

AMENDED & RESTATED BYLAWS
of the
FAIRFIELD HARBOUR PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

Definitions

The following terms as used in these Bylaws are defined as follows:

- A. "Association" means Fairfield Harbour Property Owners Association, Inc., a North Carolina non-profit corporation.
- B. "Board" or "Executive Board of Directors" means the body, regardless of name, designated in the declaration to act on behalf of the Association.
- C. "Bylaws" means the Bylaws of the Association.
- D. "Capital Expenditure" is an expenditure of funds for acquisition of property with a useful life of more than one year, with a purchase price of \$2,500.00 or more."
- E. "Community Manager" means either an individual employed directly by the Association or an individual employed by a Management Company with the approval of the Board, whose function will be defined in either the job description or management contract.
- F. "Declaration" means the duly recorded Declaration of Restrictions for all sections of Fairfield Harbour, as the same may be supplemented or amended from time to time.
- G. "Developer" means Treasure Lake of North Carolina, Inc. and its successors and assigns.
- H. "Development" means the Fairfield Harbour subdivision, as the same may be shown on the maps thereof recorded with the Craven County Register of Deeds from time to time.
- I. "Director" means a member of the Board elected by the Members at large or by the Board to fill a vacancy.
- J. "Electronic Board Meeting" means the use of electronic means to vote or attend Board meetings including, but not limited to, attendance by telephone conference call, Internet video conference or equivalent, as approved by the Board and allowed by the North Carolina Non-Profit Corporation Act (NCGS 55A).
- K. "FHPOA" means Fairfield Harbour Property Owners Association, otherwise

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referred to as the "Association".

L. "Good Standing" means the Member's uniform annual assessment (Dues) is paid in full or current, and the Member has no outstanding fees or fines. Members who have made payment arrangements for dues, fees, or fines under hardship exceptions, and are current on those payments, shall be considered Members in Good Standing.

M. "Lot" means any enumerated physical portion of the planned community designated for separate ownership or occupancy by a lot owner, included from time to time in the recorded plats of the Development.

N. "Member" means current property owner(s), any person or legal entity, including Developer, Association and Timeshare Owner, who holds recorded legal title to any Lot or Unit in the Fairfield Harbour subdivision, Craven County, North Carolina. There shall be only one (1) voting member per lot.

O. "Policies, Rules, and Regulations" means those rules, regulations, policies and procedures that may from time to time be adopted by the Board as authorized by North Carolina law, the Declaration, and/or the Articles of Incorporation, and specifically including the Association's authority pursuant to the Declaration to operate, maintain, repair, and improve all parks, roadways, common areas and amenities owned, controlled, or operated by it, and to promulgate and enforce policies, rules, and regulations for the use and enjoyment of such properties.

P. "Timeshare Board" means the boards of directors of any owners association for the Timeshare Units.

Q. "Timeshare Owner" means an Owner of an interest in a Unit committed to interval or timesharing ownership.

R. "Unit" means any housing unit as defined in Paragraph 7 of the Articles of Incorporation or the Declaration.

ARTICLE II

Association Membership

Section 1. Class of Members.

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Section 1. Member Records.

Adequate records shall be kept by the Association showing the names, addresses, and such other contact information of the Members as is necessary for the Association to conduct its business. The Member has an affirmative duty to notify the Association of any changes in ownership, email, or mailing address.

Section 2. Transfer.

When a Member ceases to be an Owner, such person's membership and the privileges existing through relationships to such person shall terminate immediately. However, the Member shall remain liable for all Association charges incurred prior to the cessation of ownership if not satisfied upon transfer of ownership.

ARTICLE IV
Official Meetings of Members

Section 1. Place of Meeting.

Any official meeting of the Members shall be held in the State of North Carolina at such place therein as shall be determined by the Board, in its sole discretion, and stated in the call and notice of such meeting.

Section 2. The Annual Meeting

The Association shall hold an annual meeting of the Members in June of each calendar year, on a day and at a time established by the Board, or at such other times as shall be established and called by the Board. At the annual meeting, no business shall be conducted except that which is stated on the agenda included with the official notice of said meeting.

Section 3. Substitute Annual Meeting.

