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CHARLESTON COUNTY
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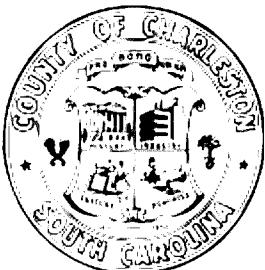
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*** EXAMINED AND CHARGED AS FOLLOWS ***

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Karen Hollings
Karen Hollings-Register of Deeds

STATE OF SOUTH CAROLINA
COUNTY OF CHARLESTON

BYLAWS OF THE GARDENS AT WHITNEY
LAKE PHASE 2A HOMEOWNERS
ASSOCIATION, INC.

Cross Reference: DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND
EASEMENTS FOR THE GARDENS AT WHITNEY LAKE PHASE 2A, recorded in Deed Book
0263, at Page 646.

THESE BYLAWS OF THE GARDENS AT WHITNEY LAKE PHASE 2A HOMEOWNERS ASSOCIATION, INC. (the “*Bylaws*”) are made on this 15th day of December, 2025, by The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc., a South Carolina nonprofit corporation (the “*Association*”).

WHEREAS, the DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS FOR THE GARDENS AT WHITNEY LAKE PHASE 2A, was recorded on July 12, 2012, in the Office of the Register of Deeds for Charleston County in Deed Book 0263, at Page 646 (as thereafter amended and supplemented, the “*Declaration*”); and

WHEREAS, pursuant to the South Carolina Homeowners Association Act §27-30-130, in order to be enforceable, a homeowners association’s governing documents must be recorded in the register of deeds office in the county where the property is located and to continue to be enforceable, any governing document not recorded prior to the effective date of this section must be recorded by January 10, 2019; and

WHEREAS, no bylaws of the Association have ever been recorded in the Office of the Register of Deeds for Charleston County; and

WHEREAS, pursuant to the South Carolina Nonprofit Corporation Act §33-31-206, the board of directors of a corporation shall adopt bylaws for the corporation; and

WHEREAS, in order to comply with the requirements of the South Carolina Homeowners Association Act §27-30-130, the Board of Directors has duly adopted these BYLAWS OF THE GARDENS AT WHITNEY LAKE PHASE 2A HOMEOWNERS ASSOCIATION, INC. set forth hereinbelow in accordance with the South Carolina Nonprofit Corporation Act §33-31-206.

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that the Board hereby adopts the following:

**BYLAWS OF
THE GARDENS AT WHITNEY LAKE PHASE 2A HOMEOWNERS
ASSOCIATION, INC.**

ARTICLE 1

NAME, PRINCIPAL OFFICE, DEFINITIONS AND DECLARATION

Section 1.1 Name. The name of the corporation is **The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc.** (the “Association”). No person, committee or group of Members, other than those elected by the membership, or appointed by the Board of Directors, shall use in their name the name “The Gardens at Whitney Lake Phase 2A Homeowners Association” or any variant thereof, or any other names, words or phrases that would tend to give the general public or the membership the impression that the Member, committee or group of Members is speaking for or on behalf of the Association.

Section 1.2 Principal Office. The Association shall designate and maintain a principal office in accordance with the requirements of the South Carolina Nonprofit Corporation Act of 1994 (S.C. Code Ann. §§ 33-31-101, *et seq.*) (the “Act”), but meetings of Members and directors may be held at such places as may be designated by the Board of Directors from time to time or as otherwise provided in these Bylaws.

Section 1.3 Definitions. Capitalized terms used herein and not otherwise defined herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for the Gardens at Whitney Lake Phase 2A (as amended, modified, and/or supplemented, the “Declaration”), unless the context indicates otherwise.

(1) “Governing Documents” shall mean and refer to the Declaration, the Plats, these Bylaws, the Articles of Incorporation, architectural guidelines and any rules and regulations, as may be amended from time to time.

Section 1.4 Declaration. The Declaration is hereby incorporated herein by this reference and made part hereof.

ARTICLE 2

PURPOSES AND POWERS

Section 2.1 Purposes. The Association shall have the purpose of engaging in any lawful activity; however, without limiting the generality of the foregoing, some of the primary functions and purposes of the Association include: (1) to perform those rights, powers, obligations, purposes, and functions of the Association set forth in the Declaration; and (2) to generally promote the health, safety, and welfare of the Owners and residents of the Community.

