

Berkeley County  
Cynthia B. Forte  
Register of Deeds  
Moncks Corner 294616120

00060827 Vol: 5618 Pg: 1



53 2006 00060827

Instrument Number: 2006- 00060827

As

Recorded On: May 16, 2006

Restrictive Covenants

Parties: BRAEMOOR HOMEOWNERS ASSN INC

To

BRAEMOOR HOMEOWNERS ASSOCIATION INCORPOR

Billable Pages: 5

Recorded By: BRAEMOOR HOMEOWNERS ASSN INC

Num Of Pages: 10

Comment:

**\*\* Examined and Charged as Follows: \*\***

Restrictive Covenants	15.00
Recording Charge:	15.00

**\*\* THIS PAGE IS PART OF THE INSTRUMENT \*\***

I hereby certify that the within and foregoing was recorded in the Clerk's Office For: Berkeley County, SC

**File Information:**

Document Number: 2006- 00060827

Receipt Number: 52037

Recorded Date/Time: May 16, 2006 10:36:31A

Book-Vol/Pg: Bk-R VI-5618 Pg-1

Cashier / Station: R McMakin / Cash Super Station 5

**Record and Return To:**

BRAEMOOR HOMEOWNERS ASSN INC

P O BOX 719

GOOSE CREEK SC 29445



Cynthia B Forte - Register of Deeds

BRAEMOOR HOMEOWNERS ASSOCIATION, INCORPORATED

BYLAWS

ARTICLE I

NAME

The name of the corporation is Braemoor Homeowners Association, Incorporated, hereinafter referred to as the "Association."

ARTICLE II

DEFINITIONS

Deletion approved 11/00 (Duplicate of Covenants and Restrictions (C270 Pg 299) Article I)

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Deletion approved 11/00 (Duplicate of Covenants and Restrictions (C270 Pg 299) Article III)

ARTICLE IV

PROPERTY RIGHTS

Deletion approved 11/00 (Duplicate of Covenants and Restrictions (C270 PG 299) Article IV)

ARTICLE V

MEETING 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 but no later than the third Wednesday in January 1990, and each subsequent regular annual meeting of the members shall be held on the third Wednesday in January of each year thereafter.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, Secretary or majority of the members of the Board of Directors, or upon the written request of the members entitled to one-fourth (1/4) of the vote appurtenant to Class A Lots.

Section 3. Substitute Annual Meeting. If the annual meeting shall not be held on the day designated by these Bylaws, a Substitute Annual Meeting may be called in accordance with Section 2 of this Article. A meeting so called shall be designated and treated for all purposes as the Annual Meeting.

Section 4. Place of Meetings. All meetings of the members shall be held at such place, within Berkeley or Dorchester County, South Carolina, as shall be determined by the Board of Directors of the Association.

Section 5. Notice of Meeting. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by hand delivery, not less than 15 days nor more than 50 days before the date of the meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the

books of the Association, or supplied by such member to the Association, for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the exact purposes of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a member in writing of the notice required herein signed by him before or after such meeting, shall be equivalent to the giving of such notice.

Section 6. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes appurtenant to each Class of Lots (Class A and Class B) shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 7. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

Section 8. Informal Action by Members. Any action which may be taken at a meeting of a member may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Association to be kept in the Association minute book.

Section 9. Parliamentary Procedure. At all meetings, "Roberts Rules of Order, Revised" shall govern for any questions of procedure not covered by the Bylaws.

## ARTICLE VI

### BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

Section 2. Number, Term and Qualification. The number of directors of the Association shall be three until the first annual meeting of the Association. Thereafter the Board shall consist of at least three (3) Directors and not more than nine (9) Directors. At the first annual meeting the members shall elect one director to serve for a term of one year, one director to serve for a term of two years and one director to serve for a term of three years. At each annual meeting thereafter the members shall elect the number of directors needed to fill the vacancy or vacancies created by the director or directors whose term(s) are expiring to serve for a term of three years. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. Directors need not be members of the Association.

Section 3. Successive Term and Re-election. A member of the Association may be elected to successive three-year terms on the Board.

Section 4. Nomination. Nomination for election to 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, who shall be a member of the Board of Directors, 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, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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 the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 5. Election. Except as provided in section 6 of this Article, the directors shall be elected at the annual meeting of the members., by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled under the provisions of Article III of these Bylaws. The persons receiving the highest number of votes shall be elected. Cumulative voting is not permitted.