If the annual meeting shall not be held as designated by these Bylaws, a substitute annual meeting shall be called by the Board in accordance with the provisions of

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2 Section 5 of this Article, at a date, time and location in North Carolina determined
3 by the Board. A meeting so called shall be treated for all purposes as the annual
4 meeting. At the Substitute Annual Meeting, no business shall be conducted except
5 that which is stated on the agenda included with the official notice of said meeting.

6
7 Section 4. Special Meetings of the Association.

8 Special meetings of the Members may be called only by the Board at any time in
9 the manner herein provided.

10 A. A special meeting of the Members may be called by the President or by a vote
11 of a majority of the Directors present at a duly called Board meeting.

12 B. A special meeting may also be called by the Board upon the written petition
13 requesting the call of such a meeting from Members representing at least ten
14 percent (10%) of the votes entitled to be cast on any matter or concern of the
15 Association. Such meeting shall be called within 30 days following delivery of
16 such signed and dated petitions to the Secretary of the Association. The petitions
17 shall set forth a proper and legal purpose for the special meeting to be held, and
18 such purpose must be a matter on which the Members are entitled to vote. The
19 date, time and location of the special meeting shall be set by the Board and not by
20 petitioners. Should a special meeting be called, no business shall be conducted
21 except that which is stated on the agenda included with the official notice of said
22 meeting.

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24 Section 5. Notice of Meeting of the Association.

25 A. Notice of any meeting of the Association shall be given by the Secretary, or
26 other officer designated by the Board.

27 B. Written notice of the location, date and time of the meeting, and the purpose or
28 purposes for which the meeting is called, shall be delivered by the Secretary or
29 other officer designated by the Board not less than twenty (20) days nor more
30 than sixty (60) days before the date of the meeting, by mail, to each Member
31 entitled to vote at such meeting, provided, however, that with respect to each
32 member, by virtue of ownership of a Unit committed to interval or timesharing
33 ownership, such notice shall be so given to an officer of each Timeshare Board,
34 to the managing agent(s) of each Timeshare Association, or to such other
35 person as may be designated by each Timeshare Board (it being the

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responsibility of the board of directors of each Timeshare Association to give such notice to its association members as it deems appropriate). If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the Member at the address as it appears on the records of each Association.

Section 6. Quorum.

A quorum at any meeting of the Members, or for voting by mail-in ballot without a meeting, including a special meeting or annual meeting of the Association, shall be seven percent (7%) of the Members entitled to vote at such meeting, in person, by proxy or by mail-in ballot pursuant to Section 7 of this Article.

A. Notwithstanding anything to the contrary contained in the immediately preceding sentence, the vote of each Member by virtue of ownership of a Unit committed to interval or timesharing ownership shall be cast by the designee of the Timeshare Board existing with respect to such Unit, voting in accordance with the procedures set forth in Article IV, Sec 7.

B. With the exception of DOR amendments (67% affirmative) and the Election of Directors of the FHPOA (plurality vote), any meeting of the Members of the Association, at which a quorum is present, or any vote by mail-in ballot without a meeting where a quorum has participated, the vote of a majority of those votes cast shall be necessary for the adoption of any matter voted upon by the Members. The Members present at a duly organized meeting, at which a quorum has been established, may continue to do any and all business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 7. Voting.

The Board shall determine how Members will be allowed to vote, i.e., whether in person, by proxy, by mail-in ballot or written ballot without meeting per N.C.G.S. 55A-7-08, or designating in any manner any person, or any attorney-in-fact to vote or act for any Member entitled to vote at any meeting of Members, except as expressly set forth as follows:

A. Interval Unit/Timeshare Owners.

The vote on behalf of Members who, by virtue of ownership of an interest in a Unit committed to interval or timesharing ownership, shall be cast only in accordance with

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1
2 the following procedures:
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4 1. For elections of Directors for the Board of Directors of the Association, each
5 Interval Unit/Timeshare Board shall have the responsibility to designate an
6 interval owner for each Unit, who shall cast said Unit's vote solely by mail-in
7 ballot, even if the designee will be present for the meeting for which such mail-in
8 ballots are collected
9

