

BYLAWS OF THE
LANDING LOT OWNERS ASSOCIATION, INC.
A NON-PROFIT CORPORATION

1. **IDENTITY.** These are the Bylaws of Landing Lot Owners Association, Inc., (L.L.O.A.) hereinafter called the Association, a non-profit corporation organized under the laws of the State of North Carolina, the Articles of Incorporation of which were filed on the 20th day of January, 1989, in the Office of The Secretary of State of North Carolina. The Association has been organized for the purpose of maintaining the common area of the subdivision, including the boat launch, pier, and pavilion and upon consent of the majority of the members of the Association the Board of Directors may assess active members for annual dues and any capital improvements of the common area.

The office of the corporation and the registered office of the corporation shall be the same or at such other place within the state of North Carolina, as may from time to time be fixed and determined by the Board of Directors.

The seal of the corporation shall bear the name of the corporation, the words "North Carolina", and the words "non-profit corporation".

2. **MEMBERSHIP.** All lot owners of the subdivision known as "The Landing, Section 2", and "The Landing, Section 3" are eligible to become members by paying dues. Members in good-standing with the Association have paid their annual dues. Membership to the Landing Lot Owners Association is not transferable. Use of the common area is not available to short-term or seasonal renters. Use of the common area is, at the discretion of the Board of Directors, available to year-around, long-term lease holders (lessee) through that lot owner's (lessor) Association membership.

3. **MEMBERS' MEETING.**

- A. The annual members' meeting shall be held at a time and place designated by the Directors for the purpose of electing Directors and transacting any other Association business.
- B. Special members' meeting shall be held whenever called by the President or Vice-President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-fourth (1/4) of the votes of the entire membership.
- C. Notice of all members' meetings, stating the time and place and the objects for which the meeting is called, shall be given by the President or Vice-President or Secretary unless waived in writing. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting.



6018549
Page: 1 of 8
10/03/2000 02:53PM



- D. A quorum at members' meetings shall consist of persons entitled to cast a majority of the votes of the entire membership. If any meeting of the members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the meeting for at least twelve (12) days, and an adequate notice of the new date shall be given as described in Paragraph C of this section.
- E. At any meeting any member in good standing is entitled to cast one vote. If a lot is owned by one person, his right to vote shall be established by the record title to his lot. If a lot is owned by more than one person, only one person is entitled to cast a vote for the lot.
- F. Votes may be cast by person or by proxy. Proxies may be made in writing by any person entitled to vote. They shall be valid for only the particular meeting designated and must be filed with the Secretary before the appointed time of the meeting.
- G. The order of business at the annual members' meeting and as far as practicable at all other members' meeting shall be:
- (1) the meeting shall be called to order by the President;
 - (2) calling of the roll and certification of the proxies;
 - (3) proof of notice of meeting or waiver of notice;
 - (4) reading and disposal of any unapproved minutes;
 - (5) reports of officers;
 - (6) reports of committees;
 - (7) unfinished business;
 - (8) new business;
 - (9) election of Directors
 - (10) adjournment.

4. BOARD OF DIRECTORS.

- A. The affairs of the Association shall be managed by a Board of Directors consisting of five elected officers, President, Vice-President, Treasurer, Secretary, Assistant Secretary. Any Association member in good-standing shall be eligible to be an officer. However, if a lot is owned by more than one person, only one of them is entitled to be on the Board of Directors at the same time. No compensation shall be paid to the officers for their services as Directors.
- B. Election of Officers shall be conducted at each annual members' meeting. Nominations for each office will be taken from the floor. The elections shall be by ballot (unless dispensed with by unanimous consent) and by plurality of the votes cast, each person (per lot) voting being entitled to cast his votes for each of the officers. There shall be no cumulative voting.



