

CONSTITUTION AND BYLAWS  
WHITEFORD LAKE ASSOCIATION

**CONSTITUTION**

Article I

Name and Location

The name of the Association shall be Whiteford Lake Association, hereinafter referred to as *WLA*, and shall be constituted as a non-profit corporation organized under the laws of the state of South Carolina. The location is Whiteford Lake Subdivision, County of Lexington, State of South Carolina.

Article II

Purpose

The purpose of the *WLA* shall be to maintain the aesthetic value of our subdivision entranceway, to promote and protect the interest and welfare of the residents of Whiteford Lake and to encourage such activities that would enhance property values within and around our subdivision.

Article III

Membership

Members must be residents of or own property in Whiteford Lake.

Article IV

Meetings

The *WLA* shall meet at least annually during the month of January at a time and place to be determined by the *Board of Directors*.

Article V

Officers

The officers of *WLA* shall be President, Vice-President, Secretary, and Treasurer.

Article VI

Board of Directors

*WLA* shall be managed and governed by a *Board of Directors* hereinafter referred to as *The Board*. *The Board* shall consist of the officers and the four (4) standing committee chairpersons, all of whom will be elected at the January Annual Meeting, except for the initial election. (See Bylaws Article V, Section 3 and Bylaws Article VI, Section 2).

## Article VII Committees

### Section 1 - Standing Committees

The Standing Committees within the Association will be (a) Traffic / Safety / Crime, (b) Entranceway Maintenance / Beautification, (c) Social / Welcoming / Membership Committees, and (d) Restrictions / Legal. The Committee Chairpersons shall be elected and serve on *The Board*.

### Section 2 - Ad Hoc Committees

Ad Hoc Committees may be established and their functions assigned at the discretion of the Association President. Such establishment must clearly indicate the purpose and length of service of the Committee. The Chairpersons of these Committees will not be required to serve as members of *The Board* as their service is temporary in nature.

## Article VIII Amendments

### Section 1 - Proposals

A proposed amendment to the Constitution and Bylaws of the WLA shall be submitted in writing or electronic communication to *The Board* at least thirty (30) days before the Annual Meeting.

### Section 2 - Board Recommendations

*The Board* must consider proposed amendments and recommend, with reasons, adoption or non-adoption to the membership at the Annual Meeting.

### Section 3 - Membership Approval

Any proposed amendments shall become part of the Constitution and Bylaws when approved by a two-thirds (2/3) vote of the voting members present at the Annual Meeting provided a quorum is present (see Bylaws Article I, Sections 1, 2 & 3 and Bylaws Article IV, Sections 1 & 2).

## Article IX Dissolution

In the event the WLA is dissolved, all surplus funds are to be transferred to a tax-exempt organization (as described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1986 as amended or corresponding section of future tax code) designated by the membership.

## **BYLAWS**

### **Article I Membership**

#### **Section 1 - Definition**

One membership shall consist of all residents of a single household. Each household shall have the privilege to one vote on any issue at any meeting. In the case of rental property, the property owner will have the vote unless he/she relinquishes his/her vote, in writing, to the renter.

#### **Section 2 - Eligibility to Vote**

- A. Each membership shall have one vote at any Annual Meeting or special meeting of WLA, provided the membership is in good standing.
- B. A membership in good standing shall have dues paid in full.

#### **Section 3 - Responsibilities of Members**

- A. Members shall pay dues in full and on time and shall agree to abide by the Constitution and Bylaws of WLA and all Covenants, Conditions, and Restrictions governing the subdivision and its various phases.
- B. Members are strongly encouraged to attend all WLA neighborhood meetings.

### **Article 11 Dues**

#### **Section 1 - Dues**

- A. The amount of annual dues shall be determined by the Association's Treasurer based on the previous year's expenses, anticipated economic inflation additional accounts previously approved by *The Board*. This amount shall be recommended by *The Board* and approved by the membership.
- B. No annual dues or parts thereof shall be refunded or transferred.
- C. No dividends may be declared and no part of the net income of WLA will go to the benefit of an individual.

### **Article III Meetings**

#### **Section 1 - Notice of Annual Meeting**

Notice of the Annual Meeting shall be given to all members in writing or electronic communication\* at least fifteen (15) days prior to the date of the meeting. Sending or delivering such notice to the last known address of the member shall constitute notice.

### Section 2 - Special Meetings of WLA

- A. Special meetings of *WLA* may be called by *The Board*, by written request of 35 percent of the voting members of *WLA*, or by the President, each stating the purpose thereof.
- B. Fifteen (15) days notice of special meetings shall be given to all members in writing or electronic communication stating the purpose thereof. Sending or delivering notice to the last known address of the member shall constitute notice.
- C. No other business shall be transacted at special meetings other than the purpose for which the meeting was called.

