

BY-LAWS OF GOWER ESTATES POOL, INC.
Revised 2020

ARTICLE I. NAME AND LOCATION

The name of this Corporation shall be Gower Estates Pool, Inc. and shall be located in Greenville, South Carolina.

ARTICLE II. PURPOSE

Section 1.

The purpose of said Corporation is to promote the pleasure and general recreation of its members, specifically by construction, ownership and operation of a swimming pool, clubhouse, recreational facilities, and other related facilities, and to do any and all things necessary and incidental thereto, to engage in any and all types of related activities, not for a profit, which shall promote the recreational, physical and emotional welfare of the membership of Gower Estates Pool, Inc.

Section 2.

This Corporation is organized and shall be operated exclusively for the pleasure and fellowship of its members, and for recreational, social, religious, charitable literary and educational purposes, as defined in Section 501 (c)(7) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, shareholders, directors, trustees, or officers or other private persons. The Corporation shall be authorized and empowered to pay for reasonable services rendered and to make payments and distributions in furtherance of the aforesaid purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of this Corporation, dispose of all of the assets of this Corporation exclusively for the purposes of the Corporation strictly in accordance with the provisions of Section 501 (c)(7) of the Internal Revenue Code of 1986, as amended, and other applicable law, and may specifically, but without limitation: (a) transfer any of its assets to a successor entity qualified as tax exempt under the provisions of Section 501(c)(7); or (b) donate any remaining assets to an organization or organizations organized and operated exclusively for charitable educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Greenville County, South Carolina, in which the principal office of this Corporation is

located exclusively for such purposes or to such organization or organizations as said court shall determine which are organized exclusively for such purposes. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from income taxes under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

ARTICLE III. GOVERNMENT

Section 1.

The Corporation shall be governed by a Board of Directors, herein after known as the Board, twelve (12) in number, each of whom shall serve without compensation until his successor is elected and shall qualify as provided in these By-Laws. Four (4) Board members shall be elected each year and each member shall serve a three (3) year term. No more than four (4) Board members shall reside outside of the boundaries of Gower Estates Pool, Inc. and no more than one member of a family shall serve on the Board at anyone time. A Board member may serve more than one term, but may not serve consecutive terms. Terms shall begin on October 1 of the year first elected.

Prior to the Annual Meeting each year, the Board shall solicit and receive nominations from the general membership to fill the four (4) Board vacancies. The solicitation of nominations may be made by mail or a form of electronic communication and the nomination period shall be thirty (30) days. At the end of the thirty (30) day nominating period the Board shall meet to determine a slate of four (4) candidates for Board membership. A vote of eighty percent (80%) of the Board shall be required to select the slate. The slate of four (4) candidates shall then be presented to the general membership for a vote. Voting shall take place by mail; however, votes made electronically may be accepted if procedures are in place to do so as determined by the Board. Yes or No votes shall be required for each candidate and a candidate shall be elected by receiving YES votes from at least twenty percent (20%) of the memberships qualified to vote and a % of Yes votes more than the % of No votes. If a candidate fails to receive the required 20% vote and a higher % of Yes votes than No votes, the Board shall nominate another person to fill the position and shall require another vote by mail or electronically from the general membership. The final slate, as determined by the vote of the membership, shall be presented to the membership at the Annual Meeting.

Vacancies occurring in the Board during the year shall be filled by the Board and the person so elected shall serve out the term of the original Board member whose seat is being filled.

Bridge Year – During the second year of the transition from the Ten (10) to the Twelve (12) Member Board, the Board will consist of Thirteen (13) members to allow the rotation cycle to enter into effect without disruption to the seated board. This exception will be for a period of one year only beginning October 1, 2011 and ending at midnight on September 30, 2012.

Section 2.

There shall be an Annual Meeting of the members to be held at the time and place to be determined by the Board, of which written notice shall be given to every member qualified to vote. Business conducted at the Annual Meeting shall include but shall not be limited to:(1) reviewing previous year's financial performance against budget and state of capital account; (2) presentation of the members of the Board for the upcoming year.

Section 3.

When any member of the Board shall have three consecutive unexcused absences from Board meetings or shall have missed four Board meetings within a year, his office as director may be declared vacant through written notification by the Board secretary. An excused absence must be obtained through the Board president. The Board secretary will be responsible for recording attendance at Board meetings. Any director who shall cease to hold active membership in the Corporation shall automatically cease to be a member of the Board.

