

Prepared by and Mail to: Adam Marshall, Black, Slaughter & Black, P.A.  
P.O. Box 41027, Greensboro, NC 27404

NORTH CAROLINA  
JACKSON COUNTY

**NOTICE OF AMENDMENT TO  
THE BYLAWS OF CANE CREEK RIDGE  
HOMEOWNERS ASSOCIATION, INC.**

This NOTICE OF AMENDMENT TO THE BYLAWS OF CANE CREEK RIDGE HOMEOWNERS ASSOCIATION, INC. is made this 14 day of July, 2017.

WITNESSETH:

WHEREAS, by the following instruments recorded in the Jackson County Registry, Declarant subjected Cane Creek Ridge Homeowners Association ("the Property") to the following Declaration of Covenants, Conditions and Restrictions (the "Declaration") and amendments to the same:

- a) Book 858, Page 296 on May 16, 1994;
- b) Book 1032, Page 482 on February 3, 1999;
- c) Book 1058, Page 270 on September 1, 1999;
- d) Book 1172, Page 104 on December 2, 2002;
- e) Book 1176, Page 757 on January 30, 2003;
- f) Book 1176, Page 760 on January 30, 2005;
- g) Book 1188, Page 661 on June 17, 2003;
- h) Book 1188, Page 663 on June 17, 2003;
- i) Book 1212, Page 38 on January 2, 2004;
- j) Book 1607, Page 4 on August 4, 2006;
- k) Book 1760, Page 845 on August 15, 2008;
- l) Book 1760, Page 848 on August 15, 2008;
- m) Book 1850, Page 418 on May 24, 2010;
- n) Book 1855, Page 446 on July 6, 2010;
- o) Book 1895, Page 125 on May 24, 2011;
- p) Book 1945, Page 440 on July 20, 2012;
- q) Book 2050, Page 61 on September 26, 2014;
- r) Book 2051, Page 297 on October 6, 2014;

WHEREAS, the Declaration applies to and runs with the land as recorded in Deed Book 838, Page 166, and further described in the Plat Books and Pages of the Jackson County Register of Deeds, including the following:

- a) Plat Book 6, Page 743;
- b) Plat Book 6, Page 812;
- c) Plat Book 6, Page 899;
- d) Plat Book 6, Page 911;
- e) Plat Book 6, Page 911;
- f) Plat Book 6, Pages 927 and 928;
- g) Plat Book 6, Page 936;
- h) Plat Book 6, Page 959;
- i) Plat Book 7, Page 7;
- j) Plat Book 7, Page 34;
- k) Plat Book 7, Pages 97 and 98;
- l) Plat Book 7, Page 129;
- m) Plat Book 7, Page 248;
- n) Plat Book 7, Page 268;
- o) Plat Book 7, Page 275;
- p) Plat Book 7, Page 289;
- q) Plat Book 7, Page 293;
- r) Plat Book 7, Pages 321 and 322;
- s) Plat Book 7, Pages 331 and 332;
- t) Plat Book 8, Page 12;
- u) Plat Book 8, Page 824;
- v) Plat Book 8, Page 52;
- w) Plat Book 11, Page 24; and
- x) Plat Book 14, Page 436.


WHEREAS, the Bylaws provide that the Bylaws may be amended at the annual meeting of the Association or a special meeting of the Association called for that purpose by a two-thirds vote, and such approval has been obtained; and

WHEREAS, this instrument is executed to provide for the following amended and restated Bylaws of Cane Creek Ridge Homeowners Association, Inc.

NOW THEREFORE, the Bylaws of Cane Creek Ridge Homeowners Association, Inc. are deleted in their entirety and replaced with the following Bylaws attached as EXHIBIT A.

CANE CREEK RIDGE HOMEOWNERS  
ASSOCIATION, INC.

BY:

  
\_\_\_\_\_  
President

GEORGE F DUROEN  
Print Name



BY: Patricia Vance  
Secretary  
Patricia Vance  
Print Name

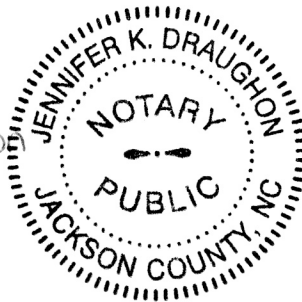
NORTH CAROLINA  
JACKSON COUNTY

I, the undersigned, a Notary Public of the County and State aforesaid, certify that George Darden personally came before me this day and acknowledged that he/she is President of Cane Creek Ridge Homeowners Association, Inc., and that he/she, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this 14<sup>th</sup> day of July, 2017.