Section 2.2 Powers. The Association shall have the power to do all things necessary or convenient, not inconsistent with law, to carry out its affairs and to further the activities and affairs of the Association, including, without limitation:

- (a) All powers, rights, and privileges which a corporation incorporated under the Act may now or hereafter have or exercise; and
- (b) All powers, rights, and privileges provided to the Association in the Declaration, the Articles of Incorporation, or these Bylaws.

ARTICLE 3 **MEMBERSHIP**

Section 3.1 Membership. Membership in the Association shall be as set forth in Declaration, and the provisions of the Declaration pertaining to membership, including the votes associated with membership, are specifically incorporated herein by this reference. The Association shall have two classes of membership, Class A and Class B, as more fully set forth in the Declaration.

ARTICLE 4 **MEETINGS OF MEMBERS; VOTING; NOTICE OF MEETINGS OF MEMBERS**

Section 4.1 Annual Meeting. A meeting of Members shall be held annually, and the annual meeting of the Members shall be held at a time, date, and place established by the Board of Directors, but no annual meeting of the Members shall be scheduled on a legal holiday. The first annual meeting of Members shall be held within one year following the date of incorporation. At each annual meeting:

- (1) The President and Treasurer shall report on the activities and financial condition of the Association;
- (2) After termination of Class B Membership, an election of directors shall occur in accordance with Section 6.3 of these Bylaws; and
- (3) Subject to the provisions of the Act requiring prior notice before certain matters may be brought before the Members at the annual meeting (including, without limitation, S.C. Code Sections 33-31-705(b) and 33-31-705(c)(2)), the Members may consider and act on any matters or business that may properly come before the annual meeting.

Notice of the annual meeting shall be given in accordance with Section 4.3 hereof.

Section 4.2 Special Meetings

- a) Special meetings of the Association's Members may be called by the President or by the Board of Directors. If called by the President, the special meeting of the

Members shall be held at a time, date, and place established by the President. If called by the Board of Directors, the special meeting of the Members shall be held at a time, date, and place established by the Board of Directors.

- b) Additionally, the Association shall hold a special meeting of the Members if the holders of at least five percent (5%) of the total eligible votes of the Association sign, date, and deliver to any officer of the Association a written demand for a special meeting describing the purpose or purposes for which it is to be held. If a proper demand is made, the Board of Directors shall have the right to set the time, date, and place of the special meeting, and the Association shall cause notice of the special meeting to be given within thirty (30) days of the date that the written demand was delivered to an officer of the Association. If the Board of Directors does not cause notice of the special meeting to be given within thirty (30) days after the demand is delivered to an officer of the Association, a person signing the demand may thereafter set the time, date, and place of the meeting and give notice thereof in accordance with Section 4.3 hereof.
- c) Notice of special meetings of Members shall be given in accordance with Section 4.3 hereof. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.

Section 4.3 Notice of Meetings of Members; Waiver of Notice.

- a) Notice of Meetings of Members – In General. Written notice specifying the time, date, and place of a meeting of Members and, if required by the Act, the Articles of Incorporation, the Declaration, or these Bylaws, specifying the purpose or purposes for which such meeting was called, shall be given to all Members of record by: (1) depositing the same in the United States Mail, with first class postage affixed/prepaid, at least fifteen (15) days, but not more than sixty (60) days before the meeting date, addressed the Member's address last appearing on the books of the Association; (2) by hand delivery to the Member or to the Member's address last appearing on the books of the Association at least ten (10) days, but not more than sixty (60) days before the meeting date; and/or (3) by electronic mail delivered to the Member's email address last appearing on the books of the Association at least (10) days, but not more than sixty (60) days before the meeting date. An email shall be deemed to be delivered on the date that it is sent, if correctly addressed and if the sender does not receive an automated response indicating that the email was undeliverable (See Section 5.2).
- b) Annual Meeting of Members. Unless the Act, these Bylaws, the Declaration, or the Articles of Incorporation require otherwise, notice of the annual meeting of Members need not include a description of the purpose(s) for which the meeting is called. However, Members, directors, and officers are alerted that the Act does require the notice of the annual meeting to include a description of certain matters to be acted upon (including, without limitation, those matters identified in S.C. Code Section 33-31-705(c)(2)), and the Act should be consulted accordingly.

