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DAVID HAMILTON  
CLERK OF COURT  
YORK COUNTY, SC  
BY: REGINA PRUITT CLERK

## **BY-LAWS Irongate Farm Homeowner's Association, Inc.**

THESE ARE THE BY-LAWS of Irongate Farm Homeowner's Association, Inc. (hereinafter referred to as the "Association"), a nonprofit association of homeowners organized and charged with the primary duty of maintaining the common areas in Irongate Farm, a single family residential subdivision located in York County, South Carolina.

### **I. GENERAL**

A. Fiscal Year. The fiscal year of the Association shall be the calendar year.

### **II. MEETINGS**

A. Annual Meeting. Annual meetings of members after the initial meeting shall be held at the place designated in the notice during first two weeks of the month of May of each year for the purpose of electing officers and transacting any other business authorized to be transacted by the members.

B. Special Meetings. Special meetings of members shall be held whenever called by the Officers, and must be called by the officers upon receipt of a written request from members entitled to cast a majority of the total vote of the Association.

C. Notice of Meetings. Notice of all meetings of members stating the time and place and the objects for which the meeting is called shall be given by the President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than thirty (30) days prior to the date of the meeting. Proof of such mailing shall be given by the affidavit of the person giving the notice.

The Secretary shall prepare or cause to be prepared, at least ten (10) days before every meeting of the members, a complete list of members entitled to vote at the meeting showing the address and the number of votes for each. Such list shall be open to the examination of any member, during ordinary business hours for a period of at least ten (10) days prior to the meeting, at the office of the Association. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present. The record date for the purpose of determining members entitled to notice of, or to vote at, any meeting of the Association shall be the close of business on the day next preceding the

day on which the notice is mailed, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

Notice of the meeting may be waived in writing either before or after meetings, and attendance at any meeting by a member shall be deemed a waiver of the notice requirements with respect thereto unless such member delivers written objection of failure to comply with such notice requirements of the person presiding at the meeting.

D. Quorum. A quorum meeting of members shall consist of persons entitled to cast a majority (51%) of the votes of the entire membership. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for the purpose of determining a quorum. In the event a quorum is not present at the regular meeting, the meeting shall be rescheduled and notice thereof given pursuant to these by-laws and the quorum at any rescheduled meeting shall be those members present at the rescheduled meeting.

E. Proxies. Votes may be cast in person or by proxy. Proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary before the appointed time of the meeting.

F. Approval Without Meeting. Approval or disapproval of a member upon any matter, whether or not the subject of an Association meeting, shall be by the same person authorized to cast the vote of such member if in an Association meeting.

G. Adjourned Meetings. If any member or members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting from time to time until a quorum is present.

H. Presiding Officer. The presiding officer at all meetings of members shall be the President, in whose absence the Vice President shall preside. If neither such officer is present, the members shall elect a Chairman to preside at the particular meeting.

I. Order of Business. The order of business at all Annual Meetings of the members shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Report of officers.
5. Report of committees.
6. Election of Officers.
7. Unfinished business.
8. New business.

The order of business at all Special meetings of the Members shall include items (1) through (4) above, and thereafter, the agenda shall consist of the items specified in the notice of meeting.

### **III. POWERS AND DUTIES OF OFFICERS**

A. Elected Officers. The members by majority vote shall elect annually from the membership of the Association a President, Vice-President, Secretary and Treasurer, which officers or any of them may be removed, either with or without cause, at any meeting by vote of a majority of the members. No person may hold more than one such office at the same time. There shall be no compensation of the officers.

B. Powers and Duties of President. The President shall be the chief executive officer of the Association and shall exercise all the powers and perform all the duties of the Association as provided in the Covenants and these By-laws (including all powers necessary and proper for carrying out such powers and duties) excepting only those powers and duties specifically and exclusively assigned by the Covenants or these By-laws, to be exercised by the other officers or the membership of the Association. The President's duties shall include, but not be limited to, the following:

1. To report on state of the subdivision at regular meetings of the membership and at special meetings called for that purpose.
2. To manage the affairs of the Association in conformance with the Covenants and the Bylaws, including, without limitation, supervision of employees of the Association, purchase of supplies and equipment, and supervision of performance of contracts to which the Association is a party.
3. To preside at meetings of the members.
4. Promulgation of regulations.
5. To attend all meetings of the Architectural Review Committee.
6. To appoint such committees of the Association as he or she in his or her discretion determines to be appropriate in the conduct of the affairs of the Association.
7. To exercise such other powers and perform such other duties as shall be prescribed by the members from time to time at a duly called meeting.