### Section 3 - Regular Board Meetings

Regular Board Meetings shall be held as designated by *The Board*.

### Section 4 - Special Board Meetings

Special meetings of *The Board* may be called by the President or by the Secretary upon the request of a majority of *The Board*.

### Section 5 - Proxy Voting

Proxy voting shall be permitted at the Annual and special meetings of *WLA*. Proxies must be in writing or electronic communication and must be filed with the Secretary 24 hours before the convening of the meeting.

## Article IV

### Quorum

#### Section 1 - Quorum for Annual and Special Meetings

The Quorum for Annual or special meetings of the membership, after due and proper notification, shall consist of voting members.

#### Section 2 - Quorum for Board

A simple majority of *The Board* shall constitute a quorum at all Board meetings.

## Article V

### Officers

#### Section 1 - Duties of Officers

- A. The duties of the President shall be:
  - 1. To preside at all meetings of *The Board* and of the membership of *WLA*.
  - 2. To call special meetings of *The Board* and of the membership of *WLA*.
  - 3. To appoint ad hoc committees and to serve as an ex-officio, non-voting member of all ad hoc committees.

4. To present *The Board's* report of the year's activities, excluding the reports of the standing committees.
  5. To nominate a member in good standing to fill any vacancy on *The Board*, said nominee to be elected to *The Board*.
- B. The duties of the Vice-President shall be:
1. To preside in the absence of the President and to perform all duties of the President in his/her absence.
  2. To fill the unexpired term of the President should a vacancy occur.
  3. To serve as parliamentarian.
- C. The duties of the Secretary shall be:
1. To record the minutes of the meetings of *The Board* and of all meetings of the membership.
  2. To conduct the correspondence of *WLA*.
  3. To have custody of the minutes and correspondence of *WLA*; to open the minutes and correspondence in the presence of the Secretary for any member desiring to read them.
  4. To notify members of all meetings (Annual and special) of *WLA*.
- D. The duties of the Treasurer shall be:
1. To serve as custodian of the funds of *WLA* and to disburse them as needed.
  2. To obtain Board approval for any disbursement not included in the budget.
  3. To determine the fiscal budget of *WLA* based on the previous year's expenses, anticipated economic inflation allowances, and any additional accounts approved by *The Board*. This budget, once approved by the membership (See Article 11, Section -, Dues) will be used to determine the recommended membership dues for the upcoming fiscal year.
  4. To present a financial report at each meeting of *The Board* and at the Annual Meeting of *VLA*.
  5. To relinquish complete financial records to an audit committee on schedule as determined by *The Board*.
  6. To transfer all monies and records to the new Treasurer by February 1.
  7. To open the financial records in the presence of the Treasurer for any member of *WLA* desiring to read them.
  8. *The Board* is responsible for regulations pertaining to finances.

### Section 2 - Term of Office

- A. The term of each officer shall be two years, beginning February 1 of the year elected.
- B. Each officer is eligible to serve for two (2) consecutive terms (4 years).
- C. No person shall serve as an officer and as a committee chairperson for a combination of

more than four years, after which he or she will not be eligible for election for one year. This shall not apply to any person elected by *The Board* to fill an unexpired term of less than one year.

### Section 3 - Election

- A. The President and Treasurer shall be elected for a one (1) year term in the 1993 election and for a two (2) year term thereafter.
- B. The Vice-President and Secretary shall be elected for a two (2) year term in 1993 and thereafter.
- C. If a vacancy occurs at the end of the first year of the term, a person shall be elected at the Annual Meeting to serve for the remaining year of the term.

### Section 4 - Removal from Office

- A. Absence of an officer from three out of six consecutive meetings of *The Board* shall result in automatic dismissal from *The Board*. This provision may be waived by a majority vote of *The Board*.
- B. Any officer who shall cease to be a member of *WLA* or who shall be delinquent in his/her dues shall automatically cease to be a member of *The Board*.
- C. Any officer determined to be negligent in the performance of his/her duties or incapacitated as stated in the bylaws may be removed from his/her office by a two-thirds (2/3) majority vote of *The Board*.

### Section 5 - Compensation

The officers of *WLA* shall serve without compensation.

## Article VI

### Board of Directors

#### Section 1 - Definition of Duties

*The Board* shall consist of officers and committee chairpersons. The duties of *The Board* shall be:

- A. To transact and conduct the business of *WLA*.
- B. To submit a fiscal budget and recommend the annual dues of *WLA* at the Annual Meeting for approval.
- C. To appoint an auditing committee and schedule the audit.
- D. To approve the President's nomination for filling an unexpired term when a vacancy occurs on *The Board*.
- E. To present a report of committee activities at the Annual Meeting of *WLA* and to present a report at each Board meeting.

- F. To interpret the bylaws of *WLA*.
- G. To establish an appropriate financial accounting procedure.

