

## ARTICLE I

### TYPES OF MEMBERSHIPS, VOTING RIGHTS AND DUES

#### Section 1. Classification of Membership

There is only one class of membership in the Miller Mountain Property Owners Association, referred here as the MMPOA. This is a *Regular Membership*. From this group of members, officers of the MMPOA are elected by the members. These officers constitute the Board of Directors (BOD) of the association.

#### Section 2. General Rules Pertaining to the Members

The following rules apply to all members of the POA:

1. The Board of Directors of the MMPOA is charged to establish the dues structure of the association, with appropriate such categories as they deem appropriate. The dues can be changed from time to time, as deemed necessary by the BOD. However, any increase in dues greater than ten (10%) percent annually *must* be approved by two thirds of the members actually voting in person or by proxy for such an increase. (See Article 7, §7.3, Page 8 of the MMPOA Covenants document). The required quorum for modifying the MMPOA dues is stricter than the normal meeting quorum, as described later in Article 2, §3 of these By-Laws. For an increase in the dues, or for a one-time special assessment recommended by the BOD, the presence at the meeting of members or proxies entitled to cast sixty (60) percent of all of the votes of the membership shall constitute a quorum. (See Article 7, §7.7, Page 9 of the MMPOA Covenants document). Whenever the word "dues" appears in these By-Laws, it shall also mean and include the term "assessments".
2. The assessment for the yearly dues set by the BOD is to be applied to *each numbered and duly recorded lot owned by a member and his or her family*. As mentioned in Article VI §12 of these By-Laws, adjoining lots owned by a single MMPOA member may be combined into a single lot for any purpose. Such a combination of lots, however, shall not relieve the property owners from the requirement of paying Association dues or assessments on each of their *original numbered lots*, as shown in the Miller Mountain property plats for MM Sections I, II, III, or IV. Any member who becomes delinquent for more than thirty days in the payment of the yearly dues will automatically be suspended as a member and can only be reinstated by paying all delinquent dues and fees in full. All delinquent accounts will accrue an eighteen percent (18%) yearly interest fee, compounded monthly (See Article 7, §7.10, Page 9 of the MMPOA Covenants document). A continued refusal to pay will result in a lien being placed against the member's property and recorded with the Polk County Registrar of Deeds. During such suspension, a member will have neither voting rights nor the privileges of using the MMPOA facilities.
3. Each member, and his or her household, are entitled to use and enjoy all facilities owned and operated by the MMPOA. The member's household is defined as his spouse or

partner, together with dependent relatives making their permanent home with the member.

4. In the event the title to any lot or living unit is in two or more persons names (other than husband and wife), then only one of the co-owners will be entitled to membership status, and the co-owners shall designate this person in writing to the POA. However, should co-owners desire membership, they may do so by each paying full annual dues each year.
5. All members in good standing are eligible for election as an officer and member of the Board of Directors of the MMPOA.
6. Members who dispose of their lot or living unit will surrender their membership in the MMPOA.
7. Each purchaser of a lot in the Miller Mountain Development that is subject to a recorded restrictive covenant requiring the owner to become and remain a member of this MMPOA, shall automatically become a member of the MMPOA, and is required to maintain such membership as long as he or she retains such ownership. The same provision applies to each successor in title to the property. If an owner fails to pay the required dues, the delinquent dues will become a lien on his/her property, as described in paragraph 2 above and the MMPOA can enforce this lien by court proceedings. Regular members each have one vote for each recorded lot they own in conducting the affairs of the MMPOA.
8. Any person who is the owner of a lot or parcel of land adjoining Miller Mountain, and who is not required to be a regular member of the MMPOA, may become a regular member subject to approval by the Board of Directors of the MMPOA. Final approval for membership in the MMPOA for such owner, required such owner (or co- owners) to subject his/her lot to the recorded declaration of covenants and restrictions of Miller Mountain by the execution and recording of the appropriate documents with the Polk County Registrar of Deeds, and the Polk County Tax Office. Upon formally joining the MMPOA, such new members will pay the same yearly dues and assessments as do the members of the association.

### **Section 3. Guest Privileges**

Any member who is entitled to the use and enjoyment of the MMPOA facilities may be accompanied their invited guests in the use of these facilities. The MMPOA may exclude or limit the number of guests for special functions. Members will be responsible for the activities of their guests while they are on the mountain and using the MMPOA facilities.

