

AMENDED AND RELATED BYLAWS OF OCEAN ISLE  
PROPERTY OWNERS ASSOCIATION

In furtherance of the corporate objectives of this association to engage in civic, charitable and educational activities for the betterment of the property owners of the Town of Ocean Isle Beach, North Carolina, and to sponsor positive community action projects and cooperate with existing organizations for the public health, safety and beautification of Ocean Isle Beach and to provide a vehicle to articulate constructive concerns of the property owners, the Board of Directors do adopt the following Amended and Restate Bylaws of Ocean Isle Property Owners Association; herein after referred to as The Association.

ARTLCLE I

OFFICES

The registered office of the association in the State of North Carolina shall be located at Ocean Isle Beach, North Carolina.

ARTICLE II

MEMBERS

Section 1. Class

The association shall have one class of members, each of whom shall be an owner of real estate located within the city limits of Ocean Isle Beach, North Carolina. In the event such real estate is owned by more than one person or entity, each person or entity having ownership shall be eligible for membership; provided, however, that there shall be only one vote cast for each parcel of real estate; and provided, further, where a person or entity owns more than one parcel of real estate, such person or entity shall be entitled to only one vote.

## Section 2. Confirmation of Members

Confirmation of ownership of real estate of a member as set forth above shall be determined by the Board of Directors. The list of members eligible to vote shall be established by the Board of Directors fourteen days before the date of the next meeting and shall become final at that time. The Board of Directors, in its sole discretion, shall resolve any issues related to dues, membership or voting.

## Section 3. Votes

Subject to the limitation of Article II, Section 1, each member who has fully paid the applicable dues shall be entitled to one vote on each matter submitted to a vote of the members.

## Section 4. Honorary Membership

The Board of Directors shall have authority to grant honorary membership to persons who are non-property owners but no such honorary member shall be entitled to vote.

## Section 5. Transferring Membership

Membership in this association is not transferable or assignable.

## Section 6. Annual Meeting

An annual meeting of the members shall be held in Brunswick County, North Carolina at such place as the Board of Directors may designate on the Saturday immediately following Thanksgiving Day in November of each calendar year, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

### Section 7. Special Meeting

Special meetings of the members may be called by the president, the Board of Directors, or not less than one-fourth of the members having voting rights.

### Section 8. Place of Meeting

The President or Board of Directors may designate any place in Brunswick County, North Carolina as the place of meeting. If no designation is made, the place of meeting shall be the Museum of Coastal Carolina..

### Section 9. Notice of Meeting

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either by mail or e-mail to each member entitled to vote at such meeting not less than 10 days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed or e-mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail or when e-mail is sent via computer date addressed to the member at such member's address as it appears on the records of the association.

### Section 10. Quorum

The members holding 50 of the votes which may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present in person at any meeting of members, a majority of the members present may adjourn and reconvene the meeting without further notice.

### Section 11. Manner of Acting

The act of a majority of the members present in person at a meeting at which a quorum is present shall be the act of the members unless the act of a greater number is required by law or these Bylaws.

## ARTICLE III

### BOARD OF DIRECTORS

#### Section 1. General Powers

The affairs of the association shall be managed by its Board of Directors, each of whom shall be a member in good standing of the association.

#### Section 1A. Election and Term of Office

The Directors of the association shall be elected to two year terms by the members at the regular annual meeting of members each year. Only the seats of those Directors whose terms have expired shall be elected each year at the regular annual meeting of members. If the election shall not be held at any such meeting, such election shall be held as soon thereafter as practicable at a special meeting.

#### Section 2. Number, Tenure and Qualifications

The number of Directors shall be not less than nine nor more than thirteen. Each Director shall hold office for two years until a successor shall have been elected and qualified. Each Director shall at all times be a member in good standing of the association. The Mayor is automatically a member of the Board with voting rights.

#### Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors shall meet in April, June, September, November and December.

#### Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any location in Brunswick County, North Carolina as the place for holding any special meeting of the Board called by them.

#### Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given by written notice delivered by mail or e-mail to each Director at such Director's address as shown by the records of the association. If mailed, such notice shall be deemed to delivered when deposited in the United States mail. If e-mailed, such notice is deemed delivered when dated and sent via computer. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. The printing of an agenda shall not be required.