Jennifer K. Draughon  
NOTARY PUBLIC

Printed Name: Jennifer K. Draughon  
My Commission Expires: 03.13.2021



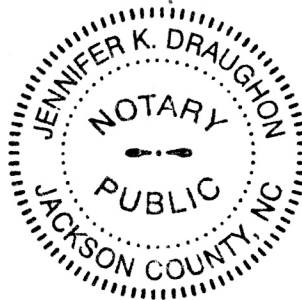
NORTH CAROLINA  
JACKSON COUNTY

I, the undersigned, a Notary Public of the County and State aforesaid, do hereby certify that Patricia Vance personally appeared before me this day and acknowledged that s/he is Secretary of Cane Creek Ridge Homeowners Association, Inc., a North Carolina Non-Profit Corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by him/her as its Secretary.

Witness my hand and official seal, this 14<sup>th</sup> day of July, 2017.

Jennifer K. Draughon  
NOTARY PUBLIC

Printed Name: Jennifer K. Draughon  
My Commission Expires: 03.13.2021



**EXHIBIT A**

**BYLAWS OF  
CANE CREEK RDIGE HOME OWNERS ASSOCIATION, INC**

**ARTICLE I  
OFFICES**

Section 1. Principal Office. The principal office of the Association shall be located at such a place as the Board of Directors may designate.

Section 2. Registered Office. The registered office of the Association shall be located at such a place as registered with the Office of the North Carolina Secretary of State.

Section 3. Other Offices. The Association may have offices at other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

**ARTICLE II  
MEMBERS**

Every Owner of a Lot which is subject to a lien for assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be as provided by the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

**ARTICLE III  
MEETINGS OF MEMBERS**

Section 1. Place of Meetings. All meetings of members shall be held at any place designated in the notice of meeting within the State of North Carolina, or agreed upon by the Board of Directors.

Section 2. Annual Meetings. The annual meeting of members will be held on the first Saturday after the 4<sup>th</sup> of July, at such a time as the Board of Directors may designate, for introduction to the new Directors of the Association and for the transaction of any business that may be properly brought before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day.

Section 3. Substitute Annual Meetings. If the annual meeting is not held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of these Bylaws. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings. Special meetings of the Association may be called by the President, by a majority of the Board of Directors, or by lot owners having ten percent (10%) of the votes in the Association. The purpose of the meeting shall be stated in the call, and only business mentioned in the call can be transacted at such a meeting.

Section 5. Notice of Meetings. Not less than 10 nor more than 60 days in advance of any meeting, the Secretary shall cause notice to be hand-delivered or sent prepaid by U.S. mail to the mailing address of each lot or to any other mailing address designated in writing by the lot owner. The notice of the meeting shall state the time and place of the meeting and the items. Waiver by a Member in writing of the notice, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Voting Lists. At least ten days before each meeting of the members, the secretary of the Association shall prepare an alphabetical list of the members entitled to vote at the meeting or any adjournment thereof, with the address of and number of lots held by each, which list shall be kept on file at the registered office of the Association for a period of ten days prior to the meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7. Electronic Voting. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Any requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or the member's proxy.

Section 8. Quorum. The presence at the meeting or in electronic voting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes in the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 9. Proxies. Votes allocated to a lot may be cast pursuant to a proxy duly executed by a lot owner. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A proxy is void if not dated and terminates 11 months after its date.

Section 10. Voting Members. Each lot, or subdivided lot, within the Development that is subjected to assessment shall be entitled to one vote, and the owner or owners of that lot shall be

entitled to cast the vote appurtenant to that lot. The total number of votes shall not exceed the total number of lots subject to assessment.

Except in the election of Directors, which requires a plurality vote, the vote of a majority of the members voting on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless a greater vote is required by law or the Declaration.

