

**BYLAWS of the
WINDOVER FARMS PROPERTY OWNERS ASSOCIATION**

Version 11/June 2022

**ARTICLE I
GENERAL PROVISIONS**

1.1 Name and Location. The name of the Association is Windover Farms Property Owners Association. The mailing address of the Association is:

Windover Farms Property Owners Association
P.O. Box 871
Brevard, NC 28712

Meetings of Members and Board of Directors should be held within the State of North Carolina, County of Transylvania, as designated by the Board of Directors.

1.2 Definitions. The terms which are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Declaration of Covenants.

Specific definitions include:

- "Articles" = Articles of Incorporation
- "Declaration" = Declaration of (Restrictive) Covenants
- "attorney-in-fact" = Someone with the power of attorney
- "written communication" or "in writing" includes email, texting, and USPS mail, unless otherwise specified
- The "notice of assessment" for the annual POA fee is the first day of January each year, regardless of any notice or reminder communications date.

1.3 Fiscal Year. The fiscal year of the Association begins on the date of incorporation. Every subsequent year shall start on the 1st of September and end on the 31st of August.

1.4 Interpretation. In the case of any conflict, the (1) provisions of state law, (2) the Association's Declaration, (3) Articles of Incorporation, and (4) these Bylaws shall prevail in that order.

**ARTICLE II
MEMBERSHIP**

2.1 Membership. The Members of this Association shall be the owners of real property lying and being within Windover Farms Subdivision, and purchase of a parcel or tract of real property therein makes the owner thereof a member upon recordation of the deed therefor.

**ARTICLE III
MEETING OF MEMBERS**

3.1 Annual Meetings. The Association's Annual Meeting of the Members shall be held each year at 7:30 P.M. on the first Monday of October, at such place and time as the Board of Directors may designate. Meetings can be held in person or through a virtual meeting platform. The purpose of the Annual Meeting shall be to elect a Board of Directors, update the Members of previous and future community plans, make decisions regarding the Association, and any other Association affairs that arise. Notices of meetings shall be emailed, or USPS mailed to all Members of the Association at least 14 days before the meeting. These meetings shall follow standards for the conduct of meetings as set forth in Robert's Rules of Order.

3.2 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or by written request of the majority of Members of the Association, at any time. The meeting requestor shall state the purpose of the meeting and provide at least seven days prior notice.

3.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) one vote per lot, (2) to hold elective or appointive office, and (3) to serve on committees as may be established.

3.4 Quorum. 25% of the Members of the Association shall constitute a quorum. Absent a quorum, the business conducted is not considered official. Attending Members should adjourn the meeting for at least ten (10) days and reschedule the meeting providing adequate notice as described in Section 3.1 of this Article.

3.5 Proxies. Members of the Association may vote in person, electronically (if a virtual voting process is available), or by notarized proxy. Every proxy shall be in writing, signed by the Member or by their attorney-in-fact, and filed with the Association Secretary before the scheduled meeting. No proxy shall be valid effective for a period longer than 30 days at any one (1) time unless earlier revoked by the Member, except as otherwise provided by law.

**ARTICLE IV
BOARD OF DIRECTORS**

4.1 Composition. The Association's Board of Directors shall be composed of the four elected Officers and the three Architectural Control Committee members. The total number of Directors to constitute the entire Board must be seven. As used in these Bylaws, "entire board" means the total number of Directors which the Association would have if there were no vacancies.

4.2 Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs, to perform the Association's responsibilities, and to exercise its rights as set forth in these Bylaws, the Declaration, and the Articles, provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors has the power to:

- a. manage, control and restrict the use of the Common Areas of the community and the conduct of the Association Members and their guests by adopting and publishing rules and regulations, and establishing penalties to enforce any lack of compliance
- b. suspend a Member's voting rights if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations
- c. exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, Articles of Incorporation, or the Declaration
- d. require the resignation of a Member of the Board of Directors in the event of a Board Member's three consecutive unexcused absences to the regular meetings of the Board of Directors
- e. employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions

