

**NEW AMENDED AND RESTATED BYLAWS OF HAMMOND POINTE
HOMEOWNERS ASSOCIATION**
(A South Carolina Not for Profit Association)
August 29, 2024

CONTENTS

ARTICLE 1: MEMBERS

4.12 Order of Business

ARTICLE 2: MEETINGS OF MEMBERS

- 2.1 Annual Meetings
- 2.2 Special Meetings
- 2.3 Place of Meetings
- 2.4 Notice of Requirements
- 2.5 Waiver of Notice
- 2.6 Quorum
- 2.7 Voting/Electronic Voting
- 2.8 Order of Business

ARTICLE 3: DIRECTORS

- 3.1 Qualifications
- 3.2 Authority
- 3.3 Number
- 3.4 Election and Term
- 3.5 Removal
- 3.6 Vacancies in Board
- 3.7 Compensation
- 3.8 Committees
- 3.9 Appointed Positions

**ARTICLE 4: BOARD OF DIRECTOR
MEETINGS**

- 4.1 Initial Annual Board of Directors
Meeting
- 4.2 Meetings of Board and Committees
- 4.3 Special Meetings
- 4.4 Place of Meetings
- 4.5 Notice Requirements
- 4.6 Waiver of Notice
- 4.7 Quorum
- 4.8 Board Action
- 4.9 Presumption by Assent
- 4.10 Action by Consent
- 4.11 Participation by Telecommunication

ARTICLE 5: OFFICERS

- 5.1 Titles of Officers
- 5.2 Appointment of Officers
- 5.3 Term of Office
- 5.4 Removal and Vacancies
- 5.5 Duties
- 5.6 Compensation

ARTICLE 6: MISCELLANEOUS

- 6.1 Seal
- 6.2 Fiscal Year
- 6.3 Registered Agent and Office
- 6.4 Inspection of Records by Members
- 6.5 Publication of Governing Documents
and Association Updates
- 6.6 Severability
- 6.7 Dissolution

**ARTICLE 7: INDEMNIFICATION OF
DIRECTORS AND OFFICERS**

- 7.1 Definitions
- 7.2 Indemnification of Directors and
Officers
- 7.3 Indemnification of Others
- 7.4 Miscellaneous

ARTICLE 8: AMENDMENTS

- 8.1 Procedure for Amending these
Bylaws

**BYLAWS OF
HAMMOND POINTE HOMEOWNERS ASSOCIATION
(A South Carolina Non-Profit Corporation)**

**ARTICLE 1
MEMBERS**

The membership of the Corporation shall consist of all property owners of the lots located in the subdivision known as “Hammond Pointe”. Each Member shall have the rights and duties in reference to the Corporation as shall be established by these bylaws.

“Members” shall be deemed to be the persons appearing as the owners of record of the lots referred to above. However, it is the obligation of each property owner to provide contact information to the Association with the name, mailing address, email address, and phone number of the Household. Members shall be deemed to reside at the lot owned and have the lot address as their mailing address unless they have provided an alternate address to the Association.

**ARTICLE 2
MEETINGS OF MEMBERS**

- 2.1 **Annual Meeting**. An Annual Meeting of the Members shall be held each year at a time which is within three (3) months prior to the close of the Association's Fiscal Year and shall be designated as such in the Notice of the Annual Meeting of Members. The purpose of the Annual Meeting is to announce the results of the election of Directors, and the transaction of such other business as properly presented before the Members.
- 2.2 **Special Meeting**. A Special Meeting of the Members may be called by a majority of the Board. A Special Meeting of Members may also be called at the request of not less than five percent (5%) of all Members entitled to vote in an election of Directors.
- 2.3 **Place of Meeting**. Membership meetings, both Annual and Special, shall be held at such a place within Greenville County as is designated in the notice of the meeting.
- 2.4 **Notice Requirements**. Written notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered by or at the direction of the Officer or persons calling the meeting to each Member of record entitled to vote at the meeting. Such written notice may include delivery via electronic mail. Such notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the Membership book of the Corporation with first class postage thereon prepaid.

Business transacted at an Annual Meeting of Members may include all such business as may properly come before the meeting. Business transacted at a Special Meeting of the Members shall be limited to the purposes stated in the notice of the meeting.