10 a. At least sixty (60) days in advance of the annual meeting of the Association
11 at which directors shall be elected, the Interval Unit/Timeshare Boards shall
12 confirm in writing the designee for each Unit or Units, as the case may be, to
13 the Secretary of the Association. That designation shall be effective for one
14 year from the date of designation or until a new designation is made.
15

16 b. The Interval Unit/Timeshare Board shall provide each such designee
17 with written confirmation of his/her appointment and such other
18 information deemed required to define and emphasize the responsibility of
19 Unit representation.
20

21 c. The Association shall mail to each such designee its Notices of Annual
22 Meeting and information regarding candidates for Directors who shall have
23 been duly nominated. The Association will establish procedures from time
24 to time for balloting by mail by said designees and shall be responsible for
25 dissemination of pertinent information related thereto.

26 2. For matters other than the election of Directors for the Board of Directors of
27 the Association, each Interval Unit/Timeshare Board shall designate in
28 writing to the Secretary of the Association, a representative to cast the votes in
29 person, for all Units in such Interval Unit/Timeshare owner associations.
30 Such representative shall attend in-person the Association meeting at which
31 votes for such Interval Units/ Timeshares are to be cast in order to cast the
32 ballots. At any such meeting, such designee must possess written proof of
33 such designation

34 B. Members of the Association

35 Any FHPOA member (other than members entitled to vote by virtue of ownership of
36 an Interval Unit or Timeshare) shall be entitled to vote in person at a meeting of the
37 members of the FHPOA, however, a member may only vote by mail-in ballot for the
38 election of Directors for the FHPOA Board of Directors even if they will be present at
39 the meeting for which such mail-in ballots are being collected

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C. Determination of Good Standing

1. For the purposes of voting for the FHPOA Election of Directors, Good Standing or eligibility shall be determined as of 4:30 p.m. on May 1 or, if May 1 falls on a Saturday or Sunday, shall be determined as of 4:30 p.m. on the first business day after May 1. The vote of a Member not in Good Standing by that time shall not be eligible to be counted.
2. For purposes of voting for any item other than the election of Directors, Good Standing or eligibility shall be determined as of a record date to be established by the FHPOA Board for the subject vote.

D. Official Ballot

1. The ballot shall be executed on a form as may from time to time be approved and prepared by the Association by resolution of the Board.
2. If ballots are used for a meeting then such ballots shall be valid only with respect to the specific meeting for which it's designated, including adjournments thereof, which meeting shall be designated in the ballot, and such ballot shall be provided along with notice of such meeting in accordance with these Bylaws.
3. If a vote is taken by mail-in ballot alone, without the holding of a meeting, then the mail-in ballot shall be valid only for the matter(s) indicated in the ballot. Such votes by mail-in ballot without a meeting shall be conducted only as permitted by the Nonprofit Corporation Act or other applicable law in North Carolina.
4. When holding a meeting, in which a vote is taken by mail-in ballot alone, then the mail-in ballot shall be valid only for the matter(s) indicated in the ballot. Such votes by mail-in ballot shall be conducted only as permitted by the Nonprofit Corporation Act or other applicable law in North Carolina.
5. Deadlines for receipt of ballots, the manner for securing the ballots until counted, and the procedure for counting the ballots shall be as established from time-to-time by the FHPOA Board.

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2 E. Election of Directors

- 3 1. The election of Directors shall be solely by mail-in ballot. Mail-in ballots for the
4 election of Directors shall specifically list those candidates (having been duly
5 nominated) for whom the Member may vote.
- 6 2. If the number of candidates for Director is equal to or less than the number of
7 vacant positions, there shall not be a balloted election. The candidates will
8 automatically be seated on the Board.
- 9 3. The results will be announced at the Annual Meeting, and subsequently,
10 published, indicating the number of valid ballots cast for each candidate.