Section 4.

Consistent with these By-Laws the Board shall:

(A) Transact all corporation business and make and amend rules and regulations for the use of corporation property. It may appoint and remove such officers, clerks, agents, servants or employees as it may deem necessary and may fix their duties and compensation.

(B) Elect members.

(C) Fix, impose and remit penalties for violations of these By-Laws and rules of the corporation.

(D) Elect from the Board a president, vice president, secretary and treasurer.

(E) Constitute and appoint committees as may be necessary and define the powers and duties of same.

(F) Fill any vacancy in the membership of the Board to serve until the next annual meeting of active members.

Section 5.

The Board shall select one or more banks to act as depositories of the funds of the Corporation and shall determine the manner of receiving, depositing and disbursing the funds of the Corporation and the form of checks to be used. The Board shall always require the Treasurer and one officer to sign any checks, drafts or other instruments for the payment of money drawn in the name of the Corporation when the amount exceeds \$500.00, and shall see that a reasonable and appropriate system of fiscal controls is implemented.

Section 6.

Nothing in these By-Laws shall be construed to permit the Board to borrow or pledge the credit of the Corporation without the specific approval of the membership at a duly held meeting.

Section 7.

(A) The Board shall meet at its convenience on call of the president, or upon five days written notice given by a majority of the Board to each individual director. However, the Board shall meet a minimum of three (3) times during the year.

(B) At all Board meetings, a quorum shall consist of 60 percent of the members of the Board and a majority of such quorum may decide any questions that may come before the meeting, with the exception of amendments to the Bylaws or election of the slate of Board members to be presented to the membership.

(C) Any action taken by the Board may be approved by the unanimous written consent of the Board in lieu of a meeting and shall have the full force and effect of a vote taken at a duly called meeting. Unanimous written consent may be obtained by electronic voting.

Section 8.

The Board shall appoint at least one Board member to be responsible for the following:

(A) Coordinate the search, selection and hiring of all employees of the Corporation and make recommendations to the Board concerning the same.

(B) Coordinate the overall operation of the swim team, its meets and functions and make recommendations to the Board concerning matters involving the swim team.

(C) Coordinate all matters pertaining to the upkeep, maintenance and renovation of Corporation property and will make recommendations to the Board concerning these matters.

(D) Coordinate all social activities involving the Corporation members, and its facilities, formulate social programs for its members, and make recommendations to the Board concerning these matters.

(E) Coordinate those activities dealing with the acquiring and transferring of membership and make recommendations to the Board concerning these matters.

(F) Prepare and publish newsletters to be sent to Corporation members and make recommendations to the Board concerning these matters.

ARTICLE IV. OFFICERS OF THE BOARD

Section 1.

The officers of this Corporation shall be a president, vice president, treasurer and a secretary. The president, vice president, treasurer and secretary shall be elected during the October meeting by the Board from its membership and shall hold office for one year.

Section 2.

The president shall preside at the meetings of the Corporation and of the Board. The President shall be the executive head of the Corporation and shall appoint, subject to confirmation by the Board, each member of the Board responsible for employees, finance, swim team, grounds and maintenance, social, membership and communications, and all special committees as may be directed. He shall be, ex-officio, a member of all committees. The president may serve in an advisory capacity to the Board in the year after his term as president expires.

Section 3.

The vice president, in the absence or disability of the president, shall act in his stead. He shall be, ex-officio, a member of all committees.

Section 4.

The secretary shall send out the notices of the meetings of the Corporation and of the Board, keep the minutes, and attend to the correspondence pertaining to his office. He shall be custodian of the corporate seal, membership book, minute book, and papers of the Corporation and shall perform all duties pertaining to his office as may be asked of him by the Board.

Section 5.

The treasurer shall attend to keeping the accounts of the Corporation, collecting its revenues and paying its bills as approved by the Board, or other agency authorized by the Board to incur them. He shall deposit funds of the Corporation received by him in the name of the Corporation in such depository as may be authorized by the Board. He shall perform such other duties pertaining to his office as may be asked of him by the Board. He shall be bonded if the same shall be required by the Board. The Board may employ a person to perform the duties of Treasurer as described herein, however, the Treasurer and the Board shall have the authority to supervise the performance of these duties.