- c) Special Meeting of Members. The notice of a special meeting of Members must state the purpose or purposes of the meeting. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.
- d) Waiver of Notice. A Member may waive notice of a meeting before or after such meeting. The waiver must be in writing, be signed by the Member, and be delivered to the Association for inclusion in the minutes of the meeting. Further, a Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. Additionally, a Member's attendance at a meeting waives objection to consideration of a particular matter at the meeting on the basis of improper notice of that particular matter (i.e., that such matter was required to be described in or identified as a purpose of the meeting in the meeting notice, but such matter is not within the purpose described in the meeting notice), unless the Member objects to considering the matter when it is presented.

Section 4.4 Record Date for Meetings. Members at the close of business on the business day preceding the day on which the meeting notice is first transmitted to any Member are entitled to notice of the meeting. For purposes of this Section, notice shall be deemed to be "*transmitted*" (even different than the effective date of notice under Section 5.2) on the date when: (1) deposited in the United States Mail in accordance with Section 4.3(a)(1); (2) hand delivered in accordance with Section 4.3(a)(2); and/or (3) delivered by email in accordance with Section 4.3(a)(3). Members on the date of the meeting who are otherwise eligible to vote at the meeting shall be entitled to vote at the meeting.

Section 4.5 Adjournment of Meeting of Members; Notice of Adjourned Meetings. Any meeting of Members, whether or not a quorum is present, may be adjourned to a different date, time, and/or place. In the event that a quorum is not present, the meeting of Members may be adjourned to a different date, time and/or place by the affirmative vote of a majority of the votes represented at the meeting. If a quorum is present, action to adjourn to a different, date, time, and/or place shall be approved in accordance with Section 4.8. Notice need not be given of the new date, time and/or place, if the new date, time, and/or place is announced at the meeting before adjournment, provided that the meeting is adjourned to a date not more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting. If the meeting is adjourned to a date more than one hundred twenty (120) days after the record date for determining Members entitled to notice of the original meeting, notice of the adjourned meeting must be given in accordance with Section 4.3.

Section 4.6 Members' List for Voting. After the record date for notice of a meeting is fixed, the Board of Directors shall prepare an alphabetical list of the names of all Members, which shall be updated and kept current through the time of the membership meeting. Such list shall list the Members by classification of membership and must show the address and number of votes each Member is entitled to vote at the meeting. The list of Members must be made available for inspection in accordance with the Act.

Section 4.7 Quorum for Membership Meetings. Except as otherwise provided by these Bylaws, the Articles of Incorporation, the Declaration, or the Act, the presence at a meeting, whether in person or by proxy, of Members representing ten percent (10%) of the total eligible votes in the Association entitled to be cast at the meeting shall constitute a quorum for the transaction of business.

Section 4.8 Voting Requirements. Unless these Bylaws, the Articles of Incorporation, the Declaration, or the Act require a greater vote, if a quorum is present, the following vote is required to constitute approval by or an act of the Members: (1) the affirmative vote of the majority of votes cast; and (2) such affirmative votes must also constitute a majority of the required quorum. Members entitled to vote on a matter shall have as many votes as specified in the Declaration.

With respect to Class A Members, if a Lot is owned by more than one record owner, the vote for such Lot shall be cast as such record owners determine among themselves, and the following shall apply:

- (1) If only one votes, the vote binds all.
- (2) If more than one votes:
 - a. If the votes cast are the same in all respects, then they collectively constitute the one (1) vote for the Lot on that matter.
 - b. If the votes cast differ in any respect, the vote for the Lot on the matter shall be deemed to be void and shall be treated as an abstention on the matter.
- (3) No vote attributable to a Lot may be split or fractionally cast.

Section 4.9 Proxies. At all meetings of Members, Members may vote in person or by proxy. All appointments of proxies shall be by written appointment form, signed either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the Secretary (or other officer or agent authorized to tabulate votes). An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form. However, no proxy shall be valid for more than three (3) years from the date of execution. An appointment of a proxy is revocable by the Member. An appointment of a proxy is revoked by the person appointing the proxy: (i) attending any meeting and voting in person, or (ii) signing and delivering to the Secretary (or other officer or agent authorized to tabulate votes) either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. The death or incapacity of the Member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary (or other officer or agent authorized to tabulate votes) before the proxy exercises authority under the appointment.

