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# BY-LAWS OF MORNINGSIDE PROPERTY OWNERS ASSOCIATION, INC.

Approved : June 2, 2011

Revised: May 2011

**BY—LAWS  
OF  
MORNINGSIDE PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is MORNINGSIDE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." Meetings of members and directors may be held in the neighborhood of Rolling Green Village within the State of South Carolina, County of Greenville as may be designated by the Board of Directors.

**ARTICLE II  
BY-LAWS**

This organization shall be governed by properly executed By-laws, and meetings will be conducted using Robert's Rules of Order.

The Morningside by-laws may be amended or deleted at a special or regular meeting by the majority of the members, either present or by proxy. Each article to be amended must be voted on separately. Members shall receive a two weeks' notice of the special meeting with the articles to be voted on included with the notice.

Should a conflict exist or occur between the By-Laws and the Covenants, the Covenants shall rule and control.

The newly approved By-Laws shall replace the revised By-Laws of March, 2007.

**ARTICLE II  
DEFINITIONS**

**"Association"** shall mean and refer to MORNINGSIDE PROPERTY OWNERS ASSOCIATION, INC., its successors and assigns.

**"Common Area"** shall refer to all areas not covered by the word "lot" (as defined below)..

**"Declaration"** shall mean and refer to the Declaration of Covenants applicable to properties recorded in the Office of the Registrar, Greenville, SC.

**"Lot"** shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

**"Member"** shall mean and refer to those persons entitled to membership as provided in the Declaration and in Article III of these By-Laws.

**"Owner"** shall mean and refer to the record owner, whether one or more persons, of the fee simple title to any lot which is a part of the Properties, but excluding those having such interest merely as security for the performance of an obligation.

**“Properties”** shall mean and refer to that certain real property described in the *Declaration of Covenants, Conditions and Restrictions*, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III MEMBERSHIP

Every owner of a home in the Morningside Community shall be a member of the Association. When more than one person holds interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but, in no event, shall more than one vote be cast with respect to any lot.

### ARTICLE IV MEETING OF MEMBERS

Section 1: Annual Meetings: The Annual Meeting of the membership shall be held on the first Thursday in November. The time and place shall be determined by the Board of Directors.

Section 2: Special Meetings: Special meetings of the general membership may be called at any time by the president or by a majority of the Board of Directors, or upon written request of at least 10 members

Section 3: Notice of Meeting: Written notice of each meeting of the members shall be given by the person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (15) days before such 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 purpose of the meeting.

Section 4: Quorum: A simple majority of the membership which number includes any proxies that have been received shall constitute a quorum.

Section 5 Proxies: Proxies must be written AND SIGNED and delivered to the President or Secretary before a meeting. Each proxy shall be revocable and shall automatically cease upon conveyance by the member of his/her vote at the meeting in question.

### ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1: Number: Five directors, each a resident of the Morningside community, shall manage the affairs of the Association. The Directors shall also appoint to the Board a member of the Association to represent the members at large for a three year term with no voting rights.

Section 2: Term of Office: The term of office for the Board of Directors shall be for a term of three years with unlimited service possible.

Section 3: Removal:

1. A Director may be removed from the Board for any of the following reasons:
  - a. Failure or refusal to perform the duties of elected office
  - b. Incapacitation due to illness or family situation
  - c. Death

- d. A Director may also be removed from office by the following procedure: Not less than five members of the Association must present to the Board a petition signed by each calling for the director's removal. The Board of Directors shall then call for a special meeting of the members within ten days of receiving the signed petition for removal. A majority vote by the members of the Association is necessary to remove the director in question from office.

2. A successor shall be appointed by the remaining directors and shall serve for the unexpired term. This temporary service will not constitute a "term of office" as defined above.

Section 4: Compensation: No director shall receive compensation for any service s/he may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5: Action Taken without A Meeting: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or oral vote of each of the directors. Such actions shall be entered into the record at the next meeting of the Board. Any action so approved by the majority shall have the same effect as though taken at a meeting of the directors.

Section 6: Family Relationships of Board Members: No two members of any family may serve on the Board of Directors at the same time.

## ARTICLE VI

### NOMINATION OF DIRECTORS

Section 1: 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.

Section 2: Nominating Committee: The Nominating Committee shall consist of a Chairperson (appointed by the President) who shall be a member of the Board of Directors, and two or more members of the Association.

1. The Nominating Committee shall be appointed by the Board of Directors at least one month prior to the annual meeting.
2. 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. The Nominating Committee may also place in nomination a current Board member for an additional term of three years (see Term of Office above) for the Board of Directors.

Section 3: Election: The Directors shall be elected by plurality vote of the members present including any proxies submitted at the annual meeting. Voting shall be done by secret ballot. The members of the Board so elected shall determine the offices of the Directors. If only one person is standing for a position, voice vote will suffice.