ARTICLE V. MEMBERS OF THE CORPORATION

Section 1.

All members in this Corporation shall hold an active membership therein. An active membership is one in which the holder thereof, having applied and been approved for membership, acquires by purchase a certificate of membership properly executed by the Board, agrees in writing to abide by the By-Laws and other community rules of the Corporation, and pays the prevailing annual membership dues before using any of the facilities provided by the Corporation.

Section 2.

Subject only to Section 3 of this Article, membership in the Corporation shall be limited to owners of property in Gower Estates and designated areas as shown on Attachment A.

Section 3.

In the event the Corporation acquires less than the authorized number of memberships from the above described area, the Board is hereby authorized to issue as many outside memberships as they deem necessary and advisable, up to the authorized number of memberships. The outside memberships shall be chosen from an area to be prescribed by the Board. When any outside memberships are available to the Corporation, the property owners described previously in this Article in Section 2 shall have the first choice to join the Corporation.

Section 4.

The joint ownership of an active membership interest by husband and wife with right of survivorship shall be permissible. Otherwise, membership must be owned and controlled by only one person who shall also meet the other criteria for membership set forth in these By-Laws.

Section 5.

Each membership shall entitle the holder thereof, the members of his immediate family living in his home, and all relatives, within the third degree of kinship living in his home, to the use of the pool and other facilities of the Corporation, subject to its rules and By-Laws.

Section 6.

Subject to Article X of the By-Laws, any member aggrieved by any disciplinary action by the

Board of Directors may appeal to the membership at a special meeting called for such purpose upon a minimum of five (5) days notice to the members and at such meeting a majority of the members present in person shall be controlling.

Section 7.

In voting for any issue put to a vote of the Membership, each active member may cast one (1) vote only. When membership is held jointly by husband and wife, they may together cast only one vote.

Section 8.

Any member of the Corporation may withdraw at any time subject to the provisions of Article VII and there shall be no refund of the current year's dues.

Section 9.

(A) All members of the Corporation shall be accorded the facilities of the club subject to the Pool Rules and Regulations which shall be posted at all times on the bathhouse bulletin board.

(B) No member shall be allowed to have as a guest anyone who resides within the area served by the Corporation, without a valid guest pass. The shall have authority, only when a membership "waiting list" exists, to issue guest passes to the membership, which may be used for residents of the area served by the Corporation. Guests admitted on a pass are subject to all Bylaws and Rules of the Corporation. The Board shall set policy concerning regulations and fees for guests.

(C) The Corporation assumes no responsibility, and no members or guests shall have any claim against the Corporation, for accidents or injuries or for property of any said party which may be brought into or left on the Corporation premises.

Section 10.

Membership in this Corporation shall be limited in number to four hundred forty (440) families.

ARTICLE VI. TRANSFER OF MEMBERSHIP

Section 1.

No membership may be transferred except to the Corporation and with prior consent of the

Board.

Section 2.

Memberships acquired prior to January 1, 1990, shall be transferred to the Corporation upon the following terms:

Before any membership may be transferred, the membership certificate must be submitted to the secretary of the Corporation with a request that the Corporation purchase the same and the Board will, at a regular or called meeting consider and approve or reject such transfer. If the transfer is approved, all dues, charges, assessments and unpaid balance on the purchase price owed by the member, if any, must be deducted by the Corporation from the purchase price. The Corporation shall not be obligated to pay for such membership more than its original cost, less the charges of financing the same, plus any assessments levied against the membership for capital improvements, less anything owed by the member to the Corporation as herein defined.

Section 3.

In the event that a member moves from the area of the Corporation at such time as there is no one on the waiting list available to purchase such membership, the member shall have all rights and privileges of the Corporation upon proper payment of the fees, and the request to purchase shall be placed upon the list of proposed transfers as herein set forth.

Section 4.

No new members of the Corporation shall be considered for membership by the Board without first being endorsed by at least five members of the Corporation in good standing. After approval by the Board, application for membership shall be granted in the following priority: (1) purchasers of homes within the Gower Pool geographical boundaries, (2) other outside property owners.

Section 5.