Section 4.10 Action by Written Consent. Unless otherwise limited or prohibited by the Declaration, these Bylaws, the Articles of Incorporation, or the Act, any action required or permitted to be approved by the Members may be approved without a meeting if the action is

approved by Members holding at least eighty percent (80%) of the total eligible votes in the Association entitled to be cast on the matter. The action must be evidenced by one or more written consents describing the action taken, signed by those Members representing at least eighty percent (80%) of the total eligible votes in the Association entitled to be cast on the matter, and delivered to the Association for inclusion in the minutes or filing with the corporate records. The record date for determining Members entitled to take action without a meeting under this Section is the date the first Member signs the written consent to such action. Written notice of Member approval pursuant to this Section must be given to all Members who have not signed the written consent. If written notice is required, Member approval pursuant to this section is effective ten (10) days after the written notice is given. Such written notice shall be effective in accordance with Section 5.2 hereof.

Section 4.11 Action by Written or Electronic Ballot. Unless limited or prohibited by the Declaration, these Bylaws, the Articles of Incorporation, or the Act, any action that may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Association delivers a written or electronic ballot to every Member entitled to vote on the matter. A written or electronic ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this Section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written or electronic ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Association in order to be counted. A written or electronic ballot may not be revoked.

Section 4.12 Conduct of Meetings. Robert's Rules of Order (latest edition) or such other rules as the Board of Directors may adopt shall govern the conduct of corporate proceedings when not in conflict with the Declaration, the Articles of Incorporation, these Bylaws or with the laws of the State of South Carolina.

Section 4.13 Failure to Hold Meetings. The failure to hold an annual meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of a corporate action.

Section 4.14 Meetings Held by Means of Remote Communication; Participation in Meetings by Means of Remote Communication. The Board of Directors, in its sole discretion, may permit any Member(s), proxy(ies), or any other person(s) entitled to participate in a meeting of the Members to participate in any meeting of the Members by means of remote communication, or may hold all or any part of a meeting of the Members solely by means of remote communication. The Board of Directors is authorized to adopt policies, procedures, and/or guidelines regarding participation in and/or the conducting of a meeting of the Members by means of remote communication, but at a minimum, shall ensure that reasonable measures have been implemented to: (1) verify the identity each Member or proxy participating by means of remote communication;

and (2) provide Members and proxies, if any, a reasonable opportunity to participate in the meeting and to vote on matters submitted to a vote at the meeting, including an opportunity to communicate substantially concurrently with the proceedings, and to hear and/or read the proceedings substantially concurrently with the proceedings. Means of remote communication include, without limitation, teleconferencing and video conferencing. Any Member or proxy attending/participating in a meeting of the Members by means of remote communication shall be deemed to be present in person at the meeting. When a meeting of the Association is held solely by means of remote communication, the means of remote communication shall be deemed to be and shall constitute the place of the meeting.

ARTICLE 5

NOTICE

Section 5.1 Methods of Notice. Notice of meetings of Members shall be given in the manner as specifically provided in ARTICLE 4 herein. Otherwise, unless the Act, these Bylaws, or the Articles of Incorporation provide specific notice requirements for particular circumstances, any other notice required or permitted to be given by these Bylaws, the Articles of Incorporation, or the Act may be given as follows:

- (1) Notice may be communicated in person; by telephone, telegraph, teletype, facsimile transmission (FAX), or other form of wire or wireless communication, including email; or by mail or private carrier. Additionally, notice may be communicated in any other manner permissible under the Act.
- (2) Notice may be oral or written; however, oral notice is permissible only if reasonable under the circumstances and only if written notice is not otherwise required by these Bylaws, the Articles of Incorporation, or the Act.

Unless the Declaration provides otherwise, any notice required to be given by the Association under the Declaration may be given in any manner permitted by this Section.

Section 5.2 Effective Date of Notice. Any notice required or permitted to be given by these Bylaws, the Articles of Incorporation, or the Act shall be effective as follows:

- a) Oral notice, if permissible, is effective when communicated, if communicated in a comprehensible manner.
- b) Written notice, if in a comprehensible form, is effective at the earliest of the following:
 - i. when received (an email shall be deemed to be received/delivered on the date that it is sent, if correctly addressed and if the sender does not receive an automated response indicating that the email was undeliverable);
 - ii. five days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed;

- iii. on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- iv. fifteen days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Unless the Declaration provides otherwise, any notice required to be given by the Association under the Declaration shall be effective as provided in this Section.

