

# **ARTICLES & BYLAWS OF DEL NORTE COMMUNITY CLUB, INC.**

Revised Oct. 14, 2004

## **ARTICLE I - NAME**

The organization is known as the **DEL NORTE COMMUNITY CLUB, INC.** as registered with federal, state, and financial institutions. The organization shall also be known as the **DEL NORTE - EASTGATE HOMEOWNERS ASSOCIATION** representing all lot owners in Del Norte Estates - Eastgate Village, as shown on plats thereof recorded in the RMC Office in Greenville County, hereinafter referred to as the "Association."

## **ARTICLE II - PURPOSE AND OBJECTIVE**

The purpose of the Association shall be to enforce the covenants of Del Norte Estates - Eastgate Village, with the objective of preserving and enhancing property values.

## **ARTICLE III - GOVERNMENT**

**Section 1.** The Association shall be governed by a Board of Directors hereinafter referred to as the "Board," nine in number, each of whom shall serve without compensation, except as noted in Article III, Section 3, until his successor is elected and shall qualify as provided in these bylaws. Directors shall be owners in good standing with their name(s) recorded on the deed in the RMC Office of Greenville County.

**Section 2.** At the annual meeting of the Association, upon any recommendations from the nominating committee and nominations made from the floor, the Owners-In-Good-Standing shall elect the following officers: President, Vice President, Secretary and Treasurer for one year. At the annual meeting of the Association, the Owners-In-Good-Standing shall also elect no more than five board members for the term of one year. The Board shall appoint one of its members as Park Manager.

**Section 3.** The President, Vice President, Secretary and Treasurer may each receive a credit of \$100 against the current year's pool membership.

**Section 4.** When any board member shall have three unexcused absences from meetings of the Board, his office as board member shall be declared vacant by a majority vote of the Board. Also, any board member who shall cease to be an Owner-In-Good-Standing (see Article VI. Section 1) in the Association, shall cease to be a member of the Board. Directors elected by the membership may be removed by a two-thirds vote of the Board of Directors for cause. Cause for removal shall include but not be limited to:

- 1) Absence from three (3) board meetings without giving prior notice;
- 2) Theft or attempted theft of funds or other assets of the corporation including filing of untruthful requests for reimbursement of expenses;
- 3) Failure to comply with the conflicts of interest requirements of these bylaws;
- 4) Failure to meet the South Carolina Nonprofit Corporations Act of 1994, as amended.

## **ARTICLE IV - THE BOARD**

**Section 1.** Consistent with these bylaws, the Board shall:

- a) Transact all Association business, set mandatory assessments, set pool fees, and make and amend rules and regulations for the use of the Association property. It may appoint clerks, agents, or employees as it deems necessary, also fixing their duties and compensation.
- b) Fix, impose and remit penalties for violations of these bylaws, or rules of the Association.

- c) Operate the recreational facility/swimming pool.

- d) Fill any vacancy in the membership of the Board until the next annual meeting.
- e) Collect mandatory assessments.
- f) Issue pool memberships.
- g) Examine the Association books annually.
- h) Retain an accounting firm to review, complete and advise on all tax matters.

**Section 2.** The Board shall elect one or more banks, savings and loans or investment institutions to act as depositories of the Association funds and shall determine the manner of receiving, depositing and disbursing the funds of the Association and form of checks to be used. The Board shall always require at least two officers, one of which must be the President or Vice President, to sign checks, drafts, or other forms of payment in the name of the Association.

**Section 3.** The Board shall not borrow or pledge the credit of the Association or make assessments without specific approval of a majority of the Owners-In-Good-Standing attending and voting at a duly held meeting as defined in Article VII, Sections 1 and 2. No part of the earnings of the Association shall inure to the personal benefit of any of its members.

**Section 4.** The Board shall hold an organizational meeting each year within one month following the annual meeting. The Board shall hold a minimum of four official meetings a year (open to the membership) as called by the President or upon five days written notice given by a majority of the Board to each officer and board member.

**Section 5.** At all Board meetings, a quorum shall consist of six members of the Board. In the event that both the President and Vice President are absent from any meeting, the board members shall elect from their number a board member to act as chairperson of the meeting.

## **ARTICLE V - OFFICERS AND THEIR DUTIES**

**Section 1.** The officers of this Association shall be President, Vice President, Secretary and Treasurer. The officers shall be elected annually by the Owners-In-Good-Standing and shall hold office until the end of the next annual meeting of the Association.

**Section 2.** The President shall be the executive head of the Association. He shall:

- a) Preside at meetings of the Association and Board.
- b) Appoint committee chairpersons.
- c) Be an ex-officio member of all committees.