2.5 **Waiver of Notice.** Attendance of a Member at a meeting, either in person or by proxy, shall constitute a waiver of notice and of all objections to the place, time, or manner of call or convention of the meeting, except when a Member attends solely for the purpose of stating any such objection at the beginning of the meeting and thereafter does not participate in the business conducted at the meeting. A Member attending the Annual Meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice unless the Member objects to considering the matter when presented. A Member may waive any notice required before or after the date and time stated in the notice and the waiver must be in writing, be signed by the Member, and be delivered to the Corporation for inclusion in the minutes to which the waiver pertains and shall be filed with the minutes in the corporate records.

2.6 **Quorum.** Twenty percent (20%) of the homeowners entitled to vote, either present, represented by duly executed proxy, or participating in electronic voting shall constitute a quorum of the Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned by vote of the majority of the Members present despite the absence of quorum.

2.7 **Voting / Electronic Voting.** Every Member of record shall be entitled at each meeting of Members, and upon each proposal presented at the meeting, to vote based upon the Member's ownership interest in a lot in Hammond Pointe.

- a. There is only one vote per lot even in situations where there is more than one owner of said lot.
- b. Any Member owning two or more lots shall be entitled to two (2) or more votes unless the lots are contiguous and have been combined into one lot for Greenville County Tax Map purposes, in which case they shall be treated as one lot thereby entitling the owner to one (1) vote.
- c. Subject to the exceptions described below, any time a matter requires approval of Members:
 - If the matter is voted upon at a meeting at which a quorum is present, the matter passes if more Members who are entitled to vote on the matter vote in favor of the proposal than against it;
 - If the matter is voted upon by written or electronic ballot, then the matter passes if (i) at least a quorum of Members votes on the matter and (2) more Members who are entitled to vote on the matter vote in favor of the proposal than against it.

A separate voting requirement applies to the election of Directors. In elections of Directors:

- (i) voting shall be by written or electronic ballot, and
- (ii) if at least a quorum of Members votes on the matter, then the candidates who receive the greatest number of votes cast by Members entitled to vote shall be deemed elected. For example, if there are five board seats being voted upon, the five candidates receiving the most votes shall be elected, even if one or more of the candidates receives fewer than a majority of the votes cast.

Voting by proxy in the election of the Directors or on any other matter that is described in the Notice of Meeting is not permitted, unless otherwise provided in the notice.

Whenever the Articles of Incorporation, the Restrictive Covenants, or the South Carolina Nonprofit Corporation Act requires a higher threshold for Member approval (such as approval by a majority of all Members rather than just those who choose to vote on the matter), then the matter passes only if such higher voting threshold is exceeded.

- d. All voting topics presented to Members, Directors or Committees will be available for voting electronically when available. Except to the extent the Notice of Meeting provides otherwise, all matters, including election of Directors, that are described in the Notice of the Meeting shall be by written or electronic ballot pursuant to Section 33-31-708 of the South Carolina Nonprofit Corporation Act immediately prior to the Annual Meeting. Electronic voting shall be deemed acceptable in place of proxy. Voting notification email address/IP address will be the address as it appears on the Membership book of the Corporation. All other Bylaws pertaining to voting apply to electronic voting.

2.8 **Order of Business.** The order of business at the Annual Meeting, and so far as practicable at all other meetings of Members, shall be as follows:

- a. Proof of Notice of the Meeting
- b. Determination of a quorum
- c. Reading and disposal of unapproved minutes
- d. Reports of Officers and Committees
- e. Results of election
- f. Unfinished business
- g. New business
- h. Adjournment

Except with respect to a specific rule to the contrary in these Bylaws, Robert's rules of Order shall be used to resolve any procedural disputes that might arise in the Members' meetings.

ARTICLE 3

DIRECTORS

3.1 **Qualifications.** Members of the Board of Directors need not be residents of the State of South Carolina, however, all Members of the Board of Directors serving at any time, shall consist of Association Members. Directors shall be of legal age. Only one (1) person per lot can serve as a Director at any time.

