

## BY-LAWS OF THE TALL PINES PIER ASSOCIATION

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### **ARTICLE I – NAME**

1.1 The name of this organization shall be TALL PINES PIER ASSOCIATION hereinafter referred to as the “ASSOCIATION.”

### **ARTICLE II – LIMITATIONS OF STANDING RULES**

2.1 Any provisions in these Standing Rules which are in conflict with the current laws of the State of North Carolina or the Federal Government of the United States shall be null and void.

### **ARTICLE III – ORGANIZATION**

3.1 The composition of the organization the Association shall set forth as follows:

3.2 The Association Executive committee shall consist of a minimum of three (3) officers consisting of:

A. Association President - The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Lot Owners and of the Executive Board. He or she shall have all of the general powers and duties which are

incident to the office of resident of a non-profit corporation organized under the laws of the State of North Carolina, including but not limited to the power to appoint committees from among the Lot Owners from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Association. He or she may fulfill the role of Treasurer in the absence of the Treasurer. The President, as attested by the Secretary, may cause to be prepared and may execute amendments to the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

B. Association Vice President - The Vice President shall take the place of the President and perform his or her duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Executive Board shall appoint some other Director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as may be imposed upon him or her by the Executive Board or by the President.

C. Association Secretary/Treasurer –

1. Secretary duties: As secretary this officer shall keep the minutes of all meetings of the Lot Owners and the Executive Board. He or she shall have charge of such books and papers as the Executive Board may direct and he or she shall, in general, perform all the duties incident to the office of Secretary of a non-profit corporation organized under the laws of the State of North Carolina. The Secretary may cause to be prepared and may attest to execution by the President of amendments to the Declaration and the Bylaws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

2. Treasurer duties. As treasurer this officer shall have the responsibility for Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial data. He or she shall be responsible for the deposit of all monies and other valuable effects in such depositories as may from time to time be designated by the Executive Board, and he or she shall, in general, perform all the duties incident to the office of Treasurer of a non-profit corporation organized under the laws of the State of North Carolina. He or she may endorse on behalf of the Association for collection only, checks, notes and other obligations, and shall deposit the same and all monies in the name of and to the credit of the Association in such banks as the Executive Board may designate. He or she may have custody of and shall the power to endorse for transfer on behalf of the Association, stock, securities or other investment instruments owned by or controlled by the Association or as fiduciary for others.

**ARTICLE IV - POWERS AND DUTIES.** The Executive Board may act on behalf of the Association, subsequent to a vote by the members, to carry the affairs of the Association, which shall include, but not be limited to the following:

- 4.1 Develop rules and regulations regarding the use and operation of the Association's property;
- 4.2 Collect assessments for Common Expenses from Lot Owners;
- 4.2 Institute, defend or intervene in litigation or administrative proceedings or seek injunctive relief for violations of the Bylaws or Rules and Regulations in the Association's name on behalf of the Association or two or more Lot Owners on matters affecting the association;
- 4.3 Make contracts and incur liabilities;
- 4.4 Regulate the use, maintenance, repair, replacement, modification and sale of Association's Property;
- 4.5 Cause additional Improvements to be made as a part of the Association's Property;

#### **ARTICLE V – MEETINGS**

- 5.1 Fifty percent (50%) of the members of the Association pursuant to Article V shall constitute a quorum for the transaction of business of any regular or special meeting of the Association.
- 5.2 The frequency, day, time, and location of the regular annual meeting shall be established by a majority vote of the members, provided a quorum is present. The meetings shall remain fixed as such in ensuing years until duly changed in the same manner.
- 5.3 Special meetings may be called by the Association President by notifying all members at least thirty (30) days in advance of such meeting; specifying the date, time, location, and purpose of the meeting.
- 5.4 Unless otherwise provided in these Bylaws, or amendments thereto, all business shall be conducted at meetings in accordance with Robert's Rules of Order, as last revised.

