

BY-LAWS OF THE INDIAN CAMP MOUNTAIN PROPERTY OWNERS ASSOCIATION

SECTION I

The Indian Camp Mountain Property Owners Association, hereinafter called "the Association", shall consist of persons who own one or more tracts of land that have been accepted by the Association.

The purpose of the Association is to maintain the Restrictive Covenants and By-Laws. The Association will meet annually to approve amendments to the Covenants and By-Laws and to elect officers to act on its behalf, as well as to address other pertinent business of the Association.

Officers will include a President, Vice-President, Secretary, and Treasurer (all non-compensated). These officers collectively, along with the Chairperson of the Roads Committee, will henceforth be referred to as the Executive Committee of the Association.

Each officer has duties and responsibilities as outlined in these By-Laws. The officers of the Executive Committee have the collective authority and responsibility to take necessary action in the event any officer fails to perform his/her duties.

All members of committees other than the Executive Committee will be collectively responsible to take necessary action in the event any member fails to perform his/her duties.

AMENDMENTS TO THE BY-LAWS

The By-Laws can be amended only by a 2/3-majority vote of Association members.

THE EXECUTIVE COMMITTEE

1. Consists of the President, Vice President, Secretary, Treasurer, and Roads Committee Chair.
2. Shall each serve a term of office of two (2) years, with President, Secretary, and Roads Chair being elected to serve terms beginning in odd-numbered years, and Treasurer and Vice President serving terms beginning in even-numbered years. Officers may serve as many terms as they are willing to serve and for which they are re-elected. Any officer who chooses not to serve any portion of his/her term will be replaced via Executive Committee action **and** election at the next annual meeting.
3. May have only one member from a given household or family hold elected office during the same term.

4. Has the authority and responsibility to act on behalf of Association members as follows:

- a. Take immediate action on any emergency that pertains to the Restrictive Covenants of the Association. An emergency may be defined as any unanticipated situation that renders our roadways hazardous or unusable. This would include, but not be limited to, damage from storms, floods, fires, accidents, or acts of God.
- b. Review, select and initiate contracts presented by the Roads Committee for routine road maintenance.
- c. Approve action on any unpaid road maintenance fees reported to the Committee by the Treasurer (see item 6. under Treasurer).
- d. Approve by majority (3 out of 5) vote of Committee members all decisions, including expenditures. All decisions must be documented and kept on file with regular minutes of all convened meetings.
- e. Meet at least once per quarter, and a record of time, place, attendance and decisions shall become part of the permanent minutes file.
- f. Maintain a permanent file of minutes of all committee meetings.
- g. Set time, place and date of the annual Association meeting and inform all members through the Secretary's Letter at least 30 days prior to the meeting date, currently scheduled for the third Saturday in the month of October in any given year.
- h. **Covenant Violations:** A property owner who wishes to notify the Executive Committee of a possible covenant violation should put their concerns in writing, with the date of the complaint and their signature. Upon notification or recognition of a possible Restrictive Covenant violation, the Executive Committee will analyze the situation and, if it is determined that a property owner is in violation of a Restrictive Covenant, the Executive Committee will contact the responsible property owner either in person or by telephone in an attempt to resolve the matter. If a mutually agreed upon resolution cannot be determined, the Executive Committee will follow up by certified letter describing the violation, requesting the property owner correct the problem, and specifying a date by which the violation be corrected. If written communication does not result in corrective action and affected property owners want to pursue resolution, they must do so at their own expense.

DUTIES, RESPONSIBILITIES, AND FUNCTIONS OF THE OFFICERS OF THE ASSOCIATION

PRESIDENT

1. Preside over all Association meetings.
2. Preside over all Executive Committee meetings.
3. Be an Ex-Officio member of all other committees (to include voting privileges).
4. Notify all Association members of the names and telephone numbers of persons to contact concerning Association business.
5. Contact all members of the Executive Committee concerning any emergency as defined under "Executive Committee, 4. a." above.
6. Obtain a copy of the minutes from all committee meetings and review them for follow-up and establish a permanent file for the Executive Committee.

VICE-PRESIDENT

1. Assist the President as needed.
2. Function as President in the absence of the President.
3. Maintain current updated list of the following:
 - a. Property Owner's name, address and contact information.
 - b. Each lot by number, acreage, road maintenance fee, and owner.
4. Provide the President, Secretary and Treasurer a current list for road maintenance invoices to be sent to property owners.
5. Be responsible for recruiting members of the Nominating Committee at least 90 days prior to the annual meeting date each year.
6. Contact new POA members welcoming them to the Association and providing them with copies of the By-laws and Restrictive Covenants along with other information deemed of value to new property owners in the development.

