

**BYLAWS OF THE
HUNTER'S MILL HOMEOWNERS' ASSOCIATION.**

Bylaw 1

Name

The name of the Association shall be Hunter's Mills Homeowners' Association.

Bylaw 2

Principal Office

The principal office of the Association shall be c/o Donald Millard, 1330 North Brightleaf Blvd, Smithfield, North Carolina 27577, and P.O. Box 595, Selma, NC 27576. The Association may have such other offices as may from time-to-time be designated by its Board of Directors.

Bylaw 3

Membership

A. Active Membership: Any titled homeowner (one per household) within the subdivision known as Hunter's Mill, Cleveland Township, North Carolina, who pays, and is current with regard to, the payment of dues as established by the Board of Directors, is eligible to become an active member of the Association, with full voting and other privileges, if qualified under such rules as the Board of Directors of the Association may provide.

B. Voting: Each active member shall be entitled to one vote in the affairs of the Association. Each home shall be entitled to one vote. Members shall be permitted to vote by proxy and, if authorized by the Board of Directors, by mail, pursuant to such requirements as may be established by the board of directors.

C. Duration of Membership: Membership shall remain in effect so long as the member remains a property owner within Hunter's Mill, and dues payments are current.

Bylaw 4

Dues

A. Amount of Dues. The annual dues required for membership in the Association shall be determined by the vote of the Board of Directors. The dues may vary from year-to-year, but shall be the same for all active members. Each such home/household shall have a single, vote.

- B. Assessments. The Board of Directors may also impose further assessments upon Association members as the Board of Directors deems necessary to fulfill the purposes of the Association. All such assessments shall be paid within the time periods established.

Bylaw 5

Meetings

- A. Annual Meeting: There shall be an annual meeting of the Association during the month of _____ each year, unless otherwise ordered by the Board of Directors, for the election of directors by the members, the election of officers by directors, receiving reports, and the transaction of other business. Meetings shall be open to all members. Notice of such meetings, issued by the secretary, shall be mailed to the last recorded address of each member at least twenty-one (21) days before the time appointed for the meeting.
- B. Quorum: Seven members of the Association present at any meeting, in person, by proxy, or voting by mail (if authorized by the Board of Directors, or pursuant to bylaw 9 hereafter), shall constitute a quorum. In case there are less than this number, the presiding officer may adjourn from time-to-time until a quorum is present.
- C. Order of Business: The order of business at the annual meetings shall be as follows:
1. Call to Order.
 2. Reading of minutes of the previous meeting.
 3. Receiving communications.
 4. Reports of officers.
 5. Reports of committees.
 6. Unfinished business.
 7. New business.
 8. Election of Directors.
 9. Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in the latest edition of *Robert's Rules of Order* shall govern, when not in conflict with these bylaws.

- D. Special Meetings: Special meetings of the Association may be called at any time by the president, and must be called at any time by the president, or in the president's absence by the vice-president or secretary, on the written request of a majority of the Board of Directors, or on the written request of not less than one-half (50%) of the members of the Association. Not more than fourteen (14) days written notice of any special meeting must be given to members of the Association, and the notice must state the object/purpose of the meeting.

Bylaw 6

Directors

- A. General Powers: All corporate powers shall be exercised by or under the authority of, and the business affairs of the association managed under the direction of, its Board of Directors or by such Executive Committees as the Board may establish pursuant to these By-Laws.
- B. Number, Term, Qualification: The number of Directors of the association shall be five (5). Each director shall hold office until the earlier of his or her death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. Directors must be members of the Association.
- C. Election of Directors: Except as provided in Paragraph E of this Bylaw, the Directors shall be elected at the annual meeting of members. Those persons who receive the highest number of votes shall be deemed to have been elected.
- D. Removal: Directors may be removed from office with or without cause, by a vote of a majority of the members comprising a quorum, and entitled to vote at an election of Directors, at any meeting. If any Directors are so removed, new Directors may be elected at the same meeting. Notwithstanding any provision in these By-Laws to the contrary, a Director may not be removed by the members at a meeting unless the notice of meeting states that the purposes, or one of the purposes, of the meeting is removal of the Director.
- E. Vacancies: If a vacancy occurs on the Board of Directors which is not, or cannot practically be, filled by an immediate vote of the members, the Board of Directors may fill the vacancy in the interim, by the affirmative vote of a majority of all the remaining Directors.

Bylaw 7

Meetings of Directors

- A. Regular Meetings: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the members. At such meeting the Board of Directors shall elect the officers of the association, and conduct such other business as may be appropriate. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.
- B. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the appropriate corporate officer(s) as provided hereafter, or by a majority of the Directors, or by a majority of the members.
- C. Notice of Meetings: Regular meetings of the Board of Directors may not be held without notice of the date, time, place or purpose of the meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least Ten (10) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called unless required by law. Any duly convened regular or special meeting may be adjourned by the Directors to a later time without further notice.

- D. Waiver of Notice: A Director may waive any notice required before or after the date and time stated in the notice. Except as provided in the next following paragraph, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. Attendance by a Director at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- E. Quorum: A majority of the Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- F. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the Directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

- G. Action Without Meeting by Directors. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents signed by each Director before or after such action, describing action taken, and included in the minutes or filed with the association records.

