

**BYLAWS  
OF  
HOLLY GLEN ESTATES  
HOMEOWNER'S ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the Corporation is **HOLLY GLEN ESTATES HOMEOWNER'S ASSOCIATION, INC.**, hereinafter referred to as the "Association". The principal office of the Association is located at 1213 Culbreth Drive, Wilmington, North Carolina 28405. But meeting of members and directors may be held at such places with the State of North Carolina, County of New Hanover, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Association" shall mean and refer to **HOLLY GLEN ESTATES HOMEOWNER'S ASSOCIATION, INC.** its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the recorded Declaration of Covenants, Conditions and Restrictions.

Section 3. "Common Areas" shall mean all real property, including easements, and improvements located thereon owned, or leased, by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any numbered plot of land shown upon any recorded subdivision map of the properties with the exception of common areas and dedicated roadways.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is part of the properties, including contract sellers, but excluding those having such interest as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to any Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded at the office of the Register of Deeds of New Hanover County, North Carolina.

Section 7. "Member" shall mean and refer to those persons or entities entitled to membership with voting rights as proved in the Declaration and in Article II, Section 1 of these Bylaws.

### **ARTICLE III MEMBERSHIP AND PROPERTY RIGHTS**

Section 1. Membership. The Corporation shall have one class of members who meet the qualifications of and are approved as set forth in the Bylaws of the Corporation, as follows:

- A. Every person or entity, who or which is a record owner of a fee or undivided fee interest in any lot which is subjected by the Declaration to assessment by the Association, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Such membership shall be appurtenant to and may not be separated from ownership of any Lot. Every member shall be entitled to one vote for every lot owned.

Section 2. Property Rights. Each Member shall be entitled to the use and enjoyment of the Common Area as provided in the Declaration. Any Member may delegate his rights of enjoyment of the Common Area to the members of his family, his tenants or contract purchasers who reside on the property.

### **ARTICLE IV MEETING OF MEMBERS**

Section 1. Annual Meetings. The first Annual Meeting of the Members was held December 6, 2012, and each subsequent regular Annual Meeting of the Members shall be held on a date which is not a Sunday or a national holiday, during the Fourth Quarter of the year.



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 ten percent (10%) of the Members.

Section 3. Notice of Meeting. The Corporation gives notice to all members entitled to vote at the meeting of the place, date, and time of each annual, regular, and special meeting of members no fewer than 10, if notice is mailed by other than first class, register or certified mail, no fewer than 30, nor more than 60 days before the meeting date.

Section 4. Quorum. At any meeting of the members, fifty-one percent (51%) of the members entitled to vote, present in person or represented by proxy, shall constitute a quorum of the membership for all purposes. If a quorum is not present, the meeting may be recessed from time-to-time by announcement from the Chair at the time such meeting was set and such shall be sufficient notice of the place, date and time of the recessed meeting. At such recessed meeting the quorum requirements shall be twenty-six percent (26%) of the members entitled to vote, present in person by proxy. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough member to leave less than a quorum.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Each proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her lot.

## **ARTICLE V**

### **BOARD OF DIRECTORS, SELECTION, TERM OF OFFICE**

Section 1. Number. The number of Directors constituting the Board of Directors shall be five (5).

Section 2. Term of Office. At the first Annual Meeting the Members shall elect two Directors for a term of three (3) years, two Directors for a term of two (2) years, and one Director for a term of one (1) year. Thereafter these terms shall continue in effect to provide for staggered terms.



Section 3.     Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, the successor shall be elected by the remaining members of the board, and shall serve for the unexpired term of his/her predecessor.

Section 4.     Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. 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 (or emailed) approval of all the Directors. Any action so approved shall have the same effect as though taken at meeting of the Directors.

## **ARTICLE VI**

### **NOMINATION AND ELECTION OF DIRECTORS**

Section 1.     Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations for election to the Board may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors PRIOR to each Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nomination committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members of the Association.

Section 2.     Election. Election to the Board of Directors shall be by raising of hands and acclamation. 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 provision of the Declaration.



