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 BY: STEPHANIE PEREZ **REGISTER OF DEEDS**
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STATE OF NORTH CAROLINA
 COUNTY OF NEW HANOVER

**BYLAWS
 OF
 BARNARDS CREEK HOMEOWNERS
 ASSOCIATION, INC.**

NOW COMES the undersigned and hereby certifies that the attached is the Bylaws of Barnards Creek Homeowners Association, Inc.

This the 22nd day of January, 2019

Barnards Creek Homeowners Association, Inc.

By: Valerie Baxter, President
 Valerie Baxter, President

Return to: m, w G

STATE OF NORTH CAROLINA
COUNTY OF NEW HANOVER

I, A. Francine Mitchell Skinner, a Notary Public in and for the State and County aforesaid, do hereby certify that Valerie Baxter personally came before me this day and acknowledged that she, President of Barnards Creek Homeowners Association, Inc., a North Carolina nonprofit corporation, and that she, as President, being authorized to do so, executed the foregoing on behalf of the Association.

Witness my hand and notarial seal, this the 22nd day of January, 2019.

A. Francine Mitchell Skinner
Notary Public

My Commission expires:

04/29/2023



**BYLAWS
OF
BARNARDS CREEK HOMEOWNERS
ASSOCIATION, INC.**

**ARTICLE I
IDENTITY**

These are the Bylaws of BARNARDS CREEK HOMEOWNERS ASSOCIATION, INC., a North Carolina nonprofit corporation ("Association"), the Articles of Incorporation ("Articles") of which have been filed in the Office of the Secretary of State of North Carolina on October 21, 1998. For purposes of these Bylaws, terms specifically defined in the Declaration of Conditions, Reservations and Restrictions recorded in Book 2470, Page 257p, New Hanover County Register of Deeds or as may be amended from time to time shall have the same meaning herein.

**ARTICLE II
MEMBERS AND VOTING**

Section 1. Members. Each Owner shall be a Member of the Association, and shall remain a Member until he ceases to be an Owner. When there is more than one Owner of a Lot, all such persons shall be Members of the Association.

Section 2. Votes. The total votes in the Association are allocated to Lots by the Declaration. The votes allocated to a Lot may be cast by the Lot Owner. When there is more than one Owner of a Lot, the vote for that Lot shall be cast as they shall determine. The vote allocated to a Lot shall not be split but shall be voted as a single whole. When there is more than one Owner of a Lot and said Lot Owners cannot agree on how the vote for that Lot shall be cast, the dispute shall be resolved by arbitration. The Association shall not be entitled to cast the vote allocated to any Lot owned by it. No owner may vote at any meeting of the Association or be elected to serve on the Board of Directors or be appointed to serve on any committee if payment by such owner of any assessments is delinquent by more than sixty (60) days.

Section 3. Manner of Casting Votes. Votes may be cast in person or by proxy. A proxy must be in writing, be signed by all Owners of the Lot which is subject to the proxy, dated, and shall be filed with the Secretary before the meeting. Proxies delivered by electronic mail shall be valid to the fullest extent allowed by law. A proxy shall be valid until revoked in writing by all Owners of such Lot.

Section 4. Required Votes. All questions shall be decided by a majority of the votes cast on the question, unless the provisions of applicable law, the Declaration or these Bylaws require a greater vote.

Section 5. Action by Members Without Meeting. Any action that may be taken at a meeting of the Members, may be taken without a meeting if such action is authorized in a writing setting forth the action taken and is signed by all Members, or if such action is taken in any other manner

permitted by law. Action may also be taken by ballot in accordance with G.S. § 55A-7-08, except for the election of directors at the annual meeting.

Section 6. Prohibition of Cumulative Voting. There shall be no cumulative voting.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held the first Saturday in January, at such time and location designated by the Board. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the next Saturday which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by emailing or mailing a copy of such notice, at least fifteen (15) days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, Ten Percent (10%) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or the Declaration. If, however, such quorum shall not be present or represented at the meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors who are elected at the annual meeting of members.

Section 2. Term of Office. The terms of Directors shall be staggered so that at least one (1) but not more than three (3) Directors are elected at any one meeting and so that no Director's term is less than one (1) year nor more than three (3) years. The Directors shall establish rules to implement the provisions of this section. Once elected, a Director shall hold office until his successor has been duly elected and has qualified.

Section 3. Resignation or Removal. Any director may be removed from the Board, with or without cause, by at least a majority of the Members present and entitled to vote at any meeting of

the Members at which a quorum is present. Any director may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the event of death, resignation or removal of a director, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by member submission. Nominations may also be made from the floor at the annual meeting. Any nominee must be either present at said meeting or consent to the nomination in writing his or her willingness to serve as a director.