11
12 F. Acceptance of Vote

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14 Association action based on the acceptance or rejection of a ballot, vote, consent,
15 waiver, or proxy appointment, when done under the provisions of the Nonprofit
16 Corporation Act in North Carolina, is valid unless a court of competent jurisdiction
17 determines otherwise.
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20 ARTICLE V

21 Powers

22 Section 1. Powers

23 The Board shall exercise the enumerated powers in NCGS 47F & 55A, while recognizing
24 and including the following:

- 25 A. Manage and control the affairs of the Association.
- 26 B. Adopt a corporate seal as the seal of the Corporation.
- 27 C. Designate a banking institution or institutions as depository for the Association's funds;
28 and the officer or officers authorized to make withdrawals therefrom and to execute
29 obligations on behalf of the Association.
- 30 D. Acquire and accept title to any and all amenities within the Development, including but
31 not limited to the roads, parks and recreational facilities.
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- 33 E. Establish and levy reasonable fees for the issuance of permits for erecting or
34 placing improvements on any Lot and for the use of Association property.

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2 F. Cause the Association, to employ or contract for sufficient personnel to
3 adequately perform the responsibilities of the Association.
- 4 G. Adopt reasonable rules of order for the conduct of the meetings of the Association.
5 For questions upon which no rules have been adopted, the ruling of the Chairperson
6 of the meeting shall be final.
- 7 H. Elect the officers of the Association.
- 8 I. Establish committees of the Association and appoint the members thereof. It may
9 assign to such committees such responsibilities and duties not inconsistent with
10 the provisions of these Bylaws or with law as it may deem appropriate. All voting
11 committee members must be members of the Association.
- 12 J. Establish Policies, Procedures, Rules and Regulations for the management of the
13 Association.
- 14 K. Financial Duties and Responsibilities
- 15 1. Establish and adopt a budget for the Association each fiscal year, to include a
16 five-year plan for capital expenditures. The Association's operating budget shall
17 not rely on the depletion or under-funding of reserves without the affirmative vote
18 of five (5) of the seven (7) Directors.
- 19 2. Establish and levy a uniform annual assessment for each Lot and Unit for the
20 following fiscal year. Each Member shall be advised, in writing, of the amount and
21 due date of such uniform annual assessment.
- 22 3. Make the budget available to the membership by the third Wednesday in January
23 of each year prior to its final approval by the Board in February.
- 24 4. Provide a copy of the proposed annual budget and capital expenditures plan to
25 members upon request.
- 26 5. Plan for Unforeseen Events
- 27 a. In an emergency caused by natural or man-made disasters (such as hurricanes,
28 floods, fire, tornadoes, etc.), acts of terrorism, war, riot, or other catastrophic
29 event beyond the control of the Association, the Board may, without Member
30 approval, and consistent with NCGS 55A-3-03 and for the benefit of the entire
31 community, make available emergency funds not stipulated in the budget for
32 that fiscal year. During an emergency, if a full Board cannot be assembled,
33 this action requires the affirmative vote of a quorum of Directors.
- 34 b. During any fiscal year, excluding approved Capital Expenditures set
35 forth in the fiscal year budget, the Board, with the affirmative vote of five
36 (5) of the seven (7) Directors, may authorize additional Capital

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2 Expenditures not to exceed fifteen percent (15%) of the projected
3 revenues for that fiscal year. Additional Capital Expenditures exceeding
4 the fifteen percent (15%) limit herein shall require approval by the
5 Members at a special meeting called by the Board.

6 6. Provide Audits

7 a. The cash accounts of the Association shall be audited in the event of a
8 change in personnel holding the positions of Treasurer, Community
9 Manager, or accounting manager.

10 b. The Board shall cause the financial records of the Association to be audited no
11 less than once every five years.

12 7. Establish Reserves

13 The replacement reserves shall be reviewed no less than every five years by a
14 professional Reserve Analyst.

15 8. Provide Compensation

16 a. Fix reasonable compensation for employees and officers of the Association.

17 b. Director is a volunteer position and shall not be a paid employee of the
18 Association.

19 9. Provide for reimbursement to Directors for actual expenses incurred in service as
20 Director; provided however that such reimbursement shall be made or paid only
21 to the extent that it does not jeopardize any tax exemption of the Association
22 provided by the Internal Revenue Code and the regulations issued thereunder, as
23 the same may be from time to time amended.

24 L. Perform any and all other acts for which the authority has been granted herein, or under
25 NCGS 47F and/or 55A, by the Association's Articles of Incorporation, by the
26 Declaration, or by law.

27
28 Section 2. Number of Directors.

29 The number of Directors shall be seven (7).

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31 Section 3. Election, Term and Appointment of Directors.

