BYLAWS FOR

WINDSOR ESTATES COMMUNITY ASSOCIATION

FRANKLIN COUNTY, NC

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Windsor Estates Community Association (the Association).

ARTICLE II. CORPORATE PURPOSE

This corporation is organized exclusively for the purpose of making and enforcing rules for the properties and residents of Windsor Estates. The Association shall manage the community's common areas and enforce the components of the Articles of Incorporation and the Declaration of Covenants.

ARTICLE III. MEMBERSHIP

Membership in the Association is limited to the owner(s) of thirty-nine (39) individual residential lots that are included within the boundaries of the community. Upon the sale of any of said individual lots, the associated membership shall pass to the new owner(s) thereof.

Section 1. Dues – Members shall be subject to and required to pay dues to the Association annually. The amount of such dues shall be determined by the Board of Directors (Board) based upon a budget formulated to cover the estimated expenses of the Association and to provide a reasonable reserve for unexpected expenses. Said budget and dues shall be approved by a majority vote of the Association members at the annual meeting in January of each year. The Association may impose reasonable charges for late payment of assessments in accordance with NC 47F-3-102.(11).

Section 2. Responsibilities – Members shall be responsible to comply with the requirements of the Declaration of Covenants, Bylaws and Articles of Incorporation. The Association may impose reasonable fines for violations of the Declaration of Covenants, Bylaws and Articles of Incorporation in accordance with NC 47F-3-102.(12). Procedures for fines shall be in accordance with NC 47F-3-107.1. Such fines shall be assessments secured by liens on the property in accordance with NC 47F-3-116.

Section 3. Termination of Membership – Membership in the Association shall terminate automatically upon sale of the property that is the basis of membership in this Association. Said membership shall pass automatically to the new owners of said property.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings – A regular meeting shall be held in January of each year on a date to be determined by the Board.

Section 2. Special Meetings – Special meetings may be called at the discretion of the Board. If the Board declines to call a special meeting requested by residents within 60 days of receiving a written request, a special meeting may be called by lot owners having ten percent (10%) of the votes in the Association. This represents a minimum of one (1) representative from each of a minimum of four (4) of the thirty-nine (39) residences in the community.

Section 3. Venue – Meetings may be held:

A. At any location within a thirty (30) minute drive of the community at the discretion of the Board for meetings called by them ***OR*** at the discretion of the residents calling any special meeting for special meetings not called by the Board.
B. Alternatively, meetings may be held virtually, at the discretion of the Board for meetings called by them ***OR*** at the discretion of the residents calling any special meeting for special meetings not called by the Board.

Section 4. Notice – Not less than 10 nor more than 60 days in advance of any meeting, notice shall be sent to each of the 39 residences by the Secretary if the meeting is called by the Board, or by the residents that call a special meeting if said special meeting is not called by the Board. Notice shall be given via electronic mail (email) to all residents that have provided written agreement to receive meeting notice thereby. All other residents shall have written notice hand delivered to their doorstep.

Section 5. Quorums – A quorum shall be present throughout any meeting of the Association if persons entitled to cast ten percent (10%) of the votes which may be cast for election of the executive board are present in person or by proxy at the beginning of the meeting. This represents a minimum of one (1) representative from each of a minimum of four (4) of the thirty-nine (39) residences in the community.

Section 6. Voting; Proxies - In no event shall more than one vote be cast with respect to any one lot.

A. Voting on issues during any virtual meeting shall be taken by use of the chat function of the virtual meeting platform.
B. Voting on issues during any in person meeting shall be taken by voice vote. In the event that a voice vote does not obviously decide the issue, a second vote shall be taken by counting of hands.
C. Voting for election to the Board of Directors, Amendments to the Articles of Incorporation, Bylaws and Declaration of Covenants and/or any other issue to be voted on outside of a virtual or in person meeting shall be by paper ballot.
D. Unless stated otherwise in State Regulation, all issues shall be decided by majority vote. Super majorities shall be required for specific issues as stated in applicable regulations and more specifically in these Bylaws.

