

BYLAWS
OF
WINDJAMMER VILLAGE OF LITTLE RIVER SOUTH CAROLINA
PROPERTY OWNERS ASSOCIATION

ARTICLE I

DEFINITIONS

1. "Association" shall mean and refer to the Windjammer Village of Little River, South Carolina, Property Owners Association, also known as POA, a nonprofit corporation organized and existing under the laws of the State of South Carolina.
2. "Windjammer Village of Little River" shall mean and refer to the subdivision of that name in Horry County, South Carolina.
3. "Common Properties" shall mean and refer to the parks, recreational areas, playgrounds, swimming pool, activities building, boat ramp, streets, roadways, trails, and all other properties owned or used by the Association for the common use and enjoyment of the lot owners of Windjammer Village of Little River excluding utility equipment and T.V. cable systems not owned by the Association.
4. "Lot" shall mean any parcel of land platted and recorded for residential use within the subdivision.
5. "Members" shall mean any owner(s) of a lot within the subdivision, either by way of sales contract or by deed.
6. "Declaration of Restrictions and Easements" shall mean those documents so titled and recorded in the office of the Clerk of Court for Horry County, South Carolina, on May 8, 1973, December 16, 1977, January 29, 1997, and any supplement(s) properly executed and recorded in the same office.

ARTICLE II

LOCATION

The principal office of the Association shall be at such place as may be designated by the Board of Directors.

ARTICLE III

MEMBERSHIP

1. Member(s) shall be those persons owning a lot within the subdivision. This membership is not assignable and belongs only to the person(s) owning the lot. If a lot is sold, the new owner(s) become(s) the member(s) and the former member(s) forfeit(s) membership.
2. All member(s), their spouses, and children who reside with them shall have the right to use the facilities owned or operated, and avail themselves of the services offered by the Association, upon payment of dues/assessments and fines imposed by the Association. Member(s) may delegate the right of use and enjoyment of common properties and facilities to tenant(s) or contract purchaser(s) who reside(s) on the property, providing that said tenant(s) abide by the By-Laws and Covenants as approved by the POA. Any infraction by the tenant(s) shall be the responsibility of the member(s)/owner(s).
3. Members may be entitled to bring guests to use the facilities subject, however, to such limitations as may from time to time be imposed by the Board of Directors or such committee as the Board of Directors may appoint to govern such matters. Members shall be responsible for the conduct of their guests and shall be held responsible for reimbursement to the POA for any damages to common property and facilities caused by their guests.
4. The Board of Directors may suspend all POA Facility Privileges from any member(s) of the Association during any period of time when there exists a violation of such member(s) of:
 - a. Any of the restrictions, as filed by Windjammer Village of Little River, governing the use of the property, including but not limited to, the failure to pay any dues/assessments and/or fines as may be imposed by this Association or:
 - b. Any Rules/Regulations adopted by the Board of Directors.
5. Membership dues shall be paid on the (1st) first day of the month for which they are due. A late charge of \$10.00 per account shall be assessed on each account by the (10th) tenth of each month. This charge shall be applied monthly until all dues are current. This charge could be increased or decreased by the current Board of Directors if deemed necessary.
6. Members/Owners must comply with the Rules and Regulations. Any infraction of the Rules and Regulations by a tenant(s), or a guest(s) shall be the responsibility of the Member(s)/Owner(s).

ARTICLE IV

VOTING RIGHTS

1. Member(s) shall be entitled to a total of (2) two votes for each lot owned, providing payments of POA dues/assessments and fines are current*. However, dwellings situated on more than one lot, and combined lots assessed as one lot, shall be considered as only one lot for voting purposes.

*'Current' has been defined as all dues/assessments which are paid through the month preceding the month in which the election is held. Fines are due within ten (10) days of the date of notice.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be controlled and managed by the Board of Directors.
 - a. The Board of Directors shall consist of five (5) members, all of whom shall be members in good standing of the Association.
 - b. The term of office for Directors elected at each Annual Meeting to fill the positions of Directors whose terms of office expire, shall be for two (2) years, commencing at the adjournment of the annual Meeting.
2. A majority of Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting.
3. Any vacancy occurring in the Board of Directors shall be filled by appointment of the affirmative vote of a majority of the remaining Directors, provided a majority of the remaining Directors had stood for election by the membership. If a Board vacancy occurs, which, if filled by appointment by the Board, would create a majority of Board-appointed directors, the Board shall call a special Membership Meeting to elect a new Director within sixty (60) days of receipt of notification of the vacancy. This election shall not affect the status of Directors duly appointed by the Board. Any Director appointed or elected to fill a vacancy shall serve until said term is completed.
4. Any Director may be removed at any time with or without cause by a majority vote of the members of the Association. Action to remove a director may be initiated by a majority of the Board of Directors voting in a duly called and conducted meeting of the Directors or upon submission of a petition by 25% of the qualified, voting Members. A majority of those voting is required for removal.
5. No Director shall receive compensation for their service. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties, except no travel expenses will be allowed to attend any meetings.