Section 5.3 Address for Notice. It shall be the responsibility of each Member to designate an address for purposes of notice, which designation shall be in writing and filed with the Secretary. If no such written designation is provided to the Secretary, the address of the Member's Lot shall be deemed to be the Member's address for notice. Written notice is correctly addressed to a Member if addressed to the Member's address last appearing on the books of the Association.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1 Number and Qualifications. The Board of Directors shall have the ultimate authority over the conduct and management of the business and affairs of the Association. The Board of Directors shall be composed of not fewer than three (3) directors, who need not be Members of the Association. All directors who are also Members must be in good standing with the Association, in order to seek election to, or continue to hold a position on the Board of Directors. During the period of Class B Membership, and thereafter until the first annual meeting of Members following the termination of Class B Membership, the number of directors shall be fixed by the Declarant. At the first annual meeting of Members following termination of Class B Membership, the Members shall elect three (3) directors and the Board of Directors shall thereafter consist of three (3) directors until such time as the number of directors is increased or decreased by a vote of the Members – the number of Directors may be increased or decreased by vote of the Members satisfying the approval requirements set forth in Section 4.8; provided, however, no reduction in the number of Directors shall have the effect of shortening the term of any incumbent director; and further provided that the number of directors shall not be less than three (3).

Section 6.2 Nominations. For elections of directors by the Members, the Board of Directors may appoint a nominating committee to nominate candidates for election to the Board of Directors. The nominating committee shall consist of a chairman, who shall be a director, and at least two (2) Members of the Association. The nominating committee shall be appointed by the Board not less than thirty (30) days prior to each annual meeting to serve a term of one (1) year and until their successors are appointed. The Nominating Committee may make as many nominations for election to the Board as it shall in its discretion determine.

Nominations for election to the Board of Directors may also be made from the floor at any meeting at which an election is to be held. Each candidate shall be given a reasonable, uniform

opportunity to communicate his or her qualifications to the Members and to solicit votes.

Section 6.3 Election and Term of Office.

- a) Election Generally; Term of Office. During the period of Class B Membership, and thereafter until the first annual meeting of Members following the termination of Class B Membership, the Declarant shall be entitled to appoint and remove all members of the Board of Directors.

At the first annual meeting of Members following termination of Class B Membership, the terms of all directors appointed by the Declarant shall expire and the Members shall elect three (3) directors at staggered terms. The director receiving the most votes shall serve a three (3) year term, the director receiving the second most votes shall serve a two (2) year term, and the director with the third highest vote total shall serve a one (1) year term. At each annual meeting thereafter, the Members shall elect successor directors for a term of three years. As used herein, a three-year term shall mean a term commencing upon election and expiring at the next annual meeting of Members. The Members or their proxies may cast, in respect to each director position to be elected, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. There shall be no cumulative voting. Directors may be elected to serve any number of consecutive terms. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected and qualifies, or until there is a decrease in the number of directors.

- b) Election by Acclamation. If the number of director positions to be elected on the Board is equal to or exceeds the number of nominees, the President or chair, after ensuring that no Members wish to make further nominations from the floor, may declare that the nominees are elected by unanimous consent (acclamation).
- c) Election by Written Ballot. In the event that election of directors at the annual meeting cannot occur due to lack of quorum or otherwise, directors may be elected by written or electronic ballot pursuant to Section 4.11.

Section 6.4 Removal or Resignation. Directors appointed by the Class B Member may only be removed by the Class B Member. Only the Class B Member may fill a vacancy caused by the removal, resignation, or death of a Director appointed by the Class B Member.

Except for directors appointed by the Declarant (which may only be removed by the Declarant), directors may be removed from the Board of Directors, with or without cause, by the affirmative vote of at least fifty-one percent (51%) of the total eligible votes in the Association at a meeting of the Members called for the purpose of removing the director, provided that the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. At such meeting, the Members may elect a successor for any director so removed to fill the vacancy for the remainder of the term of such director. If the Members do not elect a successor

at the meeting in which the director is removed, the vacancy may thereafter be filled by the Board of Directors pursuant to Section 6.5, except that the Board of Directors may not fill the vacancy with any person that was removed as a director by the Members at such meeting of the Members.

Removal of a director by the Members may not be done by the Members by written consent or written or electronic ballot in lieu of meeting of the Members.