E. Votes allocated to any one lot may be cast pursuant to a written proxy duly executed by all owners of any individual lot. Said proxy shall be in a form acceptable to the President or any other Board member presiding over the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers – The Board members are fiduciaries who steer the Association towards a sustainable future by adopting sound, ethical and legal governance and financial management policies, as well as by making sure the Association has adequate resources to advance its mission.

Section 2. Members, Officers – The Board shall be composed of five (5) members. Board members shall serve for a term of three (3) years. Terms shall be staggered so as not to require election of a full Board at any one time. The first elected Board was elected at a special meeting held on October 1, 2020 for a term of two (2) years. The term of the first elected Board members is designated to begin at the annual meeting of the Association in January, 2021. The first elected Board shall designate two (2) of its five (5) members to have their term extended to three (3) years. Election of subsequent Board members shall be scheduled as terms expire.

Section 3. Regular Meetings – Regular Meetings shall be held monthly on a day agreed to by the members, unless cancelled at the discretion of the members.

Section 4. Special Meetings – Special Meetings shall be held at the discretion of the President.

Section 5. Notice – Notice of meetings shall be provided to the Board members by email a minimum of three (3) days prior to the meeting unless set as an agenda item in the previous meeting.

Section 6. Quorum – a quorum shall be composed of a minimum of three (3) members.

Section 7. Vacancies – If a vacancy occurs on the Board, it shall be filled by written ballot of the Association members. Vacancies shall not be filled unilaterally by the Board.

Section 8. Compensation – Board members shall receive no compensation for services rendered. However, Board members shall be compensated for all reasonable expenses associated with fulfillment of their duties including, but not limited to: monies expended for goods or services regarding Board or Association expenses, cost of travel, etc.

Section 9. Informal Action by Directors – Board members may take actions outside of meetings at their discretion by majority vote via email, conference call or other means deemed appropriate by the Board.

Section 10. Parliamentary Procedure – Board meetings shall be in accordance with any generally accepted version of Robert's Rules of Order.

Section 11. Removal

A. A Board member may resign in accordance with NC 55A-8-07.
B. A Board member may be removed from the Board in accordance with NC 55A-8-08.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have an active membership in the organization.

Section 1. President
The President shall preside at all meetings of the Board and all meetings of the Association members. The President shall have the following duties:

A. Set meeting agendas
B. May be one (1) of two (2) signatories on checks
C. Sign and send correspondence
D. Other duties as agreed by the Board

Section 2. Vice-President
The Vice-President shall perform all the duties of the President during the absence of the latter.

Section 3. Secretary
The Secretary shall attend all meetings of the Board and all meetings of the Association members and will act as a clerk thereof. The Secretary's duties shall consist of:

A. Record meeting minutes
B. Sign and send correspondence
C. Keep the records of the Association other than financial records
D. Other duties as agreed by the Board

Section 4. Treasurer
The Treasurer's duties shall be:

A. Maintain a bank account for the Association
B. Keep financial records of the Association
C. May be one (1) of two (2) signatories on checks
D. Send annual and special assessment bills to the Association members
E. Collect and record assessments of the association members
F. Other duties as agreed by the Board

Section 5. Election of Officers – The Board shall elect its own officers annually at the first regular meeting of the calendar year.

Section 6. Removal of Officers – Board officers may be removed from their office by majority vote of the Board.

Section 7. Vacancies – Vacancies in offices shall be filled by majority vote of the Board.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation
The board may create standing or ad hoc committees as needed.

ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose – This Article shall define conflict of interest of Board members and provide a policy by which such conflicts shall be managed.

Section 2. Definitions

A. Conflict of Interest means any activity of a Board member whether professional, personal or otherwise, that ***SHALL DEFINITELY CONFLICT*** with said Board member's prosecution of their duties as a member and/or officer of the Association Board. This shall include, but may not be limited to activities where a Board member, a member of their immediate or extended family or a person or company with which the Board member has a business relationship ***WOULD*** benefit from action taken by the Board.
B. Potential Conflict of Interest means any activity of a Board member whether professional, personal or otherwise, that ***MAY OR MAY NOT CONFLICT*** with said Board member's prosecution of their duties as a member and/or officer of the Association Board. This shall include, but may not be limited to activities where a Board member, a member of their immediate or extended family or a person or company with which the Board member has a business relationship ***MIGHT*** benefit from action taken by the Board.