## ARTICLE VII

### MEETING OF DIRECTORS

Section 1: Regular Meetings: Regular meetings of the Board shall occur at least bi-monthly as determined by the Board. Directors' meetings are open for observation by any resident; however,

notwithstanding anything contained herein or in the Restrictive Covenants to the contrary, the Board may conduct closed sessions to discuss confidential or personnel matters.

Section 2: Special Meetings: Special meetings of the Board may be called by the President or by two directors after not less than three (3) days notice to each director. Any action taken by the Board at this special meeting shall be valid and binding.

Section 3: Quorum of the Board: A majority of the number of directors (3) shall constitute a quorum for the transaction of business.

Section 4 Validity: Every act performed or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

## ARTICLE VIII POWERS AND DUTIES

### Section 1: Powers and duties of the Board as a whole:

1. Adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
2. Cause to be kept a record of all its acts and corporate decisions. Minutes from the Board meetings are to be distributed to all members within seven days of the meeting.
3. Establish the amount of the monthly fee (Regime Fee) due from homeowners in Morningside and issue, or cause an appropriate office to issue, a monthly statement of fees due to each homeowner at least 30 days in advance.
4. The Board may not increase the monthly fee by more than 10% without the approval of a majority of the members. The Board may add a charge of ten dollars to the monthly assessment of any homeowner who is late in paying the monthly fee (Regime Fee).
5. Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such right may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations. A lien may be placed against a home after three months of delinquency in paying assessments
6. Procure and maintain adequate liability insurance covering the Association, its directors, officers, agents and employees and to procure and maintain adequate hazard insurance on the real and personal property owned by the Association;
7. 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 By-Laws, the Articles of Incorporation, or the Declaration;
8. 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;
9. Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe and supervise their duties;
10. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

11. Cause the Common Area to be maintained;
12. Cause the exterior of the dwellings to be maintained.
13. Employ attorneys to represent the Association when deemed necessary.
14. Contract for the Association for the provision of services in keeping with the purposes of the Association.

#### Section 2: Duties:

President: The President shall preside at all meetings of the Directors and members of the Association. He/she shall see that all orders of the Board of Directors are carried out. The President shall appoint the chairpersons of any standing committees.

Vice President: The Vice President shall have the authorities and duties of the President during his/her absence, should it occur.

Secretary: The Secretary shall record the minutes of meetings of the Board of Directors and the Annual Meeting and maintain records of all meetings and correspondence. The minutes of said meetings shall be distributed to the members.

Treasurer: Serve as liaison for the Board to the Managing Agent. Serve as a committee chairperson

Building & Grounds: Receive information from residents regarding needed property repairs/problems. Approve all property repairs. Refer problems/repairs to Managing Agent. Perform on-sight inspection of problem(s) with a follow-up inspection of repair/solution. Report on repairs at the regular Board meetings and at Annual Meeting. Any repairs over \$500 require at least two estimates and approval of the Board.

### **ARTICLE IX**

**NOTE:** While all homeowners are responsible for maintenance and upkeep inside the houses of Morningside, the Home Owners Association as a whole provides or excludes the following:

#### **EXTERIOR MAINTENANCE INCLUDED**

The Morningside Association shall provide the maintenance of the following features original at development: Paint; stain; repair/replacement of roofs, gutters and downspouts; exterior building surfaces; standard patios, front stoop areas, and repair of driveways; also any front trees (i.e. Bradford pears), shrubs (Crape Myrtles and boxwoods), lawns, railroad tie retaining walls, privacy fences and mail box posts.

#### Section 1: HOUSE PAINTING

1. Houses are painted in a five year cycle.
2. Power washing is included with painting. Residents whose houses are not being painted may obtain this service at their expense.
3. Houses to be painted will be inspected for repairs and any repairs needed will be completed prior to painting.
4. The Board requires at least two estimates from painting companies.
5. Shutters, and entry doors are excluded.

## EXTERIOR MAINTENANCE EXCLUDED

The Association shall not provide the following: Replacement or repair of windows, doors, decks, screened porches, standard black mailboxes. Options and improvements added by any owner to the original house since the time of construction are also excluded. The definition of windows and doors includes sills, jambs and trims.

## ARTICLE X

### COMMITTEES

The President shall appoint a chairperson for any committee as needed.

### CERTIFICATION

Adopted a special meeting by the Board of Directors held May, 2011

President: Barbara M. Schultz  
Barbara M. Schultz

Vice president D. Earle Townsend Jr.  
D. Earle Townsend

Secretary: Lynn H. Woodman  
Lynn H. Woodman

Treasurer: Herbert J. Knight  
Herbert J. Knight

Buildings & Grounds: Imogene C. Moody  
Imogene Moody

Approved by the residents of Morningside: June 2, 2011

Originally revised: 2007

Lhw/Morningside