3.2 **Authority.** The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Association except to the extent the Members may reserve same to themselves by action taken by them. This authority may include, but is not limited to, the imposition of fines for unremedied Covenant violations. To proactively prevent Member covenant violations, the Board shall maintain a procedure for handling covenant violations and an accompanying schedule of fines.

3.3 **Number.** The Corporation shall have such number of Directors as is fixed by resolution of the Members from time to time, but not less than three (3) nor more than nine (9).

3.4 **Election and Terms.**

- a. Directors shall be elected to office by written or electronic ballot pursuant to Section 33-31-708 of the South Carolina Nonprofit Corporation Act immediately prior to the Annual Meeting. Each elected Director shall hold office for a term of two (2) years or until the effective date of his resignation, removal or death. Otherwise, he or she shall serve his or her term or thereafter until such later date when his or her successor has been elected and qualified. The number of Directors elected will equal the number of Directors whose terms are expiring unless the Members vote to modify the size of the Board. Directors may serve successive terms.
- b. Directors shall be elected by plurality vote, meaning that the persons receiving the largest number of votes shall be elected. Since Members only get one (1) vote per lot, cumulative voting is not applicable.
- c. Nominations for election to the Board of Directors may be made by the Board or by any Member of the Association (including self-nomination).

3.5 **Removal.**

- a. Any or all of the Directors may be removed without assignment of cause by vote of a majority of the Members entitled to vote in a duly called meeting. Such removal may only be voted on at a meeting which is called for the purpose of voting on the removal of the Director and the meeting notice must state that purpose as one of the purposes for which the meeting is being called.
- b. In the event a Director ceases to be a Member of the Association by virtue of transfer of his ownership interest, the Director shall be deemed to have automatically resigned as a Director upon the recording of the deed of transfer and a new Director shall be appointed as provided in article 3.6.

3.6 **Vacancies in Board**. A vacancy occurring in the Board for any reason shall be filled by a majority vote of the Directors within 30 days. If the Directors do not act, an appointment may be made by the Members in a duly called Special Meeting. Any Director appointed pursuant to a vacancy shall serve the remaining portion of the term of the Directorship which he or she has been appointed to fill. The Board of Directors shall communicate to the Members within seven days, via official communication channels, any and all changes to the Board of Directors composition.

3.7 **Compensation**. The compensation of Directors is prohibited.

3.8 **Committees**. The Board, by resolution adopted by a majority of the entire Board, may designate an Executive Committee and other Committees consisting of two or more Directors, and may delegate to such Committee, or Committees, all such authority of the Board that it deems desirable. In addition, the Board, by resolution adopted by a majority of the entire Board, may designate other Committees consisting of two or more persons who may be, but need not be, Directors and who shall report to the Board but not have any independent authority to take action that would require Board approval. The Board may also designate one or more Directors as alternate Members of any such Committee, who may be replaced by absent Member or Members of any meeting of the Committee. No such Committee shall have the authority to take any of the following actions:

- a. Authorize payment of funds;
- b. Approve, or propose to Members, action that the current South Carolina Nonprofit Corporation Act requires be taken by the Members;
- c. Fill vacancies on the Board of Directors or any of the appointed Committees;
- d. Amend the Articles of Incorporation;
- e. Adopt, amend, or repeal the Bylaws.

Each Committee, and each Member of each Committee, shall serve at the pleasure of the Board. The designation of any such Committee and the delegation thereto of authority shall not relieve the Board as a whole or any Director individually of any responsibility imposed by the South Carolina Business Corporation Act or by the Article of Incorporation of these Bylaws. All provisions relating to the conduct of meetings of the Board of Directors shall apply to and govern the meetings of all Committees appointed by the Board.

3.9 **Appointed Positions**. By a majority vote of the Board of Directors, positions shall be appointed annually in alignment with the Fiscal Year to support the work of the Board of Directors in carrying out its responsibilities. Detailed description of the roles and responsibilities of appointed positions is located in the Board of Directors Operating Processes and Procedures.

- a. **Front Entrance Manager**. The Front Entrance Manager shall work under the authority and approval of the Board to direct all activities pertaining to the maintenance and enhancement of the subdivision front entrance in support of the subdivision objectives stated in the Covenants.