Except for directors appointed by the Declarant (which may only be removed by the Declarant), any Director who is not in good standing with the Association, or who misses three (3) consecutive Board meetings (unless such absence shall have been excused by the President of the Association or other person(s) authorized to do so), may be immediately removed from the Board of Directors by the remaining directors and replaced in accordance with these Bylaws.

A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, unless the notice specifies a later effective date.

Section 6.5 Vacancies. Except as otherwise provided in Section 6.4, vacancies on the Board of Directors may be filled by the affirmative vote of a majority of all of the remaining director(s), even if the remaining director(s) constitute fewer than a quorum, so long as there is at least one remaining director. Each person so selected shall serve for the unexpired portion of the term of the vacant director position being filled.

A vacancy on the Board of Directors shall not affect the validity of any decision made or action taken by the Board of Directors, so long as there are at least three (3) directors on the Board at the time of the decision or action. However, nothing herein shall be construed as precluding the remaining directors from filling a vacancy on the Board, even if there are less than three (3) remaining directors.

Section 6.6 Meetings of Directors.

- a) **Organizational Meeting.** The first meeting of the Board following each annual meeting of the membership shall be held within ten (10) days thereafter at such time and place as the Board shall fix.
- b) **Regular meetings.** Regular meetings of the Board of Directors shall be held quarterly, or more frequently, and at dates, times and places determined by a majority of the Board of Directors. Without the approval of all of the directors, no meeting shall fall upon a legal holiday. No notice shall be required for regular meetings.
- c) **Special meetings.** Special Meetings of the Board of Directors shall be held when called by the President of the Association or any two (2) directors, after not less than two (2) days' notice is given to each director in any manner permitted by Section 5.1, unless waived in writing signed by the Director or by attendance of the meeting without objection or participation.

- d) Executive session. The Board may hold executive sessions in a regular or special meeting from which others are excluded, by affirmative vote of two-thirds of the directors present at a meeting. A motion to go into executive session shall indicate the nature of the business of the executive session, and no other matter shall be considered in the executive session. No formal or binding action may be taken in executive session and no minutes shall be taken. An executive session may be held only to:
- i. Consult with the Association's lawyers concerning legal matters;
 - ii. Discuss existing or potential litigation or mediation, arbitration or administrative proceedings;
 - iii. Discuss labor or personnel matters;
 - iv. Discuss contracts, leases and other commercial transactions to purchase or provide goods or services currently being negotiated, including the review of bids or proposals, if premature general knowledge of those matters would place the Association at a disadvantage; or
 - v. Prevent public knowledge of the matter to be discussed if the Board determines that public knowledge would violate the privacy of any person.

Section 6.7 Participation by Telecommunications. Any director may participate in, and be regarded as present at, any meeting of the Board of Directors by means of conference telephone or any other means of communication by which all parties participating in the meeting can hear each other at the same time.

Section 6.8 Quorum. A majority of the directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 6.9 Action. Every act or decision authorized 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 of Directors. Directors shall not vote by proxy.

Section 6.10 Action without Meetings. To the fullest extent permitted by the Act, the Board of Directors may take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act. Unless otherwise permitted in the Act, such written consent must be signed by all directors and be included in the minutes filed with the corporate records reflecting the action taken.

Section 6.11 Compensation. Directors shall not receive compensation for service on the Board of Directors.

Section 6.12 Obligation of Confidentiality. Each director shall have a continuing obligation to keep confidential any private or privileged information made available to the director pursuant to his or her role on the Board.

Section 6.13 Powers and Duties of Board.

- a) General Authority. The Board shall be responsible for conducting the affairs of the Association and shall be authorized to exercise all rights and powers of the Association and to do all acts and things on behalf of the Association except those as to which the Declaration, the Act or the Articles of Incorporation specifically require to be done or approved by the Members generally. The Board shall have all powers necessary for the administration of the Association, including but not limited to, the following specifically enumerated powers:
 - i. Appoint committees by resolution and to delegate the powers and duties appurtenant thereto;
 - ii. Adopt, amend and publish Rules and Regulations governing the Property and establish enforcement procedures penalties for the infraction thereof, including monetary fines which shall constitute specific assessments;
 - iii. Suspend the voting rights of a Member during any period in which the Member shall be in default in the payment of any assessment, charge, fine or other cost levied by the Association or for any other violation of the Governing Documents;
 - iv. Suspend the right to use the recreational facilities or amenities on the Common Areas and the services provided by the Association, as authorized by the Declaration;
 - v. Declare the office of a director to be vacant in the event of the death, disability, resignation, disqualification, or removal of a director;
 - vi. Employ a manager or other contractor, agent or employee of the Association and prescribe their duties; and
 - vii. Levy and collect assessments, fines (specific assessments), and other charges, including all costs of collection, from the Owners in accordance with the Declaration;
- b) Duties. The Board shall be responsible for all duties prescribed by the Declaration, the Act, or other South Carolina or Federal law as well as the following, without limitation:

