



Archdale Civic Association - PO Box 41543, Charleston, SC 29418-1543
www.OurArchdale.com

BYLAWS FOR ARCHDALE CIVIC ASSOCIATION, INC.

(Amended November 17, 2022)

ARTICLE I - NAME AND PURPOSE

Section 1.01 NAME OF THE ORGANIZATION: The name of the organization is Archdale Civic Association, Incorporated (Association), and its principal office shall be located within the Archdale subdivision, North Charleston, SC 29418, at such convenient places as its Board of Directors may designate.

In accordance with Title 33, Chapter 31 of the South Carolina Code of Laws the Association is registered with the South Carolina Secretary of State as a Nonprofit Corporation (09/04/1980).

Section 1.02 LOCATION: The Association is comprised of the following subdivisions: Archdale I (Orange & Green), Archdale Landing, Archdale Manor, Archdale Patio Homes, Ashley Pointe, Baker's Landing I & II*, Brookshire, Oaks of Archdale, and Stirling Forest.

*Baker's Landing has its own Homeowner's Association which they enforce.

Section 1.03 PURPOSE: The Association is organized for the following purposes:

- a. To promote the safety, protect the interests of and foster the excellence of the Archdale neighborhood for its residents.
- b. To support neighborhood residents by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
- c. To provide an open process by which all residents of the neighborhood may involve themselves in the affairs of the neighborhood.
- d. To enhance neighborhood livability by funding regular landscaping and maintenance of common areas as well as supporting special initiatives and events.

ARTICLE II - MEMBERSHIP

Section 2.01 MEMBERSHIP: Membership in the Association will be open to all residential property owners where the property is located within the boundaries of Archdale as defined in Article I of these bylaws. To become an Association Member (Member(s)), a Membership Request must be completed either online or by mail and returned to the Association and annual dues paid.

Section 2.02 MEMBERSHIP DURATION: Annual Membership is based on a calendar year (January – December) and not on the effective date of Membership. Persons joining the Association on or after the first day of November shall be Members from the date they join and for the ensuing year.

Section 2.03 MEMBERSHIP BENEFITS: All rights, benefits, privileges, duties, and responsibilities of Membership are determined by the Members and made effective by a majority vote of those Members present at a General or Special meeting.

Section 2.04 MEMBERS OF RECORD: All paid Members at the close of business on the day preceding the Annual meeting will be entitled to vote.

ARTICLE III - FUNDING

Section 3.01 DUES: Annual dues will be set forth by a majority vote of those Members present at the Annual meeting.

Section 3.02 CONTRIBUTIONS: Voluntary contributions will be accepted.

ARTICLE IV - MEETINGS

Section 4.01 GENERAL MEMBERSHIP MEETINGS: There will be General Membership meetings held quarterly on days, times, and location decided upon by the majority vote of the Board of Directors.

Section 4.02 ANNUAL MEETING: The fourth quarter General Membership meeting will be designated as the Annual meeting. At this meeting:

- a. The President will report on the state of the Association.
- b. The Treasurer will give an annual financial report and present the next fiscal year budget for Member's approval.
- c. Elections for members of the Board of Directors will be held.

Section 4.03 SPECIAL MEETING: The President or a majority of the Board of Directors may call a special meeting of the Members as deemed necessary. The Members can also call for a special meeting if at least five percent of the Members of the Association sign, date, and deliver to any Association officer one or more written demands for the special meeting describing the purpose or purposes for which it is to be held.

Section 4.04 NOTIFICATION: Notification and purpose for all meetings will be made on the Association website ten days in advance of the meeting.

Section 4.05 AGENDA: The President will prepare the agenda for General and Special meetings of the Membership with input from the Board. Any Member may suggest an item to be added to the agenda by submitting the item in writing to the Board of Directors at least ten days in advance of the Membership meeting. Any Member of the Association may also make a motion to add an item to the General or Special agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4.06 QUORUM: The total of ten (10) Members present at any properly announced meeting will constitute a quorum at such meeting.

Section 4.07 PARTICIPATION: Any General or Special meeting is open to any person and all that wish to may be heard. However, only Members are entitled to vote. All actions or recommendations of the General or Special meetings will be communicated to all affected parties via the Associations' website.

Section 4.08 VOTING: If there is a quorum, decisions of the Association will be made by a majority vote of those Members present at any meeting. All Members will have one vote per property address to be cast during attendance at any General or Special meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01 BOARD: The Board of Directors (Board) will consist of no fewer than three (3) and up to nine (9) members, elected annually at the Annual meeting and assuming their duties on January 1st of the next calendar year.