Section 2. Qualifications. No person shall be eligible for election by the members of the Association as a director unless such person is an Owner. No Owner shall be elected as a director or continue to serve as a director if such Owner is more than sixty (60) days delinquent in meeting any financial obligation owed to the Association.

Section 3. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. Meetings may be held by conference call or other electronic means.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. If a quorum is not present, the meeting shall be adjourned from time to time until a quorum is present.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

All of the powers and duties of the Association shall be exercised by the Board, including those existing under the common law and applicable statutes, the Declaration, the Articles, and these Bylaws, as any thereof may from time to time be amended, except those powers and duties that must be exercised by the Members as provided by the common law and applicable statutes, the Declaration, the Articles, and these Bylaws. Such powers and duties shall be exercised in accordance with the provisions of applicable law, the Declaration, the Articles, and these Bylaws, and shall include, but not be limited to, the following:

- (a) To prepare and provide to Members annually, a report containing at least the following:
 - (i) an annual income and expense statement and balance sheet within seventy-five (75) days after the close of the fiscal year to which the information relates. A more extensive compilation, review, or audit of the Association's books and records for the current or immediately preceding fiscal year may be required by a vote of the majority of the Board or by the affirmative vote of a majority of the Lot Owners present and voting in person or by proxy at any annual meeting or any special meeting duly called for that purpose.
 - (ii) A statement of the status and amount of any reserve or replacement fund and any portion of the fund designated for any specified project by the Board.
 - (iii) A statement of the insurance coverage provided by the Association.
- (b) To adopt and amend budgets and to determine, and collect assessments to pay the Common Expenses.
- (c) To regulate the use of, and to maintain repair, replace modify and improve the Common Property/Elements.
- (d) To adopt and amend rules and regulations and to establish reasonable penalties for infraction thereof.

(e) To enforce the provisions of the Declaration, the Articles, these Bylaws, and rules and regulations by all legal means, including injunction and recovery of monetary penalties.

(f) To hire and terminate managing agents and to delegate to such agents such powers and duties as the Board shall determine, except such as are specifically required by the Declaration, the Articles, and these Bylaws, to be done by the Board or the Members. Notwithstanding the foregoing, the Common Property/Elements, shall at all times be managed by a single managing agent.

(g) To hire and terminate agents and independent contractors.

(h) To institute, defend, intervene in, or settle any litigation or administrative proceedings in its own name on behalf of itself on matters affecting the Common Property/Elements.

(i) To establish and dissolve and liquidate, from time to time, reserve accounts for any purpose.

(j) To borrow money for the maintenance, repair, replacement, modification or improvement of Common Property/Elements and to pledge and pay assessments, and any and all other revenue and income, for such purpose.

(k) To impose and receive payments, fees and charges for the use, rental or operation of the Common Property/Elements other than the Limited Common Property/Elements.

(l) To grant leases, licenses, concessions and easements through and over the Common Property/Elements.

(m) To impose and collect reasonable charges, including reasonable costs and attorney fees, for the evaluation, preparation and recordation of amendments to the Declaration.

(n) To provide for indemnification of the Association's officers and Directors and maintain officers' and Directors' liability insurance.

(o) To impose reasonable charges for late payment of assessments, reasonable service, collection and administrative fees in connection with the attempt to collect assessments (including, but not limited to fees charged by a management company) and, after notice and an opportunity to be heard, levy reasonable fines for violations of the Declaration, these Bylaws, or the rules and regulations.

(p) To implement and maintain the storm water management program and any and all other environmental programs.

q) To exercise all powers as set forth in N.C.G.S. § 47F-3-102, as may be amended from time to time.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election and Term of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members. Each officer shall serve until his successor has been duly elected and has qualified.

Section 3. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 4. Removal. Any officer may be removed, with or without cause, and without notice by a majority vote of the Board.

Section 5. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

Section 7. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall approve all invoices before payment is issued and promissory notes.

Vice-President

(b) 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.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and

proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) 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; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify to the fullest extent permitted by law such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by §§ 55A-8-50 et seq. of the North Carolina General Statutes.

ARTICLE X COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Declaration and as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable

attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XIII
AMENDMENTS TO BYLAWS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

TAMMY THEUSCH
BEASLEY
Register of Deeds

New Hanover County Register of Deeds

320 CHESTNUT ST SUITE 102 • WILMINGTON, NORTH CAROLINA 28401
Telephone 910-798-4530 • Fax 910-798-7716



State of North Carolina, County of NEW HANOVER
Filed For Registration: 01/24/2019 03:36:51 PM
Book: RB 6191 Page: 2152-2162
11 PGS \$26.00
Real Property \$26.00
Recorder: STEPHANIE PEREZ
Document No: 2019002282

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This certification sheet is a vital part of your recorded document. Please retain with original document and submit when re-recording.