- i. Prepare and adopt, in accordance with the Declaration, an annual budget;
- ii. Provide for the operation, care, upkeep and maintenance of the Common Areas;
- iii. Enforce the provisions of the Governing Documents, subject to the discretion of the Board provided in Section 6.14; and
- iv. Obtain and carry property and liability insurance as provided in the Declaration, and pay the cost thereof and adjust claims, as appropriate.

Section 6.14 Discretion. The Board of Directors may determine whether to take enforcement action by exercising the Association's power to impose sanctions or commence an action for violation of the Governing Documents, including whether to compromise any claim for unpaid assessments or other claims made by or against it. The Board shall not have a duty to take enforcement action if it determines, in good faith, that under the facts and circumstances presented:

- a) The Association's legal position does not justify taking any or further enforcement action;
- b) The term or provision of the Governing Documents to be enforced is, or is likely to be, construed as inconsistent with the law;
- c) Although a violation may exist or may have occurred, it is not so material as to be objectionable to a reasonable person or to justify expending the Association's resources; or
- d) It is not in the Association's best interest to pursue an enforcement action.

The Board's decision not to pursue enforcement under one set of circumstances shall not prevent the Board from taking enforcement under another set of circumstances, but the Board shall not be arbitrary or capricious in taking enforcement action.

ARTICLE 7

OFFICERS

Section 7.1 Designation. The principal officers of the Association shall be the President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 7.2 Appointment and Term. The Board shall appoint the Association's officers at the first Board meeting following each annual meeting of the Members, to serve until their successors are appointed.

Section 7.3 Removal or Resignation of Officers. Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. Any officer may resign at any time giving written notice to the Board of Directors, 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 7.4 Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 7.5 Powers and Duties of Officers. The Association's officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as the Board may specifically confer or impose upon them. The President shall be the chief executive officer of the Association. The Treasurer shall have primary responsibility for preparation of the budget as provided for in the Declaration and may delegate all or part of the preparation and notification duties to a finance committee, management agent, or both.

Section 7.6 Special Appointments. The Board of Directors may appoint such other officers, agents, or entities to perform duties on behalf of the Association. The Board of Directors shall determine, in its sole discretion, the authority and duties of such appointees and shall have the authority to remove them in its sole and absolute discretion.

Section 7.7 Compensation of Officers. No officer shall receive any compensation from the Association for his or her service as an officer.

ARTICLE 8

ADMINISTRATION

Section 8.1 Agreements, Contracts, Deeds, Leases, Checks, etc. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by at least two (2) officers or by such other person or persons as the Board may designate by resolution.

Section 8.2 Bonds. At the discretion of the Board of Directors, fidelity bonds may be required on all directors, officers and any other persons, employees or entities handling or responsible for the funds of the Association. The amounts of such bonds shall be determined by the Board, but if it is determined that bonds are to be obtained, they shall be at least equal to the amounts to be handled at any point by that person or entity. Unless verification that the bonds have been provided by such person or entity is obtained by or provided for the Board of Directors, the premiums for these bonds shall be paid by the Association as a common expense.

Section 8.3 Management Agent. The Board may employ for the Association a professional management agent or agents at such compensation as the Board may establish, to perform such duties and services as the Board shall authorize. The Board may delegate such powers as are necessary to perform the manager's assigned duties, but shall not delegate policy-

making or decision-making authority or ultimate responsibility for those duties set forth in Section 6.13(b).

ARTICLE 9

ACCOUNTING AND FINANCIAL MATTERS

Section 9.1 Fiscal Year. The fiscal year shall be the calendar year unless the Board establishes a different fiscal year by resolution.

