elect and remove the directors or Declarant's earlier relinquishment of such right, the Members shall elect three directors for a term of one year and two directors for a term of two years. At each annual meeting thereafter, the Members shall elect, for a term of two years, the number of directors which coincides with the number of directors whose terms are then expiring. Directors may be elected to successive terms.

Section 2. Nomination. Candidates for election to the Board shall be nominated by a Nominating Committee, and may also be nominated from the floor at the annual meeting. No person shall be nominated for director without his consent. The Nominating Committee shall be elected by

the Board. The Nominating Committee shall consist of a chairman, who shall be a member of the Board, and two or more Members of the Association. The Nominating Committee shall nominate at least one candidate for each position of director to be elected, provided that a sufficient number of candidates agree to serve.

Section 3. Method of Election. Directors shall be elected by secret written ballot, unless the election is uncontested. Each Member present or represented by proxy may cast one vote for each Parcel owned for each director to be elected, except that Declarant may cast three votes for each director as long as Declarant has the right to cast three votes for each Parcel owned. Election to the Board shall be by a majority of the votes cast for each director. Cumulative voting is not permitted.

Section 4. Removal. Any director may be removed from the Board, with or without cause, by a majority of the Members. In the event of death, resignation or removal of a director, his successor shall be elected by the remaining directors and shall serve for the remainder of the unexpired term.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The location, date and time of regular meetings of the Board shall be determined by the Board, and shall be held at least semi-annually, without notice. If the date of a regular meeting is a legal holiday, the meeting shall be held on the same day of the following week.

Section 2. Special Meetings. Special meetings of the Board shall be held when called by the President or by any two directors, upon not less than three days notice to the directors. Notice shall be given by courier, mail, telefax, email, telephone or in person, and shall state the location, date and time of the meeting. Emergency meetings may be held at any time upon notice that is reasonable under the circumstances.

Section 3. Location. Meetings of the directors shall be held in South Carolina or Georgia and within forty highway miles of Talatha Gardens.

Section 4. Quorum and Action of Board. A majority of the directors shall constitute a quorum for the transaction of business. Every action taken by a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board. The directors may take any action without 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 VII POWERS AND DUTIES OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to: (a) exercise all powers, duties and authority vested in or delegated to the Association or the Board, and not reserved to the membership, by the Declaration, the Articles of Incorporation and these Bylaws; (b) employ managers, independent contractors, agents and employees as it deems necessary and define their duties; and (c) declare a vacancy on the Board in the event that a director is absent from three consecutive regular meetings of the Board.

Section 2. Duties. The Board of Directors shall: (a) perform all duties and obligations required by the Declaration, the Articles of Incorporation and these Bylaws; (b) keep a complete record of all its acts and corporate affairs, and present a statement thereof to the Members at the annual meeting, or at any special meeting when such statement is requested in writing by Members who are entitled to cast one-fourth of the votes of the membership; (c) supervise all officers, managers, independent contractors, agents and employees of the Association; (d) cause all persons having fiscal responsibilities with the Association to be bonded or insured, as it may deem appropriate; and (e) cause the books of Association to be examined at the completion of each fiscal year by an accountant or an Audit Committee. The Board may also exercise all other rights, powers and privileges permitted by the Declaration, the Articles of Incorporation and these Bylaws.

ARTICLE VIII

OFFICERS

Section 1. Enumeration. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. Only members of the Board may hold the offices of President and Vice President. No person may hold more than one office in the Association, except for the offices of Secretary and Treasurer which may be held by the same person.

Section 2. Election and Term. The President, Vice President, Secretary and Treasurer shall be elected annually by the Board at the first meeting of the Board following the annual meeting of the Members. They shall hold office for one year or until their successors are elected, unless they sooner resign, are removed or become disqualified to serve.

Section 3. Resignation, Removal and Vacancies. Any officer may be removed from office with or without cause by the Board. An officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein. A vacancy in any office shall be filled by election by the Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 4. Duties. The duties of the officers are as follows:

(a) President. The President shall be the chief executive officer of the Association and the chairman of the Board. The President shall manage and supervise the administration, operations, policies and financial affairs of the corporation. The President shall sign all contracts and other documents on behalf of the Association, and preside at all meetings of the Members and the Board. All decisions of the President shall be binding upon all other officers.

(b) Vice President. The Vice President shall act in the place of the President in the event of his absence, inability or refusal to act, and perform such other duties as required by the Board.

(c) Secretary. The Secretary shall keep the minutes of all meetings of the Members and the Board, keep the corporate seal of the Association and affix it on all documents as necessary, serve notice of meetings of the Members and the Board, keep accurate records of the names and addresses of the Members of the Association, and perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate accounts all monies of the Association, disburse such funds as directed by resolution of the Board, keep proper books of account, prepare an annual budget and statement of income and expenditures to be presented to the membership at its annual meeting, and perform such other duties as required by the Board.

(e) Other Officers. 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 determined the Board.

ARTICLE IX COMMITTEES

The Board shall appoint a Nominating Committee as provided in these Bylaws. The Board may appoint an Audit Committee and any other committees as it deems appropriate in carrying out its purposes. If the Board appoints an Audit Committee, it shall consist of at least three persons who shall be Members of the Association and who shall not be directors. The Board shall appoint an Architectural Control Committee in accordance with and when permitted by the Declaration.

ARTICLE X BOOKS AND RECORDS

The books and records of the Association shall be subject to inspection by any Member upon reasonable notice to the Association. Copies of the Declaration, the Articles of Incorporation, these Bylaws, the rules of the Association, and the standards of the Architectural Control Committee may be purchased from the Association at a reasonable cost.

ARTICLE XI MISCELLANEOUS

Section 1. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words: TALATHA GARDENS ASSOCIATION, INC., SOUTH CAROLINA, CORPORATE SEAL, 2003.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of each year, except that the first fiscal year shall begin on the date of incorporation.

Section 3. Amendments. These Bylaws may be amended at an annual or special meeting of the Members by a majority of the Members voting in person or by proxy, provided that notice of the proposed amendment is included in the notice of the meeting. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Section 4. Procedural Rules. The latest edition of *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern the conduct of meetings of the Members and the Board, when not in conflict with the Governing Documents or these Bylaws.

Section 5. Conflicts. In the event of a conflict between the Declaration and these Bylaws, the Declaration shall control. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

Section 6. Number and Gender. In these Bylaws, the singular number shall include the plural, the plural shall include the singular, and one gender shall include all genders, unless the context requires otherwise.

Adopted December 2, 2003
