

Neuse Harbour Owners Association, Inc. -- New Bern, North Carolina

By-Laws (FINAL DRAFT of 12-5-2012 As Approved by the Board)

Preamble

We, the members of the Neuse Harbour Owners Association, Inc. (hereafter referred to as NHOA), in order to promote harmony and unity, establish social and recreational outlets, provide for common interests and promote the general welfare, hereby establish these By-Laws for our Association.

Article I - Name

The name of this organization shall be the Neuse Harbour Owners Association, Inc. (NHOA).

Article II - Authority

- a. The NHOA is established under the provisions set forth in these By-Laws as adopted by a majority vote of its membership residing and eligible to vote in the Neuse Harbour Subdivision. The Association will be operated as a non-profit instrument of the property owners for the best interests of the community.**
- b. The nature, function, and objectives of this Association, together with the provisions for proper disposition of residual assets and liabilities upon dissolution, will be established herein.**

Article III - Purpose

The purpose of the NHOA, in addition to those objectives delineated in the Preamble, includes providing beautification and maintenance and enhancing the livability of the neighborhood as well as the value of the Subdivision and members' residential property.

Article IV - Membership and Fees

Membership in the NHOA will be open to all Neuse Harbour Subdivision property owners regardless of age, creed, race, color, sex, disability, familial status, religion, sexual orientation, or national origin. Member fees will be established by the NHOA Board of Directors and paid annually.

The duty of the Board of Directors is to govern the activities of the Association. The Board shall consist of a President, Vice-President, Secretary, Treasurer, Sergeant at Arms, Chaplain, and chairpersons of the three standing committees: Social, Membership, and Maintenance/ Beautification. The Board must meet at least four times per year. In order to hold a board meeting, there must be at least five elected Board members present. This includes the President or Vice-President as well as either the Treasurer or Secretary and at least three other Board members.

Article VI - Officers

Section 1 - The officers of the Association (as listed herein Article VI, Section 1) shall be elected to one-year terms. To be elected, the individual must be an active member of the Association, have paid all membership fees and other fees and/or assessments owed the Association prior to the election date, and be nominated by an active adult NHOA member or personally petition the Association in writing to run for a given office.

- a. Office of the President - The President of the Association will preside over all meetings of the general membership and will serve as Chairperson of the Board of Directors. The President is responsible for all activities, projects, and programs of the Association. He/she is responsible for the preparation of a summary report to the membership upon the completion of his/her term. The President is hereby granted the authority to appoint non-standing committee chairpersons and other officials as necessary to provide efficient Association governance, subject to the Board's approval (2/3 majority). The President is designated as the approving authority for the disbursement of all Association funds and may delegate this authority to the Vice-President or Treasurer. Finally, the President will perform all the duties of the office in accordance with the By-Laws.
- b. Office of the Vice-President - The Vice President will assist the President throughout his/her term and shall act as Board Chairperson in the absence of the President, and will also act as Treasurer or Secretary in their absence from any Association meeting.
- c. Office of the Secretary - It is the responsibility of the Secretary to record and maintain all records and correspondence relating to the Association. In so doing, the Secretary will be responsible for preparing the minutes of all general membership and Board of Directors meetings.
- d. Office of the Treasurer - The Treasurer of the Association will be responsible for the accounting, maintenance, and disbursement of all Association funds. The Treasurer

will maintain the Association's financial records according to generally accepted accounting practices. The Treasurer is further responsible for providing an accurate accounting of funds in the form of a Treasurer's report (including assets, income and expenses). This report will be presented at NHOA membership meetings and at least quarterly to the Board of Directors. Checks drawn against Association funds require two signatures to include either the President or Vice-President and the Treasurer.

- e. Office of the Chaplain - The purpose of this position is to present the invocation at all membership meetings and to perform other related duties as directed by the President.
- f. Office of the Sergeant at Arms - The purpose of this position is to maintain order at all membership meetings and to perform other related duties as directed by the President.