Section 9.2 Deposits. All funds of the Association shall be treated as the separate property of the Association and shall be deposited in a bank or other federally insured depository institution as shall be designated from time to time by the Board of Directors. Withdrawal of funds shall only be by checks signed by such persons as are authorized by the Board of Directors.

Section 9.3 Reserve. In the event the Board of Directors uses funds collected and held in the Association's reserve account(s), the Board of Directors shall have the option, in its sole discretion and without notice to the Members, to replenish (in whole or in part) or not to replenish said reserve account(s).

Section 9.4 Borrowing Funds. The Association shall have the power to borrow money for any legal purpose; provided that Members representing at least fifty-one percent (51%) of the total eligible votes of the Association shall have approved such action.

ARTICLE 10

COMMITTEES

Section 10.1 Committees. The Board of Directors shall appoint a nominating committee as provided in these Bylaws. The Board of Directors may appoint members to the Architectural Control Committee to the extent permitted by the Declaration. The Board of Directors may appoint such other committees as it deems appropriate to perform such tasks and to serve for such periods as the Board of Directors may designate by resolution. Any such committee, and the committee members, shall serve at the pleasure of the Board of Directors and shall be chaired by a member of the Board of Directors.

ARTICLE 11

BOOKS AND RECORDS

Section 11.1 Corporate Records. When consistent with good business practices, any records of the Association required by the Act may be maintained in any format so long as the records can be reproduced in written form in a reasonable time.

Section 11.2 Inspection Rights. The Members shall have only such rights to inspect records of the Association to the extent, and according to the procedures and limitations, prescribed by the Act. The Association may charge reasonable fees for the time and cost incurred in providing the records for inspection or copies of the books and records. Every director shall

have the absolute right at any reasonable time to inspect all books, records and documents of the Association.

ARTICLE 12

INDEMNIFICATION

Section 12.1 Indemnification. The Association shall indemnify, defend and hold harmless the Association's directors and officers to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Association for the benefit of the directors and officers as consideration for their services to the Association. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire. The Association shall pay for or reimburse the reasonable expenses incurred by the director or officer who is a party to a proceeding in advance of a final disposition of the proceeding if the director or officer complies with the terms of the Act.

ARTICLE 13

MISCELLANEOUS

Section 13.1 Corporate Seal. The Association may have a seal in circular form having within its circumference the name of the Association.

Section 13.2 Amendments.

- a) By Class B Member. During Class B Membership, the Class B Member may amend these Bylaws without the consent of the Members, their mortgagees, or the Association.
- b) By the Members. These Bylaws may also be amended by the affirmative vote of at least 51% of the total eligible votes in the Association.
- c) By the Board of Directors. In addition to the foregoing, the Board of Directors shall, at any time and from time to time, have the right (but not the obligation) to cause the Bylaws to be amended to correct any clerical or scrivener's errors or to conform to the requirements of the Federal Housing Administration or the Veterans Administration or the Federal National Mortgage Corporation, FHLMC and such other secondary market agencies as the same may be amended from time to time.

Section 13.3 Conflicts.

- a) With Articles or Declaration. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.
- b) With the Act. In case of any conflict with the mandatory provisions of the Act, the mandatory provisions of the Act shall control.

Section 13.4 Interpretation. The Board shall interpret the terms of these Bylaws and its interpretation shall be final.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc. has caused these Bylaws of the Association be adopted this 15 day of December, 2025.

SIGNED, SEALED AND DELIVERED
in the presence of:

[Signature]

Witness 1

[Signature]

Witness 2

THE GARDENS AT WHITNEY LAKE
PHASE 2A HOMEOWNERS
ASSOCIATION, INC.

By: [Signature] (L.S.)

Name: Steven Sutton

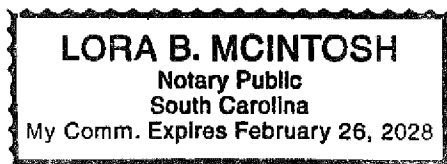
Title: President

STATE OF South Carolina)
)
COUNTY OF Charleston)

ACKNOWLEDGMENT

I, Lora B McIntosh, Notary Public for the State of South Carolina, do hereby certify that Steven Sutton, duly authorized officer of The Gardens at Whitney Lake Phase 2A Homeowners Association, Inc., personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the Association.

Witness my hand and official seal this 15 day of December, 2025.



[Signature]

Notary Public for South Carolina

My Commission Expires: 2/26/28