- b. **Website Coordinator.** The Association's website shall serve as an official communications channel for the Board of Directors. The Website Coordinator shall work under the authority and direction of the Board to maintain the Association Website.
- c. **Financial Reviewer.** The Board of Directors will ensure that an annual review of financial records is completed. The financial records of the Hammond Pointe Homeowners Association shall be examined each year to ensure that transactions have been properly recorded and the financial statements are an accurate representation of the assets, liabilities, income and expenses of the Corporation.

The financial review may be conducted by a Member of the Association so long as the Reviewer has a background in financial matters. The Reviewer, however, may not be an Officer of the Corporation or a current member of the Hammond Pointe Board of Directors. No Board Member may be present during the financial review.

The Reviewer shall provide a written report to the Hammond Pointe Board of Directors documenting that the work has been completed and stating the overall status of the Association's financial records. The Board shall distribute the report provided by the Reviewer to the Members within 30 days via any official Board communication channel.

ARTICLE 4

BOARD OF DIRECTOR MEETINGS

- 4.1 **Initial Annual Board of Directors Meeting.** The newly elected Board shall hold a meeting each year, within two weeks after the Annual Meeting of Members, to appoint Officer positions of the new Board. The new Board of Directors shall take office at the start of the new Fiscal Year (1 September). The previous Board shall submit the minutes of the Annual Meeting of Members, a Fiscal Year Close Out Budget, a statement of accrued liabilities and an Architectural Review Committee Report of any open/ongoing requests to the new Board at or before the first Board meeting of the new fiscal year.
- 4.2 **Meetings of the Board and Committees.** By resolution, the Board may establish a date or dates on which regular meetings of the Board, or any Committee shall be held between annual meetings. A Committee of the Board shall meet on the dates established by the Board and on any additional date or date established by the Committee. The Board shall maintain a procedure whereby the Members have the right to speak at a Board Meeting by request.
- 4.3 **Special Meetings.** A Special Meeting of the Board may be called at any time by a majority of the Board.

- 4.4 **Place of Meetings.** Meetings of the Board of Directors or Committees of the Board of Directors shall be held at any place within Greenville County as is designated in the notice of the meeting.
- 4.5 **Notice Requirements.** Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Director, by any usual means of communication, but not less than two (2) days before the meeting.
- 4.6 **Waiver of Notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, and a waiver of notice and of all objections to the place, time, or manner of call or convention of the meeting, except when a Director attends solely for the purpose of stating any such objection at the beginning of the meeting and thereafter does not participate in the business conducted at the meeting. A Director also shall be deemed to have waived any required notice if he or she participates by voting for an assent to action taken at the meeting and does not thereafter participate in the business conducted at the meeting. Whenever the Board or any Committee of the Board is authorized to take any action after notice, the action may be taken with notice to some or all of the Members if at any time before or after the action is completed, the person, or persons, not receiving notice submits a signed waiver of notice.
- 4.7 **Quorum.** At all Board of Directors meetings, a majority of the number of Directors then serving, shall constitute a quorum for the transaction of business. The presence of a majority of the Membership of a Committee of the Board, shall be required for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned by a vote of majority of Directors present despite the absence of a quorum.
- 4.8 **Board Action.** No individual Director shall have the authority to take any action on behalf of the Board. The vote of a majority of the Directors (in person or electronically) present at a meeting at which a quorum is present shall represent the decision of the Board. Votes internal to the Committees will be solely formed as recommendations to the Board of Directors.
- 4.9 **Presumption of Assent.** A Director who is present at a meeting of the Board, or any Committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless he or she:
- a. objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting and does not otherwise participate in the transaction conducted at the meeting; or
 - b. dissents or abstains from the action taken and such is entered into the minutes of the meeting; or
 - c. delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after

adjournment of the meeting. The right of dissent is not available to a Director who votes in favor of the action taken.