SECRETARY

1. Record minutes of all Association and Executive Committee meetings, and maintain a permanent file.
2. Prepare and distribute a mailing no later than 30 days prior to the date of the annual Association members' meeting to report time, date, place, and agenda of the annual meeting. This report shall also include the following:
 - a. Any proposed amendments to the Covenants and By-Laws.
 - b. The Nominating Committee's proposed slate of Officers.
 - c. The Treasurer's Report.
 - d. An up-date on the status of road maintenance and landscaping.
 - e. The status of any reported problems.
 - f. Any other matters that must be voted on.
3. Record attendance and proxy votes at annual meetings.
4. Make copies of all Association meeting minutes and distribute to members of the Executive Committee and to members of the Association.
5. Make copies of all Executive Committee meeting minutes and distribute to members of the Executive Committee.
6. Prepare and mail not later than 30 days prior to due date invoices to property owners from a list provided by the Vice-President. This mailing shall include minutes of the previous annual property owners meeting.
7. Maintain an Association website for members' convenience in accessing information regarding the Association.

TREASURER

1. Maintain a monthly, reconciled checking account.
2. Provide to the Executive Committee a monthly, detailed listing of each check number, purpose, and amount.
3. Provide to the Executive Committee a monthly detailed listing of deposits.
4. Indicate on deposit ticket source of income and file a permanent copy.
5. Obtain current property owner road maintenance fee information from Vice-President in order to verify correct payment.

6. Receive roads maintenance fee payments from property owners and denote payment on list prior to deposit.
7. Report to the Executive Committee all road maintenance fees 30 days past due.
8. Upon direction from the other members of the Executive Committee, shall notify, by registered mail, all property owners whose road maintenance fees are more than thirty days past due. If this courtesy notification is ignored for more than thirty additional days, a lien will be placed on the property and the account placed in the hands of a collection agency. If the delinquent property owner fails to provide the appropriate sum and two or more liens on a lot have accumulated, the matter shall be taken to court for judgment and levy against the subject property. It shall be the sole responsibility of the offending property owner to compensate the Association for any and all attorney's fees and other legal or administrative expenses associated with the collection process.
9. Disburse funds in excess of \$200.00 only upon approval from the Executive Committee, **except** for those disbursements relating to road maintenance work actually performed, in which case approval has already been obtained.
10. Pay bills properly received and approved for payment by the responsible committee member. Such approval is not required for routine monthly bills, which are paid by automatic debit.
11. Provide to area real estate offices and local attorneys an annual notice emphasizing the need to have prospective ICM buyers and closing attorneys contact the Treasurer of the Association and convey pertinent information about the respective property transaction.
12. Contact Vice President with new Association members' information so that he/she can update the Association member list, as well as provide copies of both Association By-Laws and the Restrictive Covenants, along with any other information deemed relevant, to new members.
13. Collect and safeguard Association members' ballots as they are received with annual roads fees. When all ballots have been received, Treasurer, along with at least one other member of the Executive Committee, will count ballots and certify the vote. Treasurer will report the result of any elections or votes via The Association website and will maintain a permanent record of such votes.

ROADS COMMITTEE

1. The Roads Committee will be composed of a minimum of five Association members. The Roads Committee Chairperson will be elected from a slate of nominees at the annual meeting, and the elected Chairperson will appoint, subject to the approval of the Executive Committee, the remaining members of the Roads Committee from nominations and/or volunteers at the Association's annual meeting. Appointed members may

be added to or removed from the Roads Committee at any time by the joint agreement of the Roads Committee Chairperson and the Executive Committee. Each member shall have one vote on all matters coming before the committee.

2. The following are the duties, responsibilities, and functions of the Roads Committee:

- a. Elect by simple majority vote a Vice-Chairperson from the membership of the committee.
- b. The Chairperson will be a member of the Executive Committee.
- c. The Vice-Chairperson will act on behalf of the Chairperson in his/her absence.
- d. The Chairperson will insure that minutes of the committee meetings are recorded and a copy furnished in a timely manner to the President for inclusion in the permanent file.
- e. The Roads Committee shall:
 - 1.) Insure that an inspection by one or more committee members of all roads, culverts, drainage structures, and bridges is conducted at least twice a year.
 - 2.) Take appropriate action on road emergencies by determining the extent of the problem. This information shall be reported to the President as soon as possible, to be followed by a determination of the time and cost for repairs.
 - 3.) Project the needs for proper routine maintenance and upgrading of roads, culverts, drainage structures, bridges, and landscaping.
 - 4.) Utilize a preferred provider that has a proven track record servicing ICM, OR obtain multiple bids, when possible, for all or any portion of maintenance needs. At the discretion of the Executive Committee, an outside firm may be consulted periodically to assess the condition of the roads and the efficacy of the maintenance/upgrade plan in current use.
 - 5.) Present all bids and make written recommendations to the Executive Committee for discussion and approval.
 - 6.) Insure that all work is completed as indicated on the Estimate and Hourly Rate and report on the progress or lack thereof to the Executive Committee.

- 7.) Determine acceptability of contract work completed and whether to accept or reject invoices for such completed work. The Chairperson will forward invoices, both immediate and pending, to the Treasurer.
- 8.) Maintain a file to indicate current status of all contracts or any work to be performed.
- 9.) Prepare a report to be mailed to Association members with the annual road maintenance fee billings, said letter to include the following:
 - a. Status of road maintenance and landscaping, etc.
 - b. Reported problems and status thereof.
- 10.) Establish and maintain Standards for New Roads.