32 A. Directors shall be elected by a plurality vote of the Members, at the annual meeting

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2 or substitute annual meeting of the Association, by the highest number of valid
3 votes in the following manner. Commencing in 2005 and every third year thereafter
4 three (3) Directors will be elected. During each of the other two years of this three-
5 year cycle, the members will elect two (2) Directors. All Directors elected by the
6 Members shall serve three (3) year terms. Once elected, the names of the Directors
7 and their addresses shall be published within thirty (30) days.

8 B. No Member in Good Standing and meeting the qualifications in Section 4 of this
9 Article shall be denied having his/her name placed on the ballot for election of
10 Directors if nominated pursuant to the procedures established herein. Nominations
11 for any Director position to be voted upon by the Members may be made to the
12 Association Secretary, via the approved Association nomination form, in either of
13 the following manners, no less than sixty (60) days prior to the next succeeding
14 annual meeting of the Members, or at such other time as the Board of Directors
15 may direct.

16 1. Any Member in Good Standing may submit his or her own name as a
17 candidate through the use of the Association approved nomination form.

18 2. Any Member in Good Standing may nominate another Member in Good
19 Standing as a candidate through the use of the Association's approved
20 nomination form. The Board shall inform each Member so nominated, of the
21 nomination, in writing. The nominee's name will be placed on the ballot
22 unless the nominee declines the nomination, in writing, submitted to the
23 Board, at the Association office, no later than one (1) week after the close of
24 nominations.

25 3. To be placed on a ballot as a candidate for Director, the Member must be in
26 Good Standing as of May 1st or on the date set for the close of nominations
27 for the year in which the nomination was made.

28 C. No person shall serve as a Director for more than two (2) successive elected terms,
29 it being understood that the unexpired term served by any Director pursuant to
30 Section 8 of this Article shall not be counted with respect to this limitation.

31 D. The Board shall, to the extent not set forth herein, establish the procedural details
32 for the conduct of the election of Directors.

33
34 Section 4. Qualifications of Directors

35 Directors shall be at least twenty-one (21) years of age but need not be residents of the

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2 State of North Carolina. Directors elected pursuant to Article V, Section 3, Paragraph A
3 or Article V, Section 8 hereof shall be Members in Good Standing as of the date set for
4 close of nominations and shall remain in Good Standing at all times through the election
5 and, if elected, during their service as Director.

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7 Section 5. Meetings of the Board of Directors

8 A. The Board shall meet no less than one time every quarter. After adoption of a
9 resolution setting forth the dates and times of regular meetings, no notice of such
10 meetings of the Board shall be given.

11 B. Special meetings, including Electronic Meetings, of the Board may be called by a
12 majority of the Board and shall be held at such location, date and time, as the call or
13 notice of meeting shall designate. Notice of a special meeting of the Board may be
14 given by the Secretary in writing or orally at least twenty-four (24) hours prior to
15 the time of said meeting or notice thereof may be waived by the Directors in writing.

16 C. Pursuant to NCGS 47F-3-108(b) the Board shall, at regular intervals, hold a Board
17 meeting, wherein Members shall be allowed to attend and to speak to the Board
18 about their issues or concerns (“community meetings”). During such community
19 meetings the Board may place reasonable restrictions on the number of persons who
20 speak on each side of an issue and may place reasonable time restrictions on
21 Owners who speak.

22
23 D. Executive sessions are portions of Board meetings when confidential matters are
24 discussed. In accordance with the current Robert’s Rules of Order Newly Revised, the
25 Board may go into executive session when discussing issues that if publicly discussed
26 could violate privacy laws or harm or cause embarrassment to the Association or
27 another party. Adoption of actions taken in executive session will be recorded in the
28 regular session minutes. Topics that may be discussed in executive session include the
29 following:

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31 1. Consulting with the Association counsel regarding legal issues;
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33 2. Discussing litigation or prospective litigation either by the Association or
34 against the Association;
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3. Reviewing personal information that is confidential, protected by law, or should not be generally known, such as delinquencies in homeowner association dues assessments;
4. Conferring about contracts or property purchases;
5. Reviewing Association employees or personnel issues; and/or
6. Reviewing disciplinary matters in violations of Policies and Regulations by Association Members.