## ARTICLE II

### MEMBERSHIP MEETINGS

#### **Section 1. Place of Holding Meetings**

All meetings of the members will be held at an appropriate facility within 30 miles of Miller Mountain, as designated by the Board of Directors of the MMPOA.

#### **Section 2. Annual Election of Officers**

The annual meeting of members for the election of Officers of MMPOA and the transaction of other business will be scheduled to be held during the fourth quarter of each year, with the specific date being set by the Board of Directors. At each annual meeting, the members entitled to vote shall elect the officers of the association, and transact other corporate business as stated in the notice of the meeting. The voting may be conducted by a voice ballot if only one candidate is running for an office; however, if there are two or more candidates, the voting will be by a secret ballot.

Details of the time or place of meeting for the election of officers, as described in these By-Laws, will be provided to the membership not less than fifteen (15) days before the day the election is to be held. However, if the meeting involves a vote on a proposed change of the yearly POA dues (assessment) or a special one-time assessment, the meeting notification must be made at least thirty (30) days in advance. (See the MMPOA Covenants, Article VII, Sections 7.3 and 7.4.)

In the case of a change in the meeting date or time, a notice to this effect will be given to each member entitled to vote. This meeting change notice can be either in person, by mail to his or her last known post office address, or by e-mail, no later than ten (10) days before the revised meeting data, unless said member elects to waive such notice or has planned to attend such meeting by proxy.

#### **Section 3. Quorum**

Except as provided in the next section, a quorum for the transaction of business at a yearly membership meeting of the MMPOA, or at any other special meeting, shall be at least 25% of the total members entitled to vote.

#### **Section 4. Adjournment of Meetings**

If less than a quorum is attendance at any time when a meeting is scheduled and held, after the lapse of at least a half an hour the meeting can be adjourned by a majority vote of the members present or represented and entitled to vote by proxy. Following such an adjourned meeting, a notification can be sent by the MMPOA board of directors to all members entitled to vote, providing a statement of the purpose of the previously adjourned meeting, the fact that the previous meeting failed for lack of quorum, and that under the provision of this section, it is

proposed to re-hold the adjourned meeting with a new quorum of those present at the earlier meeting. Then ,any number of members, in person or by proxy, shall constitute a quorum at the new meeting, unless otherwise provided by statute.

#### **Section 5. Special Membership Meetings**

Special meetings of the MMPOA members may be called for any purpose. These meetings may be initiated by a majority of the Directors, or by ten percent (10 %) of the members entitled to vote.

#### **Section 6. Notice of Special Membership Meetings**

A special meeting notification, stating the place and time of the meeting, and the purpose or purposes for which the meeting is called, will be sent to each MMPOA member entitled to vote by MMPOA board of directors. Such notification may be done verbally by telephone, by mail to his/her last known Post Office address, or by e-mail to their last known e-mail address, and will at least five (5) days before the meeting. Notice of the time and place of meeting and the purposes of the special meeting may be waived in writing, or by the member simply attending the meeting.

## ARTICLE III

### OFFICERS AND DIRECTORS

#### **Section 1. Number, Terms, Quorum**

There are five (5) *Elected Officers* in the MMPOA: President, Vice President, Secretary, Treasurer, and Past President. These officers of the MMPOA collectively form the *Board of Directors* of the organization. Each of these officers shall be elected by a direct vote of the members in good standing at an annual membership meeting. In addition to these elected officers, the President, with Board of Directors approval, will *appoint* the Chair of the Roads Committee, who will become the sixth voting member of the MMPOA Board of Directors.

Each of the six (6) members of the Board of Directors (or “officers”) has one (1) vote on matters to come before the Board of Directors. The terms for each of the elected officers shall be for a period of two (2) years, with the offices of the President and Treasurer and the Vice President and Secretary being staggered so that a completely new group of officers is not elected every two years.

A majority of the directors (4) constitutes a quorum for the transaction of business at Board meetings. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present can adjourn the meeting until a quorum can be obtained. No further meeting notice is required, than an announcement at the meeting that it is adjourned. A simple majority of a vote by the attending members of the Board of Directors is required for the passage of any measure. Should the vote be tied, then the measure fails to be passed.