(A new road is defined as any brand-new road, constructed on raw undeveloped land, intended to provide common, shared, and public vehicular access to property within Indian Camp Mountain. The ICM Standards for New Roads would be invoked in the event, for example, a large tract of ICM property is subdivided, as limited by the Covenants, and new public roads are constructed to access the new subdivided properties. Any person building a new road in the Indian Camp Mountain Development must adhere to current North Carolina DOT Standards at the time of development. Plans for new roads must be approved by the Roads Committee, and subsequently, by the Executive Committee prior to construction.)

ELECTIONS AND VOTING

A quorum at any Annual Meeting of the Association shall consist of a simple majority of the possible votes in the Association at that time. **A quorum is required to conduct ANY business of the Association.** Anything put to a vote must pass by a minimum of 50% + 1 vote of that quorum, represented by those present plus proxy votes.

Voting on all business of the Association will take place in two phases:

Phase 1. When the notice of the annual meeting is mailed, it shall include detailed information regarding all business (including proposed changes to by-laws, restrictive covenants, roads fees, or other pertinent matters, and a proposed slate of Executive Committee members) requiring approval of Association members.

At the annual meeting, attending Association members may discuss and amend the language of proposed changes and present nominations for officers from the floor (provided nominee agrees to be considered).

At the end of the discussion period, attending members (including proxy votes) will agree on final form of written proposals and the proposed slate of officers.

Phase 2. Proposals in their final form, and the final proposed slate of officers, will be mailed in the form of a ballot along with the roads fee invoice. Members should vote on the slate of officers, as well as any other matters that require approval, and return their ballots with payment for the annual roads fee. Those who use on-line banking to pay roads fees should submit their ballots by separate mail. Property owners may cast one vote for each annual road fee that they are assessed (i.e., lots of more than 24 acres are assessed two road fees, thus those owners would have two votes).

Votes must be received by January 15 (deadline for roads fee collection) to be counted. When all ballots have been collected, at least two Executive Committee members will count and record the votes. All measures must pass by a minimum of two-thirds (2/3) of the voting members.

The outcome of all voting will be announced on the Association website and can also be obtained from any Executive Committee member through email or by telephone.

New officers will assume their positions with the first quarter's Executive Committee meeting.

The Association will use Robert's Rules of Order in conducting the annual meeting.

NOMINATING COMMITTEE

The Nominating Committee, consisting of a minimum of three Association members, shall be appointed by the Vice President of the Executive Committee.

The appointment of the Nominating Committee will take place at least 90 days prior to the Annual Meeting of the Association. The Executive Committee will provide general guidance to the Nominating Committee, but in no case shall the Executive Committee attempt to exert any influence on the Nominating Committee regarding personalities or selection of individual nominees. Any property owner in arrears to the Association is not permitted to hold elected office or any appointed position. Only one member of a family or household at a time may hold elected office. All current members of the Executive Committee should be contacted to determine whether any or all agree to stand for re-election.

The Nominating Committee shall present to the Executive Committee a slate of nominees for Association Officers (President, Vice-President, Secretary, Treasurer, and Roads Committee Chairperson) no less than 45 days prior to the annual meeting.

SECTION II

MEMBER RESPONSIBILITIES

1. Members of the Association are expected to pay their annual roads fee by date due each year.
2. When possible, Association members should clear out culverts near their property. Clear culverts divert water away from roadways, prolonging the life of the roads and saving the Association the cost of hiring professionals to do the clearing.
3. Members of the Association should make every effort to attend the annual meeting each year in October. Those unable to attend the meeting should provide a signed proxy to an Executive Committee Member, or another Association member who will be attending the meeting, to represent their interests and vote on their behalf. Without a quorum (in person and by proxy), Association business cannot be conducted.
4. Whenever a home or lot owner sells his/her property, the seller shall promptly notify the Association's Treasurer of the closing date of the sale, along with the name, address, and telephone number of the buyer. Similarly, the buyer should establish contact with the Treasurer as soon as practicable after taking possession of his/her property. This assures that the appropriate party will receive subsequent correspondence.
5. It is important that Association members read, understand, and abide by the Restrictive Covenants. If they have not received a copy of the Restrictive Covenants and/or By-Laws, they should contact a member of the Executive Committee and request a copy.
6. It is essential that all members of the Association maintain the security of the development. Therefore, Association members should be judicious about sharing the gate code to allow only trusted individuals and contractors access to Indian Camp Mountain.
7. A homeowner who enters into a long-term (more than three months) rental agreement on his/her property shall inform the Vice President and provide necessary contact information for this tenant as soon as practicable after executing the lease, which lease includes a reference to provisions of the Association By-Laws and Restrictive Covenants.
8. If an issue arises on a particular lot that adversely affects the Association's roadways, the property owner of that lot is obligated to work with the Executive Committee to address the problem to see that it is corrected.
9. Property owners who elect to combine two or more lots shall obtain a new deed from the Transylvania County Property Tax office reflecting such combination and shall provide a copy of the new deed to the Association Treasurer before a roads fee adjustment will be made.