Section 11. Informal Action by Members. Any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members who would be entitled to vote upon the action at a meeting, and filed with the secretary of the Association to be kept as part of the Association records.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Composition. The affairs of this Association shall be managed by a Board of five (5) Directors who shall be Members of the Association.

Section 2. Term of Office. Directors shall serve one year terms, and Directors may serve successive terms.

Section 3. Powers. Except as restricted by the Declaration or these Bylaws, the Board of Directors shall have power to:

- (a) act in all instances on behalf of the Association;
- (b) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, and their guests thereon, and to establish penalties for the infraction thereof;
- (c) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from lot owners;
- (d) hire and discharge managing agents and other employees, agents, and independent contractors;
- (e) institute, defend, or intervene in litigation or administrative proceedings on matters affecting the Association;
- (f) make contracts and incur liabilities;
- (g) regulate the use, maintenance, repair, replacement, and modification of common areas;
- (h) cause additional improvements to be made as a part of the common areas;
- (i) impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than the limited common elements and for services provided to lot owners;
- (j) impose reasonable charges for late payment of assessments and suspend privileges or services provided by the Association during any period that assessments or other amounts due and owing to the Association remain unpaid for a period of 30 days or longer, as provided in these Bylaws;

Prepared by and Mail to: Adam Marshall, Black, Slaughter & Black, P.A.  
P.O. Box 41027, Greensboro, NC 27404

NORTH CAROLINA  
JACKSON COUNTY

**NOTICE OF AMENDMENT TO  
THE BYLAWS OF CANE CREEK RIDGE  
HOMEOWNERS ASSOCIATION, INC.**

This NOTICE OF AMENDMENT TO THE BYLAWS OF CANE CREEK RIDGE HOMEOWNERS ASSOCIATION, INC. is made this 14 day of July, 2017.

WITNESSETH:

WHEREAS, by the following instruments recorded in the Jackson County Registry, Declarant subjected Cane Creek Ridge Homeowners Association ("the Property") to the following Declaration of Covenants, Conditions and Restrictions (the "Declaration") and amendments to the same:

- a) Book 858, Page 296 on May 16, 1994;
- b) Book 1032, Page 482 on February 3, 1999;
- c) Book 1058, Page 270 on September 1, 1999;
- d) Book 1172, Page 104 on December 2, 2002;
- e) Book 1176, Page 757 on January 30, 2003;
- f) Book 1176, Page 760 on January 30, 2005;
- g) Book 1188, Page 661 on June 17, 2003;
- h) Book 1188, Page 663 on June 17, 2003;
- i) Book 1212, Page 38 on January 2, 2004;
- j) Book 1607, Page 4 on August 4, 2006;
- k) Book 1760, Page 845 on August 15, 2008;
- l) Book 1760, Page 848 on August 15, 2008;
- m) Book 1850, Page 418 on May 24, 2010;
- n) Book 1855, Page 446 on July 6, 2010;
- o) Book 1895, Page 125 on May 24, 2011;
- p) Book 1945, Page 440 on July 20, 2012;
- q) Book 2050, Page 61 on September 26, 2014;
- r) Book 2051, Page 297 on October 6, 2014;

WHEREAS, the Declaration applies to and runs with the land as recorded in Deed Book 838, Page 166, and further described in the Plat Books and Pages of the Jackson County Register of Deeds, including the following:

- a) Plat Book 6, Page 743;
- b) Plat Book 6, Page 812;
- c) Plat Book 6, Page 899;
- d) Plat Book 6, Page 911;
- e) Plat Book 6, Page 911;
- f) Plat Book 6, Pages 927 and 928;
- g) Plat Book 6, Page 936;
- h) Plat Book 6, Page 959;
- i) Plat Book 7, Page 7;
- j) Plat Book 7, Page 34;
- k) Plat Book 7, Pages 97 and 98;
- l) Plat Book 7, Page 129;
- m) Plat Book 7, Page 248;
- n) Plat Book 7, Page 268;
- o) Plat Book 7, Page 275;
- p) Plat Book 7, Page 289;
- q) Plat Book 7, Page 293;
- r) Plat Book 7, Pages 321 and 322;
- s) Plat Book 7, Pages 331 and 332;
- t) Plat Book 8, Page 12;
- u) Plat Book 8, Page 824;
- v) Plat Book 8, Page 52;
- w) Plat Book 11, Page 24; and
- x) Plat Book 14, Page 436.