The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VII**

### **MEETINGS OF DIRECTORS**

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held Quarterly, or at such other periodic intervals as may be established by the Board of Directors from time to time, without notice, at such place and time 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.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) Directors, after not less than three (3) day 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 an act of the Board.

## **ARTICLE VIII**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- Section 1. Powers. The Board of Directors shall have power to:
- (a) adopt and publish rules and regulations governing the use of the Common Areas, and the personal conduct of the Members, and their guests thereon;
  - (b) suspend the voting rights and any other rights of a Member during any period in which such member shall be in default in the payment of any

assessment, dues or charge levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association, and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) consecutive Regular Meetings of the Board of Directors;
- (e) Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties;
- (f) employ attorneys to present the Association when deemed necessary;
- (g) take such actions as are necessary or convenient to perform the duties as set forth below; and,
- (h) do such other things authorized by the Act, and do such other things which organizations of this nature are authorized to do.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the Annual Meeting of the Members, or any Special Meeting when such statement is requested in writing by ten percent (10%) of the Members;
- (b) supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
- (d) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;



- (e) send written notice of each assessment to every owner subject thereto at least thirty (3) days in advance of each annual assessment period; and
- (f) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;
- (g) cause the Common Areas to be maintained.

## **ARTICLE IX**

### **OFFICERS AND THEIR DUTIES**

Section 1. Enumeration of Officers. 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 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.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. 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 5. Resignation and Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

Section 6. 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 office he or she replaced.

Section 7. 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 offices except the offices of Secretary and Treasurer and the special office created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors, shall see that order and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds 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, disability 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 all of the Members; shall serve notice of meetings to the Board and 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; shall authorize payment of books of account; and shall prepare an annual budget and a statement of income expenditures to be presented to the membership at its annual meeting and deliver a copy of each to the Members.

## **ARTICLE X**

### **COMMITTEES**

The Board of Directors shall appoint an Architectural Review Committee as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. The Board of



Directors shall appoint other committees as deemed appropriate in carrying out its purpose. The Board of Directors may dissolve any committee that is deemed no longer necessary.

## **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 Bylaws shall be maintained at the office of the Association, where copies may be purchased at a reasonable cost.

## **ARTICLE XII**

### **ASSESSMENTS**

As more fully proved 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 all attorney's fees of any such action shall be added to the amount of the assessments. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Areas or abandonment of his or her lot.

**ARTICLE XIII**  
**GENERAL AND MISCELLANEOUS PROVISIONS**

Section 1. In the case of any conflict between the Declarations and these Bylaws, the Declarations shall control; and in the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

Section 2. The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year began on the date of incorporation.

**CERTIFICATION**

We, the undersigned, do hereby certify;

That we are duly elected and acting President and Secretary of Holly Glen Estates Homeowners Association, Inc, a North Carolina Corporation; and

That the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted by the Membership on 14<sup>th</sup> day of March, 2022.

Melissa Hinds

Melissa G. Hinds, President

Anne Mino

Anne L. Mino, Secretary



HOLLY GLEN ESTATES HOMEOWNERS ASSOCIATION, INC.  
RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, a review of the books and records of Holly Glen Estates Homeowners Association, Inc. (the "Association") tends to suggest that neither the initial Board of Directors nor any subsequent Board of Directors formally adopted Bylaws to govern the affairs of the Association;

AND WHEREAS, as evidenced by the signatures of ~~all~~ a majority of the Directors currently in office, the Board of Directors has adopted the Bylaws attached hereto as Exhibit A and incorporated by reference, in accordance with Section 55A-2-06 of the North Carolina General Statutes;

NOW THEREFORE, let it be resolved that (1) the attached Bylaws have been adopted and (2) the Board of Directors hereby ratifies all actions taken, or purportedly taken, by the Board prior to the date of this resolution as if such actions were taken pursuant to the Bylaws.

This the 14<sup>th</sup> day of March, 2022.

Melissa Hinds  
PRESIDENT

[Signature]  
VICE PRESIDENT

Aime Mino  
SECRETARY

Dayle Faulk  
TREASURER