

# **BY-LAWS**

## **English Hills Homeowners Association**

Initially Approved 5/6/1976  
Amended 4/30/1986  
Amended 5/22/1993  
Amended 8/31/1996  
Amended 5/12/2009

### **ARTICLE I - OFFICE**

The principal office of the Association in the State of North Carolina shall be located at the address of the President in the English Hills Subdivision, Henderson County.

### **ARTICLE II - PURPOSE**

The following are the purposes or objectives for which this Association has been organized:

- a. To maintain and administer the program set forth in the English Hills Covenants and aid in protecting the Covenants from adverse conditions.
- b. To encourage a higher regard for English Hills Subdivision.
- c. To keep members informed of any activities of zoning, planning, development, or legislation affecting English Hills.
- d. To encourage and effect social events.

### **ARTICLE III - MEMBERSHIP AND VOTING**

#### **Section 1 - Class of Members**

The Association shall have one class of Members. The following shall be automatic members of this Association: (a) the owner or owners of the legal title to any real property in English Hills. (b) The spouse, parent or adult child of an owner member residing with that member in English Hills.

#### **Section 2 – Member in Good Standing**

A member in good standing is current in all financial obligations to the Homeowners Association.

#### **Section 3 - Voting and Voting Rights**

Each member household in good standing shall be entitled to one (1) vote on any issue requiring the vote of the membership. That vote may be exercised on behalf of the household by any eligible member of the household, either in person or by written proxy. At business meetings all votes shall be by hand, except that at his/her discretion, the presiding officer may specify a written ballot.

#### **Section 4 – Transfer of Membership**

Membership in the Association shall not be transferable nor assignable.

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

### **Section 1 – Annual Meeting**

There shall be a business meeting of the membership held in May of each year at a place to be selected by the Board of Directors. The normal business of such meeting shall consist of a report by the Board of Directors of the status of projects undertaken during the year, election of new officers and directors and such other matters as may be appropriate. (see Article VI)

### **Section 2 - Special Meetings**

Special Meetings of the members may be called by the President, the Board of Directors, or by written request signed by at least 25% of the Members in good standing. Such written request shall be delivered to the Secretary and shall state the purpose or purposes for which the Special Meeting is requested.

### **Section 3 – Place of Meeting**

The Board of Directors may designate any place, within Henderson County, as the place for the Annual Meeting or for any Special meeting called by the Board of Directors.

### **Section 4 - Notice of Meetings**

Written notice stating the place, date, and hour of any meeting of Members shall be delivered, either personally or by mail to each Member, not less than fourteen nor more than thirty days prior to the date of such meeting. In case of a Special Meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

### **Section 5 – Quorum**

Representatives from at least 20 of the member households shall constitute a quorum for the transaction of business at any meeting of the membership.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section I - General Powers**

The administration of the Covenants and the affairs of the Association shall be managed by its Board of Directors. The Directors must be residents of English Hills and Members of the Association.

### **Section 2 – Composition and Terms of Office**

The Board of Directors when fully constituted shall consist of seven (7) members: President, Vice President, Secretary, Treasurer, Immediate Past President, one Social Director and one Director At-Large.

The Officers shall serve for one (1) year, except that the Vice President shall automatically succeed to the Presidency at the end of his/her term. The Secretary, Treasurer, Social Director and Director At-large may be re-elected up to two (2) successive terms.

### **Section 3 – Regular Meetings**

A meeting of the Board of Directors will be held within thirty days following the Annual Meeting of the Association. Additional meetings may be held as needed.

#### Section 4 – Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, or by any two or more Directors. Notice, including time, date, and place of any Special Meeting shall be communicated to the Directors at a reasonable time prior to the meeting.

#### Section 5 – Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of Directors is present at a meeting, the Directors present may adjourn the meeting.

#### Section 6 - Board Action

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these BY-LAWS.

#### Section 7 – Chairman

The President of the Association shall serve as the Chairman of the Board of Directors

#### Section 8 – Vacancies

Any vacancy shall be filled by vote of the Board of Directors and the appointee shall serve the unexpired term of his predecessor.

#### Section 9 - Compensation

The Directors shall receive no salary or other compensation for their services to the Association.

#### Section 10 – Budget

The Directors shall submit a budget at the Annual Meeting of the Association. Such budget, when approved will be the basis for determination of dues.

### **ARTICLE VI - ORDER OF BUSINESS** (Conducted according to Robert's Rules of Order)

1. Quorum Call
2. Reading of minutes of preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. Annual election
7. New Business

### **ARTICLE VII - OFFICERS**

#### Section 1 – Officers

The officers of the Association shall be a President, Vice President, Secretary and a Treasurer.