Section 3. Procedures – Any Board member that becomes aware that she/he has a Conflict of Interest or Potential Conflict of Interest with a matter to be voted on by the Board shall, prior to such vote:

A. Disclose such Conflict of Interest or Potential Conflict of Interest to the Board.
B. In the case of a Conflict of Interest, shall abstain from voting on the matter.
C. In the case of a Potential Conflict of Interest, shall abstain from voting on the matter unless and until it can be determined that the Board member has no such Conflict of Interest or has removed such Conflict of Interest. Voting by the Board on any matter subject to a Potential Conflict of Interest by any Board member shall not be delayed to provide time for said Board member to remove or dispose of a Potential Conflict of Interest.

In the event that a failure by any Board member to disclose a Conflict of Interest or potential Conflict of Interest is discovered by the Board, the Board shall consider the circumstances of said failure and take appropriate action against the Board member in question at their discretion, up to and including removal from the Board.

Section 4. Compensation – No Board member under any circumstance shall accept compensation from a third party in any form associated with actions taken by the Board. This shall include, but shall not be limited to money, services and gifts. Any such compensation shall be deemed a Conflict of Interest and shall be dealt with accordingly.

Section 5. Use of Outside Experts / Contractors – In all cases where the Board requires outside services, said services shall be obtained subject to competitive bidding. A minimum of three (3) bids shall be obtained from persons or companies that are determined to be qualified to perform the work under consideration, unless it is determined at the Board's discretion that three (3) qualified bidders are not available to submit bids. All work shall be awarded to the lowest qualified bidder.

ARTICLE IX. INDEMNIFICATION

Section 1. General – The Association shall indemnify the officers and members of the Board against any and all liabilities associated with the performance of their duties as a Board member in accordance with the provisions of NC 55A-8-51, NC 55-A-8-52, NC 55-A-8-53, NC 55-A-8-54, NC 55-A-8-55, NC 55-A-8-56 and NC 55-A-8-57.

Section 2. Insurance – The Association shall purchase and maintain insurance to provide for the cost of indemnification of the officers and members of the Board with reasonable coverages as determined by the Board.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors and of the Association.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation – In accordance with NC 55A-10-03.(a).(2), an amendment to the corporation's Articles of Incorporation to be adopted shall be approved by the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less.

Section 2. Bylaws – In accordance with NC 55A-10-21.(a).(2), an amendment to the corporation's Bylaws to be adopted shall be approved by the members entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, whichever is less.

Section 3. Declaration of Covenants – In accordance with NC 47F-2-117.(a), the Declaration of Covenants may be amended only by affirmative vote or written agreement signed by lot owners of lots to which at least sixty-seven percent (67%) of the votes in the Association are allocated.

Formalization of these Bylaws

We, the undersigned, subsequent to affirmative vote of a majority of the members of this Association, do hereby adopt the foregoing Bylaws, consisting of these seven (7) pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 14 day of MAY, 2021

Frank M. Monti, President, Windsor Estates Community Association

ATTEST: Damien I. Stone, Secretary, Windsor Estates Community Association

STATE OF NORTH CAROLINA

COUNTY OF WAKE

I, JENNA SCHANDA, A Notary Public in and for said County and State, do hereby certify that FRANK M MONTI + DAMIEN I STONE before me this day personally appeared, who being by me first duly sworn, says that they are the President and Secretary of the Board of Directors of Windsor Estates Community Association and which executed the foregoing instrument; that they executed said instrument in the name of said Association by subscribing their names thereto; and that the instrument is the act and deed of said Association.

Witness my hand and notary seal, this the 14 day of MAY, 2021

JENNA SCHANDA NOTARY PUBLIC WAKE COUNTY, NC

Notary Public

My Commission expires: 7/