- 4.10 **Action by Consent.** Directors may take any action on matters related to the Architectural Review Committee without a meeting when written or electronic agreement by a majority of Directors is achieved. Any other action to be taken at a Board of Directors meeting may be taken without a meeting only if the action is taken by all Members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, as applicable, and included in the minutes filed with the corporate records reflecting the action taken.
- 4.11 **Participation by Telecommunications.** Any Director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.
- 4.12 **Order of Business.** The order of business at all Board of Directors meetings shall be:
- a. Proof of Notice of the Meeting
 - b. Determination of quorum
 - c. Reading and disposal of all unapproved minutes
 - d. Reports of Officers and Committees
 - e. Results of election (Annual Meeting only)
 - f. Unfinished business
 - g. New business
 - h. Adjournment

ARTICLE 5 **OFFICERS**

- 5.1 **Titles of Officers.** The Association shall have a President, Vice President, Secretary and Treasurer, appointed annually by the Board of Directors.
- 5.2 **Appointment of Officers.** All Officers shall be appointed at the meeting of the Board following the Annual Meeting of Members or at any Special Meeting of the Board held for the purpose of appointing one or more Officers.
- 5.3 **Term of Office.** The Officers of the Corporation shall be appointed for a one year term, unless otherwise set forth in the appointment, extending from the date of appointment to the next meeting held for the purpose of appointing a successor Officer.
- 5.4 **Removal and Vacancies.** Any Officer may be removed from the office they hold without assignment of cause by vote of a majority of the Members of the Board of Directors. This removal does not change his or her status as a member of the Board. Such removal may only occur at a meeting called for that purpose. An Officer may resign at a meeting at any time by

giving written notice to the Board of Directors. Such resignation shall take effect on the date specified, or on such date as the resignation is acted upon by the Board of Directors. Any Officer vacancy, however occurring, shall be immediately filled by the Board of Directors. The Board of Directors shall communicate to the Members within seven (7) days via official Board communication channels, any and all changes in the Board of Directors composition.

5.5 **Duties.** The duties of the Officers shall be as follows. Officer positions shall be conferred solely to define additional specific duties; all Directors are otherwise equal in stature on the Board, authority and responsibilities. All Officers shall have such other authority and perform such duties in the management of the Association as may be required by law and as may be prescribed by the Board of Directors from time to time.

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 approve all checks and promissory notes.

b. **Vice President**. The Vice President shall act in the place and stead of the president in the event of his or her absence or inability or refusal to act.

c. **Secretary**. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of the Members; keep the corporate seal, if any, of the Association and affix it on all papers requiring the seal; keep records showing the Member of the Association, together with their addresses.

d. **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, after approval by the President, all checks and promissory notes of the Association; keep proper books of account; and shall prepare an Annual Budget and Statement of Income and Expenditures to be presented to the Membership at its regular Annual Meeting, and make copies available to the Members.

The Treasurer shall send out notices for dues on August 1 of every year to all Members. The Treasurer shall also collect Dues and Late Fees. Dues must be paid by September 30 of that year. Beginning October 1 of that year, delinquencies shall be assessed late penalties.

The Treasurer shall ensure that the Corporation's Annual Tax Return is properly filed.

5.6 **Compensation**. The compensation of Officers is prohibited.

ARTICLE 6
MISCELLANEOUS

- 6.1 **Seal**. The Corporation may have a corporate seal which may be altered at the pleasure of the Board; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect the character or validity or legal effect of the Document in any respect.
- 6.2 **Fiscal Year**. The Fiscal Year of the Corporation shall be September 1 to August 31.
- 6.3 **Registered Agent and Office**. The registered agent and registered office of the Corporation shall be as designated by the Board from time to time. The Corporation may maintain such other offices, within or without the State of South Carolina as the Board may designate, or as the business of the Corporation may require. In the absence of directions from the Board of Directors to the contrary, the Secretary or Treasurer of the Corporation shall cause the Corporation to maintain currently all filings respecting the registered office and registered agent with all governmental officials as required by the South Carolina Business Corporation Act or otherwise by law.
- 6.4 **Inspection of Records by Members**. A Member is entitled to inspect and copy, at a reasonable time arranged with the Corporation's Officers, any of the following records of the Corporation, if he or she gives the Corporation written notice of his or her request at least five business days before the date on which he or she wishes to inspect and copy:
- a. Articles of Incorporation, or Restated Articles of Incorporation, and all amendments to them currently in effect;
 - b. Its Bylaws, or restated Bylaws, and all amendments to them currently in effect;
 - c. The minutes of all Members' meetings for the past three years;
 - d. All written communication to all Members, generally, within the last three years; including the financial statements furnished for the past three years;
 - e. All contracts or written agreements between the Corporation and any of its Members.