#### **ARTICLE VI – MEMBERSHIP**

- 6.1 Membership is open to anyone who owns a 50-foot or larger lot with a permanent residence on Tall Pine Street, Lake Drive Street, or in the Verona Beach Subdivision.
- 6.2 Revocation of membership may be for:
  - A. Non-payment of dues.
  - B. Refusal to abide by HOA rules and regulations by members or their guests.
- 6.3 Any member may be disenrolled by an affirmative vote of 75% of the members present and voting at a meeting in which a quorum is present.

#### **ARTICLE VII – ELECTION OF OFFICERS**

- 7.1 The association shall hold an annual election of officers for the ensuing year at the annual meeting.
- 7.2 The election of officers shall be by written ballot unless only one member is nominated to each elective office, in which event the Secretary may be directed by voice vote to cast a single ballot in behalf of the members.
- 7.3 To be elected, a candidate must receive a majority vote of the voting members in attendance. If there are more than two candidates for an office and no candidate receives a sufficient number of votes for election after two ballots, the candidate receiving the least number of votes shall be dropped from the next succeeding ballots until only two candidates

remain. In the event of three succeeding tie votes, the moderator shall place all ballots cast on the last vote into a container, blindly select one ballot from the container, have the ballots remaining counted, and announce the winner.

## **ARTICLE VIII – VOTING**

8.1 Unless a greater number than a majority for a specific action is required by these Bylaws, a majority of the votes actually cast by members present and voting can carry a motion, provided a quorum is present. Blank votes or abstentions do not count in the total for determining the number of votes cast. One of the voting members must be the Association President or Association Vice President. If neither the President nor Vice President are present then Association business cannot be conducted.

8.2 Each household is entitled to one vote, if in attendance.

8.3 Voting can be done in-person at a meeting, or via email to the President, Vice President, or Secretary. A member can also appoint a proxy to vote, provided the proxy has a written statement from the member permitting the proxy to cast the member's vote. Voting by text is not permitted.

8.4 Voting on routine matters shall normally be by voice, unless otherwise requested by a member or as provided in these Bylaws.

8.5 A roll-call count, closed or written ballot may be requested by any member of the Association and the request shall be honored without discussion.

## **ARTICLE IX – FINANCES**

9.1 The annual Association dues shall be such sum of money as may be fixed by a majority vote at a regular or special meeting of the Association, and shall remain fixed at such sum in ensuing years until otherwise duly changed by the Association.

9.2 The annual dues shall be levied on each member on a calendar-year basis and shall be payable at the annual meeting, but no later than December 31<sup>st</sup> for the upcoming year.

9.3 No member who is separated from the Association by reason of resignation or otherwise shall be entitled to a refund of dues paid.

9.4 The Association Secretary/Treasurer shall be the custodian of all Association funds. With the consent of the Association President, the Secretary/Treasurer shall establish an account with a federally insured banking institution in a location convenient to the Secretary/Treasurer.

9.5 All Association funds, other than small cash sums in the process of collection, shall be deposited in this account that shall be known as "TALL PINES ASSOCIATION." All withdrawals therefrom shall be by check only.

9.6 The Association President, or Vice President when acting in the absence of the Association President, is authorized to approve payment of all routine obligations as set forth in the budget approved by the Association. Routine obligations include those incurred by the Association in connection with carrying out officially adopted policy of the Association and payments within the limits of the budget. This includes, but is not limited to the following:

- A. Annual Picnic supplies
- B. Property Taxes
- C. NC State Fees

D. Pier Electrical Fees

E. Annual Liability Insurance Premium

F. Any other expenditure authorized by the Association Budget.

9.7 The Association President or the Vice President when acting in the absence of the Association President, may authorize emergency expenditures not exceeding a total of 200 dollars in any one calendar month and direct the Association Secretary/Treasurer to pay for such. A full report of such emergency expenditures shall be made to the Association at its next regular or special meeting.

9.8 The Association may, upon motion duly made and carried, set aside separate funds from the general funds to enable committee chairpersons of Association functions to carry out the committee's responsibilities. The Association President may authorize payment of bills from these funds. When the fund is depleted, no further bill may be authorized for payment without the approval from the Association.