Section 2 - Committees

The Chairpersons of all standing committees as set forth in this section shall be filled by election. Non-standing committee Chairpersons will be appointed by the President and approved by the Board of Directors (2/3 majority). The standing committees will consist of the following:

- a. Social - The Committee will be responsible for the planning, coordinating, and execution of all social programs. The Committee Chairperson is hereby authorized to appoint committee members and sub-committee chairpersons from the Association. Any expenditures in excess of the annual budget must be approved by the Board of Directors (2/3 majority). A written report will be submitted to the President for inclusion in the annual report to the membership.
- b. Membership - The Committee will have overall responsibility for publicizing and recruiting new members in the Association. In so doing, this Committee shall be responsible for performing the function of a welcoming committee for new residents. The Committee Chairperson is authorized to appoint Committee members and sub-committee chairpersons from the active membership. Any expenditures in excess of the annual budget must be approved by the Board of Directors (2/3 majority). A written report will be submitted to the President for inclusion in the annual report to the membership.
- c. Maintenance and Beautification - The Committee will have overall responsibility for the maintenance and beautification of the common areas. The Committee

Chairperson is authorized to appoint committee members and sub-committee chairperson from the active membership. Any expenditure in excess of the annual budget must be approved by the Board of Directors (2/3 majority). A written report will be submitted to the President for inclusion in the annual report to the membership.

Article VII – Meetings

Section 1. The Association will meet at least twice per year, and one of these meetings will be held in May. Notification to the membership must be as prescribed in the By-Laws. Officer and standing committee chairperson nominations will occur prior to the May meeting as well as be open at the May meeting, and elections will be held during the May meeting. The President or Vice-President, along with either the Treasurer or Secretary, must be present at these meetings.

Section 2. The standing committee meetings will be held at the prerogative of the Chairperson of each committee.

Article VIII – Dissolution

Upon dissolution, either by initiative of the membership or revocation of consent by the State of North Carolina, disposition of the remaining assets, after all obligations are completely satisfied, will be made to a similar non-profit association approved by a majority of the board.

Article IX – Adoption

These By-Laws are adopted subject to approval, as defined in the following sections, by the NHOA membership.

Article X – Amendment

Section 1. The By-Laws may be amended, subject to any restrictions included herein, at any regular or specially called meeting of the NHOA membership, providing the proposed amendment is submitted to the Board of Directors in writing and that the Board submits a written notice to the NHOA membership not less than fifteen days prior to the date of the meeting at which the amendment vote is to take place. Written notice will consist of the proposed amendment and the date, time and place of the scheduled vote.

Section 2. At the meeting at which the vote will take place, all comments and discussion by any and all attending members will be heard prior to the vote being

taken. After a reasonable amount of time is allowed for comment and debate, the President will call for the vote to be taken.

Article XI – Voting

Section 1. The privilege of voting shall be limited to one vote per property owner and is subject to all fees and any other funds owed the Association being current. A member owning multiple properties is entitled to only one vote. If the property is owned by more than one person, only one vote is allowed. The members present at any properly announced NHOA meeting will constitute a quorum.

Section 2. Absentee ballots are allowed for any vote taken by the NHOA membership. Absentee ballots must be completed in full and received by any one of the President, Vice-President, Treasurer or Secretary at least three days prior to the date of the meeting. The date of the meeting is counted as one of the three days. No individual may vote in place of another person. All votes must be in person or by properly completed and submitted absentee ballots. Absentee ballots will include the date of submission, the issue for which the absentee ballot is being submitted, property owner's name, property address and phone number, and the signature of the property owner or one of the property owners when there are two or more.

Section 3. For any issue requiring NHOA membership approval, notice of the vote must be given to all members at least 15 days before the meeting during which the vote will take place.

Section 4. In order for any issue presented to the NHOA membership for voting to be approved and to become effective, a majority of the members voting, in person or by absentee ballot, is required. For those attending, votes must be by written ballots (except for electing officers which can be done by a show of hands) and include the date, the issue on which the vote is being cast, the name of the person voting and the property address. All ballots, both absentee and those cast at meetings, will be retained by the Board for one full year. As soon as the Board can verify all the ballots, the results will be announced to all members. This must be completed and communicated within seven days of the vote.

Section 5. Elections of the Association's officers will be held each year during the May membership meeting. If there is a tie for any office, a second vote will be taken. If it does not result in resolution of the tie, the Board will make the decision by a majority vote at the Board's next regular scheduled meeting.

Article XII – Fees.

Membership fees are billed annually and are due by January 31st. As is the case for voting rights, the rule is one per property owner (or owners) without regard to the number of properties owned.

Article XIII -- Budget

Each standing committee will submit a budget to the Board by the end of January of each year. The Board will review these submissions and develop and approve final standing committee budgets as well as an overall NHOA budget for the year by the end of February of each year. Any NHOA event or initiative with a total cost of more than \$500 will require prior Board approval.