

BYLAWS

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The name of the association is Pender Creekside Homeowners Association (the "Association.") The principal office of the Association shall be located at 418 Jasmine Way, but meetings of Members and Board of Directors may be held within the state of North Carolina, County of Pender, as may be designated by the Board of Directors.

1.2 Definitions. The terms which are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Declaration of Covenants, Conditions, and Restrictions.

1.3 Fiscal Year. The fiscal year of the Association begins on the date of incorporation and each and every subsequent year shall begin on the 1st of January and end on the 31st of December.

1.4 Interpretation. In the case of any conflict, the (1) provisions of state law, (2) declaration of covenants, conditions, and restrictions, (3) rules and regulations, and (4) these Bylaws shall prevail in that order.

ARTICLE II

MEETING OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held in the fourth quarter of each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be to fill open positions on the HOA board of directors, updating the members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of meetings shall be (e)mailed to all Members of the Association at least thirty (30) days before the meeting.

2.2 Special Meetings. Special meetings of the Members may be called by a majority of the Board of Directors or by written request of the majority of Members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least fifteen (15) days written notice shall be given.

2.3 Eligibility to Vote. All Members must be current on dues and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and (3) serve on committees as may be established.

2.4 Quorum. Ten percent (10%) of the Members of the Association shall constitute a quorum.

2.5 Proxies. Proxy voting will not be allowed as only ten percent (10%) of the Association Membership is required for a quorum.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition. The Association's Board of Directors shall be composed of the elected officers. The total number of directors to constitute the entire board shall be equal to, and not less than, five (5). As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.

3.2 Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws and the Articles of Incorporation, provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors have the power to:

- a) manage, control, and restrict the use of the Common Areas of the community and the conduct of the Association Members and their guests by adopting and publishing rules and regulations, and establishing a monetary penalty to enforce any lack of compliance.
- b) suspend a member's voting rights and the right to use the Common Areas if a member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations.
- c) exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, Articles of Incorporation, or the CC&R's.
- d) create a vacancy of the office of a Member of the Board of Directors in the event of a Board Member's two (2) consecutive unexcused absences to the regular meetings of the Board of Directors; and
- e) employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.

3.3 Duties. It shall be the Board of Directors' responsibility to:

- A. maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote.
- B. supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties.

C. As for fully provided in the Declaration, to:

1. impose the contractual maintenance and other assessments against each Lot/Unit
2. send written notice of each assessment to all Members of the Association
3. maintain adequate liability and hazard insurance on all property owned by the Association
4. indemnify a past or present director, officer, or committee Member of the Association to the extent such indemnity is required or permitted by state law, the Articles, the Declaration or these Bylaws
5. cause the Common Areas to be maintained

3.4 Compensation. No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

3.5 Removal of Directors. Any or all the directors may be removed for cause, as defined in Roberts Rules of Order, by vote of the Members or by action of the board. Directors may be removed by vote of fifty-one percent (51%) of the Members or the board.

3.6 Resignation. A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

3.7 Filling Board Vacancy. The board of directors have the authority to replace any board vacancy, due to any reason other than the term ending, through appointment until the next annual meeting when an election can be held.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting. A regular meeting of the board shall be held each quarter.

4.2 Special Meetings. Special meetings shall be called at the written request of a majority of the members of the Board of Directors. The purpose of the meeting shall be stated in the call and at least fifteen (15) days written notice shall be given.

4.3 Quorum of Directors. A majority of the members of the entire board shall constitute a quorum.

4.4 Action of the Board. The act of the Board of Directors shall be valid if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote regardless of the number of lots/units which they may own.

4.5 Action Without a Meeting. An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws, the Articles, or the Declaration may be

taken without a meeting, only if the action is approved in writing, and a motion is adopted authorizing the action. The written consents and motion shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE V

OFFICERS AND THEIR DUTIES

5.1 Officers. The officers of the Association shall be the president, vice-president, secretary, treasurer, and at large member.

5.2 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. President and Secretary shall serve for a term of three (3) years or until their successors are elected. Vice-President and Treasurer shall serve for a term of two (2) years or until their successors are elected. The Member at Large shall serve a term of one (1) year or until their successor is elected. No officers shall serve more than three (3) consecutive term(s) in the same office.

5.3 Vacancy in Office. A vacancy in any office shall be filled by the Board of Directors until the next annual meeting when an election can be held.

5.4 Removal and Resignation. Any officer elected or appointed by the board may be removed by the board with cause as defined in Roberts Rules of Order. In any event of the death, resignation, or removal of an officer, the board in its discretion may appoint a successor to fill the unexpired term (vacancy).

5.5 Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws.

A. **President.** The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Members and of the board to ensure that all orders and motions of the board are carried into effect.

B. **Vice-Presidents.** During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the board shall prescribe.

C. **Secretary.** The Secretary shall:

1. attend all meetings of the Association
2. record all votes and minutes of all proceedings in a book to be kept for that purpose
3. give or cause to be given notice of all meetings of Members and of special meetings of the board
4. be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting

5. maintain all the Association documents and records in a proper and safe manner as required by state law; and
6. perform such other duties as may be prescribed by the board

D. **Treasurer.** The Treasurer shall:

1. have the custody of the Association funds and securities
2. maintain complete and accurate accounts of receipts and disbursements in the Association books
3. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board
4. disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements
5. Prepare, or cause to be prepared, the annual benefit report
6. render to the President and board at the regular meetings of the board, or whenever they require it, an account of all their transactions as Treasurer and of the financial condition of the Association
7. render a full financial report at the annual meeting of the Members if so requested
8. be furnished by all Association officers and agents at their request, with such reports and statements as they may require as to all financial transactions of the Association; and
9. perform such other duties as are given to them by these Bylaws or as from time to time are assigned to them by the board

E. **At Large Member.** The At Large Member shall:

1. be a voting member of the board
2. assume the duties of the Treasurer or Secretary at a regular, annual, or special meeting if those board members are not in attendance
3. assume any other duties assigned by the board

5.6 Elections. The officers shall be elected at the annual meeting by secret ballot.

ARTICLE VI

COMMITTEES

The Board of Directors may designate committees from among its members, each consisting of one (1) or more directors, by motion adopted by a majority of the board. Each such committee shall serve at the pleasure of the board.

ARTICLE VII

BOOKS AND RECORDS

The Association's books, records and documents shall always, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing officers, directors, employees, or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within seven (7) days after the election.

ARTICLE VIII

AMENDMENTS

8.1 Amendment. These Bylaws may be amended, at a regular or special meeting of the board, by a vote of a majority of a quorum of board members present in person.

8.2 Conflict. If any conflict exists between the Articles and these Bylaws, the Articles shall control. The law shall always prevail.

8.3 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

8.4 Termination. The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon the dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations of the Owners may have to the Association pursuant to the Declaration.

IN WITNESS WHEREOF, we, being all of the Directors of the Association have hereunto set our hands this 7th day of September 2023.

CERTIFICATION

We the undersigned, to hereby certify:

THAT WE are the duly elected and acting Board of Directors of Pender Creekside HOA, Inc., a North Carolina corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 7th day of September 2023.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 7th day of September 2023.

PRESIDENT: Leon (Happy) Wade

VICE PRESIDENT: Ryan Kraft

SECRETARY: Jack Jarvis

TREASURER: Katherine Taylor

BOARD MEMBER: Christopher Linton