WHEREAS, the Bylaws provide that the Bylaws may be amended at the annual meeting of the Association or a special meeting of the Association called for that purpose by a two-thirds vote, and such approval has been obtained; and

WHEREAS, this instrument is executed to provide for the following amended and restated Bylaws of Cane Creek Ridge Homeowners Association, Inc.

NOW THEREFORE, the Bylaws of Cane Creek Ridge Homeowners Association, Inc. are deleted in their entirety and replaced with the following Bylaws attached as EXHIBIT A.

CANE CREEK RIDGE HOMEOWNERS  
ASSOCIATION, INC.

BY: \_\_\_\_\_

President

GEORGE F DURDEN

Print Name





BY: Patricia Vance  
Secretary  
Patricia Vance  
Print Name

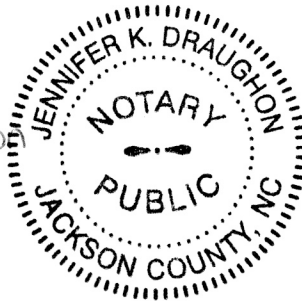
NORTH CAROLINA  
JACKSON COUNTY

I, the undersigned, a Notary Public of the County and State aforesaid, certify that George Durden personally came before me this day and acknowledged that he/she is President of Cane Creek Ridge Homeowners Association, Inc., and that he/she, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Witness my hand and official seal, this 14<sup>th</sup> day of July, 2017.

Jennifer K. Draughon  
NOTARY PUBLIC

Printed Name: Jennifer K. Draughon  
My Commission Expires: 03.13.2021



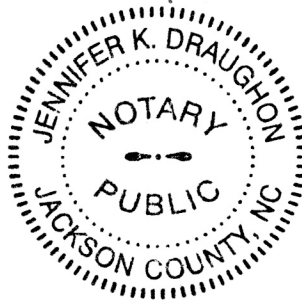
NORTH CAROLINA  
JACKSON COUNTY

I, the undersigned, a Notary Public of the County and State aforesaid, do hereby certify that Patricia Vance personally appeared before me this day and acknowledged that s/he is Secretary of Cane Creek Ridge Homeowners Association, Inc., a North Carolina Non-Profit Corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by him/her as its Secretary.

Witness my hand and official seal, this 14<sup>th</sup> day of July, 2017.

Jennifer K. Draughon  
NOTARY PUBLIC

Printed Name: Jennifer K. Draughon  
My Commission Expires: 03.13.2021



**EXHIBIT A**

**BYLAWS OF  
CANE CREEK RDIGE HOME OWNERS ASSOCIATION, INC**

**ARTICLE I  
OFFICES**

Section 1. Principal Office. The principal office of the Association shall be located at such a place as the Board of Directors may designate.

Section 2. Registered Office. The registered office of the Association shall be located at such a place as registered with the Office of the North Carolina Secretary of State.

Section 3. Other Offices. The Association may have offices at other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Association may require from time to time.

**ARTICLE II  
MEMBERS**

Every Owner of a Lot which is subject to a lien for assessment shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot subject to assessment. The voting rights of the Members shall be as provided by the Declaration. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote or votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

**ARTICLE III  
MEETINGS OF MEMBERS**

Section 1. Place of Meetings. All meetings of members shall be held at any place designated in the notice of meeting within the State of North Carolina, or agreed upon by the Board of Directors.

Section 2. Annual Meetings. The annual meeting of members will be held on the first Saturday after the 4<sup>th</sup> of July, at such a time as the Board of Directors may designate, for introduction to the new Directors of the Association and for the transaction of any business that may be properly brought before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting shall be held on the next succeeding business day.

Section 3. Substitute Annual Meetings. If the annual meeting is not held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of these Bylaws. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. Special Meetings. Special meetings of the Association may be called by the President, by a majority of the Board of Directors, or by lot owners having ten percent (10%) of the votes in the Association. The purpose of the meeting shall be stated in the call, and only business mentioned in the call can be transacted at such a meeting.