He shall, at all meetings of the Association and at other times he deems proper, communicate to the Association and/or board members such matters and suggestions which, in his opinion, will promote the welfare of the Association. He shall perform other duties necessary to the office of the President.

**Section 3.** The Vice President shall:

- a) In the absence of the President, be vested with all the prerogatives of that office.
- b) Publish pool rules and regulations.
- c) Be responsible for the management of the pool facility including staffing and supervision of the staff and maintenance of the pool.

**Section 4.** The Secretary shall:

- a) Give notice of meetings of the Association and Board.
- b) Record and keep a record of the proceedings.
- c) Issue minutes of the meetings.
- d) Handle correspondence and execute all orders, votes and resolutions not otherwise delegated to a committee.
- e) Notify officers and Board members of their election.
- f) Notify members of their appointment to committees.
- g) Prepare, under the direction of the Board, an annual report.
- h) Keep records, notices and copies of business transacted at meetings.
- i) Maintain a current list of all property owners of the Del Norte-Eastgate subdivisions.
- j) In case of absence or disability of the Secretary, the President may appoint a secretary pro-tem.

**Section 5.** The Treasurer shall:

- a) Keep an account of all monies received and expended for the use of the Association.
- b) Make disbursements only upon vouchers approved by the President or Vice President.
- c) Checks may be drawn only with the signatures of two of the following three officers: President, Vice President or Treasurer.
- d) Deposit monies received in one or more checking accounts of banks or savings and loan institutions approved by the Board.
- e) Prepare a report at each meeting or when called upon by the President.
- f) With the assistance of the President, prepare a budget for each fiscal year. The budget shall be presented at the first Board meeting after January 1, for approval by the Board.
- g) Maintain a list of Owners-In-Good-Standing (lot owners which have paid the mandatory annual assessment) and provide it to the Secretary or requesting officers as necessary. The list consists of names of owners, addresses of property owned, mailing address of owners, and phone numbers.
- h) On a separate ledger, the Treasurer shall: keep accounts of the pool facility, collect all revenues, pay its bills approved by the Board or other agency authorized by the Board to incur them, and deposit funds of the pool facility in the name of the Association in such depository as may be authorized by the Board. All pool expenditures and receipts shall be reported separately from the Homeowners Association funds.

**Section 6.** The funds and books shall be, at all times, under the supervision of the Board and subject to its inspection and control. At the expiration of the Treasurer's term of office, he shall deliver over all of the books and monies to his successor, or in the absence of the Treasurer, to the President. In case of absence or disability of the Treasurer, the Vice President may serve, or the President may appoint a treasurer pro-tem. The Treasurer shall submit an annual statement of receipts and disbursements at all scheduled meetings and at the annual meeting in accordance with Article VII.

**Section 7.** Removal of board members/officers: One or more board member or officer may be removed by a majority vote of the Association present at any special meeting, provided the member has been notified in writing at least five days in advance of the forthcoming action.

**Section 8.** Any member of the Association shall be bonded if required by the Board.

**Section 9.** Vacancies in the unexpired terms of officers and board members shall be filled until the next annual meeting by appointment requiring a majority approval of the Board.

**Section 10.** Officers and board members shall receive no compensation for services except as noted in Article III, Section 3.

**Section 11.** A quorum being present, the Board is authorized by a majority vote of those present, at a meeting, to expend the necessary funds for any individual project. In all cases, money authorized for these expenditures must not exceed the limits of the treasury. Any two of the following three officers are authorized to expend the necessary funds for individual items required for routine operations: President, Vice President or Treasurer.

## **ARTICLE VI - MEMBERSHIPS: OWNERS IN GOOD STANDING; SHAREHOLDERS**

**Section 1.** Owners-In-Good-Standing: Each lot owner of the Del Norte and Eastgate subdivisions, as recorded on the deed in the RMC Office of Greenville County, shall pay an annual assessment. This annual mandatory assessment applies to all lot owners in Del Norte Estates and Eastgate Village as shown on plats thereof recorded in the RMC Office in Greenville County.

**Section 2.** Any owner upon payment of the assessment becomes an Owner-In-Good-Standing.

**Section 3.** Each lot shown on the plat in the RMC Office in Greenville County is entitled to one vote only, even if there are multiple lot owners.

**Section 4.** An Owner-In-Good-Standing shall be eligible to:

- a) Vote in all Association matters.
- b) Participate in all activities of the Association.
- c) Qualify for an Association resident pool membership.