4.3 Duties. It shall be the Board of Directors' responsibility to:

- a. maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested, in writing, by Members who are entitled to vote
- b. supervise the Association's officers and volunteers to ensure the proper and ethical performance of the assigned duties
- c. as for fully provided in the Declaration, to:
 1. impose the contractual maintenance and other assessments against each Lot/Unit
 2. send written notice of each assessment to all Members of the Association
 3. maintain adequate liability and hazard insurance on all property owned by the Association
 4. indemnify a past or present Director, Officer, or Committee Member of the Association to the extent such indemnity is required or permitted by state law, the Articles, the Declaration, or these Bylaws
 5. cause the Common Areas to be maintained

4.4 Compensation. No Director shall receive compensation for their services. However, by resolution of the Board, Directors may be reimbursed for actual expenses incurred in the performance of their duties.

4.5 Removal of Directors. Any or all of the Directors may be removed for cause by a majority vote of the Members or by the Board's action.

4.6 Resignation. A Director may resign at any time by giving written notice to the Board of Directors, and the resignation shall take effect upon receipt of said notice unless stated otherwise.

ARTICLE V MEETING OF BOARD OF DIRECTORS

5.1 Regular Meeting. Regular meetings of the Board shall be held quarterly, as needed.

5.2 Special Meetings. Special meetings may be called by the Board President or upon the request of any member of the Board of Directors. The purpose of the meeting shall be stated in the meeting notification.

5.3 Quorum of Directors. A majority of the members of the entire Board shall constitute a quorum.

5.4 Action of the Board. The action of the Board of Directors shall be valid if the required quorum is present at the time of the vote unless otherwise required by law. Each Director present shall have one vote regardless of the number of lots/units, which the Director may own.

5.5 Notice of Meetings. Regular meetings of the Board may be held without notice at such time and place, within Transylvania County, as it may from time to time determine.

5.6 Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or a Board-appointed committee under these Bylaws, the Articles, and the Declaration may be taken without a meeting, only if the action is approved in writing and a resolution is adopted authorizing the action. The written consents and resolution shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE VI OFFICERS AND THEIR DUTIES

6.1 Officers. The Officers of the Association shall be the President, a Vice-President, a Secretary, and a Treasurer.

6.2 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of one year or until their successors are elected.

6.3 Vacancy in Office. A vacancy among the Officers shall be filled by the Officers. Vacancies in the Architectural Control Committee will be replaced in conformance with the Restrictive Covenants. The replacement term of office shall run until the next regular election.

6.4 Removal and Resignation. The Board may remove any officer appointed by the Board with cause. In any event of the death, resignation, or removal of an officer, the Board, in its discretion, may appoint a successor to fill the unexpired term.

6.5 Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws. Some officers may serve on the ACC, only temporarily, as outlined in the Restrictive Covenants.

- A. **President.** The President shall preside at all meetings of the Members and of the Board to ensure that all orders and resolutions of the Board are carried into effect. The President must approve all POA checks exceeding \$5,000.
- B. **Vice-President.** During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the Board shall prescribe. The Vice-President should have complete access to all bank accounts, be familiar with the responsibilities of the Treasurer, and be prepared to provide emergency backup, should it be needed.
- C. **Secretary.** The Secretary shall:
 - 1. attend all meetings of the Association and Board
 - 2. record all votes and minutes of all proceedings in digital formats (e.g., PDF) that facilitate cross-platform distribution
 - 3. give or cause to be given (email or USPS mail) notice of all meetings of Members and special meetings of the Board
 - 4. be responsible for preparing, maintaining, and periodically distributing a Directory of Association Members, indicating names, addresses, and email addresses.
 - 5. maintain and archive all the Association documents and records in a proper and safe, secure manner as required by state law
 - 6. perform such other duties as may be prescribed by the Board, e.g., distribute fee notifications, periodic email or newsletter distributions, etc.
- D. **Treasurer.** The Treasurer shall:
 - 1. have the custody of the Association funds and securities
 - 2. maintain complete and accurate accounts of receipts and disbursements in the Association books
 - 3. deposit all money and other valuables in the name and to the credit of the Association in insured depositories as may be designated by the Board
 - 4. disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper records for such disbursements
 - 5. prepare, or cause to be prepared, the annual financial report