Upon the approval by the Board of an application for membership and payment of any applicable fees, an individual designated by the Board shall make the appropriate entries on the books of the Corporation and shall issue the necessary evidences of membership as provided by these Bylaws. The Board may charge a nonrefundable initiation fee in an amount to be set by the Board in its discretion from time to time, to be paid prior to issuance of a new member's certificate.

Section 6.

Whenever any member transfers his membership to the Corporation and such transfer is approved by the Board, all rights of the transferee shall thereby be forever terminated, without prejudice to reapply as a new member.

ARTICLE VII. MEMBERSHIP MEETINGS

Section 1.

The annual meeting of the members of this Corporation will be held at a time and place to be designated by the Board. Notice of such meeting will be made in writing and mailed or delivered electronically to the last known address or e-mail address or delivered to each member at least five days in advance of such meeting.

Section 2.

Special meetings of the membership may be called upon five days written notice to the members of record given by the president, a majority of the Board, or by a request from 20 percent of the active membership. The time, place, and purpose of such meeting shall be specified in the written notice thereof.

Section 3.

The presence of at least 20 percent of the members shall constitute a quorum for the transaction of business at any meeting of the Corporation. Representation by proxy shall not be allowed, but a husband or wife may represent his or her spouse for all purposes at any meeting.

ARTICLE VIII. DUES AND ASSESSMENTS

Section 1.

The annual dues shall be fixed by the Board, to cover normal corporate expenses, including reasonable provisions for replacement of facilities and similar items. Dues statements will be mailed by January 15th, and are payable before March 1st. Dues are delinquent on March 1st. A Seventy-five Dollar (\$75.00) delinquent charge will be added after March 1st. If no payment is received by March 31st, the membership will be cancelled. Use of the pool facilities by a member or family is prohibited until dues and delinquent charges are paid. These regulations shall be clearly defined on all dues notices. Additionally, the Board will recommend the levying of assessments required to meet capital improvements subject to

approval by a 2/3 vote of all voting members of the Board. Full disclosure of the amounts and terms of assessments to be fixed by the Board will be made to the membership.

Section 2.

Non-payment of dues and assessments shall bar a member and his family and guests from the use of the Corporation facilities and from voting privileges.

ARTICLE IX. SUSPENSION OR REVOCATION OF MEMBERSHIP

Section 1.

The Board may deny any member and his family the use of the Corporation facilities upon finding that said person has violated the Bylaws or rules and regulations of the Corporation.

Section 2.

Any person against whom action is taken under this Article shall be given at least five days advance notice of the proposed action and shall be provided an opportunity to be heard at the meeting of the Board.

Section 3.

Denial of corporation facilities to any person for more than two (2) weeks shall be only by action of at least two-thirds of the directors at the meeting called for the purpose. Any person whose privileges have been permanently revoked by the Board may file a written petition for a membership meeting for the purpose of reviewing the Board action. The petition shall require the signature of at least twenty (20) members of the Corporation, and the notice of the membership meeting will include the fact that a petition has been filed for this meeting. If a majority of the members voting at this meeting shall oppose the action of the Board, the permanent revocation shall be declared void.

Section 4.

Anything in this article to the contrary notwithstanding, the Board may suspend, or may delegate to an appropriate committee or person the power to suspend, for periods not exceeding one week any person under 21 years of age found violating the regulations of this Corporation. Should the occasion warrant, such suspension may be made immediately and without hearing; provided, however, that if such suspension is made without hearing, then it shall be the obligation of the person making the suspension to contact the parent or person accused of the offense and provide them with an opportunity to have a hearing in behalf of the minor child involved.

ARTICLE X. MISCELLANEOUS

Full and complete disclosures of their activities relative to the operation of the Corporation shall be made by committees and employees to the Board and by the directors and officers to members at the annual meeting of the Corporation.

ARTICLE XI. AMENDMENTS

Amendment of the By-Laws of this Corporation shall require a two-thirds affirmative vote of the members voting at a meeting of the members or voting in a ballot by mail or a form of electronic communication. In a ballot by regular mail or electronically, the ballot shall not be effective to change the By-Laws unless the number of ballots returned is equal to or greater than the number of members required to constitute a quorum at a meeting of members, specified in these By-Laws. Amendments to these By-Laws may be proposed by the Board or by petition of 10% or more of the membership.