A Member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the following records of the Corporation, if he or she gives the Corporation written notice of his or her request at least five (5) business days before the date on which he or she wishes to inspect and copy and his or her request is made in good faith and for a proper purpose, he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect, and the records are directly connected with his or her purpose.

- a. Excerpts of minutes of any Board of Directors meeting; records of any action of a Committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation; minutes of any meeting of the Members; and records of action taken by the Members or Board of Directors without a meeting to the extent not otherwise subject to inspection under this section of the Bylaws;
- b. Account records of the Corporation
- c. The record of Members
- d. Tax Returns

A Member's agent or attorney has the same inspection and copying rights as the Member he represents. The Member must provide evidence of their delegation in this matter to an agent or attorney by providing a copy of the delegation authority document and attach it to any request forwarded to the Board. The right to copy records under this section includes, if reasonable, the right to receive copies by photographic or other means. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any document provided to a Member. A copy of each request by or on behalf of a Member shall be promptly provided to the Board of Directors, and the Board shall authorize the response to such request.

6.5 Publication of Governing Documents and Association Updates.

- a. To the extent required by Section 27-30-130 of the South Carolina Homeowners Association Act, the Association shall record its Governing Documents (as such term is used in the South Carolina Homeowners Association Act) in the Clerk of Court's Register of Mesne Conveyance (RMC), or the Registrar of Deeds office in Greenville County, which is the county where the Association's property is. In addition, all rules and regulations adopted by the Association shall be made available on the Association's website within thirty days, where they may be downloaded by a homeowner and shall be recorded in the Clerk of Court's Registrar of Mesne Conveyance (RMC), or Registrar of Deeds office in Greenville County by January tenth of each year following their adoption.
- b. The Association's website shall serve as an official communications channel for the Board of Directors. In addition to posting the governing documents to the Association's website, the Board shall post other information, including forms used by the Architectural Review Committee, Board Status Reports, and Annual Meeting minutes for the current year and at least the three previous years, as well as other information approved by the Board.
- c. To ensure transparency between the Board of Directors and Association Members, the Board of Directors shall post no fewer than four Status Reports (three quarterly plus one annual update) during each Fiscal Year. Each Status Report shall include at a minimum:
 - i. a disclosure of any changes in the Board of Directors and Officers
 - ii. a description of all proposed or adopted Bylaw amendments
 - iii. a reporting of Fiscal Year to Date expenditures versus Budget and any projected Budget overruns
 - iv. formation or dissolution of Board Committees
 - v. an update on current and upcoming Board projects
 - vi. other Board or Association accomplishments since the last report

Each Board Status Report shall be posted on the Association's website, stored in the Association's digital storage platform and delivered electronically to all homeowners who have provided an email address to the Board.

- d. A Community Member Directory will be published annually in alignment with the new Fiscal Year. The volunteer coordinator responsible for compiling the Community Directory shall serve at the pleasure of the Board and be reimbursed for the material cost of producing the Community Directory. Each Association Member shall choose whether to be in the Community Directory.

6.6 **Severability**. Any provision of these Bylaws, or any amendment or alteration thereof, which is determined to be in violation of the South Carolina Business Corporation Act shall not in any way render any of the remaining provisions invalid.

6.7 **Dissolution**. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a plan of distribution adopted by the Board of Directors, which shall meet all of the requirements of the laws of the State of South Carolina and the Internal Revenue Code as prescribed for the distribution of assets upon the dissolution of a non-profit organization.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 **Definitions**. For purposes of this article all terms used herein that are defined in Section 33-31-850 of the South Carolina Nonprofit Corporation Act or any successor provision shall have the meanings so prescribed in such section.