Bylaw 8

Officers

- A. Elective Officers: The officers of the Association to be elected by the Board of Directors, shall be a president, vice-president, secretary, an assistant secretary, a treasurer, and an assistant treasurer. Other offices and officers may be established and appointed by the active members of the association at the regular annual meeting. All officers shall be elected by the board of directors each year, immediately following the election of directors by the members.
- B. Terms: All officers shall take office immediately upon their election, and shall serve for a term of one (1) year, or until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term of such office by the Board of Directors.
- C. President: The president shall be the chief officer of the organization, and shall be present at meetings of the association and of the Board of Directors. The president shall be a member ex-officio of all committees. The president shall communicate to the Association such matters and make such suggestions as may in the president's opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office.
- D. Vice President: The vice president shall perform all duties of the president during the absence of the president. The vice president shall be a member ex-officio of all committees.
- E. Treasurer and Assistant Treasurer: The treasurer shall keep an account of all monies received and spent for the use of the Association, and shall make disbursements authorized by the Board of Directors, or by such other persons as the Association may prescribe. All sums received shall be deposited by the treasurer in the bank or banks approved by the Board of Directors, and the treasurer shall make a report at the annual meeting, or when called upon by the president. Funds may be drawn only on the signature of the president and treasurer, or of the vice-president and treasurer. The books and records of the treasurer shall, with the exception of confidential reports submitted by the members (if any), at all times be

subject to verification and inspection of the elective officers of the Association. At the expiration of the treasurer's term of office, he or she shall deliver to his or her successor all books, money, and all other property of the Association currently in the treasurer's possession. The assistant treasurer shall assist the treasurer in fulfilling such duties.

- F. Secretary: The secretary shall be responsible for maintaining all non-financial records of the association as directed by the Board of Directors. These shall include a current role (including addresses, telephone numbers, and email addresses) of all members, and minutes of all meetings relevant to the affairs of the association. The assistant secretary shall assist the secretary in fulfilling such duties.

It shall also be the duty of all stated officers of the Association to direct activities of the Association, and perform such duties, as may be defined by the Board of Directors including:

1. To give notice of and attend all meetings of the Association, and all committees, and to make provision for the keeping of a record of those proceedings.
2. To conduct correspondence, and to carry into execution all orders, votes, and resolutions not otherwise committed.
3. To keep a list of the members of the Association.
4. To establish a system for the collection of dues and their payment to the treasurer.
5. To keep records of any agents retained by the Association, and to take charge of and supervise the performance of such agents in their duties.
6. To prepare, with the concurrence of the treasurer, an annual report of the transactions and condition of the Association, and to generally act in the best interests of the Association.

Bylaw 9

Elections

The election of the Association directors shall take place every year at the time and place of a regular annual meeting. Any member shall be entitled to vote, and shall be eligible for office. The election of association officers, by the Board of Directors, shall take place immediately thereafter at a meeting of the Board of Directors.

Bylaw 10

Committees

The Board of Directors may, at its discretion, establish such temporary, or standing, committees as it deems appropriate, including but not limited to, an architectural committee, a common area landscape committee, and a social committee. Chairpersons of these committees shall be elected at the annual Association meeting. Each committee shall have a chairperson, who shall be responsible for selecting committee members, and for directing and coordinating the affairs of that committee. Vacancies that occur on any committee shall be filled by the chairperson for the expired term.

Bylaw 11

Mail Vote

When, in the judgment of the Board of Directors, any question shall arise that should be put to a vote of the members, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by these bylaws, submit the matter to the membership in writing by mail for decision, and the question thus presented shall be determined according to a majority of the votes received by mail by the secretary within 2 weeks after such submission to the membership. The existence of a quorum with regard to any such vote shall be determined as otherwise stated in these bylaws. However, in each case where a vote of greater than a majority of the voting members is required by these bylaws, shall required percentage shall control. Any action taken in this manner shall be as effective as action taken at a duly called meeting.

Bylaw 12

Amendments

These bylaws may be amended, repealed, or altered, in whole or in part, by a vote of not less than 2/3 of the members constituting a quorum at any duly organized meeting of the Association.

Bylaw 13

Liabilities

Nothing in these bylaws shall constitute members of the Association as partners, coventurers, associates, or their equivalent, for any purpose. No member shall be liable for the acts or failure to act of any other member, officer, director, agent or employee of the Association. Not shall any member, officer, agent, director, or employee be liable for his or her acts or failure to act under these bylaws, excepting only acts or omissions arising out of her willful malfeasance.

Bylaw 14

Funds

This Association is not intended as a profit-making organization, nor is it founded with the exception of making a profit. The Association shall use its funds only for objects and purposes specified in these bylaws.

Bylaw 15

Dissolution

Upon any dissolution of this Association, all liabilities of the Association shall be paid, and the remaining assets, if any, shall be equally divided and distributed among the then members/shareholders of the Association. This plan of dissolution is intended to be in full conformance with the requirements of NCGS sec. 55A-14-03. *(see follow page)*