The Directors may meet by conference telephone in respect to any corporate matter and an action approved in this manner is valid. If desired, the BOD is empowered to create an ad-hoc Executive Committee of the Board, and authorize them to gather information as required and to report to the Board with their recommendations.

An action taken by a majority of the Directors without a board meeting in respect to any corporate matter is valid. In this case, all members of the Board must sign and file with the Secretary for inclusion in the corporate minutes book, a memorandum showing the nature of the action taken, and further showing that each member of the Board consented to the Board acting informally in respect to such matter. Also this memorandum must show the names of the Directors who approved the action and the names of those who opposed it.

#### **Section 2. Election of Officers**

There will be an election of officers of MMPOA conducted every year at the annual meeting of the membership. As provided in the previous section, the yearly election shall be for either the President and Treasurer, or the Vice President and Secretary, with each officer being elected for a two-year period. A proposed slate of candidates for the positions to be filled will be developed by the Board of Directors and provided to the membership no later than 15 days prior

to the annual membership, as provided in Article II, §2 of these By-Laws. During this time, nominations for the open officer positions may be submitted to the Secretary of MMPOA for inclusion on the ballot, provided that such nomination is signed by at least ten (10) Members in good standing. As provided in Article II, §2 of these By-Laws, the voting will be by secret ballot, if more than one person is nominated for a particular position.

Given the small number of full-time residents in the Miller Mountain Development, it is impractical to *require* that all elected officers of the MMPOA be full-time residents in the development. However, in proposing a slate of candidates for the elected officers, the Board of Directors shall attempt to nominate at least one local resident for a board position. Ultimately, the residency of any candidate, as well as the suitability of the candidate for a board position, shall be determined by the voting of the MMPOA members in the annual election.

The election of said officers will be conducted by a voice vote of all members entitled to a vote, and will also include the proxy votes that may have been provided to the Board or to other members. A simple majority of votes will decide the election of the officers, provided that the quorum described in Article 2, §3 is met. Upon election, the new officers are immediately members of the Board of Directors.

### **Section 3. Regular Meetings of the Board of Directors**

Regular meetings of the Directors may be held at such places and times as determined by resolution of the Directors.

### **Section 4. Special Meetings of the Board of Directors**

Special meetings of the Board may be called by the President or by the Secretary on their own motion, or on the written request of any two (2) Directors with a seven day notice to each Director.

### **Section 5. Place of Meetings of the Board of Directors**

Directors may hold their meetings at any location that they select.

### **Section 6. Responsibilities of the Board of Directors**

The Board of Directors is empowered to conduct the business of the MMPOA. Their actions are subject to the restrictions imposed by law, by the Covenants of MMPOA, and by these By-Laws.

The following specific responsibilities are given to the Board of Directors:

1. To adopt and alter a common seal of the association.
2. To make and change regulations consistent with these By-Laws for the management of the association's business and affairs.

3. To purchase or otherwise acquire for the association any property rights or privileges which the association is authorized to acquire.
4. To pay for any property purchased for the association, either wholly or partly in money, stock, bonds, debentures, or other securities of the association.
5. To borrow money and to make and issue notes, bonds, and other negotiable agreements.
6. To remove any officer for cause or summarily without cause, and at their discretion, from time to time, to temporarily transfer the powers and duties of any officer to another person.
7. To appoint and remove, or suspend, such subordinate officers, as they deem necessary.
8. To confer upon any officer of the association the power to appoint, remove and sign bills, notes, acceptances, endorsements, checks, releases, receipts, contracts and other instruments.
9. To determine who is to be authorized to assign or transfer any shares of stock, bonds or other securities on the association's behalf.
10. To delegate powers of the Board for conducting of ordinary business of the association to any standing or special committee, or to any officer or agent.
11. To call special meetings of the membership for any purpose or purposes.

