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Karen S. Hardesty

Carteret County, NC

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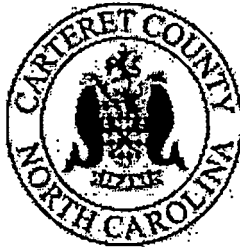
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Karen S. Hardesty

Register of Deeds



302 Courthouse Square,

Beaufort, NC 28516

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of Pages.

AMENDED AND
RESTATED BY-LAWS OF
BAY HARBOR VILLAGE
ASSOCIATION, INC.

On March 25, 2023, these By-Laws were Amended and Restated at a regular meeting of the Members, by a vote of a majority of Members present in person or by proxy.

ARTICLE I

NAME AND LOCATION. The name of the corporation is BAY HARBOR VILLAGE ASSOCIATION, INC., hereinafter referred to as "Association". The principal office of the corporation shall be located at Morehead City, North Carolina but meetings of Members and directors may be held at such places within Carteret County, North Carolina, as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to Bay Harbor Village Association, Inc., its successors, and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants of Bay Harbor Village Association, Inc., and such additions thereto as may hereinafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to any plot of subdivided land shown upon any recorded subdivision map of the Properties.

Section 4. "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.

Section 5. "Declaration" shall mean and refer to the Declaration of Covenants and Restrictions applicable to the Properties recorded in the Office of the Register of Deeds of Carteret County, North Carolina, in Book 572, page 342, and amended in Book 590, Page 342 329 and Book 790, Page 81.

Section 6. "Member" shall mean and refer to those persons entitled to Membership as provided in the Declaration.

Section 7. "Common Area" shall mean owned or maintained shared space, or easement of shared space.

ARTICLE III
MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of Members shall be held within the first quarter of the Association's fiscal year and must be concluded by the final day of March of said year, or otherwise in the event of special or extenuating circumstances.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written or electronic request of the Members who are entitled to vote one-fourth (1/4) of all of the votes of the Membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing (postage prepaid) or electronically transmitting a copy of such notice, at least 30 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 purposes 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.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-third (33%) of the votes 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 at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 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. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION: TERM
OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) directors.

Section 2. Term of Office. At the first meeting the Members shall elect three (3) directors for a term lasting through date of the first regular annual meeting and at each annual meeting thereafter the Members shall elect three (3) directors for a term of one year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director; his/her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his/her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5. Action Taken Without 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 the 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 V ELECTION OF DIRECTORS

Section 1. Candidates. A candidate for the Board of Directors shall be an Owner of a Lot in Bay Harbor Village. Only one (1) owner from each Lot may serve on the Board of Directors. Two (2) months' prior to the annual meeting, the Board of Directors will request from the Owners the names of those persons requesting to be put on the ballot, and such persons shall be added forthwith.

Section 2. Election. Election to the Board of Directors shall be at the annual meeting. 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. Cumulative voting is not permitted.

ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than annually at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meeting. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 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 VII
POWERS AND DUTIES OF THE BOARD OF
DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) 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;
- (b) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (c) 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 regular meetings of the Board of Directors; and

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) 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;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) as more fully provided in the Declaration, to:
 - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written or electronic notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) 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.

(d) 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;

(e) procure and maintain adequate liability and hazard insurance on the directors and officers of the Association, as well as upon such property as is owned by or may be hereafter acquired by the Association, from time to time.

ARTICLE
VIII
OFFICERS AND THEIR
DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president, who shall at all times be Members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 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.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 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 perform such duties as the Board may, from time to time, determine.

Section 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, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 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 other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) 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.

Secretary

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board.

Treasurer

(c) 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 of account; and shall prepare an annual statement of income and expenditures to be presented to the Membership at its regular meeting, and deliver a copy of each to the Members.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint the Architectural Control Committee. The Board shall also develop and maintain Architectural Control Guidelines to be used when reviewing requests for improvements. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business 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.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special 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 eight percent (8%) per annum, and the Association may bring an action at 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 waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII
TAX STATUS

The Association elects to have tax exempt status under Section 528 of the Internal Revenue Code, and under NCGS§ 105-130.11(a)(11). No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation. The Association shall, at all times comply fully with such statute and Code section, as same may be amended, and with all rules and regulations pursuant thereto.

ARTICLE XIII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of Members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these 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 XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day in January and end on the 31st day of December every year.

IN WITNESS WHEREOF, the Association has caused this instrument to be executed by its duly-elected officers, by direction of its Board of Directors, the day and year first above written.

BAY HARBOR VILLAGE ASSOCIATION, INC

BY: *Diana Lynn Snow*
President

STATE OF NORTH CAROLINA
COUNTY OF CARTERET

I, a Notary Public of the aforesaid County and State, do hereby certify that Diana Lynn Snow personally came before me this day and acknowledged that she is President of BAY HARBOR VILLAGE ASSOCIATION, INC, a North Carolina corporation and signed the foregoing instrument.

Witness my hand and official stamp or seal, this 05 day of March 2024.

Jill E. Cramer
Notary Public

My Commission Expires: 07/24/2027 *Jill E. Cramer*