#### Section 6. Quorum

A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, the Directors present must adjourn and reconvene the meeting.

### Section 7. Removal

A Director may be removed from office by vote of majority of the Board of Directors if it is determined by the Board that such Director has been absent from two or more Board of Directors meetings within a twelve-month period and such absences have not been excused by the president of the association.

### Section 8. Vacancies

Any vacancy occurring in the Board of Directors between annual meetings of the members shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

### Section 9. Compensation

Directors shall not receive any compensation for their services as Directors. Nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving just compensation therefore.

### Section 10. Release and Indemnification

No Director shall be held personally liable for monetary damages arising out of an action by the association or in the right of the association or otherwise for breach of any duty as a Director to the full extent permitted by law. The association shall indemnify and hold harmless all Directors from any loss, liability, cost or expense, including reasonable attorney's fees, arising or resulting from any action brought against them which is in any way related to their capacity as Directors of the association.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Officers**

The officers of the association shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other persons, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem necessary, such persons to have the authority and perform the duties prescribed from time to time by the Board of Directors and must be a member of the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

#### **Section 2. Election and Term of Office**

The officers of the association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. New offices may be created and filled at any meeting of the Board of Directors.

#### **Section 3. Vacancies**

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 4. President

The President shall be the principal executive officer of the association and shall in general oversee and direct all of the business and affairs of the association. The president shall preside at all meetings of the members and of the Board of Directors. In general, the president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

The president may sign, with the secretary or any other officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute to some other officer or agent of the association.\*\*

#### Section 5. Vice President

In the absence of the president or in the event of his/her inability or refusal to act, the vice president (or in the event there is more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

#### Section 6. Treasurer

If required by the Board of Directors, the treasurer shall give a bond at the expense of The Association for the faithful discharge of duties as the Board of Directors shall determine. The treasurer and/or designated office shall have charge and custody of and be responsible for all funds and securities of

the association; receive and give receipts for moneys due and payable to the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors. Two signatures shall be required on all checks written by the association. All checks require the signature of the authorized Board of Directors signer(s).

#### Section 7. Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the association of the association records. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

#### Section 8. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the assistant treasurers shall give bonds at the expense of The Association f faithful discharge of their duties in such sums and with sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or secretary or by the president of the Board of Directors.

**ARTICLE V**  
**COMMITTEES**

**Section 1. Committees of Directors**

The Board of Directors may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided by the Board of Directors and not prohibited by law, shall have and exercise the authority of the Board of Directors in the purpose of the committee. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

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Committee expenses will be budgeted each year by the Board of Directors. If the committee deems it necessary to exceed the budgeted amount, the committee must obtain approval from the Board of Directors.

**Section 2. Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the Directors of the association and/or until a successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

**Section 3. Chairman**

One member of each committee shall be appointed chairman by the Board of Directors.

**Section 4. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

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## Section 5. Quorum

Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### Section 1. Contracts

The Board of Directors may authorize any officer or officers and/or contracted bonded agent or agents of the association, in addition to the officers so authorized by these Bylaws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

#### Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers and/or contracted bonded agent/agents in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the designated officers stated as president, vice president and/or treasurer of the association.

#### Section 3. Deposits

All funds of the association shall be deposited in a timely manner to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the association.

**ARTICLE VII**

**BOOKS AND RECORDS**

The association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the association office a record setting forth names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, or such member's agent or attorney for any proper purpose at any reasonable time. Books and records shall be kept at association office.

**ARTICLE VIII**

**FISCAL YEAR**

The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE IX**

### **DUES AND ASSESSMENTS**

#### **Section 1. Dues and Assessments**

The Board of Directors may determine from time to time the amount of initial fee, if any, and annual dues and assessments due and payable to the association by the members. Annual dues shall be assessed to cover a fiscal year from January 1 through December 31.

#### **Section 2. Removal for Failure to Pay**

Failure to pay any such dues and assessments from the date such dues and assessments are due and payable shall automatically terminate the membership of such member.

## **ARTICLE X**

### **AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors at any regular Board meeting or at any special meeting of the Board of Directors at which a quorum is present.