## **Section 7. Specific Responsibilities of Officers**

### **1. President**

The President will preside at all meetings of the directors and act as chairman at and all meetings of the membership. He/she shall have the power to do the following:

- call special meetings of the members and directors for any purpose,
- appoint, with the approval of the Board of Directors, a Chair of the Roads Committee, who will serve as one (1) of the six (6) members of the Board of Directors,
- appoint and discharge, subject to the approval of the Board of Directors, employees and agents of the association, and determine their compensation,
- make and sign contracts and agreements in the name of the organization, with the approval of the Board of Directors,
- render such aid and assistance in the general management and control of the business affairs of the association as he/she shall from time to time be called upon to render,
- generally do and perform all acts incident to the office of President which are authorized or required by law, and
- appoint various other Committee Chairs as needed, with the approval of the Board of Directors.

In addition, when the directors and/or committees are not in session, the President has general management control of the business and affairs of the association. His/her responsibilities in this regard are:

- power to call special meetings of the members and directors;
- appoint and discharge employees and agents of the association, subject to the approval of the directors;
- insure that the books, reports, statements and certificates required of the association by the rules under which the association is organized are properly kept, made and filed according to law,
- generally do and perform all acts incident to the office of President, or which are authorized or required by law.

Notwithstanding the powers of the President listed above, the President shall secure Board of Directors approval for any expenditure planned of MMPOA funds in *excess* of \$1000.

The President shall have the power to delegate the above powers and responsibilities to such person or persons as he/she shall deem advisable from time to time.

## **2. Vice President**

The Vice President will assist the President in the conduct of the Association business, and will have such powers and shall perform such duties as shall be assigned to him/her by the President.

## **3. Secretary**

The Secretary will write and distribute notices of all meetings of the membership and directors, as well as all other notices required by law or by these By-Laws. In case of his/her absence, refusal or neglect to do so, such notice may be given by any person so directed by the President, the directors, or by members who have requested a meeting in a manner provided in Article 2, §5 of these By-Laws. The Secretary will record all the proceedings of the meetings of the association and of the directors in a book to be kept for that purpose, and will perform such other duties as may be assigned to him/her by the President.

## **4. Treasurer**

The Treasurer will have the custody of all funds, securities, evidence of indebtedness and other valuable documents of the association. He/she will receive and give receipts for money paid in or on account of the association, and will pay from the funds on hand the debts of the association as they become due. The Treasurer will enter into the books of the association a full and accurate accounting of all money received and paid out for the association. Whenever required by the President or another Officer, the Treasurer shall render a statement of the cash accounts. The Treasurer shall also keep any other books or records as needed that show a true record of the expenses, losses, gains, assets and liabilities of the association.



## **5. Chairman of Road Committee**

The Road Committee Chairman, who is appointed by the President with the approval of the other elected officers, will serve at the pleasure of the President for the express purpose of overseeing the yearly maintenance of the roads in the development. Duties include the following:

- performing periodic inspections of the roads, right-of-ways, drainage systems and parks to assess the need for maintenance and/or repairs,
- selecting appropriate contractors, with the approval of the Board of Directors, for providing the necessary materials, equipment and personnel for performing the road maintenance, drain cleaning, mowing, and general clean-up,
- negotiating the price for such activities,
- scheduling the road maintenance or other work,
- informing in a timely manner the MMPOA members of any roadwork that may affect the normal use of the roads,
- overseeing and approving the work provided by the selected contractor(s), and
- reviewing and approving the invoices sent for payment by the road maintenance contractor(s).

Prior to the commencement of any road maintenance activity that involves a monetary expenditure of MMPOA funds, the Road Maintenance Chairman shall provide the President and other Board Members a cost estimate of the project and secure permission to proceed with the work.

## **Section 8. Compensation of Directors**

Directors (Officers) shall not receive any salary or other payment for their services as directors. However, by resolution of the Board of Directors, expenses incurred by a Director in the conduct of MMPOA business may be reimbursed by the Treasurer, provided that suitable receipts and documentation are provided. The resolution by the Board of Directors in 1990 to provide an automatic compensation of \$100 to each director for each board meeting is hereby cancelled.

## ARTICLE IV

### RESIGNATIONS AND FILLING OF VACANCIES

#### **Section 1. Resignations**

Any Director, member of a Committee, or any other Officer, may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time it is received by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

#### **Section 2. Filling of Vacancy**

Any vacancy occurring in the Board of Directors, or on a committee of the association, may be filled by the affirmative vote of a majority of the remaining Directors (Officers) though less than a quorum of the Board, and the person so chosen shall hold office for the unexpired term and until his/her successor is duly elected and qualified.