7.2 **Indemnification of Directors and Officers**. The Corporation shall indemnify and may contract in advance to indemnify an individual who is or was threatened to be made a party to proceedings because he or she is or was a Director or Officer of the Corporation or, while a Director or Officer of the Corporation, is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation against all liabilities and reasonable expenses incurred in the proceeding to the fullest extent permissible under the South Carolina Nonprofit Corporation Act and regardless of whether the proceeding is by or in the right of the Corporation. The determination that indemnification under this section is permissible and the evaluation of the reasonableness of expenses in a specific case shall be made, in the case of a Director, as provided by law, and in the case of an Officer, as provided in Section 7.3 of this Article provided, however, that if a majority of the Directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming such indemnification, be made by a special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advancements and reimbursements for expenses incurred by a Director or officer in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that he is not entitled to indemnification. Such an undertaking shall be an unlimited, unsecured general obligation of the Director or Officer and

shall be accepted without reference to his or her ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a Director or Officer acted in such a manner as to make him or her ineligible for indemnification.

- 7.3 **Indemnification of Others.** The Corporation may, to a lesser extent or to the same extent that the Corporation is required to provide indemnification and make advances and reimbursements for expenses to its Directors and Officers, provide indemnification and make advance and reimbursements of expenses to its employees and agents, the Directors, Officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and if authorized by general or specific action of the Board of Directors, may contract in advance to do so. The determination that indemnification under this Section is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 7.2 of this Article shall be limited by provisions of this paragraph.
- 7.4 **Miscellaneous.** Every reference in this Article to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred to and their respective heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation, regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to prohibit the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above, for the purpose of conducting the business of the Corporation. If any provision of this Article or its application to any person or circumstances is held invalid by a court of competent jurisdiction, this invalidity shall not affect other provisions or application of this Article, and to this end the provisions of this Article are severable.

ARTICLE 8

AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws may be adopted by the Board. Any Bylaws adopted by the Board may be amended or repealed by the Members of the Association. The resulting Bylaws may contain any provision for the regulation and management of business of the Corporation not inconsistent with the law, the Articles of Incorporation, and the Restrictive Covenants. Any amendment of the Articles of Incorporation or Restrictive Covenants that is inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto. Any part, or parts of these Bylaws which merely summarize or restate the provisions of the Articles of Incorporation, the provisions of the South Carolina Business Corporation Act, as amended, or the Restrictive Covenants shall be operative with respect to the Corporation only so far as they are an accurate description of existing law, Articles of Incorporation, or the Restrictive Covenants. To the extent there is any inconsistency, these Bylaws shall be deemed amended to agree with applicable law, Articles of Incorporation, and/or Restrictive Covenants.

8.1 Procedure for Amending these Bylaws. This procedure shall ensure that the full history of any and all ratified amendments to the Bylaws are accurately captured in Article 8. The text of Articles 1 through 7 will reflect only the current amended language with no mention of previous revisions. This shall provide all Members with a clear, concise set of current Bylaws that does not require reference to prior amendments.

Each amendment entry into Article 8 shall provide the original text prior to the amendment, the amended text, any pertinent notes or information, and the date of the ratification of the amendment by the Board. Each amendment shall be assigned a unique paragraph header and consecutive paragraph number (i.e. - 8.2, 8.3, etc.).

8.2 Amendment of Bylaw 6.5 C Publication of Governing Documents and Association

Updates. On June 11, 2024, the Hammond Pointe HOA Board amended **Bylaw 6.5c Publication of Governing Documents and Association Updates** by eliminating the 4th Quarter Status Report and thus reducing the number of required Status Reports from 5 to 4 (three quarterly reports and the Annual Status Report). The previously required Fourth Quarter Status Report and the Annual Status Report were released simultaneously and were redundant.

The original language of 6.5c reads:

- c. To ensure transparency between the Board of Directors and Association **Members**, the Board of Directors shall post no fewer than five Status Reports (quarterly plus one annual update) during each Fiscal Year. Each Status Report shall include at a minimum:
 - i. a disclosure of any changes in the Board of Directors and Officers
 - ii. a description of all proposed or adopted Bylaw amendments
 - iii. a reporting of Fiscal Year to Date expenditures versus Budget and any projected Budget overruns
 - iv. formation or dissolution of Board Committees
 - vi. other Board or Association accomplishments since the last report

Each Board Status Report shall be posted on the Association's website, stored in the Association's digital storage platform and delivered electronically to all homeowners who have provided an email address to the Board...

