BYLAWS
Last Resort Colony Homeowners Association

ARTICLE I
GENERAL PROVISIONS

1.1 Name and Location. The name of the corporation is Last Resort Colony Homeowners Association, Inc., which is a North Carolina nonprofit corporation (the "Association"). The principal office of the Association shall be located in Buncombe County, State of North Carolina, at the residence of the Treasurer, but meetings of Members and Board of Directors may be held within the state of North Carolina, Buncombe County, or electronically on-line, as may be 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 *Restatement of Declaration of Restrictive Agreements for Last Resort Colony* and the North Carolina Nonprofit Corporation Act ("the Act").

1.3 Fiscal Year. The fiscal year of the Association begins on the date of incorporation and each and every subsequent year shall begin on the first day of January and end on the last day of December.

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.

1.5 Electronic transactions. For purposes of applying Article 40 of Chapter 66 of the General Statutes to transactions under the Act, the Association may agree to conduct a transaction by electronic means through this provision.

ARTICLE II
MEETING OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held each year at such place and time as the Officers and Board of Directors may designate. The purpose of the annual meeting shall be for electing a board of directors, electing officers, updating the members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of meetings shall be emailed or mailed to all Members of the Association at least 30 days before the meeting.

2.2 Special Meetings. Special meetings of the Members may be called by the Chairperson, the Board of Directors, or within 30 days after the holders of at least ten

percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Notice of any special meeting shall be fair and reasonable and provided in accordance with the Act.

2.3 Eligibility to Vote. For the purposes of these Bylaws, the term "Member" is defined to mean the person, or persons, corporation or other entity or entities which individually or collectively are the title owner(s) of a Lot as defined in the Declaration. To the extent that a Lot is owned by multiple individuals, these persons shall collectively be considered the "Member" and the multiple owners shall designate one individual to cast the vote allocated to the Lot. Each member is generally entitled to one vote on each matter voted on by the members. All members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and (3) serve on committees as may be established. A member is in good standing when he/she is in compliance with the Association's Declaration of Restrictions and has paid all of his/her financial responsibilities to the Association.

2.4 Quorum. Eight (8) Members of the Association shall constitute a quorum.

2.5 Proxies. Members of the Association may vote in person (or on-line during the meeting if the meeting has on-line participants) or by proxy in all meetings of Members. Every proxy shall be in writing, signed by the Member or his/her attorney-in-fact, or in personal email, and filed with the association secretary before the scheduled meeting. No proxy shall be valid effective for a period longer than ten (10) days any one (1) time unless earlier revoked by the Member, except as otherwise provided by law.

ARTICLE III
BOARD OF DIRECTORS

3.1 Composition. The total number of Directors shall be five (5). All Directors shall be owners of Residential Lots within the Property. No more than one owner, at a time, from a single Lot can serve on the Board.

3.2. Term. At the initial meeting of the members, the membership shall vote to elect five initial (5) Directors. The two (2) persons receiving the highest number of votes at the initial meeting, shall serve for a term of three (3) years; the two (2) persons receiving the next highest number votes, shall serve for a term of two (2) years, and the person receiving the next highest amount of votes shall serve for a term for (1) year from that initial meeting. Thereafter, at each subsequent annual meeting, the membership shall vote to elect Directors for the positions becoming vacant and all subsequent terms shall be for a term of three (3) years. The purpose of this provision is to stagger the terms of Directors, to provide continuity for the Community, so that no more than two (2) new Directors are voted onto the Board at one time.

3.3 Powers. The corporation shall act through its Board. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and 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. Specifically, but not limited to, the Board of Directors have 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 according to the Association's Declaration of Restrictions, and establishing a monetary penalty, (amount subject to membership approval) to enforce any lack of compliance;

B. suspend a Member's voting rights and the right to use the Common Areas 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 Declaration;

C. exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, Articles of Incorporation, or the Declaration;

D. employ and supervise managers, attorneys, independent contractors, or such other employees as the Board of Directors may deem necessary to perform its functions.

3.4 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 proper and ethical performance of the assigned duties;

C. As more fully provided in the Declaration, to:

1. impose assessments against each Lot/Unit;

2. send written notice of each assessment to all Members of the Association;

3. upon written request, shall provide to a Lot owner or the Lot owner's authorized agents a statement setting forth the amount of unpaid assessments and other charges against a Lot. The statement shall be furnished within 10 business days after receipt of the request and is binding on the association, the executive board, and every Lot owner. The association, its managers, or its agents may charge a reasonable fee for providing statements of unpaid assessments, not to exceed two hundred dollars ($200.00) per statement or request, and an additional expedite fee in an amount not exceeding one hundred dollars ($100.00) if the request for a statement is made within 48 hours of closing;

4. maintain adequate liability and hazard insurance on all property owned by the Association;

5. cause the Common Areas to be maintained.