Section 6. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

Section 7. Vacancies. A vacancy occurring in the Board of Directors may be filled by the selection by the remaining directors of a successor who shall serve for the unexpired term of his predecessor. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 8. Compensation. No director shall receive compensation for any service he may render to the Association in the capacity of Director. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 9. Bonds. The Board of Directors may by resolution require any or all officers, agents and employees of the Association to give a bond to the Association with sufficient sureties conditioned on the faithful performance of the duties of their respective offices or positions and to comply with such other conditions as may from time to time be required by the Board of Directors.

## ARTICLE VII

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. 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.

Section 4. Informal Action by Directors. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 5. Chairman. A Chairman of the Board of Directors shall be elected by the Directors and shall preside over all Board meetings until the President of the Association is elected. Thereafter, the President shall serve as Chairman. In the event there is a vacancy in the office of the Presidency, a Chairman shall be elected by the Board of Directors to serve until a new President is elected.

Section 6. Parliamentary Procedures. At all meetings "Roberts Rules of Order, Revised" shall govern for any question of procedure not covered by the Bylaws.

## ARTICLE VIII

## POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association pursuant to the provisions of the Declaration. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) 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 meetings of the Board of Directors without good cause;

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and contract with a management company to manage the operation of the Association, and in the event a contract is entered into with a management company, such contract must be terminable by the Board of Directors without cause or penalty on thirty (30) or less notice and any management contract made with the Declarant shall be for a period not to exceed three years;

(f) employ attorneys to represent Association when deemed necessary;

(g) grant easements for the installation and maintenance of sewerage, utilities, or drainage facilities, upon, over, under and across the Common Area without the assent of the membership when such easements are requisite for the convenient use and enjoyment of the properties; and

(h) appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by members entitled to at least one-fourth (1/4) of the votes appurtenant to Class A Lots;

(b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each unit at least thirty (30) days before January 1 of each year;

(2) send written notice of each assessment to every Owner subject thereto at least fifteen (15) days prior to the due date;

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability insurance covering the Association in an amount not less than \$1,000,000.00 and adequate hazard insurance on the real and person property owned by the Association;

(f) cause all officers or employees to be bonded, as it may deem necessary;

(g) cause the Common Area and all facilities erected thereon to be maintained; and

(h) cause individual properties to be maintained if required by the Declaration.

## ARTICLE IX

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board from time to time by resolution create.

Section 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. Two persons from the same household will not be permitted to be on the Board of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or be otherwise disqualified to serve.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 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 other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

#### President

(a) 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 sign all promissory notes and in the absence of the Treasurer shall sign all checks.

#### Vice-President

(b) The vice-president shall act in the place and stead the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

#### Secretary

(c) 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.

#### Treasurer

(d) 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 of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an audit committee of homeowners or a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and 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.

### ARTICLE X

#### COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. The Board of Directors making the appointment of a committee shall designate a chairman of said committee.

### ARTICLE XI

#### BOOKS AND RECORDS

The books, records and papers of the Association shall be at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

### ARTICLE XII

#### ASSESSMENTS

As more fully provided in Article V of the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of Eight (8%) percent per annum, plus such late charge as may be established by the Board of Directors, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Unit.

## ARTICLE XIII

## CORPORATE SEAL

The Association shall have a seal in circular form having with its circumference the words: Braemoor Homeowners Association, Inc., South Carolina, 1989.

## ARTICLE XIV

## AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of the members present at a meeting duly called for such purpose in person or by proxy, except that the Federal Housing Administration or Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the Declaration shall control.

## ARTICLE XV

## VIOLATION OF RULES AND REGULATIONS

Failure to abide by any Rules or Regulations published by the Association shall be grounds for an action, brought by the Association or any aggrieved Owner, to recover damages, or obtain injunctive and equitable relief, or both. In addition to these remedies, in the event of violation by an Owner of any rules or regulations, such Owner's voting rights and rights to use the recreational facilities may be suspended by the Board after a hearing at which the general requirements of due process shall be observed. The duration of such suspension shall be set by the Board and shall not exceed sixty days for each violation. Such hearing shall only be held by the Board after giving the Owner ten (10) days' prior written notice which specifies each alleged violation and sets the time, place and date of the hearing. A determination of the violation and the time of suspension or other sanction shall be made by a majority vote of the Board. The Owner shall have the right to appeal any adverse ruling of the Board and shall be entitled to a hearing de novo before the membership of the Association, at which the general requirements of due process shall be observed. Upon an appeal by an Owner of a decision by the Board, a special meeting shall be held within sixty (60) days from the decision by the Board, but the decision of the Board shall remain in effect unless overruled by a majority vote of the members present at the special meeting.