## ARTICLE V

### MISCELLANEOUS PROVISIONS

#### **Section 1. Fiscal Year**

The fiscal year for MMPOA runs from January 1 to December 31.

#### **Section 2. Principal Office**

The principal office shall be established and maintained at:

Miller Mountain POA  
P. O. Box 241  
Lynn, NC 28750

#### **Section 3. Checks, Drafts, Notes**

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed by an authorized officer of the association as determined by resolution of the Board of Directors.

#### **Section 4. Notice-Waiver of Notice**

Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated. Any notice so required shall be deemed to be sufficient if given by any method set forth herein. If mailing is utilized, then by depositing the same in a post office in a sealed, postpaid envelope, addressed to the person entitled thereto at his/her last known post office address, and such notice shall be deemed to be given under these By-Laws when deposited in the post office. Furthermore, if any required notice is sent electronically to an e-mail address provided to the MMPOA by a member, such notice shall be deemed to be given when it is sent to the member and not automatically returned as undeliverable. Notice may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meeting, except as otherwise provided by statute.

## ARTICLE VI

### AMMENDMENTS

The following amendments to the By-Laws have been approved by the membership:

1. Four standing Committees within the MMPOA have been created: Architectural Review Committee, Grounds and Beautification Committee, By-Laws Committee and the Road Maintenance Committee. It is the President's responsibility to oversee these committees. (The first three were adopted in the 1991 Annual MMPOA meeting and the last was created around 1997.)
2. The President has the power to appoint the above-referenced Committee Chairpersons, with the approval of the MMPOA Board. (Adopted in the 1992 Annual MMPOA meeting.)
3. All Committee Chairpersons are required to attend the spring meeting of the MMPOA Board. (Adopted in the 1992 Annual MMPOA meeting.)
4. These By-Laws may only be amended at a regular annual MMPOA meeting with the approval of at least two-thirds of those members attending the meeting, assuming a quorum. (Adopted in the 1994 and later clarified in the 2004 Annual MMPOA meeting.)
5. Any residence constructed on the described property shall have a minimum of 1400 square feet of livable, finished, and heated floor area for a one story house. A two story house or split level house shall have a minimum of 1800 square feet of livable, finished, and heated floor area. (Adopted in the 1992 Annual MMPOA meeting.)
6. No television dish antenna greater than 39 inches in diameter may be placed on property owned by MMPOA members. (Adopted in the 1992 Annual MMPOA meeting.)
7. A \$500 road maintenance fee shall be charged for each new home construction project started by MMPOA property owners. (Adopted in the 2003 Annual MMPOA meeting.)
8. Mercury vapor (or other high-intensity lights) that are lit all night long shall not be installed on or at any MMPOA residence. (Adopted in the 2005 Annual MMPOA meeting.)
9. Annual MMPOA dues are increased to \$370 per numbered lot. (Adopted in the 2010 Annual MMPOA meeting.)
10. Non-POA members should not receive minutes from MMPOA meetings or any other information or communications designed exclusively for the MMPOA. (Adopted in the 2010 Annual MMPOA meeting.)
11. Late dues or other assessments made by the POA will be due and payable within 30 days of being invoiced and sent to the POA members. After that date, a 10% late fee will be

assessed, and the unpaid balance will begin to accrue interest at the rate of 1.5% per month (18% per year), per Article VII, §7.10 of the MMPOA Covenants. (Adopted in an MMPOA Board meeting on Jan. 29, 2011.

12. POA members with multiple adjoining lots are free to combine their original, numbered lots into a single lot, for any purpose, as provided in Article II, §2.1 of the MMPOA Covenants. This combination requires changing the Polk County Tax Assessors documentation to reflect a single combined parcel for tax assessment purposes, and a formal recording of a single combined deed in the name of the property owners at the Polk County Registrar of Deeds Office. Such a combination of lots, however, shall not relieve the property owners from the requirement of paying Association dues or assessments on each of their original numbered lots, as shown in the Miller Mountain property plats for MM Sections I, II, III, or IV, which have been combined in this manner. (Clarification made in the MMPOA Board meeting on Jan. 29, 2011.)