Section 6. Action Without Meeting

Pursuant to the North Carolina Non-Profit Corporations act, NCGS 55A-8-21, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by all Directors before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. To the extent that the corporation has agreed pursuant to GS 55A-1-70, a director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

- A. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different date.
- B. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 7. Quorum.

A majority of the Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any meeting where a quorum is present shall be deemed to be the act of the Board, except where a larger vote shall be required by law, by these Bylaws or by the Articles of Incorporation or Declaration.

Section 8. Vacancies.

If any vacancy exists on the Board, such vacancy shall be filled by election and majority

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2 vote of the remaining Directors. Any Director elected by such vote shall serve the
3 unexpired term of the Director whom he or she replaced.

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5 Section 9. Removal of Directors.

6 A. Pursuant to NCGS 55A-8-08 and Article IV, Section 4(B) of these Bylaws,
7 Directors may be removed from office with or without cause at a special meeting of
8 the Members of the Association called specifically for such purpose.

9 B. A Director not in Good Standing is immediately ineligible to vote on all matters
10 brought before the Board. If a Director reestablishes Good Standing, that Director
11 is immediately eligible to vote.

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13 ARTICLE VI

14 The Officers

15 Section 1. Officers.

16 The officers of the Association shall be elected by the Board and shall be the President,
17 one or more Vice-Presidents, the Secretary, the Treasurer and such other officers and
18 assistant officers as the Board may from time to time elect. Officers shall serve at the
19 will of the Board and may be removed and replaced by the Board at any time, with or
20 without cause. Any two (2) or more offices may be held by the same person, except the
21 offices of President and Secretary. Officers must be Members in Good Standing.

22
23 Section 2. President.

24 The President shall be the general managerial officer of the Association, except as
25 otherwise determined by the Board, and shall be vested with the powers and
26 duties generally incident to the office of President of a non-profit corporation,
27 except as otherwise determined by the Board, or as may otherwise be set forth in
28 these Bylaws. The President shall, when present, preside at all meetings of
29 Members. No one person has authority to bind the corporation without a Board
30 vote recorded in the minutes that authorizes entry into a contract. The President
31 shall sign, with any other proper officer, certificates, any deeds, leases, mortgages,
32 bonds, contracts or other instruments which may be lawfully executed on behalf

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2 of the Association, not to exceed \$5K per vendor for a term of no more than one
3 year, except where required or permitted by law to be otherwise signed and
4 executed and except where the signing and execution thereof shall be delegated
5 by the Board of Directors to some other officer or agent, and, in general, shall
6 perform all duties incident to the office of President and such other duties as may
7 be prescribed by the Board of Directors from time to time.

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9 Section 3. Vice-President.

10 In the absence of the President, or the President's inability or refusal to act, the
11 Vice-President is empowered to act and shall thereupon be vested with the powers
12 and duties of the President. In the event there is more than one Vice- President,
13 the Board shall establish the order in which they shall so serve.

14
15 Section 4. Secretary.

16 The Secretary of the Association shall keep the minutes of the business and other
17 matters transacted at the meetings of the Directors. The Secretary shall mail, or
18 cause to be mailed, all notices required under the Bylaws and NC State statutes.
19 The Secretary shall have the custody of the corporate seal and records and
20 maintain a list of the Members and their addresses and perform all other duties
21 incident to the office of Secretary. The Secretary does not have to be a Director but
22 must be a Member in Good Standing.
23

24 Section 5. Treasurer.

25 The Treasurer shall have custody of the funds of the Association, collect monies
26 due, pay the obligations of the Association out of its funds, and perform such
27 other duties as are incident to the office of Treasurer. The Treasurer shall not
28 incur financial obligations on behalf of the corporation without Board approval.
29 The Board may require that the Treasurer be bonded for such amount and under
30 such conditions as the Board may require. The Treasurer does not have to be a
31 Director but must be a Member in Good Standing.

