

# HAMILTON PLACE HOMEOWNER'S ASSOCIATION BY LAWS

## ARTICLE 1 NAME AND LOCATION

The name of the corporation is The Hamilton Place Homeowners Association of Union County, Inc. hereafter referred to as the "Association". The principle office of the corporation shall be located at Monroe, NC 28110, but meetings of members and directors may be held at such places within North Carolina, as may be designated by the Board of Directors.

## ARTICLE 2 DEFINITIONS

- 2.1 **"Association"** shall mean and refer to The Hamilton Place Homeowner's Association of Union County, Inc. a North Carolina non-profit corporation, its successors and assigns.
- 2.2 **"Properties"** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as hereafter be brought within the jurisdiction of the: Association.
- 2.3 **"Common Area"** shall mean all real property owned by or held in trust for the Association for the common use and enjoyment of the Owners, including Recreational Common Area, if any, conveyed to the Association, but does not include real property over which the Association has only an easement.
- 2.4 **"Lot"** shall mean and refer to any plot of land shown upon and recorded subdivision map of the Properties with the exception of the Common Area.
- 2.5 **"Owner"** shall mean and refer to the record owner, whether one or more persons or entities. Of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- 2.6 **"Declarant"** shall mean Dan Moser Company, Inc., a North Carolina Corporation, and any successor or assign to whom Dan Moser Company Inc., assigns its interest.
- 2.7 **"Declaration"** shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the properties recorded in the Office: of the Register of Deeds for Union County.
- 2.8 **"Member"** shall mean and refer to those persons entitled to members provided in the Declarations.

## ARTICLE 3

- 3.1 **Annual Meetings.** The first annual meeting shall be held within one year from the date of turning all documents, including financial documents, over to the members and their duty elected Board, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 11:00 AM. If the day for the annual meeting of members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.
- 3.2 **Special Meeting.** Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon request of the members who are entitled to vote one-fourth (1/4) of all the votes of the membership.
- 3.3 **Notice of Meetings.** Written notice of each meetings of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
- 3.4 **Quorum.** The presence at the meeting of members entitle to cast, or of proxies entitled to cast, one tenth (1/10) of the Voles of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws.

If, however such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement of the meeting, until a quorum as aforesaid shall be present or be represented.

- 3.5 Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy shall be revocable and shall automatically cease conveyance by the member of his Lot.

#### **ARTICLE 4** **BOARD OF DIRECTORS-SELECTION / TERM OF OFFICE**

- 4.1 Number.** The affairs of this Association shall be managed by a Board of five (5) Directors, who shall be members of the Association.
- 4.2 Term of Office.** In order to provide continuity, the terms shall be staggered. In 2007, the two highest vote getters will serve three (3) years, the third and fourth highest vote getters will serve (2) years and the fifth highest vote getter will serve one (1) year. Thereafter, at the annual meeting of members shall elect directors for a term of three (3) years for the expiring term(s) and if needed, fill the balance of any vacated term, All directors shall serve until their successors are elected.
- 4.3 Removal.** Any director may be removed from the Board with or without cause, by a majority vote of the members off the Association. In the event of death resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of is predecessor.
- 4.4 Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.
- 4.5 Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### **ARTICLE 5** **NOMINATION AND ELECTION OF DIRECTORS**

- 5.1 Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall also be a member of the Board of Directors, prior to each annual meeting of the members, to serve from the close of such annual meeting to the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among members who are current in their assessments.
- 5.2 Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.
- 5.3** The members of the Nominating Committee shall serve as election inspectors for the tabulation of the balloting and may request appointment of such additional clerical assistance as they deem necessary.

#### **ARTICLE 6** **MEETINGS OF DIRECTORS**

- 6.1 Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.
- 6.2 Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three directors, after not less than three (3) days notice to each director.

**6.3 Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE 7**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**7.1 Powers.** The Board of Directors shall have the power to:

**7.1.1** Adopt and publish rules and regulations governing the use of the Common Area and Facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof:

**7.1.2** Suspend the voting rights and the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed thirty (30) days for infraction of published rules and regulations.

**7.1.3** Exercise for the Association all powers, duties, and authority vested in or delegated to Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.

**7.1.4** Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors, and employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

**7.1.5** Revise and amend the By-Laws or the Articles of Incorporation prior to the first meeting of the members as necessary to carry out the business of the corporation.

**7.2 Duties.** It shall be the duty of the Board of Directors to:

**7.2.1** Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.

**7.2.2** Supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.

**7.2.3** As more fully provided in the Declaration to:

**7.2.3.1** Fix the amount of the annual assessment against each Lot as set forth in the Declaration but at least thirty (30) days in advance of each annual assessment period.

**7.2.3.2** Send written notice of each assessment to every Owner subject thereto as set forth in the Declaration but at least thirty (30) days in advance of each annual assessment period; and

**7.2.3.2.1** Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

**7.2.4** Issue or to cause an appropriate officer to issue upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid such certificate shall be conclusive evidence of such payment.

**7.2.5** Procure and maintain adequate liability and hazard insurance on property owned by the Association.

**7.2.6** Cause all officers or employees having fiscal responsibilities to be bonded as it may deem appropriate.

**7.2.7** Cause the Common Area to be maintained.

**ARTICLE 8**  
**OFFICERS AND THEIR DUTIES**

- 8.1 Enumeration of Offices.** The officers of this Association shall be a president and vice president who shall at all times be members of the Board of Directors, a secretary, treasurer, and such other officers as the Board may from time to time by resolution create.
- 8.2 Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.
- 8.3 Term.** The officers of this Association shall be elected annually by the Board and each shall hold office as stated in Article IV.
- 8.4 Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and such duties as the Board may from time to time determine.
- 8.5 Resignation and removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, president, or the secretary. Such resignation shall take effect on the date of the receipt of such notice or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8.6 Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve the remainder of the term of the officer he replaces.
- 8.7 Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section IV of this Article.
- 8.8 Duties:** The duties of the officers are as follows:
- 8.8.1 President.** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- 8.8.2 Vice-President.** The vice-president shall act in the place of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- 8.8.3 Secretary.** The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing members of the Association together with their addresses; and shall perform such other duties as required by the Board.
- 8.8.4 Treasurer.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books to be made public by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

**ARTICLE 9**  
**COMMITTEES**

The Association shall appoint an Architectural Control Committee, if appropriate and as provided in the Declaration and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its business.

**ARTICLE 10**  
**BOOKS AND RECORDS**

The books, records, and papers of the Association shall at all times during reasonable hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchase at a reasonable cost.

**ARTICLE 11**  
**ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual dues and assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the Association may bring an action of law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

**ARTICLE 12**  
**CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: Hamilton Place Homeowners Association of Union County, Inc.

**ARTICLE 13**  
**AMENDMENTS TO BY-LAWS AND CONFLICTS BETWEEN BY-LAWS, ARTICLES OF CORPORATION, AND DECLARATION**

- 13.1 Amendment.** These By-Laws may be amended, at a regular or special meeting of the members by a vote of sixty seven percent (67%) of a quorum of members present in person or by proxy, or as provided for in Article VII.
- 13.2 Conflict.** In the case of conflict between the Articles of Incorporation and the By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE 14**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except the first fiscal year shall begin on the date of incorporation.