9.9 All other obligations, regardless of amount, will be considered as special obligations. Authorization to incur special obligations and requests for the appropriation of Association funds must be submitted to the Association for approval by duly filed and considered motions, except as otherwise provided in this Article.

9.10 In situations where the pier sustains significant damage (i.e. storm damage) such that the Association has insufficient funds to make the repairs, each of the members will be assessed an equal amount to cover the cost of the repair.

9.11 All disbursements of Association funds shall be by check, signed by the Secretary/Treasurer and Association President.

9.12 The Secretary/Treasurer shall render a financial report and upcoming year budget at each regular meeting of the Association. This report shall include all receipts and expenditures since the last rendering of a financial report and the balance in funds remaining as of the day preceding the day of the meeting. Any emergency expenditure authorized by the Association President included in the reported expenditures shall be so designated in the report.

9.13 Upon the election of a succeeding Secretary/Treasurer, the retiring Secretary/Treasurer shall promptly deliver all Association Funds, books, and records to the new Secretary/Treasurer; and will assist as needed to allow the incoming Secretary/Treasurer authority to distribute funds from the Association's account and with the transfer of the account to a new banking institution, if needed.

## **ARTICLE X – BOAT STALLS**

10.1 An annual boat stall fee shall be such sum of money as may be fixed by a majority vote at a regular or special meeting of the Association, and shall remain fixed at such sum in ensuing years until otherwise duly changed by the Association.

10.2 Those wishing to utilize the boat stalls exclusively between Memorial Day and Labor Day will pay the required fee to the Association Secretary/treasurer at the annual July meeting.

10.3 The boat stall fee shall be held in a separate account designated for the maintenance of the boat stall lifting equipment except for 200dollars per year to be transferred to the Association General fund.

10.4 If there are insufficient funds to cover maintenance costs, those participating in the use of the stall for that year will equally contribute towards covering these costs.

10.5 The Association Secretary/Treasurer will establish and post the stall assignment for those participating in the boat stalls before Memorial Day each season. If there are more participants than stalls, the Secretary/Treasurer will assign each participant equal time for the Memorial Day to Labor Day season.

10.6 Except for the time period from Memorial Day through Labor Day, the use of the boat stalls will be on a first come-first served basis of those Association members in residence.

10.7 The cost to repair damage to any boat stall due to an act of negligence or improper use shall be the responsibility of the individual causing such damage.

#### **ARTICLE XI – CONTRACTS**

11.1 All licenses and agreements for the use of real property as well as contracts for the expenditure of Association funds as may be authorized by a vote of the Association, shall be signed by the Association President.

#### **ARTICLE XII – COMMITTEES**

12.1 Standing committees and special committees consisting of any number of members may be appointed by the Association President. The Association President shall designate the chairperson of each such committee appointed and outline the objectives to be accomplished unless such are otherwise prescribed. Individuals may be appointed as one-person committees if desired.

#### **ARTICLE XIII - PROCEDURE FOR RELIEF OF OFFICERS**

13.1 It will be the duty of each elected officer and committee chairperson, at the end of the term of office, to deliver to the successor all current materials, supplies, and records pertaining to the office of committee. The office or committee being relieved shall assist in effecting an orderly transfer of the administrative function of the office or committee, including but not limited to the briefing of the successor on the procedures to be followed and the forms to be completed and submitted.

#### **ARTICLE XIV – AMENDMENTS**

14.1 These Bylaws may be amended at any regular or special meeting of the association, at which, thirty (30) days prior written notice of the meeting and proposed amendment were given, by an affirmative vote of two-thirds (2/3) of the voting members provided a quorum is present.

14.2 Amendments shall become effective immediately following an affirmative vote, unless otherwise specified during the discussion of the amendment.

#### **ARTICLE XV – APPROVAL**

15.1 These Bylaws were adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ by a majority vote of the Association members and are effective as of this date.

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Jonathan Large  
Association President

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Association Secretary/Treasurer