## Section 2 – President

The president shall be the principal executive officer of the Association and Chief Administrative Officer of the Covenants. In general, he/she shall be responsible for directing and supervising all business and affairs of the Association. He/she shall normally preside at all meetings of the Members and of the Board of Directors. He/she shall perform such other duties as may from time to time be assigned to him/her by the Board of Directors.

At least two months prior to the Association Annual Meeting, the President shall appoint a Nominating Committee consisting of two members from the Board of Directors and two members from the membership at large. Such committee will select one of its members as a chairperson.

## Section 3 – Vice President

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers of and be subject to, the restrictions placed upon the President. The Vice President shall perform such other duties as may from time to time be assigned by the Board of Directors. The Vice President shall succeed to the Presidency at the end of his/her term.

## Section 4 – Secretary

The secretary shall (a) keep minutes of meetings of the Board of Directors as well as of the Association in a book provided for that purpose; (b) issue, or cause to be issued, all notices required by these BY-LAWS; (c) keep a register of the post office address and telephone number of each Member, as furnished by the Member; and (d) be custodian of the Covenants and BY-LAWS and amendments thereof and other records of the Association except those of the Treasurer,

Members of the Association may secure a copy of the Covenants and BY-LAWS and amendments upon request to the Secretary.

## Section 5 – Treasurer

The Treasurer shall have charge of the funds of the Association, together with all such books and papers as pertain to this Office. He/she shall keep an accurate account of all money received and disbursements made. If required by the Board of Directors, the Treasurer shall give a bond in such sum and with such surety as the Board of Directors shall determine.

## Section 6 - Nominations to the Board

The Nominating Committee (see Section 2 above) shall submit to the annual Association meeting a slate consisting of the name of one person qualified for, and willing to serve, for each of the positions of Vice President, Secretary, Treasurer and Directors.

Nominations for any of the positions mentioned above may be made from the floor at the annual meeting, and shall be considered in the voting, provided the person or persons so nominated shall state a willingness to serve if elected.

The Officers and Directors so elected shall assume office at the election meeting

### Section 7 - Removal

Any officer elected by the Membership may be removed from office by a majority vote of the Membership whenever such action is considered to be in the best interest of the Association.

### Section 8 – Vacancies

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

## **ARTICLE VIII – COMMITTEES**

### Section 1 – Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum of Directors is present, except as otherwise provided in the resolution, members of such Committees shall be Members of the Association, and the President shall appoint the members thereof.

### Section 2 – Dissolution of Committees

The Board of Directors may dissolve any and all Committees which it has designated whenever it considers that the requirements of the pertinent resolution or resolutions have been met or whenever the Board considers such dissolution to be appropriate.

The majority requirement established in Section 1 above, for the designation of Committees, shall be met when such Committees are to be dissolved.

## **ARTICLE IX CHECKS, DEPOSITS, AND FUNDS**

### Section 1 – Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers of the Association and 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 Treasurer and counter-signed by the President or Vice President of the Association.

### Section 2 - Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in a commercial bank.

## **ARTICLE X – BOOKS AND RECORD**

### Section 1 – Inspection

All books and records of the Association may be inspected by any Member, for any purpose, at any reasonable time by contacting the Secretary and/or Treasurer.

## Section 2 – Financial Review

The books and records of the Treasurer shall be independently reviewed, prior to the May Meeting of the Members. The Treasurer shall report the Financial Review at the May meeting of the Membership and the report shall be recorded in the minutes of the meeting. The Financial Review shall be published in a bulletin or other publication determined by the Board of Directors, for circulation to the Membership.

## **ARTICLE XI – FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of May.

## **ARTICLE XII - DUES**

### Section 1 – Annual Dues

The Board of Directors shall submit a budget to the Annual Meeting for approval of the membership which if approved shall be the basis for determination of dues. (See Article V, Section 10)

### Section 2 - Payment of Dues

Dues shall be payable on the first day of May. Dues of a new Member shall be pro-rated on a semi-annual basis. Exempt from Association dues are those Members who have undeveloped property with no residence on it.

## **ARTICLE XIII – AMENDMENT OF THE BY LAWS**

The BY-LAWS may be amended or repealed and new BY-LAWS may be adopted by affirmative vote of a majority of all Members under terms and conditions of the BY-LAWS then existing.

KNOW ALL MEN BY THESE PRESENT; that we, the undersigned, all being Members of the English Hills Homeowners' Association, hereby assent to the foregoing BY-LAWS of the said Association and adopt them as the BY-LAWS of the Association.

AMENDED and APPROVED 5/12/2009 at Annual Meeting by Attendees.

Mike List, President, 2009-2010