C. Vice-President. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Officers.

D. Secretary. The Secretary shall keep the minutes of all proceedings of the Officers and members. He shall attend to the giving and serving of all notices to the members and directors and other notices required by law. He shall keep the records of the Association, except those of the President and shall perform such other duties incident to the office of secretary as may be required by the President or the members.

E. Treasurer. The Treasurer keeps full and accurate accounts of all receipts and disbursements in books belonging to the Association and deposits all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be established by the Officers.

#### **IV. FISCAL MANAGEMENT OF THE ASSOCIATION**

The provisions for fiscal management of the Association set forth in the Covenants and elsewhere in these By-laws shall be supplemented by the following provisions:

1. Assessment Roll. The assessment roll shall be maintained by the Treasurer in a set of accounting books in which there shall be an account for each member of the Association. Such an account shall designate the name and address of the member, the amount of each assessment against the member, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due upon assessments.

2. Budget

i. The Treasurer shall prepare a budget for each calendar year which shall contain estimates of the cost of performing the functions of the Association.

ii. Copies of the budget and proposed assessments shall be presented to the membership at the annual meeting.

3. Bank Accounts. The depository of the Association shall be such bank or banks as shall be designated from time to time by the officers and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be only by checks signed by President and Treasurer.

4. Audit of Accounts. An audit of the accounts of the Association shall be made periodically as determined by the Officers, by a certified public accountant, or firm of accountants, and a copy of the report of such accountant with respect thereto shall be furnished to each member not later than April 1 of the year following the year for which the report is made.

#### **V. ARCHITECTURAL REVIEW COMMITTEE**

The President, Vice-President, Secretary and Treasurer may act as the Architectural Review Committee (ARC). The President shall serve as the Chair of the ARC. The Association may hire a qualified construction professional to serve as a consultant to this committee. It shall be the duty of the ARC to enforce the Covenants as far as structure and improvements placed on any lot. No plans shall be approved until an owner receives from the ARC a letter signed by the chairman stating that such plans have been approved. In the event a member's plans are disapproved by the ARC, such member shall have the right to appeal the decision to the full membership at either the regular annual meeting or at a meeting specifically called for such purpose. The member shall be given full and fair opportunity to be heard. The decision of the ARC shall be overturned by the membership upon a vote of 51% of the members in attendance at the meeting.

#### **VI. PARLIAMENTARY RULES**

Roberts Rules of Order (latest edition) shall govern the conduct of Association proceedings when not in conflict with the By-laws or the Covenants.

#### **VII. AMENDMENTS**

Amendments to the By-laws shall be proposed and adopted in the following manner:

A. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

B. Adoption: A resolution adopting an amendment to the By-laws must receive majority (51%) of the total vote of the Association. Members not present at the meetings considering the amendment may express their approval in writing.

### **VIII. BOOKS AND RECORDS**

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

### **IX. CONSTRUCTION AND INTERPRETATION**

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 Covenants and these By-laws, the Covenants shall control.

### **X. MORTGAGES**

Notice of Unpaid Assessments. The Treasurer or President shall, at the request of a lending institution holding a mortgage against any lot, report any unpaid assessments due to the Association from the owner of such lot.

### **XI. NON-LIABILITY AND INDEMNITY OF OFFICERS**

1. No Officer of the Association shall be liable for acts, faults or neglects of any other Officer or member or for any loss sustained by the Association or any member, unless the same shall have resulted from his own willful or negligent act or neglect.

2. Every Officer and agent of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from any claim, action, suit, procedure, investigation or inquiry as to whatever nature in which he may be involved as a party or otherwise by reason of his being or having been an Officer or agent at the time of incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation for inquiry to be liable for willful misconduct or neglect in the performance of his duties, in the absence of such final adjudication of the existence of such liability, the Association and each member thereof and officer or agent thereunder may conclusively rely on an opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and such shall inure to the benefit of the legal representative of such person.

### **XII. USE OF PRONOUNS**

Wherever the masculine singular form of the pronoun is used in these By-laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, wherever the context so requires, and vice versa.

Executed this the 8th day of June, 2023

Kathy H. Spencer

Kathy H. Spencer, Secretary  
Irongate Farm Homeowner's Association, Inc.

Witness 1: Raymond W. Morgan, Jr.

Witness 2: Patsy J. Absher