

BY-LAWS
OF
BRANDYMILL COMMUNITY ASSOCIATION INC.

ARTICLE I
NAME AND LOCATION

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The name of the corporation is Brandy mill Community Association Inc., hereinafter referred to as the "Brandy mill Community Association". The principal office of the corporation shall be located at Westvaco Development Corporation, 1810 Trolley Road, Summerville, South Carolina, 29483, but meetings of Members and directors may be held at such place within the State of South Carolina, County of Dorchester, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 2.01. "Brandy mill Community Association" shall mean and refer to Brandy mill Community Association Inc., a non-profit corporation organized, or to be organized, under the laws of the State of South Carolina, its successors and assigns.

Section 2.02. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants and such additions thereto as may hereafter be brought within the jurisdiction of the Brandy mill Community Association.

Section 2.03. "Declaration of Covenants" shall mean and refer to the Declaration of Covenants, Conditions, Easements, Restrictions, Charges and Liens for Brandy mill Community Association Inc., to which the Bylaws are attached and recorded as a part thereof.

Section 2.04. "Lot" shall mean and refer to any lot of land shown upon any recorded subdivision plat of the Properties and made subject to these Covenants by supplemental declaration.

Section 2.05. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, excluding those having such interest merely as security for the performance of an obligation.

Section 2.06. "Declarant" shall mean and refer to Westvaco Development Corporation, its successors and assigns.

Section 2.07. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration of Covenants.

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ARTICLE III
MEETING OF MEMBERS

Section 3.01. Annual Meetings. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Brandyhill Community Association, and each subsequent regular annual meeting of the Members shall be held at a date and time set by the Board of Directors.

Section 3.02. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A Membership.

Section 3.03. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing (or hand delivery) a copy of such notice, postage prepaid, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the member's address last appearing on the books of the Brandyhill Community Association, or supplied by such Member to the Brandyhill Community Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 3.04. Quorum. The presence of the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.05. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 4.01. Number. The affairs of this Brandyhill Community Association shall be managed by a board of five (5) directors ("Board of Directors"). All directors must be Members of the Brandyhill Community Association except that the directors elected by the Class B Member need not be Members. The Declarant shall have the right to elect a majority of the directors until seventy-five (75%) percent of the Lots have had Residential Units constructed thereon and have been conveyed from the builder to third parties.

Section 4.02. Term of Office. At the first annual meeting the Members shall elect two directors for a term of one year, and three directors for a

term of two years; and at each annual meeting thereafter the Members shall elect directors for a term of two years.

Section 4.03. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Brandy Mill Community Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor; provided however, that any director elected by the Class B Member shall be replaced by appointment of a successor by the Class B Member.

Section 4.04. Compensation. No director shall receive compensation for any service he may render to the Brandy Mill Community Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.05. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 5.01. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Members of the Brandy Mill Community Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve until the slate of candidates is announced at the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members.

Section 5.02. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Members or their proxies may cast in respect to each vacancy 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. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 6.01. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 6.02. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Brandy Mill Community Association, or by any two directors, after not less than three (3) days notice to each director.

Section 6.03. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.01. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area, Special Use Properties, and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use of the Common Area, Special Use Properties, of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Brandyhill Community Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Brandyhill Community Association all powers, duties and authority vested in or delegated to this Brandyhill Community Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration, including those matters set forth in Section 7.02 hereof;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 7.02. Duties. It shall be the duty of the Board of Directors to:

(a) 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 of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Members who are entitled to vote;

(b) supervise all officers, agents and employees of the Brandyhill Community Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to: (1) fix the amount of the annual General Assessment against each Lot at least thirty (30) days in advance of the first assessment period of each year; (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of such certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Brandyhill Community Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) enforce the provisions of the Declaration of Covenants, including maintaining legal proceedings in law or in equity where necessary;
- (h) cause the Common Area, Special Use Properties and Parcels to be maintained; and
- (i) provide such other services to the Members as authorized in the Declaration of Covenants.

Section 7.03. Payments. The Board of Directors shall provide for payment of all debts of the Association from the funds collected from the Association. Expenditures specifically approved in the budget may be paid without further approval unless the Board of Directors shall otherwise determine. All other expenditures which are in excess of Five Hundred (\$500.00) Dollars shall be reviewed and approved by the Board of Directors before payment is made. All checks and requests for withdrawals drawn upon any account of the Association shall be signed by the treasurer and either the president, vice president, or secretary.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 8.01. Enumeration of Offices. The officers of the Brandyhill Community Association shall be a president and vice-president, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create. Officers shall be elected from among members of the Board of Directors.

Section 8.02. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 8.03. Term. The officers of this Brandyhill Community Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 8.04. Special Appointments. The Board may elect such other officers as the affairs of the Brandyhill Community Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 8.05. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to 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 8.06. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.07. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.04 of this Article.

Section 8.08. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments, each of which shall be co-signed by another officer.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Brandyhill Community Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Brandyhill Community Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Brandyhill Community Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Brandyhill Community Association; keep proper books of account; cause an annual audit of the Brandyhill Community Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX
COMMITTEES

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The Brandyhill Community Association shall appoint an architectural control committee, as provided in the Declaration, and a nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Brandyhill Community Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration of Declaration of Covenants, the Articles of Incorporation and the By-Laws of the Brandyhill Community Association shall be available for inspection by any Member at the principal office of the Brandyhill Community Association, where copies may be purchased at reasonable cost.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Brandyhill Community Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall be charged with a Delinquent Payment Fee at the rate of six (6%) percent per annum for each month such assessment remains delinquent, which fee shall be added to the assessment and collected as a part thereof, and the Brandyhill Community Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and Delinquent Assessment Fees, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII
CORPORATE SEAL

The Brandyhill Community Association shall have a seal in circular form having within its circumference the words: Brandyhill Community Association Inc..

ARTICLE XIII
AMENDMENTS

These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have right to veto amendments while there is Class B Membership, provided further that any matter stated herein to be or which is

in fact governed by the Covenants may not be amended except as provided in the Covenants.

The foregoing paragraph notwithstanding, the Board of Directors of the Brandyhill Community Association may amend these By-laws in whole or part so long as the Class B Membership shall exist; provided however, that the Federal Housing Administration or the Veterans Administration shall have the right to veto such amendments when made by the Board of Directors without a vote of the Members.

ARTICLE XIV
MISCELLANEOUS

Section 14.01. Fiscal Year. The fiscal year of the Brandyhill Community Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 14.02. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and these By-Laws, the Declaration of Covenants shall control.

Section 14.03. Waiver. No provision of the By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may have occurred.

Section 14.04. Severability. The provisions of the By-laws are severable, and the invalidity of one or more provisions shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder.

Section 14.05. Captions. Captions are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of the By-Laws or the intent of any provisions.

Section 14.06. Gender and Name. All pronouns shall be deemed to include the masculine, the feminine, and the neuter, and the singular shall include the plural, and vice versa, whenever the context requires or permits.

Section 14.07. Rules of Order. All meetings of the membership and of the Board of Directors shall be conducted in accordance with Roberts Rules of Order Revised.

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