Section 5. Notice of Meetings. Not less than 10 nor more than 60 days in advance of any meeting, the Secretary shall cause notice to be hand-delivered or sent prepaid by U.S. mail to the mailing address of each lot or to any other mailing address designated in writing by the lot owner. The notice of the meeting shall state the time and place of the meeting and the items. Waiver by a Member in writing of the notice, signed by him before or after such meeting, shall be equivalent to the giving of such notice.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. Voting Lists. At least ten days before each meeting of the members, the secretary of the Association shall prepare an alphabetical list of the members entitled to vote at the meeting or any adjournment thereof, with the address of and number of lots held by each, which list shall be kept on file at the registered office of the Association for a period of ten days prior to the meeting, and shall be subject to inspection by any member at any time during the usual business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 7. Electronic Voting. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Any requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or the member's proxy.

Section 8. Quorum. The presence at the meeting or in electronic voting of Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes in the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws.

Section 9. Proxies. Votes allocated to a lot may be cast pursuant to a proxy duly executed by a lot owner. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot. A proxy is void if not dated and terminates 11 months after its date.

Section 10. Voting Members. Each lot, or subdivided lot, within the Development that is subjected to assessment shall be entitled to one vote, and the owner or owners of that lot shall be

entitled to cast the vote appurtenant to that lot. The total number of votes shall not exceed the total number of lots subject to assessment.

Except in the election of Directors, which requires a plurality vote, the vote of a majority of the members voting on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless a greater vote is required by law or the Declaration.

Section 11. Informal Action by Members. Any action that may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members who would be entitled to vote upon the action at a meeting, and filed with the secretary of the Association to be kept as part of the Association records.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Composition. The affairs of this Association shall be managed by a Board of five (5) Directors who shall be Members of the Association.

Section 2. Term of Office. Directors shall serve one year terms, and Directors may serve successive terms.

Section 3. Powers. Except as restricted by the Declaration or these Bylaws, the Board of Directors shall have power to:

- (a) act in all instances on behalf of the Association;
- (b) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members, and their guests thereon, and to establish penalties for the infraction thereof;
- (c) adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from lot owners;
- (d) hire and discharge managing agents and other employees, agents, and independent contractors;
- (e) institute, defend, or intervene in litigation or administrative proceedings on matters affecting the Association;
- (f) make contracts and incur liabilities;
- (g) regulate the use, maintenance, repair, replacement, and modification of common areas;
- (h) cause additional improvements to be made as a part of the common areas;
- (i) impose and receive any payments, fees, or charges for the use, rental, or operation of the common elements other than the limited common elements and for services provided to lot owners;
- (j) impose reasonable charges for late payment of assessments and suspend privileges or services provided by the Association during any period that assessments or other amounts due and owing to the Association remain unpaid for a period of 30 days or longer, as provided in these Bylaws;

- (k) impose reasonable fines or suspend privileges or services provided by the association for reasonable periods for violations of the declaration, bylaws, and rules and regulations of the association, as provided in these Bylaws;
- (l) provide for the indemnification of and maintain liability insurance for its officers, executive board, directors, employees, and agents;
- (m) exercise all other powers that may be exercised in this State by legal entities of the same type as the association; and
- (n) exercise any other powers necessary and proper for the governance and operation of the association.

Section 4. Duties. It shall be the duty of the Board of Directors to:

- (a) within 30 days after adoption of any proposed budget, provide to all lot owners a summary of the budget and a notice of the meeting to consider ratification of the budget, including a statement that the budget may be ratified without a quorum. The Board shall set a date for a meeting of the lot owners to consider ratification of the budget, such meeting to be held not less than 10 nor more than 60 days after mailing of the summary and notice. There is no requirement that a quorum be present at the meeting. The budget is ratified unless at that meeting a majority of all the lot owners in the Association rejects the budget. In the event the proposed budget is rejected, the budget last ratified by the lot owners shall continue until such time as the lot owners ratify a subsequent budget proposed by the Board;
- (b) furnish to a lot owner or the lot owner's authorized agents a statement setting forth the amount of unpaid assessments and other charges against a lot. A reasonable charge may be made by the Board for such statement. The statement is binding on the Association, the Board, and every lot owner;
- (c) maintain, to the extent reasonably available, property insurance on the common elements insuring against all risks of direct physical loss commonly insured against including fire and extended coverage perils;
- (d) maintain, to the extent reasonably available, liability insurance in reasonable amounts, covering all occurrences commonly insured against for death, bodily injury, and property damage arising out of or in connection with the use, ownership, or maintenance of the common elements;
- (e) maintain liability insurance for the officers, Board, Directors, employees, and agents;
- (f) change the fiscal year of the Association, if needed, which is initially established as July 1 through June 30; and
- (g) publish the names and addresses of all officers and board members of the Association within 30 days of their election.