a. Effective February 1, 2006, any homeowner in violation of the Covenants and Restrictions will be sent a letter to advise the violation and disclose the actions of the Braemoor Homeowners Association will take if the violation is not corrected within the specified time. *Second notice* will include a fine of \$25.00, payable within 14 days. *Third notice* will include a fine of \$75.00, payable within 14 days. *If the violation is not corrected, the violation is turned over to legal counsel for resolution.* Unpaid fees will be accumulated, billed, and collected during the annual assessments cycle and therefore will be governed by Article V of the Covenants and Restrictions. Interest and late fee charges will not be assessed on these fines.

b. The homeowner in violation will be responsible for paying all additional legal fees incurred as a result of this situation being handled by legal counsel.



## ARTICLE XVI

## INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of the Association, and each former director and officer of the Association, shall be indemnified by the Association against the costs and expenses reasonably incurred by him or her in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she is or may be made a party by reason of his or her being or having been such director or officer of the Association (whether or not he or she is a director or officer at the time of incurring such costs and expenses), except with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful misfeasance or malfeasance in the performance of his or her duty as such director or officer. In case of the settlement of any action, suit or proceeding to which any director or officer of the Association, or any former director or officer of the Association, is made a party or which may be threatened to be brought against him or her by reason of his or her being or having been a director or officer of the Association, he or she shall be indemnified by the Association against the costs and expenses (including the cost of settlement) reasonably incurred by him or her in connection with such action, suit or proceeding (whether or not he or she is a director or officer at the time of incurring such costs and expenses) to the extent that such costs and expenses are not reimbursed as part of the settlement, if (a) the Association shall be advised by independent counsel that, in such counsel's opinion, such director or officer did not commit willful misfeasance or malfeasance in the performance of his or her duty as such director or officer with respect to the matters covered by such action, suit or proceeding, and the cost to the Association of indemnifying such director or officer (and all other directors and officers, if any, entitled to indemnification hereunder in such case) if such action, suit or proceeding were carried to a final adjudication in their favor could reasonably be expected to exceed the amount of costs and expenses to be reimbursed to such directors and officers as a result of such settlement, or (b) disinterested Association members entitled to exercise a majority of the voting power shall, by vote at any annual or special meeting of the Association, approve such settlement and reimbursement to such director or officer of such costs and expenses. The phrase "disinterested members" shall mean members of the Association other than (i) any director or officer of the Association who at the time is or may be indemnification pursuant to the foregoing provisions, (ii) any corporation or organization of which any such director or officer owns of record or beneficially ten percent (10%) or more of any class of voting securities, (iii) any firm of which such director or officer is a partner, and (iv) any spouse, child, parent, brother or sister of any such director or officer. The foregoing rights of indemnification shall inure to the benefit of the heirs and legal representative of each such director or officer, and shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law or under the Declaration, any vote of the Association members or any agreement. The Board may purchase such Directors' and officers' Liability Insurance as it shall deem appropriate, and premiums for such insurance policies shall be deemed for all purposes proper expenses of the Association.

## ARTICLE XVII

## MISCELLANEOUS

Section 1: The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2: A phone list of homeowners should not be published and distributed by the board.

I, the undersigned, do hereby certify:

THAT the foregoing Bylaws constitute the original Bylaws of said Braemoor Homeowners Association, Inc., as duly adopted at a meeting of the Board of Directors thereof, held on the 1st day of August, 1989 and as last amended January 12, 2006.

Braemoor Homeowners Assn, Inc

*Braemoor Homeowners*  
*Paula Cabanting*  
/s/ Paula Cabanting, Secretary

/s/ Paula Cabanting, Secretary

Scott Nydam


STATE OF SOUTH CAROLINA )

) SS

COUNTY OF BERKELEY

1

Witness my hand and official seal this 1<sup>st</sup> day of May, 2006.

  
Susan C. Harrison  
My commission expires: February 29, 2012

Susan C. Harrison

My commission expires: February 29, 2012

SEAL