ARTICLE VI

ELECTION OF DIRECTORS

1. The Nominating Committee shall place in nomination the names of selected nominees for the Board of Directors at the regular April Board of Directors Meeting. Nominations may also be made from the floor at the April meeting and other qualified members may petition the Secretary, no later than May 25, to have their name added to the list of candidates. At such election the members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of Article IV hereof. The persons receiving the largest number of votes shall be elected. There shall be no cumulative voting.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. Enforcement of the Rules and Regulations of the Association is a power and duty of the Board of Directors
2. The Board of Directors shall have power:
 - a. To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth (1/4) of the voting membership as provided in Article XI, Section 2.
 - b. To appoint and remove at pleasure all agents and employees of the Association, prescribe their duties, fix their compensation and require of them security of fidelity bond as it may deem expedient. Any position(s) with compensation, to be filled, will be posted. Nothing contained in these By-laws shall be construed to prohibit the employment of any member or officer who is not a Director of the Association, in any capacity whatsoever.
 - c. To provide for the adoption, publishing and enforcement of Rules and Regulations governing use of the common properties.
 - d. To administer the Budget with the limitation that spending, for whatever purpose, cannot exceed budgeted spending per fiscal year. Any spending above budget or from Reserves must be approved by a majority of the members by written ballot. Notwithstanding the above sentence, if a natural or manmade disaster should occur, if there is a major failure of HVAC or maintenance equipment, or an unexpected legal expense, the Board of Directors is authorized to spend up to \$25,000 from Reserves without approval by the members.
3. It shall be the duty of the Board of Directors:
 - a. To 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 or at any Special Meeting when such is requested in writing by one-fourth (1/4) of the voting membership, as provided in Article XI, Section 2.
 - b. To 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 of Restrictions applicable to Windjammer Village of Little River, Inc.:
 - (1) To fix the amount of dues against each lot, and to allow combined lots to be assessed as a single lot. Any change of dues resulting in an increase of more than 10% rounded to the nearest dollar per annum will require prior approval of a majority of the POA members.
 - (2) To prepare a roster of properties and the dues/assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member.
 - (3) To send an annual written notice of dues to every owner with the notice for the Annual Meeting.

- (4) A lien shall be placed on any property in which dues are delinquent after (3) three months (90 days). After another (30) thirty days (a total of 120 days) foreclosure proceedings shall be initiated. All costs and fees of litigation shall be the responsibility of the property owner (including attorney fees, court costs and any other costs incurred by Windjammer Village POA) to process these legal proceedings.
 - (5) All costs of any action taken by the Board of Directors to force compliance with the Rules and Regulations will be the sole responsibility of the offending Member(s)/Owner(s). These costs shall include, but are not limited to all attorney fees, court costs, and any other costs of litigation.
 - (6) To develop, publish and administer Rules and Regulations covering building guidelines and restrictions, including, but not limited to, dwelling size, location of structure on lot, exterior finish and lot maintenance.
- d. To issue, or cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any dues/assessments have been paid. Such certificate shall be conclusive evidence of any dues/assessments therein stated to have been paid.
 - e. To enter into such contracts as the Board of Directors may deem advisable for utility and maintenance services.
 - f. To procure and maintain adequate liability and hazard insurance on common property.
 - g. To cause the common property to be maintained.
 - h. To prepare and submit to the membership, prior to each Annual Meeting, a proposed budget of expenses and projected income for the coming fiscal year.
 - i. Not permit any person or persons to deed, grant, bargain, sell, release, lease, rent, grant an easement, or in any way dispose of any commonly owned POA Real property unless and until a majority of the POA membership voting by a written ballot to that effect so approve said disposition. No proxy votes to be permitted.
- 4. All powers not expressly granted, conferred or implied are reserved to the membership.
 - 5. Purchasing Policy for WJV

The following policy is to be used by Village employees, Committee members and Board members when spending POA monies. Any monies spent must have been in the Committee's Budget.

- a. \$500-\$1500 – Must be approved by 1 Board member.
- b. Any item over \$1500 must have 2 written quotes, a general description of the item to be bought and Board approval.
- c. All contracts must be approved by the Board of Directors and must be signed by the President and one other officer of the corporation.

SOURCE: BOD 10/16/04

If possible, any item over \$1500 should have a written specification list attached to the request. (SPEC SHEET). This should be provided to the vendor quoting.