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33 Section 6. Responsibility While Holding Office
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2 A. In accordance with NCGS 55A, Directors and Officers shall act in good faith,
3
4 with prudent care, and the best interests of the Association. The Directors and
5 Officers shall remain actively involved in the affairs of the Association and
6 will attend Board meetings on a regular basis.
7
8 B. If any Officer or Director is notified through judicial or administrative process
9 to provide Association documents or any contents thereof, the Officer or
10 Director shall promptly notify the Board and its Council.
11

12 Section 7. Responsibility Upon Leaving Office

- 13 A. All documents shall be and remain the property of the FHPOA upon the
14 conclusion of any Director's or Officer's term of office.
15
16 B. Former Directors and Officers shall exercise all reasonable efforts to protect
17 documents, whether hardcopy or electronic, in their possession related to their
terms of office for a period of three years.

18
19 ARTICLE VII

20 Duties of Members & Owners

21 Section 1. Payment of Charges and Assessments

- 22 A. Time of Payment. The charges of annual uniform assessments, **except for**
23 fees for usage, and charges for services or goods received by Members or
24 Owners through the facilities of the Association, shall be paid to the
25 Association by May 1st of each year or when otherwise due.
26
27 B. Lien of Assessment. If any uniform annual assessment or levied assessment is
28 not paid when due, it shall bear delinquency charges established by the Board
29 in accordance with NCGS 47F. The Association may place a lien on any Lot
30 or Unit or take any such other action prescribed in accordance with NCGS
31 47F to collect any unpaid, delinquency, charge, or assessment. Every person
32 who shall become the Owner of any Lot or Unit shall be held conclusively to
33 have covenanted to pay all such charges or assessments. In addition, and as an
34 alternative to the remedy of lien foreclosure, the Association Shall have the
35 right and option to sue for any and all unpaid charges, interest costs and
36 reasonable attorney's fees in any Court of competent jurisdiction as for debt
owed by any delinquent member.
37
C. Proof of Payment. Upon request, the Association shall furnish a statement to

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1
2 any Member or Owner certifying that all assessments then due from such
3 Member have been paid or indicating the amount then due.
4

5 Section 2. Further Duties of Members or Owners

6 Each Member or Owner shall comply with all Policies, Rules, and Regulations of the
7 Association including, but not restricted to, those for use of specific Association
8 property. Each Member or Owner shall cause spouses, children, cohabitants,
9 roommates, and tenants to comply with all Policies, Rules, and Regulations of the
10 Association. Violations of Policies, Rules, and Regulations of the Association by any
11 spouse, child, cohabitant, roommate, and tenant shall be deemed a violation by the
12 Member or Owner.
13

14 Section 3. Exceptions

15 No sanctions for non-payments of assessments or charges shall ever be imposed
16 upon the Developer, the Association itself, or any corporation that may be created to
17 acquire title to or operate any water or sewer utilities serving the area, or any dams,
18 beaches, water access tracts, marinas, golf courses, tennis courts, swimming pools,
19 clubhouse grounds, camp grounds, or other like recreational facilities, regardless of
20 whether such facilities are used by persons other than Members and Owners. The
21 Developer and such other person and corporations as aforesaid shall be exempt from
22 payment of annual charges or assessments to the Association.
23

24 Section 4. Sanctions

25 The Board of Directors of the Association shall have the right to suspend the
26 privilege of use of the recreational facilities of the Association.

27 A. For any period during which any Association charge of any kind whatsoever
28 owed by the member remains unpaid.

29 B. During any period of continuing violation of the restrictive covenants of the
30 Subdivision by the member, after the existence of the violation shall have
31 been declared by the Board.
32
33

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ARTICLE VIII

Indemnification

The Association shall indemnify and maintain liability insurance for its Officers, Directors, employees and agents consistent with provisions of the North Carolina Planned Community Act (NCGS 47F) and as authorized in the North Carolina Non-Profit Corporation Act (NCGS 55A-8-56). Association members of committees authorized by the Board shall be considered agents of the Association solely for the purpose of indemnification.

Article IX

Amending and Modifying These Bylaws

These Bylaws may be amended by the affirmative vote of five (5) of the seven (7) Directors of the Board.

The foregoing is certified to be a true and correct copy of the Bylaws of the Association; adopted this the -5th day of May 2020



Margaret Gilbert
Secretary - Fairfield Harbour POA Board of Directors

Change History

This document replaces the FHPOA Bylaws issued on 07-28-2004 and supersedes any and all prior versions.