- C. Except as to vacancies provided by removal of Directors by members, vacancies in the Board of Directors occurring between annual meetings of members shall be filled by the remaining Directors, as appointed by the President.
- D. Any director may be removed by concurrence of two-thirds (2/3) of the vote of the entire membership at a special meeting of the members called for that purpose. A vacancy in the Board of Directors so created shall be filled with an election by the members of the Association at the same meeting.
- E. The term off each Director's service shall extend until the next annual meeting of the members and thereafter until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided, i.e., there are no term limits.
- F. Officers:
- 1) The President shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the president of an association, including but not limited to the power to appoint committees from among the members from time to time, as he may in his discretion determine appropriate, to assist in the conduct of the affairs of the Association.
 - 2) The Vice-President shall in the absence, disability, or resignation of the President exercise the powers and perform the duties of the President. He shall also generally assist the President and exercise such other powers and perform such other duties as prescribed by the Directors.
 - 3) The Secretary shall keep the minutes of all proceedings of the Directors and the members. He shall attend to the giving and serving of all notices to the members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly signed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of the secretary of an association and as may be required by the Directors or the President.
 - 4) The Treasurer shall have custody of all property of the Association, including funds, securities, and evidences of indebtedness. He shall keep the books of the Association in accordance with good accounting practices and shall perform all other duties incident to the office of treasurer.
 - 5) The Assistant Secretary shall perform the duties of the Secretary when the Secretary is absent, or perform duties as outlined by the Secretary.

5. DIRECTORS' MEETINGS.

- A. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. Notice of regular meetings shall be given to each Director, personally or by mail, telephone or e-mail at least three (3) days prior to the day named for such meeting.
- B. Special meetings of the Directors may be called by the President, and must be called by the Secretary at the written request of the majority of the Directors. Notice of the



meeting shall be given personally or by mail, telephone or e-mail at least three (3) days prior to the day named for such meeting, which notice shall state the time, place and purpose of the meeting.

- C. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. If at any meeting of the Board of Directors less than a quorum is present, the majority of those present may adjourn the meeting.
- D. The presiding officer of the Directors' meeting shall be the President. In the event of the absence of the presiding officer, the Vice-President shall preside.
- E. The order of business at Directors' meetings shall be:
- (1) calling of the roll;
 - (2) proof of due notice of meeting, or waiver thereof;
 - (3) reading and disposal of any unapproved minutes;
 - (4) reports of officers and committees;
 - (5) unfinished business;
 - (6) new business; and
 - (7) adjournment.

6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- A) The powers and duties to be executed by the Board of Directors shall include but shall not be limited to, the following:
- (1) Operation, care, upkeep and maintenance of the common properties, easements, ponds, and creeks.
 - (2) Determination of the amounts required for operation, maintenance and other affairs of the Association.
 - (3) Set annual dues and collect annual dues from the association members.
 - (4) Employment, contracting, and dismissal thereof, as necessary for the efficient maintenance of the properties of the Association.
 - (5) Adoption and amendment of rules and regulations covering the details of the maintenance and use of the common properties subject to the approval of the membership.
 - (6) Opening of bank accounts on behalf of the Association and designating the signatories required therefor.
 - (7) Obtaining insurance as directed by the members of the Association.
 - (8) Presenting to the membership any suggestions for capital improvements on the common properties of the Association and if approved by the membership to assess charges for the same.
 - (9) Appoint committees from among the members from time to time.



7. ACCOUNTING.

The funds and expenditures of the Association shall be credited and charged to accounts under the following classifications as shall be appropriate, all of which expenditures shall be common expenses:

- A. "Operating expenses", which shall include all funds and expenditures to be made within the years for which the funds are budgeted or upkeep and maintenance for mowing of the common properties, and other areas within the Association. The balance in this fund at the end of the year shall be carried over to be applied to the next year's current expenses or put in the Association's savings account for and recorded under "reserve for replacement" in the next year's budget.
- B. "Reserve for deferred maintenance and replacement", which shall include funds for maintenance items which occur less frequently than annually, and for repair and replacement required because of damage, depreciation, or obsolescence.
- C. "Capital improvements", additional improvements and additions which will be part of the common area. All Capital improvements must be approved by the majority of the Association members.

8. BUDGET.

The Board of Directors shall adopt a budget for each calendar year which shall include the estimated funds required to defray common expenses and to provide funds for the accounts listed in Section 7 of these Bylaws. The budget shall take into account the following items:

- A. "Current expenses"
- B. "Reserve for deferred maintenance and replacement"
- C. "Capital improvements", the amount for additional improvements to the common area that has been approved by the majority of the Association members. Additional improvements to the common area to be financed by donations shall also be subject to approval by a majority of Association members.