SOURCE: BOD 7/13/02; BOD 3/20/04

6. Sales Policy for WJV

At no time can POA property be sold without the Board of Director's approval. Property valued above \$100 must be advertised to all POA members should they wish to buy it from the POA. Property valued over \$1000 must be put up for bid to all POA members. If unsold to POA members, any item can be offered for sale to the general public.
SOURCE: BOD 7/13/02; BOD 3/20/01

ARTICLE VIII

DIRECTORS' MEETINGS

1. A regular meeting of the Board of Directors shall be held at the Association Clubhouse during the third week of the months January through June and August through November. The July meeting will be held immediately before the Annual meeting. At the first meeting of the new Board, the Board will decide the day and time in the third week of the month at which the monthly meeting will be held and so advise the Association members.
2. Special meetings of the Board of Directors shall be held when called by any two officers of the Association, by any two Directors, or by the General Advisory Committee (Article X, Section 7) after not less than three (3) days notice to each Director. Notice shall be posted on the Bulletin Board that any member, in good standing, may attend as an observer.
 - a. All Special and Executive Board Meetings shall be properly documented and minutes read at the next scheduled monthly meeting.
3. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice of a quorum is present and, if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.
4. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE IX

OFFICERS

1. The officers shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer and such other officers as the Board may approve from time to time. The President and Vice Presidents shall be members of the Board of Directors.
2. The officers shall be chosen by a majority vote of the Directors. The election shall take place at the first meeting of the Board of Directors following each Annual Meeting of the members.
3. All officers shall hold office for one year unless:
 - a. He/she shall sooner resign or:
 - b. He/she shall be removed or otherwise be disqualified to serve. A vacancy occurring among the officers shall be filled at a regular or called meeting of the Board of Directors by a majority vote of those present.
 - c. Appointment of a member of the Board of Directors may be made by the President to fill any special need arising before the Board. This appointment shall be for a term no longer than one year.
4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds and all other written instruments.
5. The First Vice President shall perform all the duties of the President in his/her absence. The Second Vice President shall perform all the duties of the President and First Vice President in their absence. The Second Vice President shall act as Personnel Director.
6. The Secretary shall be ex officio of the Board of Directors, unless he/she shall be in fact a member of the Board of Directors, then his/her position shall not be ex officio. He/she shall record the notes and keep the minutes of all proceedings in a book to be kept for the purpose. He/she shall keep records of the Association. He/she shall maintain a record of all members of the Association together with their addresses as registered by such members.
7. The Treasurer or Office Administrator 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, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget adopted by the membership. The Treasurer shall keep proper books of account. All checks must be signed by two officers of the Association, at least one of whom shall be either the President or the Treasurer.
8. The office of Secretary/Treasurer may be held by the same person. No one person shall simultaneously hold more than one of any of the other offices except in case of special appointments.

ARTICLE X

COMMITTEES

1. The standing committees of the Association shall be:

The Architectural Committee
The Beautification Committee
The Budget & Finance Committee
The Election Committee
The Fire & Disaster Committee
The General Advisory Committee
The Hospitality Committee
The Insurance Committee
The Long Range Planning Committee
The Maintenance Committee
The Nominating Committee
The Publicity Committee
The Recreation Committee
The Security Committee
The Social Committee

Each Committee shall consist of a chairperson and two or more members. The chairperson shall be appointed by the Board of Directors following each Annual Meeting to serve until July 31 next, and the general membership will be so advised. The Board of Directors may appoint such other committees as it deems necessary.

2. The Architectural Committee shall advise the Board of Directors as to all structures to be constructed on the property to assure that the style, size, etc., is in keeping with the overall plan of the development. The Board will approve or disapprove plans and specifications as provided in the Declaration of Restrictions after giving consideration to the opinion of the committee.
3. The Beautification Committee shall be responsible for maintaining the aesthetic balance of the Village so far as maintaining the natural beauty of the common areas.
4. The Budget and Finance Committee shall prepare an annual expense budget and projected revenue report and advise the Board of Directors as to the status of the POA finances. The POA Treasurer shall be the Chairperson.
5. The Election Committee shall oversee the preparation and distribution of all ballots for whatever purpose, shall receive, validate and tally all votes and shall report the results of said voting. Elections shall be by written ballot and balloting shall be by mail.
6. The Fire and Disaster Committee shall be responsible to maintain and manage all fire equipment in the Village and the inspection of common properties against hazardous conditions. Prepare and maintain a Disaster Program commensurate to Windjammer Village such as evacuation in the event of a disaster, natural or otherwise, and keep the Board of Directors advised of same.
7. The General Advisory Committee shall consist of two members from each of three sections within the subdivision. It is to report to the other committees and to the Board on any area. It shall hold meetings from time to time as its members shall determine.