Section 5.02 DUTIES: As the Governing Body of the Association, the duties of the Board are as follows:

- a. **MANAGEMENT:** The Board will manage the affairs of the Association in the interim between General meetings. The Board will be accountable to the Membership; will seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of the Association; and will comply with these bylaws. The Board will exercise fiduciary responsibility of overseeing the expenditure of Association funds.
- b. **BOARD MEETINGS:** The Board will meet at least four times a year and at least ten days prior to any General or Special meeting. A quorum for Board meetings will be a majority of the directors in office immediately before a meeting begins; decisions will be made by majority vote. A majority of Board members may call a Board meeting as deemed necessary.
- c. **VACANCIES:** Board vacancies will be filled for the unexpired term by vote of the Membership at its next regularly scheduled General meeting following the creation of such vacancy.

Section 5.03 AUTHORITIES: As the Governing Body of the Association, the powers and authorities of the Board are as follows:

- a. **AUTHORITY:** By the election and seating thereof, the Board shall have ultimate authority over the conduct and management of the business and affairs of the Association. The Board will have the authority to overrule any decision or action of committees or subcommittees. In turn, the General Membership has authority to overrule any decision of the Board by a two-thirds vote of Members present at a General or Special meeting of the same.
- b. **EMERGENCY POWERS:** In such cases where the Board is required to provide an Association response before the question is presented to the Membership, the Board will present the action taken at a General or Special meeting within a reasonable period for ratification by the Membership where circumstances dictate.

ARTICLE VI – ELECTION OF BOARD MEMBERS

Section 6.01 ELIGIBILITY: Only Association Members will be qualified to hold an elected position.

Section 6.02 TERM OF THE BOARD: Members of the Board will be elected to serve a one-year term, with no limitations on future terms.

Section 6.03 NOMINATIONS: At the 3rd Quarter Board meeting, the President will appoint a Nominating Committee consisting of two Board members for the purpose of creating a recommended slate of Board members to serve during the next calendar year. The Nominating Committee's recommendation will be presented to the Membership at the Annual meeting for consideration and adoption by majority vote of those Members present. Nominations may also be made from the floor.

Section 6.04 IMPEACHMENT: Any holder of an elected office may be removed and replaced by a two-thirds vote Members present at a General or Special meeting. Removal does not require cause.

ARTICLE VII - OFFICERS

Section 7.01 OFFICERS: The Board will elect from among its Board members a President, Vice-President, Secretary and Treasurer at the first Board meeting following the Annual Meeting election.

Section 7.02. DUTIES: The duties of the Officers include but are not limited to:

- a. The President will be the principal executive officer of the Association and will prepare the agenda and preside over all meetings of the Board and Membership. The President will appoint chairs of committees with the majority approval of the Board and will be an ex-officio member of all committees.
- b. The Vice President will assist the President, assume the powers, and exercise duties in the President's absence.

c. The Secretary will attend and keep complete records of all Association meetings in addition to all other records of the Association such as the Board may require. The Secretary will be responsible for all correspondence of the Association and make records of the Association available for inspection for any proper purpose at a reasonable time.

d. The Treasurer will establish and control the Associations' checking and savings accounts, collect all revenues of the Association from every source and deposit the same. The Treasurer will pay all monies for which appropriation has been made, keeping receipts for the same. A set of approved books will be maintained and will be open for audit per Section 33-31-1602 of the South Carolina Nonprofit Corporation Act.. The Treasurer will render a report at every meeting.

ARTICLE VIII – COMMITTEES

Section 8.01 AD HOC COMMITTEES: The President will institute with the agreement of the Board such committees as deemed necessary to transact the business of the Association. The chair of the committee will be appointed by the President with the agreement of the Board and may be dismissed without cause by the President with the agreement of the Board.

ARTICLE IX- ADOPTION AND AMENDMENT OF THE BYLAWS

Section 9.01 ADOPTION OF THE BYLAWS: Adoption of these bylaws will require a two-thirds vote of the Members present at a General meeting.

Section 9.02 AMENDMENT OF THE BYLAWS: Amendments to the bylaws can be made at any General or Special meeting after the Members have been notified of all proposed amendments to the bylaws by a minimum of at least ten days advance notice via the Association website. Adoption of amendments will require a two-thirds vote of the Members present at the meeting.

ARTICLE X - DISSOLUTION

Section 10.01 DISSOLUTION: The Association may be dissolved at any time with the consent of not less than two-thirds of its Members in attendance at a General or Special meeting. The Board will prepare a plan of dissolution which will be posted on The Associations website ten days prior to the General or Special meeting. After all obligations have been fully discharged its property and assets will be contributed to a charitable organization to be selected by the Board at the time of dissolution.