**Section 5.** Shareholders

History - In 1973 - 1975, some owners of property in Del Norte Estates and single family dwellings in what is known as Eastgate Village as shown on plats thereof recorded in the RMC Office in Greenville County purchased share memberships as seed money to construct a swimming pool and bathhouse. A list of these shareholders exists with an officer of the Association.

**Subsection 5.1** Association Responsibility - Shares are no longer being offered and the Association is not buying back shares.

**Subsection 5.2** Transfer of Shares - Only Owners-In-Good-Standing (Article VI, Section 2), may transfer their shares to the purchaser of their home. In the event the share is not sold with the home, it may be sold directly by the holder to a party meeting the requirements of these bylaws. No ownership or transfer of shares shall be made until the Treasurer of the Association attests that there are no assessments, maintenance or delinquent fees due at the time of the transfer and that appropriate fees have been paid as determined by the Board. Attestation is to be made on the back of the shareholder certificate by the Treasurer's signature.

**Subsection 5.3** Privileges of Shareholders - A shareholder, who is also an Owner-In-Good- Standing, qualifies for a reduced fee for the swimming pool facility, to be determined by the Board annually.

## **ARTICLE VII – MEETINGS**

**Section 1.** The annual meeting of the members of this Association shall be held at a time and place to be designated by the Board. Notice of such meeting will be made in writing and mailed to the last known address of lot owners or delivered to each residence at least five days in advance of the meeting.

**Section 2.** Special meetings of the Association may be called upon with at least five days written notice to the members of record given by the Board or upon petition from 20% of the Owners-In-Good-Standing. The time, place and purpose of such meeting shall be specified in the written notice thereof and in the same manner as the annual meeting. Notice of such meetings shall be distributed to the Owners-In-Good-Standing not less than five days and not more than 30 days before the appointed time for the meeting. The place, date and time for the meetings shall be decided upon by the Board not less than three weeks before the appointed time for such meeting.

**Section 3.** Representation by proxy or by absentee voting shall be allowed. Official proxy or absentee voting forms can be obtained only from the Association President or his designate. The physical presence and/or proxy and/or absentee ballot of at least 10% of Owners-In-Good-Standing, as defined in Article VI, Section 2, shall constitute a quorum for the transaction of business at any meeting of the Association.

### **ARTICLE VIII - ASSESSMENTS AND FEES**

**Section 1.** Annual mandatory assessment: This assessment applies to all lot owners in Del Norte Estates and Eastgate Village as shown on plats thereof recorded in the RMC Office in Greenville County. Except as herein otherwise provided, the mandatory assessment shall be payable by February 15. **After April 15, a \$5.00 per month, per year of delinquency, late fee accrues.**

**Section 2.** Assessment fee may be amended by a two thirds vote of the Owners-in-Good-Standing in attendance at an Association meeting, a quorum being present, provided the call of such meeting shall contain suggested fee amendments.

**Section 3.** The assessment shall cover the period from January 1 to December 31.

**Section 4.** Refunds: In no case shall assessments be refunded.

**Section 5.** Nonpayment of annual mandatory assessment as specified shall preclude a member and his family and guests from use of the Association facilities and from voting privileges.

**Section 6.** Pool fees: Fees shall be fixed to support the operations and maintenance of pool facilities and to permit the creation of reasonable reserves for contingencies. The Board shall notify prospective members of the set fee. A \$25.00 discount will be given to those who pay in full before April 15.

### **ARTICLE IX - DIVIDENDS, AUDITS, and RECORDS**

**Section 1.** The fiscal year of the Homeowners Association shall end on December 31. The books and accounts of the Association shall be audited annually by a committee selected by the Board and the report and results of this audit made available to the Owners-In-Good-Standing no later than April 15<sup>th</sup>.

**Section 2.** This Association shall be a nonprofit organization and no dividends shall ever be declared.

**Section 3.** The Association shall retain an accounting firm to review, complete, and advise on all tax matters as stated in Article IV, Section 1.

**Section 4.** Records of the Association shall be open to Owners-in-Good-Standing at reasonable hours.

**ARTICLE X - COMMITTEES, CHAIRPERSONS, and DUTIES**

**ARTICLE XI – PARLIAMENTARY AUTHORITY**

The rules contained in “Robert’s Rules of Order, Revised” shall govern the Del Norte/Eastgate HOA in all cases to which they are applicable, and in which they are not inconsistent with the bylaws and rules of the Association.

**ARTICLE XII – AMENDMENTS**

These bylaws may be amended, repealed, or altered in whole or in part by two-thirds majority of the Owners-In-Good-Standing in attendance, a quorum being present, provided the call of such meeting shall contain the bylaws or amendments to be voted upon at such meeting.