8. The Hospitality Committee shall inform the Board of Directors on matters pertaining to the welcoming of new residents in the Village and shall distribute to new residents pertinent information about the Village.
9. The Insurance Committee shall review all existing insurance, including Fidelity Insurance, and propose to the Board of Directors any modifications which are deemed necessary in order to adequately protect the interests of the POA.
10. The Long Range Planning Committee shall consist of at least three (3) or more members serving staggered terms; one for three (3) years; one for two (2) years; and one (1) year for the remaining members appointed by the Board of Directors. The Committee shall formulate and constantly update a five year, or longer, operating plan. The plan will include projections for future needs and requirements to facilities and other common properties, procedures, personnel and financial requirements.
11. The Maintenance Committee shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Common Properties and Facilities of the Association, and shall perform such other functions as the Board, in its discretion, determines.
12. The Nominating Committee shall compile a list of qualified nominees for the Board of Directors and shall place those names in nomination at the April regular meeting of the Board of Directors. Nominations may be made from the floor or by petition providing nominees are qualified and have consented to run.
13. The Publicity Committee shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association.
14. The Recreation Committee shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determines.
15. The Security Committee shall review existing security standards and measures in effect at Windjammer Village of Little River, Inc. and propose to the Board of Directors any modifications which are deemed necessary.
16. The Social Committee shall advise the Board of Directors on all matters pertaining to the social programs and activities of the Village and maintain a calendar of events and uses of the Clubhouse facilities.
17. No Director shall serve on any standing committee.

ARTICLE XI

MEETING OF MEMBERS

1. The regular Annual Meeting of the members shall be held on the second Saturday of the month of July in each year, at the hour of 10:00 A.M.
2. Special meetings of the members for any purpose may be called at any time by three or more members of the Board of Directors, or upon written request of one-fourth (1/4) of the voting membership.

3. Notice of any meeting shall be sent to the members through the mail, postage thereon fully prepaid to his/her address appearing on the books of the corporation. Each member shall register his/her address with the Secretary and notices of meetings shall be mailed to the member at such address. Notice of the Annual Meeting shall be mailed at least 30 days in advance of the meeting and notice on any Special Meeting shall be mailed at least 10 days in advance of the meeting. Ballots shall be enclosed with the notice of meeting where applicable.
4. For all actions governed by these By-Laws, ballot voting shall be required. Said ballot voting will be accomplished by mail. Receipt of completed ballots consisting of 20% of the members shall constitute a quorum. An affirmative vote of a majority of the ballots received in which a quorum is present shall constitute an act of the members. Results of the voting will be effective immediately and will be announced by newsletter or at the next regular or special meeting of the members.

ARTICLE XII

BOOKS AND PAPERS

The books, records, and papers of the Association shall, during posted office hours, be subject to reasonable access by any member in good standing in the Association.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form, having in its circumference the words: **Windjammer Village of Little River, South Carolina, Property Owners' Association, Inc.**

ARTICLE XIV

AMENDMENTS

These By-Laws may be amended by written ballot mailed to the members via first class mail. Receipt of completed ballots consisting of 20% of the membership shall constitute a quorum. Approval by 2/3 of those voting in which a quorum is present is required to amend these By-Laws. Results of the voting will be announced to the members by newsletter or at the next regular or special meeting of the members. In the case of a conflict between the Declaration of Restrictions, Easements, Covenants and Conditions and these By-Laws, the Declaration will control.

ARTICLE XV

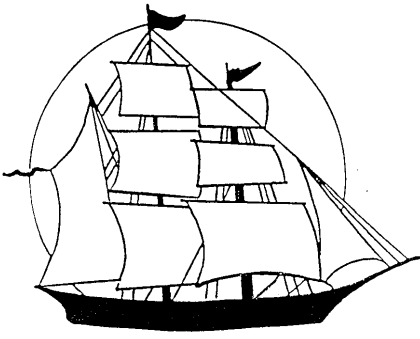
FISCAL YEAR

The fiscal year of the Association shall be July 1 through June 30.

ARTICLE XVI

CONDUCT OF MEETING

All meetings of the POA members and all regular meetings of the Board of Directors shall be conducted according to the current edition of Roberts Rules of Order revised.



**Windjammer Village
of Little River, S.C.**

By-Laws

**Property Owners
Association, Inc.**

Amended July 11, 1992
Amended July 8, 1995
Amended July 10, 1999
Amended July 8, 2000
Amended July 14, 2001
Amended July 13, 2002
Amended July 12, 2003
Amended July 10, 2004
Amended July 14, 2007
Amended July 12, 2008
Amended July 11, 2009