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

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

3.7. Vacancy. If a vacancy occurs on a board of directors, including, without limitation, a vacancy resulting from the failure by the members to elect the full authorized number of directors, the vacancy may be filled:

A. By the members entitled to vote for directors;

B. By the board of directors; or

C. If the directors remaining in the office constitute fewer than a quorum of the board, by the affirmative vote of a majority of all the directors, or by the sole director, remaining in office.

D. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date under N.C.G.S. 55A-8-07(b) or otherwise) may be filled before the vacancy occurs but the new director shall not take office until the vacancy occurs.

ARTICLE IV
MEETING OF BOARD OF DIRECTORS/TRUSTEES

4.1 Regular Meeting. A regular meeting of the board shall be held prior to the annual meeting.

4.2 Special Meetings. Special meetings may be called by the chairperson and shall be called upon the written request of three (3) members of the Board of Directors. The purpose of the meeting shall be stated in the call and at least three (3) days written notice shall be given.

4.3 Quorum of Directors. A majority of the directors in office immediately before a meeting begins shall constitute a quorum.

4.4 Action of the Board. The act 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 he or she may own.

4.5 Notice of Meetings. Meetings of the Board may be held without notice at such time and place, within the North Carolina state, or electronically on-line, as it may from time to time be determined by the Board.

4.6. Meeting Attendance. Board meetings are open for attendance to all Members, however only board members may participate in the meeting. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.7 Action Without a Meeting. Any action required or permitted by the Act to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. To the extent the corporation has agreed pursuant to N.C.G.S. 55A-1-70, a director's consent to action taken without meeting may be in electronic form and delivered by electronic means.

ARTICLE V
OFFICERS AND THEIR DUTIES

5.1 Officers. The officers of the Association shall be the chairperson, a secretary and a treasurer. The officers of the Association shall be selected from and appointed by the Board following the annual meeting of the membership at which the Directors are elected.

5.2 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 (1) year or until their successors are elected. No officers shall serve more than six (6) consecutive terms in the same office.

5.3 Vacancy in Office. A vacancy in any office shall be filled by the Board of Directors.

5.4 Removal and Resignation. In any event of the death or resignation of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

5.5 Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws.

A. Chairperson. The Chairperson shall be the chief executive officer of the corporation and 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.

B. Secretary. The Secretary shall:

1. attend all meetings of the Association;

2. record all votes and minutes of all proceedings in a book to be kept for that purpose;

3. give or cause to be given notice of all meetings of Members and of special meetings of the board;

4. be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;

5. maintain all the Association documents and records in a proper and safe manner as required by state law; and

6. perform such other duties as may be prescribed by the Board.

D. Treasurer. The Treasurer shall:

1. serve as the custodian of all physical, historical and current books, records, and documents;

2. have the custody of the Association funds and securities;

3. maintain complete and accurate accounts of receipts and disbursements in the Association books;

4. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board;

5. disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

6. render to the Chairperson and board at the regular meetings of the board, or whenever they require it, an account of all her/his transactions as Treasurer and of the financial condition of the Association;

7. render an annual financial report at the annual meeting of the Members if so requested;

8. be furnished by all Association officers and agents at his/her request, with such reports and statements as he/she may require as to all financial transactions of the Association; and

9. perform such other duties as are given to him/her by these Bylaws or as from time to time are assigned to him/her by the board or the Chairperson.

ARTICLE VI
COMMITTEES

The Board of Directors may designate, from among its members and members of the Association, special committees, each consisting of two (2) or more persons, at least one (1) of which is a Director. Such committees may be created by resolution adopted by a majority of the Board. Each such committee shall serve at the pleasure of the Board and have such authority and responsibilities as granted by the Board subject to the parameters allowed by the Act, set forth in N.C.G.S § 55A-8-25.

ARTICLE VII
BOOKS AND RECORDS

The Association's books, records and documents may be subject to inspection by any Member at the principal office of the Association. A Member may make arrangements with the Treasurer, at a time convenient to both, to review the records. Furthermore, all outgoing officers, directors, or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within 30 days after the election.

ARTICLE VIII
AMENDMENTS

8.1 Amendment. These Bylaws may be amended, at a regular or special meeting of the Members. Proposed amendments must be affirmed by members who hold at least seventy-five percent (75%) of the eligible votes of the Association. Votes (one per Lot) can be presented in person, on-line, if the meeting is on-line, by personal email, or by proxy in such manner as may be determined by the Board at the time of such vote. Following any amendment, the Bylaws, as newly amended are to be verified and executed by the presiding Chairperson and attested to by the then current Secretary.

8.2 Conflict. In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control. If any conflict exists between the Articles and these Bylaws, the Articles shall control. In the case of any conflict between any of the governing documents and the statutes of the State of North Carolina, the State statute shall prevail.

8.3 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.

8.4 Termination. The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon a 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.

These Bylaws were duly adopted by the Members of the Association at the initial meeting of the membership of the Association on this the _____ day of _____ _____, 2022.

Last Resort Colony Homeowners Association

By: _____

Chairperson

_____

Attest: _____

Secretary