As of June 11, 2024, the **newly amended and restated Bylaw 6.5c Publication of Governing Documents and Association Updates** now reads:

- c. To ensure transparency between the Board of Directors and Association **Members**, the **Board** of Directors shall post no fewer than four Status Reports (3 quarterly Status Reports plus one annual update) during each Fiscal Year. Each Status Report shall include at a minimum:
- i. a disclosure of any changes in the Board of Directors and Officers
 - ii. a description of all proposed or adopted Bylaw amendments
 - iii. a reporting of Fiscal Year to Date expenditures versus Budget and any projected Budget overruns
 - iv.. formation or dissolution of Board Committees
 - v. an update on current and upcoming Board projects
 - vi. other Board or Association accomplishments since the last report

Each Board Status Report shall be posted on the Association's website, stored in the Association's digital storage platform and delivered electronically to all homeowners who have provided an email address to the Board.

8.3 Amendment of Bylaw 2.7c Voting/Electronic Voting. On June 11, 2024, Hammond Pointe HOA Board amended **Bylaw 2.7c Voting/Electronic Voting** to ensure that the way in which voting is conducted is clear without the need for legal interpretation and explanation of the Bylaw.

The original language reads:

- c. Whenever any corporate action, except election of Directors and except as otherwise provided by law, the Articles of Incorporation, or the Restrictive Covenants, is to be taken by vote of the Members, it shall be taken if authorized by a majority of the votes by the Members entitled to vote thereon; provided that on matters for which approval by written or electronic ballot is permitted, so long as a quorum votes on the matter, the matter passes if more Members vote in favor of the proposal than against it, except that in elections of Directors, those candidates who receive the greatest number of votes cast by Members entitled to vote shall be deemed elected. Voting by proxy in the election of the Directors or on any other matter that is described in the Notice of Meeting is not permitted, unless otherwise provided in the notice. In the election of Directors or items in Notice of Meeting, a Member may vote his shares by written or electronic ballot in accordance with the guidelines set forth in the South Carolina Code for the Annual Meeting of the Homeowners Association.

As of August 5, 2024 The Newly Amended and Restated Hammond Pointe Bylaw 2.7c -

Voting/Electronic Voting reads:

c. Subject to the exceptions described below, any time a matter requires approval of Members:

- If the matter is voted upon at a meeting at which a quorum is present, the matter passes if more Members who are entitled to vote on the matter vote in favor of the proposal than against it;
- If the matter is voted upon by written or electronic ballot, then the matter passes if (i) at least a quorum of Members votes on the matter and (2) more Members who are entitled to vote on the matter vote in favor of the proposal than against it.

A separate voting requirement applies to the election of Directors. In elections of Directors:

- (i) voting shall be by written or electronic ballot, and
- (ii) if at least a quorum of Members votes on the matter, then the candidates who receive the greatest number of votes cast by Members entitled to vote shall be deemed elected. For example, if there are five board seats being voted upon, the five candidates receiving the most votes shall be elected, even if one or more of the candidates receives fewer than a majority of the votes cast.

Voting by proxy in the election of the Directors or on any other matter that is described in the Notice of Meeting is not permitted, unless otherwise provided in the notice.

Whenever the Articles of Incorporation, the Restrictive Covenants, or the South Carolina Nonprofit Corporation Act requires a higher threshold for Member approval (such as approval by a majority of all Members rather than just those who choose to vote on the matter), then the matter passes only if such higher voting threshold is exceeded.

8.4 Amendment of Bylaw 2.6 Quorum. On August 28, 2024, Hammond Pointe HOA Board amended **Bylaw 2.6 Quorum** to ensure clarity in how a quorum is determined for electronic voting.

The original language reads:

2.6 Quorum. Twenty percent (20%) of the homeowners entitled to vote, either present or represented by duly executed proxy, shall constitute a quorum at all meetings of the Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned by vote of the majority of the Members present despite the absence of quorum.

As of August 28, 2024 The Newly Amended and Restated Hammond Pointe Bylaw 2.6 - Quorum reads:

2.6 **Quorum.** Twenty percent (20%) of the homeowners entitled to vote, either present, represented by duly executed proxy, or participating in electronic voting shall constitute a quorum of the Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned by vote of the majority of the Members present despite the absence of quorum.

8-29-2024
Shirley W. Osborn
Secretary
Hammock Pointe Homeowners Association