Section 5. Removal and Resignation. The lot owners, by a majority vote of all persons present and entitled to vote at any meeting of the lot owners at which a quorum is present, may remove any Director with or without cause. Any Director may resign at any time by communicating his resignation to the President, the Secretary, or the Board of Directors. A

resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Vacancies. A vacancy in the Board may be filled by appointment by the Board for the unexpired portion of the term.

Section 7. Compensation. No financial payments, including payments in the form of goods and services, may be made to any Director or to a business, business associate, or relative of a Director, except for services or expenses paid on behalf of the Association which are approved in advance by the Board.

Section 8. Action Taken Without a Meeting. Any action permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action shall be taken by written consent describing the action taken, signed before or after such action by all members. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nominations of Directors shall be governed by such policies as may be adopted by the Board of Directors.

Section 2. Election. Directors are elected by a plurality of the votes cast by the members entitled to vote. The election may be held by electronic means and shall be governed by such policies as may be adopted by the Board of Directors. Cumulative voting is not permitted.

## **ARTICLE VI MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place and with such notice as shall be determined by resolution of a majority of the Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President and shall be called upon the written request of two members of the Board.

Section 3. Quorum. A majority of the membership of the Board shall constitute a quorum.

## **ARTICLE VII OFFICERS**

Section 1. Officers. The officers of the Association shall be a President (who shall be selected from the Board of Directors), Vice-President, Secretary, and Treasurer, and such other officers as the Board may from time to time by resolution create, who may be selected from outside the Board of Directors.

Section 2. Election of Officers. Officers shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers shall be elected to serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Section 4. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by communicating his resignation to the President, the Secretary, or the Board of Directors. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board for the unexpired portion of the term.

Section 6. Duties. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Society, specifically including the following:

- (a) President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, amendments to the declaration, and other written instruments; and shall co-sign all checks and promissory notes.
- (b) Vice-President. The Vice-President shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal, if any, of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget, income and expense statement, and balance sheet. Any or all of these duties may be shared with any property management company hired by the Association.

Section 7. Compensation. No financial payments, including payments in the form of goods and services, may be made to any officer or to a business, business associate, or relative of an officer, except for services or expenses paid on behalf of the Association which are approved in advance by the Board.

**ARTICLE VIII  
COMMITTEES**

Section 1. Architectural Review Committee. An Architectural Review Committee shall be appointed by the Board. It shall be the duty of this committee to review and approve plans and specifications for improvements, as provided in the Declaration.

Section 2. Other Committees. Such other committees, standing or special, shall be appointed by the President as the Board shall from time to time deem necessary to carry on the work of the Association.

**ARTICLE IX  
INDEMNIFICATION**

The Association shall have the power to indemnify any present or former Director, officer, employee or agent or any person who has served or is serving in such capacity at the request of the Association with respect to any liability or litigation expense, including reasonable attorney's fees, incurred by any such person to the extent and upon the terms and conditions provided by law.

To the extent provided by law, the Association shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such or their activities in any of the foregoing capacities (excluding, however, liability or litigation expense which any of the foregoing may incur on account of activities which were at the time taken known or believed to be clearly in conflict with the best interests of the Association), and said officers and Directors shall be entitled to recover from the Association, and the Association shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification granted herein.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**ARTICLE XI  
AMENDMENT**

These Bylaws may be amended at the annual meeting of the Association or a special meeting of the Association called for that purpose by a two-thirds vote of those present and voting. Bylaws amendments are effective upon adoption and do not require recordation.