9. ASSESSMENTS.

- A. Assessments of Association members for their annual dues will be made annually at a date to be determined by the Board of Directors. Dues are payable according to Association policy. Failure to pay annual dues by the due date deems a member in default.
- B. If a lot owner shall be in default of the payment of his annual assessments the result is loss of membership privileges, including voting rights and access to the common area. Privileges will be reinstated upon receipt of assessments payable.



- C. The depository of the Association shall be such bank or banks as shall be designated from time to time by the Directors and in which the moneys of the Association shall be deposited. Withdrawal of moneys from such accounts shall be only by checks signed by such persons as are authorized by the Directors.
- D. The Board of Directors will audit the books of the corporation annually; no audit shall be made by a certified public accountant unless requested by 51% of the members of the Association.

10. INDEMNIFICATION.

The Association may indemnify any Director or officer of the Landing Lot Owners Association, Inc. against liabilities and reasonable litigation expenses, including attorney's fees incurred by him or her in connection with any action, suit or proceeding in which he or she is made or threaten to be made a party by reason of having been such Director or officer, except in relation to matters as which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

11. COMMITTEES.

The Board of Directors shall appoint from time to time such committees that are needed.

12. PARLIAMENTARY RULES.

Robert's Rules of Order (latest edition) shall govern the conduct of Association meetings when not in conflict with the Articles of Incorporation or these Bylaws.

13. AMENDMENTS.

These Bylaws may be amended in the following manner:

- A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be made by greater than 50% of the votes of the entire membership of the association.
- C. No amendment shall discriminate against any association membership nor change the voting rights of members.



- D. A copy of each amendment shall be certified by the President and Secretary of the Association as having been duly adopted and shall be effective when recorded in the Public Records of Dare County, North Carolina.

13. ASSOCIATION POLICY

- A. Policy is the rules of the Association. New and Proposed Changes of Association Policy will be enacted by:
- 1) Recommendation of the Board of Directors at the annual meeting
 - 2) A motion and second from members at the annual meeting
- B. Policies are approved by a majority of members that are present at the annual meeting

14. GENERAL PROVISION.

- A. Membership Termination – any member who ceases to own a lot in the subdivision shall no longer be a member of the Association and upon a lot sale, the member has no further interest in the assets of the corporation. Membership in the Landing Lot Owners Association is not transferable.
- B. Inspection of Books and Records – any member, his or hers authorized agent or attorney, has the right to inspect all of the books and records of the Association for any proper purpose at any reasonable time.
- C. This Association is organized on a non-profit basis for the use and benefit of its members and consequently will not have profits from which to pay dividends. After all expenses of the Association have been paid and a reasonable reserve, as determined by the Board of Directors, has been set aside, the net earnings of the Association shall be accumulated in a surplus fund for the purpose of replacing, enlarging, and extending and repairing the recreational facilities access and the common properties of the Association and for such purposes as the Board of Directors may determine to be for the best interest of the Association. The surplus fund or any portion thereof may from time to time, at the discretion of the Board of Directors, be distributed to the members as provided, no part of the net earnings of the corporation shall inure to the benefit of any Officer, Director, or any member of the corporation and upon dissolution of the corporation, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any Association or Associations organized for the purposes similar to those set forth in the Articles of Incorporation of Landing Lot Owners Association, Inc.



Adopted by the following vote of the membership on June 24, 2000

For: 9

Against: 0

[Note: There were 14 Association members in good-standing on June 24, 2000. See minutes of the 2000 L.L.O.A. Annual Business Meeting for membership vote.]

The foregoing action is certified to be correct.

Paul K. Manning

Paul K. Manning
L.L.O.A. President

ATTEST:

Doug Brown

Doug Brown
L.L.O.A. Secretary

North Carolina

Dare County

I, Janet H. Dreskovich, Notary Public for said County and State, certify that Doug Brown personally came before me this day and acknowledged that he is secretary of Landings Lot Owners Association corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President sealed with its corporate seal, and attested by himself as its secretary.

Witness my hand and official seal, this the 26th day of September, 2000.

Janet H. Dreskovich

Notary Public

My commission expires February 14, 2001.

NORTH CAROLINA
DARE COUNTY

The foregoing certificate of a Notary Public of Dare Co, NC Janet H. Dreskovich is certified to be correct. This instrument and this certificate are duly registered at the date and time in the Book and Page shown on the first page hereof.

Barbara M. Gray, Register of Deeds

By Vanzella McCluskey

Assistant Register of Deeds