6. render to the President and Board at the regular meetings of the Board, or whenever they require it, an account of all their transactions as Treasurer and the financial condition of the Association
7. render a complete financial report at the annual meeting of the Members
8. be furnished by all Association officers and agents at their request, with such information and statements as he may require as to all financial transactions of the Association
9. perform such other duties as are given to him by these Bylaws or as from time to time are assigned to him by the Board or the President

6.6 Elections. Members shall elect Officers at the annual meeting.

ARTICLE VII OBLIGATIONS OF THE MEMBERS

7.1 Scope of Regulation. All present or future owners, tenants, future tenants, or their employees, or any other person who might use the roads or common areas of Windover Farms subdivision in any manner, are subject to the regulations set forth in these Bylaws, and to rules, and regulations adopted pursuant hereto as necessary to the general health and safety of the residents and the public.

7.2 Bylaw Obligation. The acquisition of any tract or parcel of real property within Windover Farms Subdivision shall signify that these Bylaws and the provisions of the Covenants attached hereto are accepted, ratified, and will be complied with.

7.3 Covenant Obligation. Every Member shall observe as rules of conduct established within the Covenants, which are attached hereto and incorporated herein by reference.

ARTICLE VIII ASSESSMENTS

8.1 Obligation. Members are bound to contribute toward the expenses of maintenance and repairs of the roads and common areas of Windover Farms subdivision and toward any other necessary and related costs, as determined by the Board of Directors, and conferred annually by vote of the Members. No Member may exempt himself from contributing toward such expense by waiver of the use or enjoyment of said roads or common areas. The annual POA Fee (combined Road Fee and other POA fees) shall become due on the first day of January of each calendar year and shall become overdue on the first day of March thereafter.

8.2 Payment. All Members are obligated to promptly pay assessments imposed by the Association to meet all expenses necessary for the proper care, maintenance, and upkeep of all roads as required by the Restrictive Covenants for Windover Farms. Such assessments may also include a general operating reserve to provide a measure of financial stability during periods of special stress/emergencies.

8.3 Reimbursement. An owner shall reimburse the Association for any expenditure incurred in repairing or replacing any common area and facility damaged through his fault. No Member should expect or be granted deferential treatment or services beyond that accorded all owners, as agreed to by a majority vote of the Members.

8.4 Delinquent Assessments. Delinquent assessments may become a lien upon the tract or parcel of real property of each Member, provided by the relevant provisions of the General Statutes of North Carolina, which is incorporated herein by reference. Assessments will be considered delinquent if not paid within sixty (60) days from the notice of assessment.

8.5 Late Fees. All residents receive multiple communications regarding pending POA Fee due dates. If the POA Fee is not paid by March 1, the Board may impose a Late Fee, in addition to the POA Fee that is already due. After the Board takes this action, the Treasurer will then submit a new bill to the lot owner for the overdue POA Fee and the Board-mandated Late Fee.

ARTICLE IX COMMITTEES

The Board of Directors may designate committees from among its Members, each consisting of one or more Directors, by resolution adopted by a majority of the entire Board. Each such committee shall serve at the request of the Board.

ARTICLE X BOOKS AND RECORDS

The Association's books, records, and documents shall at all times be subject to inspection by any Member. Furthermore, all outgoing Officers, Directors, or committee members must relinquish all official documents, records, and any materials and property of the Association in their possession or under their control to the newly elected members within seven days after the election.

ARTICLE XI AMENDMENTS

11.1 Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

11.2 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above unless a later effective date is specified therein.

11.3 Termination. The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon the termination of the Declaration as provided therein. Upon dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations the Owners may have to the Association pursuant to the Declaration.

CERTIFICATION

I--Barbara Odom, Secretary--do hereby certify that the forgoing is a true and exact copy of the Bylaws of Windover Farms Property Owners Association, which were duly revised and adopted at the annual meeting of the Property Owners on October 4, 2021, and that the same have not been amended, altered or rescinded and are still in full force and effect.

This the 6th day of June, 2022

STATE OF NORTH CAROLINA

COUNTY OF TRANSYLVANIA