#### Section 2 - Term of Office of Committee Chairpersons

- A. The term of each committee chairperson shall normally be for two years beginning February 1 of the year elected (Exception - see Article VII, Section 2, Election).
- B. Each committee chairperson is eligible to serve for two (2) consecutive terms (4 years ).
- C. No person shall serve as an officer and a committee chairperson for a combination of more than four (4) years after which he or she will not be eligible for election for one (1) year. This shall not apply to any individual elected by *The Board* to fill an unexpired term of less than a year.

#### Section 3 - Removal from Office of Committee Chairpersons

- A. Absence of a committee chairperson from three out of six consecutive meetings of *The Board* shall result in automatic dismissal from *The Board*. This provision may be waived by a majority vote of *The Board*.
- B. Any committee chairperson who shall cease to be a member of *WLA* or who shall be delinquent in his dues shall automatically cease to be a member of *The Board*.
- C. Any committee chairperson determined to be negligent in the performance of his/her duties as stated in the bylaws may be removed from *The Board* by a two-thirds (2/3) majority vote of *The Board*.

#### Section 4 - Compensation

The committee chairpersons of WLA shall serve without compensation.

### Article VII

#### Standing Committees

##### Section I - Standing Committees and Their Purpose

- A. Traffic / Safety / Crime  
To develop and/or promote programs in bike safety, driving safety, and avoidance of hazardous materials; to coordinate the maintenance and repair of streets, street lights, drainage and traffic signs.
- B. Entranceway Maintenance / Beautification  
To maintain and improve the entrance to Whiteford Lake; to encourage residents to maintain and improve their property; to promote and maintain a litter-free community; to work in concert with other community organizations in fulfilling these goals.
- C. Social / Welcoming / Membership

To welcome and inform new residents to Whiteford Lake and provide them with *WLA* fact sheets and community restrictions; to promote unity and fellowship within the community; to develop and implement a Whiteford Lake membership campaign with follow-up and dues collection; to coordinate periodic social activities for all *WLA* members and families.

D. Restrictions / Legal

To research and coordinate covenant, county, and state restrictions and laws and present recommendations to *WLA* for action; to interpret the rules and regulations of the subdivision and its various phases. Neither the Board of Directors nor any officer of this Association will take any legal action in the name of the Association against anyone without the simple majority of the membership.

Section 2 - Elections

- A. In the 1993 election, the chairpersons of the following committees will be elected to a one (1) year term. Thereafter, election will be for a two (2) year term: Committees A and B under Article VII, Section 1 above.
- B. In the 1993 election, the chairpersons of the following committees will be elected for a two (2) year term: Committees C and D under Article VII, Section 1 above.
- C. All succeeding elections for committee chairpersons shall be for two (2) year terms. If a vacancy occurs at the end of the first year of the term, a person shall be elected at the Annual Meeting to serve as chairperson for the remaining year of the term.

Article VIII

Nominations and Elections

With the exception of the 1993 elections, the following shall apply:

Section 1 - Nominating Committee

- A. The Nominating Committee shall be appointed by the President.
- B. The Nominating Committee shall present one nominee for each officer and each standing committee chairperson for election at the January Annual Meeting.
- C. Members are to be notified in writing or electronic communication ten (10) days prior to the Annual Meeting the names of the nominees.

Section 2 - Election

- A. The election will be held at the Annual Meeting in January.
- B. *The Board* shall prepare written ballots to be distributed to voting members at the Annual Meeting.
- C. Nominations may also be made from the floor, providing consent of the nominee is obtained. Said nominations shall require a second and shall be written in on the ballot.



- D. Each membership shall have one vote at any meeting of *WLA*, provided the membership is in good standing (See Article I, Section 1 & 2) .
- E. Ballots are to be counted by tellers appointed by the President, and those elected announced within two (2) weeks of the Annual Meeting.
- F. The membership shall be informed in writing or electronic communication of the newly elected officers and chairpersons.
- G. *The Board* will hold a joint meeting of incoming and outgoing officers and directors within one (1) month of the Annual Meeting.

## Article IX

### Indemnification

Each person who is elected and qualified as a committee chairperson or officer of *WLA* shall be indemnified by *WLA* against expenses actually and necessarily incurred by or in connection with the defense by such person of any action, suit, or proceeding in which he or she is made a party by reason of his or her being an officer or committee chairperson of *WLA*. Except as to matters in which he or she shall be adjudged to be liable for the gross negligence or willful misconduct, and in the latter matters such officer or director will indemnify *WLA* for any sum paid in settlement of any action, suit or proceeding based upon gross negligence or willful. The right to indemnification shall inure to each officer or committee chairperson when such matters occurred during the time that such person was an officer or committee chairperson, even though such action takes place after said officer or committee

\*Amended on 1/21/24 at annual HOA meeting.